

1. Stämmans öppnande

Stämman öppnades av Per Bertland, som hälsade de närvarande aktieägarna välkomna till årsstämman.

Godkände stämman att vissa icke aktieägare skulle få närvara vid stämman.

2. Val av ordförande

Per Bertland utsågs att som ordförande leda dagens stämmoförhandlingar. Antecknades att advokat Jakob Wijkander tjänstgjorde som sekreterare vid stämman.

3. Upprättande och godkännande av röstlängd

Upprättades förteckning över aktieägare som avgivit poströst eller som närvarade personligen eller genom ombud på stämman, Bilaga 1. Förteckningen godkändes såsom röstlängd vid stämman.

4. Godkännande av dagordning

Stämman beslutade att godkänna styrelsens förslag till dagordning.

5. Val av justeringsmän

Det beslutades att protokollet skulle justeras av stämmans ordförande tillsammans med Victor Johansson representerade Sveriges Aktiesparares Riksförbund, och Oscar Bergman representerande Swedbank Robur.

6. Prövning av om stämman blivit behörigen sammankallad

Det upplystes att kallelse till stämman skett den 10 april 2025 genom annonsering i Post- och Inrikes Tidningar och genom att kallelsen har hållits tillgänglig på bolagets hemsida. Att kallelse skett har samma dag annonserats i Dagens Industri. Det konstaterades att stämman därigenom var behörigen sammankallad.

7. Framläggande av vissa handlingar

Det upplystes att årsredovisningen med tillhörande balans- och resultaträkning för moderbolaget respektive koncernen och revisionsberättelser för räkenskapsåret 2024, styrelsens förslag till vinstutdelning och motiverat yttrande samt revisorsyttrande huruvida gällande riktlinjer för ersättning till ledande befattningshavare har följts, har funnits tillgängliga för aktieägarna på bolagets huvudkontor och bolagets hemsida

senast från och med den 24 april 2025. Noterades även att nämnda handlingar har utsänts till samtliga aktieägare som så begärt och fanns tillgängliga vid stämman, och att de därmed var behörigen framlagda.

Auktoriserade revisorn Martin Henriksson föredrog revisionsarbetet och revisionsberättelsen. I samband med detta gavs aktieägarna tillfälle att ställa frågor.

8. Redogörelse för styrelsens och utskottens arbete

Per Bertland hänvisade till den i årsredovisningen intagna bolagsstyrningsrapporten beträffande det arbete som bedrivits i styrelsen och styrelsens utskott under 2024. I samband med detta gavs aktieägarna tillfälle att ställa frågor.

9. Verkställande direktörs redogörelse

Verkställande direktören Fredrik Meuller redogjorde för det gångna verksamhetsåret. I samband med detta gavs aktieägarna tillfälle att ställa frågor.

10. Beslut om

- a. fastställelse av resultaträkningen och balansräkningen samt koncernresultaträkningen och koncernbalansräkningen

Stämman beslutade att fastställa den framlagda resultaträkningen och balansräkningen samt koncernresultaträkningen och koncernbalansräkningen, allt per den 31 december 2024.

- b. dispositioner beträffande bolagets vinst enligt den fastställda balansräkningen samt om avstämningsdag

Per Bertland föredrog styrelsens förslag att av bolagets balanserade vinst utdelas till aktieägarna 5,50 kronor per aktie, sammanlagt 318 821 404 kronor, och att resterande belopp balanseras i ny räkning. Stämman beslutade härefter i enlighet med styrelsens förslag.

Stämman beslutade i enlighet med styrelsens förslag att avstämningsdag för rätt till utdelning ska vara den 19 maj 2025. Upplystes att utdelningen beräknas kunna utbetalas via Euroclear Sweden AB den 22 maj 2025.

- c. ansvarsfrihet gentemot bolaget för styrelsens ledamöter och verkställande direktör

Stämman beslutade att bevilja styrelsens ledamöter och verkställande direktören ansvarsfrihet gentemot bolaget för räkenskapsåret 2024. Det

antecknades att styrelseledamöter och verkställande direktören med rösträtt på stämman inte deltog i beslut rörande ansvarsfrihet för egen del.

11. Fastställande av antalet styrelseledamöter samt antalet revisorer och revisorssuppleanter

Det upplystes att valberedningen för tiden intill slutet av nästa årsstämma föreslagit att styrelsen ska bestå av fem ordinarie ledamöter utan stämموvalda suppleanter.

Stämman beslutade i enlighet med förslaget.

Det upplystes vidare att valberedningen föreslagit att bolaget ska ha en revisor och ingen revisorssuppleant.

Stämman beslutade i enlighet med förslaget.

12. Fastställande av styrelse- och revisorsarvoden

Det upplystes att valberedningen föreslagit att arvode till styrelsen ska utgå med 920 000 kronor till ordföranden och 370 000 kronor till envar av övriga bolagsstämموvalda ledamöter som inte är anställda i bolaget, att arvode för arbete i revisionsutskottet ska utgå med 170 000 kronor till utskottets ordförande och 85 000 kronor vardera till övriga ledamöter, samt att arvode för arbete i ersättningsutskottet ska utgå med 50 000 kronor till utskottets ordförande och 35 000 kronor vardera till övriga ledamöter.

Stämman beslutade i enlighet med förslaget.

Därutöver upplystes att valberedningen föreslagit att arvode till revisor ska utgå enligt särskilt därom träffad överenskommelse.

Stämman beslutade i enlighet med förslaget.

13. Val av styrelseledamöter samt revisorer och eventuella revisorssuppleanter

Det upplystes att valberedningen för tiden intill slutet av nästa årsstämma föreslagit omval av styrelseledamöterna Per Bertland, Mikael Jonson, Kerstin Lindell, Henriette Schütze och Anders Wassberg. Det upplystes vidare att valberedningen föreslagit omval av Per Bertland till styrelsens ordförande.

Noterades att de för omval föreslagna styrelseledamöternas uppdrag i andra bolag finns presenterade i årsredovisningen och på bolagets webbplats.

Stämman valde styrelse och styrelseordförande i enlighet med valberedningens förslag.

Upplystes vidare att valberedningen, i enlighet med revisionsutskottets rekommendation, föreslagit omval av det registrerade revisionsbolaget Ernst & Young AB för tiden till och med utgången av årsstämman 2026. Noterades att Ernst & Young AB informerat bolaget om att auktoriserade revisorn Martin Henriksson kommer att vara huvudansvarig revisor.

Stämman beslutade i enlighet med valberedningens förslag.

14. Beslut om instruktion för valberedningen

Det upplystes att valberedningen föreslagit en reviderad instruktion för valberedningen i enlighet med Bilaga 2. Aktieägarna gavs tillfälle att ställa frågor.

Stämman beslutade i enlighet med valberedningens förslag.

15. Beslut om godkännande av ersättningsrapport

Per Bertland föredrog styrelsens förslag om godkännande av styrelsens rapport över ersättningar enligt 8 kap. 53 a § aktiebolagslagen. Noterades att styrelsens rapport funnits tillgänglig på bolagets huvudkontor och bolagets hemsida senast från och med den 24 april 2025. Noterades även att handlingen fanns tillgänglig vid stämman, och att den därmed var behörigen framlagd.

Stämman beslutade att godkänna styrelsens ersättningsrapport enligt 8 kap 53 a § aktiebolagslagen.

16. Beslut om riktlinjer för ersättning till ledande befattningshavare

Per Bertland föredrog styrelsens förslag till riktlinjer för ersättning till ledande befattningshavare i enlighet med Bilaga 3. Noterades att förslaget funnits tillgängligt för aktieägarna på bolagets huvudkontor och bolagets hemsida senast från och med den 24 april 2025. Noterades även att handlingen fanns tillgänglig vid stämman, och att den därmed var behörigen framlagd. Aktieägarna gavs tillfälle att ställa frågor.

Stämman beslutade i enlighet med styrelsens förslag.

17. Beslut om bemyndigande för styrelsen att besluta om nyemission av aktier

Per Bertland föredrog styrelsens förslag till bemyndigande för styrelsen att besluta om nyemission av aktier i enlighet med Bilaga 4. Noterades att förslaget funnits tillgängligt för aktieägarna på bolagets huvudkontor och bolagets hemsida senast från och med den 24 april 2025. Noterades även att handlingen fanns tillgänglig vid stämman, och att den därmed var behörigen framlagd.


Upplyste ordföranden att beslutet ska biträdas av två tredjedelar av såväl avgivna röster som vid stämman företrädde aktier.

Stämman beslutade i enlighet med styrelsens förslag. Det antecknades att beslutet fattades med erforderlig majoritet.

18. Stämmans avslutning

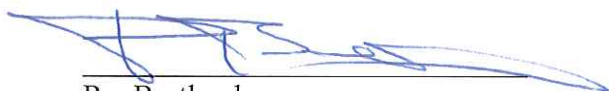
Ordföranden förklarade stämman avslutad.

Vid protokollet:

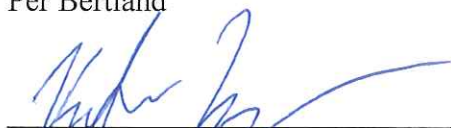


Jakob Wijkander

Justeras:



Per Bertland



Victor Johansson



Oscar Bergman

Instructions for the Nomination Committee:

The Nomination Committee proposes the following revised instructions for the Nomination Committee.

The Nomination Committee in Inwido AB shall be composed of representatives of the three largest shareholders in the Company in terms of voting rights based on the share register kept by Euroclear Sweden AB as of the last banking day in August each year or other reliable ownership information which has been provided to the Company at such time¹. In addition to these three members, the company's chairman of the board shall be co-opted into the nomination committee. If any of the three largest shareholders in terms of voting rights chooses to waive their right to appoint a member to the Committee, or otherwise may be considered to have waived such a right, the shareholder who subsequently has the largest shareholding in the company in terms of voting rights, shall be given the opportunity to appoint a member to the Committee.

The Chairman of the Board will convene the first meeting of the Nomination Committee. The member representing the largest shareholder in terms of voting rights shall be appointed Chairman of the Nomination Committee, unless the nomination committee unanimously decides that another member shall be the chairman. The composition of the Nomination Committee for each Annual General Meeting is to be announced no later than six months before such meeting.

If, earlier than three months prior to the Annual General Meeting, one or more of the shareholders having appointed representatives to the Nomination Committee no longer are among the three largest shareholders in terms of voting rights, representatives appointed by these shareholders shall resign, and the shareholder or shareholders who has then become one of the three largest shareholders in terms of voting rights may appoint representatives to the Nomination Committee. If such a change of ownership occurs later than three months before the Annual General Meeting or only entails marginal changes in the number of votes, the composition of the already formed Nomination Committee shall not be changed. Should a member resign from the Nomination Committee before its work is completed and the Nomination Committee considers it necessary to replace him or her, such substitute member is to represent the same shareholder or, if the shareholder is no longer one of the largest shareholders in terms of voting rights, the largest shareholder in turn. Changes in the composition of the Nomination Committee shall be made public immediately.

Remuneration shall not to be paid to the members of the Nomination Committee. The company is to pay any necessary expenses that the Nomination Committee may incur in its work. All information that the members of the Nomination Committee receive within their assignment or otherwise receive from the Company shall be treated strictly confidential and may not be disclosed to third parties before the information has been published. The term of office for the Nomination Committee ends when the composition of the following Nomination Committee has been announced.

The Nomination Committee shall prepare proposals to the Annual General Meeting in respect of: Chairman at the meeting, number of Board members, election of members and Chairman of the Board, election of auditor, remuneration to the Board (divided between the Chairman and the other Board members as well as for committee work), remuneration to the company's auditor and, to the extent necessary, proposal for changes of these instructions for the Nomination Committee.

These instructions for the Nomination Committee shall apply until further notice.

The Nomination Committee in Inwido AB (publ)

¹ When determining who are the three largest shareholders with regard to the number of votes held, a group of shareholders shall be considered one owner if they (i) have been organised as a group in the Euroclear system or (ii) have made public and notified the Company that they have made a written agreement to take, through the coordinated exercise of voting rights, a common long-term view on the management of the Company. Should the share register include nominee registered shareholdings, such shareholdings shall only be considered if the nominee has reported the identity of the underlying shareholder to Euroclear Sweden AB or if the Company receives other reliable ownership information that evidences the identity of the underlying shareholder.

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

The Board of Directors of Inwido AB (publ) ("Inwido") proposes that the annual general meeting 2025 resolves on the following guidelines for executive remuneration, entailing minor adjustments regarding the targets for variable cash remuneration.

Individuals who are senior executives of Inwido, which include the CEO and other members of the Group Management of Inwido during the period of which these guidelines are in force, fall within the provisions of these guidelines. The guidelines are forward-looking, i.e. they are applicable to remuneration agreed, and amendments to remuneration already agreed, after adoption of the guidelines by the annual general meeting 2025. These guidelines do not apply to any remuneration decided or approved by the general meeting.

To the extent a member of the Board performs services for Inwido in addition to the Board assignment, certain cash remuneration may be paid for such work. The cash remuneration shall be at market level, based on the nature and contribution of such work.

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

Inwido acquires, owns and develops Europe's leading companies within the window and door industry. Today, Inwido is Europe's largest windows group and a natural home for the region's strongest companies. The key to Inwido's success is the local connection. A prerequisite for the successful implementation of Inwido's business strategy and safeguarding of its long-term interests, including its sustainability, is that Inwido is able to recruit and retain qualified personnel. To this end, it is necessary that Inwido offers competitive remuneration. These guidelines enable the company to offer the executive management a competitive total remuneration. For more information regarding the company's business strategy, please see <https://www.inwido.com/>.

Types of remuneration, etc.

The total remuneration and the terms and conditions for the senior executives shall be based on relevant market conditions and shall be comprised of a balanced mixture of 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.

Fixed cash salary

The fixed cash salary shall be determined taking into account the executive's responsibility, authority, competence and experience.

Variable cash remuneration

Annual (STI bonus) variable cash remuneration shall be linked to predetermined, well-defined and measurable criteria for the group, which can be financial or non-financial. The variable cash remuneration may amount to not more than 55 percent for the CEO and 45 percent for other senior executives of the total fixed cash salary under the measurement period for such criteria. The criteria for variable cash remuneration shall relate to growth, profitability (earnings per share and operational EBITA), capital efficiency, and ESG. The satisfaction of criteria for awarding variable cash remuneration shall be measured over a period of one or several years. The criteria for awarding variable cash remuneration shall aim at promoting Inwido'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. For the purpose of promoting a common endeavor to

achieve Inwido's business strategy, long-term interests and sustainable development of Inwido, and ultimately an increased shareholder value, the senior executives shall have the same financial criteria for awarding variable cash remuneration. In addition, senior executives shall be able to receive an additional long-term variable cash bonus (LTI bonus) amounting to a maximum of 70 percent of the fixed cash salary for the CEO and 40 percent of the fixed cash salary for other senior executives based on the development in earnings per share, measured over a three-year period, where the payment of the cash bonus is conditional on the senior executive investing the entire amount after tax in shares in Inwido and then holding them during their employment, but at least for three years (with customary exceptions).

Pension benefits

For the CEO and other executives, pension benefits, including health insurance (Sw: sjukförsäkring), shall be premium defined unless the executive concerned is subject to defined benefit pension under mandatory collective agreement provisions. Variable cash remuneration equivalent to maximum 50 per cent of the annual maximum variable cash remuneration (STI bonus) shall qualify for pension benefits, unless otherwise required by mandatory collective agreement provisions. The pension premiums for premium defined pension shall amount to not more than 30 per cent of the pensionable income for the CEO and not more than 25 per cent of the pensionable income for other executives.

Other benefits

Other benefits than fixed cash salary, variable cash remuneration and pension benefits shall be applied restrictively. Such other benefits may include, for example, life insurance, medical insurance (Sw: sjukvårdsförsäkring) and company car, and may amount to not more than 10 per cent of the fixed annual cash salary.

Additional remuneration

Additional variable cash remuneration may be awarded in extraordinary circumstances, provided that such extraordinary arrangements are limited in time and only made on an individual basis, either for the purpose of recruiting or retaining executives, or as remuneration for extraordinary performance beyond the individual's ordinary tasks. Such remuneration may not exceed an amount corresponding to 100 per cent of the fixed annual cash salary and may not be paid more than once each year per individual. Any resolution on such remuneration shall be made by the Board of Directors based on a proposal from the Remuneration Committee.

Foreign employments

Remuneration under employments subject to other rules than Swedish may be duly adjusted to comply with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines.

Executives who are expatriates to or from Sweden may receive additional remuneration and other benefits to the extent reasonable in light of the special circumstances associated with the expat arrangement, taking into account, to the extent possible, the overall purpose of these guidelines. Such benefits may not in total exceed 25 per cent of the fixed annual cash salary.

Remuneration to Board members

To the extent a member of the Board performs services for Inwido, in addition to the board assignment, certain cash remuneration may be paid for such work (consulting fee), provided that such services promote the implementation of Inwido's business strategy and long-term interests, including its sustainability. The annual consultant fee shall be at market terms and be related to the benefit for Inwido. For each Board member, such consultant fee may not exceed 100 per cent of the annual fee for the Board member. Such consultant fees, as well as other terms and conditions, shall be determined by the Board of Directors.

The satisfaction of criteria for awarding variable cash remuneration, etc.

The Remuneration Committee shall prepare, monitor and evaluate matters related to variable remuneration. To which extent the criteria for awarding variable cash remuneration has been satisfied shall be evaluated and determined, respectively, when the measurement period has ended. For financial objectives, the evaluation shall be based on the latest financial information made public by Inwido. Remuneration to the CEO is resolved by the Board of Directors upon the Remuneration Committee's proposal. Remuneration to other senior executives is resolved by the Remuneration Committee upon the CEO's proposal.

Programs and criteria for variable cash remuneration shall be designed in such a way as to enable the Board of Directors, if exceptional financial conditions prevail, to restrict or omit payment of the variable cash remuneration if such action is deemed reasonable and consistent with Inwido's responsibility towards shareholders, employees and other stakeholders. The Board of Directors shall have the possibility, pursuant to applicable law or contractual provisions, to in whole or in part reclaim variable remuneration paid on incorrect grounds.

Termination of employment

The notice period may not exceed twelve months if notice of termination of employment is made by Inwido. Fixed cash salary during the period of notice and any severance pay shall together not exceed an amount equivalent to the CEO's fixed cash salary for 18 months, and twelve months for other executives. The period of notice may not to exceed six months without any right to severance pay when termination is made by the executive.

After the termination of the employment, senior executives may be compensated for non-compete undertakings, however, only to the extent severance pay is not paid during the same period of time. The purpose of such remuneration shall be to compensate the senior executive for the difference between the fixed salary at the time of termination of the employment, and the (lower) income which is obtained, or could be obtained, by a new employment agreement, assignment or own business. The remuneration may be paid during the period the non-compete undertaking is applicable, and no longer than a period of 24 months after the termination of the employment.

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

The Board of Directors has established a Remuneration Committee, which deals with remuneration matters for senior executives. 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 senior executives, the application of the guidelines for executive remuneration as well as the current remuneration structures and compensation levels in Inwido. The members of the Remuneration Committee are independent of Inwido and its executive management. The CEO and other senior executives 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.

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 Inwido's long-term interests, including its sustainability, or to ensure Inwido'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.

Shareholders' view

The Board has not received any comments from shareholders on the guidelines for remuneration to senior executives.

Proposal by the Board on authorisation for the Board to resolve on new share issues

The Board proposes that the annual general meeting resolves to authorize the Board to resolve on new issues of shares on the following terms and conditions:

1. The authorization may be exercised on one or several occasions up to the annual general meeting 2026.
2. Maximum 5,796,752 shares, corresponding to 10 per cent of the company's share capital, may be issued.
3. An issue may be made with or without deviation from the shareholders' preferential right.
4. An issue may be made against cash payment, by set-off or by contribution in kind.
5. The subscription price shall, at deviation from the shareholders' preferential right, be determined in accordance with market practice. The Board shall be entitled to determine other terms of the issue.

The purpose of the above authorization and the reason for the deviation from the shareholders' preferential right is to enable the company, by way of issues of new shares for payment in cash, in kind or through set-off, to strengthen the company's ability to carry out or finance company acquisitions, or to strengthen the company's capital base in connection therewith.

The Board, or anyone appointed by the Board, shall be authorized to make such minor adjustments of the resolution of the general meeting that may be necessary in connection with registration with the Swedish Companies Registration Office.

Majority requirement

Under the Swedish Companies Act, the resolution of the general meeting on authorization for the Board to resolve on new share issues requires the support of shareholders representing at least two-thirds of both the number of votes cast and the shares represented at the meeting in order to be valid.

Malmö in April 2025
The Board of Directors of Inwido AB (publ)
