

Protokoll fört vid årsstämma med aktieägarna i **Arjo AB (publ)**, org. nr 559092-8064, den 27 april 2021

Minutes kept at the Annual General Meeting of shareholders in **Arjo AB (publ)**, corporate ID No. 559092-8064, on 27 April 2021

§ 1

Stämman öppnades av styrelsens ordförande, Johan Malmquist.

Johan Malmquist informerade om de preventiva åtgärder Arjo vidtagit i samband med årsstämman med hänsyn till den pågående coronapandemin. Det noterades att stämman genomfördes genom elektronisk uppkoppling, med stöd av lagen om tillfälliga undantag för att underlätta genomförandet av bolags- och föreningsstämmor, innebärande att aktieägarna fått utöva sin rösträtt vid årsstämman genom deltagande digitalt eller poströstning.

Information lämnades om praktiska aspekter av genomförandet av stämman. Det noterades att det av på förhand avlämnade poströster kunde konstateras att stämman med stöd av avlämnade poströster bifallit alla förslag från styrelsen och valberedningen.

Kallelsen till årsstämman liksom det formulär som använts för poströstning bilades protokollet, Bilaga 1 och Bilaga 2.

The Chairman of the Board, Johan Malmquist, opened the Meeting.

Johan Malmquist informed those present of the precautionary actions Arjo has taken in connection with the Meeting due to the ongoing corona pandemic. It was noted that the Meeting was conducted through electronic connection, pursuant to the act on temporary exceptions to facilitate the execution of general meetings in companies and other associations, allowing the shareholders to exercise their voting rights at the Annual General Meeting by participating digitally or by postal voting.

Information regarding practical aspects of the Meeting was provided the participants. It was noted that the Meeting could establish that the pre-votes by postal voting have approved all the proposals by the Board and the Nomination Committee.

The notice to attend the Annual General Meeting and the form used for postal voting was attached to the minutes, <u>Appendix 1</u> and <u>Appendix 2</u>.

§ 2

Johan Malmquist utsågs att såsom ordförande leda förhandlingarna vid stämman. Det antecknades att såsom sekreterare vid stämman tjänstgjorde Arjos chefsjurist Ingrid Carlsson.

Det noterades att, utöver styrelsens ordförande Johan Malmquist, styrelseledamoten och tillika valberedningens ordförande Carl Bennet, styrelseledamoten och tillika

revisionsutskottets ordförande Ulf Grunander samt styrelseledamoten och tillika koncernchefen och verkställande direktören Joacim Lindoff var närvarande i mötet. Bolagets huvudansvarige revisor Magnus Willfors, samt merparten av övriga styrelseledamöter var närvarande i mötet digitalt.

Det noterades vidare att styrelsen, för att möjliggöra att stämman hålls genom elektronisk uppkoppling och med stöd av de tillfälliga lagregler som gäller under 2021, har beslutat att även den som inte är aktieägare kan följa förhandlingarna vid stämman.

Johan Malmquist was appointed Chairman to lead the proceedings at the Meeting. It was noted that Arjo's Executive Vice President Legal & Business Compliance, Ingrid Carlsson, served as secretary at the Meeting.

It was noted that, in addition to the Chairman of the Board Johan Malmquist, the Board member and Chairman of the Nomination Committee Carl Bennet, the Board member and Chairman of the Remuneration Committee Ulf Grunander, and the Board member, President and CEO Joacim Lindoff were present at the Meeting. The auditor in charge Magnus Willfors and the majority of the additional Board members were present at the Meeting digitally.

It was further noted that the Board, to enable the Meeting to be held digitally and by virtue of the temporary legislation applicable during 2021, had resolved that also persons not being shareholders shall be able to follow the proceedings at the Meeting.

§ 3

Per Colleen, representerande Fjärde AP-fonden, och Leif Ljungholm, representerande ett antal utländska fonder, utsågs att jämte ordföranden justera dagens protokoll.

Per Colleen, representing The Fourth Swedish National Pension Fund, and Leif Ljungholm, representing a number of non-Swedish funds, were appointed to approve the minutes, jointly with the Chairman.

§ 4

Stämman godkände att förteckningen i <u>Bilaga 3</u>, som upprättats av Euroclear Sweden AB på uppdrag av bolaget, baserat på bolagsstämmoaktieboken, mottagna anmälningar och poströster samt digitalt närvarande aktieägare, ombud och biträden, och som kontrollerats och tillstyrkts av justeringspersonerna, skulle gälla som röstlängd vid årsstämman.

The Meeting approved that the register of shareholders in <u>Appendix 3</u>, prepared by Euroclear Sweden AB on behalf of the company, based on the AGM-share ledger, submitted notices of attendance, present shareholders, proxies and advisors as well as received postal votes, reviewed and approved by the persons to approve the minutes, should constitute the voting list for the Meeting.

§ 5

Det i kallelsen intagna förslaget till dagordning godkändes av stämman.

Ordföranden upplyste att valberedningens förslag, styrelsens ersättningsrapport och styrelsens förslag till ändring av bolagsordningen har hållits tillgängliga hos bolaget och på bolagets hemsida sedan den 6 april 2021 och har också funnits med i kallelsen samt skickats till de aktieägare som anmält att de vill erhålla dessa och uppgett sin adress.

Konstaterades att ovan nämnda handlingar ansågs framlagda vid stämman.

The proposed agenda published in the notice was approved by the Meeting.

The Chairman informed that the proposals by the Nomination Committee, the Board's Remuneration Report and the Board's proposal to amend the articles of association have been available at the company and at the company's website since 6 April 2021 and have also been included in the notice as well as been distributed to shareholders who stated their address and notified their wish to receive the documents.

It was noted that the aforementioned documents were to be considered as presented at the Meeting.

§ 6

Antecknades att kallelse till stämman skett genom annonsering i Post- och Inrikes Tidningar den 24 mars 2021 samt att kallelsen offentliggjorts och hållits tillgänglig på bolagets webbplats den 22 mars 2021. Att kallelse har skett har vidare annonserats i Svenska Dagbladet den 24 mars 2021. Stämman konstaterades vara i behörig ordning sammankallad.

It was recorded that notice to attend the Annual General Meeting had been published on 24 March 2021 in the Official Swedish Gazette (Sw. Post- och Inrikes Tidningar) and that the notice was made available at the company's website on 22 March 2021. Further, on 24 March 2021, the company announced in Svenska Dagbladet that notice has been issued. It was determined that the Meeting had been duly convened.

§ 7

Ordföranden upplyste att styrelsens och verkställande direktörens årsredovisning med tillhörande balans- och resultaträkning samt koncernbalans- och koncernresultaträkning för räkenskapsåret 2020 liksom revisorsyttrande om huruvida de riktlinjer för ersättning till ledande befattningshavare som gällt sedan föregående årsstämma har följts samt styrelsens förslag till vinstutdelning och motiverat yttrande däröver har funnits tillgängliga på bolagets hemsida och skickats till de aktieägare som anmält att de vill erhålla dessa.

Konstaterades att ovan nämnda handlingar ansågs framlagda vid stämman.

Auktoriserade revisorn Magnus Willfors föredrog revisionsberättelsen och koncernrevisionsberättelsen över årsredovisningen, koncernredovisningen, räkenskaperna samt styrelsens och verkställande direktörens förvaltning för räkenskapsåret 2020.

The Chairman reported that the Board's and the CEO's Annual Report with the accompanying Balance Sheet and Income Statement and the Consolidated Balance Sheet and Consolidated Income Statement for the financial year 2020 as well as the statement of the auditor on the compliance of the guidelines for remuneration to senior executives applicable since the last Annual General Meeting and the Board's proposal for appropriation of the company's profit and the Board's reasoned statement thereon have been available on the company's website and have been distributed to all shareholders who registered that they wished to receive a copy.

It was noted that the aforementioned documents were to be considered presented at the Meeting.

The authorised public accountant Magnus Willfors presented the Auditors' Report and the Group Auditors' Report on the Annual Report, the consolidated financial statements, the accounts and the administration of the Board and the CEO for the financial year 2020.

Ordföranden redogjorde för bolagsstyrningsfrågor inom Arjo-koncernen samt för styrelsearbetet och arbetet inom ersättningsutskottet under det gångna verksamhetsåret.

Ordföranden för revisionsutskottet, Ulf Grunander, redogjorde för arbetet inom revisionsutskottet under verksamhetsåret 2020 samt, genom hänvisning till bolagets årsredovisning, för det arvode bolaget erlagt för revisionsuppdraget respektive andra uppdrag till bolagets revisorer.

The Chairman reported on corporate governance matters within Arjo Group, the work of the Board and the work of the Remuneration Committee during the preceding business year.

The Chairman of the Audit Committee, Ulf Grunander, reported on the work performed by the Audit Committee during the business year 2020 and the fees the company had paid for the audit assignment and other assignments conducted by the company's auditors.

§ 9

Verkställande direktören tillika styrelseledamoten och koncernchefen Joacim Lindoff höll ett anförande avseende verksamhetsåret 2020. I anslutning därtill besvarades frågor från aktieägarna.

The CEO, Board member and President Joacim Lindoff reported on the business year 2020. In connection thereto, questions from the shareholders were answered.

§ 10

Stämman beslutade att fastställa den framlagda resultaträkningen och balansräkningen samt även koncernresultaträkningen och koncernbalansräkningen.

The Meeting resolved to adopt the presented Income Statement and Balance Sheet and the Consolidated Income Statement and the Consolidated Balance Sheet.

§ 11

Stämman beslutade

<u>att</u> i enlighet med styrelsens och verkställande direktörens förslag till aktieägarna utdelas 0,85 kronor per aktie motsvarande totalt 231 514 137 kronor samt att resterande belopp balanseras i ny räkning,

samt att såsom avstämningsdag för rätt till utdelning fastställa den 29 april 2021.

Konstaterades att utdelning beräknas kunna utsändas av Euroclear Sweden AB med början den 4 maj 2021.

The Meeting resolved

to in accordance with the Board's and the CEO's proposal pay to the shareholders a dividend of SEK 0.85 per share, in total SEK 231,514,137 and that the remaining amount should be carried forward.

and to set the record date for the entitlement to dividends as 29 April 2021.

It was noted that dividend payments through Euroclear Sweden AB were expected to commence on 4 May 2021.

Stämman beslutade att bevilja styrelsens ledamöter och verkställande direktören Joacim Lindoff ansvarsfrihet för räkenskapsåret 2020.

Det antecknades att varken envar av styrelseledamöterna eller den verkställande direktören, som närvarade digitalt eller hade poströstat, deltog i beslutet beträffande dem själva.

The Meeting resolved to discharge the Board members and the CEO Joacim Lindoff from liability for their administration of the company for the financial year 2020.

It was noted that neither the Board members nor the CEO, attending digitally or by postal voting, participated in this resolution, concerning the Board member or the CEO themselves.

§ 13

Valberedningens ordförande, Carl Bennet, redogjorde för valberedningens förslag till beslut avseende punkterna 13–16 samt valberedningens uppgifter och arbete inför årsstämman 2021.

Stämman beslutade i enlighet med valberedningens förslag att antalet styrelseledamöter skulle vara sju stycken, utan suppleanter samt att ett registrerat revisionsbolag ska utses till bolagets revisor.

The Chairman of the Nomination Committee, Carl Bennet, reported on the Nomination Committee's proposals under items 13–16 as well as the functions and the work of the Nomination Committee ahead of the Annual General Meeting 2021.

The Meeting resolved, in accordance with the proposal of the Nomination Committee, that the number of Board members should be seven, without deputy members and that a registered public accounting firm should be elected as the company's auditor.

§ 14

Stämman beslutade i enlighet med valberedningens förslag att arvode till av bolagsstämman valda styrelseledamöter ska utgå med ett sammanlagt belopp om 4 625 000 kronor, varav 1 475 000 kronor till ordföranden och 630 000 kronor till var och en av de övriga bolagsstämmovalda ledamöter som inte är anställda i koncernen. Stämman beslutade vidare att ersättning för arbete i revisionsutskottet ska utgå med 260 000 kronor till ordföranden och 130 000 kronor till var och en av övriga ledamöter och att ersättning för arbete i ersättningsutskottet ska utgå med 140 000 kronor till ordföranden och 100 000 kronor till var och en av övriga ledamöter. Stämman beslutade att arvode till revisorerna ska utgå enligt godkänd räkning.

The Meeting resolved in accordance with the proposal of the Nomination Committee that fees to the members of the Board elected by the Annual General Meeting be paid in a total amount of SEK 4,625,000, of which SEK 1,475,000 shall be paid to the Chairman and SEK 630,000 to each of the other members elected by the Annual General Meeting who are not employed in the Group. In addition, the Meeting resolved that fees for work on the Audit Committee be paid in an amount of SEK 260,000 to the Chairman and SEK 130,000 to each of the other members, and that fees to the Remuneration Committee be paid in an amount of SEK 140,000 to the Chairman and SEK 100,000 to each of the other members. The Meeting resolved that fees to the auditors shall be paid in accordance with approved invoices.

Det noterades att valberedningen föreslagit omval av samtliga styrelseledamöter, vilka utgörs av Carl Bennet, Eva Elmstedt, Dan Frohm, Ulf Grunander, Carola Lemne, Joacim Lindoff och Johan Malmquist. Det noterades vidare att valberedningen föreslagit omval av Johan Malmquist till styrelsens ordförande.

Upplyste ordföranden att de till omval föreslagna ledamöternas uppdrag i andra företag finns angivna i årsredovisningen och på bolagets hemsida. Konstaterades att de uppdrag vilka de föreslagna styrelseledamöterna har i andra företag skulle anses såsom föredragna vid stämman.

Stämman valde för tiden intill slutet av nästa årsstämma till

styrelseledamöter: Carl Bennet, Eva Elmstedt, Dan Frohm, Ulf Grunander, Carola

Lemne, Joacim Lindoff och Johan Malmquist (samtliga omval).

styrelseordförande: Johan Malmquist (omval).

Ordföranden informerade att arbetstagarorganisationerna meddelat att Kajsa Haraldsson och Eva Sandling Gralén kommer att kvarstå som ordinarie arbetstagarledamöter i styrelsen, med Sten Börjesson och Jimmy Linde som suppleanter.

It was noted that the Nomination Committee had proposed re-election of all Board members, which consists of Carl Bennet, Eva Elmstedt, Dan Frohm, Ulf Grunander, Carola Lemne, Joacim Lindoff and Johan Malmquist. It was further noted that the Nomination Committee had proposed re-election of Johan Malmquist as Chairman of the Board.

The Chairman informed that assignments in other companies of the Board members proposed for re-election are presented in the Annual Report and the company's website. It was noted that the proposed Board members' assignments in other companies should be regarded as presented at the Annual General Meeting.

For the period until the close of the next Annual General Meeting, the Meeting elected:

<u>Board members</u>: Carl Bennet, Eva Elmstedt, Dan Frohm, Ulf Grunander, Carola Lemne, Joacim

Lindoff and Johan Malmquist (all re-election).

Chairman of the Board: Johan Malmquist (re-election).

The Chairman informed that the employee organizations had notified that Kajsa Haraldsson and Eva Sandling Gralén will remain as ordinary members of the Board, with Sten Börjesson and Jimmy Linde as deputy members.

§ 16

Stämman omvalde revisionsbolaget Öhrlings PricewaterhouseCoopers AB till bolagets revisor med Cecilia Andrén Dorselius som ny huvudansvarig revisor intill utgången av årsstämman 2021.

For the period extending to the close of the Annual General Meeting 2021, the Meeting re-elected the accounting firm Öhrlings PricewaterhouseCoopers AB as the company's auditor with Cecilia Andrén Dorselius as new auditor in charge.

Ordföranden redogjorde kortfattat för styrelsens förslag avseende ändring av bolagsordningen i enlighet med <u>Bilaga 4</u>.

Stämman beslutade att ändra bolagsordningen i enlighet med styrelsens förslag samt att godkänna att bolagsordningen ska ha den lydelse som framgår av <u>Bilaga 5</u>.

Det antecknades att beslutet fattats med erforderlig majoritet om 2/3 av såväl avgivna röster som vid stämman företrädda aktier.

The Chairman briefly presented the Board's proposal regarding amendment of the Articles of Association in accordance with <u>Appendix 4</u>.

The Meeting resolved to adopt the amended Articles of Association in accordance with the Board's proposal and approve the wording of the new Articles of Association as set out in <u>Appendix 5</u>.

It was noted that the resolution was taken with the required majority of 2/3 of the votes cast as well as of the shares represented at the Meeting.

§ 18

Ordföranden presenterade styrelsens ersättningsrapport för verksamhetsåret 2020.

Stämman beslutade att godkänna den framlagda ersättningsrapporten.

The chairman presented the Board's Remuneration Report for the business year 2020.

The Meeting resolved to approve the presented Remuneration Report.

§ 19

Ett stort tack riktades till verkställande direktören, ledningen och övrig personal i Arjo för utomordentliga insatser under det gångna verksamhetsåret.

Magnus Willfors avtackades för sin tid som huvudansvarig revisor.

Avslutningsvis tackade ordföranden stämmodeltagarna för deras engagemang och förklarade stämman avslutad.

A great thanks was directed to the CEO, the Executive Management Team and the other employees of Arjo for extraordinary efforts during the past financial year.

Magnus Willfors was thanked for his time as auditor in charge.

Finally, the Chairman thanked the shareholders present for their participation and declared the Meeting closed.

	Vid protokollet: Minutes recorded by:
	Ingrid Carlsson
Justeras: Approved by:	
Johan Malmquist	
Per Colleen	
Leif Ljungholm	



NOTICE OF ANNUAL GENERAL MEETING IN ARJO AB

The shareholders of Arjo AB (publ), Corporate ID No. 559092-8064, are hereby invited to attend the Annual General Meeting on Tuesday, April 27, 2021 at 15.00.

Arjo strives to contribute in limiting the spread of the corona virus and comply with the authorities' regulations and advice on avoiding public gatherings.

By virtue of the temporary law intended to facilitate the conduction of shareholders- and association members meetings, the Arjo Board of Directors has decided to take certain precautions in connection with the AGM. These precautions entail that the participants may only attend the AGM remotely via computer or other internet-connected device or by postal voting as further described below.

Further information regarding remote participation and postal voting is also available on the company's website, www.arjo.com.

RIGHT TO ATTEND AND NOTICE OF ATTENDING

Shareholders who wish to attend the AGM digitally must:

- be recorded in the share register kept by Euroclear Sweden AB (the Swedish Central Securities Depository), on Monday 19 April 2021, and
- notify the company of their intention to attend the AGM by Wednesday 21 April 2021, preferably before 4.00 p.m. CEST.
 - by post to the address Arjo AB (publ),"Årsstämma 2021", c/o Euroclear Sweden, Box 191, 101 23 Stockholm,
 - by telephone 010-335 47 00 (weekdays kl. 09.00 a.m. 4.00 p.m. CEST), or
 - o via the company's website, www.arjo.com.

The notice of attendance shall state name, personal or corporate identity number, address, telephone number and email address (if any), and also the number of any advisors (not more than two). In accordance with previous years, the shareholders will receive their participation cards. The participation card will contain instructions regarding how the shareholder can log in and attend the AGM digitally (see below "Digital attendance" for further information).

Shareholders who wish to attend the AGM by **postal voting** must:



- be recorded in the share register kept by Euroclear Sweden AB (the Swedish Central Securities Depository), on Monday 19 April 2021, and
- no later than Monday 26 April 2021, notify the company of their intention to attend the AGM by submitting their postal vote in accordance with the instructions under "Pre-voting by postal-voting" below in order for the postal vote to be received by Euroclear Sweden AB this day.

In order to attend the AGM, shareholders with nominee-registered shares should, in addition to give notice of attendance digitally or by postal vote, ensure that the shares are owner-registered for the shareholders name to be listed in the shareledger on Monday 19 April 2021. Such registration can be temporary (so-called voting right registration) and you request the nominee for temporary owner registration in accordance with the nominee's routines within the time the nominee decides. Owner-registration completed by the nominee no later than Wednesday 21 April 2021 will be considered when the shareledger is produced.

PROXYS, etc.

Shareholders participation digitally or by postal voting represented by proxy must issue a written, signed and dated power of attorney. The power of attorney may not be more than one year old, unless a longer period of validity is stated, although maximum five years. Shareholders attending the AGM digitally represented by proxy should submit a power of attorney in original to Arjo AB (publ), "Årsstämma 2021", c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm. Power of attorney for shareholders attending by postal-voting represented by proxy, shall be attached to the postal-voting form. A proxy form is available at the company and on the company's website, www.arjo.com. Representatives of a legal entity shall attach a copy of the certificate of registration or similar document of authorization.

DIGITAL ATTENDANCE

The process of digital participation is administered by Euroclear Sweden and its subcontractor Lumi. To enable the AGM to be held digitally the Board of Directors has by virtue of the temporary law applicable during 2021 decided that also non-shareholders under certain conditions may be able to attend the negotiations of the AGM.



Login details and further instructions regarding the digital participation are available in the instruction sent together with the participation card to the shareholders and proxies who have given notice of their digital attendance in the AGM as instructed above. Instructions are also available on the company's website www.arjo.com. The participation cards will, on a current basis, be sent out by post or e-mail (if any) to the shareholders and proxies who have given notice of attending the AGM digitally (and submitted any required authorization documents). When giving notice of attendance on the company's website, shareholders who are natural persons will receive their participation cards by email if they verify themselves by BankID and register an email address.

To attend the AGM digitally the participants shall enter Lumi's AGM-website https://web.lumiagm.com via a browser or the Lumi AGM app ("Lumi AGM" available on Apple App Store or Google Play Store) and enter the meeting ID 146-077-341 and the unique user ID and pin code available on the participation card. Login can be made as from 2.30 p.m. CEST on the day for the AGM and no later than 3.00 p.m. CEST.

To attend and vote digitally the participant needs to ensure that the participant has a functioning internet connection during the entire AGM. Arjo has thoroughly prepared to enable digital attendance and digital voting. It can, however, still not be ruled out that any technical complication causes functional to failure. Shareholder who want to ensure to be able to vote can therefore choose to vote by post before the AGM (see "*Pre-voting by postal-voting*" below). Shareholder who has given notice of digital attendance can always exercise voting rights by postal vote in addition to attending the digital AGM. The postal vote will be valid unless the shareholder chooses to participate in the digital voting during the AGM, whereby the digital vote will prevail the postal vote submitted before the AGM on the specific item for resolution.

PRE-VOTING BY POSTAL-VOTING

The shareholders may exercise their rights to vote by postal voting before the AGM. For postal voting, a specific form is used. The form is available on the company's website www.arjo.com. Postal voting only do not require any separate notice of attendance for the AGM.

Postal voting can be made by:



- submitting the original of the completed and signed form to Arjo AB (publ), "Årsstämma 2021", c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden, or
- submitting a scanned copy of the completed and signed form by email to GeneralMeetingServices@euroclear.eu (type in "Arjo AB – Postal voting" in the subject matter box).

Shareholders who are natural persons may also cast their postal votes digitally through BankID verification. Link to digital postal voting is available on the company's website www.arjo.com and https://anmalan.vpc.se/EuroclearProxy/.

If the shareholder is a legal entity, certificate of registration or corresponding authorization document shall be enclosed this form. If the shareholder is represented by proxy, the power of attorney shall be enclosed (see "*Proxys, etc.*" above).

The completed form shall be received by Arjo via Euroclear Sweden no later than Monday 26 April 2021. Electronic postal voting has to be made within the same time.

The shareholder may not provide the postal vote form with any specific instructions or conditions. If made, the vote will be deemed invalid. Further instructions and conditions are stated in the postal voting form.

PROPOSAL FOR AGENDA

- 1. Opening of the Meeting
- 2. Election of Chairman of the Meeting
- 3. Election of minutes-checkers
- 4. Preparation and approval of the voting list
- 5. Approval of the agenda
- 6. Determination of compliance with the rules of convocation
- 7. Presentation of
 - (a) the Annual Report and the Auditor's Report
 - (b) the Consolidated Accounts and the Group Auditor's Report
 - (c) the statement by the auditor on the compliance of the Guidelines for Remuneration to Senior Executives applicable since the last AGM
 - (d) the Board's proposal for distribution of the company's profit and the Board's reasoned statement thereon



- 8. Presentation of work conducted by the Board of Directors and the by the Board appointed remuneration committee's and audit committee's work and purpose.
- 9. Presentation by the CEO
- 10. Resolution regarding adoption of the Income Statement and the Balance Sheet as well as the Consolidated Income Statement and the Consolidated Balance Sheet
- 11. Resolution regarding dispositions in respect of the company's profit according to the adopted Balance Sheet and determination of record date for dividend
- 12. Resolution regarding discharge from liability for the Board of Directors and the CEO
- 13. Establishment of the number of Board members and auditors
- 14. Establishment of fees to the Board of Directors (including fees for work in Committees), and the auditor(s)
- 15. Election of Board of Directors and Chairman of the Board
 - (a) re-election of Johan Malmquist;
 - (b) re-election of Carl Bennet
 - (c) re-election of Eva Elmstedt
 - (d) re-election of Dan Frohm
 - (e) re-election of Ulf Grunander
 - (f) re-election of Carola Lemne
 - (g) re-election of Joacim Lindoff; and
 - (h) re-election of Johan Malmquist as Chairman of the Board
- 16. Election of auditor
- 17. Resolution regarding amendment of the Articles of Association
- 18. Resolution regarding approval of remuneration report
- 19. Closing of the Meeting

PROPOSALS BY THE NOMINATION COMMITTEE AND THE BOARD OF DIRECTORS

Election of Chairman of the Meeting (item 2)

The Nomination Committee in respect of the 2021 AGM has comprised the Chairman of the Nomination Committee Carl Bennet (Carl Bennet AB), Per Colleen (Fjärde AP-fonden), Marianne Nilsson (Swedbank Robur Fonder), and the Chairman of the Board Johan Malmquist. The Nomination Committee proposes the Chairman of the Board, Johan Malmquist, as Chairman of the AGM.



Election of minutes-checkers (item 3)

The Board of Directors proposes Per Colleen, Fjärde AP-fonden, and Marianne Nilsson, Swedbank Robur Fonder, or if one or both of them are prevented from participating, the person(s) appointed by the Board of Directors, to check the minutes of the AGM. The assignment to check the minutes also include checking and approving the voting list and that the received postal votes are correctly reflected in the minutes of the meeting.

Approval of the voting list (item 4)

The voting list proposed for approval is the voting list prepared by Euroclear Sweden AB, based on the AGM-shareledger, submitted notices of attendance, present shareholders, proxies and advisors and also received postal votes, reviewed and approved by the minutes-checkers.

Disposition and record date for dividend (item 11)

The Board and the CEO have proposed that a dividend of SEK 0,85 per share shall be declared. As record date for the dividend, the Board proposes Thursday, April 29, 2021. If the AGM resolves in accordance with the proposal, the dividend is expected to be distributed by Euroclear Sweden AB starting Tuesday, May 4, 2021.

Number of board members and auditors (item 13)

The Nomination Committee has proposed that the number of Board members elected by the AGM shall be seven, without deputy members, and that a registered auditing company should be elected as the company's auditor.

Board and committee fees (item 14)

The Nomination Committee has proposed that board fees, excluding remuneration for Committee work, shall be paid in a total of SEK 4 625 000 of which, SEK 1 475 000 (1 425 000) to the Chairman and, SEK 630,000 (610 000) to each of the other Board members elected by the AGM who are not employees of the Group. Work in the Audit Committee shall, be compensated with SEK 260 000 (254 000) to the Chairman and SEK 130 000 (127 000) to each of the other members, and work in the Remuneration Committee shall be compensated with SEK 140 000 (132 000) to the Chairman and SEK 100 000 (97 000) to each of the other members.



The Nomination Committee has further proposed that fees to the auditor shall be paid in accordance with approved invoices.

Election of the Board of Directors and Chairman of the Board (item 15)

The Nomination Committee proposes

- re-election of the directors Carl Bennet, Eva Elmstedt, Dan Frohm, Ulf Grunander,
 Carola Lemne and Joacim Lindoff, and
- re-election of Johan Malmquist as Chairman of the Board.

Information concerning all members proposed for re-election is available on the company's website, www.arjo.com.

Election of auditor (item 16)

The Nomination Committee has proposed that the registered auditing company Öhrlings PricewaterhouseCoopers AB shall be re-elected for the period until the end of the AGM 2022, in accordance with the recommendation of the Audit Committee. Öhrlings PricewaterhouseCoopers AB has informed that, should the auditing company be elected, Cecilia Andrén Dorselius will be appointed as auditor in charge.

The Board of Director's proposal for amendment of the Articles of Association (item 17)

The Board of Directors proposes that the Annual General Meeting 2021 resolves to amend the Articles of Association with the following. The amendments are proposed in order to be able to use the alternatives provided by the Swedish Companies Act with regard to decisions on proxy collection, postal voting and the presence of third parties at General Meetings.

Proposed wording

§ 11 Proxy collection, postal voting and the presence of third parties at General Meetings



The Board of Directors may collect proxies pursuant to the procedure stated in Chapter 7, Section 4, second paragraph of the Swedish Companies Act (2005:551).

The Board of Directors may decide before a General Meeting that the shareholders shall be able to exercise their voting rights by post before the General Meeting pursuant to the procedure stated in Chapter 7, Section 4 a of the Swedish Companies Act (2005:551).

The Board of Directors may resolve that a person who is not a shareholder of the Company shall be entitled, on the conditions stipulated by the Board of Directors, to be present or otherwise follow the proceedings at the General Meeting.

The Board of Directors further proposes the following amendment to the Articles of Association due to previously adopted legislative changes.

	Current wording	Proposed wording
§ 1	Company name	Company Business name
	The name of the company is Arjo AB (publ)	The <i>business</i> name of the company is Arjo AB (publ)

Voting majority

The resolution of the meeting regarding amendment of the Articles of Association is subject to the support of shareholders representing at least two-thirds of both the number of votes cast and the shares represented at the meeting in order to be valid.

Resolution regarding approval of the remuneration report (item 18)

The Board of Directors proposes that the AGM resolves to approve the Board's report over remunerations in accordance with the Chapter 8 section 53 a the Swedish Companies Act (the Remuneration Report).



QUESTIONS AND SHAREHOLDERS' RIGHTS TO INFORMATION

The Board of Directors and the CEO shall at the AGM, if any shareholder so requests and the Board of Directors believes that it can be done without significant harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda, circumstances that can affect the assessment of the company's or its subsidiaries' financial position and the company's relation to other companies within the group. Shareholders that participate digitally in the AGM will have the possibility to put forward questions at the AGM via a chat function. Shareholders can also submit questions in advance by post to Arjo AB (publ.), Att: AGM matters, Hans Michelsensgatan 10, 211 20 Malmö or by e-mail to AGM@arjo.com.

DOCUMENTS AND OTHER INFORMATION

Financial statements, Auditor's Report and other documents pursuant to item 7, the Board's reasoned statement under item 11, the complete proposals of the Board for the resolutions under items 17, and the Auditors statement pursuant to Chapter 8 section 54 the Swedish Companies Act regarding guidelines for remuneration to Senior Executives and the Board of Director's report on remuneration pursuant to Chapter 8 section 53 a the Swedish Companies Act (the Remuneration Report) will be available at the company and on the company's website, www.arjo.com, no later than Tuesday, April 6, 2021.

The Nomination Committee's complete proposal, reasoned statement on the proposed Board of Directors, and report on the work of the Nomination Committee are available on the company's website.

The documents are presented by being available at the company and on the company's website. The above documents will, as from the date they are available, be sent to shareholders, who have stated their address, upon request.

The Arjo Annual Report 2020 will before the AGM be published digitally at the company's website. A printed copy of the Annual Report can be requested at www.arjo.com.

The AGM shareledger will be available at the company's headoffice.



The total number of shares in the company amounts to 272,369,573, whereof 18,217,200 shares of series A and 254,152,373 shares of series B. The total number of votes in the company amounts to 436,324,373.

PROCESSING OF PERSONAL DATA

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

Malmö in March 2021

The Board of Directors of Arjo AB (publ)



FORM FOR NOTIFICATION OF ATTENDANCE AND POSTAL VOTING

for the Annual General Meeting in Arjo AB (publ) on Tuesday 27 April 2021 to be received by the company through Euroclear Sweden AB no later than Monday 26 April 2021, together with any authorization documents.

The undersigned shareholder hereby gives notice of attendance and exercise the voting right for all of the shareholder's shares in **Arjo AB** (publ), corporate ID No 559092-8064, at the Annual **General Meeting on Tuesday 27 April 2021**. The voting rights are exercised in accordance with the voting options marked below.

Assurance (if the undersigned is a legal representative of a shareholder who is a legal entity): I, the undersigned, am a board member, the CEO or a signatory of the shareholder and solemnly declare that I am authorized to submit this postal vote on behalf of the shareholder and that the contents of the postal vote correspond to the shareholder's decisions.

Assurance (if the undersigned represents the shareholder by proxy): I, the undersigned, solemnly declare that the enclosed power of attorney corresponds to the original and that it has not been revoked.

Name of shareholder	Personal or corporate ID No.	
Phone No.	E-mail	
Place and date		
Signature		
Clarification of signature		

Information and instruction for postal voting:

- Complete the shareholder information above.
- Select the preferred voting options in the below form.
- Send the original of the completed and signed form by ordinary post to Arjo AB (publ), "Årsstämma 2021", c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden, or submit a scanned copy by email to GeneralMeetingService@euroclear.com (type in "Arjo AB Postal voting" in the subject matter box).
- Shareholders who are natural persons may also cast their postal votes electronically through BankID verification via the company's website www.arjo.com or https://anmalan.vpc.se/EuroclearProxy/.

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- Note that, if the shares are nominee-registered, the shares must be registered in the shareholder's own name to be able to vote. Instructions for this is available in the notice of the Annual General Meeting.
- If the shareholder is a legal entity, certificate of registration or corresponding authorization document shall be enclosed this form. If postal voting is made by proxy, the power of attorney shall be enclosed.
- If the shareholder is a natural person and submits the postal vote in person, the shareholder should sign under *Signature* above. If the postal vote is submitted by a proxy for the shareholder, the proxy should sign. If the postal vote is submitted by a legal representative of a legal entity, the representative should sign.
- If the shareholder does not want to exercise its right to vote by post, this form does not need to be submitted.

A shareholder cannot give any other instructions than selecting one of the options specified at each item in the below form. If the shareholder want to abstain voting in any of the matters, please leave such voting options unmarked. If the shareholder has provided the form with specific instructions or conditions or if pre-printed text is amended or supplemented, the entire voting form will be considered invalid. Only one form per shareholder will be considered. If more than one form is submitted, the form with the latest date will be considered. If two forms are dated with the same date, only the form latest received by the company will be considered. Incomplete or wrongfully completed forms can be left without consideration.

The postal voting form, and any attached authorization documents, shall be received by Arjo AB (publ) c/o Euroclear Sweden AB no later than Monday 26 April 2021. The postal vote can be revoked on and until Monday 26 April 2021 by contacting Euroclear Sweden AB by email to GeneralMeetingService@euroclear.com (type in "Arjo AB – Postal voting" in the subject matter box) or per telephone on +46 10-335 47 00 (Monday–Friday, at 09.00 a.m. CEST – 4.00 p.m. CEST). After this day, the postal vote can only be revoked by a shareholder attending the AGM digitally in person or by proxy.

For complete proposals for the items on the agenda, kindly refer to the notice of the meeting and the proposals published on Arjo's webpage. If any of the proposed resolutions is changed or withdrawn, Arjo will disclose such adjustments through a press release, whereby the shareholder will have the option to submit a new form.

For information on how your personal data is processed, see Arjo's Privacy notice for Annual General Meetings at www.arjo.com under the heading "Annual General Meeting 2021", under the section "Corporate Governance", and at Euroclear's Website:

https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf



Postal vote

Annual General Meeting in Arjo AB (publ) on 27 April 2021

The options below comprise the proposals submitted by the board of directors and the nomination committee which are included in the notice convening the annual general meeting.

2. Election of Chairman of the Meeting The Chairman of the Board, Johan Malmquist		
Yes □ No □		
3. Approval of minutes-checkers		
3.1 Per Colleen (Fjärde AP-fonden) or, if he is prevented from participating, the person appointed by the Board of Directors		
Yes □ No □		
3.2 Marianne Nilsson (Swedbank Robur Fonder) or, if she is prevented from participating, the person appointed by the Board of Directors		
Yes □ No □		
4. Preparation and approval of register of voters		
Yes □ No □		
5. Approval of agenda		
Yes □ No □		
6. Determination of compliance with the rules of convocation		
Yes □ No □		
10. Resolution regarding adoption of the Income Statement and the Balance Sheet as well as the Consolidated Income Statement and the Consolidated Balance Sheet		
Yes □ No □		
11. Resolution regarding dispositions in respect of the Company's profit according to the adopted Balance Sheet and determination of record date for dividend		
Yes □ No □		
12. Resolution regarding discharge from liability for the Board of Directors and the CEO		
12.1 Johan Malmquist (Chairman of the Board)		
Yes □ No □		
12.2 Carl Bennet (Board member)		
Yes □ No □		
12.3 Eva Elmstedt (Board member)		
Yes □ No □		



12.4 Dan Frohm (Board member)		
Yes □ No □		
12.5 Ulf Grunander (Board member)		
Yes □ No □		
12.6 Carola Lemne (Board member)		
Yes □ No □		
12.7 Joacim Lindoff (Board member and CEO)		
Yes □ No □		
12.8 Kajsa Haraldsson (Employee representative)		
Yes □ No □		
12.9 Eva Sandling Gralén (Employee representative)		
Yes □ No □		
12.10 Ingrid Hultgren (Employee representative until 31 October 2020)		
Yes □ No □		
12.11 Sten Börjesson (Employee representative)		
Yes □ No □		
12.12 Jimmy Linde (Employee representative)		
Yes □ No □		
13. Determination of the number of Board members and auditors		
13.1 Number of Board members		
Yes □ No □		
13.2 Number of auditors		
Yes □ No □		
14. Determination of fees to the Board of Directors (including fees for work in Committees) and the auditor(s)		
14.1 Fees to the Board of Directors (including fees for work in Committees)		
Yes □ No □		
14.2 Fees to the auditor		
Yes □ No □		
15. Election of the Board of Directors and the Chairman of the Board		
15.1 Election of the Board of Directors		
15.1 a Johan Malmquist (re-election)		
Yes □ No □		



15.1 b Carl Bennet (re-election)		
Yes □	No □	
15.1 c Eva El	mstedt (re-election)	
Yes □	No □	
15.1 d Dan Frohm (re-election)		
Yes □	No □	
15.1 e Ulf Grunander (re-election)		
Yes □	No □	
15.1 f Carola Lemne (re-election)		
Yes □	No □	
15.1 g Joacim Lindoff (re-election)		
Yes □	No □	
15.2 Johan M	Malmquist as the Chairman of the Board (re-election)	
Yes□	No □	
16. Election of auditor		
Yes□	No □	
17. Resolution regarding amendment of the Articles of Association		
Yes □	No □	
18. Resolution regarding approval of remuneration report		
Yes □	No □	



Arjo AB (publ)

Proposal for amendment of the Articles of Association

According to Chapter 7, Section 4 of the Swedish Companies Act, the Board of Directors may collect proxies for the General Meeting if provided for in the Articles of Association. According to Chapter 7, Section 4 a of the Swedish Companies Act it may also be provided for in the Articles of Association that the Board of Directors may decide that the shareholders shall be able to exercise their voting rights by post before the General Meeting. Furthermore, it is stated in Chapter 7, Section 6, second paragraf of the Swedish Companies Act that it may be prescribed in the Articles of Association that a person who is not a shareholder shall be entitled to be present or otherwise follow the proceedings at the General Meeting notwithstanding that such a resolution has not been adopted by the General Meeting.

In order to be able to use the alternatives provided by the Swedish Companies Act with regard to decisions on proxy collection, postal voting and the presence of third parties at General Meetings, the Board of Directors proposes that a new article 11 is included in the Articles of Association, with the wording set out below, and that the Articles of Association be re-numbered so that the current article 11 becomes article 12 and the current article 12 becomes article 13.

Proposed wording

§ 11 Proxy collection, postal voting and the presence of third parties at General Meetings

The Board of Directors may collect proxies pursuant to the procedure stated in Chapter 7, Section 4, second paragraph of the Swedish Companies Act (2005:551).

The Board of Directors may decide before a General Meeting that the shareholders shall be able to exercise their voting rights by post before the General Meeting pursuant to the procedure stated in Chapter 7, Section 4 a of the Swedish Companies Act (2005:551).

The Board of Directors may resolve that a person who is not a shareholder of the Company shall be entitled, on the conditions stipulated by the Board of Directors, to be present or otherwise follow the proceedings at the General Meeting.

The Board of Directors further proposes the following amendment to the Articles of Association due to previously adopted legislative changes.

	Current wording	Proposed wording
§ 1	Company name	Company Business name
	The name of the company is Arjo AB (publ)	The <i>business</i> name of the company is Arjo AB (publ)

Authorisation

The Board of Directors proposes that the CEO shall be authorised to make the minor editorial amendments to the above proposal that could be deemed necessary in relation to the registration with the Swedish Companies Registration Office.

Voting majority

The resolution of the meeting regarding amendment of the Articles of Association is subject to the support of shareholders representing at least two-thirds of both the number of votes cast and the shares represented at the meeting in order to be valid.

Malmö in March 2021

The Board of Directors of Arjo AB (publ)



Articles of Association of Arjo AB (publ), reg.no. 559092-8064

§ 1. Business name

The business name of the company is Arjo AB (publ).

§ 2. Object of the company's business

The object of the company's operations shall be to, directly or indirectly through subsidiaries, engage in the manufacture and sale of medical technical equipment, and in any other activities compatible therewith.

§ 3. Registered office

The registered office of the company's Board of Directors is in the municipality of Malmö.

§ 4. Share capital

The company's share capital shall amount to not less than SEK 75,000,000 and not more than SEK 300,000,000.

§ 5. Number of shares

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

The shares may be issued in two series, series A and series B. Shares of each series may be issued to a number corresponding to the entire share capital.

In connection with voting at a general meeting, shares of series A shall carry ten (10) voting rights per share and shares of series B shall carry one (1) voting right per share.

§ 6. Preferential rights in connection with share capital increases

In the event of the company deciding to issue new shares of series A and series B through a cash issue or an offset issue, owners of series A and series B shall have preferential rights to subscribe for new shares of the same series in relation to the number of shares previously held by them (primary preferential right). Shares not subscribed for on the basis of primary preferential rights shall be offered for subscription to all shareholders (subsidiary preferential right). If the number of shares offered in this manner is insufficient for subscription, based on subsidiary preferential rights, the shares shall be distributed among the subscribers in relation to the number of shares already held and previously owned by them, and, to the extent that this is not possible, by drawing of lots.

If the company decides to issue new shares solely of series A or series B through a cash issue or an offset issue, all shareholders, regardless of whether they own shares of series A or series B, shall have preferential rights to the subscription of new shares in relation to the number of shares previously held.

If the company decides to issue share warrants or convertibles through a cash issue or offset issue, the shareholders shall have preferential rights to subscribe for share warrants as if the issue applied to the shares that may be newly subscribed for as a result of the warrant rights, or shall have preferential rights to subscribe for convertibles as if the issue applied to shares for which the convertibles may be exchanged.

The above stipulations shall not constitute any infringement on the possibility to make a decision regarding a cash issue or an offset issue in which the preferential rights of shareholders are waived.

In the event of an increase in share capital through a bonus issue, new shares of each series shall be issued in relation to the number of shares of the same series already held. In such cases, old shares of a specific series carry entitlement to new shares of the same series. The aforementioned stipulation shall not constitute any infringement on the possibility, following the requisite amendment in the Articles of Association, to issue shares of a new series through a bonus issue.

§ 7. Board of Directors

The Board of Directors shall, in addition to any members who, pursuant to Swedish law, may be appointed other than by a general meeting of the company, comprise no fewer than three (3) and no more than ten (10) members.

§ 8. Auditors

The company shall have one (1) or two (2) auditors and not more than two (2) deputy auditors. An authorised auditor or a registered auditing firm shall be appointed as the company's auditor.

§ 9. Annual General Meeting

The annual general meeting shall be held within six (6) months from the end of the financial year. At the annual general meeting the following shall be addressed:

- 1. Election of the chairman of the meeting.
- 2. Preparation and approval of the voting list.
- 3. Election of one or two persons to certify the minutes.
- 4. Determination of whether the meeting has been duly convened.
- 5. Approval of the agenda.
- 6. Presentation of the annual report and the auditor's report, and if applicable, the consolidated financial statements and the group auditor's report.
- 7. Resolutions regarding the following:
 - a. adoption of the income statement and the balance sheet, and, if applicable, the consolidated income statement and the consolidated balance sheet;
 - b. allocation of the company's profit or loss according to the adopted balance sheet;
 - c. discharge from liability for members of the Board of Directors and the managing director.
- 8. Resolution regarding fees for the Board of Directors and fees for the auditors.

- 9. Resolution regarding the number of directors of the Board of Directors and auditors and deputy auditors.
- 10. Election of directors and auditors and deputy auditors.
- 11. Any other matter on which the annual general meeting is required to decide pursuant to the Swedish Companies Act or the Articles of Association.

§ 10. Notice

Notice convening a general meeting shall be published in the Swedish Official Gazette and on the company's website. It shall be advertised in Svenska Dagbladet that notice convening a general meeting has been made.

Shareholders that wish to participate in a general meeting shall be recorded in a print-out or other representation of the entire share register as per the record date of the general meeting, as determined in accordance with the Swedish Companies Act and notify the company of their intention to participate by the date specified in the notice convening the meeting. The last mentioned day must not be a Sunday, other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and not fall earlier than the fifth weekday prior to the meeting.

At a general meeting, shareholders may be accompanied by one or two assistants, however only if the shareholder has notified the company of the number of assistants in the manner stated in the previous paragraph.

§ 11. Proxy collection, postal voting and the presence of third parties at General Meetings

The Board of Directors may collect proxies pursuant to the procedure stated in Chapter 7, Section 4, second paragraph of the Swedish Companies Act (2005:551).

The Board of Directors may decide before a General Meeting that the shareholders shall be able to exercise their voting rights by post before the General Meeting pursuant to the procedure stated in Chapter 7, Section 4 a of the Swedish Companies Act (2005:551).

The Board of Directors may resolve that a person who is not a shareholder of the Company shall be entitled, on the conditions stipulated by the Board of Directors, to be present or otherwise follow the proceedings at the General Meeting.

§ 12. Financial year

The company's financial year shall comprise the period from 1 January up to and including 31 December.

§ 13. CSD company

The company's shares shall be registered in a central securities depository register in accordance with the Swedish Central Securities Depositories and Financial Instruments Accounts Act (1998:1479).