

Report from the Annual General Meeting of Proact IT Group AB (publ)

As per the notice to attend, the Annual General Meeting of Proact IT Group AB (publ) took place on May 5th 2022. The meeting was held according to 20 and 22 §§ Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and associations, meaning that the shareholders exercised their voting rights at the meeting only through postal voting in advance.

The following decisions were made at the Annual General Meeting:

- The income statement and balance sheet, and the consolidated income statement and consolidated balance sheet were approved and adopted.
- The Board's remuneration report according to Chapter 8 53a § ABL was approved and adopted.
- The Board's proposal of a dividend of SEK 1,50 per share for the financial year 2021 was approved. The record date for the dividend will be May 9th 2022, and the expected disbursement date through Euroclear Sweden AB is May 12th 2022.
- The members of the Board of Directors and the CEO were discharged from liability for the financial year 2021.
- It was decided that the Board of Directors will consist of five board members and no deputies.
- Remuneration payable to the Board of Directors was set at a total of SEK 2 055 000, of which SEK 575 000 to the Chairperson, and SEK 270 000 each to other members. A total of SEK 400 000 will be payable for committee work.
- Remuneration to the auditors will be paid in accordance with approved invoices.
- The following board members were re-elected
 - Martin Gren
 - Annikki Schaferdiek
 - Thomas Thuresson
 - Erik Malmberg
- The following new board member was elected
 - Anna Söderblom (chairperson)
- PricewaterhouseCoopers AB was elected as auditors until the end of the 2023 Annual General Meeting.
- It was decided, by requisite majority, to implement the performance share plan in accordance with the Board's proposal. The plan is designed to drive profitability and growth, and comprises approximately 19 persons consisting of the CEO, the Group Management and additional key employees of the company. To participate in the plan, a personal investment in Proact shares is required. The performance share plan follows the same structure as the performance share plan adopted at the Annual General Meeting 2021. After the vesting period, the participants will be allocated shares in Proact free of charge, provided that the performance targets related to earnings per share, revenues and return on capital employed, as well as certain other conditions are met. It was also decided, with requisite majority, that in the case of share allocation to the participants in the plan, a maximum of 122 000 shares held by Proact will be transferred to the participants.
- Establishment of principles for the appointment of a nomination committee for the 2023 Annual General Meeting.

- It was decided, with requisite majority, to authorize the Board to issue new shares in accordance with the Board's proposal. It was noted that payment by set-off shall only be made in connection with acquisitions.
- It was decided, with requisite majority, to authorize the Board to acquire and transfer the company's own shares in accordance with the Board's proposal. Furthermore, the Board can only buy back shares in such numbers that the repurchased shares together with any new shares issued under the authority decided, shall not total more than 10 percent of the currently outstanding number of shares. It was noted that payment by set-off shall only be made in connection with acquisitions and that the company cannot sell its own shares on Nasdaq Stockholm

A speech with the CEO Jonas Hasselberg is available on Proact's website, www.proact.eu.

