

# Notice to the annual general meeting in Cint Group AB (publ)

The shareholders of Cint Group AB (publ) (“**Cint**” or the “**Company**”) are hereby given notice of the annual general meeting to be held on 17 May 2022.

In light of the risk of continued spread of the virus causing Covid-19, the board of directors has decided that the annual general meeting will be held without the physical presence of shareholders, proxies or external parties and that the shareholders shall have the opportunity to exercise their voting rights only by postal voting prior to the general meeting.

## Right to participate and notice of attendance

Shareholders who wish to participate at the general meeting must:

- be registered in the share register kept by Euroclear Sweden AB on the record date 9 May 2022 or, if the shares are registered in the name of a nominee, request that the shares are registered in the shareholder’s own name for voting purposes by the nominee not later than on 11 May 2022, and
- notify their intention to participate by having submitted a postal vote in accordance with the instructions under the heading “Voting by post” below in such manner that Computershare AB has received the postal vote by 16 May 2022, at the latest. Please note that a notification to attend the general meeting can only be done by a postal vote.

Shareholders with nominee-registered shares held via a bank or other nominee must request the nominee to register them in the shareholder’s own name in the share register kept by Euroclear Sweden AB in order to participate in the general meeting (voting registration). As set out above, the nominee must have performed such registration with Euroclear Sweden AB by 11 May 2022. Therefore, the shareholder must contact its nominee well in advance of such day and re-register its shares in accordance with the nominee’s instructions.

## Postal voting

The board of directors has decided that the shareholders shall have the opportunity to exercise their voting rights by a postal vote pursuant to Sections 20 and 22 of the Swedish Act (2022:121) on Temporary Exemptions to Facilitate the Execution of General Meetings in Companies and Associations. The shareholders shall use the voting form and follow the Company’s instructions that are available on the Company’s website: [www.cint.com](http://www.cint.com) / Investors / Leadership & Governance / General Meetings (<https://investors.cint.com/en/general-meetings>) and at the Company’s offices, Luntmakargatan 18, SE-111 37 Stockholm. A completed and signed voting form should be sent by mail to Computershare AB, “AGM of Cint Group AB”, Box 5267, SE-102 46 Stockholm. Completed forms must be received by Computershare AB by 16 May 2022, at the latest. The completed and signed form may alternatively be submitted electronically by sending the form to [info@computershare.se](mailto:info@computershare.se). Shareholders can also submit their postal votes electronically with BankID through the Company’s website. If the shareholder votes by proxy, a signed and dated power of attorney shall be enclosed with the voting form. A proxy form is available upon request and on the Company’s website. If the shareholder is a legal entity, a certificate of incorporation or other authorization document shall be enclosed with the voting form. Shareholders are not allowed to include special instructions or conditions in the postal vote. If special instructions or conditions are included, such postal voting forms become invalid. Further information and conditions can be found in the voting form.

For questions about the general meeting or to receive a postal voting form or proxy form by post, please contact: Cint Group AB (publ), “AGM”, Luntmakargatan 18, SE-111 37 Stockholm or send an e-mail to [agm@cint.com](mailto:agm@cint.com).

## **Proposed agenda**

1. Opening of the meeting
2. Election of a chair of the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one person to verify the minutes
6. Determination whether the meeting has been duly convened
7. Presentation of the annual report and the auditor's report, and as applicable, the consolidated financial report and the auditor's report in respect thereof
8. Resolutions:
  - a) on adoption of the income statement and balance sheet and, if applicable, the consolidated income statement and the consolidated balance sheet
  - b) on the disposition of the Company's profit or loss as shown in the adopted balance sheet
  - c) on discharge of liability of members of the board and the managing director
9. Determination of the number of members of the board of directors and the number of auditors
10. Determination of the fees to be paid to the members of the board of directors and the auditors
11. Election of the members of the board of directors and, if applicable, auditor
12. Resolution on the principles for the appointment of the nomination committee and instruction to the nomination committee
13. Resolution on approval of the remuneration report
14. Resolution on authorisation of the board of directors to issue shares
15. Closing of the meeting

### **Appointment of chair of the meeting (item 2)**

The nomination committee proposes that Carl Westerberg, or, in his absence, the person designated by the nomination committee, is proposed as chair of the general meeting.

### **Preparation and approval of the voting list (item 3)**

The voting list that is proposed to be approved under item 3 on the agenda is the voting list that Computershare has prepared, on behalf of the Company, based on the shareholders' register and received postal votes and which has been verified and approved by the person to verify the minutes.

### **Election of one person to verify the minutes (item 5)**

Andreas Nilsson representing Cidron Ross S.à r.l., or in his absence, the person designated by the board of directors of directors, is, in addition to the chair, proposed as person to verify the minutes. Also, such assignment includes verifying the voting list and that the received postal votes are correctly reflected in the minutes.

### **Resolution on the disposition of the Company's profit or loss as shown in the adopted balance sheet (item 8b)**

The board of directors proposes that the annual general meeting resolves that Cint shall not pay any dividends for the financial year 2021.

### **Determination of the number of members of the board of directors and the number of auditors (item 9)**

The nomination committee proposes that eight board members are elected, and that one registered accounting firm is elected as the Company's auditor.

### **Determination of the fees to be paid to the members of the board of directors and the auditors**

**(item 10)**

The nomination committee proposes that the fees to be paid to the members of the board of directors elected by the annual general meeting for the period until the close of the annual general meeting 2023 shall be SEK 1,200,000 to the chair of the board of directors and SEK 450,000 to each of the members of the board of directors.

The nomination committee proposes that additional fees are paid to the members of the audit committee, with SEK 200,000 to the chair of the audit committee and SEK 100,000 to each of the members of the audit committee for the period until the close of the annual general meeting 2023.

The nomination committee proposes that additional fees are paid to the members of the remuneration committee, with SEK 100,000 to the chair of the audit committee and SEK 50,000 to each of the members of the audit committee for the period until the close of the annual general meeting 2023.

The nomination committee proposes that the fees to the auditor be paid against approved account.

**Election of the members of the board of directors and, if applicable, auditor (item 11)**

The nomination committee proposes that Patrick Comer, Carl Sparks, Niklas Savander, Daniel Berglund, Kaveh Rostampor and Anna Belfrage are re-elected and that Liselotte Högertz Engstam and Tina Daniels are elected as members of the board of directors for the period until the close of the annual general meeting 2023.

The nomination committee proposes that Patrick Comer is elected as chair of the board of directors for the period until the close of the annual general meeting 2023.

A closer presentation of the proposed board members (including the nomination committee's evaluation on independence) can be found on the Company's website: [www.cint.com](http://www.cint.com) / Investors / Leadership & Governance / General Meetings (<https://investors.cint.com/en/general-meetings>).

The nomination committee proposes, in accordance with the recommendation from the audit committee, that the registered accounting firm PricewaterhouseCoopers AB be re-elected as auditor for the period until the close of the annual general meeting 2023. PricewaterhouseCoopers AB has informed that, if the annual general meeting resolves in accordance with the nomination committee's proposal, Nicklas Kullberg will be appointed auditor-in-charge (Nicklas Kullberg is the current auditor-in-charge for the Company).

**Resolution on the principles for the appointment of the nomination committee and instruction to the nomination committee (item 12)**

The nomination committee proposes that the annual general meeting shall resolve to adopt the following instruction for the nomination committee, which shall apply until further notice.

**Principles for appointment of the nomination committee**

The nomination committee shall prior to the annual general meeting be composed of (i) representatives of the three largest shareholders of the Company in terms of votes, who are registered in the share register maintained by Euroclear Sweden AB as of the last trading day in August each year, and (ii) the chair of the board of directors as a co-opted member without voting rights, who shall also convene the nomination committee to its first meeting. The nomination committee shall meet the requirements of composition set out in the Swedish Corporate Governance Code (the "Code"). If the larger shareholders who have the right to appoint members of the nomination committee wish to appoint persons with the consequence that the requirements of composition provided in the Code are not met, the first choice of the larger shareholder shall have precedence over a smaller shareholder. At the appointment of a new member, the shareholder who shall appoint the new member shall consider the composition of the current nomination committee.

Should any of the three largest shareholders abstain from their right to appoint a member of the nomination committee, the right to appoint a member shall pass to the next shareholder in line that does not already have the right to appoint a member of the nomination committee. However, the procedure shall only continue until the earlier of (i) five additional shareholders have been asked or (ii) the nomination committee is complete.

The name of the members and the shareholders they represent shall normally be made public on the Company's website at the latest six months prior to the annual general meeting. At this convening, the nomination committee shall appoint a chair amongst its members. The chair of the board of directors shall not be elected as the chair of the nomination committee. The mandate period of the nomination committee shall extend until the next nomination committee is appointed. Changes in the composition of the nomination committee shall be made public on the website of the Company as soon as they have occurred.

If a change in the Company's ownership structure occurs after the last trading day in August but before the date which occurs three months ahead of the forthcoming annual shareholders' meeting, and if a shareholder that after this change has become one of the three largest shareholders in terms of votes, who are registered in the share register of the Company, makes a request to the chair of the nomination committee to be part of the nomination committee, the shareholder shall have the right, in the discretion of the nomination committee, either to appoint an additional member of the nomination committee or to appoint a member who shall replace the member appointed by the, after the changes in the ownership structure, smaller shareholder in terms of votes.

A shareholder who has appointed a member of the nomination committee has the right to dismiss the member and appoint a new member. If such an exchange takes place, the shareholder shall without delay give notice of this to the chair of the nomination committee (or, if it is the chair of the nomination committee who shall be exchanged, to the chair of the board of directors). The notification shall contain the name of the dismissed member and the person who shall replace him as member of the nomination committee.

A member who prematurely resigns from his task shall give notice of this to the chair of the nomination committee (or, if it is the chair of the nomination committee who resigns, to the chair of the board of directors). In such case, the nomination committee shall without delay call upon the shareholder who has appointed the member to appoint a new member. If a new member is not appointed by the shareholder, the nomination committee shall offer other larger shareholders with respect to votes, to appoint members of the nomination committee. Such offer shall be made in order of priority to the largest shareholders with respect to votes (that is, first to the largest shareholder with respect to votes who has not already appointed a member of the nomination committee or previously abstained from the right to do so, thereafter to the second largest shareholder with respect to votes who has not already appointed a member of the nomination committee or previously abstained from the right to do so etc.). The procedure shall continue until the earlier of (i) five additional shareholders have been asked or (ii) the nomination committee is complete.

No remuneration is to be paid to members of the nomination committee. The Company shall, however, defray all reasonable expenses that are required for the work of the nomination committee.

#### **Instruction of the nomination committee**

The members of the nomination committee are to promote the common interests of all shareholders and not to reveal the content or details of nominations discussions unduly. Each member of the nomination committee is to consider carefully whether there is any conflict of interest or other circumstance that makes membership of the nomination committee inappropriate before accepting the assignment.

#### **Tasks of the nomination committee**

The nomination committee shall fulfil the tasks set out in the Code and shall, when applicable, present proposals to an upcoming general meeting as regards:

- (a) Election of the chair of the general meeting.
- (b) The number of members of the board of directors to be elected by the general meeting.
- (c) Election of the chair and the members of the board of directors.
- (d) Fees and other remuneration to each of the elected board members and to the members of the board of director's committees.
- (e) Election of the auditor/auditors.

- (f) Remuneration to the auditor/auditors.
- (g) Principles for the composition of the nomination committee.
- (h) Any changes regarding the instructions for the nomination committee.

The nomination committee has the right, at the Company's expense, to engage external consultants whom the nomination committee considers necessary to fulfil its task.

#### **Resolution on approval of the remuneration report (item 13)**

The board of directors proposes that the annual general meeting approves the remuneration report for 2021.

#### **Resolution on authorisation of the board of directors to issue shares (item 14)**

The board of directors proposes that the annual general meeting resolves to authorise the board of directors to, on one or more occasions before the annual general meeting 2023, resolve on issues of shares against payment in cash, with provisions of payment in kind or set-off of claims or other conditions, and carried out with or without deviation from the shareholders' preferential rights. The purpose of the authorisation and the possibility to deviate from the shareholders' preferential rights is to provide the board of directors' flexibility in financing and facilitating an accelerated expansion and development of the Company in accordance with its adopted strategy.

The authorisation is limited so that the board of directors cannot resolve on issues of shares resulting in issued shares exceeding ten (10) per cent of the total amount of shares in the Company at the time of the resolution on the authorisation. If issues of shares are carried out with deviation from the shareholders' preferential rights, the issues shall be made at market terms and conditions.

The board of directors, or the person appointed by the board of directors, is authorised to make such minor adjustments to the resolution as may be required in connection with registration of the resolution with the Swedish Companies Registration Office.

#### **Majority requirement**

A resolution to approve the proposal under item 14 requires support from at least two thirds (2/3) of both the votes cast as well as the shares represented at the general meeting.

#### **Available documents**

The complete proposals, together with ancillary documentation, will be made available at the Company's offices, Luntmakargatan 18, SE-111 37 Stockholm, in accordance with the requirements of the Swedish Companies Act and will be sent to shareholders who so request and who inform the Company of their mailing address. The documents will also be made available on the Company's website: [www.cint.com / Investors / Leadership & Governance / General Meetings](http://www.cint.com/Investors/Leadership&Governance/GeneralMeetings) (<https://investors.cint.com/en/general-meetings>). All documents above will be presented at the general meeting. The shareholders register concerning the general meeting will also be available at the Company prior to the general meeting.

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

Shareholders are reminded of their right pursuant to Chapter 7, Section 32 of the Swedish Companies Act to request that the board of directors and CEO provide information at the general meeting in respect of any circumstances which may affect the assessment of a matter on the agenda or any circumstances which may affect the assessment of the Company's or a group company's financial position. The obligation to provide information also applies to the Company's relationship to other group companies. Information must be provided if possible to provide such information without significant harm to the Company.

Requests for such information must be submitted in writing to the Company at its address Cint Group AB (publ), "AGM", Luntmakargatan 18, SE-111 37 Stockholm or send an e-mail to [agm@cint.com](mailto:agm@cint.com), no later than ten days prior to the meeting, i.e. on 7 May 2022. The information is provided by the Company by keeping it available at the Company's website [www.cint.com / Investors / Leadership & Governance / General Meetings](http://www.cint.com/Investors/Leadership&Governance/GeneralMeetings) (<https://investors.cint.com/en/general-meetings>) and its head office Luntmakargatan 18, SE-111 37

Stockholm no later than on five days prior to the meeting, i.e. on 12 May 2022. The information will also be sent to those shareholders who so request and submit their postal address or e-mail address.

### **Processing of personal data**

For information on how personal data is processed in connection with the general meeting, see the privacy notices of Euroclear Sweden AB and Computershare AB available on their respective websites, [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf). and [www.computershare.com/se/gm-gdpr](http://www.computershare.com/se/gm-gdpr).

### **Other information**

The Company currently has 212,976,588 outstanding shares and votes. The Company holds no treasury shares.

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Stockholm, April 2022  
Cint Group AB (publ)  
*The board of directors*