

Bulletin from the Annual General Meeting of Nordic Waterproofing Holding AB (publ)

Nordic Waterproofing Holding AB (publ) (the “**Company**”) held its annual general meeting on 29 April 2021, for the 2020 financial year. In order to prevent the spread of the virus causing covid-19, the general meeting was carried out solely through postal voting, without any physical presence. At the general meeting, the following resolutions were made.

Adoption of the income statement and balance sheet

The general meeting adopted the income statement and balance sheet and the consolidated income statement and consolidated balance sheet for the financial year 2020.

Dividend

The general meeting resolved, in accordance with the board of directors’ proposal, on payment of an ordinary dividend of SEK 5.50 per share and an extra dividend of SEK 4.50 per share, corresponding to a total dividend of SEK 10.00 per share. Further, the general meeting resolved that the record date to receive the dividend shall be 3 May 2021. Payment of the dividend is expected to be performed through Euroclear Sweden AB on 6 May 2021.

Discharge from liability of the board members and the CEO

The general meeting resolved to grant discharge from liability to all persons who have had the position of board member or CEO during 2020.

Fees to the board of directors and the auditor

The general meeting resolved, in accordance with the nomination committee’s proposal, for the period until the next annual general meeting, that fees to the board of directors are paid in the amount of SEK 600,000 (500,000) to the chairman of the board and SEK 290,000 (275,000) each to the other members, SEK 100,000 (100,000) to the chairman of the audit committee and SEK 50,000 (50,000) each to the other members of the audit committee, and SEK 50,000 (50,000) to the chairman of the remuneration committee and SEK 25,000 (25,000) each to the other members of the remuneration committee.

The general meeting resolved, in accordance with the nomination committee’s proposal, that the fee to the auditor is to be paid according to approved invoice.

Election of board of directors and auditor

The general meeting resolved, in accordance with the nomination committee’s proposal, that the board of directors shall consist of six (6) board members without deputies and that the Company shall have one (1) auditor without a deputy auditor.

The general meeting resolved, in accordance with the nomination committee’s proposal, to re-elect Steffen Baungaard, Allan Lindhard Jørgensen, Riitta Palomäki, Mats O. Paulsson, Leena Arimo and Hannu Saastamoinen as members of the board. Further, the general meeting resolved, in accordance with the nomination committee’s proposal, to re-elect Mats O. Paulsson as chairman of the board.

The general meeting resolved, in accordance with the nomination committee’s proposal, to re-elect Deloitte AB as the Company’s auditor for the period up until the end of the annual general meeting 2022. Deloitte AB has announced that the authorised public accountant Jeanette Roosberg will be the auditor-in-charge.

Remuneration report for 2020

The general meeting resolved to approve the board of directors' remuneration report for 2020.

Long-term incentive program (LTIP 2021) and certain hedging measures for the program

The general meeting resolved, in accordance with the board of directors' proposal, on the implementation of a long-term incentive program (LTIP 2021) on essentially the same terms as the Company's outstanding incentive programs LTIP 2018, LTIP 2019 and LTIP 2020. LTIP 2021 comprises a maximum of 40 participants and a maximum of 76,569 shares may be allotted to the participants provided that certain conditions are fulfilled during a three-year vesting period.

For the purpose of ensuring delivery of shares to the participants in LTIP 2021 as well as securing and covering social security charges triggered by LTIP 2021, the general meeting resolved to authorise the board of directors to, on one or more occasions before the next annual general meeting, acquire a maximum of 89,102 shares at a price per share within the at each time prevailing price interval for the share on Nasdaq Stockholm. Payment for the shares shall be made in cash.

For the purpose of ensuring delivery of shares to the participants in LTIP 2021, the general meeting also resolved to transfer a maximum of 76,569 own shares to the participants of LTIP 2021 in accordance with the terms and conditions of LTIP 2021.

Amendments to the articles of association

The general meeting resolved to approve the board of directors' proposal regarding amendments to the articles of association. The resolution entails that the articles are supplemented with terms that make it possible for the board of directors to collect power of attorneys and that the board of directors may decide that the shareholders shall be able to exercise their voting right by post before a general meeting. Furthermore, the resolution entails that the board of directors shall be able to resolve that persons who are not shareholders may participate at the general meeting.

Authorisation for the board of directors to resolve on issue of shares

The general meeting resolved to, in accordance with the board of directors' proposal, authorise the board of directors to, on one or more occasions until the next annual general meeting, resolve to increase the Company's share capital by issue of no more than shares corresponding to 10 per cent of the total number of shares in the Company at the time of the annual general meeting's resolution of authorisation. The board of directors may deviate from the shareholders' preferential rights. The reason for the board of directors' authorisation to deviate from the shareholders' preferential rights is to enable the company's possibilities to raise new capital and to take advantage of future opportunities to attract new long-term owners and to finance the company's growth strategy. The authorisation also includes the right to decide on payment for the issued shares by set-off, in kind or with other conditions as referred in Chapter 13 section 5 item 6 of the Swedish Companies Act (*Sw. aktiebolagslagen (2005:551)*). At a deviation from the shareholders' preferential rights, the issue rate shall be determined in accordance with market conditions.

Authorisation for the board of directors

The general meeting resolved, in accordance with the board of directors' proposal, that the board of directors, or any person appointed by the board of directors, shall be authorised to make such minor amendments of the resolutions as may be necessary in connection with the registration of the resolutions with the Swedish Companies Registration Office or Euroclear Sweden AB.

Guidelines for remuneration to the executive management

The general meeting resolved to approve the board of directors' proposal regarding guidelines for remuneration for the executive management.

Instruction for the nomination committee

The general meeting resolved to approve the nomination committee's proposal regarding instructions for appointment of the nomination committee.



For more detailed information regarding the content of the resolutions, please refer to the press release published on 29 March 2021 and the complete notice of the annual general meeting. The notice of the annual general meeting and complete proposals regarding the resolutions of the annual general meeting are available on the Company's website, www.nordicwaterproofing.com.

For further information, please contact:

Per-Olof Schrewelius, CFO & investor relations

Telephone: 0707-82 79 58

Email: pos@nordicwaterproofing.com

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, Germany and Latvia. Nordic Waterproofing also provides installation services through wholly-owned subsidiaries In Finland, through a part-owned company in Norway and through part-owned franchise companies in Denmark. The Company markets its products and solutions under several brands, all with an extensive heritage, most of which are among the most established and well-recognised brands in waterproofing in their respective markets, such as Matakki, Trebolit, Phønix Tag Materialer, Kerabit, Byggpartner, SealEco, Distri Pond, SPT-Painting, Taasinge Elementer, RVT, Urban Green 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.