

THE BOARD OF DIRECTORS' STATEMENT PURSUANT TO CHAPTER 18, SECTION 4 AND CHAPTER 19, SECTION 22 OF THE SWEDISH COMPANIES ACT

The Board of Directors has proposed that the Annual General Meeting 2023 approves an appropriation of profits under which the shareholders will receive a dividend of SEK 2.75 per share. The proposed dividend therefore totals approximately SEK 714 million¹. The objective is for the dividend in the long term to correspond to 30-50 percent of consolidated profits after tax, while always considering AAK's long-term financing requirements.

Furthermore, the Board of Directors has proposed an authorization for the Board of Directors to, on one or more occasions for the period up until the next Annual General Meeting, resolve on repurchasing and transferring shares in the company. The purpose of the proposal for a resolution on repurchase of the company's own shares is to give the Board of Directors the possibility to adjust the company's capital structure in order to contribute to shareholder value, enable financing of acquisitions through the use of own shares and to use repurchased shares for the company's share-related or share-based incentive programs, including giving the company the opportunity to transfer own shares to participants within the framework of such incentive programs. The purpose of the proposal for a resolution on transfer of the company's own shares is to give the Board of Directors the possibility to adjust the company's capital structure in order to contribute to shareholder value, enable financing of acquisitions through the use of own shares and to ensure the company's obligations due to share-related or share-based incentive programs (other than the delivery of shares to participants in incentive programs), including coverage of social security contributions.

The Board of Directors hereby presents the following statement in accordance with Chapter 18, Section 4 of the Swedish Companies Act (2005:551) and statement in accordance with Chapter 19, Section 22 of the Swedish Companies Act. The Board of Directors' reasons for the proposed dividend payment and the authorization to repurchase and transfer shares in the company being in accordance with the provisions of Chapter 17, Section 3, Paragraphs 2 and 3 of the Swedish Companies Act are as follows.

The Parent has no financial instruments valued under Chap. 4, Section 14 a of the Swedish Annual Accounts Act (1995:1554).

Retained profits from the previous year total SEK 6,437 million and the profit for the 2022 financial year totals SEK -63 million (SEK 1,770 million for the Group). Provided that the Annual General Meeting 2023 approves the Board's proposed appropriation of profits, a total of SEK 5,660 million will be carried forward.¹ The Company's restricted equity will be fully covered after distribution of the dividend.

It is the view of the Board that the Company and the Group will retain sufficient equity after distribution of the proposed dividend and a full utilization of the proposed authorization in relation to the nature, scope and risks associated with its business operations. In making this assessment, the Board has taken account of the historical development of the Company and the Group, budgeted performance and the economic situation.

¹ Calculated on the total number of outstanding shares at the end of 2022.

The Board of Directors has made an assessment of the company's and the Group's position and the ability to fulfil their obligations on both a short and long-term basis. The proposed dividend in total constitutes 10 percent of the company's equity and 5 percent of the Group's equity, as of 31 December 2022. The Board of Directors has proposed that the Board of Directors is authorized to resolve to repurchase so many shares in the company that the company's holding after each purchase does not exceed two (2) percent of the total number of shares in the company.

After payment of the dividend, the equity/assets ratio of the Company and the Group will be 62 percent and 43 percent, respectively. These ratios are good in relation to other businesses in our industry. The Board of Directors considers that the Company is in a good position to meet future business risks as well as withstand possible losses. Distribution of the dividend and a full utilization of the proposed authorization will not negatively affect the ability of the Company and the Group to make further investments as planned by the Board of Directors.

The proposed dividend payment and the proposed authorization to repurchase and transfer shares in the company will not have negative effects on the company's or the Group's ability to meet current payment liabilities. The company and the Group have good access to short as well as long-term credit facilities, which can be utilized with short notice.

Hence, the assessment of the Board of Directors is that the company and the Group are well prepared to manage changes in liquidity as well as unforeseen events. In addition to the above, the Board of Directors has taken into account other known circumstances that might be of importance in relation to the financial position of the company and the Group. With reference to the above, and to what has otherwise come to the knowledge of the Board of Directors, the Board of Directors is of the opinion that the proposed dividend payment and the authorization to repurchase and transfer shares in the company are justified according to the provisions of Chapter 17, Section 3, Paragraphs 2 and 3 of the Swedish Companies Act.

Malmö in February 2023
The Board of Directors
AAK AB (publ)