

Notice of Annual General Meeting 2021 of AB Fagerhult (publ)

Shareholders of AB Fagerhult (publ), company registration number 556110-6203 (“Fagerhult” or the “Company”), are hereby given notice that the Annual General Meeting of the Company will be held on Thursday, 29 April 2021 (the “AGM”).

INFORMATION REGARDING REMOTE PARTICIPATION IN THE ANNUAL GENERAL MEETING 2021

In light of the ongoing nature and spread of the Covid-19 virus, the board of directors of the Company (the “Board”) has decided that this AGM will not be held in the format of a physical meeting and that all resolutions will be made through postal voting. New temporary legislative rules allow the Company to arrange postal voting for the AGM; i.e. the shareholders shall remotely submit their votes to the Company in advance. The shareholders are therefore instructed to vote by post. More information and the required forms regarding voting by post can be found on Fagerhult’s website www.fagerhultgroup.com.

The shareholders will in good time before the AGM have access to a pre-recorded speech by the Chairman of the Board in which the Chairman will put forward the Board’s proposals in certain agenda items and, on behalf of the Nomination Committee, convey the Nomination Committee’s proposals in the relevant agenda items. The pre-recorded Chairman’s session(s) are available on Fagerhult’s website www.fagerhultgroup.com.

Further, the auditors of the Fagerhult Group Öhrlings PriceWaterHouseCoopers, will through the responsible auditor Peter Nyllinge comment on the auditing related to 2020. The pre-recorded comment will be accessible on www.fagerhultgroup.com in good time before the AGM.

Also, a pre-recorded presentation by the Company’s CEO, Bodil Sonesson, will be made available on Fagerhult’s website www.fagerhultgroup.com on 29 April 2021.

Information on the decisions of the AGM will be published as soon as the outcome of the postal voting is finally compiled on 29 April 2021.

A. REGISTRATION ETC

Shareholders who wish to attend the AGM by postal voting must be registered as shareholders in the Company’s share register kept by Euroclear Sweden AB by 21 April 2021 and must also announce their intention to attend the AGM no later than 28 April 2021 by having submitted a postal voting form in accordance with the details stated below and in accordance with the postal voting instructions available on Fagerhult’s website www.fagerhultgroup.com, so that the postal vote is received by Euroclear Sweden AB no later than that day (28 April 2021). Please note that notification to the AGM can only be made by postal voting.

Holders of nominee-registered shares must, to be entitled to attend the AGM, temporarily have their shares registered in their own name through their nominee to ensure that they are registered in the

shareholders' register on 21 April 2021. Such registration may be temporary (so-called voting rights registration) and is requested from the nominee in accordance with the nominee's routines at such time in advance as the nominee decides. Voting rights registrations made by the nominee no later than the second banking day after 21 April 2021 will be taken into account in the production of the share register.

Postal voting

The shareholders may exercise their voting rights at the AGM only by voting in advance, so called postal voting in accordance with section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for postal voting. The form is available on www.fagerhultgroup.com and is considered as the notification of participation at the AGM.

The completed and signed voting form must be received by Euroclear Sweden AB no later than 28 April 2021. The completed and signed form shall be sent to AB Fagerhult (publ), "Annual General Meeting", c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden. The completed form may alternatively be submitted by email and is then to be sent to generalmeetingservice@euroclear.com (state "AB Fagerhult – postal voting" in the subject line). Shareholders who are private individuals can also submit their postal votes electronically by verifying with BankID via Euroclear Sweden AB's website <https://anmalan.vpc.se/EuroclearProxy/>. Such electronic votes must be submitted no later than 28 April 2021.

The shareholder may not give other instructions than to mark one of the answer alternatives specified in the form. If the shareholder has included special instructions or conditions in the form, or changed or made amendments to the pre-printed text, the postal vote will be considered invalid. Further instructions and conditions can be found in the postal voting form and at <https://anmalan.vpc.se/EuroclearProxy/>.

For questions concerning the voting procedure, please contact Euroclear Sweden AB, tel. +46-8-402 90 19 (Monday-Friday 9 a.m. – 4 p.m.).

Proxies etc

Shareholders who are casting postal votes via proxy should submit a power of attorney, dated and signed by the shareholder, together with the postal vote. Power of attorney forms are available on the Company's website www.fagerhultgroup.com. If the shareholder is a legal person, certificate of registration or other documents of authority shall be attached to the form.

Documents

Fagerhult's annual report and auditor's report, consolidated accounts and consolidated auditor's report, the board's complete proposal for resolutions, the board's remuneration report and the auditor's opinion regarding the remuneration guidelines are presented by keeping them available at the Company, at Åvägen 1, 566 80 Habo, Sweden and at www.fagerhultgroup.com. The documents are sent to those shareholders who specifically request it and state their postal address. The AGM share register is provided by the Company at the above address.

Privacy policy for processing of personal data in conjunction with the AGM

For information on how your personal data is processed, please see:

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

B. PROPOSED AGENDA

1. Opening of the AGM
2. Election of a Chairman for the AGM
3. Election of minute-checkers
4. Approval of the agenda
5. Preparation and approval of the list of voters
6. Determination of whether the AGM has been duly convened
7. Presentation of the annual report and audit report and the consolidated accounts and consolidated audit report
8. Resolution on adoption of the income statement and balance sheet and the consolidated income statement and balance sheet
9. Resolution on the distribution of the Company's profit or loss according to the adopted balance sheet
10. Resolution on release from liability for Directors and the CEO
11. Determination of the number of Directors and Deputy Directors
12. Determination of fees to be paid to the Directors and auditors
13. Election of a Chairman and Vice Chairman of the Board and other Directors
14. Election of auditors
15. Principles for the composition of the Nomination Committee
16. Determination of principles for remuneration to senior management
17. Submission of the remuneration report for approval
18. Resolution on a performance-based share-savings plan for invited participants being employed in the Fagerhult Group

19. (a) Authorisation to purchase own shares, (b) authorisation to transfer own shares, and (c) transfer of own shares to the 2021 Performance-based Share-Savings Plan

20. Closure of the AGM

Item 2 Proposed election of a Chairman for the AGM

A Nomination Committee consisting of Jan Svensson as Chairman of the Board of AB Fagerhult (co-opted not entitled to vote), Johan Hjertonsson representing Investment AB Latour, Johan Ståhl representing Lannebo Fonder, Jan Särllvik representing Nordea Funds and Jannis Kitsakis representing The Fourth Swedish National Pension Fund (AP4) (the “Nomination Committee”) proposes that Jan Svensson be appointed to chair the AGM, or in his absence, the one appointed instead by the Nomination Committee.

Item 3 Election of minute-checkers

The Board proposes that Thomas Jansson and Kristoffer Jacobsson are appointed to check the minutes, or if either or both persons cannot participate in the AGM, that another one or ones appointed by the Board. The adjustment persons' tasks also include checking the voting list and ensuring that votes that have been submitted are correctly included in the minutes.

Item 5 Preparation and approval of the list of voters

The voting list that is proposed for approval is the voting list drawn up by Euroclear Sweden AB on behalf of Fagerhult, based on the general meeting register of shareholders and registered votes, verified by the persons appointed to check the minutes.

Item 9 Proposed dividend

The Board proposes that a dividend of SEK 0.50 per share, or a total of SEK 88,073,389.50, be paid and that the remaining funds, MSEK 3,566 be carried forward. The proposed record day is 3 May 2021. If the shareholders attending the AGM approve the proposal, it is estimated that the dividend will be distributed by Euroclear Sweden AB on 6 May 2021.

Item 11 Proposal for the number of Directors

The Nomination Committee proposes that the AGM appoint six Directors with no Deputy Directors.

Item 12 Proposal for fees to be paid to the Directors and auditors

The Nomination Committee proposes that fees to be paid to the members of the Board of Directors, are as follows: SEK 950,000 to the Chairman of the Board and SEK 370,000 to each of the other Directors. It is thus proposed that total Directors' fees of SEK 2,800,000 be paid. It is proposed that the Chairman of

the Audit Committee be paid SEK 125,000 and other member(s) of the Audit Committee be paid SEK 75,000.

It is proposed that fees be paid to the auditors on the basis of approved invoices, as in previous years.

Item 13 Proposal for election of a Chairman of the Board, a Vice Chairman of the Board and other Directors

The Nomination Committee, representing owners holding approximately 60.8 per cent of the capital and votes, proposes that the regular directors Jan Svensson, Eric Douglas, Cecilia Fasth, Morten Falkenberg, Annica Bresky and Teresa Enander be re-elected to the Board.

It is further proposed that Jan Svensson be appointed Chairman and that Eric Douglas be appointed Vice Chairman.

Item 14 Election of auditors

The Nomination Committee proposes that the registered auditing firm Öhrlings PricewaterhouseCoopers AB be appointed auditors for the period until the next AGM, in accordance with the Audit Committee's proposal. The auditing firm has announced that Authorized Public Accountant Ulf Nyllinge will continue to serve as chief auditor, provided that the firm is re-elected.

Item 15 Proposal regarding principles for the composition of the Nomination Committee

The Nomination Committee proposes that the AGM continue to adopt the principles for the composition of the Nomination Committee for the 2021 AGM as was adopted for the 2019 and 2020 AGMs, primarily as follows:

AB Fagerhult is to have a Nomination Committee comprising a representative of each of the four largest shareholders or owner groups in terms of the number of votes plus the Chairman of the Board who shall be co-opted (*Sw. adjungerad*) without the right to vote.

The Nomination Committee is to be formed after the Chairman of the Board has identified the four largest shareholders in the Company in terms of the number of votes that are to make up the Nomination Committee along with the Chairman. The identity of these shareholders is to be based on the shareholders' register and list of nominees maintained by Euroclear Sweden AB and refer to those shareholders registered under their own names or as members of an owner group as per 31 August 2021. It is not necessary to change the composition of the Nomination Committee if only marginal changes in the ownership of shares occur after this control date.

If one of the four largest shareholders waives their right to appoint a representative, this right is then transferred to the next shareholder that has the largest shareholding of the shareholders not identified as one of the four largest shareholders on the same date. The names of the four members and the names of the shareholders that they represent are to be published not later than in connection with the Company's interim report for the third quarter, and the name of the people who can be contacted to discuss

Nomination Committee matters is also to be published. The mandate period of the Nomination Committee is until a new Nomination Committee is appointed.

Item 16 Proposal for principles for remuneration to senior management

The Board proposes that the AGM approve the following guidelines for remuneration to senior management. Senior management refers to the CEO and members of senior management of the Fagerhult Group.

The guidelines are forward-looking, i.e. they are applicable to remuneration agreed, and amendments to remuneration already agreed, after adoption of the guidelines by the AGM. These guidelines do not apply to any remuneration decided or approved by the general meeting of the Company.

For information regarding the Company's business strategy, please see www.fagerhultgroup.com.

A prerequisite for the successful implementation of the Company's business strategy and safeguarding of its long-term interests, including its sustainability, is that the Company is able to recruit and retain qualified personnel. To this end, it is necessary that the Company offers competitive remuneration.

These guidelines enable the Company to offer the senior management a competitive total remuneration.

The remuneration to senior management supports the Company's strategy and long term development and sustainability in several ways. Firstly, the total compensation is scheduled during the current year as a basic salary plus the annual bonus aimed at improving the overall result. Most importantly the long-term incentive scheme seeks performance in the longer, two-three year term by focusing on sustained delivery. Secondly, the annual bonus scheme is frequently focused on specific longer term aspects, for example sustained growth. Also, the annual schemes and long term schemes tie employees in together working in teams. Fixed annual basic salaries for staff and senior management are reviewed simultaneously, thereby ensuring consistency of levels of increase. Often, there are many members of staff who are offered an annual bonus scheme, which again is tied to similar performance criteria to those of senior management. The establishment and development of the senior management remuneration policy is made by a combination of the board and the remuneration committee, sometimes with input from the market outside.

Remuneration to the CEO and other senior management consists of basic salary, variable remuneration, other benefits and pensions. The balance between basic salary and variable remuneration is to be in proportion to the employee's responsibilities and authority.

For the CEO, annual variable remuneration is capped at six months' salary. The variable salary is based on the Fagerhult Group's earnings per share. For other senior management, annual variable remuneration is capped at 30-50 per cent of basic salary. Variable remuneration is set in relation to the Fagerhult Group's earnings per share as well as individual targets.

For 2021, an additional variable remuneration scheme is proposed. The additional variable remuneration, referred to as a medium-term incentive (MTI) scheme has two fundamental motivators. Firstly, there was no long-term incentive scheme introduced in 2020 and secondly the MTI scheme is designed to return the

Fagerhult Group to pre-Covid-19 levels of net sales by the end of a two year period. The MTI scheme covers the two year period 2021 to 2022, closing at 31 December 2022. The scheme is a one-off scheme and will not be repeated in future years. The MTI scheme objectives and rewards are over the two year period. The objective is focussed on net sales growth with an operating margin minimum and the reward is a maximum of up to a bonus payment of 30 percent (in total, not each year) of fixed annual basic salary. The MTI and the possible payable remuneration thereof is not to be included in the annual variable remuneration caps set out above.

The retirement age of the CEO and other senior management is 65. For the CEO, pension contributions representing 35 per cent of the fixed annual salary are paid. Pension benefits for other senior management are paid within the framework of applicable supplementary pension plans (ITP) for salaried employees.

For the CEO, the notice period for termination of employment is twelve months if termination is initiated by the Company and six months if initiated by the CEO. If termination is initiated by the Company without reason for termination, the CEO is entitled to severance pay corresponding to 12 months' salary. Severance pay is deducted against other earned income.

For other senior management, the notice period is 12 months if initiated by the Company, and six months if initiated by the employee. No separate agreements exist regarding retirement age, future pension or severance pay.

The Board shall have the right to depart from these guidelines if there are special reasons for this.

Item 17 Submission of the remuneration report for approval

The Board proposes that the AGM approve the Board's remuneration report for 2020. The remuneration report is held available in accordance with what is stipulated above in this notice under the section *Documents*.

Item 18 – Resolution on performance-based share-savings plan for invited participants being employed in the Fagerhult Group

The Board proposes that the AGM resolve to approve a performance-based share-savings plan (the "2021 Performance-based Share-Savings Plan") for Fagerhult as well as the transfer of repurchased shares as part of the 2021 Performance-based Share-Savings Plan, in accordance with the below.

If the AGM resolves to approve the 2021 Performance-based Share-Savings Plan, the Board intends to subsequently present information on target levels and outcomes at the AGM in 2024.

2021 PERFORMANCE-BASED SHARE-SAVINGS PLAN

1.1 Overview of the 2021 Performance-based Share-Savings Plan

The reasons for the proposed 2021 Performance-based Share-Savings Plan is to strengthen the Company's ability to recruit and retain employees, spread and expand share ownership among the

employees and create a shared focus in the Group for the employees concerned. Through a share-based incentive scheme, the employees' remuneration can be tied to the Company's future earnings and capital growth. This places the emphasis on long-term capital growth, ensuring that shareholders and the employees concerned have the same goal.

The plan covers up to approximately 80 members of senior management and key individuals in the Fagerhult Group. To participate in the plan, participants will be required to invest in Fagerhult shares. After the vesting period, the participants will be allocated shares of Fagerhult free of charge subject to fulfilment of certain terms and conditions. These "performance share awards" will entitle participants to receive shares of Fagerhult provided that they have remained employees of Fagerhult during the vesting period and held their full investment in Fagerhult shares during that period. The allocation of shares is also subject to achievement of a financial performance target set in relation to Fagerhult's earnings per share during the financial years 2021–2023.

1.2 Participants in the 2021 Performance-based Share-Savings Plan

Up to approximately 80 members of senior management and key individuals of the Fagerhult Group will be invited to participate in the 2021 Performance-based Share-Savings Plan. Additional senior management and key individuals that have been recruited but have not yet begun their employment at Fagerhult before the deadline for enrolment in the plan may be offered to participate on condition of commencement of employment.

1.3 Private investment and allocation of Performance Share Awards

To be entitled to participate in the plan, participants will be required to acquire shares of Fagerhult at market price ("Savings Shares") for a value representing at least 2.5 per cent and no more than 12 per cent of the participant's annual base salary. References to the annual base salary means the participant's base salary, i.e. pre-tax, effective from 1 January 2021. The maximum number of Saving Shares each participant may acquire is calculated using a share price of SEK 50.2, which equals the volume weighted average share price of the Fagerhult share on Nasdaq Stockholm during February 2021.

If the participant has access to insider information and is therefore prevented from acquiring shares of Fagerhult in connection with enrolment in the plan he or she will be required to complete the acquisition of shares as soon as possible, but before the next AGM. For the participants, each Savings Share entitles the holder to four performance share awards ("Performance Share Awards"). Allocations of Fagerhult shares will be made no earlier than the day after publication of Fagerhult's interim report for the first quarter of 2024 and, normally, no later than two weeks thereafter (the "Vesting Period").

1.4 Terms and conditions for Performance Share Awards

Performance Share Awards are subject to the following terms and conditions:

- Performance Share Awards are allocated free of charge.
- Each Performance Share Award entitles the holder to obtain one Fagerhult share free of charge provided that the participant remains an employee of the Fagerhult Group and has not sold any of the Savings Shares which he or she originally held during the Vesting Period. The allocation of shares is also subject to achievement of a financial performance target.

- Participants do not have the right to transfer, pledge or sell Performance Share Awards or to exercise any shareholder rights in respect of their Performance Share Awards during the Vesting Period.
- The gain per allocated share is limited to SEK 150 (excluding any compensation which participants may receive in any extraordinary dividends), which is approximately 3 times the volume weighted average share price of the Fagerhult share on Nasdaq Stockholm during February 2021. If the gain were to exceed this limit, the number of Fagerhult shares allocated to each participant will be reduced accordingly.

1.5 Performance Share Awards

The number of Performance Share Awards entitling the holder to an allocation of shares is contingent on achievement of a target range, as defined by the Board, for Fagerhult's earnings per share during the financial years 2021–2023. The outcome will be measured on a straight-line basis between a defined minimum level and a defined maximum level. If the minimum level of the target range is not achieved, the Performance Share Awards will not entitle the holder to any shares, and if the maximum level of the range is achieved, each Performance Share Award will entitle the holder to one share.

1.6 Design and administration

The Board, or a committee specially appointed by the Board, will be responsible for the precise design and administration of the 2021 Performance-based Share-Savings Plan as well as the detailed terms and conditions applying between Fagerhult and participants in the plan, subject to the terms and conditions and guidelines described herein. In connection therewith, the Board will have the right to define divergent terms and conditions for the plan in respect of aspects such as the Vesting Period and allocation of Fagerhult shares in the event of termination of employment during the Vesting Period that is due to early retirement, for instance. The Board will also have the right to make adjustments for the purpose of meeting specific rules or market conditions outside Sweden. In the event that it is not possible to deliver shares at reasonable cost and with a reasonable administrative input to persons outside Sweden, the Board will have the right to instead offer cash settlement to a participant. In case of significant changes in the Company or in the market, the Board will have the right to reduce the final allocation of Fagerhult shares or wholly or partly terminate the plan ahead of schedule without compensation to the participants.

1.7 Scope

The maximum number of shares of Fagerhult that may be allocated under the 2021 Performance-based Share-Savings Plan is limited to 1,161,280, or roughly 0,66 per cent of the total outstanding number of shares and votes.

In accordance with the precise rules to be defined by the Board, the number of shares and/or the performance targets covered by the 2021 Performance-based Share-Savings Plan may become subject to restatement due to a bonus issue, share split or reversed share split, rights issue, mergers, acquisitions, divestment of divisions or similar action taken by Fagerhult, having regard to generally accepted practice for equivalent incentive schemes and to the intent of the Performance-based Share-Savings Plan. The number of shares may also be restated for the purpose of compensating participants in case of payment of an extraordinary dividend. Any restatement of the number of shares may also result in the restatement of the limit on the gain per share.

1.8 Estimated costs for and value of the 2021 Performance-based Share-Savings Plan

Performance Share Awards cannot be pledged or transferred to other parties. It is, however, possible to calculate an estimated value for each right. The Board has estimated the average value of each Performance Share Award at about SEK 55. The estimate is based on generally accepted valuation models using the closing price for Fagerhult shares on 15 March 2021, the SEK 150 limit on the gain per share, performance data for Fagerhult shares and estimated future dividends.

Assuming that approximately 50 per cent of the persons that have been offered to participate in the plan choose to do so and a 50 per cent achievement of the financial performance targets, the total estimated value of the Performance Share Awards is approximately MSEK 9,6. The value represents around 0,12 per cent of Fagerhult's stock market capitalisation on 15 March 2021. Costs will be recognised as personnel costs in the income statement over the Vesting Period, in accordance with IFRS 2 Share-based Payment. In accordance with UFR 7, social security contributions will be charged to the income statement over the Vesting Period. Social security costs will be calculated based on Fagerhult's share price performance during the Vesting Period and the allocation of Performance Share Awards. Based on an annual share price growth of 10 per cent over the term of the plan and a Vesting Period of around three (3) years, the cost of the 2021 Performance-based Share-Savings Plan, in terms of personnel costs is estimated at around MSEK 3,0, which on an annual basis represents about 0,13 per cent of Fagerhult's total personnel costs in the 2020 financial year.

1.9 Effects on key performance indicators

In case of 50 per cent participation in the 2021 Performance-based Share-Savings Plan, Fagerhult's personnel costs are expected to increase by around MSEK 3,0 and on a pro forma basis for 2020, these costs represent a negative impact on Fagerhult's operating margin of about 0,04 percentage points and a decrease in earnings per share of about SEK 0,01. The Board deems, however, that the positive effects on earnings that are expected to result from increased share ownership among senior management and persons in senior managerial positions, which may be further increased through the plan, outweighs the costs related to the 2021 Performance-based Share-Savings Plan.

1.10 Hedging

To be able to implement the 2021 Performance-based Share-Savings Plan in a cost-effective and flexible manner, the Board has considered different methods for ensuring delivery of Fagerhult shares to participants in the 2021 Performance-based Share-Savings Plan. In view of these considerations, the Board intends, in the first hand, to ensure delivery of Fagerhult shares under the 2021 Performance-based Share-Savings Plan by transferring treasury shares held by Fagerhult to the participants as set out in the proposal in item 19 (c) on the agenda. Such transfer of repurchased Fagerhult shares is subject to qualified majority voting.

To the extent that the Board's proposed resolution on the transfer of repurchased shares to the participants does not obtain the required majority, the Board intends, in the second hand, to conclude a share swap agreement with a third party to ensure delivery of Fagerhult shares to the participants. Hence, it is proposed that the Board have the right to transfer shares repurchased on Nasdaq Stockholm in order to fund potential costs related to the agreement and plan, as set out in the proposal in item 19 (b) on the

agenda. Such transfer of repurchased Fagerhult shares is subject to qualified majority voting. If the required majority is not obtained, the Board intends to conclude a share swap agreement and fund the agreement by other means than the transfer of repurchased shares.

1.11 Drafting of the proposal

The 2021 Performance-based Share-Savings Plan was initiated by the Board and has been formulated in consultation with external advisors. The plan has been drafted in the Board's Remuneration Committee and discussed at Board meetings in the first months of 2021.

1.12 Other incentive schemes in Fagerhult

At Fagerhult's AGMs from 2012 to 2019 inclusive it was resolved to introduce performance-based share-savings plans, which are similarly designed as the 2021 Performance-based Share-Savings Plan. For a description of the performance-based share-savings plans adopted at the AGMs in 2012 to 2019, see the Company's 2020 Annual Report. Apart from these, there are no other previous share-based incentive schemes in Fagerhult that the Company is participating in and paying for.

1.13 Resolutions proposed by the Board

With reference to the above description, the Board proposes that the AGM resolve to introduce the 2021 Performance-based Share-Savings Plan and to authorize the Board to enter into share-swap agreements in accordance with what is set out in section 1.10 (Hedging) above.

1.14 Majority requirement

The Board's proposed resolution on the introduction of the 2021 Performance-based Share-Savings Plan requires the support of shareholders representing more than half of the votes cast at the AGM.

Item 19 (a)–(c) Authorisation to purchase own shares, authorisation to transfer own shares and transfer of own shares to the participants in the 2021 Performance-based Share-Savings Plan

(a) AUTHORISATION TO PURCHASE OWN SHARES

The Board proposes that the AGM resolves to authorise the Board to purchase own shares, on one or several occasions, during the period until the next AGM, in accordance with the following:

1. Acquisition of own shares must be made on Nasdaq Stockholm.
2. Own shares may be acquired to the extent the Company's holdings of own shares in total amounts to no more than one tenth of all shares in the Company.
3. Shares may be purchased on Nasdaq Stockholm at a price which is within the registered spread, defined as the spread between highest bid price and lowest ask price.

By holding treasury shares, the Company is able to secure obligations under the performance-based share-savings plan for senior management proposed in item 18 of the agenda, including equivalent plans from previous years.

(b) AUTHORIZATION TO TRANSFER OWN SHARES

The Board proposes that the AGM resolves to authorise the Board to resolve on transfer of own shares on one or several occasions during the period until the next AGM in accordance with the following.

1. Transfer of own shares must be made either on Nasdaq Stockholm or in another manner.
2. Transfer of own shares may be made with disapplication of the pre-emption rights of existing shareholders.
3. The maximum number of shares that may be transferred is the total number of own shares held by the Company at the time of the Board's resolution to transfer the shares.
4. Transfer of own shares on Nasdaq Stockholm shall be made at a price within the stock market price interval registered at any given time, such interval being the interval between the highest purchase price and the lowest sales price; transfer of own shares in another manner shall be made at a minimum price that shall be determined in close connection with the shares' quoted price at the time of the Board's resolution to transfer the shares.
5. Payment for the transferred shares may be made in cash, by contribution in kind or by set-off.
6. The Board is entitled to determine the other terms and conditions of the transfer which, however, shall be in accordance with the market practice.

The reasons for the proposed authorisation to transfer own shares and for the deviation from the shareholders' preferential rights are to cover costs relating to incentive schemes and, if necessary, to enable the implementation of the 2021 Performance-based Share-Savings Plan by funding potential costs related to the share swap agreement.

(c) TRANSFER OF OWN SHARES TO THE PARTICIPANTS OF THE 2021 PERFORMANCE-BASED SHARE-SAVINGS PLAN

The Board proposes that the AGM resolves to approve the transfer of repurchased shares on the following terms: (i) A maximum of 1,161,280 Fagerhult shares may be transferred to participants in the 2021 Performance-based Share-Savings Plan (or such higher number as may result from restatement due to a bonus issue, share split or reverse share split, rights issue, mergers, acquisitions, divestments of divisions or similar action taken by Fagerhult, in accordance with generally accepted practice for equivalent incentive schemes and to the intent of the 2021 Performance-based Share-Savings Plan), (ii) Shares will be transferred without payment at the time when and on the terms and conditions under which participants in the 2021 Performance-based Share-Savings Plan are entitled to receive allocations of shares. The reasons for disapplication of the pre-emption rights of existing shareholders is that the transfer of shares forms part of the implementation of the 2021 Performance-based Share-Savings Plan. Therefore, and in view of what is stated above, the Board considers that it will be to the benefit of Fagerhult to transfer shares in accordance with the proposal.

The Board may, prior to the AGM in 2024, propose that the AGM resolve to authorise the transfer of treasury shares on Nasdaq Stockholm for the purpose of covering costs such as social security contributions for the 2021 Performance-based Share-Savings Plan.

MAJORITY REQUIREMENTS

The Board's proposed resolutions pursuant to section 19 (a) and (b) above, requires the support of shareholders representing at least two-thirds of the votes cast and shares represented at the AGM.

The Board's proposed resolution pursuant to section 19 (c) above requires the support of shareholders representing at least nine tenths of the votes cast and the shares represented at the AGM.

The Board's proposal pursuant to section 19 (c) is subject to approval by the AGM of the Board's proposal on the 2021 Performance-based Share-Savings Plan in accordance with item 18 of the agenda.

C. INFORMATION AT THE AGM

The Board and CEO shall, if requested by a shareholder, and if the Board considers that this can be done without material damage to the Company, disclose information on circumstances which could influence the assessment of an agenda item, circumstances which could influence the assessment of the Company's or a subsidiary's financial situation and the Company's relationship to another company in the Group.

Due to the current circumstances related to the spread of the Covid-19 virus and the Board's decision to not hold a physical meeting for the AGM, a shareholder who wish to ask questions to the Board or to the CEO is therefore hereby kindly instructed to submit its question(s) in writing to the Company. Questions can be submitted to the Company preferably by e-mail to AGM2021@fagerhultgroup.com or by ordinary mail to AB Fagerhult, att: Årsstämma 2021, 566 80 Habo. Please note that the last day for the Company to receive questions from a shareholder is 19 April, 2021. The Board and/or the CEO will respond by e-mail to the shareholder(s) in question and the Company will make available any shareholder's questions and the Board's and/or the CEO's comments thereto on www.fagerhultgroup.com on 24 April 2021 at the latest.

D. NUMBER OF SHARES AND VOTES IN THE COMPANY

At the time of this notice, the total number of shares and votes in the Company is 177,192,843. Fagerhult currently holds 1,046,064 treasury shares, representing 1,046,064 votes, which cannot be represented at the AGM.

Habo, 25 March 2021

AB Fagerhult (publ)

The Board of Directors