

**Board of Directors' Proposed Resolutions etc.  
Annual General Meeting of Bulten AB (publ)  
28 April, 2021**

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## Item 9 – The Board’s proposal of disposition of earnings and establishment of the date of dividend

### Proposed disposition of earnings

The Board proposes that the profits at the disposal of the Annual General Meeting amounting to SEK 1 014 754 782,96 shall be allocated as follows:

Dividend to shareholders with a total of SEK 2.00 per dividend-eligible share	SEK 41 975 984,00
New account is balanced	SEK 972 778 798,96
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Total	SEK 1 014 754 782,96

The settlement date for dividends is proposed as April 30, 2021. If the Annual General Meeting resolves in accordance with The proposal is expected to be paid through Euroclear Sweden AB on 5 May 2021.

The company has in total 21,040,207 shares, of which 52,215 shares are owned by the company as of the date of the notice of the Annual General Meeting. The proposed dividend of SEK 2.00 shall be distributed among the 20,987,992 shares that are entitled to dividends.

The Board’s statement in accordance with Chapter 18, section 4 of the Swedish Companies Act is enclosed (Appendix 1).

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Göteborg, March 2021  
Bulten AB (publ)  
The Board of Directors

## **Item 15, the Board’s proposal for a decision on authorisation for the Board to decide on acquisition of the company’s own shares and to decide on transfer of the company’s own shares.**

### **(a) Decision to authorise the Board to decide on the acquisition of the company’s own shares**

The purpose of the authorisation for the acquisition of the company’s own shares is to give the Board greater freedom of action and the ability to continuously adapt the company’s capital structure and thereby contribute to increased shareholder value while also enabling the Board to exploit attractive acquisition opportunities by fully or partially financing the acquisition of companies, business or assets with the company’s own shares.

In light of the above, the Board proposes that the Annual General Meeting authorises the Board to decide on the acquisition of the company’s own shares on the following terms:

- (a) Acquisition shall take place on Nasdaq Stockholm (“The Exchange”).
- (b) Acquisition shall be on one or more occasions before the 2022 Annual General Meeting.
- (c) The total amount of acquired shares after the acquisition can in total amount to no more than one tenth of all shares in the company.
- (d) Acquisition on the Exchange shall solely be at a price per share that lies within the registered share price range at that time, or in the event that the Board assigns an Exchange member to accumulate a specific amount of the company’s shares in its own holding for a specific period at a price per share within the price range at that time or corresponding volume-weighted average share price.
- (e) Payment for the company’s own shares shall be made in cash.
- (f) Upon acquisition the applicable regulations of the Exchange shall be observed.

The Board has in connection with the proposal submitted observations on Justification for under Chapter 19. Section 22 of the Companies Act, which is annexed to the proposal (Appendix 1).

### **(b) Decision to authorise the Board to decide on the transfer of the company’s own shares**

The purpose of the authorization to transfer the company’s own shares is in the corresponding way to give the Board greater freedom of action and opportunity to continuously adapt the company’s capital structure and thereby contribute to increased shareholder value. Furthermore the purpose is to enable the Board to utilise attractive acquisition opportunities by fully or partly financing the acquisition of companies, business operations or assets using the company’s own shares.

The Board proposes that the Annual General Meeting authorises the Board to decide on the transfer of the company’s own shares on the following terms:

- (a) Transfer may take place on the Exchange and/or in another way with or without deviation from shareholders' preferential rights and with or without conditions concerning acquisition in kind, offsetting of receivables against the company or other conditions.
- (b) Transfer may take place on one or more occasions prior to the 2022 Annual General Meeting, of a maximum of all of the shares that the company owns at the time of the transfer decision. Transfer to cover social security costs for the program may cover a maximum of 50,000 shares
- (c) Transfer of shares on the Exchange may only be made at a price per share that is within the registered price range at the time.
- (d) Transfer that is made otherwise may be at a price that corresponds to the price in money or value of received property that corresponds to the share price at the time of transfer for the shares transferred with deviation considered suitable by the Board.
- (e) As regards the transfer in order to cover social security costs for the Program transfer may only be effected at The Exchange for cash payment.
- (f) The Board retains the right to set other terms for the transfer.

The possibility for deviation from shareholders' preferential rights in the transfer of the company's own shares and the reason for a transfer price is justified by the fact that transfer of shares on the Exchange or other manner with deviation of shareholders' preferential rights can be done with greater speed, flexibility and is more cost-effective than transfer to all shareholders. Furthermore the purpose is to enable that the best possible terms can be secured for the company while also giving the Board freedom of action in connection with the acquisition of a company, operations or assets. If the company's own shares are transferred for a consideration in other form than money in connection with an agreement to acquire a company, operations or assets the company cannot give shareholders the possibility to exercise any form of preferential rights.

Both the 52,215 shares which at the date of the notice to the Annual General Meeting held by the company, and the shares acquired pursuant to the General Meeting under item (a) above, is proposed to be transferred in accordance with this authorization.

The maximum number of shares that can be transferred in line with the above may be recalculated in the event that a bonus share issue (with the issue of new shares), split or a merger occurs in the company, or if any other event that causes a recalculation of the shares to be transferred to participants, in accordance with the terms of the share Program.

The Board intends to propose at future AGMs, a resolution authorizing the Board to resolve the transfer of the company's own shares on the stock exchange, to cover social security costs associated with the Program.

### **Others**

Bulten holds 52,215 shares at the date of the notice to the Annual General Meeting in 2021, corresponding to appr. 0.26 percent of all shares in the company.

### **Majority requirement for decision**

For a decision to be valid for each of the proposals above it is required that the decision is supported by shareholders representing at least two-thirds of the votes cast and the shares represented at the AGM.

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Göteborg, March 2021  
Bulten AB (publ)  
The Board of Directors

## Item 16 - The Board's proposal for decision to authorise the Board to decide on new share issue

The Board proposes that the Annual General Meeting resolves to authorise the Board, up to the time of the next Annual General Meeting, on one or more occasions, to decide on a new issue of shares, subscription options and/or convertibles.

The issue may be with or without deviation from the preferential rights of shareholders and with or without a provision on non-cash contributions, set-off of a claim against the company or otherwise with conditions.

The reason for the proposal and for deviating from shareholders' preferential rights and/or the possibility to decide on the issue with conditions concerning acquisition in kind, offset or other conditions, is to give the Board flexibility in the work of financing or enabling an accelerated expansion and development of the Group, its markets and products, such as the acquisition of companies, operations or assets for which payment in full or part shall be with newly issued shares and/or enable the Board to quickly raise capital for such acquisition.

The number of shares to be issued with such authorisation or which may arise through utilisation of options and conversion of convertibles issued with the authorisation shall be a maximum of 2,104,020 shares, which at full authorization represents a dilution of around 10% of all shares in the company, at the time of convening the Annual General Meeting 2021.

The number of shares that maximum may be issued based on the authorization and may be issued through the exercise of options and conversion of convertible bonds issued under the authorization will be recalculated in the event of a bonus issue (with the issuance of new shares), split or reverse split occurs in company.

Issues shall be on market-related terms. The Board retains the right to establish other terms for the issues.

### Authorisation for adjustments

The Board or a representative appointed by the Board is authorised to make minor formal adjustments of decisions that may prove necessary in connection with registration with the Swedish Companies Registration Office.

### Majority requirement for decision

A valid decision requires that this proposal be supported by shareholders with at least two-thirds of both votes cast as the shares represented at the meeting.

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Göteborg, March 2021  
Bulten AB (publ)  
The Board of Directors

## Item 17 - The Board's proposal to amend the Articles of Association

The Board of Directors proposes that the Annual General Meeting resolves to amend the Articles of Association, mainly as follows.

Current wording	Proposed wording
<p>§ 1 Company The company's company is Bulten AB. The company is public (publ).</p>	<p>§ 1 Company name The company's name is Bulten AB. The company is a public limited liability com-pany (publ).</p>
<p>§ 11 Reconciliation reservation The company's shares must be registered in a record register in accordance with the Act (1998: 1479) on the accounting of financial instruments.</p>	<p>§ 11 Record day provision The shares of the company shall be registered in a record day register in accordance with the Swedish Central Securities Depositories and Financial Instruments Act (1998:1479).</p>
<p>New paragraph is introduced</p>	<p>Proposed wording</p>
	<p>§ 12 <i>Voting by post</i> The board of directors may resolve, prior to a general meeting, that the shareholders shall be entitled to exercise their voting rights by post.</p>

Following the amendments, the Articles of Association will be given the wording set out in Appendix 2 - New Articles of Association.

### Authorization regarding adjustments

The Board of Directors or that Board of Directors is authorized to make the minor formal adjustments the decision that may prove necessary in connection with registration with the Swedish Companies Registration Office.

### Majority requirements for decisions

A valid resolution requires that this proposal be supported by shareholders with at least two-thirds of both votes cast as the shares represented at the Meeting.

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Göteborg, March 2021  
Bulten AB (publ)  
The Board of Directors



## Appendix 1: The Board's statement pursuant to Chapter 18, section 4 and Chapter 19, section 22 of the Swedish Companies Act regarding

### Board's statement pursuant to Chapter 18, section 4 and Chapter 19, section 22 of the Swedish Companies Act regarding

The Board makes the following statement pursuant to Chapter 18, section 4 and Chapter 19, section 22 of the Companies Act in respect of the proposed resolution on dividend and the proposed decision on the authorization to acquire own shares.

The type and scope of the business are explained in the articles of association and published annual reports. The type and scope of the business conducted by the company and Group companies do not entail more risks than the general risks that are associated with conducting business of this type or than arise or can be assumed to arise in the industry. The Company's and the Group's business cycles do not differ from that of other companies in the industry. Regarding essential events refer to what is stated in the Directors' Report in the Annual Report for fiscal year 2020.

The company's and Group's financial positions as of 31 December 2020 are presented in the 2020 annual report. The aforementioned annual report also describes the principles applied for the valuation of assets, provisions and liabilities. No assets and liabilities of the parent company or the Group are measured at fair value pursuant to Chapter 4 section 14 of the Swedish Annual Accounts Act. No modifications of the restricted equity have occurred after the balance sheet date.

Bulten aims to distribute at least one-third of its net income after tax over time. Regards shall, however, be taken to Bulten's financial position, cash flow and future prospects. Proposed dividend of a total of SEK 2.00 per share entitled to dividends, a total of SEK 41,975,984.00 (amount calculated per day for convening the Annual General Meeting based on a separate holding of own shares of 52,215) corresponds to approximately 75.9 percent of the net profit after tax and constitutes 3.7 percent of the company's equity and 2.8 percent of the Group's equity. The proposed dividend reduces the company's equity / assets ratio from 73.8 percent to 73.0 percent and the Group's equity / assets ratio from 49.4 percent to 48.7 percent, calculated as of December 31, 2020.

The proposed buy-back of the company's own shares means that the Board would be authorized to acquire as a maximum an amount of shares such that the company's holding of its own shares is not more than one tenth of all shares in the company. At maximum utilization of the buy-back authorization, 2,104,020 shares may be acquired (without taking into account that the company has already of the date of the notice of the Annual General Meeting repurchased 52,215 shares). The cost of such repurchases, based on a price based on the share price per day of the notice to the Annual General Meeting 2021 (106,00), is SEK 223 026 120, which constitutes 19.8 percent of the parent company's equity and 2.8 percent of the Group's equity. Such repurchases reduce the Parent Company's equity / assets ratio from 73.8 percent to 73.0 percent and the Group's equity / assets ratio from 49.4 percent to 48.7 percent, calculated as of December 31, 2020.

Proposed dividend of a total of SEK 2.00 per share entitled to dividends, a total of SEK 41,975,984.00 (amount calculated per day for convening the Annual General Meeting based on a separate holding of own shares of 52,215) corresponds to approximately 75.9 percent of the net profit after tax and constitutes 3.7 percent of the company's equity and 2.8 percent of the Group's equity. The proposed dividend reduces the company's equity / assets ratio from 73.8 percent to 73.0 percent and the Group's equity / assets ratio from 49.4 percent to 48.7 percent, calculated as of December 31, 2020.

The company's and the Group's equity/assets ratios do not deviate from what is normal in the industry. The company has good liquidity.

According to the Board's assessment, the company's and the Group's equity both after full dividend as after full utilization of the authorization to buy back the company's own shares, will be sufficiently large in relation to the nature, scope and risks in the business.

It is the Board's assessment that the proposed dividend nor the full utilization of the authorization to buy back the company's own shares will compromise performance of the investments deemed necessary, nor do they compromise the company's or the Group's ability to fulfil present and future payment obligations in a timely manner. The company's and the Group's liquidity forecasts contain preparedness to cope with variations in current payment obligations.

The company's and Group's financial position does not give rise to any other conclusion than that the company and Group after proposed dividend and full utilization of the authorization to buy back the company's own shares can continue its business and that the company and Group can meet their obligations in the short and long term.

With reference to the above and what has otherwise come to the knowledge of the Board, it is The Board's assessment is that the proposed dividend and full utilization of the authorization for repurchase own shares are justifiable considering the requirements of the nature, scope and risks of the business sets the company's and the Group's equity, as well as the company's and the Group's need for consolidation, liquidity and position in general.

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Göteborg, March 2021

Bulten AB (publ)

The Board of Directors