

Bulletin from the Annual General Meeting 2025 in Momentum Group AB

The following resolutions, among others, were passed at the Annual General Meeting of Shareholders (the “Meeting”) and subsequent statutory Board meeting in Momentum Group AB (publ) (the “Company”) held today, 7 May 2025:

Adoption of the income statements and balance sheets

The Meeting adopted the income statement and balance sheet for the Company as well as the consolidated income statement and consolidated balance sheet for the 2024 financial year.

Dividend

The Meeting resolved in favour of a dividend of SEK 1.30 per share in accordance with the proposal of the Board of Directors. The record date for the dividend was set as 9 May 2025. The dividend is expected to be paid by Euroclear Sweden AB on 14 May 2025.

Discharge from liability for the Board of Directors and the President & CEO

The Meeting discharged the Board of Directors and the President & CEO from liability for their administration during the 2024 financial year.

Board of Directors’ remuneration report 2024

The Meeting resolved to approve the Board of Directors’ remuneration report for 2024.

Board of Directors and auditors

The Meeting resolved that the Board of Directors is to consist of five ordinary Directors without deputies. In accordance with the Election Committee’s proposal, Johan Sjö, Anders Claeson, Ylva Ersvik, Stefan Hedelius and Gunilla Spongh were re-elected and Jimmy Renström was newly elected. Johan Sjö was re-elected Chairman of the Board.

A presentation of the members of the Board of Directors is available on the Company’s website.

At the statutory Board meeting following the Meeting, the entire Board of Directors was appointed to constitute the Company’s Audit Committee. Gunilla Spongh was appointed Chairman of the Audit Committee. Chairman of the Board Johan Sjö and Stefan Hedelius were appointed to constitute the Company’s Remuneration Committee.

The Meeting elected the registered accounting firm Ernst & Young AB as the Company’s auditors until the end of the 2026 Annual General Meeting. Ernst & Young AB has informed the Election Committee that Clas Tegidius intends to be appointed as auditor in charge. The Election Committee’s proposal is in accordance with the Audit Committee’s recommendation.

Fees for the Board of Directors and auditors

The Meeting resolved in accordance with the Election Committee's proposal of SEK 800,000 in fees to the Chairman of the Board and SEK 290,000 to each of the other Directors appointed by the Meeting. In addition, a special fee is to be paid to the Chairman of the Audit Committee of 170,000 SEK. To the Chairman of the Remuneration Committee a special fee of 100,000 SEK is to be paid and 50,000 to a member. No other fees are to be paid for committee work. Consequently, the total Directors' fees amount to SEK 2,280,000 (2,000,000). Fees to auditors are to be paid in accordance with approved invoices.

The Election Committee ahead of the 2026 Annual General Meeting

The Meeting resolved that the Election Committee ahead of the 2026 Annual General Meeting will consist of Peter Hofvenstam (nominated by Nordstjernan), Stefan Hedelius (nominated by Tom Hedelius), Emerson Moore (nominated by Ampfield Management) and Claes Murander (nominated by Lannebo Fonder) as members of the Election Committee, with Peter Hofvenstam as Chairman of the Election Committee.

Amendment of the Election Committee's instructions

The Annual General Meeting resolved to amend the instructions for the Election Committee adopted at the 2022 Annual General Meeting with regard to the Chairman of the Board no longer being co-opted to the Election Committee. The new instructions are set out in their entirety on the Company's website.

Acquisition and transfer of own shares

The Meeting resolved, in accordance with the Board's proposal, to authorise the Board, during the period until the next Annual General Meeting, to acquire a maximum number of Class B shares so that the Company's holding of treasury shares at no time exceeds ten (10) per cent of the total number of shares in the Company. Acquisitions are to be carried out on Nasdaq Stockholm in accordance with the Stock Exchange's Rule Book for Issuers at a price that is within the registered price range at any given time, meaning the range between the highest purchase price and the lowest selling price. Acquisitions are to be paid for in cash and may be carried out on one or more occasions.

The Meeting also resolved, in accordance with the Board's proposal, to authorise the Board, prior to the next Annual General Meeting, to divest Class B shares held in treasury by the Company in a manner other than on Nasdaq Stockholm. This authorisation may be utilised on one or more occasions and encompasses all shares held in treasury by the Company at the time of the Board's decision. The authorisation also entitles the Board to decide to deviate from the shareholders' preferential rights and stipulates that payment may be made by other means than money.

The purpose of this authorisation is to be able to adapt the Group's capital structure, to pay for future acquisitions of businesses and operations using treasury shares and to secure delivery of shares in connection with the Company's outstanding incentive programs from time to time.

At the statutory Board meeting following the Annual General Meeting, the Board resolved to exercise the authorisation it had received from the Meeting to be able to repurchase Class B shares in the Company during the period until the next Annual General Meeting.

Momentum Group currently holds 1,044,259 Class B treasury shares, equivalent to some 2 per cent of the total number of shares. The total number of shares in Momentum Group, including the Company's holdings, amounts to 50,480,889.

New issue of up to 10 per cent of the number of shares as means of payment during acquisitions

The Meeting resolved, in accordance with the Board's proposal, to authorise the Board, on one or more occasions during the period until the next Annual General Meeting, to decide to increase the Company's share capital by means of a new issue of shares, though such issues should not entail an increase in the Company's registered share capital or the number of shares in the Company by more than a total of 10 per cent, based on the Company's registered share capital or number of shares before utilising the authorisation. The issue of new shares may be performed with or without deviation from the shareholders' preferential rights and with or without provisions regarding non-cash issues or right of offset.

The purpose of the authorisation above and the grounds for the deviation from the shareholders' preferential rights are to improve Momentum Group's opportunities to conduct or finance the acquisition of other companies, parts of companies or assets that the Board of Directors considers of value to the Company's operations, or in connection therewith strengthen the Company's own funds.

Long-term incentive program

The Annual General Meeting resolved, in accordance with the Board of Directors' proposal, to implement a long-term incentive program ("LTIP 2025") for the corporate management, including the President & CEO and Vice President, business unit managers, and other senior executives.

The main purpose of LTIP 2025 is to create additional incentives for increased commitment and performance among the participants, to strengthen the possibilities of recruiting and retaining key personnel, and to create a common ownership interest between the participants and the shareholders. The Board of Directors intends to annually propose an incentive program with a corresponding structure.

The program, which involves a requirement for personal investment, consists of performance shares and may include up to a maximum of 86,250 shares of series B in the Company, equivalent to approximately 0.2 per cent of the total number of shares and votes in Momentum Group, before any adjustments. Allocation of performance shares is based on a number of different performance criteria, including the development of the Company's earnings per share. The Annual General Meeting resolved to authorize the Board of Directors to decide to transfer, free of charge, Class B shares that the Company already holds after repurchases, to the participants as performance share.

Full terms and conditions can be found on the Company's website.

Information about the 2025 Annual General Meeting

Further information about Momentum Group's 2025 Annual General Meeting is available on the Company's website, momentum.group/en/agm/agm-2025

Stockholm, 7 May 2025

Momentum Group AB (publ)

The Board of Directors

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About Momentum Group

Momentum Group develops and acquires successful, sustainable companies. The group currently consists of more than 30 companies that offer sustainable products, services and solutions for customers in industry and industrial infrastructure in the Nordic region. We are an active, long-term owner and combine the proven acquisition model and effective corporate governance of a 100-year-old industrial corporate culture with clear goals for sustainable development and long-term profitability at our companies. The group generates revenue of approximately SEK 2.9 billion and have some 850 employees. Momentum Group's B share is listed on Nasdaq Stockholm. For more information, please visit momentum.group.

Image Attachments

[Årsstämma 2025 Edited](#)

Attachments

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