

## NOTICE OF EXTRAORDINARY GENERAL MEETING OF RATOS AB (PUBL)

The shareholders of Ratos AB (publ) are hereby invited to participate in the 2020 Extraordinary General Meeting (“EGM”), which will be held on Thursday, October 22, 2020. In light of the continued COVID-19 pandemic, the EGM will be conducted pursuant to so called mail-in procedures, meaning that no shareholders will attend the EGM in person or through proxy. Instead, shareholders can participate in the EGM by voting and submitting questions in advance pursuant to the instructions described below.

In order to participate in the EGM, a shareholder must

- a. be registered in the register of shareholders maintained by Euroclear Sweden AB as of Wednesday, October 14, 2020, and
- b. notify attendance at the EGM no later than Wednesday, October 21, 2020. The exercise of voting rights in accordance with the mail-in procedure will be considered as a notification from the shareholder to attend the meeting.

Shareholders whose shares are registered in the names of banks or other nominees must temporarily register the shares in their own name in order to be entitled to participate in the EGM via the mail-in process. As such registration must be in place as of Friday, October 16, 2020, shareholders must inform the nominee of the registration well in advance of that date.

### A. Overview of Mail-In Procedures for the EGM

Due to the continued COVID-19 pandemic and in order to ensure the health and safety of the Company’s shareholders, employees and other stakeholders, the Board of Directors of Ratos AB has resolved on extraordinary meeting procedures pursuant to Section 22 of the temporary act on general meetings (2020:198). Specifically, the following procedures will apply:

1. The EGM will take place on Thursday, October 22, 2020. However, no shareholders, proxy holders or other external persons will be able to attend in person.
2. Shareholders will only be able to participate in the EGM by voting on the matters and the proposals on the meeting agenda and submitting questions to the Company in advance. See Section B, below, for more details on how.
3. The Agenda for the EGM is as set forth below in Section C, with certain items being further explained in Section D.
4. There will be no webcast in connection with the EGM. A press release will be issued following the EGM informing of those material items that are approved by the EGM as soon as the outcome of the mail-in voting procedure has been finally established. Details of the actual voting results will be included in the minutes of the meeting and will be published within two weeks thereafter.

At the time of the issue of this Notice of EGM, the total number of shares in the Company amounts to 324 140 896, of which 84 637 060 are A-shares representing one vote each and 239 503 836 are B-shares representing one tenth of a vote each, corresponding to 108 587 443.6 votes in total. The Company holds 5 126 262 B-shares as of the date of this notice, corresponding to 512 626.2 votes that cannot be represented at the general meeting.

### B. Process for Advanced Voting and Questions

A shareholder can exercise his/her/its shareholder’s rights at the EGM by (A) voting in advance on the items on the agenda of the EGM, and (B) submitting questions to the Company in connection with the EGM.

Any registered shareholder intending to participate in the EGM (via advanced voting or questions), must submit the following information in connection with their respective submissions:

- the shareholder’s name,
- personal or organization number,
- email address, and
- telephone number.

The data received will be computerized and used solely for the purpose of the 2020 EGM.

For shareholders wishing to participate through an authorized representative (i.e., where such authorized representative is the one submitting advanced voting or questions on behalf of such shareholder), the Company will provide power of attorney templates on the Company's website. Shareholders participating through an authorized representative must submit the power of attorney together with the voting form or question. If the shareholder is a legal entity, a copy of a registration certificate or a corresponding document for the legal entity shall be enclosed.

#### *B1. Advance voting*

Advance voting will be available as of Monday, September 28, 2020 until Wednesday, October 21, 2020. A shareholder can vote in advance by any of the following three methods:

1. *Website Voting:* Voting may be done electronically through signing with BankID on the Company's website [www.ratos.com/en](http://www.ratos.com/en);
2. *Email Voting:* Voting may be submitted by completing the advance voting form available on the Company's website [www.ratos.com/en](http://www.ratos.com/en) and then emailing such form to the following email address [info@computershare.se](mailto:info@computershare.se), together with any power of attorney and/or other authorization documents (See Section B, above).
3. *Regular Mail:* Voting may be submitted by completing the advance voting form available on the Company's website [www.ratos.com/en](http://www.ratos.com/en) and after completion sending a physical copy (i.e., printed out) of such form, together with any power of attorney and/or other authorization documents (See Section B, above) to the following address, Computershare AB, "Extra bolagsstämma i Ratos", Box 5267, 102 46 Stockholm, Sweden.

A shareholder cannot give any other instructions than selecting one of the options specified at each point in the advanced voting form. A vote (i.e. the postal voting in its entirety) is invalid if the shareholder has modified the form to provide specific instructions or conditions or if pre-printed text is amended or supplemented.

The advanced voting form, together with any enclosed power of attorney and other authorization documentation, must have been received by Ratos no later than on Wednesday, October 21, 2020. If received later, the vote will be disregarded.

For questions regarding advance voting, please contact ComputerShare AB, ph.+46 8 518 01 550, between 9:00 a.m. and 4:00 p.m. (CET) weekdays.

#### *B2. Questions*

Questions to the Company in connection with the EGM can be submitted to Ratos up until Monday, October 12, 2020. Shareholders wishing to pose questions may do so by any of the following methods:

1. *Email:* Questions may be submitted by emailing to the following email address: [info@ratos.se](mailto:info@ratos.se)
2. *Regular Mail:* Questions may be submitted by regular mail to the following address, Ratos AB, "EGM 2020", P.O. Box 1661, SE-111 51 Stockholm, Sweden.

The shareholder must include name of the shareholder, personal or organization number and postal address, for the question to be answered. The shareholder should also state its email address and telephone number.

Questions submitted by shareholders must have been received by Ratos no later than on Monday, October 12, 2020, and will be responded to and published not later than on Saturday, October 17, 2020. The questions and responses will be available at the Company, Ratos AB, Drottninggatan 2, SE-111 51 Stockholm, Sweden and on the Company's website, [www.ratos.com/en](http://www.ratos.com/en), and will be sent to the shareholder provided the shareholder's address is known by the Company or provided by the shareholder together with the question.

The Board of Directors and the CEO shall, upon request of a shareholder, and provided that the Board of Directors deems this can be done without causing major harm to the Company, inform about matters which might affect the assessment of an item on the agenda.

### **C. EGM Agenda**

1. Opening of the EGM
2. Election of Chair of the Meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two minute-checkers
6. Determination as to whether the Meeting has been duly convened
7. Resolutions concerning proposed distribution of earnings
8. Closing of the Meeting

### **D. Explanation of Certain EGM Proposals**

#### ***Election of Chair of the Meeting (item 2)***

It is proposed that Chairman of the Board Per-Olof Söderberg be elected Chair of the EGM, or if he is unable to attend the meeting, any other person proposed by Ratos's Board of Directors.

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

The voting list that is proposed to be approved is the voting list that has been prepared by ComputerShare AB, based on the general meeting share register and votes received, checked by the minute-checkers.

#### ***Election of one or two minute-checkers (item 5)***

The Board of Directors proposes that two minute-checkers be elected, and that Katarina Söderbaum and Erik Brändström are elected, or, if someone or both of them are unable to attend the meeting, any other person proposed by Ratos's Board of Directors.

#### ***Proposed distribution of earnings (item 7)***

The Board of Directors proposes a dividend for financial year 2019 of SEK 0.65 per share, to be paid with Monday, October 26, 2020 as the record day. Assuming the EGM resolves in accordance with the Board of Directors' proposal, the estimated (i) last day for trading in Ratos AB shares with right to the applicable part of the dividend payment, (ii) applicable record day, and (iii) date for payment from Euroclear Sweden AB for each of the installments are as follows:

	<b>Installment (SEK 0.65 per share)</b>
Last day for trading in Ratos AB shares with right to the applicable part of the dividend payment	October 22, 2020 (Thursday)
Record Day	October 26, 2020 (Monday)
Payment Date	October 29, 2020 (Thursday)

Following the most recent resolution regarding a value transfer, SEK 6,764 million remains of the funds available pursuant to Chapter 17, section 3, first paragraph of the Swedish Companies Act (2005:551).

### **Other information**

All documents in accordance with the Swedish Companies Act (2005:551) will be kept available on the Company's website, [www.ratos.com/en](http://www.ratos.com/en) no later than three weeks before the EGM. Copies of the documents will, on request, be sent to shareholders at the address provided. The share register will be available at Ratos AB, Drottninggatan 2, SE-111 51 Stockholm, Sweden.

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