

Minutes kept at the Annual General Meeting (AGM) with the shareholders of Projektengagemang Sweden AB (publ), reg. no 556330-2602, Tuesday 19 May 2020, 16:00 p.m. – 16:35 p.m. at Helio Kungsholmen (facility Guldspaden), Rålambsvägen 17 in Stockholm.

**Attending:**

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

**1. Opening the meeting**

The Chair of the Board, Per Göransson, opened the meeting and welcomed the meeting participants.

It was informed about the adjustments that was adopted prior and during the meeting that were made due to the spread of the corona virus. Among other things, postal voting has been offered.

Furthermore, it was informed that CEO will not give any speech at the meeting, but instead it was referred to the pre-recorded version of the CEO speech which is made available on the company's website after the meeting. A limited number of representatives from the Board and management participated, as the company's auditor and it was noted that and non present directors of the Board were available remotely as was the CEO.

**2. Election of an AGM chair**

At the proposal of the Nomination Committee the meeting elected the Chair of the Board Per Göransson as Chair 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 furthermore to approve attendance for the limited numbers of non-shareholders, mainly officials, to attend.

**3. 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 10 679 791 shares and 54 065 875 votes were represented at the meeting, corresponding to approximately 43 percent of the total number of shares and approximately 74 percent of the total number of votes in the company.

It was further noted that of those shareholders that used the opportunity to postal voting, all of them voted yes to all proposals.

**4. Approval of the agenda**

The meeting approved the Board's proposal for the agenda as stated in the notice.

**5. Election of one or two persons to check the minutes of the meeting**

The meeting decided to appoint one person to adjust the minutes and elected the shareholder Katarina Ringstedt to adjust the minutes together with the Chairman.

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

The secretary informed that the notice convening the meeting had been made in accordance with the Swedish Companies Act and the company's articles of association by being available on the company's website since 16 April 2020, published in the Swedish Official Gazette on 21 April 2020 as well as through an announcement in Dagens Industri on 21 April 2020 that notice had been made.

The meeting declared to have been duly convened.

**7. CEO's address**

It was referred to the temporary CEO Per-Arne Gustavssons pre-recorded presentation that is made available on the company's website after the meeting.

**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 2019, 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 AGM's 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 accounting documents were presented in an appropriate order.

**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 the balance sheet as well as the consolidated income statement and the consolidated balance sheet for the financial year 2019.

**10. Resolution on appropriation of the company's profit in accordance with the adopted balance sheet**

The Chairman informed that the Board's proposal was that no dividend should be paid. The meeting further resolved to, according to the Board's proposal, that its disposal profit of SEK 478,679,062 and the year's result of SEK 9,477,095, together with SEK 488,156,157, shall be disposed so that SEK 488,156,157 is carried forward to a new account.

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

The meeting resolved to grant discharge to the Board members and the CEOs for the financial year 2019.

It was noted that shareholders who also were member of the Board and/or CEOs during 2019 did not participate in the resolution regarding discharge from liability for themselves.

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

The Chairman, as well as the Chair of Nomination Committee, referred to the Nomination Committee's proposal documentation, containing all the Nomination Committee's proposals and motivation for items 12-15 on the agenda, and an review of the Nomination Committee's work, which has been available in the company's website since 16 April 2020 and available in the material that was handed out at the meeting.

The meeting resolved in accordance with the Nomination Committee's proposal that the number of directors elected by the meeting shall be six.

The meeting resolved furthermore that the company shall have one chartered accounting firm, without any deputies, as its auditor.

**13. Resolution on directors' and auditor's fees**

The meeting resolved in accordance with the Nomination Committee's proposal that fees to directors elected by a general meeting shall remain unchanged with the following amounts: SEK 350,000 to the Chairman of the Board (unchanged) and SEK 175,000 to each of the other directors (unchanged) with the exception of the temporary CEO Per-Arne Gustavsson who does not receive any Director fee during the time he maintains the CEO post. In addition to directors' fees, SEK 80,000 to the Chairman of the audit committee and SEK 40,000 to each of the other members of the audit committee (unchanged) and SEK 40,000 to the Chairman of the compensation committee and SEK 20,000 to each of the other members in the compensation committee (unchanged).

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

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

Regarding the review 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 that was presented in the material that was distributed at the meeting.

The meeting resolved, in accordance with Nomination Committee's proposal, re-election of Lars-Erik Blom, Per Göransson, Per-Arne Gustavsson (currently also temporary CEO) and Carina Malmgren Heander and elected Christina Ragsten and Jon Risfelt. Per Göransson was elected as the Chairman of the Board and the Board was given the right to appoint a director as the Chair of the Board when a new CEO has been appointed after the current recruitment of a CEO.

**15. Election of auditors and any deputy auditors**

The meeting resolved to, in accordance with Nomination Committee's proposal, re-elect the accounting firm PricewaterhouseCoopers AB as auditor for the period until the end of the 2021 AGM.

It was noted that PricewaterhouseCoopers has announced that authorized public accountant Camilla Samuelsson will be appointed chief auditor.

#### 16. Resolution on guidelines for remuneration of senior executives

The meeting resolved on guidelines for remuneration of senior executives in accordance with the Board's proposal, **Appendix 2**.

#### 17. Resolutions on (A) implementation of performance-based Share Savings Scheme 2020, (B) authorization of the Board 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 included in the notice that has been available at the company and at the company's website since April 16 2020 with a proposition to a long-term share-based incentive programme (performance based Share Savings Scheme 2020) and authorization for the Board to decide on the acquisition and transfer of own shares and resolution on transfer of own shares and were presented, **Appendix 3**, which was also included in the material distributed at the meeting.

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

In accordance with the Board's proposal (item 17 B), the meeting resolved 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.

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

The meeting resolved in accordance with the Board's proposal regarding resolution on authorization for the Board of Directors to decide on new issues of shares of Class B, **Appendix 4**.

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 thanked the resigning directors Britta Dalunde and Öystein Engebretsen for their commitment and valuable contributions to the Board.

The Chairman declared the Annual General Meeting of Projektengagemang Sweden AB 2020 closed.

At the minutes:

Attest by:

Ingrid Westin Wallinder

Per Göransson

Katarina Ringstedt

## Appendix 2

### **Guidelines for remuneration of senior executives**

The Board of Directors for Projektengagemang proposes that the 2020 AGM decides to adopt the following guidelines for remuneration of senior executives to apply until the 2024 AGM at the latest.

The proposal to the 2020 AGM is mainly in accordance with the guidelines adopted at the AGM 2019. The shareholders have not made any comments on the guidelines.

The guidelines cover the CEO, the vice president (“**deputy CEO**”) and the other senior executives in Projektengagemang’s Group Management, and individual board members in the Company, to the extent employment or consulting agreements with them are concluded. For the composition of Group Management, see the Annual report. Only remuneration according to agreements concluded or changed after the guidelines have been approved by the AGM are covered.

#### **The guidelines promotion of the Company’s business strategy, long-term interests and sustainability**

What drives Projektengagemang is engaged employees who create value through qualified consulting services and solutions - not only for the Company's customers, but also for society in big, which provides social benefits in people's everyday lives. Through Projektengagemang’s vision to renew society through innovative and sustainable solutions in a constantly changing world, the Company has a responsibility to make a difference and is driven by the desire to renew and improve. This develops the Company's, its employees and the management's knowledge and expertise, which in the long run creates value for the Company's customers and society in big. A strong belief in entrepreneurship and each employee's personal impetus have been the foundation of the corporate culture with the desire to innovate and improve through a genuine commitment to the task, the customer, the end user and the society. See more about Project Engagement's strategy, vision and goals on the Company's website, [www.pe.se](http://www.pe.se).

Successful implementation of Projektengagemang’s business strategy, long-term interests, and sustainability based on the desire to renew and improve assumes that Projektengagemang can recruit and retain qualified, driven and engaged employees with the right skills. In order to achieve this, Projektengagemang must be able to offer competitive total remuneration, which is the Board of Director’s assessment that these remuneration guidelines enable.

#### **Remuneration forms**

The CEO’s, deputy CEO’s and other senior executives’ remuneration to the Group Management may include fixed base salary, variable remuneration, long-term incentive programme, pension and other benefits. The combined remuneration must be in line with the going rate in the market and be competitive and give the Company the possibility to recruit and retain senior executives in the Company to achieve its long-term and short-term targets and will support the business strategy and contribute to sustainability.

#### **Fixed base salary**

The fixed based salary for the CEO, deputy CEO and other senior executives shall reflect the requirements and the responsibility the work implies, as well as the senior executives’ individual achievements. The fixed base salary for the CEO, deputy CEO and other senior executives is revised annually. The senior executives do not receive compensation for board assignments in the Company's subsidiaries.

To the extent the directors performing other work for the Company or other companies in the Group, consultancy fees and / or other remuneration for such work may be paid after decision from the Board of Directors.

#### **Variable remuneration**

In addition to the fixed base salary, variable cash remuneration can be provided. The variable remuneration shall depend on the fulfilment of defined and measurable criteria established by the Compensation Committee as well as the Board of Directors, for a measurement period of one year, and be limited to maximum 75 percent of the

annual fixed based salary for the CEO and deputy CEO/CFO, and maximum 50 percent of the annual fixed based salary for the other members in the Group Management. The stated criteria are intended to promote the fulfilment of the Company's/the Group's short- and long-term targets, strategy, long-term development, value creation, sustainability and financial growth, as well as individual targets for the financial year, and must be defined and measurable, and designed so that they do not encourage excessive risk-taking.

The fulfilment of the criteria for payment of variable cash remuneration is evaluated annually by the Compensation Committee and resolved by the Board of Directors, whereby the terms for variable remuneration are designed so that the Board of Directors is allowed to limit or omit payment of variable remuneration of exceptional economic conditions prevail and such a measure is considered reasonable. The annual fixed based salary means fixed based, earned during the year, cash salary, excluding pension, supplements, benefits and similar, unless otherwise provided in the ITP plan applicable in each individual case.

#### Long-term incentive programme

CEO, deputy CEO and other senior executives and key persons can be offered long-term incentive programme which mainly shall be share based. The targets with the long-term incentive programme shall be to create a long-term commitment in the Company, to attract and retain appropriate senior executives and other key persons and to achieve an increased interest community between the participants and the shareholders.

Long-term share-based incentive programs are resolved by the AGM and the detailed terms and conditions for such programs are therefore proposed by the Board of Directors before any such AGM resolution. To the extent that long-term incentive programs are proposed to the AGM, they shall constitute a supplement to fixed based remuneration and variable salary for the senior executives who, through their expertise and their performance, contribute to a particularly high degree to the Company's/Group's performance-related goal achievement, business strategy, long-term interests and sustainability. Any share or share price related incentive programs must have a qualifying period of at least three years.

#### Pension

Ordinary retirement age is normally 65 years. As a general rule, pension benefits should be defined and amount to a maximum of 30 percent of the fixed base salary for the CEO and 30 percent for the deputy CEO and other senior executives, unless there are other consequences in the individual case of the ITP plan. Only a fixed salary is occupational pension-based, unless otherwise stated in the individual case applicable ITP plan.

For senior executives outside Sweden, pension benefits may vary due to legislation or local market practice.

#### Other benefits and remuneration

Other remuneration may consist of other customary and market-related benefits, such as healthcare insurance, which shall not constitute a significant part of the total remuneration.

In addition, further remuneration under extraordinary circumstances may, on a case-by-case basis, upon decision from the Board of Directors, be agreed on an individual level with the purpose to promote the recruitment or prevent the loss of senior executives. Such extraordinary arrangements may include, for example, a one-time cash payment, but shall not exceed an amount corresponding to the fixed annual salary of the person concerned.

#### **Termination notice and severance pay**

Fixed base salary during the notice period and severance pay, including remuneration for any restriction of competition, shall not, in total, exceed an amount corresponding to the fixed base salary for two years for the CEO and twelve months for the deputy CEO and the other members of the Group Management.

#### **Salary and employment conditions for employees**

In the preparation of the Board of Director's proposal for these remunerating guidelines, salary and employment conditions for employees of the Company have been considered by including information on the employees' total income, the components of the remuneration and increase and growth rate over time, in the Compensation

Committee's and the Board of Director's basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable.

#### Departures from the guidelines

The Board of Directors may temporarily have the right to derogate from the guidelines adopted by the General Meeting, if there are special reasons for this in an individual case and derogation is necessary to serve the Company's long term-interest, including sustainability, or assure its viability. Such deviations may occur upon a decision by the Board of Directors in the individual case, for example when hiring or retaining the CEO or other senior executives with regard to both fixed base salary, variable remuneration and pension terms, however, taking into account that the terms must be market-based and competitive. If such derogation occurs, the derogations shall be reported in the remuneration report for the next AGM.

#### Other

For further information on remuneration, see note 7 in the 2019 Annual report.

#### **The decision-making process to determine, review and implement the guidelines**

The Board of Directors has established a Compensation Committee. The committee's duties should primarily be to prepare the Board of Director's decisions on matters regarding remuneration principles, remunerations and other terms of employment for Group Management and other senior executives. Furthermore, the Compensation Committee shall monitor and evaluate ongoing and completed programs for variable remuneration for Group Management during the year; monitor and evaluate the application of the guidelines for remuneration to senior executives that the AGM shall resolve upon according to the law at least every four years, as well as the applicable remuneration structures and remuneration levels in the Group. Remuneration to the CEO and the deputy CEO, and principles for remuneration to the Group Management are decided by the Board of Directors. remuneration to other senior executives is decided by the Compensation Committee within the framework established by the Board of Directors and the AGM. The members of the Compensation Committee are independent in relation to the Company and Group Management. In the Compensation Committee's and the Board of Director's processing of remuneration issues, the CEO, deputy CEO or other members of Group Management do not attend to the extent that they are affected by the issues.

Appendix 3**Resolutions on (A) implementation of performance-based share savings scheme 2020 (B) authorization of the Board 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****Background**

The Company's continued growth and profitability depend, among other things, on the Company's ability to retain and recruit key employees. The Board of Directors considers that by introducing a long-term share-based incentive program, it is possible to further motivate the Company's key employees and strengthen the Company's ability to retain and recruit key employees. The Board of Directors also believes that it is important and in the interests of the shareholders that key employees in the Group have a long-term interest in a good value development of the share in the Company. Against this background, the Board of Directors therefore proposes that the AGM of the Company resolves a performance-based share savings scheme for senior executives and other key employees in the Group, according to section A below ("**Share Savings Scheme 2020**"). The structure of the Share Savings Scheme 2020 is essentially in line with the Share Savings Scheme 2019 resolved by the 2019 AGM, with the change that the performance requirement in addition to the share's total return also includes the development of earnings.

The Board of Directors further proposes that the Board of Directors shall be authorized to acquire a maximum of 856,880 Class B shares in the Company in order to enable the implementation of the Share Savings Scheme 2019 and 2020 and to transfer Class B shares in the Company on Nasdaq Stockholm to cover costs (including social security costs) and delivery connected with the implementation of both the Company's Share Savings Scheme 2020 and 2019, since the authorization from 2019 AGM on the acquisition and transfer of own shares to enable the implementation of the Share Savings Scheme 2019 has not been used.

The Board of Directors also proposes that the Company shall transfer a maximum of 400,000 Class B shares in the Company to participants in the Share Savings Scheme 2020.

**(A) Implementation of performance based Share Savings Scheme 2020**

The Board of Directors proposes that the Annual General Meeting of the Company decide on the implementation of a Share Savings Scheme 2020, comprising a maximum of 400,000 Class B shares in the Company under the following main conditions: Approximately 30 senior executives and other key persons in the Group will be offered participation in the Share Savings Scheme 2020.

Participation in the Share Savings Scheme 2020 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 2029 ("**Basic Salary**") divided by the volume-weighted average price paid for the Company's Class B share on Nasdaq Stockholm for a period of ten trading days immediately following the 2020 AGM, up to a maximum of 400,000 Savings Shares. The investment must be made no later than 31 July 2020, unless the Board of Directors decides to postpone this date due to the fact that the participant is prevented from acquiring shares. Additional persons who have been recruited but have not yet started their employment in the Company when the application to participate in the scheme is to be made at the latest, may be offered participation conditional on the employment being started. If the Savings Shares are retained during the three-year vesting period, which runs from 1 August 2020 (the "**Vesting Period**") and, with certain limited exceptions, that the participant remains employed by the Group during the entire Vesting Period, then each Savings Share entitles to receive, free of charge, one Class B share in the Company ("**Matching Share**") provided that the total return of the share ("**TSR**")<sup>1</sup> is positive during the Vesting Period, and – provided that the performance requirements, calculated on an annual basis as of August 1, 2020 during the three-year vesting period, stated below are met – another maximum of one to four Class B shares in the Company

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<sup>1</sup> Total Shareholder Return, i.e. share price development including dividends. When calculating, the TSR development shall be based on a comparison of the volume-weighted average price paid for the Company's Class B share on Nasdaq Stockholm for a period of 10 trading days immediately before the period commences or expires respectively.

("Performance Shares") with a possible allocation of 1/3 Performance Shares per year as according to the following:

- Future CEO (if recruited) and deputy CEO/CFO (one to two persons) may acquire Savings Shares for an amount corresponding to a maximum of 12.5 percent of their respective Basic Salary and may receive a maximum of four Performance Shares for each held Savings Share.
- Other members of Group Management (five persons) may acquire Savings Shares for an amount corresponding to a maximum of 8.3 percent of their respective Basic Salary and may receive a maximum of three Performance Shares for each held Savings Share.
- Business area managers (eight persons) may acquire Savings Shares for an amount corresponding to a maximum of 4.2 percent of their respective Basic Salary and may receive a maximum of two Performance Shares for each held Savings Share.
- Key personnel in staff function (fifteen persons) may acquire Savings Shares for an amount corresponding to a maximum of 4.2 percent of their respective Basic Salary and may receive a maximum of one Performance Share for each held savings Share.

If participants do not subscribe to all the Savings Shares that they have been offered to subscribe, other participants are entitled to subscribe for such Savings Shares to a number up to their initial allocation. If the offer is oversubscribed in addition to the 400,000 Savings Shares offered in total, the distribution of Savings Shares will be pro rata in relation to the participants' initial allocation of Savings Shares.

The allocation of Performance Shares is dependent on TSR and the result (EBITA percent) calculated on an annual basis from 1 August 2020 under the three years vesting period as follows:

TSR during the a one-year period from 1 August 2020	Percentage of number of Performance Shares allocated	EBITA percent for the share under the measurement period	Percentage of number of Performance Shares allocated
≥17.5%	50%	>10%	50%
>15% - <17.5%	Pro rata	>8% - <10%	Pro rata
15%	37.5%	8%	37.5%
>12.5 - <15%	Pro rata	>6 - <8%	Pro rata
12.5%	25%	6%	25%
<12.5%	0%	<6%	0%

Any allocation of Matching- and Performance Shares shall normally be made no later than 30 days after the end of the Vesting Period with a possible allocation of 1/3 Performance Shares per year.

The right to Matching- and Performance Shares cannot be transferred or pledged.

Participants will not be compensated for dividends paid on shares to which Matching- and Performance Shares entitle.

In the event of a change of control of the Company, allotment takes place with a reduced number of Matching- and Performance Shares on basis of a factor equal to the number of days that remains of the Vesting Period at the time of Change in Control.

The number of Matching- and Performance Shares may be recalculated in the event of a bonus issue, share split, reverse share split, preferential rights issue and/or similar events.

Before the allotment of Matching- and Performance Shares is finally determined, the Board of Directors shall assess whether the allocation is reasonable in relation to the Company's financial results and position, conditions in the stock market and other circumstances. If the Board of Directors considers that this is not the case, the Board

of Directors shall reduce the number of Matching- and Performance Shares to be allocated to the lower number of shares that the Board of Directors deems appropriate.

Participation in the Share Savings Scheme 2020 presupposes that such participation can legally take place, and that such participation can, according to the Board of Directors' assessment, take place with reasonable administrative costs and financial contributions.

The Board of Directors shall be responsible for the detailed design and management of the Share Savings Scheme 2020 within the framework of the above-mentioned main conditions and also have the right to make the minor adjustments to these terms and conditions that may be called upon as a result of legal or administrative circumstances. The Board of Directors shall in addition have the right to make adjustments and deviations from the conditions due to local regulations and applicable market practice.

#### Scope and costs for Share Savings Scheme 2020

The maximum number of Class B shares in the Company that can be allocated according to the Share Savings Scheme 2020 shall be limited to 400,000 shares, which corresponds to approximately 1.6 percent of all shares and approximately 0.5 percent of all votes in the Company. The number of Class B shares may be subject to recalculation in the event of a bonus issue, share split, reverse share split, preferential rights issue and/or similar events. Including the 125,700 Class B shares that can be transferred to secure, from a cash flow perspective, certain payments, mainly social security contributions, related to the Share Savings Scheme 2020, the scheme comprises a maximum of 525,700 Class B shares, which corresponds to approximately 2.1 per cent of all shares and approximately 0.47 per cent of all votes in the Company.

The Share Savings Scheme 2020 will result in the value of Matching- and Performance Shares being recorded as personnel costs in the income statement over the vesting period in accordance with IFRS 2 Share-based Payments. Social contributions will be expensed against the income statement according to UFR 7 during the vesting period. The size of these costs will be calculated based on the Company's share price development during the vesting period and the allocation of Matching- and Performance Shares. Based on a share price at the final allocation of SEK 16.20, that the maximum allocation of Matching- and Performance Shares takes place, an estimated staff turnover of zero percent per year and that all participants make an investment up to the maximum amount and expected dividend during the period, the total cost is estimated to MSEK 6.5 excluding social security charges. The costs for outgoing social contributions, assuming an annual share price increase of 17.5 percent and an annual EBITA margin of over ten percent, ahead, up to the time of allocation, are estimated to amount to a maximum of approximately MSEK 2.0. The costs should be seen in relation to the Company's total costs for salaries and remuneration, which for 2020 are estimated to amount to MSEK 798.5 including social security contributions. Based on the above assumptions the costs for the Share Savings Scheme 2020, including social security contributions, amounts to approximately one percent of the Company's total costs for salaries and remuneration.

#### Hedging measures

In order to implement the Share Savings Scheme 2020, the Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Director to acquire and transfer Class B shares in the Company and decide on the transfer of Class B shares in the Company in order to ensure the Company's obligation to deliver Class B shares to participants in the scheme and secure the cash flow of certain payments related to the Share Savings Scheme 2020 (mainly social security contributions). Detailed terms for the Board of Director's proposal are set out in points B and C below.

As an alternative to the measures in points B and C below, the Company may, if deemed appropriate by the Board of Director's, enter into one or more so-called stock swap agreements on market terms with third parties to secure the financial exposure that Share Savings Scheme 2020 is expected to entail, whereby the third party in its own name shall be able to acquire and transfer shares of series B in the Company in accordance with the Share Savings Scheme 2020.

#### Preparation of the proposal

The Share Savings Scheme 2020 has been prepared by the Remuneration Committee in consultation with the Board of Directors. The proposal has been adopted by the Board of Directors.

#### Other share-related incentive programs in the Company

There is already one outstanding share-related incentive programs in the Company, Share Savings Scheme 2019, resolved by the 2019 AGM, see page 40 in the 2019 Annual report, available on the Company's webpage, www.pe.se, on the April 28, 2020 at the latest.

#### **(B) Authorizing the board to resolve on acquisitions and transfer of Class B shares in the Company**

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors, 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 follows:

- Acquisitions may be made of a maximum of 856,880 Class B shares.
- Acquisition 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, whereby the interval is between the current applicable highest bid price and the lowest selling price.
- Payment for Class B Shares shall be paid in cash.
- Purchase may be made in order to secure the Company's undertakings (including social costs) due to (i) the Share Savings Scheme 2020, provided that the AGM first resolved on Share Savings Scheme 2020 in accordance with paragraph A above, and (ii) other share-based incentive programs adopted by a General Meeting at each time.

The Board of Directors further proposes that the AGM authorizes the Board of Directors, during the period up until to the next AGM, on one or more occasions, to decide to transfer a maximum of 204,880 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 (i) Share Savings Scheme 2020, provided that the AGM first resolved on Share Savings Scheme 2020 in accordance with paragraph A above, and (ii) other share-based incentive programs adopted by a general meeting at each time. Transfer of Class B shares shall take place on Nasdaq Stockholm and at a price per share of Class B at each time within the registered price interval, whereby the interval is between the current applicable highest bid price and the lowest selling price. Transfer of shares may also take place outside Nasdaq Stockholm to a bank or other financial institution, with deviation from the shareholders' preferential rights. Such transfer may take place at a price corresponding to the market price at the time of the transfer, with such market deviation as the Board of Directors finds appropriate. The number of Class B shares that may be transferred according to this authorization may be recalculated as a result of an intermediate bonus issue, split, rights issue and/or other similar events.

#### **(C) Resolution on transfer of own Class B shares in the Company**

To be able to deliver Matching and Performance Shares in accordance with the Share Savings Scheme 2020 the Board of Directors proposes that, provided that the AGM first resolved on Share Savings Scheme 2020 in accordance with item A above, the AGM resolves on the transfer of Class B shares in the Company as follows.

- A maximum of 400,000 Class B shares in the Company may be transferred (or the higher number of Class B shares that may result from recalculation as a result of bonus issue, split, rights issue and/or other similar events).
- Class B shares may be transferred to participants in the Share Savings Scheme 2020 which, according to the terms of the Share Savings Scheme 2020, are entitled to receive Class B shares.
- Transfer of Class B shares shall take place at the time and according to the conditions that participants in the Share Savings Scheme 2020 are entitled to receive allotment of Class B shares.

The reason for the deviation from the shareholders' preferential rights is that the transfer of Class B shares constitutes a part of the implementation of the Share Savings Scheme 2020. Therefore, the Board of Directors considers it an advantage for the Company to transfer Class B shares according to the proposal.

**Majority requirements**

The Board's proposal for the introduction of a performance-based Share Savings Scheme 2020 in accordance with section A above requires that more than half of the votes cast at the Annual General Meeting approve the proposal.

The Board of Director's proposal to authorize the Board to acquire and transfer Class B shares in the Company in accordance with section B above requires that at least two-thirds of both the votes cast and the shares represented at the Annual General Meeting approve the proposal.

The Board of Director's proposal for the transfer of Class B shares in the Company according to section C above requires that at least nine tenths of both the votes cast and the shares represented at the Annual General Meeting approve the proposal.

Appendix 4**Authorization of the Board of Directors to decide on new issues of Class B shares**

The Board of Directors proposes that the AGM resolve in favor of authorizing the Board of Directors to, with or without deviation from the shareholders' preferential right to, on one or more occasions during the time until the next AGM, 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. The newly issued shares shall be eligible for subscription in cash, in kind, with right of set-off or under conditions referred to in chapter 2 section 5 of the Companies Act.

The reason for deviation from the pre-emption right is that the Company shall be able to issue shares as liquidity in connection with agreements on company acquisitions, or to acquire capital for such acquisitions. The issue price shall be determined in accordance with prevailing market conditions.

The board of directors, the CEO or anyone appointed by them shall have the right to make minor adjustments to the above-mentioned decisions which may prove necessary in connection with registration with the Swedish Companies Registration Office.

Resolution under this item is valid only if supported by shareholders with at least two thirds of both the votes cast and the shares represented at the meeting.