

# Invitation to AGM of ProfilGruppen AB

*This is a translation of the Swedish version of the notice. In case of any discrepancies, the Swedish version shall prevail.*

Shareholders of ProfilGruppen AB (publ), corporate identity number 556277-8943, are hereby invited to attend the Annual General Meeting (AGM) on Tuesday April 18, 2023 at 16:00 in Folkets Hus in Åseda.

## Program for shareholders

15:00-15:55 Registration for the meeting  
Coffee will be served  
16:00 Opening of the AGM  
17:00 (approx.) A light dinner will be served at Hotell Olof (across the street)

## Right to attend and registration

In order to attend the AGM and to have voting rights, the shareholder must:

- be registered in the share register managed by Euroclear Sweden AB by Thursday April 6, 2023, and
- register with the company not later than Wednesday April 12, 2023. Registration for attendance at the AGM can be made by the registration form on the company's website at [www.profilgruppen.se](http://www.profilgruppen.se), by mail to ProfilGruppen AB, Box 36, SE-364 21 Åseda or by telephone + 46 474 550 00 (workdays, opening hours 09.00-15.00). At registration the shareholders shall state their name/company name, civic registration number/corporate identity number, address, telephone number, representatives if required (not more than two).

## Nominee-registered shares

Holders of nominee-registered shares held through a bank or other custodian must request temporary registration under their own names in the share register at Euroclear Sweden AB in order to have the right to attend the AGM. This means that the shareholder must notify the nominee in good time before Thursday April 6, 2023, when (at the latest) such a registration must be completed.

## Proxies etc.

Shareholders may appoint one or more proxies. The shareholder shall in such case issue a written and dated power of attorney for the proxy. The power of attorney is valid maximum one year from issuance, unless a longer validity period has been specifically stipulated, however maximum five years.

If the power of attorney is granted by a legal entity, certified authorisation documents (certificate of registration or corresponding) must be enclosed. The power of attorney and certified authorisation documents (if applicable) should be submitted to the company in good time before the AGM using the address stated above. A power of attorney form is available on the company's website at [www.profilgruppen.se](http://www.profilgruppen.se).

## Proposed agenda

- 1 The AGM is opened
- 2 Election of a Chairman for the AGM
- 3 Selection of adjusters
- 4 Preparation and approval of the voting list
- 5 Approval of the Board's proposed agenda
- 6 Confirmation that the AGM has been duly convened
- 7 Submission of the annual report and the auditors' report and also the consolidated accounts and consolidated auditors' report. In conjunction therewith:
  - a. Speech by the CEO
  - b. The auditor's report regarding the audit work during 2022
- 8 Decision regarding adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet
- 9 Decision regarding allocations of the company's profit or loss as per the adopted balance sheet
- 10 Decision regarding discharge from liability for the Members of the Board and the CEO
- 11 Report regarding the nomination committee's proposals
- 12 Decision regarding the number of Board Members and deputies
- 13 Election of the members of the Board and Chairman of the Board
- 14 Submission for approval of the fees for the Chairman of the Board, the Members of the Board and remuneration committees
- 15 Submission for approval of the fee for the auditor
- 16 Election of auditor
- 17 Authorisation for the Board to decide on new issues of shares
- 18 Proposal regarding nomination committee for the AGM 2024
- 19 Submission for approval of guidelines for remuneration for senior executives
- 20 Closing of the AGM



## Proposals for decision

### Paragraph 2 – Chairman of the AGM

ProfilGruppen's Nomination Committee for the AGM 2023 consists of Bengt Stillström (Ringvägen Venture AB), the Chairman of the Nomination Committee, Lars Johansson (shareholder), Mats Egeholm (shareholder) and Petter Stillström (Hanna Kusterer). The Nomination Committee proposes Mats Johansson as Chairman of the AGM 2023 or, in his absence, the one appointed by the Nomination Committee instead.

### Paragraph 9 – Dividend

The Board proposes a dividend of SEK 4 per share (previous year SEK 13.50) for the financial year 2022.

The record date for the dividend shall be Thursday April 20, 2023. Payment through Euroclear Sweden AB is expected to take place on Tuesday, April 25, 2023.

### Paragraph 12 – Number of Board Members

The Nomination Committee proposes that the number of Board members elected by the AGM shall be four (4) ordinary members and no deputies.

### Paragraph 13 – Board Members

The Nomination Committee proposes re-election of Mats Johansson, Tomas Berggren, Mari Kadowaki and Bengt Stillström is proposed. Anders Birgersson has declined re-election. Mats Johansson is proposed as Chairman of the Board.

If the chairman's assignment ends prematurely, the board will among itself elect a new Chairman of the Board.

Information regarding the proposed members can be found under "Annual General Meeting 2023" on the company's website [www.profilgruppen.se](http://www.profilgruppen.se) and will also be available at the meeting.

### Paragraph 14 – Fees for the Board

The Nomination Committee proposes the following fees to the Board. Fee of SEK 400,000 (previous year SEK 400,000) to the Chairman of the Board and fee of SEK 155,000 (previous year SEK 155,000) to each of the Board Members elected by the AGM and not employed by the Group.

The remuneration and audit committees are included in the Board's tasks and no additional fees will be awarded (SEK 0). No fees will be paid to Board Members and deputies elected by the employees (SEK 0).

### Paragraph 15 – Fee for the auditor

The nomination committee proposes that remuneration for auditors is to be paid in accordance with approved invoices.

### Paragraph 16 – Auditor

The Nomination Committee proposes reelection of the registered accounting firm Ernst & Young AB for the period up until the closing of the AGM 2024, whereby they have

announced that the chartered accountant Marika Sengoltz is intended to be appointed as auditor in charge.

### Paragraph 17 – Authorization for the Board to decide on new issues of shares

The Board proposes that the AGM authorizes the Board to, during the period up until the next AGM, on one or more occasions, with or without preferential rights for the shareholders, decide upon new issues of maximum 700,000 shares, in total corresponding to approximately 9,5 percent of the share capital on the date of this notice. The decision on new issue of shares may contain conditions stating that the shares issued may be paid in kind, through set-off or as else to be subscribed for, as set forth in the Swedish Companies Act chapter 13, section 5, first paragraph. The Board is further authorized to decide on the other terms of a new issue of shares.

For a valid decision of the AGM, assistance from shareholders representing at least two thirds of both the votes cast and the votes represented at the AGM is required.

The reason for the authorization is to enable the company to issue shares as payment for acquisitions of companies or shares of companies and/or assets, which the Board deems to be of value to the ProfilGruppen group's activities, or to strengthen the company's capital position.

### Paragraph 18 – Nomination Committee for AGM 2024

The Nomination Committee proposes that the Nomination Committee shall consist of four members, Bengt Stillström, as Chairman and the members Lars Johansson, Mats Egeholm and Petter Stillström.

In the event that a member of the Nomination Committee resigns, the remaining members shall, if the Nomination Committee so decides, appoint a suitable replacement to the Nomination Committee for the remainder of the term of office.

The duties of the Nomination Committee are to propose Chairman of the Board and other Board Members for the AGM 2024 or other General Meeting election, Chairman of the AGM and Board, committee, and auditor fees. The Nomination Committee will also propose auditors and, where appropriate, procedures for the nomination of a new Nomination Committee. The proposals of the nomination committee shall be submitted to the Board in due time to be published in conjunction to the notice of the AGM.

The work of the Nomination Committee shall follow the guidelines in the Swedish Corporate Governance Code (The Code).

Further information from the nomination committee will be provided as stated below under "Other information".

### Paragraph 19 – Submission for approval of guidelines for remuneration for senior executives

The Board of Directors proposes that the AGM approve the Board's remuneration report for 2022. The remuneration report will be available on the company's website prior to the AGM.

### Shareholder's right to receive information

The Board of Directors and the CEO shall, if any shareholder so requests and the Board of Directors considers that it can be done without material harm to the company, provide information about conditions that may affect the assessment of an item on the agenda or the company's financial situation.

Requests for such information must be submitted in writing to the company no later than ten days before the Annual General Meeting, i.e. no later than April 8, 2023, to ProfilGruppen AB, "Annual General Meeting", Box 36, SE-364 21, Åseda or by e-mail to [styrelsen@profilgruppen.se](mailto:styrelsen@profilgruppen.se). The information will be available on the company's website, [www.profilgruppen.se](http://www.profilgruppen.se) and at the company's head office, Östra Industrivägen, 364 21, Åseda, no later than five days before the meeting, i.e. no later than 13 April 2023. The information is also sent to shareholders who have requested it and provided their address.

### Other information

The number of shares in the company on the day of this notice amounts to 7,398,775, corresponding to 7,398,775 votes.

The annual report and the auditors' report, the auditors' statement regarding the guidelines for remuneration and the Board's complete proposals with associated documents are held available at the company's premises, Östra Industriområdet, Åseda, and at the company's website, [www.profilgruppen.se](http://www.profilgruppen.se), as of March 28, 2023 at the latest.

Proposals of the nomination committee and its statement on the motivations are held available at the company's premises as well as at the company's website.

Copies of the documents mentioned will be sent to shareholders upon request, stating their postal address. All documents will also be held available at the AGM.

### Personal data

The personal data retrieved from the share register, notification of participation in the Annual General Meeting and details of representatives and assistants will be used for registration, preparation of the voting list for the AGM, and if applicable, minutes of the meeting.

For information on how your personal information is processed, please refer to the Privacy Policy available on the Euroclear website:

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

Åseda, March 2023

PROFILGRUPPEN AB (publ.)

Board of Directors

ProfilGruppen AB in Åseda is a supplier of turnkey customised aluminium components and extrusions.

Our vision is that we will be the preferred provider of innovative solutions for aluminium extrusions in northern Europe.

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Current information and photographs for free publication are available at [www.profilgruppen.se](http://www.profilgruppen.se).

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