

Bulletin from the annual general meeting of Scandinavian Astor Group AB on 22 May 2025

The annual general meeting of Scandinavian Astor Group AB (the "Company") was held today 22 May 2025 at 10.00 a.m. at Eversheds Sutherland Advokatbyrå's office on Sveavägen 20 in Stockholm. All resolutions were passed with the required majority in accordance with the previously announced proposals of the nomination committee and the board of directors. The main resolutions passed by the meeting are set out below. For more detailed information on the content of the resolutions, reference is made to the notice of the Annual General Meeting, which is available on the Company's website, www.astorgroup.se.

Adoption of the income statement and balance sheet

The meeting resolved to adopt the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet as included in the annual report for 2024.

Allocation of profits

The meeting resolved that no dividend would be paid and that the profit for 2024 would be carried forward.

Discharge from liability

The members of the board of directors and the managing director were discharged from liability.

Number of board members and auditors

The meeting resolved that the board of directors shall consist of five (5) members without deputies and to appoint one (1) audit firm with one (1) auditor in charge.

Remuneration of the board, committees and auditor

The meeting resolved that a remuneration of SEK 483,600 (equivalent to 6 price base amounts) shall be paid to the chairman of the board and SEK 201,500 (equivalent to 2.5 price base amounts) to each of the ordinary members for the period until the end of the next annual general meeting.

The meeting further resolved that fees shall be paid to the members of the Company's audit committee and remuneration committee for the period until the end of the next annual general meeting, whereby remuneration to the chairman of each committee shall be paid with SEK 40,000 and remuneration to the other members of each committee shall be paid with SEK 25,000 each.

The remuneration of the Company's auditors shall be paid in accordance with the invoice approved by the board of directors.

Election of the board of directors and auditor

The meeting resolved to dismiss Per Adamsson, Robert Humeur and Lars Granbom and to re-elect Kristoffer Weywadt and Pär-Ola Alfredsson as ordinary members of the board of directors for the period until the end of the next annual general meeting. It was also resolved to elect Mats R Karlsson, Lars Carlsson and Martin Elovsson as new members for the period until the end of the next annual general meeting. Mats R Karlsson was elected chairman of the board.

The auditing firm BDO Mälardalen AB was re-elected as auditor for the period until the end of the next annual general meeting, with the authorised public accountant Beata Lihammar as auditor in charge.

Adoption of principles for the appointment of a nomination committee and instructions to the nomination committee

The meeting resolved to adopt the principles for the appointment of the nomination committee and the instructions to the nomination committee as set out in the notice.

Resolution on the introduction of an incentive programme for members of the board of directors

The meeting resolved to introduce the incentive programme 2025/2028 in accordance with the proposal from the shareholder Anders Danielsson Trä AB. The incentive programme is directed to the members of the board of directors and comprises a maximum of 500,000 warrants. Each warrant entitles the holder to subscribe for one (1) new share in the Company during the period from 1 July 2028 up to and including 30 September 2028 or such earlier date as is stipulated in the terms and conditions of the warrants. The subscription price for subscription of a new share by exercise of a warrant shall amount to an amount corresponding to 175 percent of the volume-weighted average price on NGM Nordic SME during the period ten (10) trading days prior to 22 May 2025.

Resolution on amendment of the articles of association

The meeting resolved to amend the articles of association as follows:

Previous wording	New wording
§ 4 Share capital The share capital shall be not less than SEK 4,482,650 and not more than SEK 17,930,600.	§ 4 Share capital The share capital shall be not less than SEK 13,180,000 and not more than SEK 52,720,000.
§ 5 Number of shares The number of shares shall be not less than 17,000,000 and not more than 68,000,000.	§ 5 Number of shares The number of shares shall be not less than 50,000,000 and not more than 200,000,000.

The chief executive officer, or the person appointed by the board of directors, is authorised to make any minor adjustments that may be required in connection with the registration of the resolution with the Swedish Companies Registration Office.

Authorisation for the board to decide on the acquisition and transfer of own shares

The meeting resolved to authorise the board of directors, from the date of admission of the Company's shares to trading on NGM Main Regulated until the end of the next annual general meeting, on one or more occasions, to decide on the acquisition and transfer of the Company's own shares as follows.

Acquisitions may be made of a maximum number of own shares so that the Company's total holding of own shares amounts to a maximum of ten (10) percent of all registered shares in the Company. Acquisitions may be made through trading on the regulated marketplace NGM Main Regulated. Payment for the acquired shares shall be made in cash.

All own shares held by the company at the time of the board's decision may be transferred through trading on NGM Main Regulated or otherwise to third parties in connection with corporate acquisitions. Compensation for transferred shares shall be paid in cash, in kind or by way of set-off of a claim against the company or on the terms set out in Chapter 2, Section 5 of the Swedish Companies Act.

Acquisition and transfer of own shares may take place on one or more occasions during the period until the end of the next annual general meeting, at a price per share that is within the registered price range at any given time. In the event of a transfer other than on NGM Main Regulated, the price shall be set so that it is not less than the market price, whereby a market discount in relation to the market price may be applied.

Authorisation to issue shares

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The meeting resolved to authorise the board of directors to, on one or more occasions and at the latest until the next annual general meeting, resolve to increase the Company's share capital by issuing new shares, warrants and convertibles. New issues of shares, warrants and convertibles may be made with or without deviation from the shareholders' preferential rights and with or without provisions for contribution in kind, set-off or other conditions.

The increase of the share capital through a new share issue by virtue of the authorisation may, during the period from and including the annual general meeting 2025 up to and including the time when the Company's shares are admitted to trading on NGM Main Regulated, correspond to a dilution of not more than twenty (20) percent of the share capital at the time the authorisation is first exercised to issue shares, convertibles and/or warrants. After the time when the Company's shares have been admitted to trading on NGM Main Regulated, the increase of the share capital may correspond to a dilution of not more than ten (10) percent of the share capital at the time the authorisation was first used after the change of listing to issue shares, convertibles and/or warrants for the first time.

Adjustment authorisation

The meeting resolved to authorise the board of directors, the managing director or the person otherwise appointed by the board of directors to make such minor adjustments and clarifications to the resolutions adopted at the meeting as are necessary for the registration of the resolutions.

The complete proposals of the Board of Directors and the Nomination Committee for the 2025 Annual General Meeting are set out in the notice published on 15 April 2025.

Scandinavian Astor Group – Strength and security in all elements

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Please note that this is an English translation of a press release written in Swedish by Scandinavian Astor Group AB (publ), in the event of any inaccuracies, the Swedish version applies.

About Scandinavian Astor Group AB (publ)

Scandinavian Astor Group is a Swedish defense group shaping the future of security and protection. Through its three business areas - Astor Tech, Astor Industry and Astor Protect - the Group delivers advanced technology, high-quality components and critical security solutions to primarily the defense, industry and public safety sectors. Astor Group is listed on NGM Nordic SME (ticker: ASTOR) and Boerse Stuttgart. The Company is headquartered in Stockholm, Sweden. Shark Communication AB, tel. +46 73-434 45 15, e-mail: info@sharkcom.se is the Company's Mentor. For more information about Astor Group's business, visit: www.astorgroup.se