

07 May 2025 12:15:00 CEST  
PRESS RELEASE

# Announcement from the annual general meeting in Profoto Holding AB (publ)

**The annual general meeting 2025 (the "AGM") of Profoto Holding AB (publ) ("Profoto" or the "Company") was held today, 7 May 2025, and the following resolutions were passed by the meeting.**

## **Adoption of the income statement and the balance sheet**

The AGM resolved to adopt the income statement and the balance sheet in Profoto and the consolidated income statement and the consolidated balance sheet.

## **Allocation of profits**

The AGM resolved, as the Board of Directors had withdrawn its dividend proposal, that the year result would be carried forward.

## **Discharge from liability**

The Board of Directors and the managing director were discharged from liability for the financial year 2024.

## **Election of Board of Directors and auditor and remuneration**

The AGM resolved, in accordance with the Nomination Committee's proposal, that the Board of Directors shall consist of five directors. It was also resolved that the Company shall have a registered auditing firm as auditor without deputies.

The AGM resolved, in accordance with the Nomination Committee's proposal, that the fees to the board shall amount to SEK 600,000 to the Chairman of the Board and SEK 300,000 to each of the other Board members who is not employed by the Company. Furthermore, it was resolved that an additional fee for committee work shall be paid with SEK 180,000 to the Chairman of the Audit Committee and SEK 90,000 to each of the other members of the Audit Committee (same as previous year). It was resolved that no remuneration shall be paid to members of the Remuneration Committee (SEK 60,000 in the previous year).

It was further resolved that the auditor shall be entitled to a fee in accordance with approved invoice.

In accordance with the Nomination Committee's proposal, the following board members were re-elected:

Hans Eckerström, Magnus Brännström, Pernilla Ekman, Anders Hedebark and Helene Willberg.

Helena Holmgren declined re-election. Hans Eckerström was re-elected chairman of the board. The auditing firm Öhrlings PricewaterhouseCoopers AB was re-elected as auditor, with Aleksander Lyckow as auditor in charge.

## **Authorization for the Board of Directors to resolve on new issue of shares**

The AGM resolved, in accordance with the proposal from the Board of Directors, to authorize the Board of Directors to resolve on issue of new shares. The authorization may be exercised on one or several occasions up to the Annual General Meeting 2026. An issue may be made with or without deviation from the shareholders' preferential right and against cash payment, by set-off or by contribution in kind. The number of shares to be issued by virtue of the authorization shall not exceed 10% of the registered share capital (as per the date of the resolution on the issue of new shares). The purpose of the authorization is to increase the financial flexibility of the company. Upon deviation from the shareholders' preferential rights, the reason may be, by way of issue of new shares for payment in cash, in kind or through set-off, to enable acquisitions, to

strengthen the company's capital base in connection with company acquisitions or strategic capital or other investments, to obtain capital contributions from current owners and/or new owners, which are considered strategically important from an operational, financial, structural or other perspective, and/or to increase the acting scope of the Board in its work on the company's capital structure.

#### **Allocation principles for warrants of series TO 2025/2028**

The Annual General Meeting resolved, in accordance with the Board's proposal, that a maximum of 360,000 warrants of series TO 2025/2028 shall be allocated in accordance with the following revised allocation principles:

<b>Category</b>	<b>Number of subscription warrants that can be allotted, within a maximum of 360,000 in total</b>	<b>Maximum investment per person (SEK)</b>
<i>Executive management (excluding CEO) (8 persons)</i>	Maximum 60,000 per person, depending on the position, within a maximum of 270,000 in total	Maximum 720,000
<i>Other key employees (approximately 15 persons)</i>	Maximum 15,000 per person, depending on the position, within a maximum of 180,000 in total	Maximum 180,000

The other terms and conditions of TO 2025/2028 will remain unchanged, as resolved by the AGM 2023.

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

The Annual General Meeting resolved, in accordance with the proposal of the Board of Directors, to authorise the Board of Directors to decide on purchases of the Company's own shares in accordance with the following main terms:

- 1) Share repurchases may be made only on Nasdaq Stockholm or any other regulated market.
- 2) The authorisation may be exercised on one or more occasions before the 2026 annual general meeting.
- 3) The maximum number of own shares that may be repurchased so that the Company's holding of shares at any given time does not exceed 10 percent of the total number of shares in the Company.
- 4) Repurchases of the Company's own shares on Nasdaq Stockholm may only be made at a price within the range of the highest purchase price and lowest selling price at any given time.
- 5) Payment for the shares shall be made in cash.

In addition, the AGM resolved, in accordance with the Board of Directors proposal, to authorise the Board of Directors to decide on transfers of own shares, with or without deviation from the shareholders' preferential rights, in accordance with the following main terms:

- 1) Transfers may be made on (i) Nasdaq Stockholm or (ii) outside of Nasdaq Stockholm in connection with acquisitions of companies, operations or assets.
- 2) The authorisation may be exercised on one or more occasions before the 2026 AGM.
- 3) The maximum number of shares that may be transferred corresponds to the number of shares held by the Company at the point in time of the Board of Directors' decision on the transfer.
- 4) Transfers of shares on Nasdaq Stockholm may only be made at a price within the range of the highest purchase price and lowest selling price at any given time. For transfers outside of Nasdaq Stockholm, the price shall be set so that the transfer is made at market terms.
- 5) Payment for transferred shares may be made in cash, through in-kind payment, or through set-off against claims with the Company.

The purpose of the authorisations is to give the Board of Directors greater scope to act and the opportunity to adapt and improve the Company's capital structure and thereby create further shareholder value, and take advantage of any attractive acquisition opportunities.

The Board of Directors shall have the right to decide on other terms for repurchases and transfers of own shares in accordance with its authorisation. The Board of Directors also has the right to authorise the Chairman of the Board, the Group CEO, or the person designated by the Board to make such minor adjustments that may be necessary in connection with the execution of the Board's decision to repurchase and transfer shares.

### **Approval of the remuneration report**

The AGM resolved to approve the remuneration report for the financial year 2024.

For detailed terms and conditions regarding the resolutions at the meeting as set out above, please refer to the notice and the complete proposals available on the Company's website, <https://investors.profoto.com>.

### **Contact**

#### **Amanda Åström**

Head of Investor Relations

#### **Telefon**

+46 73 679 34 48

#### **E-post**

[amanda.astrom@profoto.com](mailto:amanda.astrom@profoto.com)

### **About Profoto**

Profoto was founded more than 50 years ago and has since then been a world leader in lighting equipment for professional photographers, driving innovation and awareness of how to create better images through light. We know that light is the indispensable source in all image creation – regardless of camera or situation. Creating great images is about mastering and shaping light. The end users are professional photographers and commercial customers, including major consumer brands and e-commerce companies. The company currently has sales in 51 countries worldwide. Net sales in 2024 totaled SEK 731m, with an EBIT margin of 23 percent. Profoto has 148 employees at its headquarters in Stockholm and in subsidiaries in the USA, Japan, China, Germany, France, England and the Netherlands.

For more information about Profoto, please visit <https://investors.profoto.com>

### **Attachments**

[Announcement from the annual general meeting in Profoto Holding AB \(publ\)](#)