

**Minutes from the annual general meeting in  
Projektengagemang Sweden AB (publ), reg.  
no 556330–2602, Wednesday, 5 May 2021.**

The annual general meeting was carried out in accordance with section 20 and 22 of the Swedish Act (2020:198) on temporary exemptions to facilitate the execution of general meetings in companies and associations, allowing shareholders to exercise their voting right at the meeting only by voting in advance, so called postal voting.

**1. 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 notice convening the meeting is attached to the minutes, [Appendix 1](#).

The form used for postal voting is attached to the minutes, [Appendix 2](#).

A compilation of the result of the received postal votes is attached to the minutes, [Appendix 3](#). The compilation states the information specified in section 26 of the Swedish Act (2020:198) on temporary exemptions to facilitate the execution of general meetings in companies and associations. It was noted that no shareholder had notified the Company of a request that a resolution on a matter on the proposed agenda should be deferred to a continued general meeting.

It was noted that the complete proposals of the Board and the nomination committee have been included in the notice and that the proposals together with the statement by the Board according to chapter 19 section 22 of the Swedish Companies Act, the statement of the auditor according to chapter 8 section 54 of the Swedish Companies Act, the Board's remuneration report according to chapter 8 section 53 a of the Swedish Companies Act, the nominating committee's proposal and reasoned statement, and the information on the proposed directors have been presented by having been available for the shareholders at the Company and at the Company's website since 30 Mars 2021. It was further noted that the Company's annual report and the auditor's report, as well as the consolidated financial statements and the auditor's report on the consolidated financial statements, were presented by having been available at the Company and the Company's website since 1 April 2021. The documents have been sent to the shareholders upon request.

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

The meeting resolved to appoint two persons to verify the minutes, and appointed the shareholder Dag Marius Nereng, and Tim Floderus, representing Investment AB Öresund, to verify the minutes together with the Chairman.

It was noted that the persons verifying the minutes shall check the voting register and that the received postal votes are correctly noted in the minutes.

### **3. Preparation and approval of voting register**

The meeting resolved to approve the list prepared by Ramberg Advokater on behalf of the Company based on the general meeting shareholder register and received postal votes, controlled by the persons appointed to verify the minutes, as voting register at the meeting, attached as Appendix 4.

It was noted that 10,229,445 shares and 52,883,892 votes were represented at the meeting, which corresponds to approximately 41,66 percent of the total amount of shares and approximately 72,30 percent of the total amount of votes in the Company.

### **4. Approval of the agenda**

The meeting resolved to approve the proposed agenda, which had been included in the notice to the meeting, Appendix 1.

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

It was noted 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 30 March 2021 and was published in the Swedish Official Gazette (Sw: Post och Inrikes Tidningar) on 1 April 2021, and that an advertisement stating that the notice had been published was included in Dagens Industri on 1 April 2021.

The meeting was declared duly convened.

### **6. 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 accounts and reports for 2020 as well as the auditor's statement on whether the guidelines for remuneration of senior executives have been followed were presented as the documents have been available in accordance with what is noted above. s

It was noted that the documents had been duly presented.

### **7. 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 2020.

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

The meeting resolved, in accordance with the Board's proposal, that no dividend shall be paid. The meeting further resolved, in accordance with the Board's proposal, that the retained earnings at the disposal of the meeting of SEK 487,665,108 and the result for the year of SEK -10,942,645 shall be disposed so that SEK 476,722,463 is carried forward to new account.

#### **9. 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 2020.

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.

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

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

The meeting further resolved that the Company shall have one registered auditing firm, without deputies, as its auditor.

#### **11. 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 360,000 to the Chairman of the Board (350,000) and SEK 180,000 to each of the other directors (175,000). In addition to directors' fees, SEK 83,000 to the Chairman of the audit committee (80,000) and SEK 42,000 to each of the other members of the audit committee (40,000) and SEK 42,000 to the Chairman of the compensation committee (40,00) and SEK 21,000 to each of the other members in the compensation committee (20,000).

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

#### **12. 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, it was noted that the specific information about proposed board members had been held available at the Company's website in accordance with what is noted above.

The meeting resolved, in accordance with the nomination committee's proposal, on re-election of Lars-Erik Blom, Per-Arne Gustavsson, Per Göransson, Carina Malmgren Heander, Christina Ragsten and Jon Risfelt. Per-Arne Gustavsson was elected as the Chairman of the Board.

#### **13. 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 2022 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.

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

It was noted that the remuneration report had been held available in accordance with what is noted above.

The Board resolved to approve the Board's remuneration report for 2020, [Appendix 5](#).

#### **15. Resolutions on (A) implementation of performance-based Share Savings Scheme 2021 (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**

It was noted that the Board's complete proposal of a long-term share-based incentive programme (performance based Share Savings Scheme 2021) and authorization for the Board to decide on the acquisition and transfer of own shares and resolution on transfer of own shares, [Appendix 6](#), has been included in the notice available at the Company and at the Company's website since 30 March 2021.

The meeting resolved in accordance with the Board's proposal (item 15 A) on the implementation of the incentive programme.

The meeting resolved in accordance with the Board's proposal (item 15 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 15 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 15.

#### **16. 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 7](#).

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.

#### **17. Resolution on amendments to the Articles of Association**

The meeting resolved to, in accordance with the Board's proposal, to amend the Company's Article of Associations in accordance with [Appendix 8](#).

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.

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At the minutes:

Attest by:

Ingrid Westin Wallinder

Per-Arne Gustavsson

Dag Marius Nereng

Tim Floderus