

31 March 2023 08:00:00 CEST
PRESS RELEASE

Notice of Annual General Meeting of Profoto Holding AB (publ)

The shareholders of Profoto Holding AB, reg no 556810-9879, are given notice of the Annual General Meeting to be held on May 5, 2023 at 13:00 CEST at Profoto's headquarters, Landsvägen 57, Sundbyberg, Sweden. Registration for the meeting starts at 12:30 CEST.

Right to participate and notice of participation

Shareholders who wish to participate in the general meeting must

- be listed as a shareholder in the share register kept by Euroclear Sweden AB concerning the circumstances on April 26, 2023, and
- give notice of participation no later than April 28, 2023 by post to Profoto Holding AB (publ), "General meeting", P.O. Box 1264, SE-172 25 Sundbyberg or by e-mail to agm@profoto.com. The notification must state the shareholder's name, personal identification number/corporate registration number, address, phone number, and the number of any assistants (no more than two).

If a shareholder is represented by proxy, a written and dated power of attorney signed by the shareholder shall be issued for the proxy. Proxy forms are available on the Company's website, <https://investors.profoto.com/en/>. If the shareholder is a legal entity, a registration certificate or corresponding authorisation document must be enclosed. In order to facilitate registration at the meeting, the power of attorney, registration certificate and other authorisation documents should be sent to the Company at the address stated above in connection with the notice of participation.

Nominee registered shares

In order to be entitled to participate in the meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of participation in the general meeting, register its shares in its own name so that the shareholder is listed in the presentation of the share register as of April 26, 2023. Such re-registration may be temporary (so-called voting rights registration), and request for such voting rights registration shall be made to the nominee, in accordance with the nominee's routines, at such a time in advance as decided by the nominee. Voting rights registrations that have been made by the nominee no later than April 28, 2023 will be taken into account in the presentation of the share register.

Proposed agenda

1. Opening of the meeting
2. Election of Chairman of the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of person(s) to check the minutes
6. Determination of whether the meeting has been duly convened
7. Presentation of
 - a. the Annual Report and the Auditor's Report,
 - b. the Consolidated Financial Statements and the Group Auditor's Report, and
 - c. the statement by the Auditor on the compliance with the guidelines for remuneration to senior management

8. Speech by the CEO
9. Resolutions regarding
 - a. the adoption of the Statement of Income and the Balance Sheet and the Consolidated Statement of Income and the Consolidated Balance Sheet,
 - b. dispositions in respect of the Company's profit or loss according to the adopted Balance Sheet and determination of the record date,
 - c. approval of Remuneration Report, and
 - d. discharge from liability of the Board members and the CEO
10. Determination of the number of
 - a. Board members, and
 - b. Auditors
11. Determination of fees to
 - a. the Board of Directors, and
 - b. the Auditor
12. Election of
 - a. Board members;
 - b. Chairman of the Board; and
 - c. Auditor
13. Resolution regarding instruction for the Nomination Committee
14. Resolution regarding guidelines and other employment conditions to members of the executive management
15. Resolution regarding authorization for the Board of Directors to resolve on new issue of shares
16. Resolution to amend the Articles of Association
17. Resolution on an incentive program for the executive management and key employees by way of
 - a. directed issue of subscription warrants,
 - b. approval of transfer of subscription warrants, and
 - c. payment of retention bonus
18. Closing of the meeting

Proposed resolutions

THE NOMINATION COMMITTEE'S PROPOSALS (items 2 and 10-13)

The Nomination Committee for the 2023 Annual General Meeting has consisted of Johan Lannebo (appointed by *Lannebo Fonder*) as Chairman, Anders Hedebark (appointed by *Burken Invest*), Carl-Mikael Lindholm (appointed by *Herenco*) and the Chairman of the Board Hans Eckerström. The Nomination committee proposes the following.

Chairman of the meeting: The Nomination Committee proposes Hans Eckerström as Chairman of the Annual General Meeting.

Board of Directors: The Board shall consist of six members, elected by the general meeting, with no deputies. The Nomination Committee proposes that Magnus Brännström, Hans Eckerström, Pernilla Ekman, Anders Hedebark, Helena Holmgren and Helene Willberg shall be re-elected as Board members. Hans Eckerström is proposed to be re-elected as Chairman of the Board.

Fees to the Board of Directors: The Nomination Committee proposes that the fees to the Board shall amount to SEK 500,000 (500,000) to the Chairman of the Board and SEK 250,000 (250,000) to each of the other Board members who is not employed by the Company. Furthermore, it is proposed that an additional fee for committee work shall be paid with SEK 130,000 (100,000) to the Chairman of the Audit Committee and SEK 75,000 (75,000) to each of the other members of the Audit Committee and SEK 50,000 (50,000) to members of the Remuneration Committee.

Auditor and Auditor's fee: The registered accounting firm Öhrlings PricewaterhouseCoopers AB ("PwC") is proposed to be elected as auditor, in accordance with the recommendation from the Audit Committee, for the period until the end of the 2024 Annual General Meeting.

The Audit Committee recommends election of PwC as the preferred alternative and election of KPMG AB as the secondary alternative. PwC is the Audit Committee's preferred alternative for the following reasons. The Audit Committee has assessed that PwC best meets Profoto's requirements and needs and has therefore recommended the election of PwC. In its assessment, the Audit Committee took into account, among other things, planning process and work procedure of the audit, composition of teams and level of fees.

The Nomination Committee proposes that the auditor's fee is to be paid according to approved invoice.

Instruction for the Nomination Committee: The Nomination Committee proposes that the instruction for the Nomination Committee, which was adopted by the Extraordinary General Meeting 2021, shall remain unaltered and apply until further notice.

The Nomination Committee shall be composed of the Chairman of the Board and representatives for the Company's three largest shareholders based on Euroclear Sweden's transcript of the share register as per 30 September annually. The Chairman of the Board shall convene the Nomination Committee. The member representing the largest shareholder shall be appointed Chairman of the Nomination Committee, unless the Nomination Committee unanimously appoints someone else. Should a shareholder having appointed a representative to the Nomination Committee no longer be among the three largest shareholders, two months before the Annual General Meeting at the latest, the representative appointed by such shareholder shall resign and the shareholder who is then among the three largest shareholders shall have the right to appoint one representative to the Nomination Committee. If a member resigns from the Nomination Committee before his or her work is completed and if deemed appropriate by the Nomination Committee, the shareholder who has appointed such member shall appoint a new member. If such shareholder is no longer one of the three largest shareholders, a member shall be appointed by the shareholder who has become one of the three largest shareholders. A shareholder who has appointed a representative to the Nomination Committee shall have the right to discharge such representative and appoint a new representative.

Changes to the composition of the Nomination Committee shall be announced immediately.

No remuneration shall be paid to the members of the Nomination Committee. The Company shall assume such necessary costs which the Nomination Committee may have for its work. The mandate period for the Nomination Committee shall extend until a new Nomination Committee has been appointed. The Nomination Committee shall fulfil its duties incumbent upon it under the Swedish Code of Corporate Governance.

DIVIDEND AND RECORD DATE (item 9 b)

The Board of Directors proposes a cash dividend for the financial year 2022 of SEK 4.00 per share. The record date for the cash dividend is proposed to be May 9, 2023. Provided that the Annual General Meeting resolves in accordance with this proposal, payment of the dividend through Euroclear Sweden AB is estimated to be made on May 12, 2023.

RESOLUTION REGARDING GUIDELINES FOR REMUNERATION AND OTHER EMPLOYMENT CONDITIONS TO MEMBERS OF THE EXECUTIVE MANAGEMENT (item 14)

The Board of Directors proposes that the Annual General Meeting 2023 resolves to adopt the following guidelines for executive remuneration. In relation to current guidelines, resolved by the 2022 Annual General Meeting, the proposal for the 2023 Annual General Meeting means that the Company has added a long-term variable remuneration for executives, which can be implemented if the general meeting does not resolve to implement a share-related or share price-related incentive scheme. The Board of Directors has not received any comments from shareholders on the guidelines for executive remuneration.

The CEO and other members of the executive management of Profoto Holding AB (publ) fall within the provisions of these guidelines. The guidelines are applicable to remuneration agreed, and amendments to remuneration already agreed, after adoption of the guidelines by the Annual General Meeting on May 5, 2023. These guidelines do not apply to any remuneration decided or approved by the general meeting.

To the extent that a board member performs work for Profoto in addition to his or her duties as a member of the board, these guidelines shall also apply to any remuneration (for example consultancy fees) for such work.

The guidelines' promotion of Profoto Holding's business strategy, long-term interests and sustainability

The Company's business strategy, in short, is to design and sell products within light sources and light shaping to predominantly the professional photography market and, recently, also to the market for ambitious non-professional photography. For more information regarding the Company's business strategy, refer to the Company's annual and sustainability report. A prerequisite for the successful implementation of the Company's business strategy and safeguarding of its long-term interests, including its sustainability, is that the Company is able to recruit and retain qualified personnel. To this end, it is necessary that the Company offers competitive remuneration. These guidelines enable the Company to offer the executive management a competitive total remuneration, in order to attract, motivate and keep competent and skilled personnel.

Types of remuneration, etc.

The remuneration shall be on market terms and may consist of the following components: fixed cash salary, variable cash remuneration, pension benefits and other benefits. Additionally, the general meeting may – irrespective of these guidelines – resolve on, among other things, share-related or share price-related remuneration. The board should annually evaluate the extent to which share-related or share price-related remuneration should be proposed to the general meeting.

Fixed cash remuneration

The fixed cash salary shall be individual and based on the executive's responsibility and position as well as competence and experience regarding the relevant position.

Variable cash remuneration

Variable cash remuneration, which may comprise of annual variable cash remuneration and long-term variable cash remuneration, shall be awarded upon satisfaction of certain criteria (for further information see *Criteria for variable cash remuneration*).

Variable cash remuneration covered by these guidelines shall aim at promoting the Company's business strategy and long-term interests, including its sustainability.

Pension benefits

For the CEO, pension benefits shall be premium defined and shall not amount to more than 35 percent of the remuneration which entitles pension (fixed and variable cash remuneration). For other executives which fall within the ITP-plan, pension benefits shall correspond to what applies according to the ITP-plan. For other executives, pension benefits shall not amount to more than 25 percent of the remuneration which entitles pension (fixed and variable cash remuneration).

Other benefits

Other benefits may include, for example, medical insurance (Sw: sjukvårdsförsäkring) and company cars. Such benefits shall have a limited value in relation to other remuneration and correspond to market terms on each geographical market. Such benefits may not amount to more than 10 percent of the fixed annual cash salary.

Extraordinary remuneration

Further cash remuneration may be awarded as one-off arrangements in extraordinary circumstances, for the purpose of recruiting or retaining executives. Such remuneration may not exceed an amount corresponding to one year's fixed cash remuneration. Any resolution on such remuneration shall be made by the Board of Directors based on a proposal from the remuneration committee.

Foreign employment conditions

For employments governed by rules other than Swedish, pension benefits and other benefits may be duly adjusted for compliance with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines.

Remuneration to members of the Board of Directors

If a board member (including a board member acting through a wholly owned company) performs services for Profoto in addition to the work as board member, certain cash remuneration may be paid for such work (consulting fee). The fee shall be in line with market terms and be related to the benefits for Profoto. Remuneration to board member, as well as other terms and conditions, shall be determined by the Board of Directors.

Time of employment and termination of employment

The notice period for the CEO may not exceed 24 months if notice of termination of employment is made by the Company and must be at least six months if the termination is made by the CEO. The notice period for other executives may not exceed 12 months if notice of termination of employment is made by the Company and must be at least three months if the termination is made by the executive. Fixed cash salary during the period of notice and severance pay may together not exceed an amount equivalent to the CEO's fixed cash salary for two years, and one year for other executives.

Executives may be compensated for non-compete undertakings after the termination of the employment, however, only to the extent severance pay is not paid during the same period of time. The purpose of such remuneration shall be to compensate the executive for the difference between the monthly fixed cash salary

at the time of termination of the employment, and the (lower) monthly income which is obtained, or could be obtained, by a new employment contract, assignment or own business. The remuneration may be paid during the period the non-compete undertaking is applicable, however no longer than a period of six months after the termination of the employment.

Criteria for variable cash remuneration

Annual variable cash remuneration shall be linked to predetermined and measurable criteria which can be financial and connected to, for example, sales growth and profit generation, or non-financial. They may also be individualized, quantitative or qualitative objectives. The criteria shall be designed so as to contribute to the Company's business strategy and long-term interests, including its sustainability, by for example being clearly linked to the business strategy or promote the executive's long term development. Annual variable cash remuneration may amount to no more than the aggregate of twelve fixed monthly salaries.

To which extent the criteria for awarding annual variable cash remuneration has been satisfied shall be evaluated during a period of one calendar year. When the measurement period for satisfying the criteria for being awarded annual variable cash remuneration has ended, it shall be determined to what extent the criteria has been satisfied. The remuneration committee is responsible for the evaluation so far as it concerns annual variable cash remuneration to the CEO. For annual variable cash remuneration to other executives, the CEO is responsible for the evaluation. For financial objectives, the evaluation shall be based on the latest financial information made public by the Company.

If and to the extent the general meeting does not resolve to implement a long-term share-related or share price-related incentive scheme, variable remuneration may also consist of a long-term variable cash remuneration that is implemented annually. To participate in the scheme for long-term variable remuneration, an own investment is required by the participant. Long-term variable remuneration must be measured over a period of at least three calendar years and be conditional upon the fulfilment of predefined and measurable objectives during the measurement period. The long-term variable remuneration must, with regard to each measurement period, amount to a maximum of 220 percent of the fixed salary.

Salary and employment conditions for employees

In the preparation of the Board of Directors' proposal for these remuneration guidelines, salary and employment conditions for employees of the Company have been taken into account by including information on the employees' total income, the components of the remuneration and increase and growth rate over time, in the remuneration committee's and the Board of Directors' basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable.

The decision-making process to determine, review and implement the guidelines

The Board of Directors has established a remuneration committee. The committee's tasks include preparing the Board of Directors' decision to propose guidelines for executive remuneration. The Board of Directors shall prepare a proposal for new guidelines at least every fourth year and submit it to the general meeting. The guidelines shall be in force until new guidelines are adopted by the general meeting. The remuneration committee shall also monitor and evaluate programs for variable remuneration for the executive management, the application of the guidelines for executive remuneration as well as the current remuneration structures and compensation levels in the Company. The members of the remuneration committee are independent of the Company and its executive management. Board members, the CEO, or other members of the executive management do not participate in the Board of Directors' and remuneration committee's processing of and resolutions regarding remuneration related matters in so far as they are affected by such matters.

Deviation from the guidelines

The Board of Directors may temporarily resolve to derogate from the guidelines, in whole or in part, if in a specific case there is special cause for the derogation and derogation is necessary to serve the Company's long-term interests, including its sustainability, or to ensure the Company's financial viability. As set out above, the remuneration committee's tasks include preparing the Board of Directors' resolutions in remuneration related matters. This includes any resolutions to derogate from the guidelines

RESOLUTION REGARDING AUTHORIZATION FOR THE BOARD OF DIRECTORS TO RESOLVE ON NEW ISSUE OF SHARES (item 15)

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 for 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 of Directors 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 payment in cash, in kind or through set-off, to enable acquisitions by way of payment by own shares, to strengthen the Company's capital base in connection with Company acquisitions or other strategic investments 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 give the Board of Directors increased freedom of action in its work on the Company's capital structure.

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.

RESOLUTION TO AMEND THE ARTICLES OF ASSOCIATION (item 16)

According to Chapter 7, Section 4 of the Swedish Companies Act, the Board of Directors has the right to collect powers of attorney for the General Meeting if it is specified in the Articles of Association. According to Chapter 7, Section 4 a of the Swedish Companies Act, it may also be stated in the Articles of Association that the Board of Directors may decide that the shareholders shall be able to exercise their voting rights by post before the General Meeting.

In order to be able to use the alternatives provided by the Swedish Companies Act to decide on collection of powers of attorney and postal voting, the Board of Directors proposes that a new article 11 is included in the Articles of Association, with the wording set out below, and that the Articles of Association be re-numbered so that the current article 11 becomes article 12.

Proposed wording

11 § Collection of powers of attorney and postal voting

The Board of Directors has the right to collect powers of attorney as set out in Chapter 7, Section 4, second paragraph of the Swedish Companies Act (2005:551).

The Board of Directors may decide before a General Meeting that the shareholders shall be able to exercise their voting rights by post before the General Meeting pursuant to the procedure stated in Chapter 7, Section 4 a of the Swedish Companies Act (2005:551).

Majority requirements

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.

RESOLUTION ON AN INCENTIVE PROGRAM FOR THE EXECUTIVE MANAGEMENT AND KEY EMPLOYEES BY WAY OF A. DIRECTED ISSUE OF SUBSCRIPTION WARRANTS, B. APPROVAL OF TRANSFER OF SUBSCRIPTION WARRANTS, AND C. PAYMENT OF RETENTION BONUS (item 17)

The Board of Directors proposes that the general meeting resolves on an incentive program for executive management and key employees in the group by issuing and transferring to participants in the program, a maximum of 1,080,000 subscription warrants distributed in equal parts in the series TO 2023/2026 ("**TO 2023/2026**"), TO 2024/2027 ("**TO 2024/2027**") and TO 2025/2028 ("**TO 2025/2028**"), on the following terms and conditions.

A. Issue of subscription warrants

1. Entitled to subscribe for all subscription warrants shall, with deviation from the shareholders' preferential right, be the Company's wholly-owned subsidiary Profoto Aktiebolag ("**Profoto AB**"), with the right and obligation for the subsidiary to transfer the subscription warrants to executive management and key employees within the Profoto group in accordance with what is stated herein. The subsidiary shall not be entitled to dispose of the subscription warrants in any other way.
2. The subscription warrants shall be issued free of charge to Profoto AB.
3. Subscription of all subscription warrants shall be made on a separate subscription list no later than June 30, 2023, with the right for the Board of Directors to extend the subscription period.
4. Each subscription warrant shall entitle to subscription for one (1) new share in the Company.
5. Subscription of shares by virtue of the subscription warrants may be effected (i) regarding TO 2023/2026 during the period from and including June 15, 2026 up to and including December 15, 2026; (ii) regarding TO 2024/2027 from and including June 15, 2027 up to and including December 15, 2027 and (iii) regarding TO 2025/2028 from and including June 15, 2028 up to and including December 15, 2028.
6. The subscription price per share in each series shall correspond to 140 percent of the volume-weighted average price according to Nasdaq Stockholm's official price list for shares in the Company during five trading days preceding the time when executive management and key employees in the Profoto group covered by the subscription warrant programs acquire subscription warrants from Profoto AB in each series, however, never less than the quota value of the Company's Shares. The calculated subscription price shall be rounded to the nearest SEK 0.01, whereupon SEK 0.005 shall be rounded upwards.
7. If acquisition takes place on more than one occasion, the subscription price for each series is determined on the first occasion of transfer. If, upon subscription of a share, the price last paid for the Company's share at the close of the stock exchange on the trading day immediately preceding

the subscription of shares exceeds 220.4 percent of the average price on which the subscription price has been determined, as set out above, the subscription price shall be increased accordingly, i. e. by an amount corresponding to the amount by which the said closing price exceeds 220.4 percent of the average price on which the subscription price has been determined.

8. The number of subscription warrants in TO 2023/2026, TO 2024/2027 and TO 2025/2028 amounts each series to a maximum of 360,000. Assuming that all 360,000 subscription warrants each series are exercised for subscription of new shares, the Company's share capital will increase by a maximum of SEK 4,500 each series.
9. Subscription price that exceeds the quota value of the shares shall be transferred to the unrestricted premium reserve.
10. Those share, which have been issued upon subscription, will entitle to dividends for the first time on the first record date for dividend occurring after subscription of shares through exercise of subscription warrants has been executed.
11. Applicable terms for re-calculation and other terms and conditions for the subscription warrants are set forth regarding TO 2023/2026 in the "*Terms and conditions for subscription warrants TO 2023 /2026 regarding subscription for shares in Profoto Holding AB (publ)*", regarding TO 2024/2027 in the "*Terms and conditions for subscription warrants TO 2024/2027 regarding subscription for shares in Profoto Holding AB (publ)*" and regarding TO 2025/2028 in the "*Terms and conditions for subscription warrants TO 2025/2028 regarding subscription for shares in Profoto Holding AB (publ)*".
12. The Board of Directors, or anyone appointed by the Board of Directors, shall be authorized to make such minor adjustments of the resolutions of the general meeting, including appendices, that may be necessary in connection with registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

The reason for the deviation from the shareholders' preferential right are that the Board of Directors considers that an warrant program which offers executive management and key employees the opportunity to participate in the Company's long-term value development promotes participation and responsibility, and results in an increased motivation and loyalty to work for a favorable financial development of the Company. An incentive program is also expected to improve the possibilities to recruit and retain competent, motivated and committed employees and, by extension, to the fulfilment of the Company's business strategy, long-term interests and sustainability.

B. Transfer of subscription warrants

TO 2023/2026, TO 2024/2027 and TO 2025/2028 shall principally be carried out in accordance with what is stated below.

1. The subscription warrants shall be transferred by Profoto AB to employees within the Profoto group, in accordance with the guidelines stated below.
2. Transfer of TO 2023/2026 can take place during 2023, as soon as practically possible after the 2023 annual general meeting. Transfer of TO 2024/2027 can take place during 2024, but no later than June 15, 2024. Transfer of TO 2025/2028 can take place during 2025, but no later than June 15, 2025.
3. Transfer shall be made at market value at the time of transfer, which shall be determined by PricewaterhouseCoopers (or another independent valuation institute if PricewaterhouseCoopers cannot undertake the assignment), using the Black & Scholes valuation method based on the market conditions at the time of transfer. The calculation is based on a risk-free interest rate determined at the time of transfer, the share's estimated volatility at the time of transfer, currently approximately 35 percent, the term of the subscription warrants, expected share dividends during the term of the subscription warrants, the stock exchange price at the time of transfer and the subscription price for shares when exercising the subscription warrants.

4. On each occasion when the subscription warrants shall be transferred by Profoto AB to employees in the group, allotment of subscription warrants shall be made in accordance with the following guidelines:

Position	Number of subscription warrants per person and series	Maximum investment per person and series (SEK)
<i>CFO</i>	Maximum 180,000	Maximum 2,200,000
<i>Other members of the executive management (excluding the CEO) and other key employees (currently 6 persons)</i>	10,000-50,000 depending on the position, within a maximum of 180,000 per series	Maximum 600,000

5. Right to allotment in TO 2023/2026, TO 2024/2027 and TO 2025/2028 requires that the employee, at the time for allotment, holds its position or has signed an agreement regarding it and has not, at such time, informed or been informed that the employment is intended to be terminated.
6. When acquiring the subscription warrants, the subscription warrant holder shall enter into a pre-emption agreement with Profoto AB on customary terms and conditions determined by the Board of Directors.

C. Retention bonus

As part of TO 2023/2026, TO 2024/2027 and TO 2025/2028, respectively, participants receive a retention bonus in the form of a gross salary addition from the Company that in total corresponds to the amount paid by the participant for its subscription warrants, provided that the participant at the time of payment remains in its employment within the group and has not terminated its employment. The bonus is payable in connection with the regular salary payment in December 2026 regarding TO 2023/2026, in December 2027 regarding TO 2024/2027 and in December 2028 regarding TO 2025/2028. The Board of Directors may, if deemed necessary in individual cases, resolve on alternative payment schedules or that bonus under certain circumstances will not be paid in whole or in part or may be reclaimed, subject to the limitations which may follow from applicable law.

Costs, dilution etc.

The Company's cost for the "retention bonus" is estimated, at full initial participation, including social security contributions, and at an assumed market value for the subscription warrants on the allotment date of SEK 9.70 per warrant regarding TO 2023/2026, SEK 10.70 per warrant regarding TO 2024/2027 and SEK 11.80 per warrant regarding TO 2025/2028, to amount to a maximum of approximately SEK 15.3 million, this corresponds to an average of SEK 2.5 million during the six years that the programs run in total. Other than that, TO 2023/2026, TO 2024/2027 and TO 2025/2028 are not expected to entail any significant costs for the Company. For this reason, no measures to secure the program has been taken.

Assuming that all 1,080,000 subscription warrants are exercised for subscription of new shares, the Company's share capital will increase by a maximum of SEK 13,500, resulting in a maximum dilution effect corresponding to approximately 2.7 percent calculated as the number of additional shares in proportion to the number of existing shares. The key figure earnings per share for the full year 2022 including dilution effect and average cost for retention bonus after tax had in such case been affected such that the result per share had been reduced by approximately SEK 0.18 from SEK 4.85 to SEK 4.67. The above applies subject to re-calculations of the subscription warrants in accordance with the customary terms stated in the

complete terms and conditions. In the event of full exercise of all subscription warrants, the Company receives an issue proceeds that corresponds to the number of issued subscription warrants times the strike price. This means that at full exercise and at an assumed average strike price of SEK 140, the Company would receive a total of approximately SEK 150 million in equity when the warrant are exercised during 2026-2028.

Existing incentive program

Within the Company's existing incentive program, series 2022/2025, board members have acquired a total of 689,150 call options, issued by the Company's owner Burken Invest AB, and 273,350 call options, issued by the Company's owner Nedergransta Förvaltning AB. The call options can be exercised between August 15, 2024 and February 15, 2025. The subscription price corresponds to SEK 111.

The preparation of the proposal

The Board of Directors' proposal has been prepared by the Board of Directors' Remuneration Committee and the Board of Directors. The Remuneration Committee has consulted the shareholders who are represented in the Nomination Committee (Lannebo Fonder, Burken Invest and Herenco, which together represents approximately 53.2 percent of the votes in the Company) in connection with the preparation of the proposal in order to receive feedback and suggestions on the form of the proposal. These shareholders are positive to the final proposal.

Majority requirements

The resolution of the general meeting above is proposed to be adopted as a joint resolution. A valid resolution requires that shareholders representing at least nine tenths (9/10) of the votes cast and shares represented at the general meeting support the resolution.

Available documentation

The Nomination Committee's proposal and reasoned statement and the proxy form are available at the Company and on the Company's website <https://investors.profoto.com/en/general-meeting/>.

The financial statements, the Audit Report and other documents that are to be kept available for the shareholders according to the Swedish Companies Act will be available at the Company and on the Company's website <https://investors.profoto.com/en/general-meeting/>, no later than three weeks before the Annual General Meeting.

The documents will be sent free of charge to shareholders who so request and state their address.

Number of shares and votes in the Company

At the time of this notice the total number of shares and votes in the Company amounts to 40 000 000. The company has no own shares.

Shareholders' right to request information

The Board of Directors and the CEO shall, if any shareholder so requests, and the Board of Directors considers that this can be done without significant harm for the Company, at the meeting provide information on circumstances that may affect the assessment of an item on the agenda, circumstances that may affect the assessment of the Company's or its subsidiaries' financial situation and the Company's relation to other companies within the group.

Processing of personal data

For information on how your personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

Sundbyberg March 2023

Profoto Holding AB

The Board of Directors

Contacts

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About Profoto

Profoto was founded more than 50 years ago and has since then been the world leader in lighting products for professional photographers, driving innovation and awareness of how to create better images through light. We know that light is the indispensable source in all image creation – regardless of camera or situation. Creating great images is about mastering and shaping light. End users are professional photographers and commercial customers, such as large consumer-oriented brands and e-commerce companies. Profoto is currently represented in 58 markets worldwide. Net sales in 2022 totaled SEK 848m, with an adjusted EBIT margin of 30 percent. Profoto has 135 employees at its headquarters in Stockholm and at subsidiaries in the US, Japan, China, Germany, France, the UK and the Netherlands.

For more information about Profoto, please visit <https://investors.profoto.com>

Attachments

[Notice of Annual General Meeting of Profoto Holding AB \(publ\)](#)