

# FAGERHULT

The shareholders of AB Fagerhult (publ), 556110-6203, are invited to an Extraordinary General Meeting of shareholders to be held on Thursday, February 7, 2019, at 11:00 a.m. in the company's offices in Fagerhult, Ävägen 1, Habo, Sweden.

## A. NOTICE OF PARTICIPATION

Shareholders who wish to participate in the Meeting must (i) be recorded in the register of shareholders maintained by Euroclear Sweden AB on Friday, February 1, 2019, and (ii) notify the Company of their intention to participate in the Meeting not later than on Friday, February 1, 2019.

Notice of participation in the Meeting shall be made by e-mail to [bolagsstamma@fagerhult.se](mailto:bolagsstamma@fagerhult.se), by telephone +46 (0)8-522 359 75 or in writing to AB Fagerhult, SE-566 80 Habo, Sweden. The notice shall include name, personal/corporate identity number, address, telephone number, number of shares held and, if applicable, information on advisors and proxies.

Shareholders represented by proxy shall issue a dated and signed power of attorney for the proxy. If the power of attorney is issued on behalf of a legal entity, a certified copy of a registration certificate or corresponding document, evidencing authorized signatories for the entity, shall be appended. The original power of attorney should be submitted to the Company in advance of the Meeting. Proxy forms are provided at the Company's website, [www.fagerhultgroup.com](http://www.fagerhultgroup.com), and sent to shareholders that so request.

Shareholders who have nominee-registered their shares must register the shares in their own names to be entitled to participate in the Meeting. Such registration, which may be temporary, must be completed on February 1, 2019.

Complete resolution documentation will be held available at the Company's website, [www.fagerhultgroup.com](http://www.fagerhultgroup.com), not later than three weeks prior to the Meeting. The documents will be sent to shareholders who request a copy and specify their postal address.

## B. PROPOSED AGENDA

1. Opening of the Meeting
2. Election of Chairman of the Meeting
3. Preparation and approval of the voting list
4. Approval of the agenda for the Meeting
5. Election of persons to verify the minutes
6. Determination of whether the Meeting has been duly convened
7. The Board of Director's proposal regarding amendments of the articles of association
8. The Board of Director's proposal regarding issue in-kind authorization
9. The Board of Director's proposal regarding new share issue authorization
10. Closing of the Meeting

## C. PROPOSED RESOLUTIONS

### Section 7 – Change of the articles of association

In order to adapt the articles of association limits for share capital and number of shares to the proposed authorizations under Section 8 and 9 in the agenda, the Board of Directors proposes that the Meeting resolves to amend § 4 and § 5 of the articles of association pursuant to the following (changes in italics):

Present wording § 4:

The share capital shall be no less than SEK fifty-one million (51,000,000) and no more than SEK two hundred and four million (204,000,000).

Present wording § 5:

The number of shares shall be no less than thirty million (30,000,000) and no more than one hundred and twenty million (120,000,000).

Proposed wording § 4:

The share capital shall be no less than SEK *sixty-five million (65.000.000)* and no more than SEK *two hundred and sixty million (260.000.000)*.

Proposed wording § 5:

The number of shares shall be no less than *one hundred and fifteen million (115.000.000)* and no more than *four hundred and sixty million (460.000.000)*.

#### **Section 8 – Issue In-Kind authorization**

The Board of Directors proposes that the Meeting resolves to grant authorization to the Board of Directors, up until the next annual general meeting, on one or several occasions, to resolve on the issue of new shares to form part of the purchase price for the acquisition of iGuzzini Illuminazione S.p.A. (the “Issue In-Kind”). The owners of iGuzzini Illuminazione S.p.A., Fimag S.p.A. och Tip-Pre IPO S.p.A., shall solely be entitled to subscribe for the new shares in the Issue In-Kind by transferring shares in iGuzzini Illuminazione S.p.A. to AB Fagerhult.

The purpose of the authorization is to enable the Board of Directors to resolve on a share issue with in-kind payment that corresponds to approximately SEK one billion of the purchase price for the acquisition of iGuzzini Illuminazione S.p.A.

#### **Section 9 – New share issue authorization**

The Board of Directors proposes that the Meeting resolves to grant authorization to the Board of Directors, up until the next annual general meeting, on one or several occasions, to resolve on the issue of new shares against cash payment with pre-emptive rights for the shareholders.

The purpose of the authorization is to enable the Board of Directors to resolve on a new share issue of approximately SEK 2.2 billion in order to replace credit facilities entered in connection with the acquisition of iGuzzini Illuminazione S.p.A.

#### **D. INFORMATION AT THE MEETING**

The Board of Directors and the CEO shall, if any of the shareholders so request and the Board of Directors considers that it can be done without material damage for the Company, provide information on circumstances that might affect the assessment of a matter on the agenda or on the Company’s relationship to an affiliate. Anyone who wishes to send questions prior to the Meeting can do so to AB Fagerhult on the same postal address as set forth above for the notification to participate in the Meeting.

**E. NUMBER OF SHARES AND VOTES**

As per the day of this notice there are a total of 115,650,000 shares and votes in AB Fagerhult. The Company presently holds 1,149,708 treasury shares, corresponding to 1,149,708 votes, which cannot be represented at the Meeting.

**F. PERSONAL DATA**

For more information on how your personal data is handled, please visit <https://www.euroclear.com/dam/ESw/Legal/privacy-notice-boss.pdf>.

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Habo, January 2019  
AB Fagerhult (publ)  
*The Board of Directors*