

Proposal regarding authorization for the board of directors to repurchase and transfer of own shares

The board of directors of Profoto Holding AB (publ), reg. no. 556810-9879, (the "**Company**") proposes that the annual general meeting resolves to authorise the board of directors to decide on purchases of the Company's own shares in accordance with the following main terms:

- 1) Share repurchases may be made only on Nasdaq Stockholm or any other regulated market.
- 2) The authorisation may be exercised on one or more occasions before the 2026 annual general meeting.
- 3) The maximum number of own shares that may be repurchased so that the Company's holding of shares at any given time does not exceed 10 percent of the total number of shares in the Company.
- 4) Repurchases of the Company's own shares on Nasdaq Stockholm may only be made at a price within the range of the highest purchase price and lowest selling price at any given time.
- 5) Payment for the shares shall be made in cash.

In addition, the board of directors proposes that the annual general meeting resolves to authorise the board of directors to decide on transfers of own shares, with or without deviation from the shareholders' preferential rights, in accordance with the following main terms:

- 1) Transfers may be made on (i) Nasdaq Stockholm or (ii) outside of Nasdaq Stockholm in connection with acquisitions of companies, operations or assets.
- 2) The authorisation may be exercised on one or more occasions before the 2026 Annual General Meeting.
- 3) The maximum number of shares that may be transferred corresponds to the number of shares held by the Company at the point in time of the Board of Directors' decision on the transfer.
- 4) Transfers of shares on Nasdaq Stockholm may only be made at a price within the range of the highest purchase price and lowest selling price at any given time. For transfers outside of Nasdaq Stockholm, the price shall be set so that the transfer is made at market terms.
- 5) Payment for transferred shares may be made in cash, through in-kind payment, or through set-off against claims with the Company.

The purpose of the authorisations is to give the board of directors greater scope to act and the opportunity to adapt and improve the Company's capital structure and thereby create further shareholder value, and take advantage of any attractive acquisition opportunities.

The board of directors shall have the right to decide on other terms for repurchases and transfers of own shares in accordance with its authorisation. The Board of Directors also has the right to authorise the Chairman of the Board, the Group CEO, or the person designated by the Board to make such minor adjustments that may be necessary in connection with the execution of the Board's decision to repurchase and transfer shares.

It was noted that the boards' report in accordance with Ch. 19 § 22 of the Swedish Companies Act was attached.

A valid resolution in favour of the Board's proposal requires the approval of shareholders with at least two-thirds of the votes and shares represented at the Annual General Meeting.

Styrelsens yttrande i enlighet med 19 kap. 22 § aktiebolagslagen

The board of directors' statement according to Ch. 19 § 22 of the Swedish Companies Act

Styrelsen för Profoto Holding AB (publ), org.nr 556810-9879, har föreslagit att årsstämman bemyndigar styrelsen att besluta om återköp av aktier för att styrelsen ska få ökat handlingsutrymme och möjlighet att anpassa och förbättra bolagets kapitalstruktur och därigenom skapa ytterligare aktieägarvärde, samt tillvarata eventuella attraktiva förvärvsmöjligheter.

The board of directors of Profoto Holding AB (publ), reg. no. 556810-9879, has proposed that the annual general meeting authorizes the board of directors to resolve on repurchase of shares in order for the board of directors to have an increased flexibility and to have the opportunity to adjust and improve the company's capital structure and thereby create additional shareholder value and to exploit attractive acquisition opportunities.

Profoto Holding AB (publ):s och koncernens ekonomiska ställning

Profoto Holding AB (publ) and the group's financial position

Bolagets och koncernens ställning per den 31 december 2024 framgår av årsredovisningen för 2024, vari även framgår vilka principer som har tillämpats för värdering av tillgångar, avsättningar och skulder. Förslaget till förvärv av egna aktier innebär att styrelsen bemyndigas att förvärva högst så många aktier att Bolagets innehav av egna aktier, vid var tid, inte överstiger tio (10) procent av samtliga aktier i Bolaget. Utrymmet för förvärv av egna aktier begränsas av tillgängligt fritt eget kapital enligt fastställd årsredovisning för 2024 samt framlagt förslag om vinstutdelning i enlighet med årsredovisningen för 2024.

The company's and the group's position as of 31 December 2024 is presented in the annual report for 2024, which also include the principles that has been applied for valuation of assets, allocations and debts. The proposal regarding acquisition of own shares entails that the board of directors is authorized to acquire a maximum of so many shares that the Company's holding of own shares, on any occasion, does not exceed ten (10) per cent of all the shares in the Company. The potential to acquire own shares is limited by available unrestricted equity in accordance with the approved annual report for 2024 and proposed proposal regarding dividend in accordance with the annual report for 2024.

Återköpbemyndigandets försvarlighet

The justification of the repurchase authorization

Bolagets och koncernens konsolideringsbehov och likviditet har beaktats genom en allsidig bedömning av den ekonomiska ställningen samt, i relation till den bransch bolaget och koncernen verkar inom, möjligheterna att på kort och lång sikt infria sina åtaganden. Utöver detta har hänsyn tagits till alla övriga kända förhållanden som kan ha betydelse för bolagets och koncernens ekonomiska ställning.

The company's and the group's consolidation needs and the liquidity have been taken into account through a comprehensive assessment of the financial position, and in relation to the industry the company and the group operates within, and the opportunities to fulfill its commitments in the short and long term. In addition, consideration has been made to all other known circumstances that may have an effect on the company's and the group's economic situation.

I samband med ett eventuellt beslut om återköp av egna aktier, med stöd av bemyndigandet, kommer styrelsen att beakta tillgängligt fritt eget kapital enligt senast fastställda balans- och resultaträkning i kombination med vid var tid gällande kursintervall (med beaktande av bolagets börskursutveckling samt rådande marknadsklimat). Mot bakgrund av sådan analys kommer styrelsen att särskilt lägga vikt vid risker avseende bolagets egna kapital, konsolideringsbehov, likviditet och soliditet och ställning i övrigt.

In connection with any resolution to repurchase own shares, pursuant to the authorization, the board of directors will consider the available unrestricted equity according to the most recently adopted balance sheet and income statement in combination with the price range applicable from time to time

(taking into account the company's share price development and the prevailing market climate). In the light of such analysis, the board of directors will pay particular attention to the risks relating to the company's equity, consolidation needs, liquidity and solvency and position in general.

Med hänvisning till ovanstående bedömer styrelsen att återköpsbemyndigandet är försvarligt med hänvisning till de krav som verksamhetens art, omfattning och risker ställer på storleken av bolagets egna kapital samt bolagets och koncernens konsolideringsbehov, likviditet och soliditet och ställning i övrigt.

In view of the above the board of directors considers that the authorization to repurchase shares is justifiable with reference to the requirements of the nature of the business, the scope and the risks imposed on the company's equity and the company's and the group's consolidation needs, liquidity and solidity and position in general.