

## Notice convening the Annual General Meeting of AB Electrolux

The shareholders of AB Electrolux, reg. no. 556009-4178, are hereby given notice of the Annual General Meeting to be held on Wednesday, March 29, 2023 at 4.00 p.m. (CET) at Münchenbryggeriet, Torkel Knutssonsgatan 2, Stockholm, Sweden. Admission and registration will commence at 3.15 p.m. (CET).

The Board of Directors has decided that the shareholders also shall be able to exercise their voting rights by postal voting before the Annual General Meeting, as instructed below.

The Annual General Meeting will also be webcasted live via the Group's website, [www.electroluxgroup.com/agm2023](http://www.electroluxgroup.com/agm2023).

The Annual General Meeting will be conducted in Swedish and simultaneously translated into English.

### Registration and notification

#### *Participation at the meeting venue*

A person who wishes to participate at the meeting venue, in person or by proxy, must

- be listed as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances on Tuesday, March 21, 2023; and
- give notice of its participation no later than Thursday, March 23, 2023
  - by telephone +46 8 402 92 79 on weekdays between 9 a.m. and 4 p.m. (CET),
  - by letter to AB Electrolux, c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden, or
  - via the Group's website, [www.electroluxgroup.com/agm2023](http://www.electroluxgroup.com/agm2023)

The notification must include the shareholder's name, personal or corporate identification number, address and telephone number, and any assistants. If a shareholder is represented by proxy, a written and dated power of attorney signed by the shareholder shall be issued for the representative. In order to facilitate registration at the Annual General Meeting, the power of attorney should be sent to the company in advance to the address above. Proxy forms are available on the Group's website [www.electroluxgroup.com/agm2023](http://www.electroluxgroup.com/agm2023) and are also provided by the company upon request. If the shareholder is a legal entity, a registration certificate or other supporting document which shows the authorized signatory, should be sent to the address stated above prior to the meeting.

#### *Postal voting*

A person who wishes to participate in the Annual 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 Tuesday, March 21, 2023; and
- give notice of its participation no later than Thursday, March 23, 2023, by casting its 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 person who wishes to attend the meeting venue in person or by proxy, must give notice in accordance with the instructions listed under "Participation at the meeting venue" above. Hence, a notice of participation only through postal voting is not sufficient for a shareholder who wishes to attend the meeting venue.

A special form shall be used for postal voting. The form for postal voting is available at the Group's website [www.electroluxgroup.com/agm2023](http://www.electroluxgroup.com/agm2023) and will be provided by the company upon request. In case of postal voting only, no separate notification of participation in the Annual General Meeting is required.

The completed and signed form must be sent by post to AB Electrolux (publ), c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden or by e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com). Shareholders may also cast their votes electronically through verification with BankID via Euroclear Sweden AB's website <https://anmalan.vpc.se/EuroclearProxy/>. The postal vote must be received by Euroclear Sweden AB no later than Thursday, March 23, 2023.

If the shareholder submits its postal vote by proxy, a written and dated power of attorney signed by the shareholder must be attached to the form. Proxy forms are available on the Group's website [www.electroluxgroup.com/agm2023](http://www.electroluxgroup.com/agm2023) and are also provided by the company upon request. If the shareholder is a legal entity, a registration certificate or other supporting document which shows the authorized signatory must be attached to the form.

The shareholder may not provide specific instructions or conditions to the postal vote. If so, the vote (i.e. the postal vote in its entirety) is invalid. Further instructions and conditions are included in the form for postal voting and at <https://anmalan.vpc.se/EuroclearProxy/>.

### **Shares registered in the name of a nominee**

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 Annual General Meeting, 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 Tuesday, March 21, 2023. 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 registrations that have been made by the nominee no later than Thursday, March 23, 2023 will be taken into account in the presentation of the share register.

### **Agenda**

1. Election of Chairman of the General Meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of two minutes-checkers.
5. Determination as to whether the meeting has been properly convened.
6. Presentation of the Annual Report and the Audit Report as well as the Consolidated Accounts and the Audit Report for the Group.
7. Presentation by the President and CEO, Jonas Samuelson.
8. Resolution on adoption of the Income Statement and the Balance Sheet as well as the Consolidated Income Statement and the Consolidated Balance Sheet.
9. Resolution on discharge from liability of the Directors and the President for 2022.
10. Resolution on dispositions in respect of the company's profit or loss pursuant to the adopted Balance Sheet.
11. Determination of the number of Directors and Deputy Directors.
12. Determination of fees to the Board of Directors and the Auditor.
13. Election of Board of Directors and Chairman of the Board of Directors.
  - a) Election of Staffan Bohman as Director. (re-election)
  - b) Election of Petra Hedengran as Director. (re-election)
  - c) Election of Henrik Henriksson as Director. (re-election)
  - d) Election of Ulla Litzén as Director. (re-election)
  - e) Election of Karin Overbeck as Director. (re-election)
  - f) Election of Fredrik Persson as Director. (re-election)
  - g) Election of David Porter as Director. (re-election)
  - h) Election of Jonas Samuelson as Director. (re-election)
  - i) Election of Staffan Bohman as Chairman. (re-election)
14. Election of Auditor. (re-election)
15. Resolution on approval of Remuneration Report.
16. Resolutions on
  - a) acquisition of own shares;

- b) transfer of own shares on account of company acquisitions; and
  - c) transfer of own shares on account of the share program for 2021.
17. Resolutions on
- a) implementation of a performance based, long-term share program for 2023; and
  - b) transfer of own shares to the participants in the long-term share program for 2023.
18. Closing of the meeting.

### **Item 1 – Chairman of the Meeting**

The Electrolux Nomination Committee, consisting of the Chairman Johan Forssell (Investor AB) and the members Carina Silberg (Alecta), Sussi Kwart (Handelsbanken Funds), Tomas Risbecker (AMF Tjänstepension och Fonder), Staffan Bohman and Fredrik Persson (Chairman and Director, respectively, of the Board of Directors of the company), proposes:

- Björn Kristiansson, member of the Swedish Bar Association, as chairman of the Annual General Meeting.

### **Item 2 – Preparation and approval of the voting list**

The voting list proposed to be approved is the voting list prepared by Euroclear Sweden AB on behalf of the company, based on the General Meeting share register, shareholders having given notice of participation and being present at the meeting venue, and received postal votes.

### **Item 10 – Dispositions in respect of the company's profit or loss pursuant to the adopted Balance Sheet**

The Board of Directors proposes that no dividend shall be distributed for the fiscal year 2022 and that available funds will be carried forward in the new accounts.

### **Item 11 – Number of Directors and Deputy Directors**

The Nomination Committee proposes:

- Eight Directors and no Deputy Directors.

### **Item 12 – Fees to the Board of Directors and the Auditor**

The Nomination Committee proposes fees as follows to Directors not employed by Electrolux:

- SEK 2,475,000 to the Chairman of the Board of Directors and SEK 720,000 to each of the other Directors appointed by the Annual General Meeting;
- for committee work, to the members who are appointed by the Board of Directors: SEK 310,000 to the Chairman of the Audit Committee and SEK 195,000 to each of the other members of the Audit Committee and SEK 180,000 to the Chairman of the People Committee and SEK 125,000 to each of the other members of the People Committee; and
- SEK 60,000 to the members who are appointed by the Board of Directors to participate in any other committee established by the Board of Directors.

The Nomination Committee also proposes that the Auditor's fee be paid as incurred, for the Auditor's term of office, on approved account.

### **Item 13 – Election of the Board of Directors and Chairman of the Board**

The Nomination Committee proposes:

- Re-election of Directors Staffan Bohman, Petra Hedengran, Henrik Henriksson, Ulla Litzén, Karin Overbeck, Fredrik Persson, David Porter and Jonas Samuelson.
- Re-election of Staffan Bohman as Chairman of the Board of Directors.

### **Item 14 – Election of Auditor**

The Nomination Committee proposes, in accordance with the recommendation by the Audit Committee, re-election of the audit firm PricewaterhouseCoopers AB as the company's auditor for the period until the end of the 2024 Annual General Meeting.

### **Item 16 – Resolutions on a) acquisition of own shares, b) transfer of own shares on account of company acquisitions, and c) transfer of own shares on account of the share program for 2021**

Electrolux has previously, on the basis of authorizations by the Annual General Meetings, acquired own shares for the purpose of using these shares to finance potential company acquisitions, as a hedge for the company's share related incentive programs as well as to be able to adapt the company's capital structure, thereby contributing to increased shareholder value.

The Board of Directors makes the assessment that it continues to be advantageous for the company to be able to continue to use repurchased shares on account of potential company acquisitions, the company's share related incentive programs as well as to adapt the company's capital structure, thereby contributing to increased shareholder value. Even though the Board of Directors currently has no intention to exercise an authorization to acquire additional own shares, the Board of Directors proposes the authorization is to be renewed as an authorization is valid until the following Annual General Meeting. The Board of Directors would then be able to decide to repurchase own shares, if the conditions are appropriate and the Board of Directors were to find it would be in the best interests of the company and the shareholders.

In view of the above, the Board of Directors proposes as follows.

#### *16 a) Acquisition of own shares*

The Board of Directors proposes the Annual General Meeting to authorize the Board of Directors, for the period until the next Annual General Meeting on one or several occasions, to resolve on acquisitions of shares in the company as follows.

1. The company may acquire as a maximum so many shares of series B that, following each acquisition, the company holds at a maximum 10 per cent of all shares issued by the company.
2. The shares may be acquired on Nasdaq Stockholm.
3. Acquisition of shares may only be made at a price per share within the prevailing price interval for the share from time to time.
4. Payment for the shares shall be made in cash.

The purpose of the proposal is to be able to use repurchased shares on account of potential company acquisitions, the company's share related incentive programs as well as to be able to adapt the company's capital structure, thereby contributing to increased shareholder value.

The Board of Directors has issued a statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act.

#### *16 b) Transfer of own shares on account of company acquisitions*

The Board of Directors proposes the Annual General Meeting to authorize the Board of Directors, for the period until the next Annual General Meeting on one or several occasions, to resolve on transfers of the company's own shares in connection with or as a consequence of company acquisitions as follows.

1. Own shares of series B held by the company at the time of the Board of Director's decision may be transferred.
2. The shares may be transferred with deviation from the shareholders' preferential rights.
3. Transfer of shares may be made at a minimum price per share corresponding to an amount in close connection with the price of the company's shares on Nasdaq Stockholm at the time of the decision on the transfer.
4. Payment for the transferred shares may be made in cash, by contributions in kind or by a set-off of company debt.

#### *16 c) Transfer of own shares on account of the share program for 2021*

The Board of Directors proposes, on account of the share program for 2021, that the Annual General Meeting resolves that the company shall be entitled, for the period until the next Annual General Meeting on one or several occasions, to transfer a maximum of 1,544,925 shares of series B in the company for the purpose of covering costs, including social security charges, that may arise as a result of the aforementioned program. Such transfers may take place on Nasdaq Stockholm at a price within the prevailing price interval from time to time.

#### *Majority requirement*

In order for the resolutions by the General Meeting in accordance with the Board of Directors' proposals under items 16 a), b), and c) above to be valid, the resolutions must be accepted by shareholders holding no less than two thirds of the votes cast as well as the shares represented at the General Meeting.

### **Item 17 – Resolutions on a) implementation of a performance based, long-term share program for 2023, and b) transfer of own shares to the participants in the long-term share program for 2023**

#### *Background*

The Board of Directors has decided to propose a long-term incentive program for 2023 (the "Share Program 2023"). The Board is convinced that the proposed program will be beneficial to the company's shareholders as it will contribute to the possibilities to recruit and retain competent employees, is expected to increase the commitment and the motivation of the program participants and will strengthen the participants' ties to the Electrolux Group and its shareholders.

#### *Proposals of the Board of Directors*

The Board of Directors proposes that the Annual General Meeting resolves a) to implement Share Program 2023, and b) to transfer own shares, free of consideration, to the participants in Share Program 2023.

#### *17 a) Implementation of Share Program 2023*

The Board of Directors proposes, in view of the above, that the Annual General Meeting resolves to implement Share Program 2023 with the following principal terms and conditions:

- a) The program is proposed to include up to 900 senior managers and key employees of the Electrolux Group, who are divided into seven groups; the President and CEO ("Group 1"), other members of Group Management ("Group 2"), and five additional groups for other senior managers and key employees ("Group 3-7"). Invitation to participate in the program shall be provided by Electrolux no later than on May 16, 2023.

- b) Participants are offered to be allocated Performance Shares, provided that the participant remains employed until January 1, 2026. Exemptions to this requirement may be prescribed in specific cases, including a participant's death, disability, retirement or the divestiture through a sale, spin-off or otherwise of the participant's employing company from the Electrolux Group.
- c) The Performance Shares shall be based on maximum performance values for each participant category. The maximum performance value for the participants in Group 1 will be 100 per cent of the participant's annual base salary for 2023, for participants in Group 2, 90 per cent of the participant's annual base salary for 2023, for participants in Group 3, 80 per cent of the participant's annual base salary for 2023, for participants in Group 4, 60 per cent of the participant's annual base salary for 2023, for participants in Group 5, 50 per cent of the participant's annual base salary for 2023, for participants in Group 6, 40 per cent of the participant's annual base salary for 2023, and for participants in Group 7, 20 per cent of the participant's annual base salary for 2023. The total sum of the maximum values of the Performance Shares thus defined for all participants will not exceed SEK 583m excluding social costs.
- d) Each maximum value shall thereafter be converted into a maximum number of Performance Shares<sup>1</sup>, based on the average closing price paid for Electrolux shares of series B on Nasdaq Stockholm during a period of ten trading days before the day the participants are invited to participate in the program, reduced by the present value of estimated dividend payments for the period until shares are allotted.
- e) The calculation of the number of Performance Shares shall be connected to performance targets for the Group, for the performance period, established by the Board for (i) cumulative earnings per share<sup>2</sup> and (ii) CO<sub>2</sub> reduction<sup>3</sup>. The performance targets adopted by the Board will stipulate a minimum level and a maximum level, with the relative weight of the performance targets (i) and (ii) being 80 per cent and 20 per cent respectively. For the participants in Group 1 and 2 (Group Management), the granted Performance Shares based on (i) and (ii) will be multiplied by 0.75-1.25 depending on the outcome of a relative total shareholder return target<sup>4</sup>. The performance period is the financial years 2023-2025 with respect to each of the performance targets.
- f) Performance outcome of the established performance targets will be determined by the Board after the expiry of the three-year performance period in 2026. If the maximum performance level is reached or exceeded, the allocation will amount to (and will not exceed) the maximum number of Performance Shares following from items c) and d). If performance is below the maximum level but exceeds the minimum level, a proportionate allocation of shares will be made. No allocation will be made if performance amounts to or is below the minimum level. Information on the performance targets and the outcome will be provided no later than in connection with the allocation of Performance Shares in accordance with item g).
- g) If all conditions in the Share Program 2023 are met, allocation of Performance Shares will take place in the first half of 2026. Allocation will be free of charge except for tax liabilities.
- h) Certain deviations in or adjustments of the terms and conditions for the Share Program 2023 may be made based on local rules and regulations as well as applicable market practice or market conditions or where

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<sup>1</sup> With a possibility for the Board of Directors to make adjustments for extraordinary events such as bonus issue, split, rights issue and/or other similar events.

<sup>2</sup> Earnings per share as defined in the financial statements on a cumulative basis during the entire performance period (with a possibility for the Board of Directors to make adjustments for extraordinary events).

<sup>3</sup> The CO<sub>2</sub> reduction target refers to greenhouse gas reductions within the following three areas: (i) operations, (ii) transportation and (iii) energy from product use, with the relative weight of the three areas being 25 per cent for each of area (i) and (ii) and 50 per cent for area (iii). The target will be measured on selected predefined product categories and regions.

<sup>4</sup> The relative total shareholder return target refers to Electrolux Group's total shareholder return (TSR) (share price appreciation added by sum of all dividends received during the performance period) performance versus the FTSE EMEA Consumer Discretionary index during 2023-2025. If Electrolux TSR is at or below the lower quartile of the index, a multiplier of 0.75 will apply. If TSR is at or above the upper quartile, a multiplier of 1.25 will apply. If TSR is below the upper quartile but exceeds the lower quartile a proportionate multiplier between 0.75 and 1.25 will apply. The Board of Directors will have the possibility to make adjustments for extraordinary events such as a change of the composition of the index during the performance period.

appropriate due to group re-organizations, including cash settlement instead of delivery of shares under certain circumstances.

- i) The Board of Directors, or a committee established by the Board for these purposes, shall be responsible for the preparation and management of the Share Program 2023, within the framework of the aforementioned terms and conditions.
- j) If material changes would occur within the Electrolux Group or on the market that, according to the Board's assessment, would lead to the conditions for allocation of Performance Shares no longer being reasonable, the Board will have the right to make also other adjustments of the Share Program 2023, including e.g. a right to resolve on a reduced allotment of shares.

### Costs for the Share Program 2023

The total costs for the Share Program 2023 if the maximum number of Performance Shares are delivered, are estimated to a maximum of SEK 639m, which corresponds to approximately 3.1 per cent of total employment cost for 2022. The costs will be recognized over the years 2023-2025. The costs have been calculated as the sum of salary costs, including social costs, and administration costs for the program. Administration costs are estimated to be less than SEK 1m. If no allotment of shares is made, only administration costs will arise.

The costs have been calculated based on the value, at the start of the program, of the Performance Shares that may be allotted at maximum performance, with a reduction of the present value of estimated dividend payments during a three-year period. The estimate on maximum costs assumes maximum performance and that the number of participants that will leave the Group during the performance period is the same as the historical average since the introduction of share programs in 2004. In the calculation, a maximum share price of SEK 247 per share has been applied.

If repurchased own shares would be allocated under the program the number of outstanding shares is estimated to increase with not more than 3,965,000 shares of series B.<sup>5</sup> Such maximum increase would have a dilutive effect on earnings per share of approximately 1.38 per cent. The total maximum increase in the number of outstanding shares of all outstanding share programs is estimated to not more than 7,874,000 shares of series B, corresponding to a dilutive effect on earnings per share of approximately 2.71 per cent. In this calculation, maximum allotment of shares has been assumed for Share Program 2023 and expected allotment has been assumed for the share programs for 2021 and 2022.

### Hedging measures for the Share Program 2023

In order to implement Share Program 2023 in a cost-effective and flexible manner, the Board of Directors has considered various methods for transfer of shares to the participants. The Board of Directors has found that the most cost-effective alternative is transfer of own shares, and thus proposes that the Annual General Meeting resolves on transfer of own shares in accordance with item 17 b) below.

Should the majority required under item 17 b) below not be reached, Electrolux intends to enter into an equity swap agreement with a third party.

### *17 b) Resolution on transfers of own shares to the participants in Share Program 2023*

In order to secure the delivery of Performance Shares in accordance with the terms and conditions of Share Program 2023, the Board of Directors proposes that the Annual General Meeting resolves that the company shall transfer a maximum of 3,965,000 shares of series B in the company on the following terms and conditions:

1. The right to receive shares shall be granted to such persons within the Electrolux Group covered by the terms and conditions pursuant to Share Program 2023. Furthermore, subsidiaries within the Electrolux Group shall

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<sup>5</sup> With a possibility for the Board of Directors to make adjustments for extraordinary events such as bonus issue, split, rights issue and/or other similar events.

have the right to acquire shares, free of consideration, and such subsidiaries shall be obligated to immediately transfer, free of consideration, shares to employees covered by the terms and conditions of Share Program 2023.

2. The employee shall have the right to receive shares during the period when the employee is entitled to receive shares pursuant to the terms and conditions of Share Program 2023, i.e. in 2026.
3. Employees covered by the terms and conditions of Share Program 2023 shall receive shares of series B in the company free of consideration.
4. The number of shares of series B in Electrolux that may be transferred under Share Program 2023 will be subject to recalculation as a result of intervening bonus issues, splits, rights issues and/or other similar corporate events.

#### *Majority requirements*

The resolution of the Annual General Meeting to implement the program according to item 17 a) above requires that more than half of the votes cast at the Annual General Meeting approve the proposal. The Annual General Meeting's resolution on transfer of own shares, according to item 17 b) above requires that shareholders representing at least nine-tenths of the votes cast as well as the shares represented at the Annual General Meeting approve the proposal.

#### *Preparation of the proposal for the Share Program 2023*

The proposal regarding the Share Program 2023 has been prepared by the People Committee and the Board of Directors.

#### *Previous incentive programs in Electrolux*

For a description of the company's other share related incentive programs, reference is made to the Annual Report for 2022, note 27, and the Group's website, [www.electroluxgroup.com](http://www.electroluxgroup.com). In addition to the programs described, no other share related incentive programs have been implemented in Electrolux.

#### **Shares and votes**

As of February 17, 2023, there are in total 283,077,393 shares in the company of which 8,192,348 are series A shares, each carrying one vote, and 274,885,045 are series B shares, each carrying one-tenth of a vote, corresponding to in total 35,680,852.5 votes. As of the same date the company holds 13,049,115 own shares of series B, corresponding to 1,304,911.5 votes that may not be represented at the General Meeting.

#### **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 the company, at the Annual General Meeting, provide information regarding circumstances that may affect the assessment of an item on the agenda and circumstances that may affect the assessment of the company's or its subsidiaries' financial situation and the company's relation to other companies within the Group. Shareholders wishing to submit questions in advance may send them to AB Electrolux (publ), General Counsel, SE-105 45 Stockholm, Sweden or by e-mail at [agm@electrolux.com](mailto:agm@electrolux.com).

#### **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>

#### **Documents**

The Board of Directors' complete proposals are set out above. Information about persons proposed as members of the Board of Directors of Electrolux, information about proposed Auditor and the Nomination Committee's



statement etc., can be found on the Group's website, [www.electroluxgroup.com/agm2023](http://www.electroluxgroup.com/agm2023). The Annual Report, the Auditor's Report, the Auditor's statement pursuant to Chapter 8, Section 54 of the Swedish Companies Act regarding the remuneration guidelines for the group management, the Remuneration Report pursuant to Chapter 8, Section 53 a of the Swedish Companies Act, and the Board of Directors' statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act relating to the proposal under item 16 a) above will be available at the company, AB Electrolux, S:t Göransgatan 143, SE-105 45 Stockholm, Sweden and on the Group's website, [www.electroluxgroup.com/agm2023](http://www.electroluxgroup.com/agm2023), no later than March 8, 2023. The documents will also be sent to shareholders who so request and state their address.

Stockholm in February 2023  
AB Electrolux (publ)  
THE BOARD OF DIRECTORS