

Press release  
4 January 2021

## Notice of Extraordinary General Meeting in Volati AB (publ)

*The English text is an unofficial translation of the Swedish original. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.*

Volati AB (publ), 556555-4317, holds extraordinary general meeting on Tuesday 2 February 2021.

In order to prevent the spread of the coronavirus infection (COVID-19), the board has decided that the extraordinary general meeting shall be held without physical presence of shareholders, proxies and/or external parties and that the shareholders shall have the opportunity to vote by post prior to the general meeting.

### RIGHT TO ATTEND THE GENERAL MEETING

Those who wish to attend the general meeting must:

- be entered as a shareholder in the share register kept by Euroclear Sweden AB on Monday 25 January 2021 or, if the shares are registered in the name of a nominee, request that the shares are registered in the shareholder's own name for voting purposes by the nominee not later than on Wednesday 27 January 2021; and
- give notice of their intention to participate by having submitted a postal vote in accordance with the instructions under the heading "Voting by post" below in such manner that Computershare AB has received the postal vote by Monday 1 February 2021, at the latest. Please note that a notification to attend the general meeting can only be done by a postal vote.

### SHARES REGISTERED IN THE NAME OF A NOMINEE

Shareholders with nominee-registered shares held via a bank or other nominee must request the nominee to register them in the shareholder's own name in the share register kept by Euroclear Sweden AB in order to participate in the general meeting. As set out above, the nominee must have performed such registration with Euroclear by Wednesday 27 January 2021. Therefore, the shareholder must contact its nominee well in advance of such day and re-register its shares in accordance with the nominee's instructions.

### VOTING BY POST

The board has decided that the shareholders shall have the opportunity to exercise their voting rights by a postal vote pursuant to Sections 20 and 22 of the Swedish Act (2020:198) on Temporary Exemptions to Facilitate the Execution of General Meetings in Companies and Associations. When voting by post, the shareholder shall use the voting form and follow the Company's instructions that are available on the Company's website: [www.volati.se](http://www.volati.se) and at the Company's offices, Engelbrektsplan 1, 114 34 Stockholm. A completed and signed voting form should be sent by mail to Computershare AB, "EGM of Volati AB", Box 5267, SE-102 46 Stockholm. Completed forms must be received by Computershare AB by Monday 1 February 2021, at the latest. The completed and signed form may alternatively be submitted electronically and is then to be sent to [info@computershare.se](mailto:info@computershare.se).

Shareholders can also submit their postal votes electronically with BankID through the Company's website, [www.volati.se](http://www.volati.se). If the shareholder votes by proxy, a power of attorney shall be enclosed with the voting form. Proxy form is available upon request and on the Company's website, [www.volati.se](http://www.volati.se). If the shareholder is a legal entity, a certificate of incorporation or other authorization document shall be enclosed with the voting form.

Shareholders are not allowed to include special instructions or conditions in the postal vote. If special instructions or conditions are included, such postal vote becomes invalid. Further information and conditions can be found in the voting form.

## **NUMBER OF SHARES AND VOTES**

At the date of this notice, the total number of shares in the company is 81,010,345, of which 79,406,571 are ordinary shares and 1,603,774 are preference shares, representing 79,566,948.4 votes, of which 79,406,571 votes relate to ordinary shares and 160,377.4 votes relate to preference shares. At the time for this notice, the company holds no shares of its own.

## **SHAREHOLDERS' RIGHTS TO REQUEST INFORMATION**

At the general meeting, shareholders have the right to information pursuant to Chapter 7, Section 32 of the Swedish Companies Act. A request for such information should be made in writing to Volati AB (publ), Attn. EGM of Volati, Engelbrektsplan 1, 114 34 Stockholm or by e-mail to [bolagsstamma@volati.se](mailto:bolagsstamma@volati.se) at the latest on Saturday 23 January 2021. Requested information will be made available at the Company's offices and at [www.volati.se](http://www.volati.se) by Thursday 28 January 2021, at the latest. Within the same time, the information will also be sent to the shareholder that has requested it and provided an address.

## **PROPOSED AGENDA**

1. Election of chairman of the meeting
2. Preparation and approval of the voting register
3. Election of one or two persons to verify the minutes of the meeting
4. Determination of whether the meeting has been duly convened
5. Approval of the agenda
6. Resolution on (a) dividend to preference shares and (b) dividend to ordinary shares
7. Closing of the meeting

## **PROPOSED RESOLUTIONS**

### **Item 1: Election of chairman of the meeting**

The chairman of the board Patrik Wahlén, or, in his absence, the person designated by the board of directors, is proposed as chairman of the general meeting.

### **Item 2: Preparation and approval of the voting list**

The voting list that is proposed to be approved under item 2 on the agenda is the voting list that Computershare AB has prepared, on behalf of the Company, based on the shareholders register and received postal votes and which has been verified and approved by the persons to verify the minutes.

### **Item 3: Election of one or two persons to verify the minutes**

Mattias Björk or, in his absence, the person designated by the board of directors, are, in addition to the chairman, proposed as person to verify the minutes. Also, such assignment includes verifying the voting list and that the received postal votes are correctly reflected in the minutes.

### **Item 6): Resolution on (a) dividend to preference shares and (b) dividend to ordinary shares**

#### **Background**

The board of directors resolved before the annual general meeting on 25 June 2020 to withdraw the intended dividend proposal which was communicated in the company's year-end report, published on 20 February 2020, due to current market instability caused by the corona virus. The board of director's ambition was, if the circumstances so permitted, to summon the shareholders to an extraordinary general meeting later during the year to resolve on dividend to the shareholders. In recent months the market uncertainty has decreased and though there is still reason to be cautious, the board has, after

an overall assessment and given the company's continued strong position regarding both equity and liquidity, assessed that there are preconditions for a dividend distribution to the preference shares in accordance with the articles of association as well as extra dividend distribution to ordinary shares. In November 2020, Volati's divestment of Besikta Bilprovning was completed, which had a positive liquidity effect for Volati, including repayment of internal loans, of approximately SEK 1,040 million. As of 31 December 2019, the company's equity amounted to approximately SEK 3,547 million, of which approximately SEK 3,537 million constituted unrestricted equity. The company's unrestricted equity still amounts to approximately SEK 3,537 million.

The board's proposal in item (b) below is conditional upon the general meeting's resolution on the board's proposal on item (a) below.

#### **6.a Dividend to preference shares**

The board proposes that the general meeting resolves on dividend to the preference shares of a total amount of SEK 30.80 per preference share. The board proposes Friday 5 February 2021 as record date for receiving dividend. If the general meeting resolves in accordance with the board's proposal, the dividend is expected to be paid to preference shareholders on Wednesday 10 February 2021 through Euroclear Sweden AB. The dividend to preference shares corresponds to a total amount of SEK 49,396,239.20.

The dividend consists of (a) the preference share dividend of SEK 10 per preference share with a record date of 5 February 2021, as described in the articles of association, and (b) the Amount Outstanding (as defined in the articles of association) of SEK 20.80 per preference share calculated up to and including the proposed payment date (10 February 2021).

The Amount Outstanding per preference share consists of (a) SEK 10.53, corresponding to the dividend amount of SEK 10 with record date 5 August 2020 (and payment date 10 August 2020) adjusted upwards in accordance with the articles of association, and (b) SEK 10.27, corresponding to the dividend amount of SEK 10 with a record date of 5 November 2020 (and a payment date of 10 November 2020) adjusted upwards in accordance with the articles of association.

#### **6.b Dividend to ordinary shares**

Conditional upon the general meeting resolution on the board's proposal on item (a) above, the board proposes that the general meeting resolves on a dividend to ordinary shares of SEK 10 per ordinary share, which corresponds to a total amount of SEK 794,065,710. The board proposes Friday 12 February 2021, as the record date for receiving the dividend to ordinary shares. If the general meeting resolves in accordance with the board's proposal, the dividend is expected to be paid to shareholders of ordinary shares on Wednesday 17 February 2021 through Euroclear Sweden AB.

### **PROCESSING OF PERSONAL DATA**

For information on how personal data is processed in connection with the general meeting, see the privacy notices of Euroclear Sweden AB and Computershare AB available on their respective websites, [https://www.euroclear.com/dam/ESw/Legal/Privacy\\_notice\\_BOSS\\_20181023.pdf](https://www.euroclear.com/dam/ESw/Legal/Privacy_notice_BOSS_20181023.pdf) and [www.computershare.com/se/gm-gdpr](http://www.computershare.com/se/gm-gdpr).

### **DOCUMENTS**

The complete proposals and other documents that shall be made available prior to the general meeting pursuant to the Swedish Companies Act and the Swedish Corporate Governance Code will be made available at the company and on the company's website, [www.volati.se](http://www.volati.se), no later than three weeks prior to the general meeting as well as be sent free of charge to shareholders who so request and provide their postal address. The share register will also be made available at the company.

\* \* \*

Stockholm in January 2021

Volati AB (publ)  
The board of directors

**For further information, please contact:**

Mårten Andersson, CEO Volati AB, +46 72 735 42 84, [marten.andersson@volati.se](mailto:marten.andersson@volati.se)

Andreas Stenbäck, CFO Volati AB, +46 70 889 09 60, [andreas.stenback@volati.se](mailto:andreas.stenback@volati.se)

**Volati AB (publ)**

Engelbrektsplan 1, SE-114 34 Stockholm

Tel: +46 8 21 68 40

Email: [info@volati.se](mailto:info@volati.se)

Corporate reg. no. 556555-4317

**About Volati**

*Volati is a Swedish industrial group, founded in 2003, consisting of the business areas Trading, Akademibokhandeln and Industry. Volati mainly acquires companies with proven business models, leading market positions and strong cash flows at reasonable valuations and develops them with a focus on long-term value creation. The strategy is to build on the companies' identity and entrepreneurial spirit, adding leadership, expertise, processes and financial resources. Volati has operations in 16 countries, about 2,000 employees and annual sales of approximately SEK 6.5 billion. Volati's ordinary shares and preference shares are listed on Nasdaq Stockholm. Further information is available at [www.volati.se](http://www.volati.se).*