



## **Notice to extraordinary General Meeting in ITAB Shop Concept AB (publ)**

**The shareholders in ITAB Shop Concept AB (publ), Reg.No. 556292-1089, with its registered office in Jönköpings county, are hereby summoned to an extraordinary general meeting to be held on 22 July 2020.**

Due to the extraordinary situation resulting from the covid-19 pandemic, the extraordinary general meeting will be carried out through advance voting (postal voting) pursuant to temporary legislation. No meeting with the possibility to attend in person or to be represented by a proxy will take place.

### ***Preconditions for participation in the extraordinary general meeting***

Shareholders who wish to participate, through advance voting, in the extraordinary general meeting must:

*firstly* be included in the shareholders' register maintained by Euroclear Sweden AB as of 16 July 2020; and

*secondly* notify the company of their participation in the extraordinary general meeting by casting its advance votes in accordance with the instructions under the heading "Advance voting" below so that the advance voting form is received by the company no later than on 21 July 2020.

### ***Nominee registered shares***

Shareholders whose shares have been registered in the name of a bank or securities institute must temporarily re-register their shares in their own names with Euroclear Sweden AB in order to be entitled to participate in the extraordinary general meeting. Shareholders wishing such re-registration must inform their nominee of this well before 16 July 2020, when such re-registration must have been completed.

### ***Advance voting***

In view of the recent developments of the spread of the corona virus (covid-19), the company has taken certain precautionary measures in relation to the extraordinary general meeting on 22 July 2020. The shareholders may exercise their voting rights at the meeting only by voting in advance, so called postal voting in accordance with section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of meetings in companies and other associations.

A special form shall be used for advance voting. The form is available on [www.itabgroup.com](http://www.itabgroup.com). The advance voting form is considered as the notification of participation at the extraordinary general meeting.

The completed voting form must be received by the company no later than on 21 July 2020. The completed form shall be sent to Box 9054, SE-550 09 Jönköping. The completed form may alternatively be submitted electronically and is then to be sent to [bolagsstamma@itab.com](mailto:bolagsstamma@itab.com). If the shareholder votes in advance by proxy, a power of attorney shall be enclosed with the form. If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed with the form. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (in its entirety) is invalid.

Further instructions and conditions are included in the form for advance voting.

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

Pursuant to Chapter 7 Section 32 of the Swedish Companies Act (Sw. *aktiebolagslagen*), the board of directors and the managing director are required to, upon request from shareholders, provide information that may affect a matter on the agenda. A request for such information shall be sent by post to Box 9054, SE-550 09 Jönköping or by e-mail to [bolagsstamma@itab.com](mailto:bolagsstamma@itab.com), no later than on 12 July 2020. The information will be made available at the company's head office and on [www.itabgroup.com](http://www.itabgroup.com) no later than on 17 July 2020. The information will also be sent, within the same period of time, to any shareholder who so has requested and who has stated its address.

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

There are a total of 22,166,400 shares of series A, with ten (10) votes per share and 80,217,030 shares of series B, with one (1) vote per share, in the company as of the date of this notice. The number of shares in the company thereby equals a total of 102,383,430, corresponding to a total of 301,881,030 votes on the extraordinary general meeting.

### ***Proposed agenda***

1. Election of a chairman at the meeting;
2. Preparation and approval of the voting list;
3. Approval of the agenda;
4. Election of one persons who shall approve the minutes of the meeting;
5. Determination of whether the meeting was duly convened;
6. Resolution to approve shareholders' loans;
7. Closing of the meeting.

### ***Resolution proposals***

#### **Election of a chairman of the meeting (item 1)**

The company's board of directors has proposed that the chairman of the board, Anders Moberg, or the person proposed by the board of directors if he has an impediment to attend, is elected chairman of the meeting.

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

The voting list proposed for approval under item 2 is the voting list prepared by the company, based on the shareholders' register for the meeting and the advance votes received, as verified by the persons elected to approve the minutes.

#### **Election of one person who shall approve the minutes of the meeting (item 3)**

Rikard Lindahl, member of the Swedish Bar Association, or he has an impediment to attend, the person instead appointed by the board of directors, is proposed to be elected to approve the minutes of the meeting together with the chairman. The task of approving the minutes of the meeting also includes verifying the voting list and that the advance votes received are correctly reflected in the minutes of the meeting.

#### **Resolution to approve shareholders' loans (item 6)**

The board of directors of ITAB Shop Concept AB (publ) ("**ITAB**") proposes that the extraordinary general meeting resolves to approve that ITAB enters into short-term shareholders' loans with Pomona-gruppen AB (controlled by board member Fredrik Rapp), VIEM Invest AB (controlled by board member Anna Benjamin) and Övre Kullen AB (controlled by board member Petter Fägersten), in accordance with the below.

#### ***Background for the proposal***

In 2016, the employees of ITAB were offered to participate in a convertible debenture scheme. During the period from 26 May to 8 June 2016, a subscription for convertible shares was carried out for a total amount of SEK 167.7 million. The allocation totalled 1,950,000 convertibles, and during the period from 1 June 2020 to 12 June 2020 each convertible could be converted to Class B shares at a conversion rate of SEK 86.

All convertibles in the convertible debenture scheme have matured and thus, a total amount, including accrued interest, of approx. SEK 171.5 million will be repaid to the holders of the matured convertibles. As a part of a refinancing of the group, certain shareholders have agreed to enter into short-term shareholders' loans to finance the repayment of the convertible loan. The proposed short-term shareholders' loans constitutes material related party transactions in accordance with Chapter 16 a of the Swedish Companies Act and entering into the shareholders' loans are therefore subject to approval by the extraordinary general meeting.

The short-term shareholders' loans have been negotiated as a part of a refinancing in which ITAB has renegotiated terms of its EUR 200 million credit facility with Nordea and its approx. EUR 28 million loan agreement with Svensk Exportkredit. ITAB will be subject to interim financial covenants under both the Nordea and the Svensk Exportkredit facilities. The interim financial covenants are adapted to support ITAB in the current market environment impacted by COVID-19. The facilities will be used for running business operations.

#### ***The board of directors' statement in accordance with Chapter 16 a of the Swedish Companies Act***

The board of directors of ITAB proposes that the extraordinary general meeting resolves to approve that ITAB enters into short-term shareholders' loans with Pomona-gruppen AB (controlled by board member Fredrik Rapp), VIEM Invest AB (controlled by board member Anna Benjamin) and Övre Kullen AB (controlled by board member Petter Fägersten).

The short-term shareholder's loans are expected to be entered into, subject to approval by the general meeting on or around 23 July 2020 and are subordinated to the loans granted by Nordea and Svensk Exportkredit. The loans equals a total of SEK 140 million and the running interest is the same as in the Nordea credit facility and cannot be less than 4.00 per cent per annum.

Fredrik Rapp, Anna Benjamin and Petter Fägersten have not taken part in the preparation of this proposal other than as negotiating parties to the shareholders' loans.

#### ***Majority requirements***

Resolution in accordance with this item 6 requires, in accordance with Chapter 16 a of the Swedish Companies Act, approval by

a majority of the votes cast at the meeting. Shares held by the related parties, Pomona-gruppen AB (controlled by board member Fredrik Rapp), Övre Kullen AB (controlled by board member Petter Fägersten) and VIEM Invest AB (controlled by board member Anna Benjamin), will not be considered. Further, shares held by another company in the same group as the related parties will not be taken into consideration.

### **Miscellaneous**

The board of directors' complete proposal and statement regarding item 6 is included in this notice and the notice will be available at the address of the company and on the company webpage [www.itabgroup.com](http://www.itabgroup.com). Copies of the document will be sent to the shareholders who so request and who inform the company of their postal address. The shareholders' register for the meeting is made available at ITAB's head office.

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For information on how your personal data is processed, see the integrity policy that is available at Euroclear's webpage

[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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Jönköping in June 2020

**ITAB Shop Concept AB (publ)**

*The board of directors*

*N.B. The English text is an in-house translation of the original Swedish text. Should there be any disparities between the Swedish and the English text, the Swedish text shall prevail.*

### **For further information, please contact:**

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*AT ITAB we help customers turn consumer brand experience into physical reality with our know-how, solutions, and ecosystem of partners. We co-create with our customers, efficient retail solutions that deliver convenient and inspiring consumer experiences. The offer includes consultative design services, custom-made interiors, checkout systems, consumer guidance solutions, professional lighting systems and interactive digital solutions for the physical store. ITAB has approximately 3,200 employees and net sales in 2019 amounted to MSEK 6,064. The company's B share is listed on Nasdaq Stockholm.*