



The Board of Directors proposal for resolution on authorisation for the Board of Directors to resolve on repurchase and transfer of own shares

The Board of Directors proposes that the Annual General Meeting (the “AGM”) resolve to authorise the Board of Directors to resolve on acquisition of own shares, on the following terms and conditions:

- (i) acquisition may take place on Nasdaq Stockholm, on one or more occasions prior to the next AGM;
- (ii) acquisition may be made of such number of shares that GARO’s holding of own shares does not at any time exceed five (5) percent of the total number of shares in the company;
- (iii) acquisition may be made at a price which falls within the prevailing price interval registered at each point in time (i.e., in the interval between the highest purchase price and the lowest selling price); and
- (iv) payment of acquired shares shall be made in cash.

Furthermore, the Board of Directors proposes that the AGM resolve to authorise the Board of Directors to resolve on transfer of own shares, with deviation from the shareholders’ preferential right, on the following terms and conditions:

- (i) transfer may take place on Nasdaq Stockholm and/or outside of Nasdaq Stockholm in connection with acquisition of companies or businesses, on one or more occasions prior to the next AGM;
- (ii) transfer may be made up to such number of shares that are held by GARO at the time of the Board of Directors’ resolution on the transfer; and
- (iii) transfer of shares on Nasdaq Stockholm shall be made at a price which falls within the prevailing price interval registered at each point in time. For transfers outside of Nasdaq Stockholm, payment may be made in non-cash consideration or through set-off and the price is to be determined so that the transfer takes place on market terms.

The purpose of the proposed authorisation, and the reason for the deviation from the shareholders’ preferential right as regards the transfer of own shares, is to enable financing of acquisitions by using own shares and to enable the Board of Directors to continuously adapt GARO’s capital structure to the company’s capital requirements.

The Board of Directors shall be entitled to resolve on the other terms and conditions for repurchase and transfer of own shares. The Board of Directors, or the person appointed by the Board of Directors, is authorised to make such minor adjustments in the above proposal that may prove to be necessary in connection with execution of the Board of Directors’ resolution on repurchase and transfer of own shares.

Majority requirements

In order for the AGM’s resolution in accordance with the Board of Directors’ proposal as set out above to be valid, the resolution requires approval of shareholders representing at least two-thirds of the votes cast and the shares represented at the AGM.