

# Resolutions at Projektengemang's annual general meeting 4 May 2023

Projektengemang Sweden AB (publ), corporate identity number 556330-2602, ("Projektengemang" or "the Company") today held its annual general meeting which, inter alia, elected the Board, adopted the 2022 annual accounts and granted the board members and the CEO discharge from liability. The meeting resolved to implement a long-term incentive programme, that dividends should be paid, on authorization to the Board to decide on new issue of shares and to approve the Board's remuneration report for 2022. The most important resolutions passed by the meeting are summarized below.

## **Adoption of income statements and balance sheets**

The meeting adopted the income statements and the balance sheets for the Company and the Group for the financial year 2022.

## **Dividend**

The meeting resolved on a dividend with cash amount of SEK 0,40 per each share, equivalent to a total of SEK 9,621,657. The record date for receiving a dividend resolved to be 8 May 2023 and the payment is expected to be paid on 11 May 2023.

## **Discharge from liability**

The meeting granted the board members as well as the CEO discharge from liability for the financial year 2022.

## **Fees for the board members and auditor**

The meeting decided that the following fees shall be paid to the board members: SEK 384,000 to the Chairman of the Board (370,000) and SEK 192,000 to each of the other board members (185,000). In addition to the board member's fees, SEK 88,000 shall be paid 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 remuneration committee (43,000) and SEK 22,250 to each of the other members of the remuneration committee (21,500). Auditors' fees shall be paid based on an approved invoice.

## **The Board**

The meeting decided that the number of board members elected shall be seven and re-elected the board members Lars Erik Blom, Per-Arne Gustavsson, Per Göransson, Carina Malmgren Heander, Christina Ragsten, Jon Risfelt and Peter Sandberg. Per-Arne Gustavsson was re-elected as the Chairman of the Board.

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## **About PE**

PE is one of Sweden's leading consultants specialising in buildings. In the area of urban planning, PE creates innovative and sustainable solutions that play a part in developing and renewing communities. PE has a presence throughout Sweden and has annual revenue of approximately SEK 1 billion. PE was founded in 2006 and is listed on Nasdaq Stockholm. Read more at [pe.se](https://pe.se).

## Auditors

The meeting decided that the Company shall have a chartered auditing firm as auditor and re-elected PricewaterhouseCoopers AB during the period until the end of the 2024 annual general meeting. The authorized public accountant Camilla Samuelsson will continue as the auditor in charge.

## Remuneration report for 2022

The meeting approved the Board's remuneration report for 2022.

## Long-term share-based incentive programme

The meeting resolved to establish a long-term share-based incentive programme – performance-based Share Savings Scheme 2023 – in accordance with the Board's proposal.

### Share Savings Scheme 2023

Approximately 35 senior executives and other key employees in the group will be offered participation in the performance-based Share Savings Scheme 2023.

Participation in the Share Savings Scheme 2023 requires that participants with their own funds invest in Class B shares in the Company ("Savings Shares") at market price on Nasdaq Stockholm for an amount corresponding to a maximum of 4.2 percent to 12.5 percent of the respective participant's annual fixed base salary for 2023. If the Savings Shares are retained during the established three-year vesting period, which runs from 1 August 2023 ("Vesting Period") and certain conditions are met, inter alia continued employment in the group during the entire Vesting Period, obtains, free of charge, one Class B share in the Company provided that the total return of the share ("TSR") is positive during the Vesting Period, and – provided that some other performance requirements are met on an annual basis during the three-year Vesting Period – another maximum of one to four Class B shares in the Company. The maximum number of Class B shares in the Company that can be allocated according to the Share Savings Scheme 2023 is limited to 400,000 shares, which corresponds to approximately 1.6 percent of all shares and approximately 0.6 percent of all votes in the Company.

The total cost is estimated to MSEK 7.5 excluding social security charges, based on the assumptions stated in the proposal and the costs for social contributions are estimated to amount to a maximum of approximately MSEK 2.4. The costs for the Share Savings Scheme 2023, including social security contributions, amounts to approximately one percent of the Company's total costs for salaries and remuneration based on stated assumptions.

### Authorization for the Board to resolve on acquisitions and transfer of own shares

The meeting resolved in accordance with the Board's proposal to authorize the Board, during the period up until the next annual general meeting, on one or more occasions, to resolve to execute the acquisition of Class B shares in the Company as a possible alternative hedge measure to implement the Company's Share Savings Scheme 2023. Acquisitions may take place of a maximum of 520,000 Class B shares. Acquisitions of Class B shares shall take place on Nasdaq Stockholm and at a price per Class B share at each time within the registered price interval. Payment for Class B shares shall be paid in cash. Acquisition may be made in order to secure the Company's undertakings (including social costs) in connection with the Share Savings Scheme 2023 and other share-based incentive programmes decided by the meeting. As another alternative hedge measure, the Board may enter into an equity swap agreement on market terms with a third party to secure the financial exposure of

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the Share Savings Scheme 2023, whereby the third party shall be able to purchase and transfer Class B shares in the Company in its own name in accordance with the Share Savings Scheme 2023.

Furthermore, the meeting resolved to authorize the Board, during the period up until to the next annual general meeting, on one or more occasions, to decide to transfer a maximum of 240,000 Class B shares in the Company to enable hedging of costs (including social security costs) and delivery in connection with the implementation of the Company's Share Savings Scheme 2023 and other share-based incentive programmes decided by the annual general meeting. Transfer shall take place on Nasdaq Stockholm and at a price per share of Class B at each time within the registered price interval. Transfer of shares may also take place outside Nasdaq Stockholm to a bank or other financial institution, with deviation from the shareholders' preferential rights.

#### Transfer of own shares

The meeting further resolved, in accordance with the Board's proposal, on transfer of a maximum of 400,000 Class B shares in the Company (or the higher number of Class B shares that may result from recalculation according to the terms) to participants in the Share Savings Scheme 2023 which, under the terms, are entitled to receive allotment of Class B shares.

#### **Authorization for the Board to decide on new issues of Class B shares**

The meeting resolved to authorize the Board to, with or without deviation from the shareholders' preferential right, on one or more occasions during the time until the next meeting, decide on new issues of Class B shares in the Company. The authorization includes shares of Class B corresponding to a maximum of ten (10) percent of the total number of issued Class B shares in the Company.

#### **Complete proposals and decisions**

The meeting approved all of the proposals presented by the Board and the nominating committee. The proposals are available in the previously published notice to attend the meeting and the decisions in the minutes of the meeting, which will be published at the Company's website.

*This document has been prepared in Swedish and translated into English. In the event of any discrepancies between the Swedish and the translation, the former shall take precedence.*

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

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