

# Profoto Holding AB (publ)

## Proposal by the Board of Directors on amendment of the Articles of Association

The Board of Directors proposes that the Annual General Meeting resolves to amend 2 § and 10 § in the Articles of Association as set out below and as set out in [Appendix A](#). The amendment is intended to provide a more appropriate description of the Board of Directors' registered office in relation to the location of the company's head office. Furthermore, the Board of Directors proposes to enable the General Meeting to be held in Stockholm, in addition to being able to be held at the place where the Board of Directors has its registered office.

### Current wording

#### 2 § Registered office

The company's registered office shall be situated in Stockholm, Sweden.

#### 10 § Business at annual shareholders' meetings

The following business shall be addressed at annual share holders' meetings:

1. election of a chairman of the meeting;
2. preparation and approval of the voting list;
3. approval of the agenda;
4. election of one or two persons who shall approve the minutes of the meeting;
5. determination of whether the meeting was duly convened;
6. submission of the annual report and the auditors' report and, where applicable, the consolidated financial statements and the auditors' report for the group;
7. resolutions regarding the adoption of the income statement and the balance sheet and, when applicable, the consolidated income statement and the consolidated balance sheet;
8. resolutions regarding allocation of the company's profits or losses in accordance with the adopted balance sheet;
9. resolutions regarding discharge of the members of the board of directors and the CEO from liability;

### Proposed wording

#### 2 § Registered office

The company's registered office shall be situated in *Sundbyberg*, Sweden.

#### 10 § *Shareholders' meetings*

*Shareholders' meetings shall be held at the place where the Board of Directors has its registered office or in Stockholm.*

The following business shall be addressed at annual share holders' meetings:

1. election of a chairman of the meeting;
2. preparation and approval of the voting list;
3. approval of the agenda;
4. election of one or two persons who shall approve the minutes of the meeting;
5. determination of whether the meeting was duly convened;
6. submission of the annual report and the auditors' report and, where applicable, the consolidated financial statements and the auditors' report for the group;
7. resolutions regarding the adoption of the income state ment and the balance sheet and, when applicable, the consolidated income statement and the consolidated balance sheet;
8. resolutions regarding allocation of the company's profits or losses in accordance with the adopted balance sheet;

10. determination of the number of members and deputy members of the board of directors and the number of auditors and deputy auditors;
  11. determination of fees for members of the board of directors and auditors;
  12. election of the members and deputy members of the board of directors and auditors and deputy auditors;
  13. other matters, which are set out in the Swedish Companies Act or the company's articles of association.
9. resolutions regarding discharge of the members of the board of directors and the CEO from liability;
  10. determination of the number of members and deputy members of the board of directors and the number of auditors and deputy auditors;
  11. determination of fees for members of the board of directors and auditors;
  12. election of the members and deputy members of the board of directors and auditors and deputy auditors;
  13. other matters, which are set out in the Swedish Companies Act or the company's articles of association.

The Board of Directors, or anyone appointed by the Board of Directors, shall be authorized to make such minor adjustments of the resolution of the general meeting that may be necessary in connection with registration with the Swedish Companies Registration Office.

#### **Majority requirement**

Under the Swedish Companies Act, the resolution of the general meeting on amendment of the Articles of Association requires the approval 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.

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Sundbyberg April 2022  
**Profoto Holding AB (publ)**  
*The Board of Directors*