

## Notice of extraordinary general meeting in NCAB Group AB (publ)

**The shareholders of NCAB Group AB (publ), reg. no. 556733-0161, ("Company"), are hereby convened to the extraordinary general meeting on Wednesday, 15 December 2021.**

The board of directors has decided that the extraordinary general meeting shall be held without physical presence of shareholders, representatives and external participants, and that voting may only be done by post prior to the extraordinary general meeting.

Information about the decisions by the extraordinary general meeting will be disclosed on Wednesday, 15 December 2021, as soon as the outcome of the postal voting has been compiled.

### **The right to participate at the extraordinary general meeting etc.**

Shareholders who wish to participate at the extraordinary general meeting shall

- i. be registered in the share register kept by Euroclear Sweden AB on the record day, which is Tuesday, 7 December 2021, as well as
- ii. give notice of their attendance by submitting a postal vote in accordance with the instructions set out under the heading "Postal voting" below in such manner that the postal vote has been received by the Company on Tuesday, 14 December 2021, at the latest.

Please note that notification to the extraordinary general meeting can only be made through postal voting.

**To be entitled to participate in the extraordinary general meeting, shareholders with nominee-registered shares through a bank or other nominee must register their shares in their own name with Euroclear Sweden AB (so-called voting rights registration). Shareholders requesting such registration should notify their nominee well in advance of Tuesday, 7 December 2021. Voting rights registration that has been requested by the shareholder at such time that the registration has been completed by the nominee no later than on Thursday, 9 December 2021 will be taken into account in the preparation of the share register.**

### **Postal voting**

Shareholders may exercise their voting rights at the extraordinary general meeting by voting in advance, so called postal voting in accordance with the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. A special form should be used for the postal voting. The postal voting form is available on the Company's website [www.ncabgroup.com](http://www.ncabgroup.com).

A completed and signed postal voting form can be submitted by post to NCAB Group AB (publ), "EGM", Mariehällsvägen 37 A, SE-168 65 Bromma, Sweden or by e-mail to [agm@ncabgroup.com](mailto:agm@ncabgroup.com). A completed form must be received by the Company on Tuesday, 14 December 2021, at the latest.

The shareholder may not provide any other instructions than marking the response alternatives in the postal voting form. If the shareholder has included special instructions or conditions, or supplemented or amended the pre-printed text, the postal vote will be invalid. Further instructions and terms are set out in the postal voting form and on [www.ncabgroup.com](http://www.ncabgroup.com).

In the postal voting form, the shareholders may request that a resolution on one or several of the matters on the proposed agenda below should be deferred to a so-called continued general meeting, which cannot be conducted solely by way of advance voting. Such continued general meeting shall take place if the extraordinary general meeting so resolves, or if shareholders with at least one tenth of all shares in the Company so request.

### **Proxies**

If a shareholder submits its postal vote by proxy, a written and dated power of attorney signed by the shareholder must be attached to the postal voting form. Power of attorney forms are available on the Company's website at <http://www.ncabgroup.com/>. If the shareholder is a legal entity, a registration certificate or another authorization document must be attached to the form.

### **PROPOSED AGENDA**

1. Appointment of chairman for the meeting.
2. Preparation and approval of the voting register.
3. Approval of the agenda.
4. Election of one or two persons to attest the minutes.
5. Examination of whether the meeting has been duly convened.
6. Resolution on extra dividend.
7. Resolution on share split and adoption of new articles of association.

### **Proposals**

#### **Appointment of chairman for the meeting (item 1)**

The board of directors proposes that attorney at law Emma Norburg from Advokatfirma DLA Piper is appointed chairman of the extraordinary general meeting.

#### **Preparation and approval of the voting register (item 2)**

The board of directors proposes that the extraordinary general meeting approves the voting register, which has been established on the basis of the postal votes received in due course.

#### **Approval of the agenda (item 3)**

The board of directors proposes that the extraordinary general meeting approves the proposed agenda.

#### **Election of one or two persons to attest the minutes (item 4)**

The board of directors proposes that the extraordinary general meeting elects Ulrik Grönvall and Christoffer Geijer, to attest the minutes, or if these persons are unavailable, one or two persons, who are not board members or employees of the Company, proposed by the chairman.

**Examination of whether the meeting has been duly convened (item 5)**

The board of directors proposes that the extraordinary general meeting approves that it has been duly convened.

**Resolution on extra dividend (item 6)**

On 10 May 2021, the annual general meeting resolved that the distributional profits of SEK 476,501,548 (according to the balance sheet of the financial year 2020), were to be distributed in such a way that SEK 5.00 per share, amounting to a total of SEK 93,485,620, be paid to the shareholders and that the remaining amount be carried forward.

In light of the Company's continued strong position with regards to equity and liquidity, the board of directors' assessment is that the prerequisites exist for an extra dividend to the shareholders.

The board of directors therefore proposes that the general meeting resolves on an extra dividend to the shareholders of SEK 10.00 per share, amounting to at most SEK 186,971,240 of the distributional profits of SEK 383,015,928, and that the remaining profits shall be carried forward.

The board of directors proposes the following terms for the dividend:

- SEK 10.00 shall be paid per share;
- the record day shall be Friday 17 December 2021; and
- the day of payment shall be Wednesday 22 December 2021.

The board of directors or a person appointed by the board of directors shall be authorised to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office and Euroclear Sweden.

**Resolution on share split and adoption of new articles of association (item 7)**

In order to achieve a suitable number of shares in the Company, the board of directors proposes that the general meeting resolves to increase the number of shares by a share split, whereby one (1) existing share will be split into ten (10) shares, and that § 5 in the Company's articles of association be amended so that the number of shares shall be not less than 150,000,000 and not more than 600,000,000 shares. After completion of the split, the number of shares will change from 18,697,124 to 186,971,240 shares (based on the number of outstanding shares at the time of the publishing of the notice), and each share's quota value will change from SEK 0.1 to SEK 0.01.

It is further proposed that the board of directors be authorized to set the record day for the split of the Company's shares.

Current wording of § 5 in the Company's articles of association:

*5 § Number of shares*

*The number of shares shall be not less than 15,000,000 and not more than 60,000,000.*

Proposed wording of § 5 in the Company's articles of association:

*5 § Number of shares*

*The number of shares shall be not less than 150,000,000 and not more than 600,000,000.*

The board of directors or a person appointed by the board of directors shall be authorised to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office and Euroclear Sweden.

A valid resolution by the extraordinary general meeting requires that shareholders holding not less than two-thirds of both the votes cast and the shares represented at the extraordinary general meeting vote in favor of the proposal.

#### **Details of number of shares, votes and holding of own shares**

The total amount of shares and votes in the Company at the time of issue of this notice was 18,697,124. All shares carry equal voting rights. The Company hold 6,725 own shares.

#### **Documents**

The annual report of the financial year 2020, complete proposals regarding item 6 and 7 in the agenda, the board of directors report and statement and the auditor's statement pursuant to Chapter 18, Section 6 of the Swedish Companies Act, will be available at the Company (address as above) and on the Company's website, [www.ncabgroup.com](http://www.ncabgroup.com), not less than three weeks before the extraordinary general meeting. The aforementioned documents will be sent to those shareholders who so request and submit their postal address or e-mail address.

#### **Shareholders' right to request information**

The board of directors and the CEO shall, if a shareholder so requests and the board of directors considers that such may take place without significant harm to the Company, provide information regarding any circumstances that may affect the assessment of a matter on the agenda. Written requests to receive such information should be received by the Company ten days before the extraordinary general meeting, i.e., on Sunday, 5 December 2021, at the latest, and can be sent to NCAB Group AB (publ), "EGM", Mariehällsvägen 37 A, SE-168 65 Bromma, Sweden, or by e-mail to [agm@ncabgroup.com](mailto:agm@ncabgroup.com). Requested information will be made available on the Company's website [www.ncabgroup.com/](http://www.ncabgroup.com/) and at the Company's office on Mariehällsvägen 37 A in Bromma on Friday, 10 December 2021, at the latest. The information will also be sent to the shareholder who requested it and provided his or her address.

#### **Processing of personal data**

For information on how the Company processes your personal data, please see the integrity policy which is available on the website of Euroclear Sweden AB:

[www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

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Stockholm in November 2021

The board of directors of NCAB Group AB (publ)

**For further information, please contact:**

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**About NCAB**

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NCAB is a worldwide leading supplier of printed circuit boards, listed on NASDAQ Stockholm. NCAB is offering PCBs for demanding customers, on time with zero defects, produced sustainably at the lowest total cost. NCAB was founded in 1993. Since its foundation, the operations have been characterized by an entrepreneurial and cost efficient culture and have over time showed strong growth and good profitability. Today, NCAB has local presence in 16 countries in Europe, Asia and North America and customers in approximately 45 countries worldwide. Revenues in 2020 amounted to SEK 2 115 million. Organic growth and acquisitions are part of NCAB's strategy. For more information about NCAB Group please visit us at [www.ncabgroup.com](http://www.ncabgroup.com).

**Attachments**

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