

## **Notice to extraordinary general meeting in Scandic Hotels Group AB (publ)**

**Scandic Hotels Group AB (publ) (556703-1702) (“Scandic” or the “Company”) hereby gives notice to an extraordinary general meeting to be held on Wednesday, 11 December 2024 at 09.00 at Haymarket by Scandic, Hötorget 13-15 in Stockholm, Sweden. Registration commences at 08.30.**

Shareholders can participate in the extraordinary general meeting by attending the meeting venue in person or by postal voting in advance.

### **Right to participate**

Shareholders who wish to participate in the extraordinary general meeting

shall be recorded in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances on 3 December 2024, and

shall give notice of participation no later than 5 December 2024.

### **Participation by attending the meeting venue**

A shareholder who wishes to participate in the extraordinary general meeting at the meeting venue in person or represented by a proxy must (i) be recorded in the share register prepared by Euroclear Sweden AB relating to the circumstances on 3 December 2024, and (ii) no later than 5 December 2024 give notice by post to Scandic Hotels Group AB (publ), “EGM 2024”, c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden, by telephone +46 (0)8 402 92 48 or by the Company’s website [www.scandichotelsgroup.com](http://www.scandichotelsgroup.com). When providing such notice, the shareholder shall state name, personal or corporate registration number, address, telephone number and the number of any accompanying assistant(s) (maximum two assistants).

If a shareholder is represented by proxy, a written and dated proxy for the representative must be issued. A proxy form is available on the Company’s website, [www.scandichotelsgroup.com](http://www.scandichotelsgroup.com). If the proxy is issued by a legal entity, a certificate of registration or equivalent certificate of authority should be enclosed. To facilitate the registration at the extraordinary general meeting, the proxy and the certificate of registration or equivalent certificate of authority should be sent to the Company as set out above well in advance of the meeting.

### **Participation by postal voting**

A shareholder who wishes to participate in the extraordinary general meeting by postal voting must (i) be recorded in the share register prepared by Euroclear Sweden AB relating to the circumstances on 3 December 2024, and (ii) notify their intention to participate in the extraordinary general meeting no later than 5 December 2024, by casting their postal vote in accordance with the instructions below so that the postal voting form is received by Euroclear Sweden AB no later than that day.

A shareholder who wishes to participate in the extraordinary general meeting at the venue in person or represented by proxy must give notice thereof in accordance with what is set out under *Participation by attending the meeting venue* above. This means that a notification by postal voting is not sufficient for a person who wishes to participate at the venue.

A special form shall be used when postal voting. The postal voting form is available on the Company’s website, [www.scandichotelsgroup.com](http://www.scandichotelsgroup.com). The completed voting form must be received by Euroclear Sweden AB no later than 5 December 2024. The form may be submitted via email to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com) or by post to Scandic Hotels Group AB (publ), “EGM 2024”, c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden. Shareholders may also cast their postal votes electronically through BankID verification via Scandic’s website

www.scandichotelsgroup.com. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the postal vote in its entirety) is invalid. Further instructions and conditions are included in the postal voting form.

If a shareholder votes by proxy, a written and dated proxy shall be enclosed with the postal voting form. Proxy forms are available on the Company's website www.scandichotelsgroup.com. If the shareholder is a legal entity, a certificate of registration or an equivalent certificate of authority should be enclosed. If a shareholder votes in advance, and then attends the extraordinary general meeting in person or by proxy, the postal vote is still valid except to the extent the shareholder casts votes during the extraordinary general meeting or otherwise withdraws their casted postal vote. If the shareholder chooses to participate in a voting during the extraordinary general meeting, the submitted postal vote will be replaced by the vote cast at the extraordinary general meeting.

### **Nominee-registered shares**

To be entitled to participate in the extraordinary general meeting, in addition to providing notification of participation, a shareholder whose shares are held in the name of a nominee must register their shares in their own name so that the shareholder is recorded in the share register as of 3 December 2024. 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 completed not later than the second banking day after 3 December 2024 will be taken into account in the presentation of the share register.

### **Proposed agenda**

1. Opening of the meeting.
2. Election of a chair of the meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons to approve the minutes.
6. Determination as to whether the meeting has been duly convened.
7. Resolution on dividend.
8. Closing of the meeting.

## **PROPOSALS BY THE BOARD OF DIRECTORS**

### **ELECTION OF A CHAIR OF THE MEETING (ITEM 2)**

The board of directors proposes that Tone Myhre-Jensen, lawyer at Cederquist law firm, is elected to be the chair of the extraordinary general meeting.

### **RESOLUTION ON DIVIDEND (ITEM 7)**

As the convertible loan issued by Scandic in 2021 now has been fully settled, the board of directors wishes to return freed-up capital to the shareholders. The board of directors therefore proposes that the meeting decide on a dividend of SEK 2.50 per share, totaling SEK 547,894,805. The board of directors proposes 13 December 2024 as the record date for receiving the dividend. If the meeting approves the proposal, the dividend is expected to be distributed by Euroclear Sweden AB on 18 December 2024.

## MISCELLANEOUS

### Shares and votes

As of the date of this notice, there are in total 219,157,922 shares and votes in Scandic. As of the date of this notice, Scandic holds no own shares.

### Shareholders' right to request information

The board of directors and the managing director are required to, upon request from a shareholder and if the board considers that it may be done without material harm for the Company, provide information at the extraordinary general meeting that may affect a matter on the agenda.

### Documents

The annual report and the auditor's report for the financial year 2023, the board's statement in accordance with Ch. 18 Sec. 4 of the Swedish Companies Act, the board's report in accordance with Ch. 18 Sec. 6 of the Swedish Companies Act, and the auditor's statement in accordance with Ch. 18 Sec. 6 of the Swedish Companies Act, are held available on Scandic's office and at [www.scandichotelsgroup.com](http://www.scandichotelsgroup.com) at least three weeks before the extraordinary general meeting. Copies of the documents will be sent free of charge, to those shareholders who so request and state their postal address. The documents can be ordered by email to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com), by post to Scandic Hotels Group AB (publ), "EGM 2024", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden, by telephone +46 (0) 8 402 92 48, or at Scandic's abovementioned website.

### Processing of personal data

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

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Stockholm in November 2024  
**Scandic Hotels Group AB (publ)**  
*The board of directors*