

Protokoll fört vid årsstämma med
aktieägarna i AAK AB (publ), org. nr.
556669-2850, onsdagen den 18 maj
2022 i Malmö

*Minutes of the Annual General Meeting in
AAK AB (publ), Corporate Identity No.
556669-2850, on Wednesday 18 May 2022 in
Malmö*

§ 1 Stämmans öppnande/Opening of the Meeting

Stämman öppnades av Georg Brunstam som fått i uppdrag av styrelsen att öppna stämman och som hälsade de närvarande aktieägarna välkomna till bolagsstämman.

The Meeting was opened by Georg Brunstam, who had been assigned by the Board of Directors to open the Meeting and who welcomed the present shareholders to the General Meeting.

§ 2 Val av ordförande vid stämman/Election of Chairman of the Meeting

Georg Brunstam utsågs att som ordförande leda dagens stämmoförhandlingar.

På styrelsens uppdrag fördes protokoll över förhandlingarna av undertecknad advokaten Mikael Ekdahl.

Georg Brunstam was appointed Chairman of the Meeting.

At the Board's request, the minutes of today's Meeting were kept by the undersigned, Mikael Ekdahl, attorney-at-law.

§ 3 Upprättande och godkännande av röstlängd/Preparation and approval of the voting list

De i den bilagda förteckningen, Bilaga 1, upptagna aktieägarna hade inom föreskriven tid anmält sitt deltagande i stämman. Förteckningen godkändes såsom röstlängd vid stämman.

The shareholders included in the attached list, Appendix 1, had within the prescribed period of time notified the company of their intention to be present at the Meeting. The list was approved as voting list.

§ 4 Godkännande av dagordning/Approval of agenda

Stämman beslutade att godkänna styrelsens förslag till dagordning för stämmoförhandlingarna.

The Meeting resolved to approve the Board of Directors' proposal for agenda of the Meeting.

§ 5 Val av justeringsmän/Nomination of persons to verify the minutes

Till att jämte ordföranden justera dagens protokoll utsågs Annika Boström, representerande SEB, och Elisabet Jamal Bergström, representerande SEB Investment Management.

Annika Boström, representing SEB, and Elisabet Jamal Bergström, representing SEB Investment Management, were appointed to verify the minutes together with the Chairman.

§ 6 Fråga om stämman blivit behörigen sammankallad/Determination of whether the Meeting was properly convened

Det upplystes att kallelse till stämman skett den 13 april 2022 genom publicering av kallelse i Post- och Inrikes Tidningar och genom att kallelsen har hållits tillgänglig på bolagets hemsida. Annons om att kallelse har skett har publicerats i Svenska Dagbladet. Det konstaterades att stämman därigenom var behörigen sammankallad.

It was noted that a notice convening the Meeting had been published in Post- och Inrikes Tidningar ("the Swedish Official Gazette") on 13 April 2022 and on the company's website. An advertisement regarding the Meeting being convened has been placed in Svenska Dagbladet. The Meeting was declared properly convened.

§ 7 Redogörelse av verkställande direktören/Report by the Managing Director

Verkställande direktören Johan Westman redogjorde för det gångna verksamhetsåret. I samband härmed bereddes tillfälle för aktieägarna att ställa frågor.

The Managing Director Johan Westman reported on the past financial year. In relation hereto, the shareholders were given the opportunity to ask questions.

§ 8 Framläggande av årsredovisningen och revisionsberättelsen respektive koncernredovisningen och koncernrevisionsberättelsen/Presentation of the Annual Report, the Auditor's Report and the Consolidated Financial Statements and the Group Auditor's report

Det upplystes om att årsredovisningen med tillhörande balans- och resultaträkning för moderbolaget respektive koncernbalans- och koncernresultaträkning för räkenskapsåret 2021 samt revisorsyttrande om huruvida de riktlinjer för ersättning till ledande befattningshavare som gällt sedan föregående årsstämma följts funnits tillgängliga för aktieägarna på bolagets huvudkontor och bolagets hemsida fr.o.m. den 21 april respektive den 27 april 2022 och utsänts till samtliga aktieägare som så begärt samt att handlingarna fanns tillgängliga vid stämman. Konstaterades att handlingarna därmed skulle anses framlagda.

Auktoriserade revisorn Jonas Nihlberg föredrog revisionsberättelsen och koncernrevisionsberättelsen samt yttrandet över efterlevandet av tidigare beslutade

riktlinjer för ersättning till ledande befattningshavare. I samband härmed bereddes tillfälle för aktieägarna att ställa frågor.

It was noted that the Annual Report with the Balance Sheet and Income Statement and the Consolidated Balance Sheet and Consolidated Income Statement for the financial year 2021 and the Auditor's Statement regarding whether the guidelines for remuneration to senior executives applicable since the latest annual general meeting have been complied with had been available to the shareholders at the company's head office and on the company's website as from 21 April and 27 April 2022, respectively, and distributed to all shareholders on request and that said documents also were available at the Meeting. It was concluded that the above-mentioned documents had been duly presented.

Jonas Nihlberg, authorised public accountant, presented the Auditor's Report and the Group Auditor's Report and the Auditor's Statement regarding whether the previously adopted guidelines for remuneration to senior executives have been complied with. In relation hereto, the shareholders were given the opportunity to ask questions.

§ 9 a Beslut om fastställande av resultat- och balansräkningen samt koncernresultaträkningen och koncernbalansräkningen
Resolution regarding adoption of the Income Statement and the Balance Sheet and the Consolidated Income Statement and Consolidated Balance Sheet

Stämman beslutade att fastställa den framlagda resultaträkningen och balansräkningen ävensom koncernresultaträkningen och koncernbalansräkningen, allt per den 31 december 2021.

The Meeting resolved to adopt the presented Income Statement and the Balance Sheet and the Consolidated Income Statement and Consolidated Balance Sheet, all as per 31 December 2021.

§ 9 b Beslut om dispositioner beträffande bolagets vinst enligt den fastställda balansräkningen
Resolution regarding the distribution of the company's profit according to the adopted Balance Sheet

Stämman beslutade i enlighet med styrelsens förslag att vinstutdelning till aktieägarna för räkenskapsåret 2021 skulle lämnas med 2,50 kronor per aktie samt att avstämningsdag för rätt till utdelningen skulle vara fredagen den 20 maj 2022.

The Meeting resolved in accordance with the Board of Directors' proposal that a dividend to the shareholders of SEK 2.50 per share be declared for the financial year 2021 and that the record day for the dividend would be Friday 20 May 2022.

§ 9 c Beslut om ansvarsfrihet åt styrelseledamöterna och verkställande direktören
Resolution regarding discharge from liability of the members of the Board of Directors and the Managing Director

Stämman beslutade att bevilja styrelsens ledamöter och verkställande direktören ansvarsfrihet för det gångna räkenskapsåret. Det antecknades att styrelsens ledamöter och verkställande direktören inte deltog i beslut rörande ansvarsfrihet för egen del.

The Meeting resolved that the Board of Directors and the Managing Director should be discharged from liability for the past financial year. It was noted that neither the directors nor the Managing Director participated in the decision concerning discharge from liability for their own account.

§ 10 Fastställande av antalet styrelseledamöter/Determination of the number of directors of the Board

Det upplystes om att valberedningen föreslagit att styrelsen ska bestå av fem ledamöter utan suppleanter.

Stämman beslutade i enlighet med förslaget.

The Meeting was informed that the Nomination Committee had proposed that the Board of Directors shall consist of five directors, without deputies.

The Meeting resolved in accordance with the proposal.

§ 11 Fastställande av arvoden till styrelsen och revisor/Determination of fees to the Board of Directors and Auditor

Det upplystes om att valberedningen föreslagit att arvode till styrelsen ska utgå med 975 000 kronor till ordföranden och 425 000 kronor till envar av övriga bolagsstämmovalda ledamöter som inte är anställda i bolaget. Som ersättning för utskottsarbete ska ordförande för revisionsutskottet erhålla 250 000 kronor, och var och en av de övriga ledamöterna av revisionsutskottet 125 000 kronor, samt ska ordföranden för ersättningsutskottet erhålla 100 000 kronor, och var och en av de övriga ledamöterna i ersättningsutskottet 50 000 kronor.

Därutöver upplystes om att valberedningen föreslagit att arvode till revisor ska utgå enligt avtal.

Stämman beslutade i enlighet med förslagen.

The Meeting was informed that the Nomination Committee had proposed that the fees to the Board of Directors shall amount to SEK 975,000 to the Chairman of the Board and SEK 425,000 to each of the other directors elected by the Meeting and not employed with the company. As consideration for committee work, the Chairman of the Audit Committee shall receive SEK 250,000 and other members of the Audit Committee SEK 125,000 each. The Chairman of the Remuneration Committee shall receive SEK 100,000 and other members of the Remuneration Committee SEK 50,000 each.

In addition to this, the Meeting was informed that the Nomination Committee had proposed that the auditor shall be remunerated according to agreement.

The Meeting resolved in accordance with the proposals.

§ 12 Val av styrelseledamöter och revisor/*Election of members of the Board and Auditor*

Det upplystes om att valberedningen föreslagit omval, för tiden intill slutet av nästa årsstämma, av styrelseledamöterna Märta Schörling Andreen, Marianne Kirkegaard, Gun Nilsson, Georg Brunstam och Patrik Andersson. Vidare upplystes om att valberedningen föreslagit omval av Georg Brunstam som styrelsens ordförande.

Upplyste ordföranden om att de uppdrag som de för omval föreslagna styrelseledamöterna innehar i andra företag framgår av bolagets årsredovisning. Beslutade stämman att de uppdrag som de föreslagna styrelseledamöterna innehar i andra företag skulle anses föredragna.

Stämman beslutade i enlighet med valberedningens förslag.

Upplyste ordföranden om att arbetstagarorganisationerna utsett David Alfredsson och Lena Nilsson till ordinarie styrelseledamöter med Mikael Myhre och Andreas Thoresson som suppleanter.

Det upplystes vidare om att valberedningen, i enlighet med revisionsutskottets rekommendation, som revisor för bolaget föreslagit omval av revisionsbolaget KPMG AB för en mandatperiod om ett år, således till och med utgången av årsstämman 2023.

Stämman beslutade i enlighet med valberedningens förslag.

Upplyste ordföranden om att revisionsbolaget meddelat att auktoriserade revisorn Jonas Nihlberg utses som huvudansvarig revisor.

The Meeting was informed that the Nomination Committee had proposed, for the time up to and including the next Annual General Meeting, re-election of Märta Schörling Andreen, Marianne Kirkegaard, Gun Nilsson, Georg Brunstam and Patrik Andersson as members of the Board. Furthermore, it was noted that the Nomination Committee had proposed re-election of Georg Brunstam as Chairman of the Board.

The Chairman informed the Meeting that the assignments in other companies of the directors proposed for re-election were presented in the Annual Report of the company. It was resolved that the proposed directors' assignments in other companies had been duly presented at the Meeting.

The Meeting resolved in accordance with the proposal of the Nomination Committee.

The Chairman informed that the employee organisations have appointed David Alfredsson and Lena Nilsson as ordinary board members and Mikael Myhre and Andreas Thoresson as deputies.

The Meeting was informed that the Nomination Committee, in accordance with the recommendation of the Audit Committee, as auditor for the company had proposed re-election of the accounting firm KPMG AB for a period of mandate of one year, consequently up to and including the Annual General Meeting 2023.

The Meeting resolved in accordance with the proposal of the Nomination Committee.

The Chairman informed the Meeting that the accounting firm has informed that the authorised public accountant Jonas Nihlberg will be appointed as auditor in charge.

§ 13 Valberedning/Nomination Committee

Beslutade stämman att valberedningen ska ha fyra ledamöter, varvid omval ska ske av Märta Schörling Andreen (Melker Schörling AB), Henrik Didner (Didner & Gerge Fonder) och Elisabet Jamal Bergström (SEB Investment Management) samt nyval av William McKechnie (Alecta) såsom ledamöter av valberedningen inför årsstämman 2023. Märta Schörling Andreen omvaldes till valberedningens ordförande.

Stämman beslutade vidare att för det fall en aktieägare som representeras av en av valberedningens ledamöter inte längre skulle tillhöra de största aktieägarna i AAK AB, eller för det fall en ledamot av valberedningen inte längre är anställd av sådan aktieägare eller av något annat skäl lämnar valberedningen före årsstämman 2023, ska valberedningen ha rätt att utse en annan representant för de större aktieägarna att ersätta sådan ledamot.

The Meeting resolved that the Nomination Committee shall have four members, and resolved upon re-election of Märta Schörling Andreen (Melker Schörling AB), Henrik Didner (Didner & Gerge Fonder) and Elisabet Jamal Bergström (SEB Investment Management) and new election of William McKechnie (Alecta) as members of the Nomination Committee for the period up to the Annual General Meeting 2023. Märta Schörling Andreen was re-elected Chairman of the Nomination Committee.

Further, the Meeting resolved that in case a shareholder, represented by a member of the Nomination Committee, is no longer one of the major shareholders of AAK AB, or if a member of the Nomination Committee is no longer employed by such shareholder or for any other reason leaves the Nomination Committee before the Annual General Meeting 2023, the committee shall be entitled to appoint another representative among the major shareholders to replace such member.

§ 14 Beslut om godkännande av ersättningsrapport /Resolution on approval of remuneration report

Det upplystes om att styrelsens rapport över ersättningar enligt 8 kap. 53 a § aktiebolagslagen, Bilaga 2, hållits tillgänglig hos bolaget och på bolagets hemsida före stämman samt skickats till de aktieägare som begärt det.

Stämman beslutade att godkänna styrelsens ersättningsrapport för 2021.

The Meeting was informed that the Board of Directors' report on remuneration in accordance with Chapter 8 Section 53 a of the Swedish Companies Act, Appendix 2, has been available at the company and on the company's website prior to the Meeting and sent to shareholders who have requested it.

The meeting resolved to approve the remuneration report for 2021.

§ 15 Beslut om riktlinjer för ersättning till ledande befattningshavare/Resolution on guidelines for remuneration to senior executives

Föredrogs styrelsens förslag till riktlinjer för ersättning till ledande befattningshavare i enlighet med Bilaga 3.

Stämman beslutade att fastslå riktlinjerna i enlighet med förslaget.

The proposal of the Board of Directors regarding guidelines for remuneration to senior executives was presented in accordance with Appendix 3.

The Meeting resolved to adopt the guidelines in accordance with the proposal.

§ 16 Beslut om långsiktigt incitamentsprogram innefattande beslut om (A) emission av teckningsoptioner serie 2022/2027 och (B) överlåtelse av teckningsoptioner serie 2022/2027 (Incitamentsprogram 2022/2027) att ersätta Incitamentsprogram 2021/2026 beslutat vid årsstämman 2021
/Resolution on long-term incentive program including resolutions on (A) issue of subscription warrants series 2022/2027 and (B) transfer of subscription warrants series 2022/2027 (Incentive Program 2022/2027) to replace Incentive Program 2021/2026 resolved by the Annual General Meeting 2021

Redogjordes för styrelsens förslag till införande av långsiktigt incitamentsprogram innefattande beslut om (A) riktad emission av teckningsoptioner serie 2022/2027 och (B) godkännande av överlåtelse av teckningsoptioner i Incitamentsprogram 2022/2027 i enlighet med Bilaga 4, samt noterades att förslaget funnits tillgängligt på bolagets huvudkontor och dess hemsida tre veckor före stämman. Dessutom har förslaget delats ut vid dagens stämma samt skickats till de aktieägare som begärt det.

Stämman röstade därefter varvid samtliga närvarande aktieägare, med undantag för aktieägare som anges i Bilaga 5, biföll förslaget i Bilaga 4.

Fastställdes att erforderlig majoritet uppnåtts och att stämman därmed beslutat enligt förslaget.

The Board of Directors' proposal for implementation of a long-term incentive program was presented including resolutions on (A) a directed issue of subscription warrants series 2022/2027 and (B) approval of transfer of subscription warrants in Incentive Program 2022/2027 in accordance with Appendix 4, and it was noted that the proposal had been available to the shareholders at the company's head office and its website three weeks before the General Meeting. Furthermore, the proposal has been available at today's General Meeting and has been sent to shareholders on request.

Hereafter the General Meeting voted whereby all present shareholders, except shareholders stated in Appendix 5, supported the proposal in Appendix 4.

It was determined that the required majority was achieved and that the General Meeting thereby had resolved in accordance with the proposal.

§ 17 Beslut om bemyndigande för styrelsen att besluta om nyemission /Resolution on authorization for the Board of Directors to resolve on new share issues

Föredrogs styrelsens förslag till beslut om bemyndigande för styrelsen att besluta om nyemission i enlighet med Bilaga 6.

Stämman beslutade i enlighet med förslaget. Noterades att beslutet fattades med erforderlig majoritet.

The proposal of the Board of Directors regarding resolution on authorization for the Board of Directors to resolve on new share issues was presented in accordance with Appendix 6.

The Meeting resolved in accordance with the proposal. It was noted that the resolution was adopted with the required majority.

§ 18 Beslut om bemyndigande för styrelsen att besluta om återköp och överlåtelse av egna aktier/Resolution on authorization for the Board of Directors to resolve on repurchase and transfer of the company's own shares

Föredrogs styrelsens förslag till beslut om bemyndigande för styrelsen att besluta om återköp och överlåtelse av egna aktier i enlighet med Bilaga 7.

Stämman beslutade i enlighet med förslaget. Noterades att beslutet fattades med erforderlig majoritet.

The proposal of the Board of Directors regarding resolution on authorization for the Board of Directors to resolve on repurchase and transfer of the company's own shares was presented in accordance with Appendix 7.

The Meeting resolved in accordance with the proposal. It was noted that the resolution was adopted with the required majority.

§ 19 Stämmans avslutande/Closing of the Meeting

Ordföranden förklarade stämman avslutad.

The Chairman declared the Meeting closed.

Vid protokollet:
As above:

Mikael Ekdahl

Justeras:
Minutes verified by:

Georg Brunstam

Annika Boström

Elisabet Jamal Bergström

Remuneration report 2021

Introduction

This report describes how the guidelines for executive remuneration of AAK AB (publ), adopted by the annual general meeting 2021, were implemented in 2021. The report also provides information on remuneration to the CEO and a summary of the company's outstanding share-related and share price-related incentive plans. The report has been prepared in accordance with the Swedish Companies Act and the Remuneration Rules issued by the Swedish Corporate Governance Board.

Further information on executive remuneration is available in note 8 (Remuneration of the Board of Directors and senior executives) on pages 84-85 in the annual report 2021. Information on the work of the remuneration committee in 2021 is set out in the corporate governance report available on pages 112-120 in the annual report 2021.

Remuneration of the board of directors is not covered by this report. Such remuneration is resolved annually by the annual general meeting and disclosed in note 8 on pages 84-85 in the annual report 2021.

Key developments 2021

The CEO summarizes the company's overall performance in his statement on pages 6-7 in the annual report 2021.

The company's remuneration guidelines: scope, purpose and deviations

A prerequisite for the successful implementation of the company's business strategy and safeguarding of its long-term interests, including its sustainability, is that the company can recruit and retain qualified personnel. To this end, the company must offer competitive remuneration. The company's remuneration guidelines enable the company to offer executives a competitive total remuneration. Under the remuneration guidelines, executive remuneration shall be on market terms and may consist of the following components: fixed cash salary, variable cash remuneration, pension benefits and other benefits. The variable cash remuneration shall be linked to financial or non-financial criteria. They may be individualized, quantitative or qualitative objectives. The criteria shall be designed to contribute to the company's business strategy and long-term interests, including its sustainability, by for example being clearly linked to the business strategy or promote the executive's long-term development.

The guidelines are found on pages 84-85 and 115-116 in the annual report 2021. During 2021, the company has complied with the applicable remuneration guidelines adopted by the general meeting. No deviations from the guidelines have been decided and no derogations from the procedure for implementation of the guidelines have been made. The auditor's report regarding the company's compliance with the guidelines is available on the company's website www.aak.com/corporategovernance. No remuneration has been reclaimed. In addition to remuneration covered by the remuneration guidelines, the annual general meetings of the company have resolved to implement long-term share-related incentive plans.

Table 1 – Total CEO remuneration in 2021 (kSEK)*

Name of director (position)	1 Fixed remuneration		2 Variable remuneration		3 Extraordinary items	4 Pension expense	5 Total remuneration	6 Proportion of fixed and variable remuneration****
	Base salary**	Other benefits***	One-year variable	Multi-year variable				
Johan Westman (President and CEO)	9,272	172	9,302	-	-	2,786	21,532	57/43

* Except for Multi-year variable remuneration, the table reports remuneration earned in 2021. Multi-year variable remuneration is reported if vested in 2021, as set out in column 9 of Table 2 below (as applicable). Disbursement of any payments may or may not have been made the same year.

** Including holiday pay of kSEK 152.

*** Company car and housing benefit

**** Pension expense (column 4), which in its entirety relates to Base salary and is premium defined, has been counted entirely as fixed remuneration.

Share-based remuneration

Outstanding share-related and share price-related incentive plans

The company has implemented two subscription warrants programs (Warrants Program 2017/2022:2 and Incentive Program 2021/2026) for the executive management and other key employees. Warrants in Warrants Program 2017/2022:2 have been granted at market price and entitles the warrants holder to subscribe for shares in the company at a price of SEK 140.18 per share. Each subscription warrant entitles the warrants holder to subscribe for six shares in the company. The warrants can be utilised during the period 1 September 2020 up to and including 31 August 2022. In total, 972,380 warrants have been granted, which corresponds to 2 % of the shares in the company on a diluted basis. The CEO has been granted 105,000 warrants in the program, of which 6,000 warrants have been exercised for subscription of in total 36,000 shares in the company and 49,000 warrants have been transferred within a cashless exercise procedure during 2020 and 3,000 warrants have been exercised for subscription of in total 18,000 shares in the company and 47,000 warrants have been transferred within a cashless exercise procedure during 2021. No warrants have been subscribed for or transferred in Incentive Program 2021/2026.

Table 2 – Share option plan/subscription warrants program (CEO)

Name of director (position)	The main conditions of the subscription warrants program						Information regarding the reported financial year*					
	1 Name of plan	2 Performance period	3 Award date	4 Vesting date	5 Exercise period	6 Exercise price (SEK)	Opening balance 7 Warrants held at beginning of year	During the year		Closing balance		
								8 Warrants awarded	9 Warrants vested	10 Warrants subject to performance condition	11 Warrants awarded and unvested	12 Warrants subject to retention period
Johan Westman (President and CEO)	2017/2022	2017-2020	2017-12-01	2020-08-31	2020-09-01 2022-08-31	140.18*	50,000	0	0	0	0	0
Total							50,000	0	0	0	0	0

* After the share split carried out 2018, each warrant entitles to six shares.

Application of performance criteria

The performance measures for the CEO's variable remuneration have been selected to deliver the company's strategy and to encourage behaviour which is in the long-term interest of the company. In the selection of performance measures, the strategic objectives and short-term and long-term business priorities for 2021 have been taken into account. The non-financial performance measures further contribute to alignment with sustainability as well as the company values.

Table 3 - Performance of the CEO in the reported financial year: variable cash remuneration

Name of director (position)	1 Description of the criteria related to the remuneration component	2 Relative weighting of the performance criteria	3 a) Measured performance and b) actual award/remuneration outcome
Johan Westman (President and CEO)	Net result 2021	64%	a) MSEK 1,733 b) kSEK 6,384
	Earnings per share 2021	36%	a) SEK 6.75 b) kSEK 2,918

Comparative information on the change of remuneration and company performance

Table 4 – Change of remuneration and company performance (RFY) (kSEK)

	2020 vs 2019	2021 vs 2020	RFY 2021
CEO remuneration	-3,565 (-19.1%)	+6,439 (+43%)	21,532
Group operating profit	+25,000 (+1.2%)	+228,000 (+10.5%)	2,393,000
Average remuneration on a full time equivalent basis of employees* of the parent company	-94 (-8.2%)	+241 (+22.9%)	1,295

* Excluding members of the group executive management

Description of how opinions expressed when the general meeting addressed an earlier remuneration report have been taken into consideration

No comments in relation to an earlier remuneration report have been submitted.

Proposal of the Board of Directors on guidelines for remuneration to senior executives

The Board of Directors of AAK AB (publ) proposes that the Annual General Meeting 2022 resolves on guidelines for remuneration to senior executives as follows.

These guidelines include the CEO and the persons who during the period the guidelines apply are included in the group management. The guidelines are applicable to remuneration agreed, and amendments to remuneration already agreed, after adoption of the guidelines by the Annual General Meeting 2022. These guidelines do not apply to any remuneration decided or approved by the general meeting.

The guidelines' promotion of the company's business strategy, long-term interests and sustainability

AAK's business strategy is described on AAK's website, <http://www.aak.com>.

A prerequisite for the successful implementation of the company's business strategy and safeguarding of its long-term interests, including its sustainability, is that the company is able to recruit and retain qualified personnel. To this end, it is necessary that the company offers competitive remuneration. These guidelines enable the company to offer the executive management a competitive total remuneration.

Warrants programs have been implemented in the company for senior executives and key employees within the AAK Group. The programs have been resolved by the general meeting and are therefore excluded from these guidelines. For more information regarding the programs, see AAK's Annual Report 2021, note 8. The Board proposes the Annual General Meeting 2022 to resolve on the implementation of a new subscription warrants program for senior executives and key employees within the AAK Group (Incentive Program 2022/2027) to replace Incentive Program 2021/2026 resolved upon by the Annual General Meeting 2021. In total, Incentive Program 2022/2027 comprises approximately 50 senior executives and key employees within the Group. The program entails that the participants are offered to acquire subscription warrants at market value, with the option price in part subsidized by AAK. The term of the subscription warrants is five years. The program is clearly linked to the business strategy and thereby to the company's long-term value creation, including its sustainability. The general meeting resolves on implementation of the program and the program is therefore excluded from these guidelines.

Variable cash remuneration covered by these guidelines shall aim at promoting the company's business strategy and long-term interests, including its sustainability.

Types of remuneration, etc.

The remuneration shall be on market terms and may consist of the following components: fixed cash salary, variable cash remuneration, pension benefits and other benefits. Additionally, the general meeting may – irrespective of these guidelines – resolve on, among other things, share-related or share price-related remuneration.

The satisfaction of criteria for awarding variable cash remuneration shall be measured over a period of one or several years. The annual variable cash remuneration may amount to not more than 120 percent of the fixed annual cash salary.

Pension entitlements for senior executives shall apply from the age of 60 years at the earliest. For the CEO, pension benefits, including health insurance (*Sw. sjukförsäkring*), shall be premium defined. Variable cash remuneration shall not qualify for pension benefits. The pension premiums for premium defined pension shall amount to not more than 30 percent of the fixed annual cash salary. For other senior executives, pension benefits, including health insurance, shall be premium defined unless the individual concerned is subject to defined benefit pension under mandatory collective agreement provisions. Variable cash remuneration shall qualify for pension benefits to the extent required by applicable mandatory collective agreement provisions. The pension premiums for premium defined pension shall amount to not more than 30 percent of the fixed annual cash salary.

Other benefits may include, for example, life insurance, medical insurance (*Sw: sjukvårdsförsäkring*) and company cars. Such benefits may amount to not more than 10 percent of the fixed annual cash salary.

For employments governed by rules other than Swedish, duly adjustments may be made for compliance with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines.

Termination of employment

The notice period may not exceed 12 months if notice of termination of employment is made by the company. Fixed cash salary during the period of notice and severance pay may together not exceed an amount equivalent to the fixed cash salary for two years. The period of notice may not exceed six months without any right to severance pay when termination is made by the executive.

In addition, remuneration for any commitment to restrict competition can be paid. Such remuneration shall compensate for any loss of income and shall only be paid to

the extent that the former executive has no right to severance pay. The remuneration shall be based on the fixed cash salary at the time of termination and shall be paid during the period the non-compete restriction applies, which shall not exceed 12 months after the termination of employment.

Criteria for awarding variable cash remuneration, etc.

The variable cash remuneration shall be linked to predetermined and measurable criteria which can be financial or non-financial. They can also be individualized, quantitative or qualitative objectives. The criteria shall be designed so as to contribute to the company's business strategy and long-term interests, including its sustainability, by for example being clearly linked to the business strategy or promote the executive's long-term development.

The criteria mainly applied are linked to the development of operating profit, return on capital employed and earnings per share. The criteria shall also be linked to the fulfilment of predetermined sustainability criteria (ESG – Environmental, Social and Governance). The criteria thereby contribute to the company's business strategy, long-term interests, and sustainability.

To which extent the criteria for awarding variable cash remuneration has been satisfied shall be evaluated/determined when the measurement period has ended. The Remuneration Committee is responsible for the evaluation so far as it concerns variable cash remuneration to the CEO and other executives. For financial objectives, the evaluation shall be based on the latest financial information made public by the company.

Salary and employment conditions for employees

In the preparation of the Board of Directors' proposal for these remuneration guidelines, salary and employment conditions for employees of the company have been taken into account by including information on the employees' total income, the components of the remuneration and increase and growth rate over time, in the Remuneration Committee's and the Board of Directors' basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable. The increase of the gap between the remuneration to senior executives and remuneration to other employees will be disclosed in the remuneration report.

The decision-making process to determine, review and implement the guidelines

The Board of Directors has established a Remuneration Committee. The Committee's tasks include preparing the Board of Directors' decision to propose guidelines for executive remuneration. The Board of Directors shall prepare a proposal for new guidelines at least every fourth year and submit it to the general meeting. The guidelines shall be in force until new guidelines are adopted by the general meeting. The Remuneration Committee shall also monitor and evaluate programs for variable

remuneration for the executive management, the application of the guidelines for executive remuneration as well as the current remuneration structures and compensation levels in the company. The members of the Remuneration Committee are independent in relation to the company and company management. The CEO and other members of the executive management do not participate in the Board of Directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

The Board of Directors shall annually draw up a remuneration report that shall be presented to the Annual General Meeting for approval.

Derogation from the guidelines

The Board of Directors may temporarily resolve to derogate from the guidelines, in whole or in part, if in a specific case there is special cause for the derogation and a derogation is necessary to serve the company's long-term interests, including its sustainability, or to ensure the company's financial viability. As set out above, the Remuneration Committee's tasks include preparing the Board of Directors' resolutions in remuneration-related matters. This includes any resolutions to derogate from the guidelines.

Description of material changes of the guidelines and how the shareholders' opinions are considered

No material amendments have been made to the guidelines. In relation to the guidelines for remuneration to senior executives adopted on the Annual General Meeting 2021, the guidelines have been adjusted so that the annual variable cash remuneration may amount to maximum 120 percent instead of 110 percent of the fixed annual cash salary.

No remarks on the remuneration guidelines have emerged.

Malmö in April 2022

The Board of Directors
AAK AB (publ)

Proposal of the Board of Directors for implementation of a long-term incentive program including resolutions on (a) issue of subscription warrants series 2022/2027 and (b) transfer of subscription warrants series 2022/2027 (incentive program 2022/2027) to replace incentive program 2021/2026 resolved by the Annual General Meeting 2021

The Annual General Meeting in the company held on 7 May 2021 resolved on a long-term incentive program for senior executives and certain key employees within the AAK group including a directed issue of subscription warrants and approval of transfer of subscription warrants. Since no subscription warrants have been subscribed for or transferred to participants in the program, the Board of Directors has deemed it appropriate to propose to the Annual General Meeting to resolve to replace the incentive program resolved upon by the Annual General Meeting 2021 with a new long-term incentive program for senior executives and certain key employees within the AAK group ("**Incentive Program 2022/2027**") including resolutions on (A) a directed issue of subscription warrants series 2022/2027 and (B) approval of transfer of subscription warrants in Incentive Program 2022/2027 on essentially the following terms and conditions.

A. Issue of subscription warrants series 2022/2027

The Board of Directors proposes that the Annual General Meeting resolves:

1. that the company shall issue a maximum of five million (5,000,000) subscription warrants entitling to subscription for new shares in AAK AB by which the share capital may be increased by a total of maximum SEK 8,333,333.33, whereby it is noted that the amount exceeding the quota value shall be transferred to the nonrestricted share premium account;
2. that the issue is made with deviation from the shareholders' preferential rights and the right to subscribe for the subscription warrants shall be granted to AAK Invest AB, a wholly-owned subsidiary of AAK AB;
3. that the subscription warrants shall be issued free of charge;

4. that subscription for the subscription warrants shall be made on 31 August 2022 at the latest, with a right for the Board of Directors to prolong this time limit;
5. that each subscription warrant shall entitle the holder to subscribe for one (1) new share in AAK AB with a quota value of SEK 1.67;
6. that subscription for shares in AAK AB by exercise of the subscription warrants may take place during the period from and including 1 September 2025 up to and including 31 August 2027;
7. that the subscription price per share shall correspond to 120 percent of the volume weighted average price according to Nasdaq Stockholm's official price list for the share in the company during the period from and including 5 May 2022 up to and including 18 May 2022, but not lower than the share's quota value; in the absence of a settled price for any of the days in question, the quoted bid price for that day shall be included in the calculation. A day with neither a settled price or a quoted bid price shall be excluded from the calculation. The calculated subscription price shall be rounded to the nearest whole cent (Sw. *öretal*), whereby half a cent shall be rounded down;
8. that shares that have been issued by virtue of the subscription warrants, will entitle to dividend for the first time on the first record date for dividend occurring after subscription of shares through exercise of subscription warrants has been executed; and
9. that applicable terms for re-calculation and other terms for the subscription warrants in Incentive Program 2022/2027 are set forth in the *"Terms and conditions for subscription warrants series 2022/2027 regarding subscription of shares in AAK AB (publ)"*.

The Board of Directors, or anyone appointed by the Board of Directors, shall be authorised to make such minor changes to the resolution by the general meeting to issue subscription warrants as may be deemed necessary in connection with registration with the Swedish Companies Registration Office (Sw. *Bolagsverket*) and Euroclear Sweden AB.

The reason for the deviation from the shareholders' preferential right are that AAK AB wishes to introduce an incentive program for senior executives and key employees within the group, whereby they will be offered the opportunity to take part in a value increase of the company's share. This is expected to increase the interest in the company's development and to stimulate a continued company

loyalty over the forthcoming years. An incentive program is also expected to contribute to the possibilities to recruit and retain competent, motivated and committed employees.

B. Transfer of subscription warrants in Incentive Program 2022/2027

Incentive Program 2022/2027 shall principally be carried out in accordance with what is stated below.

1. The subscription warrants shall towards payment be transferred by AAK Invest AB, on one or several occasions, to senior executives and key employees within the AAK group, in accordance with the guidelines stated below. AAK Invest AB shall otherwise dispose of the subscription warrants for the fulfilment of the obligations under Incentive Program 2022/2027.
2. Transfer in accordance with item B.1 can be made directly to the participants in the program, or, after approval by the Board of Directors, to a legal entity, pension insurance or other vehicle owned or controlled by the respective participant.
3. Transfer in accordance with item B.1 shall be made at a market value at the time of transfer, which shall be determined by an independent valuation institute in accordance with the Black & Scholes valuation method. The valuation model is based on the variables risk-free interest rate, volatility, the term of the subscription warrants, expected share dividends during the term of the subscription warrants, the current share price, and the subscription price for shares when exercising the subscription warrants (strike price).
4. The company will by means of a cash bonus subsidize part of the participants' acquisition of warrants through payment to the participants of an extra cash bonus that, after individual tax, corresponds to maximum 65 percent of the amount invested by the respective participant in Incentive Program 2022/2027 up to the offered level in accordance with the guidelines below. Only premiums for warrants up to and including the offered level for each participant in accordance with the guidelines below are subsidized. This bonus will be paid out with one fourth (1/4) annually starting one year after acquisition, and with the last payment approximately four (4) years after the acquisition and requires that before each payment the respective participant, with certain exceptions, is still an employee of the AAK group and still holds the acquired warrants or, where applicable, the shares subscribed through exercising the warrants. The Board of Directors may, if deemed necessary in individual cases, resolve on alternative payment schedules or that bonus

under certain circumstances will not be paid or may be reclaimed, subject to the limitations which may follow from applicable law.

5. The Board of Directors of AAK AB shall be entitled to decide on the allotment of subscription warrants to approximately 50 senior executives and key employees within the group in accordance with the following guidelines:

Category	Position	Number of subscription warrants
I	CEO	500,000
II	Member of group management (10 persons)	300,000
III	Directly reporting to the group management (approximately 30 persons)	90,000
IV	Other senior executives and key employees (approximately 10 persons)	30,000

The participants can choose to apply for a lower number of subscription warrants than set out above. If the total number of subscription warrants that the entitled senior executives and key employees wish to acquire exceeds the maximum number of subscription warrants that can be issued, reduction shall be made proportionally to each person's quantity in relation to the guidelines set forth above. There will be no guaranteed allotment. A participant has the right to subscribe for a larger number of warrants than set out in the guidelines above and may be allotted additional warrants corresponding to a maximum of 100 percent of what is set out in the guidelines above if full subscription in the program has not been made. If such oversubscription is made, allotment shall be made to the oversubscribing participants pro rata in relation to the number of subscription warrants that they have been allotted in the first allotment. Any remaining warrants, which have not been allotted in accordance with the above, shall be reserved for future recruitment of persons within the above eligible categories, whereby the above guidelines for allotment shall be applicable.

The reason why any future employees or promoted employees may be granted subscription warrants at such a time that the time between the allotment and the subscription period for shares may be less than three years, is that the Board of Directors deems it important that such employees, for the reasons applicable to Incentive Program 2022/2027 in general, are given the opportunity to take part in a value growth in the company's share already at the beginning of their employment.

Participants in other jurisdictions

For participants in jurisdictions other than Sweden, it is implied that allotment and further transfer, respectively, of the subscription warrants is legally possible and that it, in the Board's opinion, can be carried out with reasonable administrative and financial efforts at their established market value. The Board shall have the right to adjust the terms of Incentive Program 2022/2027 to the extent required in order for allotment of subscription warrants to participants in other jurisdictions, to the extent practically possible, to be carried out under the same conditions imposed by Incentive Program 2022/2027.

Dilution, effect on key ratios and costs

At full subscription of the proposed issue of subscription warrants, and full exercise of the subscription warrants, the share capital may be increased by a total of maximum SEK 8,333,333.33, which is equivalent to approximately 1.9 percent of the company's present share capital. This corresponds to a total dilution of maximum approximately 1.9 percent in relation to the share capital on a fully diluted basis, calculated as the number of new shares in proportion to the number of existing and new shares.

Other important key ratios will, at full subscription of the proposed issue and full exercise of all subscription warrants issued in the program, be affected as follows (based on the corresponding key ratios in the year-end report for 2021 and a preliminary valuation of the future capital contribution within the scope of Incentive Program 2022/2027)

- earnings per share: reduction by SEK 0.13 from SEK 6.71 to SEK 6.58;
- equity per share: increase by SEK 3.03 from SEK 45.58 to SEK 48.61; it being assumed that the warrant holders have exercised the warrants for subscription of new shares by the end of the first quarter 2022.

The above is subject to re-calculations of the subscription warrants in accordance with the customary terms of re-calculation in the complete terms and conditions.

The subscription warrant program is expected to have a marginal impact on the company's financial ratios. Therefore, no measures to secure the program are planned to take place. The total costs associated with the subscription warrant program, including the directed issue, the subsequent transfer of warrants and the subsidy, assuming full participation, is expected to amount to approximately MSEK 150, which is distributed over the term of the program of five (5) years. The amount includes estimated costs relating to social security contributions and administrative costs for the program.

Preparation of the proposal

The warrants program has been prepared by the Remuneration Committee and the Board with advice from external experts. The proposal has been resolved upon by the Board. The CEO has not participated in the preparation of the proposal.

Previous incentive programs in AAK

For a description of AAK's other share-related incentive programs, please see the company's Annual Report 2021, note 8. Apart from the program presented therein, there are no other share-related incentive programs in AAK.

Majority requirements

The proposal of the Board of Directors pursuant to the above requires a resolution by the general meeting supported by shareholders representing at least nine-tenths of both the number of votes cast and the shares represented at the general meeting in order to be valid.

Malmö in April 2022

The Board of Directors
AAK AB (publ)



Company name: AAK AB
 ISIN code: SE0011337708
 Meeting date: 18.05.2022

Client Name	Client Address	Shares voted	16
LEGAL AND GENERAL ASSURANCE (PENSIONS MANAGEMENT) LIMITED	ONE COLEMAN STREET LONDON EC2R 5AA UK	3 385	N
LEGAL AND GENERAL ASSURANCE (PENSIONS MANAGEMENT) LIMITED	ONE COLEMAN STREET LONDON EC2R 5AA UK	2 716	N
LEGAL AND GENERAL ASSURANCE (PENSIONS MANAGEMENT) LIMITED	ONE COLEMAN STREET LONDON EC2R 5AA UK	83 775	N
LEGAL AND GENERAL ASSURANCE (PENSIONS MANAGEMENT) LIMITED	ONE COLEMAN STREET LONDON EC2R 5AA UK	31 863	N
LEGAL AND GENERAL ASSURANCE (PENSIONS MANAGEMENT) LIMITED	ONE COLEMAN STREET LONDON EC2R 5AA UK	26 262	N
LEGAL AND GENERAL ASSURANCE (PENSIONS MANAGEMENT) LIMITED	ONE COLEMAN STREET LONDON EC2R 5AA UK	557	N
LEGAL AND GENERAL ASSURANCE (PENSIONS MANAGEMENT) LIMITED	ONE COLEMAN STREET LONDON EC2R 5AA UK	9 614	N

0

Authorised Signaturee:

Resolution Points	16
Total shares FOR	4 967 397
Total shares AGAINST	158 172
Total shares ABSTAIN	0

Authorised Signaturee:

Citibank Europe PLC, Sweden Branch
 Box 1422
 111 84 Stockholm
 Sweden

SEB

16) ABSTAIN

Beneficial owner:	Number of shares:
FONDS DE RESERVE POUR LES RETRAITES	33495
FONDS DE RESERVE POUR LES RETRAITES	176127
Mercer QIF Fund PLC	27780
Mercer QIF Fund PLC	16286
SHELL CANADA 2007 PENSION PLAN	300
SHELL CANADA 2007 PENSION PLAN	577
Sum	254565

16) AGAINST

Beneficial owner:	Number of shares:
ARIZONA STATE RETIREMENT SYSTEM	49304
BNP Paribas Funds - Europe Small Cap	125842
Caisse des depots et Consignations	108507
Caisse des depots et Consignations	135739
CARDIF BNPP IP SMID CAP EUROPE	55336
CNP Assur SMID Cap Europe	31177
ERAFP Actions Europe Small Cap I	855000
Fidelity Balanced Fund	5223
Fidelity Funds - European Smaller Companies 4 Pool	236489
Fidelity Global Small Cap Institutional Trust	520
FIDELITY INSTITUTIONAL FUNDS ICVC - EUROPE (EX-UK) FUND	97613
Government Pension Investment Fund 400045887	11419
INDIANA PUBLIC RETIREMENT SYSTEM	4530
ISHARES WORLD EX SWITZERLAND SMALL CAP EQUITY INDEX FUND (CH)	1105
Legal & General Future World ESG Developed Index Fund	6470
Legal & General UCITS ETF plc	2099
Legal & General UCITS ETF plc	2710
Mercer QIF CCF	27398
Mercer UCITS COMMON CONTRACTUAL FUND	39118
Mercer UCITS COMMON CONTRACTUAL FUND	20620
Superannuation Arrangements of the University of London	195000
The LF Access Pool Authorised Contractual Scheme	174792
The Nomura Trust and Banking Co., Ltd. Re: Fidelity European Smaller Companies Open	75150
THEAM QUANT CROSS ASSET HIGH FOCUS	18470
UBS (Irl) ETF Plc	8698
UBS (US) Group Trust	10308
UBS Fund Management (Switzerland) AG	75580
UBS Fund Management (Switzerland) AG	9602
UniEuropa	379968
UniEuropa Mid&SmallCaps	214398
UniMarktfuhrer	120000
Union Investment Institutional GmbH	35622
Union Investment Privatfonds GmbH	154891
UniRak Nachhaltig	785000
UniRak Nachhaltig Konservativ	735000
UniSector: BasicIndustries	44000
UNIVERSITIES SUPERANNUATION SCHEME	69610
Zurich Invest Institutional Funds	8331
Sum	4930639

Proposal of the Board of Directors regarding authorization for the Board of Directors to resolve on new share issues

The Board of Directors of AAK AB (publ) proposes that the Annual General Meeting 2022 authorizes the Board of Directors to, on one or several occasions during the period up until the next Annual General Meeting, with or without deviation from the shareholders' preferential right, resolve on new issues of shares. The authorization shall also include the right to resolve on new issues of shares with terms concerning issues in kind, offset rights or other terms stated in Chapter 13, Section 5, first paragraph, 6 in the Swedish Companies Act. By resolutions in accordance with the authorization, the number of shares may be increased by a number corresponding to a maximum of ten (10) percent of the number of outstanding shares in the company at the time of when the Board of Directors first uses the authorization.

The purpose of any deviation from the shareholders' preferential right as set out above is to ensure financing of acquisitions of companies, part of companies or businesses or to strengthen the company's capital base and equity/assets ratio. Such issues of shares may not require amendment of the Articles of Association applicable from time to time. In case of deviation from the shareholders' preferential right, share issues by virtue of the authorization shall be made on market conditions. In accordance with the conditions set out above, the Board of Directors shall be authorized to resolve on other terms as considered necessary by the Board to carry out the issues.

The Board of Directors further proposes that the Managing Director, or anyone appointed by the Managing Director, shall have the right to make any adjustments that may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office (Sw. *Bolagsverket*).

The resolution requires approval from shareholders representing at least two-thirds of both the number of votes cast as well as the shares represented at the general meeting in order to be valid.

Malmö in April 2022

**The Board of Directors
AAK AB (publ)**

Proposal of the Board of Directors regarding authorization for the Board of Directors to resolve on repurchase and transfer of the company's own shares

The Board of Directors of AAK AB (publ) proposes that the Annual General Meeting 2022 authorizes the Board of Directors to, on one or several occasions during the period up until the next Annual General Meeting, resolve on repurchase and transfer of the company's own shares on the following terms and conditions. Repurchase of shares may be made at a maximum of so many shares that the company's holding does not exceed two (2) percent of the total number of shares in the company from time to time. Repurchase of shares may be made on Nasdaq Stockholm at a price per share within the share price interval registered at that time, where share price interval means the difference between the highest buying price and the lowest selling price. Payment for the repurchased own shares shall be made in cash. The Board of Directors may resolve on other terms and conditions for the repurchase. Transfer of shares may be made at a maximum of two (2) percent of the total number of shares in the company from time to time. Transfer may be made with deviation from the shareholders' preferential right on Nasdaq Stockholm as well as to third parties in connection with acquisition of a company or a business. Payment for transferred shares can be made in cash, through an issue in kind or set-off. Transfers of shares on Nasdaq Stockholm may only occur at a price per share within the share price interval registered at that time, where share price interval means the difference between the highest buying price and the lowest selling price. Transfer in connection with acquisitions may be made at a market value assessed by the Board of Directors. The Board of Directors may resolve on other terms and conditions for the transfer.

The purpose of the authorizations is to give the Board of Directors the opportunity to adjust the company's capital structure and thereby contribute to increased shareholder value and to enable acquisition opportunities by financing acquisitions with the company's own shares. Repurchased own shares may therewith be subject to resolutions regarding share reduction whereby a reduction of the share capital will occur without any repayment to the shareholders.

The resolution requires approval from shareholders representing at least two-thirds of both the number of votes cast as well as the shares represented at the general meeting in order to be valid.

Malmö in April 2022

The Board of Directors
AAK AB (publ)