

09 April 2024 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 14, 2024 at 1 p.m at Profoto's headquarters, Landsvägen 57, Sundbyberg, Sweden. Registration for the meeting starts at 12.30 p.m.

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 May 3, 2024, and
- give notice of participation no later than May 7, 2024 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 authorization document must be enclosed. In order to facilitate registration at the meeting, the power of attorney, registration certificate and other authorization 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 May 3, 2024. 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 May 7, 2024 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 the executive 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 authorization for the Board of Directors to resolve on new issue of shares
14. Closing of the meeting

Proposed resolutions

THE NOMINATION COMMITTEE'S PROPOSALS (items 2 and 10-12)

The Nomination Committee for the 2024 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 600,000 (500,000) to the Chairman of the Board and SEK 300,000 (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 180,000 (130,000) to the Chairman of the Audit Committee and SEK 90,000 (75,000) to each of the other members of the Audit Committee and SEK 60,000 (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 re-elected as auditor, in accordance with the recommendation from the Audit Committee, for the period until the end of the 2025 Annual General Meeting. PwC has informed that, in the event that the accounting firm is elected as auditor, Aleksander Lyckow will be auditor in charge. The Nomination Committee proposes that the auditor's fee is to be paid according to approved invoice.

DIVIDEND AND RECORD DATE (item 9 b)

The Board of Directors proposes a cash dividend for the financial year 2023 of SEK 3.75 per share. The record date for the cash dividend is proposed to be May 16, 2024. 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 21, 2024.

RESOLUTION REGARDING AUTHORIZATION FOR THE BOARD OF DIRECTORS TO RESOLVE ON NEW ISSUE OF SHARES (item 13)

The Board of Directors proposes that the Annual General Meeting authorize 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 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, and/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.

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 April 2024

Profoto Holding AB

The Board of Directors

Attachments

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