

**Minutes from the annual general meeting with the shareholders in Projektengagemang Sweden AB (publ), reg. no. 556330–2602, Thursday, 4 May 2023, 4.00 – 5.00 PM, at Helio GT30 Grev Ture (facility Turbine), Grev Turegatan 30 in Stockholm.**

**Attending:**

Present shareholders, representatives and accompanying persons, as well as postal voting according to attached voting register, **Appendix 1**.

**1. Opening of the meeting**

The Chair of the Board, Per-Arne Gustavsson, opened the meeting and welcomed the meeting participants.

It was noted that the majority of the Board members were present as well as the company management. It was further noted that representatives of the Nomination Committee were present as well as the chief auditor.

**2. Election of a Chairman of the meeting**

At the proposal of the nomination committee, the meeting elected the Chairman of the Board Per-Arne Gustavsson as Chairman of the meeting.

The Chairman informed that attorney Ingrid Westin Wallinder, Ramberg Advokater, was appointed to keep the minutes at the meeting.

The meeting resolved to approve that invited guests were welcome to attend.

**3. Election of two persons to verify the minutes**

The meeting resolved to appoint two persons to verify the minutes, and appointed Linn Gustavsson, representing the shareholder Projektengagemang Holding i Stockholm AB, and Peter Larsson, representing the shareholder K-Konsult Management AB, to verify the minutes together with the Chairman.

**4. Preparation and approval of voting register**

The meeting resolved to approve the list in Appendix 1 as voting register for the meeting.

It was noted that 12,768,814 shares and 56,546,398 votes were represented at the meeting, which corresponds to approximately 52 percent of the total amount of shares and approximately 78 percent of the total amount of votes in the company.

**5. Approval of the agenda**

The meeting resolved to approve the proposed agenda, which had been included in the notice to the meeting.

## **6. Determination of whether the meeting has been duly convened**

The secretary informed that the notice to attend the meeting had been given in accordance with the Swedish Companies Act and the company's Articles of Association as the notice convening the meeting has been available on the company's website since 29 March 2023 and was published in the Swedish Official Gazette (Sw: Post och Inrikes Tidningar) on 31 March 2023, and that an advertisement stating that the notice had been published was included in Dagens Industri on 31 March 2023.

The meeting declared to have been duly convened.

## **7. Presentation by the CEO**

The CEO Helena Hed presented the company's operations of 2022 and answered questions from the shareholders.

## **8. Presentation of the annual report and auditor's report, the consolidated financial statements and the auditor's report on the consolidated financial statements, and the auditor's statement on whether the guidelines for remuneration of senior executives have been followed**

It was noted that the annual report and consolidated financial statements for 2022, including the management report, the corporate governance report, the sustainability report and the auditor's report for the parent company and the group, have been available to the shareholders in accordance with applicable rules, as well as the auditor's statement on the implementation of guidelines for remuneration of senior executives and the auditor's report on the sustainability report.

Camilla Samuelsson, principal auditor from PricewaterhouseCoopers AB, presented the audit work within Projektengagemang and addressed detailed parts of the audit report as well as the auditor's statement on whether the company's guidelines for remuneration of senior executives have been followed and report regarding the sustainability report.

It was noted that the documents had been duly presented.

## **9. Resolution on adoption of the income statement and balance sheet and of the consolidated income statement and consolidated balance sheet**

The meeting resolved to adopt the income statement and balance sheets and the consolidated income statement and consolidated balance sheet for 2022.

## **10. Resolution concerning disposition of the company's result in accordance with the adopted balance sheet**

The Chairman informed that the Board's complete proposal for dividend and disposition of the result was stated in the notice and the annual report. Furthermore, the Chairman informed that the Board's statement under chapter 18 section 4 and chapter 19 section 22 of the Swedish Companies Act, on the defensibility of the dividend, have been available to the shareholders in accordance with applicable rules.

The Chairman presented the Board's proposal of the disposition of the result, which has been approved by the auditor.

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The meeting resolved, in accordance with the Board's proposal, that the retained earnings at the disposal of the meeting of SEK 466,791,759 shall be disposed through a dividend with cash amount of SEK 0,40 per each share to be paid, corresponding to SEK 9,621,657, and that SEK 457,170,102 is carried forward to the new account. The record date for receiving a dividend resolved to be Monday 8 May 2023 and it was noted that the payment is expected to be paid through Euroclear Sweden AB on Thursday 11 May 2023.

#### **11. Resolution on discharge of the directors and CEO from liability**

The meeting resolved to discharge the board members and the CEO from liability for the financial year 2022.

It was noted that the board members and the CEO that own shares in the company did not participate in the resolution that concerned themselves.

#### **12. Resolution on the number of directors to be elected by the meeting and the numbers of auditors and any deputy auditors**

The Chair of the Nomination Committee, Per Göransson, referred to the Nomination Committee's proposal documentation, containing all the Nomination Committee's proposals and motivation, and a review of the Nomination Committee's work, which has been available at the company's website since 29 March 2023 and presented the Nomination Committee's proposals for items 12-15 on the agenda.

The meeting resolved, in accordance with the proposal of the nomination committee, that the Board shall consist of seven board members.

The meeting further resolved, in accordance with the proposal of the nomination committee, that the company shall have one registered auditing firm, without deputies, as its auditor.

#### **13. Determination of fees to the Board and the auditor**

The meeting resolved, in accordance with the nomination committee's proposal, on fees to directors elected by a general meeting in accordance with the following: SEK 384 000 to the Chairman of the Board (370,000) and SEK 192 000 to each of the other directors (185,000). In addition to directors' fees, SEK 88 000 to the Chairman of the audit committee (84,500) and SEK 44 500 to each of the other members of the audit committee (43,000) and SEK 44 500 to the Chairman of the compensation committee (43,000) and SEK 22 250 to each of the other members in the compensation committee (21,500).

The meeting also resolved that the auditor's fees shall be paid in accordance with approved invoice.

#### **14. Election of the directors and Chairman of the Board**

Regarding the information about the assignments that the proposed members for election have in other companies, the Chairman referred to the specific information about proposed board members that had been held available at the company's website and presented in the material available at the meeting.

The meeting resolved, in accordance with the nomination committee's proposal, re-election of Lars Erik Blom, Per-Arne Gustavsson, Per Göransson, Carina Malmgren Heander, Christina

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Ragsten, Jon Risfelt, and Peter Sandberg as board members. Per-Arne Gustavsson was re-elected as the Chairman of the Board.

#### **15. Election of auditor**

The meeting resolved to, in accordance with the nomination committee's proposal, re-elect the accounting firm PricewaterhouseCoopers AB as auditor for the period until the end of the 2024 annual general meeting.

It was noted that PricewaterhouseCoopers AB has announced that the authorized public accountant Camilla Samuelsson will be appointed as the auditor in charge.

#### **16. Presentation and approval of the Board's remuneration report**

It was noted that the remuneration report had been held available at the company's website since 13 April 2023.

The Board resolved to approve the Board's remuneration report for 2022.

#### **17. Resolutions on (A) implementation of performance-based Share Savings Scheme 2023 (B) authorization of the Board of Directors to decide on acquisition and transfers of Class B shares in the company and (C) resolution on transfer of Class B shares in the company**

The Chairman referred to the Board's complete proposal of a long-term share-based incentive programme (performance based Share Savings Scheme 2023) and authorization for the Board to decide on the acquisition and transfer of own shares and resolution on transfer of own shares, **Appendix 2**, that had been included in the notice available at the company and at the company's website since 29 March 2023, as well as the Board's statement under chapter 18 section 4 and chapter 19 section 22 of the Swedish Companies Act.

The meeting resolved in accordance with the Board's proposal (item 17 A) on the implementation of the incentive programme.

The meeting resolved in accordance with the Board's proposal (item 17 B) to authorize the Board to decide on the acquisition of own shares and on the transfer of own shares. It was noted that the resolution was supported by shareholders with at least two-thirds of the votes cast and shares represented at the meeting.

The meeting further resolved in accordance with the Board's proposal (item 17 C) on the transfer of own shares. It was noted that the resolution was supported by shareholders representing at least nine-tenths of both the votes cast and shares represented at the meeting.

It was noted that persons who are included by the programme and who are also shareholders in the company did not participate in the decisions under item 17.

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#### **18. Resolution on authorization for the Board of Directors to decide on new issues of shares of Class B**

The meeting resolved to approve the Board's proposal on an authorization for the Board to decide on new issues of shares of Class B, **Appendix 3**.

It was noted that the resolution was supported by shareholders with at least two-thirds of the votes cast and shares represented at the meeting.

#### **19. Closing of the meeting**

The Chairman thanked all shareholders and other participants for participation in the meeting and all who have been involved in arranging the meeting.

The Chairman declared the Annual General Meeting of Projektengagemang Sweden AB 2023 closed.

At the minutes:

Ingrid Westin Wallinder

Attest by:

Per-Arne Gustavsson

Linn Gustavsson

Peter Larsson