

Profoto Holding AB (publ)

The Board of Directors' proposal on authorization for the Board of Directors to resolve on new issue of shares

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to, on one or several occasions up until the next Annual General Meeting, resolve on new issue of shares. Such issue may entail a deviation from the shareholders' preferential right to subscribe for new shares and also entail that payment of the new shares may be made in cash or by consideration in kind or by right of set-off. 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 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 new shares for payment in cash, in kind or through set-off, to enable acquisitions, to strengthen the company's capital base in connection with company acquisitions or strategic capital or other investments, to obtain capital contributions from current owners and/or new owners, which are considered strategically important from an operational, financial, structural or other perspective, or to increase the acting scope of the Board in its work on the company's capital structure.

Majority requirements

Under the Swedish Companies Act, the resolution of the general meeting on authorization for the Board of Directors to resolve on new issue of shares requires the support of shareholders representing at least two-thirds of both the number of votes cast and the shares represented at the meeting in order to be valid.

Sundbyberg in April 2022
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The Board of Directors