

Decisions at the Annual General Meeting 28 April 2025

The Annual General Meeting of Fagerhult Group AB (publ) was held on 28 April 2025 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.

Annual & Sustainability report - income statement and balance sheets

The AGM adopted the annual & sustainability report 2024, 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 2024.

Dividend

The AGM resolved to pay a dividend to the shareholders of SEK 1.40 per share. The record date for receiving dividend was set to 30 April 2025 and the dividend is expected to be distributed by Euroclear Sweden AB starting on 6 May 2025.

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 2024.

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 1,160,000 to the Chairman of the Board of Directors;
- SEK 450,000 each to the other members of the Board of Directors elected by the AGM and not employed in the Fagerhult Group;
- SEK 200,000 to the Chairman of the Audit Committee and SEK 112,000 each to the other members of the Audit Committee; and
- SEK 56,000 to the Chairman of the Remuneration Committee and SEK 28,000 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, Magnus Meyer and Annica Bresky were re-elected as members of the Board of Directors and Heléne Mellquist 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.

Principles for remuneration to senior management

The principles for remuneration to senior management were adopted.

Remuneration Report for 2024

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

2025 Performance-based Share-Savings Plan

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

The program includes up to 15 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 2028, 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 2025–2027 is achieved and that a sustainability performance target related to the Fagerhult Group's reduction of GHG emissions by 2027 within Scope 1 and Scope 2 as reported by the group within Science Based Targets initiative (SBTi) which the group earlier has committed to.

The distribution between allocation according to the financial performance target and the performance target within the group's sustainability work is 90/10. The financial performance target and its outcome will be measured linearly between the established minimum level and the established maximum level. If the minimum level in the interval for the financial performance target is not reached, the performance share rights will not entitle to allocation in this respect and if the maximum level in the interval is reached, each performance share right entitles to a 9/10 share.

The performance target within the group's sustainability work and its outcome are based on whether or not the performance target as of the end of 2027.

If the performance target within the group's sustainability work is not achieved, the performance share rights will not entitle to allocation in this part and if the performance target is achieved or exceeded, each performance share right entitles to a 1/10 share.

The maximum number of shares in Fagerhult that can be issued in accordance with the 2025 Performance-based Share-Savings Plan is limited to 444,900, which corresponds to approximately 0.25 percent of the outstanding shares and votes.

Earnings per allotted share are limited to a maximum amount of SEK 152, which corresponds to approximately three times the volume-weighted average share price for Fagerhult shares on Nasdaq Stockholm during February 2025.

The Board of Directors has estimated the average value of each performance share right at approximately SEK 45.40. The total estimated value of the performance share rights amounts to approximately SEK 2.8 million which corresponds to approximately 0.035 percent of Fagerhult's market capitalization as of 1 March, 2025.

The cost of the 2025 Performance-based Share-Savings Plan in the form of personnel costs is estimated to amount to approximately SEK 1,309,000, which corresponds to approximately 0.046 per cent of Fagerhult's total personnel costs during the financial year 2024.

The main motives for establishing the 2025 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 2025 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 444,900 repurchased shares free of charge to participants in the 2025 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, no later than 12 May 2025. A copy of the Minutes, except the voting list, will be sent upon request to shareholders.

Habo, 28 April 2025

Contact information

Bodil Sonesson

CEO

+46 722 23 76 02

bodil.sonesson@fagerhultgroup.com

Michael Wood

CFO

+46 730 87 46 47

michael.wood@fagerhultgroup.com