



Press release 23 April 2025

## **Bulletin from Synsam's Annual General Meeting 2025**

**Today, Synsam AB (publ) held its annual general meeting at 11:00 a.m. (CEST) in Stockholm.**

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

The annual general meeting adopted the income statement and balance sheet for the parent company and the group for the financial year 2024.

### **Dividend etc.**

The annual general meeting resolved on a dividend to the shareholders corresponding to SEK 1.80 per share (but excluding own shares held by the company) and that the remaining distributable profits are carried forward. The record date to be entitled to the dividend is Friday, 25 April 2025, and the payment, which will be made through the agency of Euroclear Sweden AB, is expected to take place on Wednesday, 30 April 2025.

### **Discharge from liability**

The annual general meeting resolved to discharge the members of the board of directors and the CEO from liability for the financial year 2024.

### **Election of the board of directors and auditor and determination of fees for the board of directors and the auditor**

The annual general meeting resolved, for the period until the end of the next annual general meeting and in accordance with the nomination committee's proposal, on re-election of Peter Törnquist, Håkan Lundstedt, Kenneth Bengtsson, Ann Hellenius, Terje List, Gustaf Martin-Löf, Christoffer Sjöqvist, Anna Omstedt and Petra Axdorff as board members in the company. Peter Törnquist was also re-elected as chairman of the board of directors and Deloitte AB was re-elected as auditor for the period until the end of the next annual general meeting.

Furthermore, the annual general meeting resolved that fees for work on the board of directors and its committees as well as to the company's auditor shall be paid in accordance with the nomination committee's proposals.

### **Remuneration report**

The annual general meeting resolved to approve the board of director's remuneration report for 2024.

### **Resolution regarding guidelines for remuneration to executive management**

The annual general meeting resolved, in accordance with the board of directors' proposal, to adopt new guidelines for remuneration to the executive management.

### **Authorization for the board of directors to resolve upon issues of shares and/or warrants and/or convertibles**

The annual general meeting resolved, in accordance with the board of directors' proposal, to authorize the board of directors to, on one or more occasions before the next annual general meeting, with or without deviation from the shareholders' preferential rights, resolve to issue shares and/or warrants and/or convertibles. As regards issues of shares and/or warrants and/or convertibles with deviation from the shareholders' preferential rights, the total number of shares that may be issued through new share issues, and/or through the conversion of convertibles and/or exercise of warrants which have been issued by exercise of the authorization, may not result in an increase in the share capital by such amount which would result in a dilution of more than 10 per cent of the company's share capital as of the date of the annual general meeting.

### **Authorization for the board of directors to resolve upon acquisitions and transfers of own shares**

The annual general meeting resolved, in accordance with the board of directors' proposal, to authorize the board of directors to, on one or more occasions before the next annual general meeting, resolve upon acquisitions of own shares on Nasdaq Stockholm at a price within the range between the prevailing highest bid price and lowest ask price. The company may not repurchase more than such number of shares which entails that the total number of own shares held by the company at any given time exceeds 10 per cent of the total number of shares in the company. Payment for the shares shall be made in cash. Furthermore, the annual general meeting resolved to authorize the board of directors to, on one or more occasions before the next annual general meeting, with or without deviation from the shareholders' preferential rights, resolve upon transfers of own shares. Transfers of shares may be made on Nasdaq Stockholm, or outside of Nasdaq Stockholm in connection with acquisitions of companies, operations or assets. Transfers of shares on Nasdaq Stockholm may only be made at a price within the range between the prevailing highest bid price and lowest ask price. For transfers outside of Nasdaq Stockholm, the price shall be set so that the transfer is made on market terms. Payment for transferred shares may be made by payment in cash, through in-kind payment, or through set-off against claims against the company.

The purpose of the authorizations is to provide the board of directors with greater possibilities to adapt the capital structure of the company and thereby contribute to increased shareholder value, as well as to enable the use of own shares in connection with, or by reason of, potential acquisitions of companies, operations or assets that the company may come to carry out.

### **Long-term incentive program for the company's group management and other selected key individuals (LTIP 2025)**

The annual general meeting resolved, in accordance with the board of directors' proposal, to implement a new long-term incentive program (LTIP 2025) directed to the company's group management and other selected key individuals in the Synsam group (up to approximately 80 individuals in total). Participation in LTIP 2025 requires that participants make own investments in shares in Synsam and/or that participants hold shares in Synsam since before. Each participant in LTIP 2025 will be granted a performance share award free of charge, which gives the participant the right to receive a number of shares (so-called performance shares) in Synsam, free of charge, following a vesting period of approximately three years. The extent to which a performance share award will entitle to the grant of performance shares after the end of the vesting period will be determined based on, among other things, the degree of fulfillment of determined performance targets in respect of organic growth, adjusted EBITDA, sustainability target and relative total shareholder return. The resolution to implement LTIP 2025 also included a resolution to secure delivery of shares to participants in LTIP 2025 by Synsam entering into a share swap agreement with a third party on market terms, whereby the third party shall in its own name be able to acquire and transfer shares in Synsam to the participants of LTIP 2025 or otherwise. It was noted that the board's recommendation was to secure the delivery of shares in a cost-efficient and flexible manner in the form of

authorisation for the board to resolve upon acquisitions and transfers of own shares, but that the required majority for this alternative could not be achieved.

### **Resolution on reduction of the share capital through cancellation of own shares and on an increase of the share capital through a bonus issue**

The annual general meeting resolved, in accordance with the board of directors' proposal, to reduce the company's share capital by an amount of SEK 14,910.310748 by way of cancellation of the 2,135,506 own shares that as of 14 March 2025 have been repurchased by the company under the company's share buy-back program. The reduction amount shall be allocated to unrestricted equity.

The annual general meeting further resolved, in accordance with the board of directors' proposal, with the purpose of restoring the share capital following the reduction of the share capital to simultaneously increase the share capital by way of a bonus issue with an amount of SEK 14,910.310748 without the issuance of new shares, through the amount being transferred from unrestricted equity.

### **Complete information and resolutions**

All resolutions resolved by the annual general meeting were in accordance with the board of directors' and nomination committee's proposals. Complete resolution proposals that were adopted at the annual general meeting are available on the company's website [www.synsamgroup.com](http://www.synsamgroup.com).

### **For further information, please contact:**

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