

**MINUTES OF GENERAL MEETING**  
NORDIC WATERPROOFING HOLDING A/S

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EXTRAORDINARY GENERAL MEETING

15 OCTOBER 2020

NORDIC WATERPROOFING HOLDING A/S

(Company registration no (CVR): 33 39 53 61)

Today an extraordinary general meeting in Nordic Waterproofing Holding A/S, company registration (CVR) no. 33 39 53 61, (the "Company") was held at the Company's office at Rönnowsgatan 12 in Helsingborg, Sweden.

Following was the agenda of the general meeting:

1. Proposal to approve completion of the cross-border merger between the Company and Nordic Waterproofing Holding AB
2. Proposal to authorise the chairman of the general meeting

The chairman of the board of directors, Mats O. Paulsson, opened the extraordinary general meeting and announced that the board of directors has appointed him as chairman of the general meeting pursuant to the Company's articles of association.

The chairman of the general meeting, Mats O. Paulsson, announced that the notice to convene the extraordinary general meeting had been made public through NASDAQ Stockholm and the Company's website on 14 September 2020 and that on the same day a written notice had been sent to all shareholders registered in the register of shareholders that had requested such notice.

Further, the notice to convene the extraordinary general meeting complied with the articles of association and Danish statutory provisions. 36,3% of the voting share capital was represented at the general meeting. None of the shareholders objected to the legality of the extraordinary general meeting and the chairman of the general meeting then announced that the extraordinary general meeting had been duly convened and was legal and competent in respect of the agenda.

### **Re 1 - Proposal to approve completion of the cross-border merger between the Company and Nordic Waterproofing Holding AB**

The chairman of the general meeting presented a proposal to approve the completion of the cross-border merger between the Company as the discontinuing company and Nordic Waterproofing Holding AB as the continuing company in accordance with the joint merger plan of 11 September 2020, which was also made public by the Danish Business Authority on the same day.

The chairman of the general meeting noted that the following documents had been made available to the Company's shareholders at the Company's webpage since 11 September 2020:

- The joint merger plan, dated 11 September 2020, prepared jointly by the boards of directors of the Company and Nordic Waterproofing Holding AB, including appendices in accordance with the following:
  - approved annual reports of the Company and Nordic Waterproofing Holding AB, respectively, for the past three financial years;

- interim reports of the Company for the period 1 January – 30 June 2019 and 1 January – 30 June 2020;
- articles of association of Nordic Waterproofing Holding AB;
- a merger statement regarding the Company, dated 11 September 2020, prepared by the board of directors of the Company;
- a report pursuant to Chapter 23, Section 10, second and third paragraphs of the Swedish Companies Act, prepared by the board of directors of Nordic Waterproofing Holding AB;
- the Company's audited interim balance sheet for the Company for the period 1 January – 30 June 2020;
- the valuation experts' statements on the merger plan including the consideration offered, and declaration on the creditors' position, dated 11 September 2020, prepared by Deloitte Statsautoriseret Revisionspartnerselskab; and
- auditor's statement from Deloitte AB.

The chairman of the general meeting informed that subsequent to the signing of the merger plan on 11 September 2020 no events of material significance have occurred in the merging companies.

Further, the chairman of the general meeting requested that any shareholders wishing to be redeemed declared this before the voting procedure on the proposal to approve completion of the merger was initiated.

No shareholders declared that they wished to be redeemed.

The chairman of the general meeting concluded that the general meeting resolved to approve the proposal to complete the merger. The chairman of the general meeting further noted that the Company will cease to exist when the merger has been completed.

## **Re 2 - Proposal to authorise the chairman of the general meeting**

The general meeting authorised the chairman of the general meeting, with right of substitution, to register the resolution adopted at the general meeting with the Danish Business Authority (Danish: *Erhvervsstyrelsen*) and to make such minor amendments or additions to these minutes as might be requested by the Danish Business Authority in order to carry out registration.

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The general meeting adjourned.

As chairman:

Mats O. Paulsson