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PRESS RELEASE

Resolutions at the Annual General Meeting 2026 in Profoto Holding AB (publ)

The Annual General Meeting 2026 of Profoto Holding AB (publ) was held today, May 6, 2026, and the following resolutions were passed by the meeting.

Adoption of the income statement and the balance sheet

The Annual General Meeting adopted the presented Income Statement and Balance Sheet, and the Consolidated Income Statement and the Consolidated Balance Sheet for the financial year 2025.

Allocation of profits

The Annual General Meeting resolved, in accordance with the Board of Directors' proposal, that the funds available for distribution be carried forward.

Discharge from liability

The Board of Directors and the CEO were discharged from liability for the financial year 2025.

Election of Board members and auditor

In accordance with the Nomination Committee's proposal, the following Board members were re-elected: Hans Eckerström, Magnus Brännström, Pernilla Ekman, Anders Hedebark, and Helene Willberg. Vegard Søråunet was elected as new Board member and Hans Eckerström was re-elected as Chairman of the Board. In accordance with the recommendation from the Audit Committee, the accounting company Öhrlings PricewaterhouseCoopers AB was re-elected as auditor, with Aleksander Lyckow as the auditor in charge.

Fees

The Annual General Meeting resolved, in accordance with the Nomination Committee's proposal, that the fees to the Board shall amount to SEK 600,000 to the Chairman of the Board and SEK 300,000 to each of the other Board members who is not employed by the company. Furthermore, it was resolved that an additional fee for committee work shall be paid with SEK 180,000 to the Chairman of the Audit Committee and SEK 90,000 to each of the other members of the Audit Committee. It was resolved that no fee shall be paid to members of the Remuneration Committee.

It was further resolved that the auditor shall be entitled to a fee in accordance with approved invoice.

Approval of the remuneration report

The Annual General meeting resolved to approve the remuneration report for the financial year 2025.

Authorization for the Board of Directors to resolve on new issue of shares

The Annual General Meeting resolved, in accordance with the proposal of the Board of Directors, to authorize the Board of Directors to resolve on issue of new shares. The authorization may be exercised on one or several occasions up to the Annual General Meeting 2027. An issue may be made with or without deviation from the shareholders' preferential right and against cash payment, by set-off or by contribution in

kind. The number of shares to be issued by virtue of the authorization shall not exceed 10% 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 and initiatives, 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.

Authorization for the Board of Directors to resolve on repurchase and transfer of own shares

The Annual General Meeting resolved, in accordance with the proposal of the Board of Directors, to authorize the Board of Directors to decide on purchases of shares in accordance with the following main terms:

- a. Repurchase of shares may be made on Nasdaq Stockholm, and in accordance with the Nasdaq Nordic Main Market Rulebook for Issuers of Shares.
- b. The authorization may be exercised on one or more occasions before the Annual General Meeting 2027.
- c. A maximum number of shares may be repurchased so that the company's holding at any time does not exceed a tenth of all the shares in the company.
- d. Repurchase of shares shall be made in accordance with the price limitations set out in the Nasdaq Nordic Main Market Rulebook for Issuers of Shares, which states that shares may not be purchased at a price higher than the higher of the price of the last independent trade and the highest current independent purchase bid, on the trading venue where the purchase is carried out. Repurchase of shares may not be purchased at a price lower than the lowest price at which an independent purchase can be made.

In addition, the Annual General Meeting resolved to authorize 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:

- a. Transfers may be made on (i) Nasdaq Stockholm or (ii) outside of Nasdaq Stockholm in connection with acquisitions of companies, operations, or assets.
- b. The authorization may be exercised on one or more occasions before the Annual General Meeting 2027.
- c. 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.
- d. 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.
- e. 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 authorizations 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 authorization. The Board of Directors also has the right to authorize the Chairman of the Board, the CEO, or the person designated by the Board of Directors to make such minor adjustments that may be necessary in connection with the execution of the Board of Directors' decision to repurchase and transfer own shares.

Resolution on incentive program

The Annual General Meeting resolved, in accordance with the proposal of the Board of Directors, to adopt an incentive program for executive management and key employees in the group. The program entails that a maximum of 2,000,000 subscription warrants shall be issued to Profoto Holding's wholly owned subsidiary Profoto Aktiebolag for further transfer to the participants. Transfer of subscription warrants to the participants can take place as soon as practically possible after the 2026 Annual General Meeting, and no later than October 30, 2026. Transfer shall be made at market value at the time of transfer, and allotment shall be made in accordance with the principles set out in the Board of Director's proposal. Subscription of shares by exercise of subscription warrants shall take place from and including June 15, 2028 up to and including December 15, 2028.

The subscription price per share shall correspond to 252 percent of the volume-weighted average price according to Nasdaq Stockholm's official price list for shares in the company during five trading days preceding the time when executive management and key employees in the Profoto group covered by the subscription warrant programs acquire subscription warrants from Profoto Aktiebolag.

As part of the program the participants receive a bonus in the form of a gross salary addition from the company that in total amounts to the amount paid by the participant for its subscription warrants.

The maximum dilution effect if all 2,000,000 subscription warrants are exercised is approximately 4.8 percent.

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About Profoto

Profoto was founded more than 50 years ago and has since then been a world leader in lighting equipment for professional photographers, driving innovation and awareness of how to create better images through light. We know that light is the indispensable source in all image creation – regardless of camera or situation. Creating great images is about mastering and shaping light. The end users are professional photographers and commercial customers, including major consumer brands and e-commerce companies. The company currently has sales in approximately 50 countries worldwide. Net sales in 2025 totaled SEK 617m, with an adjusted EBIT margin of 7 percent. Profoto has ~110 employees at its headquarters in Stockholm and in subsidiaries in the USA, Japan, China, and the Netherlands.

For more information about Profoto, please visit <https://investors.profoto.com>

Attachments

[Resolutions at the Annual General Meeting 2026 in Profoto Holding AB \(publ\)](#)