

Minutes from the annual general meeting of the shareholders of Plejd AB

27 April 2023

Minutes from the annual general meeting of the shareholders of Plejd AB (the "**Company**") on 27 April 2023 at 10:00 CET on the address "Smedjan"; Krokslätts fabriker 41 (building 6) in Mölndal

Participating shareholders and other participants:

According to attached voting list, **Exhibit A**

§ 1

Ylwa Karlgren, chair of the board of directors, welcomed everybody on behalf of the board of directors and thereafter declared the annual general meeting open.

It was noted that in addition to the chair Ylwa Karlgren, Erik Calissendorff and Halldora von Koenigsegg were present from the board of directors. It was noted that the other directors are available via phone. It was further noted that the Company's managing director, Babak Esfahani was present. Further and in addition to Ylwa Karlgren and Halldora von Koenigsegg, Erik Calissendorff and Iman Habib were present from the nomination committee.

Ylwa Karlgren was appointed as chair of the general meeting in accordance with the nomination committee's proposal. The chair informed that she had asked Linda Kjellberg to keep the minutes.

The annual general meeting approved that a number of shareholders who had not duly notified the Company of their intention to attend, guests and others, participated in the meeting without voting rights. It was further noted that sound or visual recording was not allowed.

§ 2

3 539 929 shares and votes had been registered for the general meeting. 3 539 929 shares and votes were represented at the general meeting, which is app. 33 percent of the Company's total number of shares and votes.

The voting list was presented and the general meeting approved the same, Exhibit A.

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§ 3

It was resolved to appoint one person to certify the minutes. The general meeting appointed Caroline Sjösten, who represented Robur Fonder, to certify the minutes together with the chair of the general meeting.

§ 4

The keeper of the minutes stated that the notice has, in accordance with the articles of association, been published on the Company's website on 28 March 2023 and in the Swedish Official Gazette on 30 March 2023. Information that the notice has been published has also been printed in Dagens Industri on 30 March 2023.

It was therefore declared that the general meeting had been duly convened.

§ 5

The general meeting approved the proposed agenda as presented in the notice to the general meeting.

§ 6

The Company's managing director, Babak Esfahani presented the Company's and the group's business and development the past year. The managing director also talked about events that had taken place after the end of the financial year and also presented the Company group's accounts in brief.

The shareholders were invited to ask questions, in connection with each presentation, which were answered.

The chair of the board briefly presented the work of the board of directors during the past year. The chair of the board also presented the work of the nomination committee.

It was noted that, the annual report for 2022 has been published on the Company's website since 29 March 2023 and has also been available at the Company's office and been presented at the meeting. The annual report has consequently been available for the shareholders and presented in brief for the participants of the meeting.

The annual report and the audit report as well as the consolidated financial statements and the corresponding audit report for the fiscal year 2022 were thereby presented.

§ 7

a) The income statement and balance sheet as well as the group income statement and group balance sheet were adopted.

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b) It was resolved to treat the result in accordance with the proposal of the board of directors in the annual report, i.e., the result shall be carried forward.

c) It was finally resolved to discharge the directors of the board and the managing director from liability in relation to the Company. It was noted that the present directors and managing director representing their own or others' shares did not participate in the resolution regarding the discharge of the directors of the board from liability. It was also noted that the decision was unanimous with respect to the shareholders who voted.

§ 8

The chair of the general meeting presented the committee's proposals under items 8-9, **Exhibit 1.**

The directors of the board who were proposed to be re-elected were presented briefly by the chair of the annual general meeting.

The shareholders were invited to ask questions, in connection with the presentation, no questions were asked.

It was resolved, in accordance with the nomination committee's proposal, that the remuneration to each director elected by the meeting and who is not employed by the Company or the group shall be SEK 160,000 (SEK 160,000 previous year) and the chair of the board of directors is to receive SEK 350,000 (SEK 350,000 previous year), in total SEK 990,000 (SEK 1,310,000 previous year).

It was resolved, in accordance with the nomination committee's proposal, that the remuneration for committee work shall be paid to the board of directors and the members of the established committees in the following amounts: SEK 70,000 to the chair of audit committee and SEK 35,000 to the other members of the audit committee and SEK 35,000 to the chair of the remuneration committee and SEK 15,000 to the rest of the members of the remuneration committee.

Further, it was resolved, in accordance with the nomination committee's proposal, that the auditor shall be entitled to a fee in accordance with approved invoice.

§ 9

The general meeting resolved, in accordance with the nomination committee's proposal, that the board of directors shall consist of five directors without deputies. It was further resolved that the number of auditors shall be one registered audit firm.

It was resolved, in accordance with the nomination committee's proposal, to re-elect Ylwa Karlgren, Nico Jonkers, Erik Calissendorff and Halldora von Koenigsegg as directors of the board. It was also resolved to elect Anders Persson new director. Ylwa Karlgren was re-elected as chair of the board. The decision was not unanimous.

It was also resolved to re-elect the registered audit firm Öhrlings PricewaterhouseCoopers AB as auditor up until the end of the annual general meeting 2023. It was noted that

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Öhrlings PricewaterhouseCoopers AB has announced that the authorized auditor Johan Malmqvist is the main responsible auditor.

§ 10

The chair of the meeting briefly presented the boards' proposal regarding the adoption of guidelines for remuneration of the board and executive management, **Exhibit 2**. The shareholders were invited to ask questions, in connection with the presentation, no questions were asked

It was resolved to adopt guidelines for remuneration of the board and executive management in accordance with the boards' proposal, **Exhibit 2**.

§ 11

The chair of the nomination committee presented the committee's proposals under items 11-12, **Exhibit 1**.

The shareholders were invited to ask questions, in connection with the presentation, which were answered. / no questions were asked.

It was resolved to adopt principles for the nomination committee in accordance with the nomination committee's proposal.

§ 12

The general meeting resolved, in accordance with the nomination committee's proposal, to re-elect the current members Suzanne Sandler, appointed by Handelsbanken Fonder AB, Erik Calissendorff, appointed by Tansaki Aktiebolag, Iman Habib, appointed by Pluspole Group and Halldora von Koenigsegg, appointed by Christian von Koenigsegg to members of the nomination committee.

§ 13

The chair of the meeting briefly presented the boards' proposal regarding amendments of the Company's articles of association, **Exhibit 3**. The shareholders were invited to ask questions, in connection with the presentation, no questions were asked.

It was resolved to amend the articles of association in accordance with the boards' proposal, **Exhibit 3**.

It was noted that the resolution was unanimous / supported by shareholders holding not less than two thirds of both the shares voted and of the shares represented at the general meeting.

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§ 14

The chair of the meeting briefly presented the boards' proposal regarding authorization for the board to issue shares, warrants and/or convertibles, **Exhibit 4**. The shareholders were invited to ask questions, in connection with the presentation, which were answered.

It was resolved to authorize the board to issue shares, warrants and/or convertibles in accordance with the boards' proposal, **Exhibit 4**.

It was noted that the resolution was unanimous / supported by shareholders holding not less than two thirds of both the shares voted and of the shares represented at the general meeting.

§ 15

The chair of the meeting briefly presented the boards' proposal regarding resolution to implement incentive program 2023/2026 for senior executives and employees through issuance and transfer of warrants, **Exhibit 5**. The shareholders were invited to ask questions, in connection with the presentation, no questions were asked.

It was resolved to implement incentive program 2023/2026 in accordance with the boards' proposal, **Exhibit 5**.

It was noted that the resolution was unanimous / supported by shareholders representing at least nine tenths of both the shares voted for and of the shares represented at the general meeting.

§ 16

As no additional matters had been referred to the general meeting of the shareholders, the general meeting was closed.

At the minutes:

Certified:

Linda Kjellberg

Ylwa Karlgren

Caroline Sjösten

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Voting list

Aktieägare	Ombud/Ställföreträdare/ Biträde	Närvarande aktier och röster	Aktier och röster i procent av total på stämman	Sida i bolags- stämmo- aktiebok
Stena Finans	Staffan Åberg	500,000	14.12%	23
Babak Esfahani		400,000	11.30%	416
Andra AP-fonden	Jonas Eixmann	374,998	10.59%	85
Christian von koeningsegg	Halldora von Koenigsegg	326,730	9.23%	1607
Desoc AB	Iman Habib	289,118	8.17%	319
Himod AB	Iman Habib	289,118	8.17%	621
Parsight AB	Pär Källeskog	260,782	7.37%	1232
Spirit of performance	Halldora von Koenigsegg	236,941	6.69%	1436
Alpraaz AB	Halldora von Koenigsegg	222,222	6.28%	40
Swedbank Robur Ny Teknik	Caroline Sjösten	208,000	5.88%	1513
Sijoitusrahasto Aktia Nordic Micro Cap	Peter Rudman	150,000	4.24%	1396
Vpasse Holding AB	Iman Habib	140,997	3.98%	1608
Handelsbanken Microcap Norden	Pierre Lekbrant	60,000	1.69%	565
Tansaki	Erik Calissendorff	40,000	1.13%	1534
Iman Habib		18,500	0.52%	621
Erik Calissendorff		10,413	0.29%	258
Pär Källeskog		3,845	0.11%	877
Linda Kjellberg	Iman Habib	3,396	0.10%	842
Johan Larsson		2,147	0.06%	904
Ylwa Karlgren		1,050	0.03%	1050
Anders Persson		500	0.01%	1242
Stellan Björnesjö	Charlotte Björnesjö	352	0.01%	198
Tomas Svensson		340	0.01%	1510
Emil Persson		320	0.01%	1246
Tim Hansson		155	0.00%	575
Robert Calissendorff		5	0.00%	258
		3,539,929	100.00%	

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Item 8: Determination of fees to the board of directors and to the auditors

The nomination committee proposes that the remuneration to each director elected by the meeting and who is not employed by the Company or the group shall be SEK 160,000 (SEK 160,000 the previous year), and the chair of the board of directors is to receive SEK 350,000 (SEK 350,000 the previous year), in total SEK 990,000 (SEK 1,310,000 previous year).

The nomination committee further proposes that the remuneration for committee work shall be paid to the board of directors and the members of the established committees in the following amounts: SEK 70,000 to the chair of the audit committee and SEK 35,000 to the other members of the audit committee and SEK 35,000 to the chair of the remuneration committee and SEK 15,000 to the rest of the members of the remuneration committee.

The nomination committee proposes that the auditor shall be entitled to a fee in accordance with approved invoice.

Item 9: Election of the board of directors and auditors

The nomination committee proposes that the board of directors shall consist of five directors without deputies.

The nomination committee further proposes that the Company shall have one registered auditing firm as auditor.

The nomination committee proposes the re-election of the current directors Ylwa Karlgren, Nico Jonkers, Erik Calissendorff, and Halldora von Koenigsegg. The nomination committee also proposes the election of Anders Persson as director. Furthermore, it is proposed to re-elect Ylwa Karlgren as chair of the board.

The nomination committee further proposes, in accordance with the audit committee's recommendation, the re-election of the registered audit firm Öhrlings PricewaterhouseCoopers AB as the Company's auditor for a period up until the end of the next annual general meeting. Öhrlings PricewaterhouseCoopers AB has announced its appointment of Johan Malmqvist as the main responsible auditor.

Further information regarding the new proposed director

Name:	Anders Persson
Education and background:	Master of Science in Engineering Physics, Chalmers University of Technology
Current assignments:	Chair of the board: Hexatronic Group AB, Chair of the board: Coloreel Group AB, and Director: Ferroamp AB (publ).

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Previous assignments:	Interim CEO and deputy CEO: Net Insight AB (publ) 2000-2014 Various positions nationally and internationally: the Ericsson Group 1981-2000
Year of birth:	1957
Nationality:	Sweden
Ownership in the Company:	500 shares in the Company, including related natural person or legal entity
Independence:	According to the nomination committee's assessment, Anders Persson is independent in relation to the Company and the Company's management and independent in relation to the Company's major shareholders.

Further information regarding the for re-election proposed directors is available at the Company's investor page, www.plejd.com/investors, and in the annual report for 2022.

Independence in accordance with the Swedish Corporate Governance Code

After an assessment of the proposed directors' independence, the nomination committee has found that their proposal for the composition of the board of directors of the Company fulfills the requirements stipulated in the Swedish Corporate Governance Code (the "**Code**"). With respect to the proposed members of the board, Erik Calissendorff may be considered dependent in relation to the Company. Halldora von Koenigsegg may be considered dependent in relation to major shareholders. The other proposed directors are considered independent to the Company, the management of the Company, and the Company's major shareholders.

Item 11: Resolution regarding adoption of principles for the nomination committee

The nomination committee proposes that the following principles for the nomination committee are adopted to be in force until further notice (the principles are unchanged from last year):

The nomination committee shall consist of a minimum of three (3) and a maximum of six (6) members. The members shall be elected at the annual general meeting.

1. The Company's four (4) largest shareholders by voting power, or the group of shareholders in accordance with item 2 ("Major Shareholders"), shall be invited to nominate a representative to the nomination committee. If any of the Major Shareholders waives its right to nominate a member to the nomination committee, the next Major Shareholder in order of size shall be given the opportunity to nominate a member to the nomination committee. If any Major Shareholder consulted waives its right to nominate a member to the nomination committee, no

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more than eight (8) of the largest Major Shareholders need to be consulted unless this is required for at least three members to be nominated. In addition, one member may represent the smaller shareholders, and the chair of the board shall be co-opted.

2. Board members may be members of the nomination committee, but shall not constitute a majority of the members of the nomination committee. The managing director shall not be a member of the nomination committee. At least one of the members of the nomination committee shall be independent of Major Shareholders representing more than 10% of the votes in the Company.
3. The term of office of the nomination committee extends until the appointment of a new nomination committee.

In order to decide who the largest shareholders are, the nomination committee shall use shareholder statistics from Euroclear Sweden AB as of the last banking day in December, the year before the annual general meeting, and other reliable shareholder information provided to the Company at that time. When assessing who the largest shareholders are in terms of votes, a group of shareholders shall be considered as one owner if they (i) have been grouped in the Euroclear Sweden system or (ii) have publicly and in writing notified the Company that they have made a written agreement to exercise their voting rights in a coordinated manner.

If a shareholder has become one of the four largest shareholders after the nomination committee has been constituted, they may contact the chair of the nomination committee with a request to appoint a member. The chair of the nomination committee shall then inform the other members of the nomination committee of the request. If the nomination committee is full and the change in ownership is significant where important competence can be added to the nomination committee, a member appointed by a Major Shareholder who no longer belongs to the four largest shareholders may make their seat available, and the new shareholder may be allowed to appoint a member. However, the composition of the nomination committee should not be changed later than three (3) months before the annual general meeting.

The nomination committee shall establish written rules of procedure for its work. Together with the rules of procedure, contact details for the nomination committee shall be published on the website.

The Company shall publish changes in the composition of the nomination committee as soon as the change has occurred. In this way, all shareholders shall be informed of the persons who can be contacted in nomination matters.

The nomination committee shall act in the interest of all shareholders and submit proposals to the general meeting:

- election of the chair of the annual general meeting;
- election of the chair of the board of directors and other directors of the board;

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- remuneration to be distributed between the chair and other directors;
- election and remuneration of the auditor and deputy auditor;
- decision on principles for the appointment of the nomination committee; and
- election of the members of the nomination committee.

The nomination committee shall evaluate the composition of the current board based on the market's requirements for independence, gender equality, and the Company's situation. The nomination committee shall establish a requirement profile for new members who need to be recruited.

The nomination committee shall submit a report on how the nomination committee's work has been conducted. The nomination committee's proposal for election shall be published on the Company's website and in the notice of the annual general meeting. The chair of the nomination committee shall attend the annual general meeting and present both the work of the nomination committee and the nomination committee's proposals for resolutions.

Remuneration shall not be paid to the members who are appointed and represent Major Shareholders.

Nomination committee members representing smaller shareholders may be remunerated by the Company. The nomination committee shall be entitled to charge the Company with costs, in agreement with the managing director, for example, for recruitment consultants or other costs required for the nomination committee to fulfill its assignment.

Item 12: Election of members of the nomination committee

In accordance with the Nomination Committee instruction, the Nomination Committee proposes the re-election of the current members Suzanne Sandler, appointed by Handelsbanken Fonder AB, Erik Calissendorff, appointed by Tansaki Aktiebolag, Iman Habib, appointed by Pluspole Group and Halldora von Koenigsegg, appointed by Christian von Koenigsegg.

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Item 10: Resolution regarding guidelines for remuneration of the board and executive management

The board of directors proposes that the annual general meeting resolves to adopt the following guidelines for remuneration of the board and executive management to be in force until further notice. The guidelines are unchanged from last year.

Plejd shall have the remuneration levels, and terms of employment deemed necessary to recruit, motivate and retain senior executives and key employees in order to achieve set targets. Marketability shall be the overall principle for salary and other remuneration to all personnel in Plejd, including senior executives and the managing director. Remuneration to the managing director and senior executives may consist of fixed remuneration, variable remuneration, share and share price-based incentive programs, pensions, and other benefits.

The Company's overall goal is strong growth with profitability, which is why senior executives, in order to achieve market remuneration in addition to fixed base salary, can receive a variable cash remuneration that rewards clearly goal-related performance in simple and transparent constructions. For the managing director, variable cash remuneration shall be capped at 75 percent of the fixed base salary for the current year. The corresponding for senior executives, in general, shall be 30 percent.

Share price-related incentive programs are resolved by the general meeting and are not covered by these guidelines. Management's other non-monetary benefits, such as a car, computer, mobile phone, extra health insurance, or occupational health care, may be paid to the extent that this is deemed to be market-based for senior executives in corresponding positions in the market in which the Company operates. The total value of these benefits shall constitute a smaller part of the total remuneration.

Senior executives shall be covered by the ITP plan in force at any given time or have a defined contribution occupational pension that does not exceed 30 percent of the pensionable remuneration. Variable remuneration is not pensionable. Senior executives who reside outside Sweden or are foreign nationals and have their main pension in a country other than Sweden may alternatively be offered other pension solutions that are reasonable in the country in question.

The board of directors shall have the right to deviate from these guidelines if there are special reasons justifying it in an individual case, provided that this is reported and justified afterward.

Remuneration to the managing director and the Company's management team in 2022 and the Company's ongoing option program will be reported in the annual report for 2022.

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Item 13: Resolution regarding amendments to the Company's articles of association

The board of directors proposes that the annual general meeting resolves to amend the Company's articles of association as follows:

It is proposed that the limits for the share capital in the articles of association are changed from a minimum of SEK 525,000 and a maximum of SEK 2,100,000 to a minimum of SEK 1,605,000 and a maximum of SEK 6,420,000. The articles of association § 4 will thereby have the following wording:

"The share capital shall not be less than SEK 1,605,000 and not more than SEK 6,420,000."

It is proposed that the limits for the number of shares in the articles of association are changed from a minimum of 3,500,000 and a maximum of 14,000,000 to a minimum of 10,700,000 and a maximum of 42,800,000. The articles of association § 5 will thereby have the following wording

"The number of shares shall not be less than 10,700,000 and not more than 42,800,000."

Some minor format adjustments to the articles of association are also proposed.

It is proposed that the § 11 in the articles of association be removed. Subsequent provisions have new numbering.

The board of directors or a person appointed by the board of directors shall be authorized to make such minor adjustments in the above resolution that may be required in connection with the registration with the Swedish Companies Registration Office.

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Item 14: Resolution regarding authorization for the board of directors to issue shares, warrants and/or convertibles

The board of directors proposes that the annual general meeting of the shareholders resolves to authorize the board of directors until the next annual general meeting, on one or more occasions, with or without preferential rights for the shareholders, to issue shares, warrants, and/or convertibles, with the right to subscribe for and convert into shares in the Company, respectively, corresponding to a maximum of 10 percent of the Company's share capital after dilution based on the number of shares in the Company at the time when the authorization is first used, to be paid in cash, through set-off or in kind.

The primary purpose of the authorization is for the board of directors to be able to resolve to issue new shares, without preferential rights, in order to raise new capital, which will increase the Company's flexibility or in connection with acquisitions or as payment for additional considerations in regards to already finalized acquisitions.

Issuance of new shares, pursuant to the authorization, shall be carried out on customary terms and conditions under prevailing market conditions. The allocation of shares can, if the board of directors finds it appropriate, be with a subscription price corresponding to the share's quota value.

The board of directors or anyone appointed by the board of directors is given the right to make the adjustments necessary in connection with the registration of the resolution at the Swedish Companies Registration Office.

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Item 15: Resolution regarding incentive program for senior executives and employees through issuance of warrants

The board of directors proposes that the annual general meeting resolves to implement an incentive program through issuance of warrants to senior executives, employees, and other key persons within the Company and the company group and to Plejd Service AB, reg. No. 556913-1443, (the "**Subsidiary**"), with subsequent transfer to senior executives, employees, and other key persons within the Company and the company group ("**Incentive program 2023/2026**") in accordance with the below.

The purpose of the proposal is to establish conditions to maintain and increase the motivation of senior executives, employees, and other key persons within the Company and company group. The board of directors finds that it is in all shareholders' interest that senior executives, employees, and other key persons, which are considered important to the development of the company group, have a long-term interest in developing high value of the Company's share. A long-term ownership engagement is expected to stimulate an increased interest in the business and result in a whole as well as to increase the motivation for the participants and to create a common interest for the Company's shareholders and the participant.

Resolutions in accordance with items 15a and 15b below shall be made as one resolution and are therefore conditional on each other.

Item 15a: Resolution regarding issue of warrants

The board of directors proposes that the annual general meeting resolves to issue a maximum of 160,000 warrants, which may result in a maximum increase in the Company's share capital of SEK 24,000.00. The warrants shall entitle to subscription of new shares in the Company.

The following terms shall apply to the issuance:

The warrants shall be subscribed for by senior executives, employees, and key persons in the Company and company group and the Subsidiary, with the right and obligation to, at one or several occasions, transfer the warrants to senior executives, employees, and key persons, who are or will become employed by the Company or within the company group.

The warrants shall be subscribed for as of 28 April 2023 up to and including 31 July 2023 on a separate subscription list, with a right for the board to extend the subscription period.

The Subsidiary has the right to subscribe for warrants without consideration, and the senior executives, employees, and key persons in the Company and company group in Sweden have the right to subscribe for the warrants at a price equal to the warrant's market value, which shall be calculated according to the Black & Scholes valuation model or other generally accepted valuation model made by an independent appraiser, audit firm or valuation expert.

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Exhibit 5



Senior executives, employees, and key persons within the Company and company group will, within Incentive Program 2023/2026, be offered to subscribe for warrants divided into two different categories as set out below:

- A. The management of the company group comprising of up to 40 positions, where the managing director may acquire a maximum of 10,000 warrants and the other positions a maximum of 3,000 warrants, in total 127,000 warrants; and
- B. A maximum of 160 other employees within the company group are offered to subscribe for a maximum of 1,000 warrants each and, in total, 160,000 warrants.

The Subsidiary has the right to subscribe for the warrants which are not subscribed for by the categories set out above that later may be offered to current (who are not subscribing for their whole offered part) and future senior executives, employees, and other key persons within the company group in accordance with the proposed allotment principles, in accordance with item 15b.

Payment for subscribed warrants issued for payment shall be made in cash no later than on 31 August 2023, with a right for the board to extend the payment date.

Each warrant entitles to subscription of one (1) new share in the Company during the period from 1 May 2026 up to and including 31 July 2026 or the earlier date set forth in the terms for the warrants. The board of directors shall have the right to extend the time for subscription for shares in the event that participants are prevented from subscribing for shares at the end of the subscription period due to the EU Market Abuse Regulation.

The subscription price shall be determined to an amount equal to 170 percent of the volume weighted average price at Spotlight Next during the period from 13 April 2023 up to and including 26 April 2023. The calculated subscription price shall be rounded to the nearest SEK 0.01, where SEK 0.05 shall be rounded upwards to SEK 0.1. The subscription price may not amount to less than the quota value of the company's shares. Upon subscription of shares, the part of the subscription price that exceeds the quotient value of the previous shares shall be allocated to the non-restricted share premium fund.

A new share subscribed for by exercise of a warrant has a right to dividends as of the first record day for dividends following registration of the new share issue with the Companies Registration Office and after the share has been registered in the share register maintained by Euroclear Sweden AB.

The purpose of the issuance and the deviation from the shareholders' preferential rights is to implement the Incentive Program 2023/2026. The purpose is to establish conditions to maintain and increase the motivation of senior executives, employees, and other key persons within the Company and company group. The board of directors finds that it is in all shareholders' interest that senior executives, employees, and other key persons, which are considered important to the future development of the company group, have a long-term interest in developing high value of the Company's share. A long-term ownership engagement is expected to stimulate an increased interest in the business and result in a whole as well as to increase the motivation for the participants and to create a common interest for the Company's shareholders and the participant.

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The complete terms and conditions for the warrants, including conditions regarding re-calculation, in certain cases, of the subscription price and the number of shares a warrant entitles to, will be available at the Company no later than two weeks before the annual general meeting.

The board of directors or a person nominated by it, shall be authorized to make such minor adjustments as may be required in connection with registration of the resolution with the Swedish Companies Registration Office and, if applicable, Euroclear Sweden AB.

Item 15b: Resolution regarding approval of transfer of warrants

The board of directors proposes that the annual general meeting resolves to approve that the Company may transfer the number of warrants in the Subsidiary of series 2023/2026 that are not subscribed for by the categories as set out in item 15a to future senior executives, employees and other key persons within the Company and company group, or in any other matter dispose of the warrants to fulfill the obligations under Incentive Program 2023/2026.

The Subsidiary shall be entitled to retain warrants that later may be offered to current (who are not subscribing for their whole offered part) and future senior executives, employees, and other key persons within the company group in accordance with the proposed acquisition and allotment principles.

Future senior executives, employees, and key persons within the Company and company group will within Incentive Program 2023/2026, be offered to acquire warrants in accordance with the principles for allotment set out in item 15a.

The board of directors of the Company will not participate in Incentive Program 2023/2026.

Notification to acquire warrants shall be made during the period from 28 April 2023 up to and including 31 July 2023.

Transfer of the warrants to participants shall be made at a price equal to the warrant's market value at the time of transfer, which shall be calculated according to the Black & Scholes valuation model or other generally accepted valuation model. Valuation of the options shall be performed by an independent appraiser, audit firm, or valuation expert.

A general meeting in the Subsidiary shall also approve the transfer of warrants as above.

Preparations for the proposal

Incentive Program 2023/2026 has been prepared by the board of directors and external advisors.

Incentive Program 2023/2026

Subscription (except by the Subsidiary) and transfer of the warrants shall be made at a price equal to the warrant's fair market value. The warrants' fair market value, according to a preliminary valuation based on the market value of the underlying share of SEK 211, SEK

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Exhibit 5



20.65 per warrant, assuming an exercise price of SEK 358.70 per share. The Black & Scholes valuation model has been used for the valuation, assuming a risk-free interest rate of 2.66 percent and a volatility of 35 percent, and assuming that no dividends and other distributions to shareholders are expected during the period of the program.

As the warrants are subscribed and transferred at market value, it is the Company's assessment that no social costs will arise for the Company as a result of the subscription and the transfers. The costs will therefore only consist of limited costs for the implementation and administration of the Incentive Program 2023/2026.

Other outstanding share-based incentive programs

The Company has previously established one incentive program, series 2020/2023 ("**Warrant Program 2020/2023**").

There are 500,000 outstanding warrants under the Warrant Program 2020/2023. Each such warrant entitles the holder to subscribe for one new share in the Company during the period from 6 June 2023 up to and including 19 June 2023.

Further information will be reported in the annual report for 2022.

Dilution

The total number of registered shares and votes at the time of this proposal amounts to 10,706,720. The maximum dilution of Incentive Program 2023/2026 is estimated to be a maximum of approximately 1.47 percent of the total number of shares and votes in the Company, assuming full subscription and exercise of all warrants offered. The maximum dilution of Incentive Program 2023/2026 plus the other outstanding incentive programs in the Company is estimated to be a maximum of approximately 5.80 percent, assuming full subscription and exercise of all warrants offered and outstanding.

The English text is a translation only and in case of any discrepancy, the Swedish text shall control.