

## Notice of Investor AB's Annual General Meeting on May 5, 2021

Investor AB (publ) summons to the Annual General Meeting (the "Meeting") on Wednesday, May 5, 2021.

Due to covid-19, the Meeting is only conducted by advance voting. Information on the resolutions passed at the Meeting will be disclosed on May 5, 2021, as soon as the outcome of the advance voting has been confirmed. Shareholders can submit questions to [InvestorAGM@investorab.com](mailto:InvestorAGM@investorab.com) up to and including April 25, 2021, with written response from the Company no later than on April 30, 2021.

A pre-recorded interview with the Chair of the Board, Jacob Wallenberg, and the President, Johan Forssell, where they together discuss the fiscal year 2020 and answer a number of questions received, will be available on Investor's website, [www.investorab.com](http://www.investorab.com), on May 3, 2021. In addition, the Chair of the Board and the President will be available to answer questions at a live conference call on May 3, 2021, via Investor's website, [www.investorab.com](http://www.investorab.com).

### Registration and notification

A shareholder who wishes to participate in the Meeting must

- be recorded as a shareholder in the share register prepared by Euroclear Sweden AB concerning the circumstances on Tuesday, April 27, 2021, and
- notify its intention to participate by casting its advance vote in accordance with the instructions under the heading *Advance voting* below so that the advance voting form is received by Euroclear Sweden AB no later than Tuesday, May 4, 2021.

To be entitled to participate in the Meeting a shareholder whose shares are registered in the name of a nominee must, in addition to providing notification of participation, register its shares in its own name so that the shareholder is recorded in the share register on Tuesday, April 27, 2021. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee's procedures and such time in advance as the nominee determines. Voting right registrations completed not later than Thursday, April 29, 2021 are taken into account when preparing the share register.

### Advance voting

The shareholders may exercise their voting rights at the Meeting only by voting in advance, so called 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.

A special form shall be used for advance voting. The form is available on Investor's website, [www.investorab.com](http://www.investorab.com). The advance voting form is considered as the notification of participation at the Meeting. The completed and signed voting form must be received by Euroclear Sweden AB no later than Tuesday, May 4, 2021. The completed form may be sent by mail to Investor AB, 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 who are natural persons may also cast their advance vote electronically by verification with BankID via Euroclear Sweden AB's website, <https://anmalan.vpc.se/euroclearproxy>. Such electronic votes must be submitted no later than Tuesday, May 4, 2021. If the shareholder submits its votes in advance by proxy, a power of attorney shall be enclosed to the form. If the shareholder is a legal entity, a registration certificate or a corresponding document shall be enclosed to the form. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the advance vote in its entirety) is invalid. Further instructions and conditions are included in the form for advance voting.

For questions, please contact Euroclear Sweden AB by telephone +46 8 611 29 10 (workdays between 9.00 a.m. to 5.00 p.m.).

### **Shareholders' right to receive information**

The shareholders are reminded of their right to receive information from the Board of Directors and the President in accordance with Chapter 7 Section 32 of the Swedish Companies Act (Sw. aktiebolagslagen). A request for such information shall be made in writing to Investor AB, Annual General Meeting, SE-103 32 Stockholm, Sweden, or by e-mail to [InvestorAGM@investorab.com](mailto:InvestorAGM@investorab.com), no later than on April 25, 2021. The information is available at Investor AB, Arsenalsgatan 8C, SE-103 32 Stockholm, Sweden, and on [www.investorab.com](http://www.investorab.com), no later than on April 30, 2021. The information is also sent, within the same period of time, to the shareholder who has requested it and stated its address.

### **Agenda**

1. Election of the Chair of the Meeting.
2. Election of one or two persons to attest to the accuracy of the minutes.
3. Drawing up and approval of the voting list.
4. Approval of the agenda.
5. Determination of whether the Meeting has been duly convened.
6. Presentation of the Parent Company's annual report and the auditors' report, as well as of the consolidated financial statements and the auditors' report for the Investor Group.
7. Resolutions regarding adoption of the income statement and the balance sheet for the Parent Company, as well as of the consolidated income statement and the consolidated balance sheet for the Investor Group.
8. Presentation of the Board of Directors' Remuneration Report for approval.
9. Resolution regarding discharge from liability of the members of the Board of Directors and the President.
10. Resolution regarding disposition of Investor's earnings in accordance with the approved balance sheet and determination of record date for dividends.
11. Decisions on:
  - A. The number of members and deputy members of the Board of Directors who shall be appointed by the Meeting.
  - B. The number of Auditors and deputy Auditors who shall be appointed by the Meeting.
12. Decisions on:
  - A. The compensation that shall be paid to the Board of Directors.
  - B. The compensation that shall be paid to the Auditors.
13. Election of members and deputy members of the Board of Directors.  
*Proposal from the Nomination Committee:*
  - A. Gunnar Brock, re-election
  - B. Johan Forssell, re-election
  - C. Magdalena Gerger, re-election
  - D. Tom Johnstone, CBE, re-election
  - E. Sara Mazur, re-election
  - F. Grace Reksten Skaugen, re-election
  - G. Hans Stråberg, re-election
  - H. Jacob Wallenberg, re-election

- I. Marcus Wallenberg, re-election
  - J. Isabelle Kocher, new election
  - K. Sven Nyman, new election
14. Election of Chair of the Board of Directors.  
*Proposal from the Nomination Committee:*  
Jacob Wallenberg is proposed to be re-elected as Chair of the Board of Directors.
  15. Election of Auditors and deputy Auditors.
  16. Proposals for resolutions on:
    - A. A long-term variable remuneration program for employees within Investor, excluding Patricia Industries.
    - B. A long-term variable remuneration program for employees within Patricia Industries.
  17. Proposals for resolutions on:
    - A. Purchase and transfer of own shares in order to give the Board of Directors wider freedom of action in the work with the Company's capital structure, in order to enable transfer of own shares according to 17B, and in order to secure the costs connected to the long-term variable remuneration program according to 16A and the allocation of synthetic shares as part of the compensation to the Board of Directors.
    - B. Transfer of own shares in order to enable the Company to transfer own shares to employees who participate in the long-term variable remuneration program 2021 according to 16A.
  18. Proposal for resolution on share split and amendment to the Articles of Association.

### **The Board of Directors' proposals for decision**

#### ***Item 10 - Dividend and record date***

The Board of Directors proposes a dividend to the shareholders of SEK 14.00 per share to be paid in two installments. At the first installment SEK 10.00 per share is paid with the record date Friday, May 7, 2021. At the second installment SEK 4.00 per share is paid (or SEK 1.00 per share after implementation of the share split 4:1 proposed by the Board of Directors to the Annual General Meeting) with the record date Monday, November 8, 2021. Should the Meeting decide in favor of the proposal, payment of the dividend is expected to be made by Euroclear Sweden AB on Wednesday, May 12, 2021 and on Thursday, November 11, 2021.

#### ***Item 16 - Long-term variable remuneration (LTVR) programs***

##### ***Item 16A - An LTVR program for employees within Investor, excluding Patricia Industries, (the Investor program)***

(Numbers provided below are based on the current number of shares in Investor and will change, as applicable, to reflect the increased number of shares should the Annual General Meeting decide to approve the 4:1 share split proposed by the Board of Directors.)

The Board of Directors encourages employees to build up a significant shareholding in Investor. The Investor Program is structured to provide a balance between risk and reward for the employees. There is a requirement of personal holding of Investor shares (risk) but also the possibility to receive performance-related allocations of Investor shares (reward). The requirement of a personal holding of Investor shares is there to strengthen the commitment to Investor and to create an exposure to the long-term development of Investor. It also aligns the interests of shareholders and employees. The Grant Value per participant is set at a maximum

of each participant's annual fixed cash remuneration before taxes ranging from 10 percent to 100 percent of the annual fixed cash remuneration before taxes.

The Investor program has two main components: The Stock Matching Plan and the Performance Plan. The Stock Matching Plan is offered to all employees. Under this Plan, employees buy, or use already held, Investor shares ("Participation Shares"), and each Participation Share gives the right to receive two options ("Matching Options") and a right to purchase one Investor share ("Matching Share"). The Performance Plan, offered to the President and certain members of Senior Management, is performance based and provides the opportunity to purchase additional Investor shares.

The Annual General Meeting of Investor has annually, over several years, made similar decisions on Stock Matching Plans and Performance Plans. The oldest outstanding Investor programs are the programs from 2015. Since 2017, employees within Patricia Industries are included in a separate long-term variable remuneration program (see description in item 16B).

***The Investor program in short, decision procedure, majority requirements, etc.***

The Board of Directors has decided to propose an Investor program to the Annual General Meeting 2021, that is substantially the same as the program from 2020. The cost of the program has increased slightly compared to last year's program. The Remuneration Committee has prepared the matter before final decisions were taken by the Board of Directors. The implementation of the Investor program is conditional upon the approval of the scope and main principles of the program pursuant to a resolution adopted by simple majority at the Annual General Meeting.

The proposed Investor program for 2021 is connected to Investor shares of class B and has the following two components.

**1. Stock Matching Plan**

All employees are offered to participate in the Stock Matching Plan. Employees who choose to participate invest in Investor shares, or use Investor shares already held, as Participation Shares, each giving the right to receive two Matching Options and a right to purchase one Matching Share.

In order to qualify as a Participation Share, the share must be held by the employee with full title and must not be subject to any restrictions under any outstanding Stock Matching Plan. The employee may not dispose over the Investor share in any other way than as provided for in the Stock Matching Plan during the vesting period. The Participation Share may either be a share that the employee already owns or a share acquired during the so called "Measurement Period", i.e. a period following the publication of Investor's first interim report for 2021. The average volume weighted purchase price for the Investor share on Nasdaq Stockholm during the Measurement Period is referred to below as the "Participation Price".

Allocation occurs after a three-year vesting period. Then a four-year exercise period follows during which the Matching Shares can be acquired for SEK 10 per share and each Matching Option entitles the holder to purchase one Investor share at an exercise price corresponding to 120 percent of the Participation Price.

The President, other members of the Extended Management Group and a maximum of 20 other executives within Investor ("Senior Management") are required to participate in the Stock Matching Plan with Participation Shares corresponding to a "Participation Value" of at least 5 percent of their fixed cash remuneration before taxes. "Participation Value" refers to the number of Participation Shares multiplied by the Participation Price.

In addition, Senior Management is offered to participate with Participation Shares to such an extent that the value of the allocated Matching Options and Matching Shares amounts to a

maximum of between 10 and approximately 33 percent (for the President, approximately 33 percent) of their respective annual fixed cash remuneration before taxes, depending on position, performance, etc. Other employees are not obligated, but have a right, to participate with Participation Shares to an extent that the value of the allotted Matching Options and Matching Shares amounts to a maximum of 10 or 15 percent of fixed cash remuneration depending on position, performance, etc.

Under the Stock Matching Plan, the President is entitled to participate with (invest in) Participation Shares corresponding to a Participation Value of up to 40 percent of the annual fixed cash remuneration before taxes. If the President participates fully in the Stock Matching Plan, the possibility to receive Matching Shares and Matching Options under the Stock Matching Plan corresponds to a theoretical value of approximately 33 percent of the annual fixed cash remuneration before taxes.

The theoretical value of the Stock Matching Plan has been calculated taking into consideration the value of the options, the investment risk, the risk of termination of employment and the price paid for each Matching Share. At an estimated Participation Price of SEK 680 per share, the calculated value amounts to approximately 84 percent of the invested amount.

## **2. Performance Plan**

According to this proposal, Senior Management, in addition to participating in the Stock Matching Plan, also participates in a Performance Plan.

Under the Performance Plan, Senior Management, after a three-year vesting period, has the right, during a period of four years thereafter, to acquire additional Investor shares of class B ("Performance Shares") at a price corresponding to 50 percent of the Participation Price conditional upon the total return on the Investor shares exceeding a certain level during the vesting period.

The total return is measured during a three-year qualification period (quarterly measurement on running 12-month basis where the total outcome is estimated as the average total return during the three years based on 9 measurement points). In order to give the participants the right to acquire the maximum number of Performance Shares, the average annual total return of the Investor share (including reinvested dividends) must exceed the interest on 10-year government bonds by more than 10 percentage points. If the total return does not exceed the 10-year interest on government bonds by at least 2 percentage points, then Senior Management is not entitled to acquire any Performance Shares. If the total return is between the 10-year interest on government bonds plus 2 percentage points and the 10-year interest on government bonds plus 10 percentage points, then a proportional (linear) calculation of the number of shares that may be acquired shall be made.

The theoretical value of the opportunity to acquire Performance Shares for Senior Management shall amount to between 20 and approximately 67 percent of the respective Senior Manager's fixed cash remuneration for 2021 (for the President, approximately 67 percent).

The theoretical value of the opportunity to acquire a Performance Share considers, among other things, the likelihood of meeting the performance criteria and is based on the Black-Scholes valuation model. At an estimated stock price of SEK 680, the value of each opportunity to acquire a Performance Share amounts to SEK 153. The likelihood to meet the performance criteria has been, based on historical data for the Investor B share (verified by external advisors), calculated to approximately 50 percent.

The final number of Performance Shares that may be acquired is dependent on the outcome of the performance requirements, but cannot exceed a maximum number (limit) determined in conjunction with the allocation in 2021.

**Dividend adjustment**

When the Matching Shares and Performance Shares are acquired, the employee receives compensation for dividends paid during the vesting period and up to the date of acquisition in order for the program to be dividend neutral.

**Number of shares, costs and hedging arrangements**

A Participation Price of SEK 680 entails that the employees as a result of the Matching Options may acquire a maximum of 65,000 shares, if the employees exercise the Stock Matching Plan possibility to its full extent. The highest number of Matching Shares that the employees can have the right to acquire, including estimated remuneration for dividends, amounts to 40,000 provided employees fully exercise the possibility to participate in the Stock Matching Plan. The highest number of Performance Shares that Senior Management can have the right to acquire, given maximum outcome of the performance measures, including estimated remuneration for dividends, amounts to 215,000. The highest number of shares that can be acquired under the Investor program is, in order to maintain the value given above, dependent upon the Participation Price and can thus increase or decrease. The maximum number of shares can also change following a recalculation due to a rights issue, split, bonus issue or similar action.

The costs for the 2021 Investor program is based on the accounting principles in accordance with IFRS 2 and, with a Participation Price of SEK 680 and full participation for the shares during the Measurement Period, amounts to approximately SEK 28 million (of which the Extended Management Group approximately 13) for the Stock Matching Plan and approximately SEK 33 million (of which the Extended Management Group approximately 21) for the Performance Plan. Estimated costs for social security charges are included in these amounts. The costs will be allocated over the three-year vesting period.

In order to limit the costs, for the long-term variable remuneration, inclusive of social security charges, the Board of Directors intends to hedge the exposure by entering into total return swaps with third parties and/or, provided that the Annual General Meeting so decides under item 17 on the agenda, to purchase its own shares, which can be transferred to the employees under the Stock Matching Plan and the Performance Plan. The hedging measures, and the future handling of these, will have the effect that the costs mentioned above will not be affected by an increasing share price, but the costs may decrease if the goals for the Performance Shares are not fully met.

The intention is that no new shares shall be issued as a result of the Stock Matching Plan or the Performance Plan. In case of hedging through the acquisition of own shares, already existing shares may however first be repurchased and delivered to the employees, or be sold in the market in order to cover social security charges.

**Miscellaneous**

The Investor program 2021 is expected to result in only marginal dilutive effects for the Company and its shareholders since the program is limited in scope and as already existing shares will be used. Under the given assumptions above, the Investor program may lead to delivery of not more than 320,000 Investor shares, corresponding to approximately 0.04 percent of the total number of shares and approximately 0.01 percent of the total number of votes in the Company. Together with long-term variable remuneration programs previously resolved upon, which comprise approximately 0.85 million shares, the variable remuneration programs of Investor include approximately 0.2 percent of the total number of shares and approximately 0.03 percent of the total number of votes in the Company.

Further information regarding variable remuneration programs for previous years is contained in Investor's Annual Report and on [www.investorab.com](http://www.investorab.com).

***Item 16B – An LTVR program for employees within Patricia Industries (the PI program)***

It is the Board of Directors' ambition to continuously ensure a strong alignment between the variable remuneration of employees of Patricia Industries ("PI") and the value creation in the PI portfolio.

The purpose of the PI program is to encourage employees to build up significant economic holdings in Investor shares as well as, directly or indirectly, in existing and future investments made by PI. The PI program is structured to provide a balance between a) the employee's own personal investment in Investor shares, and b) performance-related allotments of instruments tied to existing and future investments made by PI.

The aspiration is that employees' own holdings should enhance the employees' commitment to PI and Investor. In addition, since a substantial part of the remuneration of the participating employees is related to the long-term development of PI (including new investments made by PI), the employees will be exposed to value increases and value decreases and the employees will thereby have goals aligned with those of Investor's shareholders.

In summary, the PI program is built on the same structure as the Investor program, but is related to the value growth of PI. The instruments in the PI program are granted under two different Plans, as further described below:

1. The PI Balance Sheet Plan (the "PI-BS Plan")
2. The PI North America Subsidiaries Plan (the "PI-NA Plan").

The instruments have a duration of up to seven years and participants are granted, conditional upon making a personal investment in Investor shares or the use of already held Investor shares, instruments that vest after a three-year vesting period and may be exercised and/or settled during the four-year period thereafter (subject to applicable US tax laws).

***The PI program in short, decision procedure, majority requirements, etc.***

The Board of Directors has decided to propose to the Annual General Meeting 2021 a PI program which substantially is the same as the program from 2020. The cost for the PI program is in line with the program from last year. The Board of Directors' decision has been preceded by the Remuneration Committee's preparation of the matter. The implementation of this PI program is conditional upon the approval of the scope and main principles of the program pursuant to a resolution adopted by simple majority at the Annual General Meeting in accordance with the proposal set out below.

***General terms for the PI program***

*Personal investment*

Similar to the proposed Investor program 2021 (item 16A), this program requires a personal investment in Investor shares ("Participation Shares"). In order to qualify for participation, the Participation Shares must be held by the employee with full title, and, must not be subject to any restrictions under any outstanding long-term variable remuneration program. The employee cannot dispose of the Participation Shares during the vesting period in any way other than as provided for in the PI program.

The Participation Shares may either be shares that the employee already owns or shares which are acquired during a period following the publication of Investor's first interim financial report for the year of grant (the "Measurement Period").

*Participants and Participation Value*

A maximum of 25 employees within PI are offered to participate in the PI program with Participation Shares corresponding to a "Participation Value" determined in line with the principles set out in the proposal regarding item 16A. The maximum Participation Value for each of the participants will depend on the participant's role and responsibilities, as well as place of

work, and will amount to a maximum of approximately between 17 percent and 58 percent of the participant's annual fixed cash remuneration before taxes.

Two categories of employees are offered to participate in the PI program: (i) PI Senior Management and (ii) Other PI Employees. Participants employed within the PI Nordic organization are only offered to participate in the PI-BS Plan whereas participants employed within the PI North America organization are offered to participate with 60 percent of their grant value (determined as described below) in the PI-BS Plan and 40 percent of their grant value in the PI-NA Plan.

#### *Grant Value*

Each participant is allocated a so called "Grant Value". The size of the Grant Value depends on the participant's position within PI as well as regional differences with regards to remuneration. The Grant Value per participant is set at a maximum of each participant's annual fixed cash remuneration before taxes ranging between 15 percent and approximately 160 percent of the annual fixed cash remuneration before taxes. Each participant must participate with the maximum number of Participation Shares, in order to be entitled to the maximum Grant Value. The Grant Value for each participant will be translated into a number of cash-settled instruments. This number of instruments, determined in conjunction with the grant, can never be exceeded (limit), only reduced, and depends on the outcome of the performance conditions (if applicable) described below.

#### *The PI-BS Plan*

Based on the Grant Value allocated to the PI-BS Plan, participants are granted instruments. The value of these instruments depends on the value creation in PI during the term of the instruments. The PI-BS Plan is structured to provide a balance between, on the one hand, the employees' assumption of risk through the requirement that they personally invest in Investor shares and, on the other hand, the possibility for the employees to receive remuneration based on the value created within business area PI.

#### *The PI-NA Plan*

Participants are granted instruments, based on the Grant Value allocated to the PI-NA Plan. The value of these instruments depends on the value creation of the North American operating subsidiaries of PI during the term of the instruments. The PI-NA Plan is structured to provide a balance between, on the one hand, the employees' assumption of risk through the requirement that they personally invest in Investor shares and, on the other hand, the possibility for the employees to receive remuneration based on the value created in the North American subsidiaries of PI.

#### *General terms of the instruments*

The instruments granted under the PI-BS Plan and the PI-NA Plan shall be governed by the following terms and conditions:

- Granted free of charge.
- Instruments granted to Other PI Employees under the two Plans replicate the structure of the Stock Matching Plan described in item 16A.
- Instruments granted to PI Senior Management under the two Plans consist both of instruments replicating the Stock Matching Plan in item 16A and instruments subject to specific performance conditions replicating the structure of the Performance Plan described in item 16A.
- The theoretical value of the instruments in the Plans is based on the Black-Scholes valuation model. The theoretical value of instruments in the Performance Plan also considers, among other things, the likelihood of meeting the performance criteria.
- Vest three years after grant (the "Vesting Period").
- May not be transferred or pledged.
- Subject to vesting, the instruments may be exercised and/or settled during the four-year exercise period following the end of the Vesting Period, subject to applicable US tax



laws and provided that the participant, with certain exceptions, maintains the employment with PI and keeps the Participation Shares during the Vesting Period.

- Cash-settled.
- Participants receive remuneration for dividends paid from time of grant up to the date of exercise and/or settlement in order for the PI program to be dividend neutral.

#### *Specific performance conditions for PI Senior Management*

The following performance conditions apply to the instruments under the PI program allocated to PI Senior Management (replicating the structure of the Performance Plan described in item 16A).

Instruments granted under the PI-BS Plan: In order for participants to be awarded the maximum number of instruments, the compounded annual growth of the fair market value of PI's balance sheet must exceed the interest on 10-year Swedish government bonds by more than 10 percentage points. If the compounded annual growth of the fair market value of PI's balance sheet does not exceed the 10-year interest on Swedish government bonds by at least 2 percentage points, then participants will not be awarded any instruments. If the applicable compounded annual growth is between the 10-year interest on Swedish government bonds plus 2 percentage points and the 10-year interest on Swedish government bonds plus 10 percentage points, then a proportional (linear) calculation of the award shall be made. Performance is measured three times during the three-year Vesting Period, each measurement on a running 12-month basis.

Instruments granted under the PI-NA Plan: In order for participants to be awarded the maximum number of instruments the compounded annual growth of the North American operating subsidiaries of PI must exceed the interest on 10-year US government bonds by more than 12 percentage points. If the compounded annual growth of the fair market value of the North American operating subsidiaries of PI does not exceed the 10-year interest on US government bonds by at least 4 percentage points, then participants will not be awarded any instruments. If the applicable compounded annual growth is between the 10-year interest on US government bonds plus 4 percentage points and the 10-year interest on US government bonds plus 12 percentage points, then a proportional (linear) calculation of the award shall be made. Performance is measured once, at the end of the three-year Vesting Period.

#### **Costs**

The PI program is accounted for in accordance with IFRS 2 which stipulates that the instruments are recorded as a personnel expense in the income statement and the Grant Value is recognized during the relevant Vesting Period. The relevant instruments issued under the PI program result in an obligation that is valued at fair value and recognized as an expense with a corresponding increase in liabilities. The liability is revalued at fair value every closing and at final settlement. At exercise or settlement, the liability is paid. All changes in the fair value as a result of changes in the initial fair value of the instruments are recognized in the financial net with a corresponding change in liabilities.

In addition to what is set forth below, the estimated costs for the PI program following the full three-year Vesting Period have been based on the following assumptions: that the PI program comprises up to a maximum of 25 participants, that each participant makes a maximum personal investment, that PI employees employed in Sweden have 100 percent of their Grant Value in the PI-BS Plan, and that PI employees employed in the US have 60 percent of their Grant Value in the PI-BS Plan and 40 percent in the PI-NA Plan, and that the aggregated Grant Value amounts to SEK 42 million.

Assuming an annual return of the fair market value of PI's balance sheet that exceeds the interest on 10-year Swedish government bonds (here assumed to be 0 percent) by 2 percentage points, the maximum cost for the PI-BS Plan as defined in IFRS 2 is estimated at approximately SEK 13 million and the maximum social security cost is estimated at

approximately SEK 1.7 million. Assuming an annual return on the fair market value of PI's balance sheet that exceeds the interest on 10-year Swedish government bonds (here assumed to be 0 percent) by 6 percentage points, the maximum cost for the PI-BS Plan as defined in IFRS 2 is estimated at approximately SEK 43 million and the maximum social security cost is estimated at approximately SEK 5 million. Assuming an annual return on the fair market value of PI's balance sheet that exceeds the interest on 10-year Swedish government bonds (here assumed to be 0 percent) by 10 percentage points, the maximum cost for the PI-BS Plan as defined in IFRS 2 is estimated at approximately SEK 89 million and the maximum social security cost is estimated at approximately SEK 11 million.

Assuming an annual return of the fair market value of the North American operating subsidiaries that exceeds the interest on 10-year US government bonds (here assumed to be 2 percent) by 4 percentage points, the maximum cost for the PI-NA Plan as defined in IFRS 2 is estimated at approximately SEK 6 million and the maximum social security cost is estimated at approximately SEK 0.1 million. Assuming an annual return of the fair market value of the North American operating subsidiaries that exceeds the interest on 10-year US government bonds (here assumed to be 2 percent) by 8 percentage points, the maximum cost for the PI-NA Plan as defined in IFRS 2 is estimated at approximately SEK 23 million and the maximum social security cost is estimated at approximately SEK 0.5 million. Assuming an annual return of the fair market value of the North American operating subsidiaries that exceeds the interest on 10-year US government bonds (here assumed to be 2 percent) by 12 percentage points, the maximum cost for the PI-NA Plan as defined in IFRS 2 is estimated at approximately SEK 46 million and the maximum social security cost is estimated at approximately SEK 0.9 million.

#### **Miscellaneous**

The PI program does not result in any share dilution.

The PI program has the purpose that employees within PI should have a long-term variable remuneration directly aligned with the value creation within the business area PI. The program is based on the same structure as Investor's program for long-term variable remuneration and contains corresponding performance criteria, but the outcome is depending on the development of the underlying assets of PI. Since these assets are not listed, the total cost of the program, which is cash-settled, cannot in an efficient way be capped by hedging arrangements. In order for the program to correspond as closely as possible and create a corresponding incentive profile as the Investor program, the total outcome for each individual participant in the program is limited by a maximum number of instruments that can be allocated, but not by any other type of predetermined limit.

Further information regarding variable remuneration programs in Investor and Patricia Industries for previous years is provided in Investor's Annual Report and on Investor's website, [www.investorab.com](http://www.investorab.com).

#### **Item 17 - Purchase and transfer of own shares**

##### ***Item 17A - Purchase and transfer of own shares in order to give the Board of Directors wider freedom of action in the work with the Company's capital structure, in order to enable transfer of own shares according to 17B, and in order to secure the costs connected to the long-term variable remuneration program according to 16A and the allocation of synthetic shares as part of the compensation to the Board of Directors***

The Board of Directors proposes that the Board is authorized, during the period until the next Annual General Meeting, to decide on (i) purchases of Investor's shares on Nasdaq Stockholm and purchases in accordance with purchase offerings to shareholders, respectively, and on (ii) transfer of Investor's shares on Nasdaq Stockholm, or in a manner other than on Nasdaq Stockholm including the right to decide on waiver of the shareholders' preferential rights and that payment may be effected other than in cash. The Company may purchase maximum so many shares that the Company's holding of own shares after the purchase amounts to a

maximum of one-tenth of all the shares in the Company. The Company may transfer maximum all own shares held at the time of the Board of Directors' resolution to transfer shares.

The purpose of the proposal is to give the Board of Directors wider freedom of action in the work with the Company's capital structure, possibility to resolve on transfer of own shares according to item 17B below, and possibility to secure the costs, including the social security payments, in connection with the long-term variable remuneration program according to 16A and with the allocation of synthetic shares as part of the compensation to the Board of Directors (as regards synthetic shares, see the Nomination Committee's proposal for decision below).

***Item 17B - Transfer of own shares in order to enable the Company to transfer own shares to employees who participate in the long-term variable remuneration program 2021 according to 16A***

The Board of Directors proposes that the Meeting resolves that transfer of Investor's shares, in a maximum number of 500,000 (or the higher number that may follow from a recalculation because of a split, bonus issue or similar action), to the employees in accordance with the long-term variable remuneration program described in item 16A shall be possible. The number of shares has been calculated with a certain margin as share price fluctuations during the period up and until the measurement period following the 2021 Annual General Meeting may have an effect on the value of the program and, thus, on the number of shares to be included in the program. (After implementation of the share split 4:1 proposed by the Board of Directors to the Annual General Meeting for decision, the maximum number of shares will be 2,000,000).

***Item 18 - Share split and amendment to the Articles of Association***

With a view to obtaining a suitable number of shares for the Company, the Board of Directors proposes that the Annual General Meeting resolves:

- that the number of shares in the Company is increased by dividing each share, regardless of series, into four shares (share split), whereby the number of shares in the Company increases to 3,068,700,120, of which 1,246,763,376 A-shares and 1,821,936,744 B-shares,
- that § 4 second paragraph of the Articles of Association is amended as follows:  
*"Shares may be issued in two classes, Class A and Class B. The minimum aggregate number of shares shall be ~~324,000,000~~ 1,296,000,000 and the maximum aggregate number of shares shall be ~~4,296,000,000~~ 5,184,000,000. The maximum number of Class A shares that may be issued shall be ~~4,296,000,000~~ 5,184,000,000 and the maximum number of Class B shares shall be ~~4,296,000,000~~ 5,184,000,000."*
- to authorize the Board of Directors to decide on the record date for the share split and that
- the Board of Directors, or a person appointed by the Board of Directors, shall be authorized to make such adjustments to the decision as required for registration or implementation.

The Annual General Meeting is to decide on the above proposal as a whole, in one single resolution.

**The Nomination Committee's proposals for decision**

Investor's Nomination Committee, consisting of Michael Treschow (Wallenberg Foundations, Chair of the Nomination Committee), Anders Oscarsson (AMF and AMF Funds), Lars Isacson (SEB Foundation), Ramsay Brufer (Alecta), jointly representing approximately 65 percent of the voting rights for all the shares in Investor, and Jacob Wallenberg (Chair of the Board of Directors), proposes the following.

***Item 1 - The Chair of the Meeting***

Eva Hägg, member of the Swedish Bar Association, or, in case of her impediment, the person instead appointed by the Nomination Committee.

**Item 11A - The number of members of the Board of Directors**

Eleven members of the Board of Directors and no deputy members of the Board of Directors.

**Item 11B - The number of Auditors**

One registered auditing company.

**Item 12A - The compensation to the Board of Directors**

A total compensation to the Board of Directors of SEK 12,205,000 in accordance with the following:

- SEK 10,865,000,
  - whereof SEK 2,925,000 (2,800,000) to the Chair, SEK 1,700,000 (1,625,000) to the Vice Chair and SEK 780,000 (750,000) to each of the other eight members of the Board which are not employed by the Company in cash and in so-called synthetic shares (see below) and,
- SEK 1,340,000 in cash as compensation for work in the committees of the Board of Directors, to be allocated as follows:
  - The Chair of the Audit and Risk Committee SEK 320,000 (305,000) and the three other members SEK 210,000 (200,000).
  - The Chair of the Remuneration Committee SEK 190,000 (180,000) and the two other members SEK 100,000 (95,000) each.

The Nomination Committee recommends the Board of Directors of Investor to, as in 2011-2020, establish a shareholding policy pursuant to which the members of the Board, that do not already have such holding, are expected to, over a five year period, acquire an ownership in Investor shares (or a corresponding exposure to the Investor share, for example in synthetic shares) with a market value which is expected to correspond to at least one year board compensation, before taxes, excluding compensation for committee work.

In order to facilitate the establishment of such holding or exposure the Nomination Committee proposes that the nominated member of the Board shall be entitled to elect to receive 50 percent of the proposed compensation before taxes, excluding compensation for committee work, in the form of synthetic shares and 50 percent in cash, instead of receiving 100 percent of the compensation in cash.

The synthetic shares will be valued in connection with allocation after the Annual General Meeting 2021 and shall be based on an average market price of shares of class B during a measurement period in conjunction with the allocation.

A synthetic share carries the same economic rights as an Investor share of class B, which means that the value of the Board of Director's compensation in synthetic shares, in the same way as shares of class B, fluctuate with the share price and dividend amount during the five year period until 2026, when each synthetic share entitles the member of the Board of Directors to receive an amount based on the then prevailing share price of an Investor share of class B.

The synthetic shares have the right, during the fifth calendar year after the beginning of term of office, on four occasions to receive payment, in respect of 25 percent of allocated synthetic shares on each occasion, in an amount in cash per synthetic share corresponding to the market price, at each respective occasion for payment, of an Investor share of class B. The synthetic shares shall be regarded as continuously vested during the term of office, with 25 percent per quarter. Dividends on Investor shares of class B, during the period up and until payment shall be credited the member of the Board of Directors in form of allocation of additional synthetic shares.

The Company's undertaking to effect future payments regarding the synthetic shares as described above, should be hedged by the Company, either by re-purchasing of its own shares, which then shall be sold on the market in connection with the payment to the members of the

Board of Directors or by hedging agreements with banks. The financial effect for the Company, if the members of the Board of Directors receive part of their compensation in synthetic shares compared to receiving the full compensation in cash, is due to the hedging arrangements, assessed to be very limited.

The proposal thus entails that the Annual General Meeting approves compensation to the Board of Directors in an amount of, in aggregate, SEK 12,205,000 whereof not less than SEK 0 and not more than SEK 5,432,500 shall consist of synthetic shares.

**Item 12B - The compensation to the Auditors**

Auditors' fees to be paid upon approval of their invoice.

**Item 13 - The members of the Board of Directors**

The following persons are proposed for re-election as members of the Board of Directors: Gunnar Brock, Johan Forssell, Magdalena Gerger, Tom Johnstone, Sara Mazur, Grace Reksten Skaugen, Hans Stråberg, Jacob Wallenberg and Marcus Wallenberg.

Lena Treschow Torell has declined re-election.

Isabelle Kocher and Sven Nyman are proposed to be elected as new members of the Board of Directors.

Isabelle Kocher was born in 1966 and is a French citizen. Isabelle Kocher is a member of the Board of the non for profit organizations Le Cercle des Économistes, RAISE and The B Team. Isabelle Kocher was CEO of Engie S.A. between 2016 and 2020, one of the world largest energy production and services group. Before her role as CEO of Engie, Isabelle Kocher had a long career within Engie (formerly GDF-Suez) at different executive roles including Head of Strategy, CEO of Lyonnaise des Eaux, Chief Financial Officer and Chief Operating Officer. Before her career in Engie, Isabelle Kocher held various positions in the French Ministry of Finance, including Industrial Advisor to the French Prime Minister. Isabelle Kocher's previous Board assignments include, among others, Director of the Board of Arkema S.A., AXA S.A., Engie S.A. and Suez S.A.. Isabelle Kocher is a graduate from Ecole Normale Supérieure (Ulm), she holds a PhD (Agrégation) of Physics and is a graduate from the Ecole des Mines de Paris.

Sven Nyman was born in 1959 and is a Swedish citizen. Sven Nyman is Vice Chair of the Board of Skandinaviska Enskilda Banken AB, Director of the Board of Ferd Holding AS, Axel and Margaret Ax:son Johnson Foundation, the Stockholm School of Economics and the School of Economics Association, as well as member of the Nobel Foundation Investment Committee. During the period 2002-2020, Sven Nyman was founder, CEO as well as Chair of the Board of RAM Rational Asset Management AB and RAM ONE AB. During the period 1984-2002, Sven Nyman held various executive roles within Investor AB and its partly-owned companies, and was in addition CEO and founder of Arbitech AB, at the time the leading Derivatives Market-Maker in Sweden, as well as of Lancelot Asset Management AB. Sven Nyman has also held positions as Financial Analyst and Portfolio Manager. Sven Nyman's previous Board assignments include, among others, Director of the Board of Alecta, Diligentia AB, Gambro AB and OM AB. Sven Nyman has a M.Sc. in Economics and Business Administration from the Stockholm School of Economics, Sweden.

**Item 14 - The Chair of the Board of Directors**

Jacob Wallenberg is proposed to be re-elected as Chair of the Board of Directors.

**Item 15 - The Auditors**

The registered auditing company Deloitte AB is proposed to be re-elected as Auditor for the period until the end of the Annual General Meeting 2022. Deloitte AB has informed that, subject to the approval of the proposal from the Nomination Committee regarding Auditor, the Authorized Public Accountant Jonas Ståhlberg will continue as the auditor in charge for the

audit. The Nomination Committee's proposal is consistent with the Audit and Risk Committee's recommendation.

### **Proposal for resolutions regarding persons to attest the minutes and regarding the voting list**

#### ***Item 2 - Persons to attest the minutes***

Marianne Nilsson, Swedbank Robur Fonder, and Ossian Ekdahl, Första AP-fonden (AP1), (or if one or both of them are prevented, the person or persons instead appointed by the Nomination Committee) are proposed to be elected to attest the minutes of the Meeting. The task of attesting the minutes of the Meeting also includes verifying the voting list and that the advance votes received are correctly stated in the minutes of the Meeting.

#### ***Item 3 - Voting list***

The voting list proposed for approval under item 3 on the agenda, is the voting list drawn up by Euroclear Sweden AB on behalf of the Company, based on the Meeting's register of shareholders and advance votes received, as verified by the persons attesting the minutes of the Meeting.

#### **Shares and votes**

Investor's share capital amounts to SEK 4,794,843,937.50, represented by 767,175,030 shares divided into 311,690,844 A-shares and 455,484,186 B-shares. A-shares carry one vote while B-shares carry 1/10th vote. Investor holds, as per March 29, 2021, 1,283,867 own B-shares, corresponding to 128,386.7 votes, which cannot be represented at the Meeting.

#### **Qualified majority**

The implementation of the Board of Directors' proposal under item 17A and 18 on the agenda is subject to the approval at the Annual General Meeting with at least 2/3 of both the votes cast and of the shares represented at the Meeting. The implementation of the Board of Directors' proposal under item 17B on the agenda is subject to the approval at the Annual General Meeting with at least 9/10 of both the votes cast and of the shares represented at the Meeting.

#### **Further information**

Information about persons proposed as members of the Board of Directors of Investor AB, information about proposed Auditor and the Nomination Committee's statement etc., can be found on Investor's website, [www.investorab.com](http://www.investorab.com). The Board of Directors' complete proposal (and related statement) regarding item 17 on the agenda (purchase and transfer of own shares) are available at Investor and on Investor's website, [www.investorab.com](http://www.investorab.com), and are sent free of charge to the shareholders who request the Company to do so. Accounting documents, the Audit Report, the Board of Directors' Remuneration Report and the statement of the Auditors regarding the application of guidelines for remuneration, are presented by being available at Investor and on Investor's website, [www.investorab.com](http://www.investorab.com). They are also sent free of charge to the shareholders who request the Company to do so. The shareholders' register for the Meeting will be available at Investor AB's office, Arsenalsgatan 8C, SE-103 32 Stockholm, Sweden. For those who want to vote in advance by proxy, a form of a power of attorney may be found on Investor's website, [www.investorab.com](http://www.investorab.com), and is sent free of charge to the shareholders who request the Company to do so.

For information on how your personal data is processed, see:

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

Investor AB (publ) has Reg. No. 556013-8298 and registered office in Stockholm, Sweden.

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Stockholm, March 2021

Investor AB (publ)  
The Board of Directors