

The board of directors' of Synsam AB (publ) reasoned statement pursuant to Chapter 18, Section 4 and Chapter 19, Section 22 of the Swedish Companies Act (2005:551)

The board of directors of Synsam AB (publ), reg. no. 556946-3358, has proposed that the company's distributable profits are allocated so that a total of approximately SEK 253 million, corresponding to SEK 1.70 per share (but excluding own shares held by the company), shall be distributed as dividend to the shareholders and that the remaining distributable profits are carried forward. The dividend is proposed to be distributed at one occasion in May 2023. 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 1,455,000 own shares with the purpose of being transferred to participants in LTIP 2023. 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.

The board of directors concludes that the proposed dividend corresponds to approximately 6.5 per cent of the company's non-restricted equity. Prior to the dividend, the company's non-restricted equity amounts to approximately SEK 3,903 million, and after the distribution of the proposed dividend, the company's non-restricted equity will amount to approximately SEK 3,650 million. After carrying out the proposed dividend and the potential acquisitions of own shares, the company's restricted equity will be covered in full.

There is a liability of SEK 3 million which has been recorded at fair value in accordance with Chapter 4, Section 14 a of the Swedish Annual Accounts Act (1995:1554) (*Sw. årsredovisningslagen (1995:1554)*) in the balance sheet for the group for the financial year of 2022. If the liability would instead have been recorded at its nominal amount, the board of directors deems that the unrestricted equity for the company and the group as of 31 December 2022 would have been unaffected compared to what is set out in the balance sheets of the company and the group, respectively, for the financial year.

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 2022, the solidity of the group amounted to 32.2 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 of directors' 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 2023
Synsam AB (publ)
The board of directors