

## Notice of Annual General Meeting in Inwido AB

The shareholders of Inwido AB (publ), Reg. No. 556633-3828, are hereby invited to attend the Annual General Meeting (“AGM”) to be held on Tuesday May 5, 2020 at 3.00 p.m. CET, at Malmö Börshus, Skeppsbron 2 in Malmö, Sweden. Registration of attendance commences at 2.30 p.m. The notice is available at [www.inwido.com](http://www.inwido.com) where shareholders also can notify the company of their intention to attend the AGM. Complete documentation for the AGM will be available at Inwido’s head office and on [www.inwido.com](http://www.inwido.com) at latest from 14 April 2020.

### Right to attend

Shareholders who wish to attend the AGM must:

- be recorded in the share register for the company maintained by Euroclear Sweden AB, as of Tuesday April 28, 2020, and
- notify the company of their intention to attend the AGM by Tuesday April 28, 2020 at the latest, preferably before 4.00 p.m. CET.

In order to participate in the AGM, shareholders with nominee-registered shares should request their bank or broker to have the shares temporarily owner-registered with Euroclear Sweden AB by Friday April 28, 2020. Shareholders therefore are requested to notify their bank or broker in due time before the said date.

### Notice of attendance

Notice of attendance shall be made through the website [www.inwido.com](http://www.inwido.com), in writing to Inwido AB (publ), Engelbrektskatan 15, 211 33 Malmö, Sweden or by email to [agm@inwido.com](mailto:agm@inwido.com). The notice of attendance shall state name, personal (or corporate) identity number, shareholding, telephone number and name of proxy and/or advisor, if any. Shareholders represented by proxy should submit a power of attorney to the company before the AGM. A proxy form is available at the company and on the company’s website, [www.inwido.com](http://www.inwido.com). Representatives of a legal entity shall present a copy of the certificate of registration or similar document of authorisation.

### Information about measures due to the new coronavirus

As a precautionary measure to decrease any risk of spreading of the new coronavirus in connection with the meeting, Inwido has decided to take, among others, the following measures to hold a short and efficient meeting with limited interaction:

- no beverages and food will be offered at the meeting;
- the duration of the Managing Director’s report will be minimized;
- the attendance of non-shareholders will be restricted as far as possible; and
- the duration of the AGM will be minimized without infringing on the rights of the shareholders.

In light of the recent government instructions, Inwido would like to encourage all shareholders to carefully consider whether to attend the meeting in person, but instead use its right to attend via proxy. Any shareholders displaying even mild symptoms of illness or who are considered to be part of a risk group, are expected to refrain from attending the AGM, and to instead attend via proxy.

Inwido is carefully monitoring the continued development of the spreading of the new coronavirus and will if necessary update the information on which measures that are taken in relation to the AGM on the website, [www.inwido.com](http://www.inwido.com).

## Proposal for 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
5. Election of one or two persons to approve the minutes
6. Determination of compliance with the rules of convocation
7. Presentation of
  - a) the annual report, auditor's report, group annual report and group auditor's report
  - b) the Board's proposal for dividend and reasoned statement thereon, and
  - c) the statement by the auditor on the compliance of the applicable guidelines for remuneration to senior executives
8. Report on the work of the Board and the Committees
9. The Managing Director's report
10. Resolutions regarding
  - a) adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet
  - b) appropriation of the company's profit in accordance with the adopted balance sheet and record date for dividend, and
  - c) discharge from liability in relation to the company for the Board and the CEO
11. Establishment of the number of Board members and the number of auditors and auditor deputies
12. Establishment of fees to the Board and the auditors
13. Election of the Board, auditors and, if any, auditor deputies
14. Resolution on guidelines for remuneration to senior executives
15. Resolution on authorisation for the Board to resolve on new share issues
16. Closing of the meeting

## Proposals by the Nomination Committee (items 2 and 11-13)

At the Annual General Meeting on May 9, 2018, principles for the establishment of a Nomination Committee were adopted, entailing that the Nomination Committee shall consist of the Chairman of the Board together with representatives of each of the company's three largest shareholders (based on the number of votes), according to the share register kept by Euroclear Sweden AB as per August 31 each year. The representative of the largest shareholder (based on the number of votes) shall be appointed Chairman of the Nomination Committee.

The Nomination Committee in respect of the 2020 AGM has consisted of Chairman Thomas Wuolikainen (Fjärde AP-fonden), Anna Sundberg (Handelsbanken Fonder AB), Bo Lundgren (Swedbank Robur Fonder) and Georg Brunstam (Chairman of the Board in Inwido AB).

The Nomination Committee has proposed the following for the AGM.

Chairman of the AGM: Georg Brunstam.

Number of Board members: The Board shall comprise five Board members without elected deputies.

Board of Directors: Re-election of Georg Brunstam (Chairman of the Board), Kerstin Lindell, Henriette Schütze, Christer Wahlquist and Anders Wassberg. Benny Ernstson has declined re-election.

Information regarding the proposed re-elected Board members can be found at the company's website, [www.inwido.com](http://www.inwido.com).

Auditor: In accordance with the Audit Committee's recommendation the registered audit company KPMG AB shall be re-elected as auditor for a mandate period of one year. If elected, KPMG AB has informed that authorised public accountant Linda Bengtsson will be auditor-in-charge.

Unchanged fees to the Board members and the Committee members:

Board member not employed by the company: SEK 275,000

The Chairman of the Board: SEK 580,000

Member of the Audit Committee: SEK 50,000

The Chairman of the Audit Committee: SEK 130,000

Member and Chairman of the Remuneration Committee: SEK 25,000

Fees to auditors:

Fee to the auditor in accordance with special agreement regarding the fee.

### **Dividend (item 7 b)**

In accordance with the press release on 27 March 2020, the Board of Directors proposes that no dividend is to be distributed for the financial year 2019 and that the funds available for distribution of SEK 1,238.1 million, including this year's profit of SEK 110.4 million, is carried forward.

### **The Board's proposal regarding guidelines for remuneration to senior executives (item 14)**

The Board of Directors of Inwido proposes that the annual general meeting 2020 resolves on the following guidelines for executive remuneration.

Individuals who are senior executives of Inwido, which include the CEO and other members of the Group Management of Inwido during the period of which these guidelines are in force, fall within the provisions of these guidelines. The guidelines are forward-looking, i.e. they are applicable to remuneration agreed, and amendments to remuneration already agreed, after adoption of the guidelines by the annual general meeting 2020. These guidelines do not apply to any remuneration decided or approved by the general meeting.

To the extent a member of the Board performs services for Inwido in addition to the Board assignment, certain cash remuneration may be paid for such work. The cash remuneration shall be at market level, based on the nature and contribution of such work.

### ***The guidelines' promotion of the company's business strategy, long-term interests and sustainability***

Inwido acquires, owns and develops Europe's leading companies within the window and door industry. Today, Inwido is Europe's largest windows group and a natural home for the region's strongest companies. The key to Inwido's success is the local connection. A prerequisite for the successful implementation of Inwido's business strategy and safeguarding of its long-term interests, including its sustainability, is that Inwido is able to recruit and retain qualified personnel. To this end, it is necessary that Inwido offers competitive remuneration. These guidelines enable the company to offer the executive management a competitive total remuneration. For more information regarding the company's business strategy, please see <https://www.inwido.com/>.

### ***Types of remuneration, etc.***

The total remuneration and the terms and conditions for the senior executives shall be based on relevant market conditions and shall be comprised of a balanced mixture of fixed cash salary, variable cash remuneration, pension benefits and other benefits. Additionally, the general meeting may – irrespective of these guidelines – resolve on, among other things, share-related or share price-related remuneration.

#### *Fixed cash salary*

The fixed cash salary shall be determined taking into account the executive's responsibility, authority, competence and experience.

#### *Variable cash remuneration*

The variable cash remuneration shall be linked to predetermined, well-defined and measurable criteria for the group, which can be financial or non-financial. The variable cash remuneration may amount to not more than 50 per cent of the total fixed cash salary under the measurement period for such criteria. The criteria for variable cash remuneration shall to 60 per cent

linked to operational EBITA, to 20 per cent be linked to the relation between the working capital being tied up and sales, and to 20 per cent be linked to measurable strategic individual criteria, which may be financial or non-financial. The satisfaction of criteria for awarding variable cash remuneration shall be measured over a period of one or several years. The criteria for awarding variable cash remuneration shall aim at promoting Inwido's business strategy and long-term interests, including its sustainability, by for example being clearly linked to the business strategy or promote the executive's long-term development. For the purpose of promoting a common endeavor to achieve Inwido's business strategy, long-term interests and sustainable development of Inwido, and ultimately an increased shareholder value, the senior executives shall have the same financial criteria for awarding variable cash remuneration.

#### *Pension benefits*

For the CEO and other executives, pension benefits, including health insurance (*Sw: sjukförsäkring*), shall be premium defined unless the executive concerned is subject to defined benefit pension under mandatory collective agreement provisions. Variable cash remuneration equivalent to maximum 50 per cent of the maximum variable cash remuneration shall qualify for pension benefits, unless otherwise required by mandatory collective agreement provisions. The pension premiums for premium defined pension shall amount to not more than 30 per cent of the pensionable income for the CEO and not more than 25 per cent of the pensionable income for other executives.

#### *Other benefits*

Other benefits than fixed cash salary, variable cash remuneration and pension benefits shall be applied restrictively. Such other benefits may include, for example, life insurance, medical insurance (*Sw: sjukvårdsförsäkring*) and company car, and may amount to not more than 10 per cent of the fixed annual cash salary.

#### *Additional remuneration*

Additional variable cash remuneration may be awarded in extraordinary circumstances, provided that such extraordinary arrangements are limited in time and only made on an individual basis, either for the purpose of recruiting or retaining executives, or as remuneration for extraordinary performance beyond the individual's ordinary tasks. Such remuneration may not exceed an amount corresponding to 100 per cent of the fixed annual cash salary and may not be paid more than once each year per individual. Any resolution on such remuneration shall be made by the Board of Directors based on a proposal from the Remuneration Committee.

#### *Foreign employments*

Remuneration under employments subject to other rules than Swedish may be duly adjusted to comply with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines. Executives who are expatriates to or from Sweden may receive additional remuneration and other benefits to the extent reasonable in light of the special circumstances associated with the expat arrangement, taking into account, to the extent possible, the overall purpose of these guidelines. Such benefits may not in total exceed 25 per cent of the fixed annual cash salary.

#### *Remuneration to Board members*

To the extent a member of the Board performs services for Inwido, in addition to the board assignment, certain cash remuneration may be paid for such work (consulting fee), provided that such services promote the implementation of Inwido's business strategy and long-term interests, including its sustainability. The annual consultant fee shall be at market terms and be related to the benefit for Inwido. For each Board member, such consultant fee may not exceed 100 per cent of the annual fee for the Board member. Such consultant fees, as well as other terms and conditions, shall be determined by the Board of Directors.

#### ***The satisfaction of criteria for awarding variable cash remuneration, etc.***

The Remuneration Committee shall prepare, monitor and evaluate matters related to variable remuneration. To which extent the criteria for awarding variable cash remuneration has been satisfied shall be evaluated and determined, respectively, when the measurement period has ended. For financial objectives, the evaluation shall be based on the latest financial information made public by Inwido. Remuneration to the CEO is resolved by the Board of Directors upon the Remuneration Committee's proposal. Remuneration to other senior executives is resolved by the Remuneration Committee upon the CEO's proposal.

Programs and criteria for variable cash remuneration shall be designed in such a way as to enable the Board of Directors, if exceptional financial conditions prevail, to restrict or omit payment of the variable cash remuneration if such action is deemed reasonable and consistent with Inwido's responsibility towards shareholders, employees and other stakeholders. The Board of Directors shall have the possibility, pursuant to applicable law or contractual provisions, to in whole or in part reclaim variable remuneration paid on incorrect grounds.

## ***Termination of employment***

The notice period may not exceed twelve months if notice of termination of employment is made by Inwido. Fixed cash salary during the period of notice and any severance pay shall together not exceed an amount equivalent to the CEO's fixed cash salary for 18 months, and twelve months for other executives. The period of notice may not to exceed six months without any right to severance pay when termination is made by the executive.

After the termination of the employment, senior executives may be compensated for non-compete undertakings, however, only to the extent severance pay is not paid during the same period of time. The purpose of such remuneration shall be to compensate the senior executive for the difference between the fixed salary at the time of termination of the employment, and the (lower) income, which is obtained, or could be obtained, by a new employment agreement, assignment or own business. The remuneration may be paid during the period the non-compete undertaking is applicable, and no longer than a period of 24 months after the termination of the employment.

## ***Salary and employment conditions for employees***

In the preparation of the Board of Directors' proposal for these remuneration guidelines, salary and employment conditions for employees of Inwido have been taken into account by including information on the employees' total income, the components of the remuneration and increase and growth rate over time, in the Remuneration Committee's and the Board of Directors' basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable.

## ***The decision-making process to determine, review and implement the guidelines***

The Board of Directors has established a Remuneration Committee, which deals with remuneration matters for senior executives. The Committee's tasks include preparing the Board of Directors' decision to propose guidelines for executive remuneration. The Board of Directors shall prepare a proposal for new guidelines at least every fourth year and submit it to the general meeting. The guidelines shall be in force until new guidelines are adopted by the general meeting. The Remuneration Committee shall also monitor and evaluate programs for variable remuneration for senior executives, the application of the guidelines for executive remuneration as well as the current remuneration structures and compensation levels in Inwido. The members of the Remuneration Committee are independent of Inwido and its executive management. The CEO and other senior executives do not participate in the Board of Directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

## ***Derogation from the guidelines***

The Board of Directors may temporarily resolve to derogate from the guidelines, in whole or in part, if in a specific case there is special cause for the derogation and a derogation is necessary to serve Inwido's long-term interests, including its sustainability, or to ensure Inwido's financial viability. As set out above, the Remuneration Committee's tasks include preparing the Board of Directors' resolutions in remuneration-related matters. This includes any resolutions to derogate from the guidelines.

## **The Board's proposal on authorization for the Board to resolve on new share issues (item 15)**

The Board proposes that the AGM resolves to authorise the Board to resolve on new issues of shares on the following terms and conditions:

1. The authorisation may be exercised on one or several occasions up to the annual general meeting 2020.
2. Maximum 5,796,752 shares, corresponding to 10 per cent of the company's share capital, may be issued.
3. An issue may be made with or without deviation from the shareholders' preferential right.
4. An issue may be made against cash payment, by set-off or by contribution in kind.
5. The subscription price shall, at deviation from the shareholders' preferential right, be determined in accordance with market practice. The Board shall be entitled to determine other terms of the issue.

The purpose of the above authorisation and the reason for the deviation from the shareholders' preferential right is to enable the company, by way of issues of new shares for payment in cash, in kind or through set-off, to strengthen the company's ability to carry out or finance company acquisitions, or to strengthen the company's capital base in connection therewith.

The Board, or anyone appointed by the Board, shall be authorized to make such minor adjustments of the resolution of the general meeting that may be necessary in connection with registration with the Swedish Companies Registration Office.

Majority requirement: Under the Swedish Companies Act, the resolution of the general meeting on authorization for the Board to resolve on new share issues requires the support of shareholders representing at least two-thirds of both the number of votes cast and the shares represented at the meeting in order to be valid.

## Documents and other information

The Nomination Committee's reasoned statement regarding its proposal for Board is available on the company's website, [www.inwido.com](http://www.inwido.com). Financial statements, auditor's report, other documents under item 7 and the Board's complete proposals for resolution under items 14 and 15 will be available at the company and on the company's website, [www.inwido.com](http://www.inwido.com), as from Tuesday April 14, 2020 at the latest and will be sent to shareholders upon request. Copies will also be available at the AGM.

The Board and the CEO shall at the AGM, if any shareholder so requests and the Board believes that it can be done without significant harm to the company, provide information regarding circumstances that may affect the assessment of items on the agenda, circumstances that can affect the assessment of the company's or its subsidiaries' financial position and the company's relation to other companies within the group.

The total number of shares in the company amounts to 57,967,528. The company has only one series of shares and the total number of votes in the company amounts to 57,967,528.

## Processing of personal data

For information about the processing of your personal data, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Malmö in April 2020  
The Board of Directors of Inwido AB (publ)

## For further information, please contact:

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