

Notice to attend the annual general meeting in VBG Group AB (publ)

The shareholders of VBG Group AB (publ), reg. no 556069-0751, are hereby convened to the annual general meeting of shareholders to be held on Thursday 29 April 2021.

In order to reduce the risk of spreading the coronavirus, the board of directors has resolved, in accordance with the act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations, that the annual general meeting shall be held without the physical presence of shareholders, proxies or third parties, and that the shareholders' voting rights may only be exercised in advance by postal voting.

Right to attend and notice

Shareholders who wish to participate at the annual general meeting must:

- be recorded as a shareholder in the share register prepared by Euroclear Sweden AB relating to the circumstances on 21 April 2021; and
- notify their intention to attend the annual general meeting no later than 28 April 2021 by submitting their postal vote in accordance with the instructions set forth under the heading "Postal voting" below.

Shareholders whose shares are registered in the name of a nominee must, in addition to notifying their intention to attend the annual general meeting, re-register their shares in their own name so that the shareholder is recorded in the share register on 21 April 2021. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee's procedures and in such time in advance as the nominee determines. Voting right registrations duly effected by the nominee no later than 23 April 2021 will be regarded in the preparation of the share register.

Postal voting

The shareholders may exercise their voting rights at the annual general meeting only by postal voting in accordance with section 22 of the act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. A special form shall be used for the postal voting, which is available on the company's website. The postal vote will also constitute the shareholder's notification of participation. The shareholder may not provide the postal vote with any special instructions or conditions. If so, the postal vote in its entirety is invalid. Further instructions and conditions are set forth in the postal voting form.

The completed postal voting form must have been received by Advokatfirman Lindahl no later than 28 April 2021. The form may be sent by e-mail to VBGAGM21@lindahl.se or by post to Advokatfirman Lindahl KB, att. Maximilian Hansson Wallenberg, Box 11911, 404 39 Göteborg. Shareholders who are legal entities shall enclose a certificate of registration or equivalent authorization document to the postal voting form.

A shareholder may request that one or several matters in the proposed agenda is resolved to be postponed until a continued general meeting, which may not be held solely by postal voting. Such a continued general meeting shall be convened should the general meeting so resolve or if shareholders representing not less than one-tenth of all shares in the company so request.

Proxies

Shareholders who wish to be represented by a proxy must submit a dated proxy form. If the proxy is executed by a legal person, a copy of the certificate of registration or equivalent authorization document must be enclosed. The proxy form may not be valid for a period longer than five years from its issuance. The original proxy form and certificate of registration should be enclosed to the postal voting form. The company provides a form of proxy at request and it is also available at the company's website, www.vbggroup.com.

Agenda

1. Election of chairman of the general meeting
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Election of one or two persons to verify the minutes of the meeting
5. Determination of whether the meeting has been duly convened
6. Presentation of the annual report and the auditor's report as well as the group accounts and the auditor's report for the group
7. Resolutions regarding
 - a) the adoption of the income statement and the balance sheet as well as the group's income statement and the group's balance sheet
 - b) the allocation of the company's profits according to the adopted balance sheet
 - c) the discharge from liability for each of the members of the board of directors and the CEO
8. Determination of the number of ordinary board members and deputy board members
9. Determination of remuneration to the board of directors and the auditors
10. Election of ordinary board members, deputy board members and registered accounting firm
11. Resolution on the approval of the board of directors' remuneration report
12. Authorization for the board of directors to transfer own shares
13. Election of members of the nomination committee
14. Close of the meeting

Election of chairman of the general meeting (item 1)

The nomination committee proposes that the chairman of the board of directors Johnny Alvarsson is elected as chairman of the annual general meeting 2021.

Preparation and approval of the voting list (item 2)

The proposed voting list is the voting list to be prepared by Advokatfirman Lindahl on behalf of the company, based on the share register for the general meeting and the received postal votes.

Election of one or two persons to verify the minutes of the meeting (item 4)

The board of directors proposes that Lars-Gunnar Svensson is elected to verify the minutes of the general meeting.

Resolution regarding the allocation of the company's profits according to the adopted balance sheet (item 7b))

The board of directors and the CEO propose a payment of an ordinary dividend of SEK 4.50 (0) and no extra dividend (0), and thereby a total dividend of SEK 4.50 (0), with record date 3 May 2021. If the general meeting resolves in accordance with the proposal, payment of the dividends by Euroclear Sweden AB is expected to be initiated on 6 May 2021.

Determination of the number of ordinary board members and deputy board members (item 8)

The nomination committee proposes that the board of directors shall consist of six ordinary board members and no deputy board members.

Determination of remuneration to the board of directors and the auditors (item 9)

The nomination committee's proposes that the remuneration to the board shall amount to a total of SEK 1,960,000 (1,750,000). The remuneration is proposed to be divided as follows: SEK 660,000 (600,000) is awarded to the chairman of the board, and SEK 275,000 (250,000) to each of the other ordinary members of the board. Of the total remuneration, SEK 150,000 (100,000) shall be awarded to the audit committee, and SEK 50,000 (50,000) shall be awarded to the remuneration committee. No remuneration shall be awarded to the CEO.

The nomination committee proposes that remuneration to the auditor shall be paid in accordance with approved invoice.

Election of ordinary board members, deputy board members and registered accounting firm (item 10)

The nomination committee proposes that Johnny Alvarsson, Peter Augustsson, Louise Nicolin, Mats R Karlsson, Anna Stålenbring and Anders Birgersson (CEO) are re-elected as ordinary members of the board.

The nomination committee proposes that Johnny Alvarsson is re-elected as chairman of the board of directors and that no deputy chairman of the board of directors shall be elected.

The nomination committee proposes election of the registered accounting firm Ernst & Young AB as the company's auditor for the time until the next annual general meeting. Ernst & Young AB has informed that authorized public accountant Andreas Mast will be the auditor in charge.

Authorization for the board of directors to transfer own shares (item 12)

The board of directors proposes that the annual general meeting authorizes the board to, on one or several occasions until the annual general meeting 2022, resolve to transfer the company's acquired own shares with deviation from the shareholders' preferential rights and that payment may be made with non-cash consideration. The reason for the proposal is to enable the board to use the company's own shares as payment for the acquisition of companies.

Election of members of the nomination committee (item 13)

Shareholders representing more than 75 per cent of the total number of votes in the company propose that the nomination committee shall consist of Göran Bengtsson, Herman Kreftings Stiftelse för Allergi- och Astmaforskning, Johnny Alvarsson, chairman of the board of directors of VBG Group AB, Johan Lannebo, Lannebo Fonder and Per Trygg, SEB Asset Management SA.

It is proposed that Göran Bengtsson shall be the chairman of the nomination committee.

Shares and votes

At the time of this notice to attend the annual general meeting, the total number of shares in the company amounts to 26,196,024, of which 2,440,000 shares are of series A and 23,756,024 shares are of series B. The company holds 1,191,976 of the shares of series B, without voting right. The total number of outstanding shares thereby amounts to 25,004,048 with a total number of 46,964,048 votes.

Documentation

The annual report and the auditor's report, along with all other documents relating to the proposals will be held available at the company's premises and on the company's website at least three weeks prior to the annual general meeting and will be sent shareholders who so request and inform the company of their postal address.

Information to the shareholders

Upon the request of a shareholder, and where the board of directors believes that so may take place without significant harm to the company, the board of directors and the CEO shall provide information in respect of any circumstances which may affect the assessment of a matter on the agenda, any circumstances which may affect the assessment of the company's or a subsidiary's financial position, and the company's relations to another group company. A request for such information shall be sent by e-mail to VBGAGM21@lindahl.se or by post to Advokatfirman Lindahl KB, att. Maximilian Hansson Wallenberg, Box 11911, 40439 Göteborg, no later than 19 April 2021.

The requested information will be held available at the company's premises and on the company's website no later than 24 April 2021, and will also be sent, within the same period of time, to a shareholder who has so requested and in connection therewith provided its postal address.

Processing of personal data

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

Trollhättan, March 2021

The board of directors of VBG Group AB (publ)

VBG Group AB (publ), domiciled in Vänersborg, is the Parent company of an international engineering Group with wholly owned companies in Europe, North America, Brazil, South Africa Australia, India and China. The Group's operations are divided into three divisions – Truck & Trailer Equipment, Mobile Climate Control and Ringfeder Power Transmission – with products that are marketed under strong, well-known brands. VBG Group AB's Series B share was introduced on the stock exchange in 1987 and is listed today on the Nasdaq Stockholm Mid Cap list.