

Minutes of the extraordinary general meeting of **Cary Group Holding AB (publ)** (reg. nr 559040-9388) held on 7 December 2021 in Stockholm.

1 § Election of Chairman of the Meeting

Johan Thiman was appointed Chairman of the Meeting in accordance with the proposal. It was noted that the Chairman of the Meeting was appointed to keep the minutes from the meeting.

It was noted that the general meeting was conducted in accordance with sections 20 and 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations meaning that the shareholders was able to exercise their voting rights only by voting in advance, so called postal voting.

The notice of the meeting and the postal voting form used was attached to the minutes, Appendix 1 and Appendix 2, respectively.

A compilation of the result of postal votes regarding each item on the agenda was attached to the minutes, Appendix 3, which states the information specified in section 26 of the above-mentioned Act (2020:198). It was noted that no shareholder has notified the company of a wish that the resolution under one or several items be deferred to a continued general meeting.

2 § Election of person to verify the minutes

Jonas Lagerroos, representing Cidron Legion Sà r.l, was appointed to approve the minutes of the meeting in accordance with the proposal.

3 § Preparation and approval of the voting list

The attached list, Appendix 4, prepared by Euroclear Sweden AB on behalf of Cary Group, was approved as the voting list for the meeting.

4 § Approval of the agenda

The agenda included in the notice was approved as the agenda for the extraordinary general meeting.

5 § Determination as to whether the Meeting has been duly convened

It was noted that the notice of the meeting was published on Cary Group's website on 12 November 2021 and published in the Official Swedish Gazette on 13 November 2021. It was also noted that information regarding the notice had been published in Dagens Industri on 15 November 2021 after which it was declared that the meeting was duly convened.

6 § Election of new chairman of the board of directors

Juan Vargues was elected as chairman of the board of directors in accordance with the proposal. It was noted that the previous chairman of the board of directors, Magnus Lindquist, will remain a member of the board of directors. The board of directors also

consists of board members Joakim Andreasson, Magdalena Persson, Leif Ryd and Ragnhild Wiborg.

7 § Determination of remuneration to the board of directors

It was noted that the 2021 annual general meeting resolved that remuneration shall be paid to the chairman of the board of directors with SEK 600,000 per year, that remuneration to the other ordinary board members shall be paid with SEK 300,000 per year per board member, and that such remuneration shall be adjusted in case a board member is appointed or resigns during the period.

It was resolved, in accordance with proposal, that the remuneration to the board of directors for each board member and for the chairman of the board of directors will remain unchanged in relation to the resolution at the 2021 annual general meeting until the end of the next annual general meeting and that the remuneration is distributed pro rata between the resigning and newly appointed chairman of the board of directors in relation to the term of the assignment.

The resolution entails that Magnus Lindquist, for the period as chairman of the board of directors, will receive remuneration corresponding to the resolution passed at the 2021 annual general meeting regarding remuneration to the chairman of the board of directors (calculated pro rata for the period) as well as, for the period from the day of the Extraordinary General Meeting until the end of the next annual general meeting, receive remuneration corresponding to the remuneration resolved for the ordinary members of the board of directors (calculated pro rata for the period). Furthermore, the resolution entails that Juan Vargues, for the period as ordinary member of the board of directors, will receive remuneration corresponding to resolution passed at the 2021 annual general meeting regarding remuneration to the ordinary members of the board of directors (calculated pro rata for the period) as well as, for the period from the day of the Extraordinary General Meeting until the end of the next annual general meeting, receive remuneration corresponding to the remuneration resolved for the chairman of the board of directors (calculated pro rata for the period).

At the minutes:

Approved:

Johan Thiman

Jonas Lagerroos

Notice Convening the Extraordinary General Meeting of Cary Group Holding AB (publ)

As per the demand of the principal owner Cidron Legion S.à r.l (the “Principal Owner”), who as of the date of this notice holds 30.0 % of the shares and votes of the company, and as previously communicated, the shareholders of Cary Group Holding AB (publ), reg. no. 559040-9388, (“Cary Group”) are hereby given notice of the Extraordinary General Meeting to be held on December 7, 2021.

The Extraordinary General Meeting will be conducted without the physical presence of shareholders, representatives or third parties and the shareholders will before the meeting be able to exercise their voting rights only by post. Information on the resolutions passed at the meeting will be disclosed on December 7, 2021.

Registration and Notification

A person who wishes to participate in the Extraordinary General Meeting by postal voting must

- be listed as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances on November 29, 2021, and
- give notice of intent to participate no later than on December 6, 2021, by casting its postal votes in accordance with the instructions under the heading Postal Voting below so that the postal voting form is received by Euroclear Sweden AB no later than that day.

In order to be entitled to participate in the meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of participation in the Extraordinary General Meeting by submitting its postal vote, register its shares in its own name so that the shareholder is listed in the presentation of the share register as of the record date November 29, 2021. Such re-registration may be temporary (so-called voting rights registration), and request for such voting rights registration shall be made to the nominee, in accordance with the nominee’s routines, at such time in advance as decided by the nominee. Voting rights registration that have been made by the nominee no later than December 1, 2021 will be taken into account in the presentation of the share register.

Postal Voting

The Board of Directors has decided that shareholders should be able to exercise their voting rights only by postal voting in accordance with sections 20 and 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. A special form must be used for the postal vote. The form for postal voting is available on Cary Group’s website www.carygroup.com. Completed and signed forms for postal voting can be sent by mail to Cary Group Holding AB (publ), “General Meeting”, c/o Euroclear Sweden, Box 191, 101 23 Stockholm, Sweden or by e-mail to GeneralMeetingService@euroclear.com. Completed forms must be received by Euroclear no later than December 6, 2021. Shareholders who are natural persons may also cast their votes electronically through verification with BankID via the Euroclear Sweden AB’s website <https://anmalan.vpc.se/EuroclearProxy>. Such electronic votes must be submitted no later than December 6, 2021.

The shareholders may not provide special instructions or conditions to the postal vote. If so, the entire postal vote is invalid. Further instructions and conditions can be found in the postal voting form and at <https://anmalan.vpc.se/EuroclearProxy>.

Proxy

If the shareholder submits its postal vote by proxy, a written and dated proxy form signed by the shareholder must be attached to the postal voting form. Proxy forms are available on Cary Group’s

website www.carygroup.com. If the shareholder is a legal person, a registration certificate or other authorization document must be attached to the form.

Shareholders' Right to Receive Information

The Board of Directors and the President and CEO shall, if any shareholder so requests and the Board of Directors believes that it can be done without material harm to Cary Group, provide information regarding circumstances that may affect the assessment of an item on the agenda and Cary Group's relation to other companies within the Group. A request for such information shall be made in writing to Cary Group no later than ten days prior to the Extraordinary General Meeting, i.e. no later than December 27, 2021, at the address of Cary Group Holding AB (publ), Hammarby Kaj 10D, 120 32, Stockholm, Sweden. The questions and responses will be made available on Cary Group's website www.carygroup.com, no later than December 2, 2021. The questions and answers will also be available at Cary Group's head office in Stockholm, Sweden, Hammarby Kaj 10D, on the same date. The information is also sent to the shareholders who requested it and stated their address.

Number of Shares and Votes

Cary Group has a total of 131,848,996 shares and votes. Cary Group do not hold any treasury shares.

Proposed Agenda

1. Election of Chairman of the Meeting;
2. Election of person to verify the minutes;
3. Preparation and approval of the voting list;
4. Approval of the agenda;
5. Determination as to whether the Meeting has been duly convened;
6. Election of new chairman of the board of directors
7. Determination of remuneration to the board of directors

Election of Chairman of the Meeting (item 1)

Attorney Johan Thiman is proposed as Chairman of the Extraordinary General Meeting.

Election of Person to Verify the Minutes (Item 2)

Jonas Lagerroos (representing the Principal Owner), or if he is prevented from participating, the person appointed by the board of directors, is proposed to check the minutes. The assignment to check the minutes also include checking the voting list and that the received postal votes are correctly reflected in the minutes of the meeting.

Preparation and Approval of the Voting List (Item 3)

The voting list proposed to be approved is the voting list prepared by Euroclear Sweden AB on behalf of Cary Group, based on the general meeting shareholders' register and votes received in advance, and verified by the persons assigned to check the minutes.

Election of New Chairman of the Board of Directors (Item 6)

In accordance with previous communications, the Principal Owner proposes that current board member Juan Vargues is elected chairman of the board of directors.

Juan Vargues, born 1959, has an Executive Master in Business Administration from Lund University and has previously studied Management at the International Institute for Management Development in Lausanne, studied Economics at University of Barcelona as well as studies at Upper Technical School

of Agricultural Engineers of Madrid. Juan Vargues is also a member of the board of directors for Munters Group AB, Executive Vice President at ASSA ABLOY, CEO of ASSA ABLOY Entrance Systems and CEO and president of Dometic Group AB. Juan Vargues' previous engagements include Executive Vice President at ASSA ABLOY Group, president at ASSA ABLOY Entrance Systems as well as president and CEO of Besam Group. Juan Vargues is independent in relation to Cary Group and the group management as well as in relation to its major shareholder. Juan Vargues holds 182 163 shares in Cary Group.

The current chairman of the board of directors Magnus Lindquist, is proposed to remain a member of the board. The board of directors is also proposed to consist of members Joakim Andreasson, Magdalena Persson, Leif Ryd and Ragnhild Wiborg.

Determination of Remuneration to the Board of Directors (Item 7)

The 2021 annual general meeting resolved that remuneration shall be paid to the chairman of the board with SEK 600,000 per year, that remuneration to the other ordinary board members shall be paid with SEK 300,000 per year per board member, and that such remuneration shall be adjusted in case a board member is appointed or resigns during the period.

The Principal Owner proposes that the remuneration to the board of directors for each board member and for the chairman of the board remain unchanged in relation to the resolution at the 2021 annual general meeting until the end of the next annual general meeting and that the remuneration is distributed pro rata between the resigning and incoming chairman in relation to the term of the assignment.

The proposition entails that Magnus Lindquist, for the period as chairman of the board, shall receive remuneration corresponding to the resolution passed at the 2021 annual general meeting regarding remuneration to the chairman of the board (calculated pro rata for the period) as well as, for the period from the day of the Extraordinary General Meeting until the end of the next annual general meeting, receive remuneration corresponding to the remuneration resolved for the ordinary members of the board (calculated pro rata for the period). Furthermore, the proposition entails that Juan Vargues, for the period as ordinary member of the board, shall receive remuneration corresponding to resolution passed at the 2021 annual general meeting regarding remuneration to the ordinary members of the board (calculated pro rata for the period) as well as, for the period from the day of the Extraordinary General Meeting until the end of the next annual general meeting, receive remuneration corresponding to the remuneration resolved for the chairman of the board (calculated pro rata for the period).

Processing of Personal Data

For information on how your personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Stockholm, November 2021
Cary Group Holding AB (publ)
Board of Directors

NOTIFICATION OF PARTICIPATION AND FORM FOR 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.

To be received by Cary Group Holding AB (publ) no later than December 6, 2021.

The shareholder set out below hereby notifies the company of its participation and exercises its voting right for all of the shareholder's shares in Cary Group Holding AB (publ), reg. no. 559040-9388 at the Extraordinary General Meeting on December 7, 2021. The voting right is exercised in accordance with the voting options marked below.

Shareholder	Personal identity number/registration number

Assurance (if the undersigned is a legal representative of a shareholder who is a legal entity): I, the undersigned, am a board member, the CEO or a signatory of the shareholder and solemnly declare that I am authorized to submit this postal vote on behalf of the shareholder and that the contents of the postal vote correspond to the shareholder's decisions.

Assurance (if the undersigned represents the shareholder by proxy): I, the undersigned, solemnly declare that the enclosed Proxy Form corresponds to the original and that it has not been revoked.

Place and date	
Signature	
Clarification of signature	
Telephone number	E-mail

Instructions:

- Complete the information above.
- Select the preferred voting options below.
- Print, sign and send the form in original by mail to Cary Group Holding AB (publ), “Bolagsstämma”, c/o Euroclear Sweden, Box 191, 101 23 Stockholm, Sweden, or by e-mail to GeneralMeetingService@euroclear.com. Shareholders who are natural persons may also cast their votes electronically through verification with BankID via Euroclear Sweden AB’s website <https://anmalan.vpc.se/euroclearproxy>.
- If the shareholder is a natural person who is personally voting by post, it is the shareholder who should sign under Signature above. If the postal vote is submitted by a proxy of the shareholder, it is the proxy who should sign. If the postal vote is submitted by a legal representative of a legal entity, it is the representative who should sign.
- A Proxy Form shall be enclosed if the shareholder submits its postal vote by proxy. If the shareholder is a legal entity, a registration certificate or corresponding document for the legal entity shall be enclosed with the form.
- **Please note that a shareholder whose shares are registered in the name of a bank or other nominee must register its shares in its own name to vote.** Instructions regarding this are included in the notice convening the meeting.

A shareholder cannot give any other instructions than selecting one of the options specified at each item in the form. If a shareholder wishes to abstain from voting in relation to a matter, kindly refrain from selecting an option. A vote (i.e. the postal voting in its entirety) is invalid if the shareholder has provided the form with specific instructions or conditions or if pre-printed text is amended or supplemented. One form per shareholder will be considered. If more than one form is submitted, the form with the latest date will be considered. The form latest received by the company will be considered if two forms are dated at the same date. An incomplete or wrongfully completed form may be discarded without being considered.

The form, together with any enclosed authorization documentation, shall be received by Cary Group Holding AB (publ) no later than December 6, 2021. A postal vote can be withdrawn up to and including December 6, 2021 by contacting Euroclear Sweden AB by e-mail to GeneralMeetingService@euroclear.com or by phone at 08-402 91 33 (Monday–Friday, 9 a.m. to 4 p.m.).

For complete proposals regarding the items on the agenda, kindly refer to the notice convening the Extraordinary General Meeting and Cary Group’s website.

For information on how your personal data is processed, see the integrity policy that is available at Euroclear’s website <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammorengelska.pdf>.

Extraordinary General Meeting in Cary Group Holding AB (publ) on December 7, 2021

The voting options below comprise the proposals submitted by the Board of Directors and the nomination committee, included in the notice convening the Extraordinary General Meeting and held available on the company's website.

1. Election of Chairman of the Meeting Yes <input type="checkbox"/> No <input type="checkbox"/>
2 Election of Jonas Lagerroos, Cidron Legion S.à r.l., to verify the minutes Yes <input type="checkbox"/> No <input type="checkbox"/>
3. Preparation and approval of the voting list Yes <input type="checkbox"/> No <input type="checkbox"/>
4. Approval of the agenda Yes <input type="checkbox"/> No <input type="checkbox"/>
5. Determination as to whether the Meeting has been duly convened Yes <input type="checkbox"/> No <input type="checkbox"/>
6. Election of new chairman of the board of directors Yes <input type="checkbox"/> No <input type="checkbox"/>
7. Determination of remuneration to the board of directors Yes <input type="checkbox"/> No <input type="checkbox"/>

The shareholder wishes that the resolutions under one or several items in the form above be deferred to a continued general meeting.
(Completed only if the shareholder has such a wish)

Item/items (use numbering):

postal votes - final outcome (26§ 2020:198)

	Total
Present shares	91 772 608
Present votes	91 772 608,0
Issued share capital (excl. repurchased)	131 848 996

Appendix 3

	Shares			Shares			% of issued share capital	
	For	Against	Not voted	For	Against	Not voted	For	Against
1 Election of Chairman of the Meeting								
	91 772 608,0	0,0	0,0	91 772 608	0	0	69,604%	0,000%
2 Election of person to verify the minutes								
	91 772 608,0	0,0	0,0	91 772 608	0	0	69,604%	0,000%
3 Preparation and approval of the voting list								
	91 772 608,0	0,0	0,0	91 772 608	0	0	69,604%	0,000%
4 Approval of the agenda								
	91 772 608,0	0,0	0,0	91 772 608	0	0	69,604%	0,000%
5 Determination as to whether the Meeting has been duly convened								
	91 772 608,0	0,0	0,0	91 772 608	0	0	69,604%	0,000%
6 Election of new chairman of the board of directors								
	91 725 172,0	47 436,0	0,0	91 725 172	47 436	0	69,568%	0,036%
7 Determination of remuneration to the board of directors								
	91 772 608,0	0,0	0,0	91 772 608	0	0	69,604%	0,000%