

Press release 20 April 2023

Report from the Annual General Meeting of Rejlers AB (publ) on 20 April 2023

At the annual general meeting (the “AGM”) of Rejlers AB (publ), reg. no 556349-8426, (the “Company”), on 20 April 2023 the AGM adopted, inter alia, the following resolutions. For more detailed information regarding the contents of the resolutions, please refer to the notice to the AGM and the complete proposals, which have previously been published and are available on the Company’s website, www.rejlers.com.

Adoption of the balance sheet and income statement, disposition regarding the Company’s results and discharge from liability etc.

The AGM adopted the Company’s balance sheet and income statement and consolidated income statement and consolidated balance sheet.

The AGM resolved, in accordance with the board of directors’ proposal, that of the funds at the disposal of SEK 610,498,859 to the Annual General Meeting, a total of SEK 91,718,321 shall be paid to the shareholders in dividends, of which a total of SEK 7,871,625 shall be paid to holders of Class A shares and SEK 83,846,696 shall be paid to holders of Class B shares, and that the remaining SEK 518,780,538 shall be carried forward. Accordingly, a dividend of SEK 4.50 per share, regardless of Class, was resolved and the record date for receipt of the dividend was resolved as Monday, 24 April 2023. It was noted that the dividend is estimated to be paid through the care of Euroclear Sweden AB on Thursday, 27 April 2023.

The AGM also discharged the board members and the CEO from liability for the financial year 2022.

The AGM resolved to approve the board of directors’ remuneration report for 2022.

Remuneration to the board of directors and auditor

The AGM decided that remuneration to the board of directors for the upcoming mandate period shall be payable in an amount of SEK 2,300,000. The remuneration is distributed so that the chairman of the board of directors shall receive SEK 700,000, the vice chairman shall receive SEK 400,000 and other meeting-elected members shall receive SEK 300,000 each. Furthermore, it was resolved that for committee work, a maximum of SEK 330,000 shall be allocated and distributed as follows: For members of the board of directors’ audit committee, remuneration for the mandate period shall be payable in an amount of SEK 100,000 to the chairman of the audit committee and SEK 60,000 to each of the other board of directors’ members in the audit committee and for the members of the board of directors’ remuneration committee, remuneration for the mandate period shall be payable in an amount of SEK 50,000 to the chairman of the remuneration committee and SEK 30,000 to each of the other board of directors’ members in the remuneration committee.

The AGM decided that remuneration to the auditor shall be paid according to approved invoice.

Election of board members and auditor

The AGM resolved that the board of directors shall consist of six (6) ordinary board members without deputies. For the period until the end of the next annual general meeting the AGM re-elected the current board members Peter Rejler, Jan Samuelsson, Helena Levander and Patrik Boman. Peter Johansson and Lisa Rejler were elected as new board members. Furthermore, it was resolved to re-elect Peter Rejler as chairman of the board of directors and Jan Samuelsson as vice chairman of the board of directors.

A presentation of the members of the board of directors is available on the Company’s website.

The AGM resolved to re-elect the registered audit company Ernst & Young AB as auditor for the period until the end of the next annual general meeting. Ernst & Young AB has informed that authorised public accountant Åsa Lundvall will remain as auditor in charge.

Resolution on authorisation for the board of directors to decide on acquisition and transfer of own shares

The AGM resolved to authorise the Company's board of directors to decide on the acquisition of own Class B shares mainly as follows.

Acquisitions may take place on Nasdaq Stockholm or in accordance with an acquisition offer to all shareholders of a maximum number of Class B shares such that the own holdings do not at any time exceed ten (10) per cent of all shares in the Company. Acquisitions of Class B shares on Nasdaq Stockholm may only take place at a price within the price interval registered at all times on Nasdaq Stockholm and acquisitions in accordance with an acquisition offer shall take place at a price corresponding to the market price at the time of the offering at the lowest with a maximum deviation of a 20 per cent increase. The authorisation may be used on one or more occasions, although until the 2024 Annual General Meeting at the longest.

The AGM resolved to authorise the Company's board of directors to decide on the transfer of own Class B shares mainly as follows.

Transfer of Class B shares may only take place outside Nasdaq Stockholm, with or without preferential rights for the shareholders and with or without provisions in kind or a right of offset. Such transfer may take place at a price in money or value on received property that matches the market price at the time of the transfer on the shares transferred with the deviation that the board of directors finds suitable. The number of Class B shares that may be transferred shall amount to a maximum of ten (10) per cent of the total number of shares in the Company. Transfer in connection with business acquisition may take place at a market value assessed by the board of directors. The authorisation may be used on one or more occasions, although until the 2024 Annual General Meeting at the longest.

Authorization for the board of directors to decide on new share issues

The AGM resolved to authorise the board of directors, on one or more occasions until the next Annual General Meeting, with or without deviation from the shareholders' preferential rights, to decide on a new share issue of a total number of Class B shares corresponding to a maximum dilution of ten (10) per cent at the time of the Board's first resolution under the authorisation. Payment shall be able to be made in cash, in kind, by offset or otherwise in accordance with terms.

For further information, please contact:

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This information is such that Rejlers AB (publ) is obliged to make public pursuant to Nasdaq Stockholm's Rule Book for Issuers. The information was made public through the care of the Chairman of the Board Peter Rejler, at 17.30 CEST on 20 April 2023.

About Rejlers

Rejlers is one of the leading engineering consultancy firms in the Nordic region. With cutting-edge expertise, we help companies, public authorities and other organisations meet tomorrow's societal challenges. Our services are important building blocks for achieving a sustainable society. Founded in 1942, Rejlers success is built on the ability to constantly embrace new knowledge. Our vision "Home of the learning minds" guides us to continuous learning, development and growth. With operations in Sweden, Finland, Norway and the United Arab Emirates, Rejlers has around 3000 experts in technology areas such as energy, industry, infrastructure and real estate. In 2022, the company had a turnover of SEK 3.5 billion and its class B share is listed on Mid Cap, Nasdaq Stockholm. www.rejlers.com.