

Notice of Extraordinary General Meeting of Nordic Waterproofing Holding A/S

To the shareholders in Nordic Waterproofing Holding A/S (company registration (CVR) no. 33 39 53 61), notice is hereby given of the extraordinary general meeting of Nordic Waterproofing Holding A/S to be held on **Wednesday, 21 December 2016 at 2:00 p.m. CET at the Company's offices, Drottninggatan 11 in Helsingborg, Sweden.**

Proposal of agenda

1. Opening of the meeting and election of the chairman of the meeting
2. Preparation and approval of the voting list
3. Election of one or two persons to verify the minutes
4. Determination of whether the Meeting has been duly convened
5. Approval of the Agenda
6. Election of new member of the board of directors
7. Authorization to the chairman of the meeting
8. Conclusion of the meeting

The proposals of the board of directors

Item 6.

The board of directors proposes the election of Riitta Palomäki as new member of the board of directors. Riitta Palomäki is considered independent in relation to the company, the executive management and the company's major shareholders according to the Swedish Corporate Governance Code section 4.4 and 4.5.

Riitta Palomäki is Executive Vice President and CFO of Uponor Oy. Upon graduation from Turkku School of Economics in 1983, Riitta joined Strömberg Oy (later acquired by and integrated into ABB) as systems analyst and systems manager on the IT side. Riitta was the CIO of ABB Industry Oy 1988–1990. She was promoted to the role as Financial Director of ABB Service Oy, with responsibility for the financial as well as the IT side of the business. From 1991 to 1997, Riitta was Financial Director with ABB Services. After three years at Konecranes and ABB Finland Oy, respectively, as Financial Director she took on her first Group CFO role when joining Kuusakoski in 2003. In 2009, Riitta moved into her current position as CFO of Uponor Oy. Riitta joined the board of directors of Componenta Oy in 2012 and is the head of the audit committee.

Information about the new board member proposed and the Nomination Committee's work is available at www.nordicwaterproofing.com.

Item 7.

The board of directors proposes that the chairman of the general meeting be authorized to make such minor alterations, amendments or additions to the resolutions passed by the general meeting and the application for registration of the resolutions to be filed with the Danish Business Authority (*DK: Erhvervsstyrelsen*) as the authority may require for registration.

Share capital and voting rights

The share capital of Nordic Waterproofing A/S amounts to nominally DKK 24,083,935, divided into shares of nominally DKK 1.00. Each share of nominally DKK 1.00 entitles the holder to one vote at the general meeting.

Total number of shares: 24,083,935

Total number of votes: 24,083,935

Registration date, admission cards, proxy and postal vote

Registration date

The shareholders' right to attend and cast their votes at the company's extraordinary general meeting is determined on the basis of the number of shares held by the shareholders on the date of registration.

The date of registration is Wednesday, 14 December 2016.

The number of shares held by each shareholder in the company on the date of registration is calculated as of the expiry of the registration date. The calculation will be based on the registration of shares in the register of shareholders and such duly documented notifications to the company regarding the acquisition of shares that have not yet been recorded in the register of shareholders but have been received by the company before expiry of the registration date.

In order to be recorded in the register of shareholders, information about shareholdings must be substantiated by the presentation of a transcript from VP Securities A/S or other similar documentation that may not be more than one month old. Such documentation must be received by the company before the expiry of the registration date.

Admission cards

A shareholder or proxy wishing to attend the general meeting must submit a request for an admission card so that it has been received by the company no later than Friday, 16 December 2016, at 11.59 p.m. CET. Admission cards can be requested by submitting the request for admission card form by regular mail to Nordic Waterproofing Holding A/S, Drottninggatan 11, SE-251 21 Helsingborg, Sweden or by email (scanned copy) to egm@nordicwaterproofing.com. The request for admission card form is attached to this notice as Appendix 1 and is also available on the website of the company, www.nordicwaterproofing.com. If an admission card has been lost or otherwise not received by a shareholder who has submitted a request, a new admission card can be obtained at the venue of the general meeting upon presentation of identification.

Proxy

A shareholder may be represented at the general meeting by proxy. The shareholder who elects to appoint a proxy must submit a proxy form so that it has been received by the company no later than Friday, 16 December 2016, at 11:59 p.m. CET. The proxy form can be submitted by regular mail to Nordic Waterproofing Holding A/S, Drottninggatan 11, SE-251 21 Helsingborg, Sweden or by email (scanned copy) to egm@nordicwaterproofing.com. The proxy form is attached to this notice as Appendix 2 and is also available on the website of the company, www.nordicwaterproofing.com.

Postal vote

A shareholder may vote by post before the general meeting is held. The shareholder who elects to vote by post must submit his/hers postal vote so that it has been received by the company no later than Tuesday, 20 December 2016, at 12 noon CET. The postal vote can be submitted by regular mail to Nordic Waterproofing Holding A/S, Drottninggatan 11, SE-251 21 Helsingborg, Sweden or by email (scanned copy) to egm@nordicwaterproofing.com. The form to be used for voting by post is attached to this notice as Appendix 2 and is also available on the website of the company, www.nordicwaterproofing.com. A vote by post that has been received by the company cannot be

revoked. A postal vote is also binding and cannot be withdrawn if the shareholder attends the general meeting. Please note that letters may be in the mail for several days.

Information to shareholders who hold their shares through Euroclear Sweden AB

The following information is to shareholders who hold their shares through Euroclear Sweden AB ("Euroclear Sweden").

In order to attend the general meeting and exercise your voting rights, you must register your voting rights in the register of shareholders kept by Euroclear Sweden (the "Register of Shareholders") and complete the admission card form in accordance with the instructions set out above. If you want to exercise your voting right by proxy or by postal vote, you must also register your voting rights in the Register of Shareholders and complete the proxy or postal vote form (Appendix 2) in accordance with the instructions set out above.

Registration process for voting rights – Direct-registered holders

Shareholders who hold their shares on an account directly with Euroclear Sweden, a CSD-account (*SE: VP-konto*) will automatically be included in the register of shareholders and do not have to perform any registration regarding voting rights.

Registration process for voting rights – Nominee-registered holders

To be registered and entitled to vote at the general meeting, shareholders who hold shares via a nominee must act in accordance with the instructions set out below:

Nominee-registered shareholders must request the nominee to register their shares temporarily in their own name in the register of shareholders. The request for registration of voting rights shall be submitted to the nominee in sufficient time to allow the registration to be effective and completed at Euroclear Sweden in due time before end of business (CET) on 14 December 2016.

Publication of notice

The agenda and the full text of the proposed resolutions are included in this notice.

This notice, including the agenda and the full text of the proposed resolutions, information about the total number of shares and votes on the date of the notice, the request for admission card form, the proxy form, and the form to be used for voting by post will be available on 25 November 2016 at www.nordicwaterproofing.com under **Shareholder meetings**.

This notice, including the agenda and the full text of the proposed resolutions, the request for admission card form, the proxy form, and the form to be used for voting by post will also be sent by email on 25 November 2016 to the registered shareholders who have registered their email addresses with Nordic Waterproofing Holding A/S in accordance with article 11.3 of the articles of association.

Majority requirements

The following requirements for adoption of the proposed resolutions must be fulfilled in order for the proposed resolutions to be considered adopted:

- The proposed resolutions under items 6 and 7 can be adopted by a simple majority of votes.

Vejen, 25 November 2016

Board of directors of Nordic Waterproofing Holding A/S

For further information, please contact:

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About Nordic Waterproofing

Nordic Waterproofing, in its current form, was established in 2011 by Axcel, by means of a merger of the Swedish and Danish waterproofing subsidiaries of Trelleborg AB's and Lemminkäinen Oy's roof installation businesses. Today, Nordic Waterproofing is one of the leading providers in the waterproofing market in northern Europe. The Company provides high-quality products and solutions for waterproofing in Sweden, Finland, Denmark, Norway, Belgium, the Netherlands, Poland, the United Kingdom and Germany. In Finland and in Denmark, through part-owned franchise companies, the Company also provides installation services. Nordic Waterproofing markets its products and solutions under nine brands, all with an extensive heritage, most of which are among the most established and well-recognized brands in waterproofing in their respective markets, such as Matakí, Trebolit, Phønix Tag Materialer, Kerabit, Nortett and SealEco. Nordic Waterproofing is listed in the Mid Cap segment on Nasdaq Stockholm, with the stock ticker NWG.

For more information about Nordic Waterproofing, visit www.nordicwaterproofing.com