

## **The board of directors' reasoned statement pursuant to Chapter 18, Section 4 of the Swedish Companies Act**

With reference to the board of directors' proposal to the annual general meeting 2022 of Fasadgruppen Group AB (publ) regarding a dividend of SEK 1.20 per share (corresponding to a total of approximately SEK 58 million), the board of directors submits the following statement in accordance with Chapter 18, Section 4 of the Swedish Companies Act.

As of 31 December 2021, the parent company's restricted equity totalled approximately SEK 2.3 million and its non-restricted equity totalled approximately SEK 996.2 million. Accordingly, the parent company's total equity totalled approximately SEK 998.5 million. As of 31 December 2021, the group's total equity attributable to the shareholders of the parent company totalled approximately SEK 1,269.6 million.

If the annual general meeting resolves in accordance with the board of directors' proposal, an amount of approximately SEK 938.0 million of the company's non-restricted equity will be carried forward.

The business of the company and the group does not involve any risks other than those related to or expected to be related to the company's and the group's line of business or the risks involved in conducting business in general. The company's and the group's dependence on market conditions does not differ from that in the company's and the group's line of business. The board of directors is of the opinion, taking into account the authorisation for the board of directors to resolve on acquisitions of treasury shares proposed to the annual general meeting 2022, that the company's total equity and the group's total equity attributable to the shareholders of the parent company will be sufficient in relation to the scope of the company's and the group's business after the proposed dividend.

As of 31 December 2021, before deduction of the proposed dividend and before exercise of the proposed authorisation to acquire treasury shares, the parent company's and the group's respective equity to assets ratio was 49.0 per cent and 38.0 per cent, respectively. With a deduction of the proposed dividend of approximately SEK 58 million, the equity to assets ratio would, as of the same date, have amounted to 46.2 per cent and 36.2 per cent, respectively. With a deduction of both the proposed dividend and the value transfer where the proposed authorisation to acquire treasury shares is exercised in full (which, based on the number of shares in the company and the closing price for the share on Nasdaq Stockholm on 1 April 2022, would amount to approximately SEK 747 million), the equity to asset ratio would, as of the same date, have amounted to 9.5 per cent and 13.9 per cent, respectively. The board of directors will consider this prior to a potential exercise of the proposed authorisation to acquire treasury shares, and the

board of directors assesses that the proposed dividend as such does not jeopardise the abilities of the company or the group to carry out the investments considered necessary. The dividend proposal is also consistent with the established cash-flow forecast, under which the company and the group are expected to manage unexpected events and temporary variations in the cash flows to a reasonable extent.

Based on the above, the board of directors considers that, taking into account the proposed authorisation to acquire treasury shares, the dividend is justified in view of the demands with respect to the size of shareholders' equity which are imposed by the nature, scope and risks associated with the company's and the group's operations as well as the company's and the group's need to strengthen its balance sheet, liquidity and financial position in general.

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Stockholm in April 2022  
**Fasadgruppen Group AB (publ)**  
*The board of directors*