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

With reference to the board of directors' in Nyfosa AB, org. nr. 559131-0833, ("**the Company**") proposal, that the Extraordinary General Meeting on November 15, 2022, authorises the board of directors to resolve upon repurchase of own ordinary shares of Class A, the board of directors hereby submits the following statement pursuant to Chapter 19, Section 22, of the Swedish Companies Act.

The board of directors' reasoning, that the proposal authorising the board of directors to resolve upon repurchase of own ordinary shares of Class A, is justified in view of the requirements specified in Chapter 17, Section 3, second and third paragraph of the Swedish Companies Act, is as follows.

Nature, scope and risks of the business

The nature and scope of the business are specified in the articles of association and in the submitted annual reports. The business conducted by the Company and the group does not entail any risks other than those that arise, or can be anticipated to arise, within the industry concerned, or those risks that are generally associated with operating a business. Apart from this, no events have occurred which have negatively affected the Company's ability to distribute funds to the shareholders. The Company's dependency on economic conditions does not deviate from what is otherwise prevalent in the industry concerned.

The financial position of the Company and the group

The financial position of the Company and the group as of December 31, 2021, is described in the latest submitted annual report. The annual report also specifies which accounting principles that are applied in the valuation of assets, provisions and liabilities. Of the parent Company's equity as of December 31, 2021, SEK 0 depends on assets and liabilities being valued at fair value pursuant to Chapter 4, Section 14 a, of the Swedish Annual Accounts Act.

As of December 31, 2021, the disposable amount pursuant to Chapter 17, Section 3, first paragraph of the Swedish Companies Act amounted to SEK 11,368,872,079. After a resolution on dividends at the Company's Annual General Meeting on April 19, 2022, and a resolution by the board of directors on September 13, 2022 on repurchase of warrants, the remaining disposable amount under the provision amounts to SEK 10,628,755,962. Assuming that the proposed authorisation regarding repurchase of own shares is fully utilized, SEK 9,414,806,004,45 will remain of the disposable amount pursuant to Chapter 17, Section 3, first paragraph of the Swedish Companies Act (assuming an average price per ordinary share of Class A of SEK 63.55, corresponding to the latest price paid for ordinary shares of Class A in the Company as of October 18, 2022).

As of September 30, 2022, the Company's equity ratio amounts to 53.8 percent and the groups' to 41.5 percent. Including committed lines of credit, the Company has access to considerable liquid funds.

The proposed authorisation for repurchase of own shares does not jeopardize the fulfilment of the investments deemed necessary and does not affect the Company's and the group's own liquidity or ability to meet its present and anticipated payment obligations in a timely manner. The Company's and the group's liquidity forecasts include preparations to manage variations in the continuous payment obligations.

The Company's and the group's financial position does not give rise to an assessment other than that the Company and the group will be able to continue their business and that the Company and the group can be expected to satisfy their obligations in the short term and the long term.

The board of directors is of the opinion that the size of the equity as reported in the latest annual report, and taking into account subsequent changes, is in reasonable proportion to the scope of the Company's business and the risks that are associated with carrying on the business, taking the proposal on authorisation to repurchase shares into account.

The board of directors will only utilize the authorisation provided that, and to the extent that, this is also deemed justified pursuant to the following section at the time when the authorisation is utilized.

The justification of the proposal on authorisation to repurchase shares

With reference to the above and to other information that has been brought to the board of directors' attention, the board of directors considers that the Company's and the group's financial position entails that the proposed authorisation for the board of directors to resolve upon repurchase of own ordinary shares of Class A is justified in view of the requirements specified in Chapter 17, Section 3, first paragraph of the Swedish Companies Act (the precautionary rule), i.e. with reference to the requirements that the nature, scope and risks of the business place on the size of the Company's and the group's equity as well as the Company's and the group's funding requirements, liquidity and position in general.

Nacka on October 19, 2022

Nyfosa AB

The board of directors