



PRESS RELEASE

The Annual General Meeting of Lagercrantz Group AB on 25 August 2020

At the Annual General Meeting of Lagercrantz Group AB on 25 August 2020, resolutions were passed on the following matters:

Appropriation of the company's profit and dividend

The Annual General Meeting (AGM) adopted the Income Statement, the Balance Sheet, the Consolidated Income Statement and the Consolidated Balance Sheet for the financial year 2019/20. A dividend of SEK 2.00 per share was declared in accordance with the proposal of the Board of Directors. Thursday, 27 August 2020 shall be the record day for receiving dividend, which is expected to be paid out by Euroclear Sweden AB on Tuesday, 1 September 2020.

Discharge from liability for the Board members and the President

The Annual General Meeting granted discharge from liability to the Board of Directors and the President for their management during the 2019/20 financial year.

Board of Directors, CEO, Vice President and Auditor

The Annual General Meeting resolved, in accordance with the proposal of the Election Committee, that the number of Board members appointed by the AGM, shall be seven members. The following Board members were re-elected:

Anna Almlöf
Anna Marsell
Anders Börjesson.
Fredrik Börjesson
Ulf Södergren
Jörgen Wigh President & CEO of Lagercrantz Group.

Anders Claeson was elected as a new Board member.

The Annual General Meeting approved total directors' fees of SEK 2,450,000, of which SEK 700,000 for the Chairman of the Board, and SEK 350,000 for each of the other Board members who are not employed by the company.

Fees for work as part of the company's Remuneration Committee shall be payable of SEK 50,000 per Board member.

Anders Börjesson was re-elected by the Annual General Meeting as Chairman of the Board of Directors. At the subsequent statutory Board Meeting, the entire Board of Directors with the exception of the President & CEO was also elected to serve as the company's Audit Committee. The Chairman Anders Börjesson and Ulf Södergren were elected to serve as the company's Remuneration Committee with the President & CEO participating in a reporting capacity.

The AGM resolved, in accordance with the proposal of the Election Committee, that the company shall have an auditor and elected KPMG AB as auditor, for the period until the end of the next AGM. KPMG AB is represented by Håkan Olsson Reising as auditor in charge.

Election Committee

The Annual General Meeting resolved, in accordance with the proposal of the year's Election Committee to entrust the Chairman of the Board of Directors with the task of contacting the largest shareholders in terms of votes as of 31 December 2020 and to ask these shareholders to appoint members to form an Election Committee, together with the Chairman of the Board of Directors. The Election Committee consists of five members.

Principles for remuneration to senior executives

The Annual General Meeting resolved, in accordance with the proposal of the Board of Directors, on principles for remuneration and other terms of employment for senior executives.

Repurchase and assignment of treasury shares

The Annual General Meeting resolved, in accordance with the proposal of the Board of Directors, to authorise the Board of Directors during the period until the next AGM, on one or more occasions, to buy and sell shares in the company. Purchases shall be made via Nasdaq Stockholm at a price that is within the registered price interval at any given time (i.e. the spread between the highest buying price and lowest selling price). The company's holdings of own shares at no time may exceed 10 percent of the total number of shares in the company.

The AGM also authorised the Board of Directors, in deviation from the shareholders' preferential rights, to sell the company's holdings of its own Class B shares, outside of Nasdaq Stockholm, at a price deemed equivalent to market value, as payment in connection with acquisition of companies or businesses.

The purpose of repurchases and assignments of the company's own shares is to allow the Board of Directors to adapt the Group's capital structure, as well as to enable the future acquisition of companies and businesses with payment using the company's own shares, and to ensure the delivery of shares in connection with the company's outstanding incentive programmes at any given time.

Exercise of authorisation for repurchases of treasury shares

At the subsequent statutory Board Meeting, the Board of Directors decided to exercise the authorisation received from the Annual General Meeting to repurchase shares in the company, on one or more occasions, during the period until the next AGM.

The repurchases are dependent on the market conditions and shall be conducted according to the regulations currently in force. Among other things, repurchases during a day, with the exception of any block transactions, may amount to a maximum of 25 percent of the average daily transaction volume during the four calendar weeks immediately preceding the week in which the shares are being repurchased. Repurchases shall only be made at a price per share within the prevailing price interval, measured as the interval between the highest buying price and the lowest selling price. The repurchases are made, in accordance with the purposes set out in the authorisation by the AGM, to adapt the Group's capital structure and to enable future acquisitions of companies and businesses through payment using the company's own shares.

Repurchases may be made up to a maximum number of shares equivalent to 10 percent of all shares in the company, i.e. a maximum of 6,951,992 shares. The company currently holds 1,771,637 of its own shares.

Issuance of call options on repurchased shares and assignment of repurchased shares to managers and senior executives within the scope of the new incentive programme

The AGM resolved, in accordance with the proposal of the Board of Directors, in deviation from the preferential rights of shareholders, to invite managers and senior executives to acquire call options on repurchased class B shares. A maximum of 400,000 call options giving the right to acquire a corresponding number of shares may be issued. Options shall be acquired at market value. The redemption price shall be set at 125 percent of the average market price of the share during the measurement period 31 August 2020 – 11 September 2020. The purpose of the programme, among other things, is to allow management staff in the Group, through their own investment, to benefit from and strive for a positive increase in the value of the company's shares, thereby more closely aligning the interests of managers and shareholders in the company. The purpose of the programme is to also contribute to increasing the long-term share ownership of management staff in the company. In order to encourage participation in the programme, extra compensation shall be paid corresponding to the premium paid after two years, providing that the option holder has not resigned or had their employment with the Group terminated and that the option holder still holds call options.

The AGM also resolved to assign to the option holders up to 400,000 of the company's repurchased shares in conjunction with any exercise of the call options.

New issue of up to 10 percent of the number of B shares as a means of payment for acquisitions

The Annual General Meeting resolved, in accordance with the proposal of the Board of Directors, to authorise the Board of Directors to decide on the issue of new shares, during the period until the end of the next AGM, on one or more occasions, in deviation from the shareholders' preferential rights, against payment by set-off or with non-cash consideration. However, such issues may not cause the company's registered share capital or the number of shares in the company to increase by more than a total of 10 percent, based on the company's registered share capital or the number of shares prior to exercise of the authorisation. Set-off shall only be possible against claims in connection with payment for shares in companies acquired by the company. Issues shall take place on market-related terms and conditions. The purpose of the authorisation for new issue is to enable more acquisitions.

Change of the Articles of Association

The Annual General Meeting resolved, in accordance with the proposal of the Board of Directors, on a change of the Articles of Association for the purpose of adapting the Articles of Association to the Board of Director's proposal for a division of the company's shares (3:1 share split) and that certain legislative changes are made to the Articles of Association.

Division of shares (3:1 share split)

The Annual General Meeting resolved, in accordance with the Board of Director's proposal, on a division of the company's shares, whereupon one existing share in the company is divided into three shares of the same class of shares (3:1 share split). The Board of Directors was authorised to set the record day for the split.

Stockholm, 25 August 2020

Lagercrantz Group AB (publ)

For further information please contact:

Jörgen Wigh, President & CEO, Lagercrantz Group AB, tel +46 8 700 66 70
Kristina Elfström Mackintosh, Chief Financial Officer, Lagercrantz Group,
tel +46 8 700 66 73,
or the company website at: www.lagercrantz.com

This information is disclosed in accordance with the LAGERCRANTZ GROUP AB (publ) agreement with Nasdaq Stockholm Exchange. This information was submitted for publication on 25 August 2020 at 17:45 CET.

LAGERCRANTZ GROUP IN BRIEF

Lagercrantz Group is a technology group that offers world-leading, value-creating technology, using either proprietary products or products from leading suppliers. The Group is comprised of some 50 companies, each with a focus on a specific sub-market – a niche. High value-creation is common to all the companies, including a high degree of customisation, support, service and other services.

Lagercrantz Group is active in nine countries in Northern Europe, in China, India and in the USA. The Group has approximately 1,500 employees and annual revenue of about MSEK 4,000. The Company is listed on Nasdaq Stockholm since 2001.