

Notice of Annual General Meeting in Inwido AB

The shareholders of Inwido AB (publ), Reg. No. 556633-3828, are hereby invited to attend the Annual General Meeting (“AGM”) to be held on Thursday 15 May 2025 at 15.00 CEST at STUDIO Malmö, Nordenskiöldsgatan 24 in Malmö, Sweden. Registration of attendance commences at 14.30 CEST. The notice is available at www.inwido.com where shareholders also can notify the company of their intention to attend the AGM. Complete documentation for the AGM will be available at Inwido’s head office and on www.inwido.com no later than from Thursday 24 April 2025.

The Board of Directors has decided that shareholders shall be able to exercise their voting rights at the AGM also by postal voting in accordance with the provisions in Inwido’s Articles of Association.

Right to participate and notification

A) Participation at the meeting venue

Shareholders who wish to attend the meeting venue in person or by proxy must

- be recorded in the share register for the company maintained by Euroclear Sweden AB concerning the circumstances on Wednesday 7 May 2025, and
- give notice of participation no later than Friday 9 May 2025, preferably before 16.00 CEST, on the company’s website www.inwido.com, in writing to Inwido AB (publ), Engelbrektsgatan 15, SE-211 33 Malmö or by email to agm@inwido.com. The notification shall set forth name, personal/ corporate identity number, telephone number and proxy and/or assistant (not more than two), if any.

Shareholders who are represented by proxy shall issue a written, dated and signed power of attorney to the proxy. If the power of attorney has been issued by a legal entity, a copy of the registration certificate, or if such document does not exist, equivalent authorization document listing the authorized signatories must be attached. In order to facilitate registration at the AGM, the power of attorney and registration certificate as well as other authorization documents shall be received by the company at the address stated above no later than Friday 9 May 2025. Proxy forms in Swedish and English are available upon request and will be available at the company and on the company’s website, www.inwido.com. A power of attorney is valid one year from its issue or such longer time period stated in the power of attorney, however not more than five years.

B) Participation by postal voting

Shareholders who wish to participate in the AGM by postal voting must

- be recorded in the share register for the company maintained by Euroclear Sweden AB concerning the circumstances on Wednesday 7 May 2025, and
- give notice of participation no later than Friday 9 May 2025, preferably before 16.00 CEST, by casting its postal vote in accordance with the instructions below so that the postal vote is received by Inwido no later than that day.

A person who wishes to attend the meeting venue in person or by proxy must give notice in accordance with A) above. Hence, a notice of participation only through postal voting is not sufficient for a person who wishes to attend the meeting venue.

A special form shall be used for postal voting. The postal voting form is available at the company’s website, www.inwido.com, under the section General Meetings. The completed and signed postal voting form may be sent by mail to Inwido AB (publ), Engelbrektsgatan 15, SE-211 33 Malmö or by email to agm@inwido.com. The completed form must be received by Inwido no later than Friday 9 May 2025.

The shareholders may not provide special instructions or conditions to the postal vote. If so, the entire postal vote is invalid. Further instructions and terms can be found in the postal voting form.

If shareholders submit their postal vote by proxy, a written and dated power of attorney signed by the shareholder must be attached to the postal voting form. If the power of attorney has been issued by a legal entity, a copy of the registration certificate, or if such document does not exist, equivalent authorization document listing the authorized signatories must be attached. Proxy forms in Swedish and English are available upon request and will be available at the company and on the company's website, www.inwido.com. A power of attorney is valid one year from its issue or such longer time period as set out in the power of attorney, however not more than five years. If the shareholder is a legal entity, a copy of the registration certificate or other authorization document, not older than one year, listing the authorized signatories must be attached to the form.

Nominee registered shares

In order to be entitled to participate in the AGM, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of participation in the AGM, register its shares in its own name so that the shareholder is listed in the presentation of the share register as of Wednesday 7 May 2025. Such 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 a time in advance as decided by the nominee. Voting rights registrations that have been made by the nominee no later than Friday 9 May 2025 will be taken into account in the presentation of the share register.

Proposal for agenda

1. Opening of the meeting
2. Election of Chairman 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 of compliance with the rules of convocation
7. Presentation of
 - a. the annual report, the auditor's report, the group annual report and the group auditor's report
 - b. the Board's proposal for dividend and reasoned statement thereon, and
 - c. the statement by the auditor on the compliance of the applicable guidelines for remuneration to senior executives
8. Report on the work of the Board and the Committees
9. The Managing Director's report
10. Resolutions regarding
 - a. adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet
 - b. appropriation of the company's profit in accordance with the adopted balance sheet and record date for dividend, and
 - c. discharge from liability in relation to the company for the Board and the CEO
11. Establishment of the number of Board members and the number of auditors and auditor deputies
12. Establishment of fees to the Board and the auditors
13. Election of the Board, auditors and, if any, auditor deputies
The Nomination Committee's proposal:
 - 13.1 Election of the Board
 - a. Per Bertland (re-election)
 - b. Mikael Jonson (re-election)
 - c. Kerstin Lindell (re-election)
 - d. Henriette Schütze (re-election)
 - e. Anders Wassberg (re-election)
 - f. Per Bertland as Chairman of the Board (re-election)
 - 13.2 Election of auditors and, if any, auditor deputies
14. Decision on the instruction for the Nomination Committee
15. Resolution on approval of remuneration report
16. Resolution on guidelines for remuneration to senior executives
17. Resolution on authorization for the Board to resolve on new share issues
18. Closing of the meeting

Proposals by the Nomination Committee (items 2 and 11-14)

At the annual general meeting on 6 May 2021, principles for the establishment of a Nomination Committee were adopted, entailing that the Nomination Committee shall consist of the Chairman of the Board together with representatives of each of the company's three largest shareholders (based on the number of votes), according to the share register kept by Euroclear Sweden AB as per the last banking day in August each year. The representative of the largest shareholder (based on the number of votes) shall be appointed Chairman of the Nomination Committee.

The Nomination Committee in respect of the 2025 AGM has consisted of Chairman Oscar Bergman (Swedbank Robur Fonder), Jan Särlvik (Fjärde AP-fonden), Sara Christensen (Första AP-fonden) and Chairman of the Board Per Bertland.

The Nomination Committee has proposed the following for the AGM.

Chairman of the AGM: Chairman of the Board Per Bertland.

Number of Board members: The Board shall comprise of five Board members without elected deputies.

Board of Directors: Re-election of Per Bertland, Mikael Jonson, Kerstin Lindell, Henriette Schütze, and Anders Wassberg.

Re-election of Per Bertland as Chairman of the Board.

Information regarding the Board members proposed for re-election can be found at the company's website, www.inwido.com

Auditor: In accordance with the Audit Committee's recommendation the registered audit company Ernst & Young AB shall be re-elected as auditor for a mandate period of one year. If elected, Ernst & Young AB has informed that authorized public accountant Martin Henriksson will be auditor in charge.

Fees to the Board members, the Committee members and the auditors:

Board member not employed by the company: SEK 370,000 (previously 345,000)

The Chairman of the Board: SEK 920,000 (previously 860,000)

Member of the Audit Committee: SEK 85,000 (previously 75,000)

The Chairman of the Audit Committee: SEK 170,000 (previously 150,000)

Member and Chairman of the Remuneration Committee: SEK 35,000 (previously 30,000)

The Chairman of the Remuneration Committee: SEK 50,000 (previously 30,000)

Fee to the auditor in accordance with special agreement regarding the fee.

Decision on the instruction for the Nomination Committee: The Nomination Committee proposes the following revised instruction to the Nomination Committee, mainly to adapt the instruction to developments in practice since the current instruction was adopted in 2021, and to offer the Nomination Committee more flexibility in its internal organization.

The Nomination Committee in Inwido AB shall be composed of representatives of the three largest shareholders in the Company in terms of voting rights based on the share register kept by Euroclear Sweden AB as of the last banking day in August each year or other reliable ownership information which has been provided to the Company at such time¹. In addition to these three members, the company's chairman of the board shall be co-opted into the nomination committee. If any of the three largest shareholders in terms of voting rights chooses to waive their right to appoint a member to the Committee, or otherwise may be considered to have waived such a right, the shareholder who subsequently has the largest shareholding in the company in terms of voting rights, shall be given the opportunity to appoint a member to the Committee.

¹ When determining who are the three largest shareholders with regard to the number of votes held, a group of shareholders shall be considered one owner if they (i) have been organised as a group in the Euroclear system or (ii) have made public and notified the Company that they have made a written agreement to take, through the coordinated exercise of voting rights, a common long-term view on the management of the Company. Should the share register include nominee registered shareholdings, such shareholdings shall only be considered if the nominee has reported the identity of the underlying shareholder to Euroclear Sweden AB or if the Company receives other reliable ownership information that evidences the identity of the underlying shareholder.

The Chairman of the Board will convene the first meeting of the Nomination Committee. The member representing the largest shareholder in terms of voting rights shall be appointed Chairman of the Nomination Committee, unless the nomination committee unanimously decides that another member shall be the chairman. The composition of the Nomination Committee for each Annual General Meeting is to be announced no later than six months before such meeting.

If, earlier than three months prior to the Annual General Meeting, one or more of the shareholders having appointed representatives to the Nomination Committee no longer are among the three largest shareholders in terms of voting rights, representatives appointed by these shareholders shall resign, and the shareholder or shareholders who has then become one of the three largest shareholders in terms of voting rights may appoint representatives to the Nomination Committee. If such a change of ownership occurs later than three months before the Annual General Meeting or only entails marginal changes in the number of votes, the composition of the already formed Nomination Committee shall not be changed. Should a member resign from the Nomination Committee before its work is completed and the Nomination Committee considers it necessary to replace him or her, such substitute member is to represent the same shareholder or, if the shareholder is no longer one of the largest shareholders in terms of voting rights, the largest shareholder in turn. Changes in the composition of the Nomination Committee shall be made public immediately.

Remuneration shall not to be paid to the members of the Nomination Committee. The company is to pay any necessary expenses that the Nomination Committee may incur in its work. All information that the members of the Nomination Committee receive within their assignment or otherwise receive from the Company shall be treated strictly confidential and may not be disclosed to third parties before the information has been published. The term of office for the Nomination Committee ends when the composition of the following Nomination Committee has been announced.

The Nomination Committee shall prepare proposals to the Annual General Meeting in respect of: Chairman at the meeting, number of Board members, election of members and Chairman of the Board, election of auditor, remuneration to the Board (divided between the Chairman and the other Board members as well as for committee work), remuneration to the company's auditor and, to the extent necessary, proposal for changes of these instructions for the Nomination Committee.

These instructions for the Nomination Committee shall apply until further notice.

Preparation and approval of the voting list (item 3)

The voting list proposed for approval is the voting list drawn up by the company, based on the AGM's register of shareholders, shareholders having given notice of participation and being present at the meeting venue, and postal votes received.

Dividend (item 10 b)

The Board has proposed a dividend of SEK 5.50 per share (6.50). As record date for the dividend the Board has proposed Monday 19 May 2025. If the AGM resolves in accordance with the proposal, the dividend is expected to be paid by Euroclear Sweden AB starting Thursday 22 May 2025.

The Board's proposal on guidelines for remuneration to senior executives (item 16)

The Board of Directors of Inwido AB (publ) ("Inwido") proposes that the annual general meeting 2025 resolves on the following guidelines for executive remuneration, entailing minor adjustments regarding the targets for variable cash remuneration.

Individuals who are senior executives of Inwido, which include the CEO and other members of the Group Management of Inwido during the period of which these guidelines are in force, fall within the provisions of these guidelines. The guidelines are forward-looking, i.e. they are applicable to remuneration agreed, and amendments to remuneration already agreed, after adoption of the guidelines by the annual general meeting 2025. These guidelines do not apply to any remuneration decided or approved by the general meeting.

To the extent a member of the Board performs services for Inwido in addition to the Board assignment, certain cash remuneration may be paid for such work. The cash remuneration shall be at market level, based on the nature and contribution of such work.

The guidelines' promotion of the company's business strategy, long-term interests and sustainability

Inwido acquires, owns and develops Europe's leading companies within the window and door industry. Today, Inwido is Europe's largest windows group and a natural home for the region's strongest companies. The key to Inwido's success is

the local connection. A prerequisite for the successful implementation of Inwido's business strategy and safeguarding of its long-term interests, including its sustainability, is that Inwido is able to recruit and retain qualified personnel. To this end, it is necessary that Inwido offers competitive remuneration. These guidelines enable the company to offer the executive management a competitive total remuneration. For more information regarding the company's business strategy, please see <https://www.inwido.com/>.

Types of remuneration, etc.

The total remuneration and the terms and conditions for the senior executives shall be based on relevant market conditions and shall be comprised of a balanced mixture of fixed cash salary, variable cash remuneration, pension benefits and other benefits. Additionally, the general meeting may – irrespective of these guidelines – resolve on, among other things, share-related or share price-related remuneration.

Fixed cash salary

The fixed cash salary shall be determined taking into account the executive's responsibility, authority, competence and experience.

Variable cash remuneration

Annual (STI bonus) variable cash remuneration shall be linked to predetermined, well-defined and measurable criteria for the group, which can be financial or non-financial. The variable cash remuneration may amount to not more than 55 percent for the CEO and 45 percent for other senior executives of the total fixed cash salary under the measurement period for such criteria. The criteria for variable cash remuneration shall relate to growth, profitability (earnings per share and operational EBITA), capital efficiency, and ESG. The satisfaction of criteria for awarding variable cash remuneration shall be measured over a period of one or several years. The criteria for awarding variable cash remuneration shall aim at promoting Inwido's business strategy and long-term interests, including its sustainability, by for example being clearly linked to the business strategy or promote the executive's long-term development. For the purpose of promoting a common endeavor to achieve Inwido's business strategy, long-term interests and sustainable development of Inwido, and ultimately an increased shareholder value, the senior executives shall have the same financial criteria for awarding variable cash remuneration. In addition, senior executives shall be able to receive an additional long-term variable cash bonus (LTI bonus) amounting to a maximum of 70 percent of the fixed cash salary for the CEO and 40 percent of the fixed cash salary for other senior executives based on the development in earnings per share, measured over a three-year period, where the payment of the cash bonus is conditional on the senior executive investing the entire amount after tax in shares in Inwido and then holding them during their employment, but at least for three years (with customary exceptions).

Pension benefits

For the CEO and other executives, pension benefits, including health insurance (Sw: sjukförsäkring), shall be premium defined unless the executive concerned is subject to defined benefit pension under mandatory collective agreement provisions. Variable cash remuneration equivalent to maximum 50 per cent of the annual maximum variable cash remuneration (STI bonus) shall qualify for pension benefits, unless otherwise required by mandatory collective agreement provisions. The pension premiums for premium defined pension shall amount to not more than 30 per cent of the pensionable income for the CEO and not more than 25 per cent of the pensionable income for other executives.

Other benefits

Other benefits than fixed cash salary, variable cash remuneration and pension benefits shall be applied restrictively. Such other benefits may include, for example, life insurance, medical insurance (Sw: sjukvårdsförsäkring) and company car, and may amount to not more than 10 per cent of the fixed annual cash salary.

Additional remuneration

Additional variable cash remuneration may be awarded in extraordinary circumstances, provided that such extraordinary arrangements are limited in time and only made on an individual basis, either for the purpose of recruiting or retaining executives, or as remuneration for extraordinary performance beyond the individual's ordinary tasks. Such remuneration may not exceed an amount corresponding to 100 per cent of the fixed annual cash salary and may not be paid more than once each year per individual. Any resolution on such remuneration shall be made by the Board of Directors based on a proposal from the Remuneration Committee.

Foreign employments

Remuneration under employments subject to other rules than Swedish may be duly adjusted to comply with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines.

Executives who are expatriates to or from Sweden may receive additional remuneration and other benefits to the extent reasonable in light of the special circumstances associated with the expat arrangement, taking into account, to the extent possible, the overall purpose of these guidelines. Such benefits may not in total exceed 25 per cent of the fixed annual cash salary.

Remuneration to Board members

To the extent a member of the Board performs services for Inwido, in addition to the board assignment, certain cash remuneration may be paid for such work (consulting fee), provided that such services promote the implementation of Inwido's business strategy and long-term interests, including its sustainability. The annual consultant fee shall be at market terms and be related to the benefit for Inwido. For each Board member, such consultant fee may not exceed 100 per cent of the annual fee for the Board member. Such consultant fees, as well as other terms and conditions, shall be determined by the Board of Directors.

The satisfaction of criteria for awarding variable cash remuneration, etc.

The Remuneration Committee shall prepare, monitor and evaluate matters related to variable remuneration. To which extent the criteria for awarding variable cash remuneration has been satisfied shall be evaluated and determined, respectively, when the measurement period has ended. For financial objectives, the evaluation shall be based on the latest financial information made public by Inwido. Remuneration to the CEO is resolved by the Board of Directors upon the Remuneration Committee's proposal. Remuneration to other senior executives is resolved by the Remuneration Committee upon the CEO's proposal.

Programs and criteria for variable cash remuneration shall be designed in such a way as to enable the Board of Directors, if exceptional financial conditions prevail, to restrict or omit payment of the variable cash remuneration if such action is deemed reasonable and consistent with Inwido's responsibility towards shareholders, employees and other stakeholders. The Board of Directors shall have the possibility, pursuant to applicable law or contractual provisions, to in whole or in part reclaim variable remuneration paid on incorrect grounds.

Termination of employment

The notice period may not exceed twelve months if notice of termination of employment is made by Inwido. Fixed cash salary during the period of notice and any severance pay shall together not exceed an amount equivalent to the CEO's fixed cash salary for 18 months, and twelve months for other executives. The period of notice may not exceed six months without any right to severance pay when termination is made by the executive.

After the termination of the employment, senior executives may be compensated for non-compete undertakings, however, only to the extent severance pay is not paid during the same period of time. The purpose of such remuneration shall be to compensate the senior executive for the difference between the fixed salary at the time of termination of the employment, and the (lower) income which is obtained, or could be obtained, by a new employment agreement, assignment or own business. The remuneration may be paid during the period the non-compete undertaking is applicable, and no longer than a period of 24 months after the termination of the employment.

Salary and employment conditions for employees

In the preparation of the Board of Directors' proposal for these remuneration guidelines, salary and employment conditions for employees of Inwido have been taken into account by including information on the employees' total income, the components of the remuneration and increase and growth rate over time, in the Remuneration Committee's and the Board of Directors' basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable.

The decision-making process to determine, review and implement the guidelines

The Board of Directors has established a Remuneration Committee, which deals with remuneration matters for senior executives. The Committee's tasks include preparing the Board of Directors' decision to propose guidelines for executive remuneration. The Board of Directors shall prepare a proposal for new guidelines at least every fourth year and submit it to the general meeting. The guidelines shall be in force until new guidelines are adopted by the general meeting. The Remuneration Committee shall also monitor and evaluate programs for variable remuneration for senior executives, the application of the guidelines for executive remuneration as well as the current remuneration structures and compensation levels in Inwido. The members of the Remuneration Committee are independent of Inwido and its executive management. The CEO and other senior executives do not participate in the Board of Directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

Derogation from the guidelines

The Board of Directors may temporarily resolve to derogate from the guidelines, in whole or in part, if in a specific case there is special cause for the derogation and a derogation is necessary to serve Inwido's long-term interests, including its sustainability, or to ensure Inwido's financial viability. As set out above, the Remuneration Committee's tasks include preparing the Board of Directors' resolutions in remuneration-related matters. This includes any resolutions to derogate from the guidelines.

Shareholders' view

The Board has not received any comments from shareholders on the guidelines for remuneration to senior executives.

The Board's proposal on authorization for the Board to resolve on new share issues (item 17)

The Board proposes that the AGM resolves to authorize the Board to resolve on new issues of shares on the following terms and conditions:

1. The authorization may be exercised on one or several occasions up to the annual general meeting 2026.
2. Maximum 5,796,752 shares, corresponding to 10 per cent of the company's share capital, may be issued.
3. An issue may be made with or without deviation from the shareholders' preferential right.
4. An issue may be made against cash payment, by set-off or by contribution in kind.
5. The subscription price shall, at deviation from the shareholders' preferential right, be determined in accordance with market practice. The Board shall be entitled to determine other terms of the issue.

The purpose of the above authorization and the reason for the deviation from the shareholders' preferential right is to enable the company, by way of issues of new shares for payment in cash, in kind or through set-off, to strengthen the company's ability to carry out or finance company acquisitions, or to strengthen the company's capital base in connection therewith.

The Board, or anyone appointed by the Board, shall be authorized to make such minor adjustments of the resolution of the general meeting that may be necessary in connection with registration with the Swedish Companies Registration Office.

Majority requirements

Under the Swedish Companies Act, the resolution of the general meeting on authorization for the Board to resolve on new share issues requires the support of shareholders representing at least two-thirds of both the number of votes cast and the shares represented at the meeting in order to be valid.

Documents

The Nomination Committee's reasoned statement regarding its proposal for Board is available on the company's website, www.inwido.com. Financial statements, the auditor's report, other documents under item 7, the Board's report pursuant to Chapter 8, Section 53 a of the Swedish Companies Act and the Board's complete proposals for resolutions under items 15-16 will be available at the company's head office, Engelbrektsgatan 15, SE-211 33 Malmö, and on www.inwido.com, as from Thursday 24 April 2025 at the latest and will be sent free of charge to shareholders upon request and state their postal address.

Shares and votes

The total number of shares in the company amounts to 57,967,528. The company has only one series of shares and the total number of votes in the company amounts to 57,967,528. The company holds no own shares.

Information at the AGM

The Board and the CEO shall at the AGM, if any shareholder so requests and the Board believes that it can be done without material harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda, circumstances that can affect the assessment of the company's or its subsidiaries' financial situation or the company's relation to other companies within the group.

Processing of personal data

Inwido AB (publ) har org.nr 556633-3828 och styrelsen har sitt säte i Malmö. For information about the processing of your personal data, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

If you have questions regarding our processing of your personal data, you can contact us by emailing privacy@inwido.com.
Inwido AB (publ) has company registration number 556633-3828 and the Board's registered office is in Malmö

Malmö in April 2025
The Board of Directors of Inwido AB (publ)

For further information, please contact

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