

Probi AB (publ) Dividend proposal and motivated statement

The Board of Directors and the managing director of Probi AB propose that distributable earnings of SEK 995,280,444

shall be distributed as follows:

A dividend of SEK 1.00 per share¹ to be distributed to the shareholders, in the amount of SEK 11,394,125

To be carried forward SEK 983,886,319

In total **SEK 995,280,444**

As record day for the right to cash dividend, the Board of Directors proposes May 15, 2020. It is expected that the dividend will be paid to the shareholders on May 20, 2020.

Motivated statement

The Board of Directors has proposed that the Annual General Meeting 2020 resolves on a profit distribution meaning that a dividend of SEK 1.00 per share be distributed to the shareholders. Consequently, based on the total number of 11,394,125 outstanding shares in the company entitling to dividend the dividend amounts to a total of 11,394,125.

The Board of Directors has determined that the restricted equity of the company will not be impaired by the distribution of the proposed dividend.

In addition, the Board of Directors considers that the proposed dividend to the shareholders is justifiable considering the factors stated in Chapter 17 Section 3 second and third paragraphs of the Swedish Companies Act (including the nature, scope and risks of the business as well as consolidation needs, liquidity and position in general). In this connection, the Board of Directors would like to state the following.

The nature, scope and risks of the business

According to the Board of Directors, the shareholders' equity of the company and the group will, after distribution of the dividend, be sufficient in proportion to the nature, scope and risks of the business. The Board of Directors has in this connection taken into consideration factors such as the historic development of the company and the group, the development according to budget and the state of the market.

¹ The company has a total of 11,644,125 outstanding shares, whereof 250,000 shares as per the record date for the dividend is expected to be held by the company and therefore do not entitle to any dividend.

Consolidation needs

The Board of Directors has made a comprehensive judgement of the financial position of the company and the group as well as the ability of the company and the group to fulfill short- and long-term obligations. The proposed dividend constitutes in total 1 per cent of the shareholders' equity of the company and 1 per cent of the shareholders' equity of the group.

Adjusted for the accomplished dividend distribution the company's and the group's equity/assets ratio as per December 31, 2019 amounts to 95 per cent and 89 per cent, respectively. Accordingly, the equity/assets ratio of the company and the group is satisfactory in view of the group's line of business. The Board of Directors is of the opinion that the company and the group will be able to assume future business risks and also cope with prospective losses. The dividend will not have a negative impact on the company's and the group's ability to make further investments justified from a business perspective according to the plans of the Board of Directors.

Liquidity

The liquidity of the company and the group will be able to be maintained on a secure level. The proposed dividend will not affect the company's and the group's ability to fulfill their payment obligations neither on short or long term. The company and the group have sufficient access to short-term as well as long-term credit facilities. The credits may be utilized at short notice and, accordingly, the Board of Directors considers that the company and the group are well prepared to handle any changes in liquidity as well as unexpected events.

Position in general

In addition to what is stated above, the Board of Directors has considered other known circumstances that may be of importance to the economic position of the company and the group. The Board of Directors has not noted any circumstances that would suggest that the proposed dividend is not justifiable.

Valuation to net realizable value – unrealized profits

The Company's equity would not have been significantly impacted as per December 31, 2019, if financial instruments, having been valued at actual value pursuant to Chapter 4, Section 14a of the Swedish Annual Accounts Act, had instead been valued at the lower of cost or market as the difference amounts to TSEK 566 as of this date.

Lund in February 2020
Probi AB (publ)
The Board of Directors