

## **Board of Directors proposal on authorising the Board of Directors to acquire and transfer shares in the Company**

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### **Background**

The Board of Directors of Systemair Aktiebolag, reg. no. 556160-4108, ("**Systemair**" or the "**Company**") proposes that the Annual General Meeting (the "**AGM**") resolve to authorise the Board of Directors to decide, on one or more occasions during the period until the next Annual General Meeting, on the acquisition of shares in the Company.

- a) Maximum number of shares may be repurchased so that the Company's holding at any time does not exceed five (5) per cent of all shares in the Company.
- b) The shares shall be acquired on Nasdaq Stockholm at a price within the price range prevailing at any given time, that is, within the range between the highest bid price and the lowest ask price published on an ongoing basis by Nasdaq Stockholm.
- c) Acquisitions shall be made on a cash payment basis.

The Board of Directors has issued a statement in accordance with Chapter 19, Section 22 of the Swedish Companies Act, [Appendix A](#).

The Board of Directors further proposes that the Annual General Meeting resolve to authorise the Board of Directors to decide, on one or more occasions during the period until the next Annual General Meeting, on the transfer of shares in the Company.

- a) The shares shall be transferred on Nasdaq Stockholm at a price within the price range prevailing at any given time, that is, within the range between the highest bid price and the lowest ask price published on an ongoing basis by Nasdaq Stockholm.
- b) Transfer of shares may be made with deviation from the shareholders' preferential rights.

The purpose of the authorisations is to allow the Board of Directors to adjust the capital structure in order to create increased value for the Company's shareholders.

In order for the AGM's decision to be valid, the proposal must be supported by shareholders representing no less than two thirds of both the votes cast and the shares represented at the Annual General Meeting.

Skinnskatteberg, July 2024

**Systemair AB (publ)**

*Board of Directors*

**The Board of Directors' statement in accordance with Chapter 19, Section 22 of the Swedish Companies Act**

The Board of Directors of Systemair Aktiebolag, reg. no. 556160-4108, ("**Systemair**" or the "**Company**") has proposed that the Annual General Meeting (the "**AGM**") resolve to authorise the Board to decide on acquisition of shares in the Company. For further details see item 15 b) and item 16 on the agenda for the AGM 2024.

The Board is of the opinion that, with reference to the opinion given in connection with the proposed dividend in the Annual Report for 2023/24, the proposals are justifiable with regard to the requirements that the nature, scope and risks of the business place on the size of the Company's and the Group's equity as well as the Company's and the Group's consolidation requirements, liquidity and position in general.

Skinnskatteberg, July 2024

**Systemair AB (publ)**

*Board of Directors*