

Notice of Annual General Meeting in New Wave Group AB (publ)

The shareholders of New Wave Group AB (publ), 556350-0916, are hereby invited to the Annual General Meeting.

Date and time: Tuesday, May 6, 2025, at 13:00 CET

Location: Kosta Boda Art Hotel, Stora Vägen 75, SE-365 43 Kosta, Sweden

Right to participate and registration

Shareholders who wish to participate in the Annual General Meeting must be registered in the share register maintained by Euroclear Sweden AB ("Euroclear") as of April 25, 2025, **and** must notify their participation no later than April 29, 2025, to **New Wave Group AB (publ), "Annual General Meeting", Kungsportsavenyen 10, SE-411 36 Gothenburg** or bolagsstamma@nwg.se.

When registering, the name, personal or organization number, address, and daytime phone number must be provided. If the shareholder intends to bring an assistant to the meeting, the number (maximum two) and names of the assistants must be notified to the company as specified above.

If the shareholder intends to be represented by a proxy, a written and dated power of attorney must be issued for the proxy. The power of attorney must be sent in original to the company at the above address so that the company receives it well in advance of the AGM. If the power of attorney is issued by a legal entity, a certified copy of the registration certificate or equivalent authorization document must be sent to the company. Note that shareholders represented by proxy must also register as above. Proxy forms are available at www.nwg.se.

Shareholders who have their shares registered in the name of a nominee must temporarily register the shares in their own name to participate in the meeting. Such temporary registration of ownership, so-called voting rights registration, which has been made no later than April 29, 2025, will be considered in the preparation of the share register. Shareholders must therefore notify their desire for voting rights registration to the nominee well in advance of this date.

Proposed agenda

1. Opening of the meeting
2. Election of the chairman of the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two adjusters
6. Determination of whether the meeting has been duly convened
7. Address by the CEO
8. Presentation of the annual report and the auditor's report as well as the consolidated financial statements and the auditor's report on the consolidated financial statements, and presentation of the auditor's statement on whether the guidelines for remuneration to senior executives have been followed
9. Resolutions on:
 - a) Adoption of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet

- b) Appropriation of the company's profit according to the adopted balance sheet and resolution on the record date for dividend
 - c) Discharge from liability for the board members and the CEO
10. Determination of the number of board members and deputies
 11. Determination of fees to the board and auditors
 12. Election of board members and chairman of the board
 13. Election of auditor
 14. Resolution on principles for the appointment of a new nomination committee
 15. Resolution on authorization of the board to decide on directed new issues of shares for financing acquisitions of companies or businesses or parts thereof
 16. Resolution on authorization for the board to obtain certain financing
 17. Closing of the meeting

Election of the chairman of the meeting (item 2)

The nomination committee, consisting of Tomas Risbecker (chairman), Svolder Aktiebolag, Frank Larsson, Handelsbanken Fonder, and Torsten Jansson, Torsten Jansson Holding AB, proposes Olof Persson as chairman of the meeting.

Dividend (item 9 b)

A dividend of SEK 3.50 per share is proposed, divided into two payment occasions. The first payment will amount to SEK 1.75 per share with May 8, 2025, as the proposed record date. The second payment will amount to SEK 1.75 per share, with December 2, 2025, as the proposed record date. If the AGM resolves in accordance with the proposal, Euroclear is expected to carry out the first payment on May 13, 2025, and the second payment on December 5, 2025.

Number of board members, fees to the board and auditors, and election of board members, chairman, and auditor (items 10–13)

The nomination committee has proposed the following:

The number of board members shall be eight without deputies.

Re-election of Kinna Bellander, Susanne Given, Torsten Jansson, Kristina Johansson, Ralph Mühlrad, Olof Persson, and M. Johan Widerberg, and new election of Pernilla Jansson to the board.

Re-election of Olof Persson as chairman of the board.

Re-election of Deloitte as auditor. If the proposal is approved, Didrik Roos will be the principal auditor.

Fees to the board members are proposed to be SEK 572,000 to the chairman of the board and SEK 234,000 to each of the other board members, except the CEO of the company. Fees to the audit committee are proposed to be SEK 200,000 to be distributed within the committee. Additionally, SEK 150,000 is proposed to be allocated for the board to distribute to board members for efforts outside normal board work, mainly understood as work within the group's strategic work. Audit fees are proposed to be paid according to approved invoice and agreement.

Principles for the appointment of a new nomination committee (item 14)

The nomination committee's proposal means that the AGM will decide that a new nomination committee for the 2026 AGM will consist of representatives of three of the larger shareholders. The nomination committee shall perform the tasks that follow from the Swedish Code of Corporate Governance. The chairman of the board is tasked with contacting the largest registered shareholders by voting power according to the share register as of September 30, 2025, to offer participation in the nomination committee. If any of these shareholders declines to participate in the nomination committee or leaves the nomination committee before its work is completed, the next largest shareholder will be given the opportunity to appoint a member.

The company shall publish the names of the members of the nomination committee and how they can be contacted on the company's website no later than six months before the AGM. The nomination committee shall appoint a chairman from among its members, who may not be the chairman of the board or another board member. The nomination committee's mandate applies until a new nomination committee is appointed. In the event of significant changes in the ownership structure before the nomination committee's work is completed, its composition may be adjusted according to the above principles. The last date for changes in the composition of the nomination committee is three months before the AGM.

Authorization of the board to decide on share issues (item 15)

The proposal essentially involves authorizing the board to, until the next AGM, on one or more occasions, decide on new issues of no more than 8,000,000 series B shares. The authorization includes the right to decide on deviations from the shareholders' preferential rights, except for decisions on new issues where the consideration consists solely of cash. By decision based on the authorization, the share capital may be increased by a total of no more than SEK 12,000,000. The authorization shall also include the right to decide on new issues with provisions for non-cash consideration or subscription with set-off rights or otherwise with conditions referred to in Chapter 13, Section 5, first paragraph, item 6 of the Swedish Companies Act. The reasons for deviating from the shareholders' preferential rights are that the newly issued shares will be used to finance acquisitions of companies or businesses or parts thereof. The basis for the issue price shall be the market value of the share.

For a valid resolution under this item, the decision of the meeting must be supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting.

Authorization of the board to obtain certain financing (item 16)

The proposal essentially involves authorizing the board to, until the next AGM, on one or more occasions, decide on obtaining financing of the type covered by the provisions of Chapter 11, Section 11 of the Swedish Companies Act. The terms of such financing shall be market-based. The background to the authorization is that the company should have the opportunity to obtain such financing on terms attractive to the company, where, for example, the interest rate may depend on the company's results or financial position.

Additional information

Complete proposals for the above decisions, together with accounting documents, the auditor's report, and other documents according to the Swedish Companies Act, will be available from April 11, 2025, at the company's office and on the company's website www.nwg.se.

Shareholders with questions related to the AGM can contact the company by email: bolagsstamma@nwg.se

Processing of personal data

For information on how personal data is processed in connection with and due to the AGM see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Disclosures according to Chapter 7, Section 32 of the Swedish Companies Act

The board and the CEO shall, if any shareholder requests it and the board considers that it can be done without significant harm to the company, provide information at the AGM about circumstances that may affect the assessment of an item on the agenda and circumstances that may affect the assessment of the company's or a subsidiary's financial situation and the company's relationship with another group company.

Number of shares and votes

At the time of this notice, the total number of shares in the company amounts to 132,687,086, of which 39,415,360 are shares of series A and 93,271,726 are shares of series B, corresponding to a total of 487,425,326 votes.

Göteborg, March 2025
New Wave Group AB (publ)
The Board of Directors