

# Resolutions at the Annual General Meeting in Bufab AB

**At Bufab's Annual General Meeting (AGM) which was held today on 24 April 2025, the following principal resolutions were passed.**

## **Adoption of the income statements and balance sheets and resolutions on appropriation of the company's profit and discharge from liability**

The income statements and balance sheets for the company and the group were adopted, together with the Board of Directors' proposal for appropriation of the company's profit. The dividend was determined to SEK 5.25 per share, with 28 April 2025 as the record date. The estimated date for payment of the dividend is 2 May 2025. The Board of Directors and the CEO were discharged from liability for the financial year 2024.

## **Board of Directors, remuneration to the Board members and auditor**

In accordance with the Nomination Committee's proposal, the AGM resolved that the Board of Directors shall consist of seven members elected by the meeting and no deputies. The AGM further resolved, in accordance with the Nomination Committee's proposal, that the fees to the Board members shall amount to SEK 900,000 to the Chairman of the Board, and SEK 365,000 to each of the other members not employed by the company. For committee work, it was resolved that a remuneration of SEK 160,000 shall be paid to the Chairman of the Audit Committee, that a remuneration of SEK 70,000 shall be paid to each of the other members of the Audit Committee, that a remuneration of SEK 50,000 shall be paid to the Chairman of the Remuneration Committee and that a remuneration of SEK 35,000 shall be paid to each of the other members of the Remuneration Committee.

In accordance with the Nomination Committee's proposal, the AGM resolved on re-election of the Board members Bengt Liljedahl, Hans Björstrand, Per-Arne Blomquist, Anna Liljedahl, Eva Nilsagård and Bertil Persson and new election of Caroline Reuterskiöld, all for the period until the close of the next Annual General Meeting. Bengt Liljedahl was re-elected as Chairman of the Board.

The AGM resolved in accordance with the Nomination Committee's proposal, for the period up to and including the Annual General Meeting 2026, on re-election of Öhrlings PriceWaterhouseCoopers AB as the company's auditor, with authorised public accountant Johan Rippe as auditor in charge, to be paid according to approved invoice.

## **Remuneration report**

The AGM approved the Board of Directors' report regarding compensation pursuant to Chapter 8, Section 53 a of the Swedish Companies Act.

## **Share split and amendment to the Articles of Association**

In accordance with the Board of Directors' proposal, the AGM resolved on a share split and an amendment to the Articles of Association. The share split means that the number of shares will

increase by dividing each existing share into five shares, which means that the number of shares in the company will increase from 38,110,553 to 190,552,665 shares. The share split also means that the quota value of the share will change from approximately SEK 0.0144 to approximately SEK 0.0029.

The amendment to the Articles of Association means that the limits for the number of shares in accordance with § 4 of the Articles of Association are adjusted so that the share capital shall amount to a minimum of SEK 500,000 and a maximum of SEK 2,000,000, and that the number of shares shall be a minimum of 180,000,000 and a maximum of 720,000,000.

Furthermore, the Board of Directors was authorised to determine the record date for the share split. When the Board of Directors has resolved on the record date, it will be announced through a separate press release.

### **Long-term share based incentive program**

In accordance with the Board of Directors' proposal, the AGM resolved to adopt a long-term share based incentive program by way of a performance-based share savings programme for the CEO, senior executives and certain other key employees within the group.

The programme shall comprise a maximum of 516,547 shares, corresponding to approximately 0.19 percent of the total number of outstanding shares in the company. Participation in the programme requires a personal investment by the participants in so-called investment shares, where the possible investment amount depends on which participation category the participant belongs to. The programme contains two performance targets: (1) Bufab's EBITA growth where EBITA for the financial year 2024 is compared to EBITA for the financial year 2027, and (2) Total Shareholder Return (TSR) for Bufab's share between May 2025 and May 2028. Depending on the fulfilment of these pre-determined performance targets, the participants will, after the lapse of a three-year vesting period, be allotted a number of performance shares in the company free of charge, provided also, inter alia, that they remain employed in the Bufab group, in accordance with the terms of the programme.

To ensure Bufab's delivery of shares, it was resolved that the Board of Directors is authorised to, with deviation from the shareholders' preferential rights, resolve on acquisition and transfer of own shares to the participants in the company's incentive programmes.

### **Authorisation to transfer shares in the company**

In accordance with the Board of Directors' proposal, the AGM resolved to authorise the Board of Directors to, on one or more occasions during the period up until the next Annual General Meeting, resolve upon transfer of the company's own shares.

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Bufab is a trading company that offers its customers a full-service solution as Supply Chain Partner for sourcing, quality control, sustainability and logistics for C-Parts. Bufab was founded in 1977 in Småland, Sweden, and is an international group that today consists of more than 50 companies. The group has 1,800 employees in some 29 countries and annual sales of SEK 8.0 billion in 2024. The share is listed on Nasdaq Stockholm since 2014. Read more on [www.bufabgroup.com](http://www.bufabgroup.com).