

14 November 2022 13:00:00 CET

## Notice to the Extraordinary General Meeting of Pierce Group AB (publ)

Shareholders of Pierce Group AB (publ), reg. no 556967-4392 (the "Company" or "Pierce") are hereby invited to the Extraordinary General Meeting on Wednesday 14 December 2022. The Board has decided to conduct the Extraordinary General Meeting as a meeting with postal voting only in accordance with the Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. This means that the meeting is conducted without physical presence of shareholders, proxies and third parties and that shareholders can exercise their voting rights only through postal voting as specified under the heading Postal voting below.

### Right to participate and notice

Anyone wishing to participate in the meeting shall be registered in the shareholders' register maintained by Euroclear Sweden AB on Tuesday 6 December 2022, and shall notify the Company of their intention to attend the meeting by casting their postal vote, in accordance with the instructions under the heading Postal voting below, in such time that the postal vote is received by Euroclear Sweden AB no later than on Tuesday 13 December 2022.

### Nominee-registered shares

In order to participate in the Extraordinary General Meeting, shareholders whose shares are nominee-registered must, in addition to casting their postal vote, ensure that they are entered in the share register in their own name as of Tuesday 6 December 2022. This is done through temporary re-registration of the shares in one's own name, so called voting registration. Voting registrations must be requested from the nominee well in advance and in accordance with the nominee's routines. Voting registrations that has been requested at such time that the registration has been completed no later than on Thursday 8 December 2022 will be considered in the presentation of the share register.

### Postal voting

Euroclear Sweden AB administers the postal voting procedure. Postal votes are cast on a designated form. The form is available on Euroclear Sweden AB's website, <https://anmalan.vpc.se/euroclearproxy>, and on the Company's website, [www.piercigroup.com](http://www.piercigroup.com). The postal voting form is also valid as notification to the Extraordinary General Meeting.

The completed form must be received by Euroclear Sweden AB no later than Tuesday 13 December 2022. The form may be submitted electronically or by mail. The form may be submitted electronically either through BankID signing

as per instructions on Euroclear Sweden AB's website as referred to above, or through sending the form by e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com). The form can be submitted by post by sending the form to Pierce Group AB (publ), "Extraordinary General Meeting", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23, Stockholm, Sweden.

Shareholders who wish to vote by proxy must use the proxy form available on the Company's website stated above. The shareholder must sign and date the proxy form and send it by post or e-mail to Euroclear Sweden AB, see the addresses stated above. If the shareholder is a legal entity, a registration certificate or other authorisation documents must be attached to the form.

The postal vote may not be provided with special instructions or conditions. If so, the postal vote is invalid. Further instructions and conditions are included in the form for postal voting.

#### **Number of shares and votes**

As of the date of this notice, the total number of shares and votes in the Company amounts to 79 374 100. The Company does not hold any own shares.

#### **Documents etc.**

Documents that shall be made available to the shareholders before the Extraordinary General Meeting pursuant to the Swedish Companies Act and the Swedish Corporate Governance Code, will be made available no later than as of Wednesday 23 November 2022 at the Company's website [www.piercigroup.com](http://www.piercigroup.com), and at the Company's visiting address Elektravägen 22, 126 30 Hägersten, Sweden. The documents will also be sent, free of charge, to the shareholders who so request and provide their address. A request for such information shall be made by post to Pierce Group AB (publ), "Extraordinary General Meeting", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23, Stockholm, Sweden, by e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com) or by telephone via +46 (0) 8-402 91 33.

#### **Right to request information**

The Board and the Chief Executive Officer shall, if any shareholder so requests and the Board deems that it can be done without material harm to the Company, provide information regarding circumstances that may affect the assessment of an item on the agenda. A request for such information shall be made in writing to the Company no later than Sunday 4 December 2022 at Pierce Group AB (publ), Att. Legal, P.O. Box 300 99, SE-104 25 Stockholm, Sweden, or by e-mail at [ir@piercigroup.com](mailto:ir@piercigroup.com). The information is provided by the Company by being kept available at the Company and on [www.piercigroup.com](http://www.piercigroup.com) no later than Friday 9 December 2022. Within the same period of time, the information will also be sent to shareholders who so request and provide their address.

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

For information on processing of personal data, please see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

### Items and proposed agenda

1. Opening of the meeting
2. Election of Chairman at the meeting
3. Preparation and approval of the voting list
4. Election of person to verify the minutes of the meeting
5. Determination of whether the meeting has been duly convened
6. Approval of the agenda
7. Determination of the number of Board members
8. Election of new Board member
9. Determination of remuneration of new Board member
10. Closing of the meeting

### Proposed resolutions

The Nomination Committee has submitted the proposals for resolution regarding items 2, 7, 8 and 9 in the agenda. The Board has submitted the proposals for resolution regarding items 3 and 4.

#### A. The Nomination committee's proposals:

##### *Election of Chairman at the meeting (item 2)*

The Nomination Committee proposes lawyer Björn Kristiansson with KANTER Advokatbyrå KB as Chairman of the meeting or, if he is unable to attend the meeting, the person appointed by the Board.

##### *Determination of the number of Board members (item 7)*

According to the Articles of Association of the Company, the Board shall consist of a minimum of three and a maximum of ten members, with no deputies. The Nomination Committee proposes that the number of Board members shall be seven.

##### *Election of new Board member (item 8)*

The Nomination Committee proposes election of Max Carlsén as new Board member.

Max Carlsén was born in 1991 and holds a B.S. in Business and Economics from the Stockholm School of Economics (SSE). He is currently a Principal at Verdane, which he joined in 2016, focusing primarily on Verdane's holdings and new investments in companies with a digital angle or business model in the e-commerce sector. Further, he has prior experience from management consulting at A.T. Kearney and investment banking at Citigroup and Handelsbanken Capital Markets. He is currently a Board Member of Desenio Group AB (publ), Babyland Online Nordic AB, MATCHi AB, Cura of Sweden AB

and Rörstrand Invest AB.

*The Nomination Committee's motivated statement*

The Nomination Committee consists of Jacob Wiström (Chairman), appointed by Verdane Capital XI Investments AB, Suzanne Sandler, appointed by Procuritas Capital Partners V LP and Arne Löow, appointed by Fjärde AP-fonden. In addition, the Chairman of the Board Henrik Theilbjørn is an adjunct member of the Nomination Committee.

In view of the ownership changes in the Company earlier in the year, through which Verdane is now the Company's largest shareholder, the Nomination Committee deems that the proposed election of Max Carlsén as Board member results in a more appropriate Board composition with the Company's two largest shareholders represented.

Further, the Nomination Committee has, after evaluating Max Carlsén merits and interviewing him, made the assessment that his experience and qualifications fulfil the Nomination Committee's competence requirements and make him well suited to be a member of the Company's Board. In particular, Max Carlsén has broad and relevant experience within the e-commerce sector, from previous and current board assignments in listed and privately held digital consumer businesses and a wide and relevant network within the sector.

Max Carlsén is deemed to be independent in relation to the Company and the Company's management but not in relation to the Company's major shareholders.

*Determination of remuneration of new Board member (item 9)*

The Nomination Committee proposes that Max Carlsén shall not receive any Board fees or remuneration for committee work.

**B. The Board's proposals**

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

As voting list, the Board proposes the voting list drawn up by Euroclear Sweden AB on behalf of the Company based on the meeting share register and postal votes received.

*Election of person to verify the minutes of the meeting (item 4)*

The Board proposes Arne Löow, who represents Fjärde AP-fonden, or in his absence, the person appointed by the Board to verify the minutes of the meeting. Arne Löow is neither an employee nor a member of the Board of the Company. In addition to verifying the minutes, the assignment also includes to control the voting list and that received postal votes are correctly reflected in the minutes.

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Stockholm in November 2022  
The Board of Pierce Group AB (publ)

**For further information, please contact:**  
Nicolas Norlin, Head of Legal  
E-mail: [nicolas.norlin@piercigroup.com](mailto:nicolas.norlin@piercigroup.com)  
Tel: +46 (0) 738223721

*The information was released for publication, through the agency of the contact person set out above, at 13.00 CET on 14 November 2022.*

#### **Attachments**

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[Notice to the Extraordinary General Meeting of Pierce Group AB \(publ\)](#)