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# Decisions at the Annual General Meeting 26 April 2022

The Annual General Meeting in AB Fagerhult (publ) was held on 26 April 2022 in Fagerhult (the "AGM").

All resolutions were made in accordance with the proposals of the Board of Directors or the Nomination Committee. Complete information regarding the proposals to the AGM is available on the company's website, [www.fagerhultgroup.com](http://www.fagerhultgroup.com).

## Income statement and balance sheets

The AGM adopted the income statement and the balance sheet for the parent company as well as the consolidated income statement and the consolidated balance sheet for the financial year 2021.

## Dividend

The AGM resolved to pay a dividend to the shareholders of SEK 1.30 per share. The record date for receiving dividend was set to 28 April 2022 and the dividend is expected to be distributed by Euroclear Sweden AB starting on 3 May 2022.

## Discharge from liability

Each of the members of the Board of Directors and the CEO were discharged from liability for their administration of the company during the financial year 2021.

## Fees

The AGM resolved on fees to the members of the Board of Directors and to the Chairman of the Board of Directors, as well as fees for work in the committees of the Board of Directors as follows:

- SEK 980,000 to the Chairman of the Board of Directors;
- SEK 380,000 each to the other members of the Board of Directors elected by the AGM and not employed in the Fagerhult Group;
- SEK 130,000 to the Chairman of the Audit Committee and SEK 78,000 each to the other members of the Audit Committee; and
- SEK 50,000 to the Chairman of the Remuneration Committee and SEK 25,000 each to the other members of the Remuneration Committee.

The AGM resolved that the company's auditor's fees will be paid based on current account.

## Board of Directors

The AGM elected members of the Board of Directors. Jan Svensson, Eric Douglas, Cecilia Fasth, Annica Bresky and Teresa Enander were re-elected as members of the Board of Directors and Magnus Meyer was elected as new member of the Board of Directors.

Jan Svensson was re-elected as Chairman of the Board of Directors and Eric Douglas was re-elected as Vice Chairman of the Board of Directors.

## **Auditor**

The AGM elected the auditing firm KPMG AB as auditor for the period until the close of the next annual general meeting and the auditing firm has announced that Authorized Public Accountant Mathias Arvidsson will serve as chief auditor.

## **Principles for the composition of the Nomination Committee**

The principles for the composition of the Nomination Committee were adopted. The adopted principles are in line with the principles adopted and in force during 2019, 2020 and 2021.

## **Principles for remuneration to senior management**

The principles for remuneration to senior management were adopted.

## **Remuneration Report for 2021**

The AGM approved the Board of Director's report regarding compensation pursuant to Chapter 8, Section 53a of the Swedish Companies Act.

## **2022 Performance-based Share-Savings Plan**

The AGM resolved to approve a performance-based share-savings plan (the "2022 Performance-based Share-Savings Plan"). The AGM also resolved to approve the delivery and hedging measures proposed by the Board of Directors for the 2022 Performance-based Share-Savings Plan.

The program includes up to 90 senior executives in the Fagerhult Group. The participant in the program must acquire shares in Fagerhult at market price to a value between 2.5 percent and 12 percent of the participant's annual base salary. Each acquired share entitles the participant to four performance share rights after a three-year vesting period and each performance share right then entitles to a free share on the conditions set out below.

Following the publication of Fagerhult's interim report for the first quarter of 2025, the participants in the program will be allotted shares in Fagerhult, provided continued employment and that the investment in Fagerhult shares has lasted in its entirety during the same period. In order for the allotment of shares to take place, it is also required that a financial performance target related to earnings per share for the Fagerhult Group during the financial years 2022–2024 is achieved.

The maximum number of shares in Fagerhult that can be issued in accordance with the 2022 Performance-based Share-Savings Plan is limited to 1,136,364, which corresponds to approximately 0.66 percent of the outstanding shares and votes.

Earnings per allotted share are limited to a maximum amount of SEK 170, which corresponds to approximately three times the volume-weighted average share price for Fagerhult shares on Nasdaq Stockholm during February 2022.

The Board of Directors has estimated the average value of each performance share right at approximately SEK 55. The total estimated value of the performance share rights amounts to approximately SEK 10.8 million which corresponds to approximately 0.11 percent of Fagerhult's market capitalization as of 1 March, 2022.

The cost of the 2022 Performance-based Share-Savings Plan in the form of personnel costs is estimated to amount to approximately SEK 3.4 million, which corresponds to approximately 0.15 percent of Fagerhult's total personnel costs during the financial year 2021.

The main motives for establishing the 2022 Performance-based Share-Savings Plan are to strengthen the company's ability to recruit and retain employees, spread and increase shareholding among employees and create a group-wide focus for the employees concerned.

## **Authorisations to the Board regarding acquisition and disposal of own shares**

In order to secure the company's commitments under the 2022 Performance-based Share-Savings Plan and to be able to use repurchased shares in connection with possible acquisitions and to be able to adapt the company's capital structure and thereby contribute to increased shareholder value, the AGM resolved to authorize the Board of Directors to, on one or more occasions during the period until the next annual general meeting, acquire own shares on Nasdaq Stockholm to the extent the company holds total shares amounts to a maximum of one tenth of all shares in the company. Acquisitions according to the authorization must take place at a price within the price interval registered at any given time. The AGM further resolved to authorize the Board of Directors to transfer a maximum of 1,136,364 repurchased shares free of charge to participants in the 2022 Performance-based Share-Savings Plan who are entitled to receive allotment of shares in accordance with the terms of the program.

Minutes with complete resolutions from the AGM will be made available on the company's website, [www.fagerhultgroup.com](http://www.fagerhultgroup.com), no later than 5 May 2022. The AGM Calling Notice detailing in full all of the above proposals is available on [www.fagerhultgroup.com](http://www.fagerhultgroup.com) and a copy of the Minutes, except the voting list, will be sent upon request to shareholders.

Habo, 26 April 2022

## **Contact information**

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