

**Corp. Reg. No. 559072-1352**

Minutes taken at the Annual General Meeting with the shareholders of Alligo AB (publ) (“Alligo” or the “Company”) at Kapitel 8, Klarabergsviadukten 90, in Stockholm on 23 May 2024.

**§ 1. Opening of the Meeting.**

The Meeting was called to order by Göran Näsholm, Chairman of the Board.

**§ 2. Election of the Chairman to preside over the Meeting.**

Based on the proposal from the Election Committee, the Meeting resolved to appoint Göran Näsholm, Chairman of the Board, as Chairman of the Annual General Meeting.

It was noted that lawyer Mats Dahlberg from Advokatfirman Delphi was instructed to take minutes at the Meeting.

It was approved that external persons present were allowed to attend the meeting.

**§ 3. Compilation and approval of Electoral Register.**

A list of shareholders present and represented, showing the number of shares and voting rights of each shareholder was approved as the electoral register for the Annual General Meeting, as set out in Appendix 1.

**§ 4. Approval of the agenda proposed by the Board of Directors for the Meeting.**

The Meeting resolved to approve the agenda proposed by the Board of Directors and included as a numbered list in the notice for the Meeting.

**§ 5. Election of one or two persons to approve the Minutes to be taken at the Meeting.**

Fredrik Rylander, representative for Odin Micro Cap, was appointed to approve the minutes for the Meeting along with the Chairman.

**§ 6. Determination of whether the Meeting has been duly convened.**

It was noted that notice for the Meeting was given according to the Swedish Companies Act (Sw. *Aktiebolagslagen*) and the Company’s Articles of Association through an announcement in Post- och Inrikes Tidningar (*Official Swedish Gazette*) on 23 April 2024, by making the notice accessible on the Company’s website since 18 April 2024 and by announcing in Svenska Dagbladet on 23 April 2024 that the notice had been published.

It was determined that the Meeting had been duly convened.

**§ 7. Address by the President & CEO.**

The Company’s President & CEO Clein Ullenvik gave a brief presentation of the Company’s

operations during the last financial year and its immediate future, after which the shareholders were given the opportunity to ask questions.

**§ 8. Presentation of the annual accounts and the auditor's report as well as the consolidated financial statements and the consolidated auditor's report, and an account by the Company's auditor.**

The annual report and auditor's report as well as the consolidated financial statements and the consolidated auditor's report for the financial year 2023 were presented in accordance with [Appendix 2](#).

Auditor in charge, Helena Arvidsson Älgne, KPMG, presented the auditor's report and reported on the year's audit.

The Chairman of the Board, Göran Näsholm, also gave a brief account of the Board of Directors' work during the financial year 2023.

**§ 9. Resolution regarding adoption of the income statements and balance sheet etc.**

It was resolved:

- a) to adopt the income statement and the balance sheet as well as the consolidated income statement and consolidated balance sheet for the financial year 2023,
- b) to distribute the Company's profits in accordance with the Board of Directors' proposal, whereby SEK 175.2 million will be distributed to the shareholders and the remaining part of the Company's profits, SEK 1,462.8 million, will be carried forward to a new account. Accordingly, a dividend of SEK 3.50 per share, irrespective of the class of share, was resolved, and the record date for receiving the dividend was resolved to be Monday, 27 May 2024. It was noted that the dividend is expected to be paid through the agency of Euroclear Sweden AB on Thursday, 30 May 2024, and
- c) to discharge the Company's Board of Directors and the President & CEO from liability for the financial year 2023 in accordance with the auditor's recommendation.

**§ 10. Resolution regarding approval of the Board of Directors' remuneration report for 2023.**

The Board of Directors' remuneration report for 2023, prepared in accordance with Chapter 8 Section 53 a of the Swedish Companies Act, was presented, [Appendix 3](#).

It was resolved in accordance with the Board of Directors' proposal to approve the Board of Directors' remuneration report for 2023.

**§ 11. Report on the work of the Election Committee.**

The Chairman of the Election Committee, Peter Hofvenstam, reported on the composition of the Election Committee and its work ahead of the 2024 Annual General Meeting, after which the shareholders were given the opportunity to ask questions.

**§ 12. Determination of the number of Directors.**

The Election Committee's proposal regarding the number of Directors was presented.

It was resolved in accordance with the Election Committee's proposal that the Board shall consist of six ordinary Directors without deputies.

**§ 13. Determination of fees to the Board of Directors and the auditors.**

The Election Committee's proposal regarding fees to the Board of Directors and the auditors was presented.

It was resolved in accordance with the Election Committee's proposal on a total directors' fee of SEK 2,725,000 to be distributed as follows:

The Chairman of the Board of Directors: SEK 750,000 (previous year SEK 650,000)

Other Directors: SEK 320,000 SEK per Director (previous year SEK 300,000)

It was further resolved that fees of SEK 150,000 (previous year SEK 150,000) shall be paid to the Chairman of the Audit Committee and SEK 75,000 (no fee previous year) to the member of the Audit Committee and SEK 100,000 (previous year SEK 100,000) to the Chairman of the Remuneration Committee and SEK 50,000 (no fee previous year) to the member of the Remuneration Committee.

It was also resolved in accordance with the Election Committee's proposal that audit fees are to be paid in accordance to approved invoices.

**§ 14. Election of Board members and Chairman of the Board of Directors.**

The Election Committee's proposal regarding election of Board members and Chairman of the Board of Directors was presented.

It was resolved in accordance with the Election Committee's proposal to re-elect the current Board members Göran Näsholm, Stefan Hedelius, Cecilia Marlow, Johan Sjö and Christina Åqvist. It was noted that Pontus Bomas has requested not to be re-elected. Johan Lilliehöök was elected as new Board member.

It was further resolved in accordance with the Election Committee's proposal to re-elect Göran Näsholm as Chairman of the Board of Directors.

**§ 15. Election of registered accounting firm.**

The Election Committee's proposal regarding election of registered accounting firm was presented.

It was resolved in accordance with the Election Committee's proposal to re-elect the registered accounting firm KPMG AB as auditors until the end of the 2025 Annual General Meeting. KPMG AB has appointed Jonas Eriksson as auditor in charge.

**§ 16. Resolution regarding amendment of the Election Committee's instructions.**

The Election Committee's proposal regarding amendment of the Election Committee's instructions with respect to that the Company, if less than three members have been nominated, shall not be obliged to ask more than five additional shareholders in the event that the four largest shareholders do not wish to nominate a member and that the Chairman of the Election Committee shall convene the first meeting of the Election Committee was presented, [Appendix 4](#).

It was resolved in accordance with the Election Committee's proposal.

**§ 17. Election of members and Chairman of the Election Committee.**

The major shareholders' proposal regarding election of members and Chairman of the Election Committee was presented.

It was resolved in accordance with the major shareholders' proposal to appoint the following members to the Election Committee in the Company ahead of the 2025 Annual General Meeting: Peter Hofvenstam (nominated by Nordstjernan AB), Stefan Hedelius (nominated by Tom Hedelius), Lilian Fossum Biner (nominated by Handelsbanken Fonder) and Björn Börjesson (nominated by Sandrew AB), with Peter Hofvenstam as Chairman of the Election Committee.

**§ 18. Resolution regarding authorisation for the Board of Directors to decide on acquisition and transfer of own shares.**

The Board of Directors' proposal for resolution regarding authorisation for the Board of Directors, including the Board of Directors' report pursuant to Chapter 19, Section 22 of the Swedish Companies Act, to decide on acquisition and transfer of own shares was presented, [Appendix 5](#).

It was resolved in accordance with the Board of Directors' proposal.

It was noted that the resolution was passed with the requisite majority.

**§ 19. Resolution regarding authorisation for the Board of Directors to resolve to issue new shares up to 10 per cent of the number of shares to use as payment for acquisitions.**

The Board of Directors' proposal for resolution regarding authorisation for the Board of Directors to resolve to issue new shares up to 10 per cent of the number of shares to use as payment for acquisitions was presented, [Appendix 6](#).

It was resolved in accordance with the Board of Directors' proposal.

It was noted that the resolution was passed with the requisite majority.

**§ 20. Resolution regarding adoption of a long-term incentive programme for senior executives based on performance shares.**

The Board of Directors' proposal for resolution regarding adoption of a long-term incentive programme based on performance shares and hedging arrangements related thereto was presented, Appendix 7.

It was resolved in accordance with the Board of Directors' proposal with respect to the items A-C in accordance with Appendix 7. It was noted that since the Meeting resolved to approve the Board of Directors' proposal according to item C, the Meeting did not proceed with resolution according to item D in Appendix 7.

It was noted that the resolution was passed with the requisite majority.

**§ 21. Closing of the Meeting.**

The Meeting was declared closed.

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(Signature page follows)

TRANSLATION FROM THE SWEDISH ORIGINAL

Minutes taken by:

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Mats Dahlberg

Minutes approved by:

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Göran Näsholm

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Fredrik Rylander

*This document is in all respect a translation of the Swedish original. In the event of any differences between this translation and the Swedish original, the latter shall prevail.*