

07 April 2025 08:30:00 CEST  
PRESS RELEASE

# Notice of Annual General Meeting in Profoto Holding AB (publ)

**The shareholders of Profoto Holding AB (publ), reg. no. 556810-9879, (the "Company") are hereby invited to the annual general meeting on Wednesday 7 May 2025 at 11:00 CET at the Company's premises on Landsvägen 57 in Sundbyberg. The doors to the meeting will open at 10:30 CET.**

## Right to attend and notification

Shareholders who wish to attend the annual general meeting must:

- on the record date, which is Monday 28 April 2025, be registered in the share register maintained by Euroclear Sweden AB; and
- notify the Company of their participation and any assistants (no more than two) in the annual general meeting no later than Wednesday 30 April 2025. The notification shall be in writing to Baker & McKenzie Advokatbyrå, Attn: Filippa Kronsporre, Box 180, 101 23 Stockholm (kindly mark the envelope "Profoto AGM"), or via e-mail to [filippa.kronsporre@bakermckenzie.com](mailto:filippa.kronsporre@bakermckenzie.com). The notification should state the name, personal/corporate identity number, shareholding, address and telephone number and, when applicable, information about representatives, counsels and assistants. When applicable, complete authorization documents, such as registration certificates and powers of attorney for representatives and assistants, should be appended the notification.

## Nominee shares

Shareholders, whose shares are registered in the name of a bank or other nominee, must temporarily register their shares in their own name with Euroclear Sweden AB in order to be entitled to participate in the general meeting. Such registration, which normally is processed in a few days, must be completed no later than Monday 28 April 2025 and should therefore be requested from the nominee well before this date. Voting registration requested by a shareholder in such time that the registration has been made by the relevant nominee no later than on Wednesday 30 April 2025 will be considered in preparations of the share register.

## Proxy etc.

Shareholders represented by proxy shall issue dated and signed power of attorney for the proxy. If the proxy is issued by a legal entity, attested copies of the certificate of registration or equivalent authorization documents, evidencing the authority to issue the proxy, shall be enclosed. The proxy must not be more than one year old, however, the proxy may be older if it is stated that it is valid for a longer term, maximum five years. A copy of the proxy in original and, where applicable, the registration certificate, should in order to facilitate the entrance to the general meeting, be submitted to the Company by mail at the address set forth above and at the Company's disposal no later than on 30 April 2025. The proxy in original and, when applicable, the certificate of registration must be presented at the general meeting. A proxy form will be available on the Company's website, [www.profoto.com](http://www.profoto.com), and will also be sent to shareholders who so request and inform the Company of their postal address.

## Draft agenda

1. Opening of the meeting and election of chairman of the meeting
2. Preparation and approval of voting register

3. Approval of the agenda
4. Election of one or two persons to certify the minutes
5. Determination of whether the general meeting was duly convened
6. Presentation of the annual report and the auditor's report and the consolidated financial statements for the group
7. Resolution on the adoption of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet
8. Resolution on the allocation of the Company's profit or loss according to the adopted balance sheet
9. Resolution on discharge from liability for board members and the managing director
10. Determination of the number of board members and deputy board members as well as the number of auditors and deputy auditors
11. Determination of board and auditor fees
12. Election of the board of directors and audit firm
13. Resolution regarding authorization for the board to issue shares
14. Resolution on allocation principles for warrants of series TO 2025/2028
15. Resolution regarding authorization for the board of directors to resolve on repurchase and transfer of own shares
16. Presentation and adoption of the board of directors' remuneration report
17. Closing of the meeting

## **Proposed resolutions**

### **Item 1: Opening of the meeting and election of chairman of the meeting**

The nomination committee proposes that Hans Eckerström, chairman of the board, or anyone he appoints in his stead, is appointed as chairman of the general meeting.

### **Item 8: Resolution regarding decision regarding the profit or loss of the Company in accordance with the adopted balance sheet**

The board of directors proposes a dividend of SEK 2.00 per share, to be distributed on two occasions (SEK 1.00 per occasion). The proposed record dates for the dividends are 9 May 2025 (SEK 1.00 per share) and 21 October 2025 (SEK 1.00 per share). Payment from Euroclear Sweden AB is expected to take place on 14 May 2025 and on 24 October 2025. Dividends to holders of shares amount to a maximum of SEK 40,000,000 per occasion, in total SEK 80,000,000.

Furthermore, the board of directors proposes that the meeting resolves that the shares that may be issued under the authorization according to item 13 shall entitle to dividends from the day they are entered into the share register maintained by Euroclear Sweden AB. At maximum utilization of the authorization, entailing the issue of a maximum of 4,000,000 shares, an amount for additional shares of up to SEK 4,000,000, may be distributed.

### **Item 10: Determination of the number of board members and deputy board members as well as the number of auditors and deputy auditors**

The nomination committee proposes that the board shall consist of five directors. The nomination committee further proposes that the number of auditors shall be one registered accounting firm.

### **Item 11: Determination of fees for the board of directors and the auditors**

The Nomination Committee proposes that the fees to the board shall amount to SEK 600,000 (600,000) for the Chairman of the Board and SEK 300,000 (300,000) for each of the other board members who are not employed by the company. Furthermore, it is proposed that additional fees for committee work be set at

SEK 180,000 (180,000) for the Chairman of the Audit Committee, and SEK 90,000 (90,000) for the other members of the Audit Committee. It is further proposed that no compensation be given to the members of the Remuneration Committee (60,000 previous year).

Anders Hedebark is an employee of the company and therefore receives no board remuneration.

The nomination committee proposes that the auditor shall be entitled to a fee in accordance with approved invoice.

#### **Item 12: Election of the board of directors and audit firm**

The nomination committee proposes the re-election of the current directors Magnus Brännström, Hans Eckerström, Pernilla Ekman, Anders Hedebark and Helene Willberg. Helena Holmgren has declined re-election. Furthermore, it is proposed to re-elect Hans Eckerström as chairman of the board.

The nomination committee further proposes the re-election of the registered audit firm Öhrlings PricewaterhouseCoopers AB as the company's auditor for a period up until the end of the next annual general meeting. Öhrlings PricewaterhouseCoopers AB has announced that the authorized auditor Aleksander Lyckow continues as main responsible auditor.

#### **Item 13: Resolution regarding authorization for the board to issue shares**

The board of directors of the Company proposes that the Annual General Meeting authorize the Board of Directors to, on one or several occasions up until the next Annual General Meeting, resolve on new issue of shares. Such issue may entail a deviation from the shareholders' preferential right to subscribe for new shares and entail that payment for the new shares may be made in cash or by consideration in kind or by right of set-off. The number of shares to be issued by virtue of the authorization shall not exceed 10 percent of the registered share capital (as per the date of the resolution on the issue of new shares). The Board of Directors shall be entitled to establish remaining conditions of the issue, including the issue price. The issue price shall be determined in accordance with market practice.

The purpose of the authorization is to increase the financial flexibility of the Company. Upon deviation from the shareholders' preferential rights, the reason may be, by way of issue of payment in cash, in kind or through set-off, to enable acquisitions by way of payment by own shares, to strengthen the Company's capital base in connection with company acquisitions or other strategic investments or other investments, to obtain capital contributions from current owners and/or new owners, which are considered strategically important from an operational, financial, structural or other perspective, and/or to give the Board of Directors increased freedom of action in its work on the Company's capital structure.

The board of directors or anyone appointed by the board of directors is given the right to make the adjustments necessary in connection with the registration of the resolution at the Swedish Companies Registration Office.

#### **Item 14: Resolution on allocation principles for warrants of series TO 2025/2028**

The Annual General Meeting 2023 resolved on an incentive programme TO 2025/2028 in the form of a subscription warrant programme comprising a maximum of 360,000 subscription warrants of series TO 2025/2028, to be transferred at market price to executive management (excluding the CEO) and other key employees no later than 15 June 2025, to be allocated with a maximum of 180,000 subscription warrants to the CFO and, within the framework of a maximum of 180,000 subscription warrants, a maximum of 10,000-50,000 subscription warrants to other key employees, totalling approximately six persons, depending on position. In order to better align with the current composition of the executive management and key employees in the group, and to promote broader employee participation and further strengthen the

incentives within the organisation, the Board of Directors considers that the principles for the allotment of subscription warrants should be adjusted and propose that the Annual General Meeting 2025 resolve that allotment of a maximum of 360,000 subscription warrants (i.e. an unchanged amount) of series TO 2025 /2028 shall be made in accordance with the following adjusted allotment principles:

| <b>Category</b>   | <b>Number of subscription warrants that can be allotted, within a maximum of 360,000 in total</b> | <b>Maximum investment per person (SEK)</b> |
|---|---|--|
| <i>Executive management (excluding CEO) (8 persons)</i> | Maximum 60,000 per person, depending on the position, within a maximum of 270,000 in total        | Maximum 720,000                            |
| <i>Other key employees (approximately 15 persons)</i>   | Maximum 15,000 per person, depending on the position, within a maximum of 180,000 in total        | Maximum 180,000                            |

The other terms and conditions of TO 2025/2028 will remain unchanged, as resolved by the annual general meeting 2023.

**Item 15: Resolution regarding authorization for the board of directors to resolve on repurchase and transfer of own shares**

The board of directors of the Company proposes that the annual general meeting resolves to authorise the board of directors to decide on purchases of the Company's own shares in accordance with the following main terms:

1. Share repurchases may be made only on Nasdaq Stockholm or any other regulated market.
2. The authorisation may be exercised on one or more occasions before the 2026 annual general meeting.
3. The maximum number of own shares that may be repurchased so that the Company's holding of shares at any given time does not exceed 10 percent of the total number of shares in the Company.
4. Repurchases of the Company's own shares on Nasdaq Stockholm may only be made at a price within the range of the highest purchase price and lowest selling price at any given time.
5. Payment for the shares shall be made in cash.

In addition, the board of directors proposes that the annual general meeting resolves to authorise the board of directors to decide on transfers of own shares, with or without deviation from the shareholders' preferential rights, in accordance with the following main terms:

1. Transfers may be made on (i) Nasdaq Stockholm or (ii) outside of Nasdaq Stockholm in connection with acquisitions of companies, operations or assets.
2. The authorisation may be exercised on one or more occasions before the 2026 Annual General Meeting.
3. The maximum number of shares that may be transferred corresponds to the number of shares held by the Company at the point in time of the Board of Directors' decision on the transfer.
4. Transfers of shares on Nasdaq Stockholm may only be made at a price within the range of the highest purchase price and lowest selling price at any given time. For transfers outside of Nasdaq Stockholm, the price shall be set so that the transfer is made at market terms.
5. Payment for transferred shares may be made in cash, through in-kind payment, or through set-off against claims with the Company.

The purpose of the authorisations is to give the board of directors greater scope to act and the opportunity to adapt and improve the Company's capital structure and thereby create further shareholder value, and take advantage of any attractive acquisition opportunities.

The board of directors shall have the right to decide on other terms for repurchases and transfers of own shares in accordance with its authorisation. The Board of Directors also has the right to authorise the Chairman of the Board, the Group CEO, or the person designated by the Board to make such minor adjustments that may be necessary in connection with the execution of the Board's decision to repurchase and transfer shares.

#### **Item 16: Presentation and approval of the board of directors' remuneration report**

The board of directors proposes that the annual general meeting approves the remuneration report for the financial year 2024.

#### **Majority requirements**

A resolution in accordance with item 13 and 15 is valid only where supported by shareholders holding not less than two-thirds of both the shares voted and of the shares represented at the general meeting.

Resolution in accordance with item 14 is valid where supported by shareholders representing at least nine-tenths of both the shares voted for and of the shares represented at the general meeting.

#### **Number of shares and votes**

The total numbers of shares and votes in the Company on the date of this notice are 40,000,000. The Company holds no own shares.

#### **Other**

Copies of accounts, auditor statement and proxy form are available at least three weeks in advance of the annual general meeting. The complete proposals and other documents that shall be available in accordance with the Swedish Companies Act are available at least three weeks in advance of the meeting. The nomination committee's complete proposal regarding election of directors and auditor including the statement on the nomination committee's proposal regarding the board of directors are available as from today. All documents are available at the Company's premises in accordance with the above and at the Company's website <https://investors.profoto.com/en/general-meeting/> and will be sent to shareholders who request it and provide their e-mail or postal address.

The shareholders hereby notified regarding the right to, at the annual general meeting, request information from the board of directors and managing director according to Ch. 7 § 32 of the Swedish Companies Act.

#### **Processing of personal data**

For information on how personal data is processed in relation the meeting, see the Privacy notice available on Euroclear Sweden AB's website:  
<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Sundbyberg in April 2025

**Profoto Holding AB (publ)**

The board of directors

**Attachments**

[Notice of Annual General Meeting in Profoto Holding AB \(publ\)](#)