



PRESS RELEASE

14 May 2024

# Annual General Meeting 2024 in Lindab International AB (publ)

At the Annual General Meeting in Lindab International AB (publ) held today, the following resolutions were taken. The Meeting resolved the agenda items in accordance with the proposals of the Board and the Nomination Committee.

## **Election of Board of Directors**

The Meeting resolved to re-elect as members of the Board Peter Nilsson, Viveka Ekberg, Sonat Burman-Olsson, Anette Frumerie, Per Bertland, Marcus Hedblom and Staffan Pehrson. Peter Nilsson was re-elected as Chairman of the Board.

## **Election of Auditor**

The Meeting resolved to re-elect the audit firm Deloitte AB as the Company's auditor for the period until the end of the next Annual General Meeting.

## **Adoption of the Income Statement and the Balance Sheet and resolution regarding discharge from liability**

The Meeting adopted the Company's and the Group's income statements and balance sheets and discharged the Board members and the CEO from liability for the financial year 2023.

## **Dividend**

In accordance with the Board's proposal, the Meeting resolved on a dividend of SEK 5.40 per share distributed half-yearly of SEK 2.70 per share with record date 16 May and 1 November 2024.

## **Fees to the Board, the Auditor and the Board's committees**

The Meeting resolved the fees to the Board as follows: The fee to the Chairman of the Board shall amount to SEK 1,400,000 and the fee to each of the other Board members elected by the Annual General Meeting shall amount to SEK 550,000. The fee to each of the ordinary employee representatives shall amount to SEK 26,250. The total fee for the ordinary work of the Board amounts to SEK 4,752,500.

The Meeting resolved that the fees to the Board's committees shall be as follows:

The Chairman of the Audit Committee shall receive a fee of SEK 225,000 and each of the other members shall receive a fee of SEK 110,000. The Chairman of the Remuneration Committee shall receive a fee of SEK 150,000 and each of the other members shall receive a fee of SEK 60,000. The total fee for the services of the Audit Committee and the Remuneration Committee shall not exceed SEK 655,000.

The Meeting resolved that the Auditor's fee shall be paid in accordance with approved account.

### **Resolution regarding the Nomination Committee**

The Meeting resolved that the Nomination Committee shall consist of at least four members, one of whom shall be the chairman of the Board. The chairman of the Board shall, no later than at the end of the third quarter of the year before the Annual General Meeting, contact the three largest shareholders listed in the share register maintained by Euroclear Sweden as of 31 August each year, and request them to appoint their representative to the Nomination Committee without delay. If a shareholder refrains from exercising its right to appoint a member of the Nomination Committee, the right to appoint a member of the Nomination Committee will pass on to the next largest shareholder that has not appointed a member of the Nomination Committee, whereby no more than ten shareholders need to be asked.

### **Approval of remuneration report**

The Meeting resolved to approve the Board's remuneration report pursuant to Chapter 8, Section 53a of the Swedish Companies Act (2005:551).

### **Guidelines for the remuneration to senior executives**

The meeting established guidelines for remuneration to senior executives in accordance with the Board's proposal. The total remuneration shall be on market terms and may consist of the following components: fixed cash salary, variable cash remuneration, pension benefits and other benefits. In addition to what is determined by the guidelines, the Annual General Meeting may resolve on, among other things, share-related or share price-related remuneration. The qualification period for the criteria for awarding variable cash remuneration shall be measured over a period of one or several years. The variable cash remuneration may not exceed 170% for the CEO and 100% for other senior executives during the measurement period for such criteria. For all Company senior executives (who are not included in the collectively bargained pension benefit, ITP), a pension premium on the fixed cash salary may not exceed 30%. Variable cash remuneration shall not qualify for pension benefits. Other benefits may include, for example, life insurance, medical insurance (Sw: sjukvårdsförsäkring) and company cars. Premiums and other associated costs relating to such benefits may not collectively exceed 10% of the fixed cash salary.

### **Call option plan for senior executives**

The Meeting resolved to introduce a call option plan for senior executives in the Lindab Group (the "Call Option Plan") through a directed issue of maximum 275,000 call options under the Call Option Plan. Senior executives within the Lindab Group shall have the right to participate in the Call Option Plan and shall be divided into three different categories: Lindab's CEO shall have the right to acquire up to 100,000 call options. The remaining members of Lindab's Group Management Team (approx. 8 persons), shall have the right to acquire up to 50,000 call options each. Significant executives outside group management are awarded a maximum of 10,000 call options per person. The total number of persons offered an award, including group management, will amount to a maximum of 20 persons. A person who is not employed by the Lindab Group at the time of the Annual General Meeting but will commence their employment within the Lindab Group no later than 31 August 2024 shall be entitled to participate in the Call Option Plan.

The objective of the plan, and the reason for deviating from the shareholders' preferential rights, is to strengthen the link between the work of senior executives and the creation of shareholder value. By those means, it is considered that there will be an increased alignment of interests between the senior executives and the shareholders of Lindab International AB ("Lindab").

### **Authorisation for the Board to resolve on repurchase and transfer of own shares**

The meeting authorised the Board to, on one or several occasions during the period up until the next Annual General Meeting, resolve on repurchase of own shares with a maximum of so many shares that the company's holding does not exceed ten (10) percent of the total number of shares in the company from time to time. The purpose of the authorisations is to give the Board the possibility to adjust the company's capital structure and thereby contribute to increased shareholder value and to be able to exploit attractive acquisition opportunities by fully or partly financing future acquisitions with the company's own shares.

**Authorisation for the Board to resolve on issue of shares, warrants and/or convertibles**

The meeting authorised the Board to, on one or several occasions during the period up until the next Annual General Meeting, with or without deviation from the shareholders' preferential right, resolve on new issues of shares, warrants and/or convertibles. By resolutions in accordance with the authorisation, the number of shares may be increased by a number corresponding to a maximum of ten (10) percent of the number of outstanding shares in the company at the time when the Board first uses the authorisation. The purpose of the authorisation and the reasons for a potential deviation from the shareholders' preferential rights as set out above is to carry out and finance acquisitions of companies, part of companies or businesses or to strengthen the company's capital base and equity/assets ratio, alternatively to enable a broadening of the ownership of the company with one or several owners of strategic importance to the company.

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**Lindab in brief**

Lindab is a leading ventilation company in Europe. Lindab develops, manufactures, markets and distributes products and systems for energy-efficient ventilation and a healthy indoor climate. The products are characterised by high quality, ease of installation and environmental thinking.

The Group had sales of SEK 13,114 m in 2023 and is established in 20 countries with approximately 5,000 employees. The Nordic region accounted for 45 percent of sales in 2023, Western Europe for 42 percent, Central Europe for 12 percent and Other markets for 1 percent.

The share is listed on the Nasdaq Stockholm, Large Cap, under the ticker symbol LIAB.