

Press release

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 21, 2020 at 16:00 in Folkets Hus in Åseda.

Program for shareholders

In order to reduce the risk of spreading virus, this year the program around the AGM is minimized and no factory display will be offered.

15:45	Registration for the meeting
16:00	Opening of the AGM
17:00 (approx.)	Closing of the AGM

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 Wednesday April 15, 2020, and
- register with the company not later than Wednesday April 15, 2020. Registration for attendance at the AGM can be made by the registration form on the company's website at www.profilgruppen.se, by post to ProfilGruppen AB, Box 36, SE-364 21 Åseda or by telephone + 46 (0)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, shareholdings, 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 Wednesday April 15, 2020, 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, authorisation documents (certificate of registration or corresponding) must be enclosed. The power of attorney and 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.

Proposed agenda

- 1 The AGM is opened
- 2 Election of a Chairman for the AGM
- 3 Preparation and approval of the voting list
- 4 Approval of the Board's proposed agenda
- 5 Election of one or two people to verify the minutes
- 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 2019
- 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 2020
- 19 Submission for approval of guidelines for remuneration for senior executives
- 20 Closing of the AGM



The nomination committee's proposals for decision

ProfilGruppen's nomination committee, which was appointed according to the principles resolved on by the 2019 AGM, comprises Lars Johansson (shareholder), Chairman of the nomination committee, Bengt Stillström (Ringvågen Venture AB), Kåre Wetterberg, Chairman of the Board and Mats Egeholm, shareholder, together representing over 50 percent of the votes in the company. The nomination committee proposes the following:

Paragraph 2 – Chairman of the AGM

Kåre Wetterberg is to be appointed as Chairman of the AGM 2020.

Paragraph 12 – Number of Board Members

The number of Board Members appointed by the AGM shall be reduced by one and amount to five ordinary with no deputies.

Paragraph 13 – Board Members

Reelection is proposed of the Board Members Jörgen Abrahamsson, Monica Bellgran, Bengt Stillström, Kåre Wetterberg and Thomas Widstrand. Mats Egeholm has denied reelection. It is proposed that Kåre Wetterberg will be elected as Chairman of the Board. If the assignment of the Chairman of the Board's 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 2020" on the company's website www.profilgruppen.se and will also be available at the AGM.

Paragraph 14 – Fees for the Board

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 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 EY for the period up until the closing of the AGM 2021, whereby EY has announced that the chartered accountant Franz Lindström is intended to be appointed as auditor in charge.

Paragraph 18 - Nomination Committee for AGM 2021

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 month before the AGM 2021. 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 2021 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".

The Board's proposals for decision

Paragraph 9 - Dividend

For the 2019 financial year, the Board is proposing that no dividend will be paid (previous year SEK 5.00 per share).

Paragraph 17 - Authorisation for the Board to decide on new issues of shares

The Board proposes that the AGM authorises 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 authorised 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 authorisation 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 in order to strengthen the company's capital position.

Paragraph 19 – Guidelines for remuneration for senior executives

The Board proposes that the guidelines described below shall apply during 2020.

The Remuneration Committee of the Board has evaluated the guidelines that have been applied since the AGM of 2019 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 2020. 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 eight 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.

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, as of March 30, 2020 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.

The shareholders are informed about their right to request information at the AGM regarding circumstances which may have an impact on the assessment of a matter on the agenda and circumstances which may have an impact on the assessment of the company's financial situation.

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 2020
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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This information is of the type that ProfilGruppen AB (publ) is obligated to disclose in accordance with the Market Abuse Regulation and Nasdaq Stockholm:s regulation for issuers.
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Current information and photographs for free publication are available at www.profilgruppen.se

Profil Gruppen.