

Synsam AB (publ) - Reasoned statement by the board of directors' pursuant to Chapter 18, Section 4 and Chapter 19, Section 22 of the Swedish Companies Act

The board of directors of Synsam AB (publ), reg. no. 556946-3358, has proposed a dividend to the shareholders of SEK 1.80 per share (but excluding own shares held by the company), and that the remaining distributable profits are carried forward. The dividend is proposed to be distributed at one occasion in April 2026. The board of directors has also proposed that the annual general meeting resolves to authorize the board of directors to resolve upon acquisitions of not more than 1,005,000 own shares with the purpose of being transferred to participants in LTIP 2026. Furthermore, the board of directors has also proposed that the annual general meeting resolves to authorize the board of directors to resolve upon acquisitions of own shares up to such number of shares which entail that the total number of own shares held by the company at any given time does not exceed 10 per cent of the total number of shares in the company, with the objective to provide greater possibilities to adapt the capital structure of the company and thereby contribute to increased shareholder value and to enable the use of own shares in connection with, or by reason of, potential acquisitions of companies, operations or assets.

According to the annual report for the financial year 2025, the company's unrestricted equity as of the balance sheet date 31 December 2025 amounts to SEK 2,652 million. The company's restricted equity as of the balance sheet date 31 December 2025 amounts to SEK 1 million. After carrying out the proposed dividend and the potential acquisitions of own shares, the company's restricted equity will be covered in full.

The board of directors has reviewed the financial situation of the company and the group and concludes, after close considerations, that a dividend and potential acquisitions of own shares in accordance with the board of directors' proposals are defensible in consideration of the requirements set out in Chapter 17, Section 3, second and third paragraphs of the Swedish Companies Act (2005:551) (Sw. *aktiebolagslagen (2005:551)*) which the nature, scope and risks of the business demands in respect of the size of shareholders' equity and the company's and the group's need to strengthen their balance sheet, liquidity and general financial position. The board of directors has hereby considered the current state of the market, historical developments and projected forecasts for the company and the group as well as for the market. As of 31 December 2025, the solidity of the group amounted to 30.7 per cent and the solidity of the company and the group will continue to be good after payment of the dividend and potential acquisitions of own shares and which, in the board's assessment, meets the requirements for the industry in which the company and the group operates.

The board of directors' assessment is that the company's financial position remains strong after payment of the proposed dividend, and that it will not affect the company's ability to fulfil its obligations in the short or long term or the company's ability to make potential necessary investments. The same will apply after any potential acquisitions of own shares that the board of directors may come to resolve upon by exercise of the proposed authorizations from the annual general meeting. An overall assessment of the financial position of the company and the group, the board of directors deem that there are no obstacles in the way of carrying out the proposed dividend or authorizing the board of directors to resolve upon acquisitions of own shares.

Stockholm in March 2026
Synsam AB (publ)
The board of directors