

Press Release, 16 March 2021 14:00:00 CET

## Invitation to AGM of ProfilGruppen AB (publ)

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**Shareholders of ProfilGruppen AB (publ), corporate identity number 556277-8943, are hereby invited to attend the Annual General Meeting (AGM) on Tuesday April 20, 2021.**

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

Due to the ongoing pandemic and to reduce the risk of spreading virus, the Board has decided that the AGM will be held without any physical participation from shareholders, agents, and outsiders. The Annual General Meeting will be held only by postal voting with support from temporary law regulations, which means that voting rights only can be pursued by postal voting by shareholders, according to the instruction below.

Decisions from the AGM will be published on April 20, 2021, as soon as the result from the postal voting has been compiled and the protocol has been verified.

### Registration

Shareholders that wish to attend at the AGM through postal voting shall:

- be registered in the share register managed by Euroclear Sweden AB by Monday April 12, 2021, and
- register by give its postal vote through the instructions following under the headline "Postal voting" below in order to be available at ProfilGruppen not later than April 19, 2021. Please note that the registration to the AGM only can be done through postal voting.

### Nominee-registered shares

Shareholders whose shares are registered in the name of a nominee through a bank or other nominee shall, in addition to registering by casting their postal vote, have the shares registered in their own name in the share register with Euroclear Sweden AB. Such registration may be made temporarily (so-called voting rights registration) and requested from the nominee.

Voting rights registrations made no later than Monday 12 April 2021 are taken into account in the production of the share register.

### Postal voting

Shareholders can use their voting right at the AGM only by postal voting in accordance with section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of Annual General Meetings in companies and other associations. For postal voting a specific form must be used. The form is available at the company's webpage, [www.profilgruppen.se](http://www.profilgruppen.se). Shareholders who wishes can have the form sent to their postal address by ordering the form by e-mail, [styrelsen@profilgruppen.se](mailto:styrelsen@profilgruppen.se), or by phone +46 (0)474-55 000 (Monday–Friday 09.00-16.00 CET).

Completed and signed postal voting form can be send by mail to; ProfilGruppen AB (publ), Box 36, SE-364 21, Åseda or by e-mail, [styrelsen@profilgruppen.se](mailto:styrelsen@profilgruppen.se). The form is the registration for the AGM.



Completed and signed postal voting form must be received by ProfilGruppen AB (publ) no later than Monday 19 April, 2021. The shareholder may not provide the postal vote with special instructions or conditions. If this happens, the vote (i.e. the postal vote as a whole) is invalid. Further instructions and conditions can be found in the postal voting form.

## **Proxies**

Shareholders who vote by proxy shall provide a written and dated power of attorney signed by the shareholder together with a completed postal voting form. A proxy form is available on the company's website, [www.profilgruppen.se](http://www.profilgruppen.se). If the shareholder is a legal entity, the registration certificate or other authorization document must be attached to the postal voting form.

## **Agenda**

1. Opening of the AGM
2. Election of a Chairman for the AGM
3. Election of people to verify the minutes
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. Decision regarding adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet
8. Decision regarding allocations of the company's profit or loss as per the adopted balance sheet
9. Decision regarding discharge from liability for the Members of the Board and the CEO
10. Decision regarding the number of Board Members and deputies
11. Election of Board Members and Chairman of the Board
12. Decision of the fees for the Chairman of the Board, the Members of the Board and remuneration- and audit committees
13. Decision of the fee for the auditor
14. Election of auditor
15. Authorization for the Board to decide on new issues of shares
16. Decision regarding nomination committee for the AGM 2022
17. Approval of the Remuneration report
18. Decision of guidelines for remuneration for senior executives
19. Closing of the AGM

## **Proposals for decision**

### ***Paragraph 2 – Election of Chairman for the AGM***

ProfilGruppen's nomination committee for the AGM 2021, comprises Lars Johansson, Chairman of the nomination committee, Bengt Stillström (Ringvägen Venture AB), Kåre Wetterberg, Chairman of the Board and Mats Egeholm, shareholder.

The nomination committee proposes Kåre Wetterberg to be appointed as Chairman of the AGM 2020, or if he is prevented, the person that the nomination committee assigns instead.

### ***Paragraph 3 – Election of people to verify the minutes***

The Board proposes that Tage Johansson and Mats Egeholm are elected as adjusters, or if one of them or both are prevented, the person or persons that the Board assigns. The assignment for the adjusters also includes to verify the voting list and that received advance votes are correctly reproduced in the protocol for the AGM.



#### ***Paragraph 4 – Preparation and approval of the voting list***

The voting list that is proposed to be approved are the voting list that has been established by the company, based on the Annual General Meeting share register from Euroclear Sweden AB and received postal votes, verified by the adjusters.

#### ***Paragraph 8 – Dividend***

For the 2020 financial year, the Board is proposing that no dividend will be paid (previous year SEK 0.00 per share).

#### ***Paragraph 10 – Number of Board Members***

The nomination committee proposes that the number of Board members shall remain unchanged and amount to five (5) ordinary with no deputies.

#### ***Paragraph 11 – Election of Board Members and Chairman of the Board***

The nomination committee proposes:

- Election of Mats R Karlsson as Chairman of the Board.
- Reelection of the Board Members, Jörgen Abrahamsson, Monica Bellgran, Bengt Stillström and Thomas Widstrand.

The Chairman of the Board, Kåre Wetterberg has denied reelection.

If the assignment of the Chairman of the Board is terminated prematurely, the Board shall among itself elect a new Chairman. Information about the proposed board members could be found under the tab “Annual General Meeting 2021” on the company’s website [www.profilgruppen.se](http://www.profilgruppen.se)

#### ***Paragraph 12 – Fees for the Board***

The nomination committee proposes that fees payable to the Board shall be the following: 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 13 – Fees to the auditor***

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

#### ***Paragraph 14 – Auditor***

The nomination committee proposes reelection of the registered accounting firm EY for the period up until the closing of the AGM 2022, whereby EY has announced that the chartered accountant Franz Lindström is intended to be appointed as auditor in charge.

#### ***Paragraph 15 – 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 16 – Decision regarding Nomination Committee***

The nomination committee proposes that the nomination committee shall consist of four members and that the AGM shall assign the Chairman of the Board, before the end of the third quarter, to contact the three largest shareholders and in consultation with them appoint members who will, together with the Chairman of the Board, comprise the nomination committee.

The instruction of AGM to the Nomination Committee will be as following. The nomination committee will among itself appoint a chairman.

The composition of the nomination committee shall be published on the company's website not later than six months before the AGM 2022. In case a member of the nomination committee resigns, the remaining members shall nominate a suitable substitute for the nomination committee, if they deem it is necessary.

The duties of the nomination committee are to propose Chairman of the Board and other Board Members for the AGM 2022 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 17 – Approval of the Remuneration report***

The Board proposes that the AGM approve the Board's Remuneration report regarding 2020. The report will be available on the company's website, [www.profilgruppen.se](http://www.profilgruppen.se).

#### ***Paragraph 18 – Guidelines for remuneration for senior executives***

The Board proposes that the guidelines described below shall apply during 2021.

The Remuneration Committee of the Board has evaluated the guidelines that have been applied since the AGM of 2020 and the compliance of these. The Remuneration Committee has had access to information of all remunerations to senior executives as well as average salary and terms of employment for other employees as basis for their evaluation and proposal. The proposal is based on the long-term remuneration policy of the company that has been revised in February 2021. In order to follow the strategy of the company and cherish its long-term interests including sustainability, a committed, competent and competitive Board and management are demanded. The guidelines are therefore intended to create potential to recruit and retain such persons.

The proposal causes no essential changes regarding remuneration compared to last year.

The guidelines concern the Board, CEO and other members of the company management team.

Fees payable to the members elected by the AGM shall consist of the fixed remuneration per year decided by the AGM. No other remuneration for board tasks shall be paid. No fees are paid to Board Members and deputies elected by the employees. In case the Board decides that a member of the Board will perform services for the company, market-oriented consultancy fees shall be paid. Such remuneration may never exceed the Board fee of the member.



For the CFO and other members of the company management team, currently seven persons in total, including the CEO, the guidelines are as follows.

The total remuneration may consist of a fixed salary, variable remuneration, pension benefits and other benefits. The variable remuneration, which can amount to a maximum of 30 percent of the fixed salary, is linked to the Group's profit and in specific cases only to defined individual targets. The variable remuneration is conditional upon a positive net profit for the Group and will be adjusted retroactively in case it has been paid out on a clearly incorrect basis. Agreements regarding pension benefits are entered into on an individual basis and the pension cost may amount to a maximum of 30 percent of the salary. Other remuneration and benefits shall be in accordance with the market and facilitate for the employee to fulfill his/her tasks. Employment contracts for members of the company management team are valid until further notice and shall generally include a mutual notice period of six months. No remuneration, other than unchanged terms of employment during the notice period, is paid in connection with termination.

The Board may deviate from the guidelines in individual cases, if there are special grounds for such deviation.

### **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 10, 2021, to ProfilGruppen AB, "Annual General Meeting", Box 36, SE-364 21, Åseda or by e-mail to 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 15 April 2021. 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 26, 2021 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.

### **Personal data**

The personal data retrieved from the share register, notification of participation in the Annual General Meeting and details of representatives 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 2021  
PROFILGRUPPEN AB (publ)  
Board of Directors



**For more information, please contact:**

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

**Attachments**

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