
Decisions at the Annual General Meeting 25 April 2023

The Annual General Meeting of AB Fagerhult (publ) was held on 25 April 2023 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.

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 2022.

Dividend

The AGM resolved to pay a dividend to the shareholders of SEK 1.60 per share. The record date for receiving dividend was set to 27 April 2023 and the dividend is expected to be distributed by Euroclear Sweden AB starting on 3 May 2023.

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 2022.

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 1,010,000 to the Chairman of the Board of Directors;
- SEK 390,000 each to the other members of the Board of Directors elected by the AGM and not employed in the Fagerhult Group;
- SEK 134,000 to the Chairman of the Audit Committee and SEK 80,000 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, Teresa Enander and Magnus Meyer were re-elected as members of the Board of Directors and Eva Elmstedt 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 to 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 2019-2022.

Principles for remuneration to senior management

The principles for remuneration to senior management were adopted.

Remuneration Report for 2022

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

2023 Performance-based Share-Savings Plan

The AGM resolved to approve a performance-based share-savings plan (the "2023 Performance-based Share-Savings Plan"). The AGM also resolved to approve the delivery and hedging measures proposed by the Board of Directors for the 2023 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 2026, 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 2023–2025 is achieved.

The maximum number of shares in Fagerhult that can be issued in accordance with the 2023 Performance-based Share-Savings Plan is limited to 1,344,284, which corresponds to approximately 0.76 percent of the outstanding shares and votes.

Earnings per allotted share are limited to a maximum amount of SEK 149, which corresponds to approximately three times the volume-weighted average share price for Fagerhult shares on Nasdaq Stockholm during February 2023.

The Board of Directors has estimated the average value of each performance share right at approximately SEK 57,50. The total estimated value of the performance share rights amounts to approximately SEK 10.4 million which corresponds to approximately 0.10 percent of Fagerhult's market capitalization as of 1 March, 2023.

The cost of the 2023 Performance-based Share-Savings Plan in the form of personnel costs is estimated to amount to approximately SEK 3.75 million, which corresponds to approximately 0.15 percent of Fagerhult's total personnel costs during the financial year 2022.

The main motives for establishing the 2023 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 2023 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 1,344,284 repurchased shares free of charge to participants in the 2023 Performance-based Share-Savings Plan who are entitled to receive allotment of shares in accordance with the terms of the program.

Company name and amendment of the articles of association

The AGM resolved to change AB Fagerhult's company name to Fagerhult Group AB. The resolution included an associated change in § 1 of the company's articles association to therein include the resolved company name Fagerhult Group AB.

Minutes with complete resolutions from the AGM will be made available on the company's website, www.fagerhultgroup.com, no later than 9 May 2023. A copy of the Minutes, except the voting list, will be sent upon request to shareholders.

Habo, 25 April 2023

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