

Profoto Holding AB (publ)

The Board of Directors' proposal for resolution on authorization for the Board of Directors to resolve on repurchase and transfer of own shares

The Board of Directors proposes that the Annual General Meeting authorize the Board of Directors to decide on purchases of shares in accordance with the following terms:

- (a) Repurchase of shares may be made on Nasdaq Stockholm, and in accordance with the Nasdaq Nordic Main Market Rulebook for Issuers of Shares.
- (b) The authorization may be exercised on one or more occasions before the Annual General Meeting 2027.
- (c) A maximum number of shares may be repurchased so that the Company's holding at any time does not exceed a tenth of all the shares in the Company.
- (d) Repurchase of shares shall be made in accordance with the price limitations set out in the Nasdaq Nordic Main Market Rulebook for Issuers of Shares, which states that shares may not be purchased at a price higher than the higher of the price of the last independent trade and the highest current independent purchase bid, on the trading venue where the purchase is carried out. Repurchase of shares may not be purchased at a price lower than the lowest price at which an independent purchase can be made.

In addition, the Board of Directors proposes that the Annual General Meeting resolve to authorize 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:

- (a) Transfers may be made on (i) Nasdaq Stockholm or (ii) outside of Nasdaq Stockholm in connection with acquisitions of companies, operations, or assets.
- (b) The authorization may be exercised on one or more occasions before the Annual General Meeting 2027.
- (c) 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.
- (d) 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.
- (e) 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 authorization. The Board of Directors also has the right to authorize the Chairman of the Board, the CEO, or the person designated by the Board of Directors to make such minor adjustments that may be necessary in connection with the execution of the Board of Directors' decision to repurchase and transfer own shares.

Majority requirements

The resolution of the general meeting to authorize the Board of Directors to resolve on acquisition and transfer of own shares shall be valid only if supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the meeting.

Sundbyberg March 2026
Profoto Holding AB (publ)
The Board of Directors