

## Bulletin from the annual general meeting of Nordic Waterproofing Holding A/S

Today, on 24 April 2019, the annual general meeting of Nordic Waterproofing Holding A/S (the "Company") was held at Radisson Blu Metropol Hotel, Carl Krooks gata 16 in Helsingborg, Sweden.

### 1. The board of directors' report on the Company's activities in the past financial year

*The meeting took note of the board of directors' report on the Company's activities in the past financial year.*

### 2. Presentation and adoption of the annual report, including determination of the remuneration for the board of directors

The meeting approved the annual report, including the remuneration for the board of directors for the financial year 2018.

### 3. Appropriation of profit or settlement of loss pursuant to the adopted annual report

The meeting approved the boards proposal for appropriation of profit and the distribution of an amount of SEK 96,335,740 to the shareholders as dividends. The record date for the dividend is Friday 26 April 2019 and the expected payment date is Thursday 2 May 2019.

### 4. Resolution to grant discharge of liability to members of the board of directors and the executive management

The meeting granted discharge of liability to members of the board of directors and the executive management.

### 5. Election of members to the board of directors

The meeting resolved to approve the nomination committee's proposal to re-elect Ulf Gundemark as chairman of the board of directors, to re-elect Allan Jørgensen, Riitta Palomäki, Mats O. Paulsson and Kristina Willgård as members of the board of directors, and to elect Steffen Baungaard as new member of the board of directors for the period until the close of the next annual general meeting.

Steffen Baungaard, born 1967, is Group CEO & President of HusCompagniet, and Member of the Board of Directors of Arkil Holding A/S, Carl Ras A/S, and M.B. Packaging.

Please see [www.nordicwaterproofing.com](http://www.nordicwaterproofing.com) for more information about the new member.

Following the resolution of the annual general meeting, the board of directors of the Company is composed by Ulf Gundemark, Allan Jørgensen, Riitta Palomäki, Mats O. Paulsson, Kristina Willgård and Steffen Baungaard.

### 6. Election of auditor and determination of the remuneration for the auditor

The meeting resolved to approve the nomination committee's proposal to elect Deloitte Statsautoriseret Revisionspartnerselskab as the Company's auditor, as well as the proposed remuneration for the auditor.

## 7. Proposals from the board of directors and shareholders

### 7.1 Resolution to authorize the board of directors to acquire treasury shares

The meeting granted an authorization until the next annual general meeting for the board of directors to acquire the Company's own shares for up to ten (10) per cent of the Company's share capital at any time, provided that the acquisition, in accordance with the Danish Companies Act section 197, can be financed by the funds that may be distributed as ordinary dividends. Acquisitions shall be made on Nasdaq Stockholm and at a price per share contained within the at each time prevailing price interval for the share. Payment for the shares shall be made in cash.

### 7.2 Resolution to authorize the board of directors to resolve to establish a Long Term Incentive Program 2019

The meeting authorized the board of directors to resolve to establish the LTIP 2019 principally based on the terms and conditions set out in the proposal as reflected in the notice to convene the annual general meeting, on substantially the following terms.

- So called performance share rights, which entitle the holders to allotment of shares in the company provided that certain conditions under LTIP 2019 are fulfilled, shall be allotted free of charge to participants in LTIP 2019 in relation to a fixed percentage of their base salary.
- Allotment of shares is conditional upon, *inter alia*, satisfaction of a financial target set by the board of directors.
- Exercise of the performance share rights may be made at the earliest three years after the implementation of LTIP 2019.
- The number of shares that may be transferred to the participants in LTIP 2019 may be recalculated due to share issues, splits, reverse splits and/or similar dispositions in accordance with the terms and conditions of LTIP 2019.
- LTIP 2019 encompasses maximum 30 employees.
- Provided that the EBIT growth in the period from 1 January 2019 to 31 December 2021 is equivalent to an annual average of ten (10) per cent and the stock market price at the time of grant of performance shares is SEK 83.11, the LTIP 2019 will result in a granting of total 123,085 performance shares in the Company, which is equivalent to a total value of SEK 10,229,524 excluding social security charges.
- The Company will need to acquire 143,038 own shares, corresponding to approximately 0.59 per cent of the outstanding shares and votes in the Company in order to secure delivery of shares under LTIP 2019 and to secure and cover social security charges.

### 7.3 Resolution to authorize the board of directors to transfer treasury shares to the persons eligible to participate in the Long Term Incentive Program 2019

The meeting resolved to authorize the board of directors to transfer a maximum of 123,085 treasury shares to the participants in LTIP 2019 in accordance with the terms and conditions set out in the proposal as reflected in the notice to convene the annual general meeting.

### 7.4 Resolution to approve the remuneration of the board of directors for the financial year 2019

The meeting approved the nomination committee's proposal for remuneration to the board of directors for the financial year 2019, whereby the remuneration to the chairman (SEK 500,000) and each individual board member (SEK 275,000) is unchanged compared to 2018, and whereby the remuneration to the chairman (SEK 100,000) and each individual member (SEK 50,000) of the audit committee is also unchanged compared to 2018. In addition, remuneration to the chairman (SEK 50,000) and the other member (SEK 25,000) of the remuneration committee is introduced from 2019 regarding the work in the remuneration committee.

### **7.5 Resolution to authorize the board of directors to increase the share capital of the Company**

The meeting approved the renewal of the authorizations to increase the share capital granted to the board of directors under article 5 of the articles of association and the resulting changes to articles 5.1, 5.2 and 5.3 of the articles of association.

The updated articles of association are available at [www.nordicwaterproofing.com](http://www.nordicwaterproofing.com) under “Corporate Governance”.

### **8. Authorization to the chairman of the general meeting**

The meeting authorized the chairman of the general meeting 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.

Vejen, 24 April 2019

Board of directors of Nordic Waterproofing Holding A/S

This information was submitted for publication, through the contact person set out below, on 24 April 2019, at 1.15 p.m. CEST.

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### **Nordic Waterproofing in brief**

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. Nordic Waterproofing also provides installation services through wholly-owned subsidiaries in Finland and through part-owned franchise companies in Denmark. The Company markets its products and solutions under more than ten 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 Matakki, Trebolit, Phønix Tag Materialer, Kerabit, Nortett, SealEco, Distri Pond, SPT-Painting, Taasinge Elementer, RVT and Veg Tech. 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](http://www.nordicwaterproofing.com)