



Proposal of the Board of Directors on authorisation for the Board of Directors to resolve on acquisition and transfer of own shares

The Board of Directors of RVRC Holding AB (publ) proposes that the Annual General Meeting 2022 (the “AGM”) authorises the Board of Directors to resolve upon acquisition of the company’s own shares according to the following terms: (i) acquisition of shares may take place on Nasdaq Stockholm, (ii) acquisition of shares may take place on one or several occasions during the time up to the Annual General Meeting for 2023, (iii) acquisition of shares may only be made so that the shares held by the company at any point in time does not exceed ten (10) percent of all shares in the company, (iv) acquisition of shares shall be made at a price which falls within the prevailing price range registered at each point in time, meaning the range between the highest purchase price and the lowest selling price, and (v) payment for acquired shares shall be made in cash.

Furthermore, the Board of Directors proposes that the AGM authorises the Board of Directors to resolve upon transfer of the company’s own shares according to the following terms: (i) transfer of shares may take place on Nasdaq Stockholm or in connection with acquisition of companies or businesses, on market terms, (ii) transfer of shares may take place on one or several occasions during the time up to the Annual General Meeting 2023, (iii) the maximum number of shares to be transferred may not exceed the number of shares held by the company at the time of the Board of Directors’ resolution, (iv) transfer of shares shall be made at a price which falls within the prevailing price range registered at each point in time, meaning the range between the highest purchase price and the lowest selling price, and (v) payment for transferred shares may be made in other forms than cash. The authorisation includes the right to resolve on deviation from the shareholders’ preferential right.

The purpose of the proposed authorisations is to (a) allow the Board of Directors to adjust the company’s capital structure, to contribute to shareholder value, and (b) be able to exploit attractive acquisition opportunities by fully or partly financing future acquisitions with the company’s own shares. At the time of this proposal, the company does not hold any own shares.

The Board of Directors has presented a reasoned statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act. The statement is available at the company and on the company’s website <https://corporate.revolutionrace.com/en/>.

The Board of Directors shall be entitled to resolve on the other terms and conditions for acquisition and transfer of own shares. The Chairperson of the Board of Directors, or the person appointed by the Chairperson of the Board of Directors, is authorised to make such minor adjustments in the above proposal that may prove to be necessary in connection with execution of the Board of Directors’ resolution on acquisition and transfer of own shares.



Majority requirements

In order for the AGM's resolution in accordance with the Board of Directors' proposal as set out above to be valid, the resolution requires approval of at least two thirds of the votes cast and the shares represented at the AGM.

Borås in October 2022
RVRC Holding AB (publ)
The Board of Directors