

**Corp. Reg. No. 559072-1352**

Minutes taken at the Annual General Meeting of Momentum Group AB (publ) at IVA's Conference Centre, Grev Turegatan 16 in Stockholm, on 29 August 2019.

§ 1

By order of the Board of Directors, the Meeting was called to order by Jörgen Wigh, who welcomed all of the participants.

§ 2

Jörgen Wigh was appointed Chairman to oversee the day's proceedings. The Chairman appointed Mats Karlqvist to take the minutes of the Meeting.

§ 3

The attached list of shareholders in attendance was approved as the voting list for the Meeting (Appendix § 3).

§ 4

The Meeting approved the Board of Directors' proposed agenda (Appendix § 4).

§ 5

Johan Eriksson, representative of Adrigo Asset Management, was appointed to approve the minutes of the Meeting, along with the Chairman.

§ 6

The Meeting confirmed that it had been duly convened.

§ 7

President & CEO Ulf Lilius presented the Group's operations, the outcome for the 2018/19 financial year and the interim report for the first three months of the 2019/20 financial year (1 April–30 June 2019), and responded to questions from Meeting attendees.

§ 8

The Annual Report and Auditor's Report as well as the consolidated financial statements and consolidated Auditor's Report for the financial year from 1 April 2018 to 31 March 2019 were presented (Appendix § 7).

Auditor in Charge Håkan Olsson Reising, KPMG, presented the Auditor's Report and provided an account of the audit for the year.

Under this point, the Chairman provided an account of the work of the Board of Directors for the 2018/19 financial year. The Corporate Governance Report on pages 21–26 of the Company's Annual Report shows, among other things, that the Board of Directors held 12 minuted meetings, including one statutory meeting.

Subsequently, a brief on the Company's Compensation Committee was presented. The Compensation Committee takes decisions on the salaries and terms of employment for senior management, and submits proposals regarding the CEO's terms of employment for resolution by the Board of Directors. The Compensation Committee held one meeting during the 2018/19 financial year, during which minutes were taken.

A further brief on the work of the Audit Committee was presented by the Chairman. The Audit Committee comprised the entire Board of Directors. The Audit Committee held six meetings during the 2018/19 financial year, during which the Group's interim reports and the audit conducted were followed up.

#### § 9 a)

The Meeting adopted the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet according to the Annual Report.

#### § 9 b)

The Meeting resolved with immediate adjustment, in accordance with the proposal of the Board and the recommendation of the Company's auditors, to:

pay a cash dividend of SEK 3.20 per share to the shareholders	SEK 88,849,000
and	
carry forward to retained earnings	SEK 522,363,000

The Meeting resolved with immediate adjustment that the record date for the cash payment is to be 2 September 2019.

#### § 9 c)

The Meeting resolved, in accordance with the recommendation of the auditors, to discharge the Company's directors and the President & CEO from liability for the Company's administration for the financial year from 1 April 2018 to 31 March 2019.

## § 10

Under this point, Election Committee spokesperson Tobias Lönnevall, appointed by Nordstjernan, reported on the assignments of the Election Committee and the work on evaluating the composition and work of the Board of Directors.

## § 11

The Meeting resolved that the Board of Directors of the Company is to consist of five ordinary members.

## § 12

The Meeting resolved to place SEK 1,730,000 at the disposal of the Board of Directors as directors' fees. The directors' fees were divided into SEK 610,000 for the Chairman of the Board and SEK 280,000 per director for the other directors. In addition, a special fee of SEK 50,000 is to be paid to each member of the Compensation Committee (two individuals) and a fee of SEK 60,000 to the Chairman of the Audit Committee.

A director may, after a separate agreement has been entered into with Momentum Group AB and to the extent permissible under applicable legislation and prevailing case law, invoice their fee, including social security contributions and VAT, through a company owned by the director or through a sole proprietorship provided that such payment is cost-neutral for the Company.

Auditors' fees are paid in return for approved invoices.

## § 13

Re-elected as directors:

Charlotte Hansson

Stefan Hedelius

Gunilla Spongh

Elected as new directors:

Göran Näsholm

Johan Sjö

Johan Sjö was elected Chairman of the Board.

## § 14

The Meeting resolved to re-elect the registered accounting firm KPMG AB as auditors until the end of the 2020 Annual General Meeting. KPMG AB

announced that it intended to appoint Authorised Public Accountant Håkan Olsson Reising as Auditor in Charge.

#### § 15

The Board of Directors' proposal on guidelines for determining remuneration and other terms of employment for the President & CEO and other members of senior management was presented. The Meeting resolved to pass the Board's proposal on these guidelines (Appendix § 15).

#### § 16

The Board of Directors' proposal regarding the authorisation of the Board to decide on the acquisition and conveyance of Class B treasury shares was presented. The Board resolved to pass the Board's proposal on this authorisation (Appendix § 16).

It was noted that the resolution was passed with the requisite majority.

#### § 17

Since it was determined that no other matters had been raised, the Chairman declared the Meeting closed.

Minutes taken by

Mats Karlqvist

Minutes verified by:

Jörgen Wigh

Johan Eriksson

*This document is in all respect a translation of the Swedish original. In the event of any differences between this translation and the Swedish original, the latter shall prevail.*