

*English convenience translation of Swedish original. In case of discrepancies between the Swedish original and the English translation, the Swedish original shall prevail.*

## **Notice to the Annual General Meeting in Lindab International AB (publ)**

The shareholders of Lindab International AB (publ) (the "Company" or "Lindab") are hereby invited to attend the Annual General Meeting to be held at 3 pm (CEST) on Tuesday May 13, 2025, at Lindab Experience Center in Grevie. Registration for the Annual General Meeting begins at 2 pm.

The Board has resolved that the shareholders will be able to exercise their voting rights by postal voting in accordance with Chapter 7, Section 4a of the Swedish Companies Act (2005:551) and the Company's articles of association. Shareholders may therefore choose to exercise their voting rights at the Annual General Meeting through physical presence at the meeting, through appearance by proxy or through postal voting.

### **Right to attend the Annual General Meeting**

Shareholders who wish to attend the meeting must:

- be recorded in the share register maintained by Euroclear Sweden AB on Monday May 5, 2025
- notify the Company of their intention to attend the Annual General Meeting or submit their postal vote no later than Wednesday May 7, 2025

Notice of attendance may be made:

- by mail to Lindab International AB (publ), "Annual General Meeting", SE-269 82 Båstad, Sweden
- by telephone to Lindab +46 431 850 00
- via the Company's website at [www.lindabgroup.com](http://www.lindabgroup.com)

When giving notice of attendance, shareholders must state their name, personal identification number or corporate identification number, address and telephone number, as well as information about any representatives and assistants. Shareholders exercising their voting rights by postal voting do not need to give a particular notice of attendance, see below under postal voting. Shareholders whose shares are nominee-registered must, in order to participate in the Annual General Meeting and exercise their voting rights, temporarily re-register the shares in the shareholder's own name so that the shareholder is registered in the share register kept by Euroclear Sweden AB by Monday May 5, 2025. Accordingly, the shareholder must inform the nominee in due time before said date. Voting rights registration requested by the shareholder at such time that the registration has been completed by the nominee no later than Wednesday May 7, 2025 will be taken into account in the preparation of the share register. Lindab International AB (publ) will issue an entry card as a confirmation of the notice of attendance to be presented at the registration for the Annual General Meeting.

Shareholders who are represented by proxy must provide a dated proxy form in writing for the representative.

Proxy in original, certificate of registration or other authorisation documents shall be submitted to Computershare AB, "Lindab International AB's Annual General Meeting", P.O. Box 5267, SE-102 46 Stockholm, Sweden, either in connection with the notice of attendance or no later than Wednesday May 7, 2025. Proxy form is available on the last page of this notice as well as on the Company's website [www.lindabgroup.com](http://www.lindabgroup.com), and will be sent on request to shareholders who contact the Company and provide their postal address. If the proxy is issued by a legal entity, a copy of the registration certificate or equivalent authorisation documents for the legal entity must be attached.

### **Postal voting**

Shareholders will be able to exercise their voting rights by postal voting. A special form must be used for the postal vote. The postal voting form is available on the Company's website [www.lindabgroup.com](http://www.lindabgroup.com) and can also be provided by contacting the Company in accordance with the contact information stated above. Completed and signed postal voting forms can be sent by mail to Computershare AB, "Lindab International AB's Annual General Meeting", P.O. Box 5267, SE-102 46 Stockholm, Sweden, or by e-mail to [proxy@computershare.se](mailto:proxy@computershare.se). Completed forms must be received by Computershare AB no later than May 7, 2025. Special notice of attendance for the Annual General Meeting is not required since the postal voting form is valid as a notice of attendance. Shareholders who are natural persons may also cast their votes electronically through verification with BankID via Lindab's website [www.lindabgroup.com](http://www.lindabgroup.com). Such electronic votes must be submitted no later than May 7, 2025.

Shareholders may not submit special instructions or conditions with the postal vote. In such case, the entire postal vote is invalid. Further instructions and conditions can be found in the postal voting form and on the Company's website [www.lindabgroup.com](http://www.lindabgroup.com).

Shareholders who wish to recall a cast postal vote and instead exercise their voting rights through physical presence or by proxy must inform the secretariat of the Annual General Meeting before the Annual General Meeting opens.

If a shareholder submits a postal vote by proxy, a written and dated power of attorney signed by the shareholder must be attached to the postal voting form. Proxy forms are available on the Company's website [www.lindabgroup.com](http://www.lindabgroup.com), as well as on the last page of this notice, and will be sent on request to shareholders who state their postal address. If the shareholder is a legal person, a registration certificate or other authorization document must be attached to the form.

## **Agenda for the Annual General Meeting**

### **Proposed agenda**

1. Opening of the Annual General Meeting and election of chairman of the meeting.
2. Preparation and approval of voting list.
3. Approval of the agenda.
4. Election of two persons to verify the minutes together with the chairman.
5. Determination as to whether the meeting has been duly convened.
6. Report by the CEO
7. Presentation of the annual report and the auditor's report, as well as the consolidated accounts and the consolidated auditor's report, for the financial year 2024 and the auditor's opinion on whether the guidelines regarding remuneration to senior executives which have applied since the previous Annual General Meeting have been complied with.
8. Resolutions regarding
  - a. the adoption of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet for the financial year 2024.
  - b. the disposition of the Company's profits pursuant to the adopted balance sheet and the record dates for dividend.
  - c. the discharge from personal liability for the Board and the CEO.
9. Determination of the number of Board members and deputy Board members elected by the Annual General Meeting.
10. Determination of fees to the Board and auditors.
11. Election of the Board.
  - a. Peter Nilsson (re-election, the Nomination Committee's proposal)
  - b. Viveka Ekberg (re-election, the Nomination Committee's proposal)
  - c. Sonat Burman-Olsson (re-election, the Nomination Committee's proposal)
  - d. Anette Frumerie (re-election, the Nomination Committee's proposal)
  - e. Per Bertland (re-election, the Nomination Committee's proposal)
  - f. Marcus Hedblom (re-election, the Nomination Committee's proposal)
  - g. Staffan Pehrson (re-election, the Nomination Committee's proposal)
12. Election of auditor.
13. Resolution regarding approval of remuneration report.
14. Proposal for resolution on a call option plan.
15. Authorisation for the Board to resolve on repurchase and transfer of own shares.
16. Authorisation for the Board to resolve on issue of shares, warrants and/or convertibles.
17. Closing of the Annual General Meeting.

## **Proposed resolutions**

The Nomination Committee for the 2025 Annual General Meeting has consisted of the chairman Kristian Åkesson, representing Carnegie Fonder, Thomas Ehlin, representing Fjärde AP-fonden, Erik Durhan representing Lannebo Kapitalförvaltning AB and Peter Nilsson, the chairman of the Board of Lindab International AB (publ).

### *Election of chairman of the Annual General Meeting (item 1)*

The Nomination Committee proposes that the Annual General Meeting elects Peter Nilsson, the chairman of the Board, as the chairman of the Annual General Meeting.

### *Proposal for disposition of profits and record dates for dividend (item 8 b)*

The Board proposes that a dividend of in total SEK 5.40 per share is resolved for the financial year 2024, to be paid half-yearly in two instalments of SEK 2.70 per share. As record dates for the half-yearly dividend the Board proposes May 15, 2025 and November 3, 2025, respectively. The dividend is expected to be distributed by Euroclear Sweden AB on the third banking day after the respective record date.

#### *Proposal for number of Board members and deputy Board members (item 9)*

The Nomination Committee proposes that the number of Board members elected by the Annual General Meeting shall remain unchanged and thus, be seven Board members without deputy Board members.

#### *Proposal for fees to the Board and auditors (item 10)*

The Nomination Committee has previous years evaluated the possibility to stimulate the Board members' interest in the Company and its financial development and to create the possibility for the Board members to have a financial interest in the Company that is equivalent to the shareholders. Thus, the Annual General Meeting of 2019 established a principle henceforth, stating that a part of the fee to the Board shall be invested in Lindab shares. In addition, the Nomination Committee has reviewed and compared the remuneration in comparable companies in order to ensure that the compensation for the Board's work is on market terms.

Consequently, the Nomination Committee proposes, similar to previous years, that 1/3 of the net fee shall be invested in Lindab shares in accordance with the following terms:

- Acquisition of shares shall be made after the Annual General Meeting 2025 and before the second quarter financial report of 2025, or as soon as possible, if a Board member is prevented by law from acquiring the shares earlier.
- The shares shall be kept by the Board member for a five (5) year period from the date of acquisition by the Board member.
- The obligation to keep the shares for at least five (5) years shall be observed also if the Board member leaves the Board.

The Nomination Committee proposes that the fee to the chairman of the Board shall amount to SEK 1,470,000 and that the fee to each of the other Board members elected by the Annual General Meeting shall amount to SEK 575,000. The fee to each of the ordinary employee representatives shall amount to SEK 26,250. The fee for the ordinary work of the Board shall therefore in total amount to SEK 4,920,000 for the Board members elected by the Annual General Meeting.

The Nomination Committee proposes that the fee to the chairman of the Audit Committee shall amount to SEK 240,000 and that the fee to each of the other ordinary members shall amount to SEK 117,000.

The Nomination Committee proposes that the fee to the chairman of the Remuneration Committee shall amount to SEK 155,000 and that the fee to each of the other ordinary members shall amount to SEK 62,000.

The total fee for the Audit Committee and the Remuneration Committee shall not exceed SEK 691,000.

The Nomination Committee proposes that the auditor's fee shall be paid in accordance with approved account.

#### *Proposal for election of the Board (item 11)*

The Nomination Committee proposes: Re-election of the Board members Per Bertland, Sonat Burman-Olsson, Viveka Ekberg, Anette Frumerie, Marcus Hedblom, Peter Nilsson and Staffan Pehrson.

The Nomination Committee proposes Peter Nilsson to be the chairman of the Board.

#### *Proposal for election of auditor (item 12)*

In accordance with the recommendation of the Audit Committee, the Nomination Committee proposes re-election of the registered audit firm Deloitte AB as the Company's auditor for the period until the end of the next Annual General Meeting. Deloitte AB has informed the Company that the authorized public accountant Harald Jagner shall be the lead auditor.

#### *Proposal for approval of remuneration report (item 13)*

The Board proposes that the Annual General Meeting resolves to approve the Board's remuneration report pursuant to Chapter 8, Section 53a of the Swedish Companies Act (2005:551).

#### *Proposal for resolution on a call option plan (item 14)*

The Board proposes that the Annual General Meeting 2025 resolves to introduce a call option plan for senior executives and certain key employees in the Lindab Group (the "Call Option Plan"). In essence, the program is identical to the programs from 2017, 2018, 2019, 2020, 2021, 2022, 2023 and 2024.

The objective of the plan, and the reason for deviating from the shareholders' preferential rights, is to strengthen the link between the work of senior executives and the creation of shareholder value. By those means, it is considered that there will be an increased alignment of interests between the senior executives and the shareholders of Lindab International AB ("Lindab").

##### *1. Number of call options, participants and allotment of call options*

Lindab may issue up to 275,000 call options under the Call Option Plan. Senior executives and certain key employees within the Lindab Group shall have the right to participate in the Call Option Plan and shall be divided into three different categories:

Lindab's CEO shall have the right to acquire up to 100,000 call options. The remaining members of Lindab's Group Management Team (approx. 8 persons), shall have the right to acquire up to 50,000 call options each. Significant executives outside group management are awarded a maximum of 10,000 call options per person. The total number of persons offered an award, including group management, will amount to a maximum of 20 persons. A person who is not employed by the Lindab Group at the time of the Annual General Meeting but will commence their employment within the Lindab Group no later than 31 August 2025 shall be entitled to participate in the Call Option Plan.

The call options shall be freely transferable but subject to an agreed right of first refusal in favour of Lindab to repurchase the call options at market value.

Assignment of call options to employees outside of Sweden is dependent on tax effects, market assumptions and restrictions in certain jurisdictions, and that the Board assesses that the assignment of call options outside of Sweden can be executed with reasonable costs and reasonable administrative efforts.

The participant is responsible for any tax consequences, possible financial support for acquiring call options or underlying shares, and for other practical handling of the call options.

## *2. Acquisition of call options*

Acquisition of call options shall take place during an application period as soon as practically and legally possible after the Annual General Meeting. The price shall correspond to market value, calculated by an external appraiser based on the so called Black & Scholes-formula.

## *3. Time and price for acquisition of shares*

Each call option shall entitle to acquisition of one (1) share in Lindab. The exercise price will be 119 per cent of the average volume-weighted price paid for Lindab's share on Nasdaq Stockholm during the period May 14-May 27, 2025. Acquisition of shares in Lindab by exercise of call options may be made from and including the day after Lindab publishes the interim report for the period 1 January-30 June 2028, until and including 31 August 2028.

The number of shares that the call options entitle to, and the exercise price may be recalculated based on, among other things, extraordinary dividends paid, bonus issues, share splits or reverse share splits, rights issues or certain reductions of the share capital or similar actions.

## *4. Delivery of shares*

Lindab owns 1,806,888 of its own shares of which 738,550 are subscribed to previous call option programs. The Board's proposal means that the Annual General Meeting approves that Lindab, with deviation from the shareholders' preferential rights, to the holders of the call options transfer up to 275,000 of its own shares at the determined exercise price in connection with a possible exercise of the call options (subject to any recalculation).

## *5. Costs and effects on key ratios etc.*

The market value of the call options is SEK 26.40 per call option, according to a preliminary valuation. The preliminary valuation is based on a market value of the underlying share of SEK 206.00 and an assumed exercise price of SEK 245.00 per share. The Black & Scholes-formula has been used for the valuation under the assumption of a risk-free interest rate of 2.44 per cent, a volatility of 28.5 per cent and a yield of 2.5 per cent. Lindab has no other costs for the Call Option Plan than administrative costs regarding advisors etc. in connection with the preparation of documentation for the resolution and for resolving on the issue of the call options etc.

If all the proposed 275,000 call options are acquired and exercised for acquisition of shares, these will constitute approx. 0.35 per cent of the current total number of shares and votes in

Lindab. Transfer of repurchased own shares will have the effect that shares which previously could not be represented at the Annual General Meeting or entitle to dividend can after the transfer be represented at the Annual General Meeting and will entitle to dividend.

#### *6. The preparation of the proposal*

The Call Option Plan has been prepared by the remuneration committee of the Board and has been discussed at Board meetings during the spring 2025.

#### *7. Other incentive plans in Lindab*

Lindab has three previous outstanding option-based incentive programs decided at the Annual General Meetings 2022, 2023 and 2024. Further information is available in the Lindab Annual Reports of 2023 and 2024 and on Lindab's website [www.lindabgroup.com](http://www.lindabgroup.com). Long-term variable remuneration in cash in Lindab follows from the proposal regarding guidelines for remuneration to senior executives.

#### *8. Special authorization for the CEO*

The CEO of Lindab is authorized to make such minor adjustments to the resolution by the Annual General Meeting that may be required for registration with Euroclear Sweden AB.

#### *9. The Board's proposed resolution*

Referring to the description above, the Board proposes that the Annual General Meeting resolves on the Call Option Plan.

#### *10. Majority requirements*

A resolution on the Call Option Plan in accordance with the Board's proposal is valid if it is supported by shareholders representing more than nine tenths of the votes cast and the shares represented at the Annual General Meeting.

#### *Authorisation for the Board to resolve on repurchase and transfer of own shares (item 15)*

The Board proposes that the Annual General Meeting authorizes the Board to, on one or several occasions during the period up until the next Annual General Meeting, resolve on repurchase of own shares on the following conditions.

- Repurchase of shares may be made at a maximum of so many shares that the company's holding does not exceed ten (10) percent of the total number of shares in the company from time to time.
- Repurchase of shares may be made on Nasdaq Stockholm at a price per share within the share price interval registered at that time, where share price interval means the difference between the highest buying price and the lowest selling price.
- Payment for the repurchased own shares shall be made in cash.
- The Board may resolve on other terms and conditions for the repurchase.

Furthermore, the Board proposes that the Annual General Meeting authorizes the Board to, on one or several occasions during the period up until the next Annual General Meeting, resolve on transfer of the company's own shares in accordance with the following.



- The maximum number of shares to be transferred may not exceed the number of shares held by the company at the time of the transfer.
- Transfer may be made with deviation from the shareholders' preferential right on Nasdaq Stockholm as well as to third parties in connection with acquisition of a company or a business.
- Payment for transferred shares can be made in cash, through an issue in kind or set-off.
- Payment for transferred shares on Nasdaq Stockholm may only occur at a price per share within the share price interval registered at that time, where share price interval means the difference between the highest buying price and the lowest selling price.
- Transfer in connection with acquisitions may be made at a market value assessed by the Board.
- The Board may resolve on other terms and conditions for the transfer.

The purpose of the authorizations is to give the Board the possibility to adjust the company's capital structure and thereby contribute to increased shareholder value and to be able to exploit attractive acquisition opportunities by fully or partly financing future acquisitions with the company's own shares.

The Board has presented a motivated statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act. The statement is available at the company and on the company's website.

A resolution in accordance with this proposal requires approval from shareholders representing at least two-thirds of both the number of votes cast as well as the shares represented at the general meeting in order to be valid.

*Authorisation for the Board to resolve on issue of shares, warrants and/or convertibles (item 16)*

The Board proposes that the Annual General Meeting authorizes the Board to, on one or several occasions during the period up until the next Annual General Meeting, with or without deviation from the shareholders' preferential right, resolve on new issues of shares, warrants and/or convertibles. The authorization shall also include the right to resolve on new issues of shares, warrants and/or convertibles with terms concerning issues in kind, offset rights or other terms stated in Chapter 13, Section 5, first paragraph 6, Chapter 14, Section 5, first paragraph 6, and Chapter 15, Section 5, first paragraph 4 in the Swedish Companies Act. By resolutions in accordance with the authorization, the number of shares may be increased by a number corresponding to a maximum of ten (10) percent of the number of outstanding shares in the company at the time when the Board first uses the authorization.

The purpose of the authorization and the reasons for a potential deviation from the shareholders' preferential rights as set out above is to carry out and finance acquisitions of companies, part of companies or businesses or to strengthen the company's capital base and equity/assets ratio. Such issues may not require amendment of the Articles of Associations applicable from time to time. In case of deviation from the shareholders' preferential rights, issues by virtue of the authorization shall be made on market conditions. In accordance with the conditions set out above, the Board shall also be authorized to resolve on other terms as considered necessary by the Board to carry out the issues.



The Managing Director, or anyone appointed by the Managing Director, shall have the right to make any adjustments that may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office (Sw. Bolagsverket).

A resolution in accordance with this proposal requires approval from shareholders representing at least two-thirds of both the number of votes cast as well as the shares represented at the general meeting in order to be valid.

### **Available documents and information about the number of shares and votes in the Company**

The 2024 annual report, the auditors' report, the Board's remuneration report and the Board's complete proposals regarding the agenda items 8 b) and 13-16 as well as related documents will be kept available for the shareholders at the Company's headquarters at the address Lindab International AB, SE-269 82 Båstad, Sweden, and on the Company's website [www.lindabgroup.com](http://www.lindabgroup.com), no later than April 22, 2025. Copies will be sent on request to shareholders who state their postal address. The 2024 annual report, the auditors' report, the Board's complete proposals as well as related documents will also be held available at the Annual General Meeting.

The total number of shares and votes in the Company amounts to 78,842,820. Lindab International AB (publ) holds 1,806,888 treasury shares, for which the Company cannot exercise any voting rights.

### **Information at the Annual General Meeting**

At the Annual General Meeting, the Board and the CEO shall, if requested by a shareholder and the Board considers that it can be done without material damage to the company, provide information regarding issues that may affect the assessment of an item on the agenda and circumstances that may affect the assessment of the company's or its subsidiaries' financial position or the company's relation with other companies within the group. A shareholder who so requests may send questions in advance by post to Lindab International AB (publ), "Annual General Meeting", SE-269 82 Båstad, Sweden, or by email to [ola.ranstam@lindab.com](mailto:ola.ranstam@lindab.com).

### **Processing of personal data**

For information on how your personal data is processed, see <https://www.euro-clear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

If you have questions regarding Lindab's processing of your personal data, you can contact the company by email, [lindab@lindab.com](mailto:lindab@lindab.com). Lindab has corporate ID No. 556606–5446 and the Board of Directors' registered office is in Båstad, Sweden.

Båstad in March 2025

The Board of Directors

Lindab International AB (publ)

**Proxy**

Proxy to represent all of my/our shares in Lindab International AB (publ) at the Annual General Meeting on May 13, 2025 for

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Name of proxy

-----  
Street address

-----  
Postal code and city

-----  
Telephone (office hours)

The proxy will also be participating in the meeting in respect of his/her own shares

Personal ID number of the proxy \_\_\_\_\_

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Place and date (the proxy must be dated)

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Signatory of the grantor of the proxy (company signatory when applicable)

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Print name and personal ID number / registration number of the grantor

Authorisation documents (certificate of registration or similar which validates the authority of the signatory) shall also be attached to a proxy issued by legal entities.

The Power of Attorney and any authorisation documents or similar shall be sent to Computershare AB, "Lindab International AB's Annual General Meeting", P.O. Box 5267, SE-102 46 Stockholm, Sweden, regardless of if the shareholder is to be physically present at the Annual General Meeting or exercise their voting rights through postal voting. **Power of Attorney in original shall be received by Computershare no later than May 7, 2025.**

**Please note that if the shareholder wishes to exercise the shareholder's rights at the Annual General Meeting through proxy, the Power of Attorney must be submitted together with the notice of attendance or the postal voting form so that it is received by Computershare AB no later than May 7, 2025.**