

To holders of AFRY AB convertible bonds 2019/2023, KV 10 B

Your holding of convertible is the nominal amount SEK:

Conversion period

The conversion period for AFRY convertible bonds 2019/2023, KV 10 B starts in June 2022. The convertible bond can be converted (exchanged) to series B shares in AFRY ("AFRY shares") during the period of 15 June 2022 to 15 March 2023 inclusive.

Your choice

You decide for yourself **whether** and **when** you choose to exchange your convertible bonds for shares during the conversion period from 15 June 2022 to 15 March 2023. If you do not call for conversion then you will receive your nominal amount back automatically on the closing of the convertible bond program on 10th April 2023. If you choose to convert you will not receive accrued interest for your convertible bond.

- If the AFRY share price on the stock exchange is **higher** than the conversion price, a conversion is typically relevant.
- If the AFRY share price on the stock exchange is **lower** than the conversion price, having the nominal amount paid back (plus interest) on the closing of the program is typically relevant.

The following information covers the conversion into AFRY shares.

Conversion price

The conversion price is set at 232,10 SEK per share. You can see how many shares you will receive on conversion by dividing the nominal amount of your convertible bonds by the conversion price 232,10 SEK. The conversion price is applied for conversion regardless of the current price of the AFRY share on the stock market.

Example:

If you have been allocated convertible bonds for a nominal amount of 900,000 SEK, you will receive 3 877 shares on conversion ($900,000 / 232,10 = 3\,877,64$). The difference not evenly divisible with the conversion price, will be paid out in cash. In this case SEK 148,30.

Simplified scenarios of selling the 3 877 AFRY shares obtained in the above example:

- If the stock exchange share price is lower than the conversion price at the time of the selling, e.g. 190.00 SEK you would, in the example above, receive 736 630 SEK at the selling of the shares (excluding fees). In other words, the stock exchange value for the shares that you sell can be lower than your nominal amount.
- If the stock exchange share price is higher than the conversion price at the time of selling, e.g. 240.00 SEK, you would, in the example above, receive 930 480 SEK (excluding fees). In other words, the stock exchange value for the shares that you sell can be higher than your nominal amount.

Cut off dates

Conversion takes place at certain pre-determined dates, the cut off dates, during the conversion period between 15 June 2022 to 15 March 2023. The first cut off date occurs on 21 July 2022 and the last cut off occurs on 15 March 2023. After each cut off date the new shares will be registered at the Swedish Companies Registration Office and then they will be delivered to you as soon as possible. This takes approximately two weeks after the cut off date with the exception of the last cut off date 15th March 2023 which takes longer. Please see **Appendix 1** for further information about the cut off dates.

A request for conversion or the conversion of convertible bonds cannot be made by a participant possessing inside information regarding AFRY (e.g. when listed in an insider logbook).

Further, if you are a PDMR (*Person Discharging Managerial Responsibilities*) you cannot request for conversion, and convertible bonds held by PDMRs will not be converted, during the so called "closed periods" (which start 30 days before the publication of the interim financial reports). Please refer to the specific conversion guideline for PDMRs (<https://www.fi.se/en/markets/investors/pdmr-transactions/>) for further information about e.g., reporting obligations following conversion.

Important information in the event of changes in the share price after conversion has been called for

Once you have requested for conversion, your investment is no longer protected against fluctuations on the stock market. Please note that from your selected conversion cut off date, the conversion will normally take around two weeks to be completed. However, if you request for conversion after 27 January 2023, you will have to wait until after the 2023 Annual General Meeting to receive your tradeable AFRY shares.

During the period from your requested conversion until you receive your shares, the share price may change. The risk of changes in the price of the AFRY shares will be assumed by yourself (the party who has requested the conversion). Please note that a request for conversion is binding and may not be changed or withdrawn.

How do I proceed?

If and **when** you have decided to submit a request for conversion, you should proceed as follows:

If you have a custody account with Handelsbanken

Anyone with a custody account with Handelsbanken will receive a letter from Handelsbanken before 15 June 2022 with the opportunity to respond and call for conversion.

The signed response with submission for conversion should be sent to afry@handelsbanken.se together with a scanned copy of your valid passport. This letter will also be available on www.afry.com/en/convertible-debenture-programme-2019 (but without the prefilled information). If you have financed your convertible bond with a bank loan in Handelsbanken, you have to repay your bank loan when you have converted the bonds to shares, see below "Repayment of loan".

If you have a custody account with another bank than Handelsbanken

Anyone with a custody account with another bank than Handelsbanken needs to follow the instructions and routines for conversion of that particular bank. When you want to submit for conversion, please contact your bank well in advance of the cut off date. The last day of request for conversion set out in Appendix 1 only refers to those with a custody account in Handelsbanken. Therefore, you may need to submit for conversion at an earlier date to your bank.

Potential sale of shares

When your convertible bond has been exchanged to AFRY shares, you can choose to keep your shares (see "Repayment of loan" below) or you can sell them. If you wish to sell your shares, please contact the bank where you have your custody account. If you have a citizenship other than Swedish or if you have more than one citizenship, you have to enter your National ID (NID-number) on the order form.

For those with a custody account with Handelsbanken, you will find an order form (which is partially filled in) at www.afry.com/en/convertible-debenture-programme-2019. A duly filled in and signed sell order form should be submitted to Handelsbanken together with a copy of your valid passport to Handelsbanken Arenastaden office via email: afry@handelsbanken.se.

Repayment of bank loan

If you have financed your convertible bond with a loan in Handelsbanken, you have to repay your bank loan when you have converted the bonds to shares. You also have to pay accrued interest for the last period. In the event of conversion you do not receive accrued interest for your convertible bond. The bank loan must be repaid within one month after the applicable cut off date. If you have not contacted Handelsbanken within this deadline, your share will be sold by the bank to pay off your loan.

You will receive the shares around two weeks after the cut off date (with the exception of the last cut off date of 15 March 2023). If you wish to sell some or all shares in order to pay off your bank loan, you can place a sell order via the order form (see above "Potential sale of shares"). If you have questions regarding your bank loan, please feel free to contact Handelsbanken Arenastaden office via email: afry@handelsbanken.se.

More information

More information about the convertible debenture program can be found in the information brochure which you received when applying for the program in 2019 as

well as in the full program terms & conditions document. Both documents can be found at **www.afry.com/en/convertible-debenture-programme-2019**.

Tax

We recommend that you consult your personal tax advisor.

More questions

If you have questions regarding conversion, please contact:

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Stockholm, 24 May 2022

AFRY AB

Appendix 1 – Cut off dates and important dates for conversions.

Cut off dates

- **21 July 2022**
- **16 August 2022**
- **9 September 2022**
- **1 November 2022**
- **6 December 2022**
- **27 January 2023**
- **15 March 2023**

A request for conversion or the conversion of convertible bonds cannot be made by a participant possessing inside information regarding AFRY (e.g. when listed in an insider logbook).

Further, if you are a PDMR (*Person Discharging Managerial Responsibilities*), you cannot request for conversion, and convertible bonds held by PDMRs will not be converted, during the so called "closed periods" (which start 30 days before the publication of the interim financial reports). Please refer to the specific conversion guideline for PDMRs (<https://www.fi.se/en/markets/investors/pdmr-transactions/>) for further information about e.g., reporting obligations following conversion.

The cut off dates above shows when the application for conversion must have reached Handelsbanken, at the latest, if you have your convertible in a custody account with Handelsbanken, **in order for you to receive the AFRY shares** as soon as possible thereafter. **Note:** If you have your convertible in a custody account in another bank than Handelsbanken you need to contact your bank well in advance before the relevant cut off date, and submit for your conversion request according to your bank's instructions. Your bank may require that you submit your request prior to the relevant cut off date.

In connection with conversion it normally takes about two weeks after the cut off date before you receive your shares in AFRY (with exception of the last conversion date, 15 March 2023, see below).

Upon conversion you may not receive both interest for your convertible bond and shares with entitlement to the AFRY dividend for working year 2022. This means that if you request for conversion before 27 January 2023 you will receive shares with the right to dividend in AFRY, but you will not receive interest for 2022/2023.

The following important dates and alternatives apply for conversions:

- 1) If you wish to receive shares entitling to the *dividend* for working year 2022, your filled in and signed application for conversion must have reached Handelsbanken on the cut off date 27 January 2023 at the latest. You will in this case not receive any interest payment for the convertible bond on the 10 February 2023. You will receive AFRY shares entitling you to the dividend instead. If you are a PDMR, you must submit your request to Handelsbanken no later than the cut off date 6 December 2022, due to the closed period to the year end report.

- 2) If you wish to receive *interest* on your convertible bond for the period 10 February 2022 – 10 February 2023 instead, you will have to be registered as holder of the convertible bond on the 3 February 2023, i.e. on the record date for the interest payment. Application for conversion will then have to be made **after** the 27 January 2023. In this case you will receive interim shares *not* entitling to the dividend for the working year 2022. Please note that these interim shares will not be exchanged into ordinary shares until after the Annual General Meeting (AGM) and when the record date for the 2023 dividend has passed. Only when the 2023 AGM has passed you will get the ordinary B-shares in AFRY, which are quoted on the Nasdaq Stockholm Exchange and therefore saleable.

The Board's proposal for share dividend for the working year 2022 is expected to be made public in February 2023.