



Report from Concentric AB's annual general meeting on April 18, 2023

Concentric AB's annual general meeting was held on Tuesday, April 18, 2023. The main resolutions passed were the following.

Regarding full details of the resolutions, a referral is made to the notice convening the AGM and the complete proposals. The notice convening the AGM and the complete proposals are available at the company's website, www.concentricab.com.

Adoption of the income statements and the balance sheets

The general meeting resolved to adopt the income statement and balance sheet and the consolidated income statement and consolidated balance sheet for the financial year 2022.

Dividend

The general meeting resolved, in accordance with the board's proposal, on a dividend of SEK 4.00 per share. The record date was set to Thursday, April 20, 2023. The dividend is expected to be distributed by Euroclear Sweden AB on Tuesday, April 25, 2023.

Discharge from liability

The general meeting discharged each who had held the position as CEO or board member from personal liability during the financial year 2022.

Board and auditors

The general meeting re-elected Karin Gunnarsson, Anders Nielsen, Susanna Schneeberger, Martin Sköld, Claes Magnus Åkesson, Petra Sundström, Joachim Rosenberg as board members. The general meeting re-elected Anders Nielsen as chair of the board.

The registered accounting firm KPMG AB was re-elected as the company's auditor.

The general meeting resolved that the chair of the board will receive SEK 900,000 unchanged and that each of the other board members will receive SEK 375,000 unchanged. In addition, the chair of the Compensation Committee will receive SEK 125,000 unchanged and member of the Compensation Committee will receive SEK 50,000 unchanged. Further, it was resolved that the chair of the Audit Committee will receive SEK 175,000 unchanged and member of said committee will receive SEK 75,000 unchanged.

The general meeting resolved that fees will be paid to the auditor according to approved current account.

Approval of guidelines for salaries and other remuneration

The general meeting resolved, in accordance with the board's proposal, to adopt guidelines for salaries and other remuneration.

Approval of Remuneration Report

The general meeting resolved, in accordance with the board's proposal, to approve the board's remuneration report on remuneration to the CEO in accordance with Chapter 8, Section 53 a of the Swedish Companies Act.

Performance based incentive programme (LTI 2023)

In accordance with the board's proposal, the general meeting resolved to implement a long-term performance based incentive programme, LTI 2023. The programme is offered to up to 12 senior executives, including the CEO, and 25 other key employees (total of 37 employees), who are offered, free of charge, to receive a performance share award entitling the participant to receive an allocation of a number of Concentric shares free of charge, subject to the satisfaction of certain performance conditions. Any performance shares will be allocated after the expiration of the three-year vesting period, which begins on the date decided by Concentric and notified to the participant in LTI 2023 and continues until the day of publication of the interim report for Q1 of the 2026 financial year.

The LTI 2023 may result in annual costs of no more than MSEK 7.1 for Concentric if the performance criteria are fully met, and an annual share price growth of 15 per cent is assumed. In addition to this, social security charges will apply in the year of vesting, 2026. Social security charges may amount to no more than MSEK 1.5 annually, based on the same assumptions.

Issue of warrants and approval of transfer of warrants

As one of several options to secure a cost-efficient supply of Concentric shares for transfer under the LTI 2023, the general meeting adopted the board's proposal to issue, free of charge, 105,000 warrants to its wholly-owned subsidiary Concentric Skånes Fagerhult AB. Should the board choose the option to utilize the warrants for delivery of shares under the LTI 2023, the dilution effect will total 0.5 per cent, otherwise the warrants will lapse and the dilution effect be nil.

Furthermore, the general meeting resolved to approve that Concentric Skånes Fagerhult AB, on one or more occasions, may transfer warrants to the participants in LTI 2023 in accordance with the terms and conditions of LTI 2023, and otherwise dispose of the warrants in order to cover costs related to, or fulfil obligations occurring under, LTI 2023.

Acquisitions and transfers of own shares

In accordance with the board's proposal, the general meeting resolved to authorise the board to acquire and/or transfer own shares, which in the latter case may be resolved on with deviation from the shareholders' preferential rights, on one or more occasions until the annual general meeting 2024.

Acquisition of the company's own shares shall be made on Nasdaq Stockholm, for the purpose of, being able to improve the company's capital structure and to enable share transfers in accordance with the authorisation for the board to transfer own shares and resolution on transfer of own shares to participants in LTI 2020-2023, to increase the flexibility for the board in connection to potential future corporate acquisitions, as well as to cover costs for LTI 2020-2023 and enable delivery of shares in accordance with LTI 2020-2023. The company's total holdings of own shares must not at any time exceed 10 per cent of the total number of shares in the company.

Transfer of the company's own shares may be done for the purpose of, being able to improve the company's capital structure, to cover costs relating to LTI 2020-2023 (including costs related to the JSOP) as well as to increase the flexibility of the board in connection to potential future corporate acquisitions, by facilitating a fast and cost-efficient financing by divesting holdings of own shares. Transfer of own shares can be made either on Nasdaq Stockholm or in another manner, and 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.

In accordance with the board's proposal, the general meeting also approved transfers of own shares to participants in the LTI 2023 on the terms and conditions that apply for the incentive programme.

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Concentric AB is an innovator in flow control and fluid power, supplying proprietary systems and components to the world's construction equipment, truck, agricultural machinery and industrial applications end-markets. The company has a global manufacturing presence including in the USA, Germany, UK, Sweden, India and China. Concentric's focus is to develop world class technology with innovative solutions that meet the sustainability needs of our customers. Concentric offers engine products including lubricant, coolant and fuel pumps and hydraulic products encompassing gear pumps and power packs. Concentric also offers a range of products developed for the fast-growing electric and hybrid powertrain market including, electric water and oil pumps, electric fans, thermal management systems and electro hydraulic steering. In 2022, the Group had a turnover of MSEK 4,056 and circa

1,207 employees.