

Minutes kept at the annual general meeting of the shareholders of Alimak Group AB (publ), reg. no. 556714-1857, held on Thursday 6 May 2021.

## **1 Opening of the meeting**

The meeting was opened by Victoria Skoglund, attorney-at-law.

## **2 Election of Chair of the meeting**

It was resolved to elect Victoria Skoglund, attorney-at-law, as Chair of the meeting in accordance with a new proposal from the nomination committee.

It was noted that Anton Graffman had been assigned to keep the minutes at the meeting.

It was further noted that the Meeting was held through postal voting, in accordance with sections 20 and 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations (*Sw. lag (2020:198) om tillfälliga undantag för att underlätta genomförandet av bolags- och föreningsstämmor*).

The Notice to attend the Meeting is appended as [Appendix 1](#).

The advance voting form used for the postal voting is appended as [Appendix 2](#).

A compilation of the overall result of the postal votes, at each agenda item that is covered by postal voting, is appended as [Appendix 3](#), which include the information prescribed in section 26 of the abovementioned act.

## **3 Preparation and approval of voting list**

It was resolved to adopt the voting list established by Euroclear Sweden AB on behalf of the Company as the voting list for the meeting, [Appendix 4](#).

## **4 Approval of the agenda**

It was resolved to approve the agenda proposed in the notice of the meeting.

## **5 Election of one or two persons to approve the minutes**

It was resolved to elect Johan Lannebo and Ulrik Grönvall to approve the minutes.

## **6 Examination of whether the meeting has been duly convened**

It was noted that the Notice to attend the Meeting had been announced in the Swedish Official Gazette (*Sw. Post- och Inrikes Tidningar*) on Wednesday 31 March 2021, and made available on the Company's website from Friday 26 March 2021, and that the issuance of the Notice was announced in Svenska Dagbladet on Wednesday 31 March 2021.

It was concluded that the meeting had been duly convened.

## **7 Presentation of the annual report and auditor's report, and also the group accounts and auditor's report for the group**

The Chair concluded that the annual report and auditor's report, and also the group accounts and auditor's report for the Group, for the financial year 2020 were presented.

### **8 a Resolution on adoption of the profit and loss account and balance sheet, and also the consolidated profit and loss account and consolidated balance sheet**

It was resolved to adopt the profit and loss account and balance sheet, and also the consolidated profit and loss account and consolidated balance sheet, for the financial year 2020.

### **8 b Resolution on allocation of the company's results in accordance with the adopted balance sheet and determination of the record day for dividends**

It was resolved, in accordance with the Board's proposal, to pay a dividend for 2020 of SEK 2 per share calculated per the total amount of shares and an additional dividend equal to SEK 1, with a total of SEK 3 per share, totalling a dividend of MSEK 162 and that the remaining sum of the distributable profit, MSEK 2,670 is to be carried forward.

It was also resolved, in accordance with the Board's proposal, that the record date for dividends will be Monday 10 May 2021. It is expected that dividends will be distributed by Euroclear Sweden AB on Friday 14 May 2021.

### **8 c Resolution on discharge from liability towards the company for the Directors and the CEO for the financial year 2020**

It was resolved to discharge the Directors and the CEO from liability for the management of the company in the financial year 2020.

It was noted, that the Directors and the CEO, who own shares in the company, did not participate in this resolution in respect to their own part.

## **9 Resolution on number of Directors and number of auditors**

It was resolved, in accordance with the Nomination Committee's proposal, that the Board is to consist of seven Directors with no alternates for the period until the end of the annual general meeting 2022.

It was resolved, in accordance with the Nomination Committee's proposal, that the company shall have one auditor with no alternate.

## **10 Resolution on Directors' fees and auditor's fees**

It was resolved, in accordance with the Nomination Committee's proposal, that fees to the Directors for the period until the end of the annual general meeting 2022 will be paid with SEK 820,000 (previously SEK 640,000) to the Chair of the Board and SEK 330,000 (previously SEK 310,000) to each of the other Directors elected by the general meeting. In addition, SEK 105,000 (previously SEK 100,000) is payable to the Chair of the Audit Committee and SEK 80,000 (previously SEK 75,000) to other members of the Audit Committee, SEK 75,000 (previously SEK 70,000) to the Chair of the Remuneration Committee, and SEK 55,000 (previously SEK 50,000) to other members of the Remuneration Committee.

It was resolved, in accordance with the Nomination Committee's proposal, that fees to the auditor are to be paid in accordance with approved invoices.

#### **11 Election of Directors and Chair of the Board**

It was resolved, in accordance with the Nomination Committee's proposal, to re-elect Helena Nordman-Knutson, Christina Hallin, Tomas Carlsson, Sven Törnkvist, Johan Hjertonsson, Petra Einarsson and Ole Kristian Jødahl as Directors for the period until the end of the annual general meeting 2022.

It was resolved, in accordance with the Nomination Committee's proposal, to elect Johan Hjertonsson as Chair of the Board.

#### **12 Election of auditor**

It was resolved, in accordance with the Nomination Committee's proposal, to re-elect the audit company Ernst & Young AB as auditor for the period until the end of the annual general meeting 2022.

#### **13 Resolution on approval of Remuneration Report**

It was resolved, in accordance with the Board's proposal, to approve the Board of Directors' report on remuneration pursuant to Chapter 8, Section 53 a of the Swedish Companies Act, [Appendix 5](#).

#### **14 Resolution on call option program 2021**

It was resolved, in accordance with the Board's proposal, to adopt a call option program 2021 in accordance with [Appendix 6](#).

##### **15 a Resolution on authorisation for the Board to resolve on acquisition of own shares**

It was resolved, in accordance with the Board's proposal, to authorise the Board to resolve on acquisition of own shares in accordance with [Appendix 7](#).

It was noted that the resolution was passed with the required majority, i.e. by shareholders representing at least two thirds of both the votes cast and the shares represented at the annual general meeting.

##### **15 b Resolution on authorisation for the Board to resolve on transfer of own shares**

It was resolved, in accordance with the Board's proposal, to authorise the Board to transfer own shares in accordance with [Appendix 8](#).

It was noted that the resolution was passed with the required majority, i.e. by shareholders representing at least two thirds of both the votes cast and the shares represented at the annual general meeting.

##### **15 c Resolution on transfer of own shares to participants in call option program 2021**

The Board's proposal to transfer own shares to participants in call option program 2021 in accordance with [Appendix 9](#) did not receive the required majority from the general meeting.

**16 Resolution on amendment of the Articles of Association**

It was resolved, in accordance with the Board's proposal, to amend the Articles of Association in accordance with Appendix 10.

It was noted that the resolution was passed with the required majority, i.e. by shareholders representing at least two thirds of both the votes cast and the shares represented at the annual general meeting.

**17 Closure of the meeting**

The Chair declared the meeting closed.

*At the minutes:*

*Anton Graffman*

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Anton Graffman

*Approved:*

*Victoria Skoglund*

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Victoria Skoglund

*Ulrik Grönvall*

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Ulrik Grönvall

*Johan Lannebo*

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Johan Lannebo