

The board of directors' reasoned statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act

With reference to the board of directors' proposal to the annual general meeting 2023 of Fasadgruppen Group AB (publ) regarding authorisation for the board of directors to resolve on acquisitions of treasury shares, the board of directors submits the following statement in accordance with Chapter 19, Section 22 of the Swedish Companies Act.

The amount payable by the company at exercise of the authorisation to acquire treasury shares depends on whether, and in such case to what extent, the board of directors decides to exercise the authorisation and at what share price such acquisition is made. Assuming full exercise of the proposed authorisation at a share price of SEK 130.60, the closing price of the company's share on Nasdaq Stockholm on 31 March 2023, the total consideration would amount to approximately SEK 514.1 million, corresponding to approximately 34 per cent of the company's non-restricted equity as of 31 December 2022.

The board of directors considers that, taking into account the proposed dividend of SEK 1.70 per share (corresponding to a total of approximately SEK 84.4 million) and the board of directors' reasoned statement pursuant to Chapter 18, Section 4 of the Swedish Companies Act, the proposed authorisation for the board of directors to resolve on acquisitions of shares in the company 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.

However, the board of directors will make a new assessment in accordance with Chapter 19, Section 22 of the Swedish Companies Act prior to each potential decision to exercise the proposed authorisation to acquire treasury shares. The board of directors will thus only resolve on acquisitions of shares if, and to the extent, the board of directors deems this to be justifiable as required pursuant to the Swedish Companies Act.

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Stockholm in April 2023
Fasadgruppen Group AB (publ)
The board of directors