



The Board of Directors proposal for resolution on authorisation for the Board of Directors to resolve on new issues of shares in connection with acquisitions

The Board of Directors proposes that the Annual General Meeting (the “**AGM**”) resolve to authorise the Board of Directors to, on one or several occasions up to the next AGM, with or without deviation from the shareholders’ preferential right, resolve on new issues of shares in connection with acquisitions. The total number of shares that may be issued, by way of a new share issue, by virtue of the authorisation shall be within the limits of the Articles of Association and not exceed ten (10) percent of the total number of shares in GARO at the time of the Board of Directors’ resolution. The authorisation includes a right to resolve on new issues by contribution in kind or payment by set-off in connection with acquisitions. The issue price shall, in the case of deviation from the shareholders’ preferential right, be determined in accordance with market practice. The Board of Directors shall be entitled to determine other terms of the issue.

The purpose of the authorisation, and the reason for deviation from the shareholders’ preferential right, is to enable the company to acquire companies, businesses or parts thereof.

The Board of Directors, the CEO or a person appointed by one of them shall be entitled to make any minor adjustments to the above decision that might be required in connection with registration with the Swedish Companies Registration Office.

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.

Gnosjö in April 2024
GARO Aktiebolag (publ)
The Board of Directors