

# NOTICE TO ATTEND THE ANNUAL GENERAL MEETING IN GREEN LANDSCAPING GROUP AB (PUBL)

**The shareholders in Green Landscaping Group AB (publ), reg. no. 556771-3465 (the “Company”), are hereby invited to the Annual General Meeting (“AGM”) to be held on Friday May 9, 2025, at 10:00 at Cirio Advokatbyrå, Biblioteksgatan 9, Stockholm.**

## **Entitlement to participate and notification**

Shareholders who wish to participate in the AGM must:

- i. be registered in the register of shareholders maintained by Euroclear Sweden AB as per the record date on Wednesday April 30, 2025, and
- ii. notify their intention to participate to the Company no later than Monday May 5, 2025, at the address Green Landscaping Group AB (publ), to: AGM, Biblioteksgatan 25, 114 35 Stockholm or via e-mail to [agm@glgroup.se](mailto:agm@glgroup.se) (state “AGM 2025” in the subject line). When giving notice to participate, please provide name, personal identity number or company registration number, telephone number and number of represented shares.

## **Proxies etc.**

Shareholders who are represented by proxy must issue a written, signed and dated power of attorney. The proxy in the original form shall be submitted to the Company at the above address well in advance of the AGM. A proxy form is available at the Company’s website, [www.greenlandscaping.com](http://www.greenlandscaping.com). If the shareholder is a legal entity, a certificate of registration (or corresponding authorisation documents for a foreign legal entity) must be attached to the form.

## **Nominee-registered shares**

For shareholders who have their shares nominee-registered through a bank or other nominee, the following applies to be entitled to participate in the AGM. In addition to giving notice of participation, such shareholder must re-register its shares in its own name so that the shareholder is registered in the share register kept by Euroclear Sweden AB as per the record date on Wednesday April 30, 2025. Such re-registration may be temporary (so-called voting rights registration). Shareholders who wish to register their shares in their own names must, in accordance with the respective nominee’s routines, request that the nominee make such registration. Voting rights registration that have been requested by the shareholder at such time that the registration has been completed by the nominee no later than Monday May 5, 2025, will be taken into account in the preparation of the share register.

## Proposed agenda

1. Opening of the meeting and election of Chairperson of the meeting;
2. Preparation and approval of the voting register;
3. Approval of the agenda;
4. Election of one or two persons to verify the minutes;
5. Determination of whether the meeting has been duly convened;
6. Submission of the annual report and the auditor's report as well as the consolidated financial statements and the auditor's report for the group;
7. Resolution in respect of adoption of the profit and loss statement and the balance sheet as well as of the consolidated profit and loss statement and the consolidated balance sheet;
8. Resolution in respect of the appropriation of the Company's profit or loss according to the adopted balance sheet;
9. Resolution in respect of the members of the Board of Directors' and the CEO's discharge from liability;
10. Determination of the number of members of the Board of Directors as well as of the number of auditors and deputy auditors;
11. Determination of the fees payable to the members of the Board of Directors and the auditors;
12. Election of members of the Board of Directors and auditor;
13. Resolution on approval of the Board of Directors' Remuneration Report 2024;
14. Resolution on the establishment of incentive program 2025/2028 through the issue of warrants to subsidiary and approval of the transfer of warrants to employees;
15. Resolution regarding authorisation for the Board of Directors to increase the share capital through issues of shares and/or convertible instruments;
16. Resolution regarding authorisation for the Board of Directors to acquire and transfer own shares;
17. Closing of the meeting.

### Item 1. Election of Chairperson of the meeting

The Nomination Committee, appointed in accordance with the principles for the appointment of the Nomination Committee decided by the 2020 AGM, consist of Erik Salén (Chairperson of the Nomination Committee and appointed by the Salén family through companies), Frida Åkerblom (appointed by Byggmästare Anders J Ahlström Holding AB), Anders Thomasson (appointed by Johan Nordström through companies) and Per Sjöstrand (Chairperson of the Board of Directors).

The Nomination Committee proposes that Per Sjöstrand, Chairperson of the Board of Directors, should be appointed Chairperson of the AGM.

*Item 8. Resolution in respect of the appropriation of the Company's profit or loss according to the adopted balance sheet*

The Board of Directors proposes that the Company's accumulated profits shall be carried forward and that no dividends shall be made for the financial year 2024.

*Item 10-12. Election and remuneration concerning the Board of Directors and auditor*

The Nomination Committee proposes that the Board of Directors shall consist of six (6) ordinary members without deputy members for the period until the end of the next AGM. Furthermore, the Nomination Committee proposes that a registered accounting firm shall be elected as auditor.

The Nomination Committee proposes that the AGM re-elects Per Sjöstrand, Monica Trolle, Staffan Salén, Åsa Källenius, Tomas Bergström and Björn Jansson as board members for the period until the end of the next AGM. The Nomination Committee further proposes that Per Sjöstrand is to be re-elected as Chairperson of the Board of Directors.

Further information on the proposed board members is available at the Company's website [www.greenlandscaping.com](http://www.greenlandscaping.com).

The Nomination Committee proposes, in accordance with the Audit Committee's recommendation, that the AGM re-elects Grant Thornton Sweden AB as the auditing company for the period until the end of the next AGM, which has informed that they intend to appoint Camilla Nilsson as principal auditor.

The Nomination Committee proposes that the fees payable to the Board of Directors for the period until the next AGM shall amount to a total of SEK 1,625,000 (1,475,000), out of which SEK 385,000 (350,000) shall be paid to the Chairperson of the Board of Directors and SEK 248,000 (225,000) shall be paid to each of the other ordinary members who are not employed by the Company.

The Nomination Committee proposes that fees of SEK 82,000 (75,000) shall be paid to the Chairperson of the Audit Committee for the period until the end of the next AGM. It is proposed that no other fees shall be payable to the members of the committees of the Board of Directors.

The Nomination Committee proposes that fees to the Company's auditor be paid in accordance with approved invoice.

*Item 13. Resolution on approval of the Board of Directors' Remuneration Report 2024*

The Board of Directors proposes that the AGM approves the Board of Directors' report in accordance with Chapter 8. Section 53 a of the Swedish Companies Act on remuneration to senior executives.

*Item 14. Resolution on the establishment of incentive program 2025/2028 through the issue of warrants to subsidiary and approval of the transfer of warrants to employees*

The Board of Directors proposes that the AGM resolves on the establishment of incentive program 2025/2028 through a directed issue of warrants in the Company and transfer of warrants to certain key employees in the Group on the below terms ("**Incentive program 2025/2028**").

The issue of the warrants shall, with deviation from the shareholders' preferential rights, be directed to the wholly owned subsidiary, Green Landscaping Incentive AB, reg. no. 559148–3242, (the "**Subsidiary**"). The warrants shall be issued without consideration. The Subsidiary has the right to subscribe for the warrants with the right and obligation for the Subsidiary to offer the Company's CEO and executive management as well as the CEOs and certain other key employees in the Company's subsidiaries (the "**Management**") to acquire the warrants for consideration on the terms set out below.

#### **A. Issue of warrants to the Subsidiary**

The Board of Directors proposes that the AGM resolves on an issue of a maximum of 550,000 warrants of series 2025/2028.

The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, be exclusively available to the Subsidiary.

The warrants shall be issued without consideration. Each warrant entitles the holder to subscribe for one (1) new share in the Company.

The warrants shall be subscribed for on a separate subscription list no later than May 30, 2025. The Board of Directors is authorised to extend the subscription period.

The subscription price for a share when exercising a warrant shall be 120 percent of the volume-weighted average price for the Company's share on Nasdaq Stockholm during the period May 12, 2025 to May 16, 2025, but not below the share's quota value. If the subscription price exceeds the previous shares quota value, the excess amount (premium) shall be recognised under the unrestricted share premium reserve in the Company's balance sheet.

The warrants can be exercised by notification of subscription for new shares during the period May 19, 2028 to June 2, 2028.

Shares subscribed for by way of warrants entitles to dividend for the first time on the record date for dividend that falls immediately after the subscription has been executed.

The maximum number of additional shares, notwithstanding any recalculation in accordance with the warrant terms, is estimated to amount to a maximum of 550,000 shares corresponding to 0.96 percent of the total number of shares in the Company, provided full subscription and full exercise of all warrants. Provided full subscription and full exercise, the increase in the share capital will amount to a maximum of SEK 39,051.

The reason for deviating from the shareholders' preferential rights is that the Company wishes to promote the Company's long-term interests by providing Management with a well-considered incentive program, which gives them the opportunity to take part in a positive value development in the Company.

## B. Approval of transfer of Warrants to Management

The Board of Directors proposes that the AGM resolves to approve that the Subsidiary may transfer a maximum of 550,000 warrants in the Company of the series 2025/2028 to the Management, or otherwise dispose of the warrants to fulfil the commitments in connection with Incentive Program 2025 /2028.

The right to acquire warrants within Incentive Program 2025/2028 shall be offered to the following categories:

Category	Maximum number of warrants per person	Maximum number of warrants for the category
The Company's CEO (maximum one person)	75,000	75,000
Others in the executive management (maximum 4 people)	37,500	125,000
Regional managers and other key employees in the Company's subsidiaries (maximum 25 persons)	30,000	350,000

If warrants within a certain category remain, after all applications within the category have been satisfied, the remaining number may be allocated to participants in the same or another category, whereby the Board of Directors shall determine the distribution based on category affiliation, staff category and the number of applied warrants. Such distribution may not, however, exceed the maximum number of warrants per person within each category.

The warrants shall be transferred to the Management at a price corresponding to the estimated market value at the time of the transfer using Black & Scholes or another accepted valuation model.

The warrants shall be transferred to the Management no later than before the 2026 AGM, after which non-transferred warrants shall be cancelled.

Assuming that the value of the Company's share at the time of the valuation of the warrants amounts to SEK 67.8 that the exercise price amounts to SEK 79.2, a term of 3 years, a risk-free interest rate of 2.3 percent, a volatility of 29 percent, no expected dividend during the term and an illiquidity discount of 30 percent, the value per warrant will be SEK 7.9. The final valuation of the warrants will take place in connection with the participants' acquisition of the warrants and will be based on market conditions prevailing at the time.

Upon full subscription at a price corresponding to the estimated value set out above, the Company receives a total payment of approximately SEK 4,345,000. In the event of full exercise of the warrants and at an assumed subscription price of SEK 79.2, the Company will additionally receive issue proceeds of approximately SEK 43,560,000.

The reason for deviating from the shareholders' preferential rights is that the Company wishes to promote the Company's long-term interests by providing the Management with a well-considered incentive program, which gives them the opportunity to take part in a positive value development in the Company.

A valid resolution for this item requires that the proposal is supported by shareholders with at least nine-tenth of both the votes cast and the shares represented at the meeting.

*Item 15. Resolution regarding authorisation for the Board of Directors to increase the share capital through issues of shares and/or convertible instruments*

The Board of Directors proposes that the AGM authorises the Board of Directors to, on one or more occasions during the period until the next AGM, with or without deviation from the shareholders' preferential rights, resolve to issue new shares and/or convertible instruments which entails issue or conversion of at most as many new shares as at the time of the first issuance under this authorisation corresponds to 10 percent of the total share capital in the Company.

The objective of the authorisation and the reason for the potential deviation from the shareholders' preferential rights is to enable new issues to be made in a time effective manner in order to finance acquisitions or investments in new or existing operations. A new share issue or issue of convertible instruments through the exercise of this authorisation shall upon deviation from the shareholders' preferential rights be made at a subscription price corresponding to the market price based on the market terms at the time of the new issue of the shares and/or the convertible instruments. Payment for subscribed shares and/or convertible instruments may be made in cash, in kind or through set-off.

A valid resolution for this item requires that the proposal is supported by shareholders with at least two-thirds of both the votes cast and the shares represented at the meeting.

*Item 16. Resolution regarding authorisation for the Board of Directors to acquire and transfer own shares*

The Board of Directors proposes that the AGM authorises the Board of Directors to, during the period until the next AGM, on one or more occasions, resolve on acquisition and/or transfer of the Company's shares on the following terms.

Acquisitions may be made of so many shares that the Company's holding does not exceed 10 percent of all shares in the Company. Acquisitions shall take place on Nasdaq Stockholm at a price within the registered price interval at any given time, by which is meant the interval between the highest bid price and the lowest ask price. Payment must be made in cash.

Transfer of shares may take place on Nasdaq Stockholm, at a price within the price range registered at any given time, and outside Nasdaq Stockholm, with or without deviation from the shareholders' preferential rights and with or without provisions on non-cash or set-off rights, and other conditions, to be used as full or partial payment in connection with the acquisition of a company or business. The transfer may involve all or parts of the Company's holding of own shares at the time of the Board of Directors' resolution.

The purpose of the authorisation is to give the Board of Directors the opportunity to adapt and improve the capital structure of the Company in order to create increased value for shareholders and to be able to transfer shares in connection with the financing of any company and business acquisitions by payment in whole or in part with the Company's own shares. In the latter case, the Company may, for example, be able to use its own shares to acquire companies by using the shares as payment and thereby create increased shared interest between the seller and the Company in the continued operations, without resulting in dilution for existing shareholders.

A valid resolution for this item requires that the proposal is supported by shareholders with at least two-thirds of both the votes cast and the shares represented at the meeting.

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

The Board of Directors and the CEO shall, if requested by any shareholder and if the Board of Directors is of the opinion that it can be done without causing material harm to the Company, at the AGM provide disclosures about conditions that may impact assessment of an item of business on the agenda and about conditions that may impact assessment of the Company's financial situation. The obligation also covers the Company's relationship with another Group company, the consolidated accounts and matters regarding subsidiaries.

### **Number of shares and votes in the Company**

The total number of shares and votes in the Company at the time of the issuance of this notice is 56,799,575. At the same time, the Company holds 308,345 own shares.

### **Documentation**

The financial reports, auditor's report, remuneration report, complete proposals and other documents for the AGM will be made available at the Company's office at Biblioteksgatan 25 in Stockholm, Sweden no later than three weeks before the meeting and will be sent free of charge to shareholders who request so and state their postal address. The documents will also be made available no later than the aforementioned date on the Company's website [www.greenlandscaping.com](http://www.greenlandscaping.com). All of the above documents will also be presented at the AGM.

### **Processing of personal data**

For information on how personal data is processed, please refer to the privacy policy available on Euroclear Sweden AB:s website: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Stockholm, April 2025

**Green Landscaping Group AB (publ)**

*The Board of Directors*



Press Release  
01 April 2025 14:00:00 CEST

### **Contacts**

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### **About Us**

Green Landscaping Group AB (publ) is a home for entrepreneurs working with ground maintenance, green space management and landscaping. It is a multinational Group with the spirit of small company entrepreneurship that has been created by acquiring successful companies with these qualities: skilled in their trade and professionally run, strong local ties, sound values and a track record of sustainable profitability. The Group has approximately 3,000 employees and net sales amounted to SEK 6.4 billion for 2024. The shares are listed on Nasdaq Stockholm with the ticker GREEN. For more information visit [www.greenlandscaping.com](http://www.greenlandscaping.com)