

**PRESS RELEASE**

**The Annual General Meeting of Lagercrantz Group AB on 29 August 2023**

At the Annual General Meeting of Lagercrantz Group AB on 29 August 2023, resolutions were passed on the following matters:

**Appropriation of the company's profit and dividend**

The Annual General Meeting (AGM) adopted the Income Statement, the Balance Sheet, the Consolidated Income Statement and the Consolidated Balance Sheet for the financial year 2022/23. A dividend of SEK 1.60 per share was declared in accordance with the proposal of the Board of Directors. 31 August 2023 shall be the record day for receiving dividend, which is expected to be paid out on 5 September 2023.

**Discharge from liability for the Board members and the President**

The Annual General Meeting granted discharge from liability to the Board of Directors and the President for their management during the 2022/23 financial year.

**Board of Directors and Auditor**

The Annual General Meeting resolved, in accordance with the proposal of the Election Committee, that the number of Board members appointed by the AGM, shall be six members. The following Board members were re-elected:

Anna Almlöf  
Anna Marsell  
Anders Claeson  
Fredrik Börjesson  
Ulf Södergren  
Jörgen Wigh, President & CEO of Lagercrantz Group.

Fredrik Börjesson was re-elected as Chairman of the Board of Directors.

The Annual General Meeting approved total directors' fees of SEK 2,770,000, of which SEK 1,030,000 for the Chairman of the Board, and SEK 435,000 for each of the other Board members who are not employed by the company.

Fees for work as part of the company's remuneration committee shall be payable of SEK 105,000 per Board member.

At the subsequent statutory Board Meeting, the entire Board of Directors with the exception of the President & CEO was elected to serve as the company's Audit Committee. The Chairman Anders Börjesson and Ulf Södergren were elected to serve as the company's Remuneration Committee with the President & CEO participating in a reporting capacity.

The AGM resolved, in accordance with the proposal of the Election Committee, that the company shall have an auditor and elected Deloitte AB as auditor, for the period until the

end of the next AGM. Deloitte AB is represented by Alexandros Kouvatsos as auditor in charge.

### **Election Committee**

The Annual General Meeting resolved, in accordance with the proposal of the year's Election Committee to entrust the Chairman of the Board of Directors with the task of contacting the largest shareholders in terms of votes as of 31 December 2023 and to ask these shareholders to appoint members to form an Election Committee, together with the Chairman of the Board of Directors. The Election Committee shall consist of four members appointed by the largest shareholders in terms of votes (that wish to participate) and the Chairman of the Board of Directors.

### **Remuneration report**

The Annual General Meeting approved the company's remuneration report.

### **Authorisation for the Board of Directors to take decisions on purchases and assignments of treasury shares**

The Annual General Meeting resolved, in accordance with the proposal of the Board of Directors, to authorise the Board of Directors during the period until the next AGM, on one or more occasions, to buy and sell shares in the company. Purchases shall be made via Nasdaq Stockholm at a price that is within the registered price interval at any given time (i.e. the spread between the highest buying price and lowest selling price). The company's holdings of own shares at no time may exceed 10% of the total number of shares in the company.

The AGM also authorised the Board of Directors, in deviation from the shareholders' preferential rights, to sell the company's holdings of its own Class B shares, outside of Nasdaq Stockholm, at a price deemed equivalent to market value, as payment in connection with acquisition of companies or businesses.

The purpose of purchases and sales of the company's own shares is to allow the Board of Directors to adapt the Group's capital structure, as well as to enable the future acquisition of companies and businesses through payment with the company's own shares, and to ensure the delivery of shares in connection with the company's outstanding incentive programmes at any given time.

### **Exercise of authorisation for purchases and assignments of treasury shares**

At the subsequent statutory Board Meeting, the Board of Directors decided to exercise the authorisation received from the Annual General Meeting to purchase and assign shares in the company, on one or more occasions, during the period until the next AGM.

### **Issuance of call options on repurchased shares and assignment of repurchased shares to managers and senior executives within the scope of the new incentive programme**

The AGM resolved, in accordance with the proposal of the Board of Directors, in deviation from the preferential rights of shareholders, to invite managers and senior executives to acquire call options on repurchased class B shares. A maximum of 800,000 call options giving the right to acquire a corresponding number of shares may be issued. Options shall be acquired at market value. The redemption price shall be set at 125% of the average market price of the share during the measurement period 5 September 2023 – 15 September 2023. The purpose of the programme, among other things, is to allow management staff in the Group, through their own investment, to benefit from and strive for a positive increase in the value of the company's shares, thereby more closely aligning the interests of managers and shareholders in the company. The purpose of the programme is to also contribute to increasing the long-term share ownership of management staff in the

company. In order to encourage participation in the programme, extra compensation shall be paid corresponding to the premium paid after two years, provided that the option holder has not resigned or had their employment with the Group terminated and that the option holder still holds call options.

The AGM also resolved to assign to the option holders up to 800,000 of the company's repurchased shares in conjunction with any exercise of the call options.

### **Authorisation for the Board to decide on a new issue of up to 10% of the number of B shares**

The Annual General Meeting resolved, in accordance with the proposal of the Board of Directors, for the purpose of enabling more acquisitions, to authorise the Board of Directors during the period until the next AGM, on one or more occasions, to decide on a new issue of B shares. A new issue of B shares may take place with or without preferential rights for the company's shareholders, and payment can be made either in cash, and/or with non-cash consideration, by set-off or otherwise subject to terms and conditions. The number of shares that can be issued by virtue of the authorisation, shall not imply a dilution of more than 10% of the total number of B shares upon the adoption of the proposed authorisation by the Annual General Meeting, after full exercise of the proposed authorisation. The purpose of the authorisation is to increase the company's financial flexibility and the Board's freedom of action. If the Board decides on an issue with a deviation from the shareholders' preferential rights, the reason must be that the shares shall be able to constitute a means of payment in connection with acquisitions, to finance acquisitions or to strengthen the balance sheet in connection with acquisitions. In the event of such a deviation from the shareholders' preferential rights, the issue must be carried out on market-related terms and conditions.

### **Resolution on amendment of the Articles of Association**

The Annual General Meeting decided, in accordance with the proposal of the Board of Directors, to amend the articles of association whereby the Company's objects are changed to better reflect the operations conducted today.

Stockholm, 29 August 2023

**Lagercrantz Group AB (publ)**

For further information please contact:

Jörgen Wigh, President & CEO, Lagercrantz Group AB, tel +46 8 700 66 70  
Peter Thysell, Chief Financial Officer, Lagercrantz Group, tel +46 70 661 05 59, or the company's website at: [www.lagercrantz.com](http://www.lagercrantz.com)

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#### **LAGERCRANTZ GROUP IN BRIEF**

Lagercrantz Group is a Tech Group that offers world-leading, value-creating technology, using either proprietary products or products from leading suppliers. The Group consists of about 70 companies, each with a focus on a specific sub-market – a niche. High value-creation is common to all the companies, including a high degree of customisation, support, service and other services.

Lagercrantz Group is active in nine countries in Northern Europe as well as in China, India and in the USA. The Group has approximately 2,600 employees and annual revenues of about MSEK 7,700. The Company is listed on Nasdaq Stockholm since 2001.