

*N.B. The English text is an unofficial translation. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.*

**Minutes from the extraordinary general meeting of Nordic Waterproofing Holding AB (publ), reg. no. 556839-3168, held on 24 June 2021 in the municipality of Helsingborg**

**§ 1 Opening of the meeting**

The general meeting was, on behalf of the board of directors, opened by attorney Henric Stråth.

**§ 2 Election of chairman of the meeting**

Henric Stråth was appointed chairman of the meeting. It was noted that Alexander Blom Vigsø acted as secretary at the meeting and kept the minutes of the meeting.

It was noted that the meeting was carried out in accordance with sections 20 and 22 of the Act (2020:198) on Temporary Exceptions to Facilitate the Execution of General Meetings in Companies and Other Associations, allowing shareholders to exercise their voting rights at the meeting only by voting in advance, so-called postal voting.

The notice to attend the meeting was attached to the minutes, Appendix 1.

The form used for postal voting was attached to the minutes, Appendix 2.

A compilation of the result of postal voting for each item on the agenda attached to the minutes, Appendix 3, which states the information specified in section 26 of the abovementioned Act (2020:198).

**§ 3 Election of one or two persons to approve the minutes**

Magnus Molin was appointed to approve the minutes of the general meeting together with the chairman.

**§ 4 Preparation and approval of the voting list**

The list, Appendix 4, was approved as the voting list for the meeting.

**§ 5 Approval of agenda**

The general meeting resolved to approve the agenda.

## **§ 6 Determination as to whether the meeting has been duly convened**

It was noted that the notice of the general meeting had been published in the Swedish Official Gazette (Post- och Inrikes Tidningar) on 3 June 2021 and that an advertisement stating that the notice had been published was published in Svenska Dagbladet on the same day. Furthermore, the notice of the general meeting was press released on 31 May 2021, when it was also published on the company's website.

The general meeting was deemed to have been duly convened.

## **§ 7 Resolution on transfer of own shares to the participants in the long-term incentive programme LTIP 2018 by reason of the previous resolution regarding LTIP 2018**

The general meeting resolved to transfer own shares to the participants in the long-term incentive programme LTIP 2018 in accordance with the board of directors' proposal, [Appendix 5](#).

It was noted that the resolution was supported by shareholders representing at least nine tenths (9/10) of both the votes cast and the shares represented at the general meeting.

It was noted that the board of directors' proposal is presented in the notice and has been kept available at the company and on the company's website since 31 May 2021.

## **§ 8 Resolution on transfer of own shares to the participants in the long-term incentive programme LTIP 2019 by reason of the previous resolution regarding LTIP 2019**

The general meeting resolved to transfer own shares to the participants in the long-term incentive programme LTIP 2019 in accordance with the board of directors' proposal, [Appendix 6](#).

It was noted that the resolution was supported by shareholders representing at least nine tenths (9/10) of both the votes cast and the shares represented at the general meeting.

It was noted that the board of directors' proposal is presented in the notice and has been kept available at the company and on the company's website since 31 May 2021.

## **§ 9 Resolution on transfer of own shares to the participants in the long-term incentive programme LTIP 2020 by reason of the previous resolution regarding LTIP 2020**

The general meeting resolved to transfer own shares to the participants in the long-term incentive programme LTIP 2020 in accordance with the board of directors' proposal, [Appendix 7](#).

It was noted that the resolution was supported by shareholders representing at least nine tenths (9/10) of both the votes cast and the shares represented at the general meeting.

It was noted that the board of directors' proposal is presented in the notice and has been kept available at the company and on the company's website since 31 May 2021.

## § 10 Closing of the meeting

The chairman of the meeting stated that all matters on the agenda has been dealt with and declared the meeting closed.

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Minutes kept by:

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Alexander Blom Vigsø

Approved:

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Henric Stråth

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Magnus Molin

**PRESS RELEASE**

Helsingborg, 31 May 2021

**NORDIC**  
**WATERPROOFING**

## Notice of extraordinary general meeting of Nordic Waterproofing Holding AB (publ)

**The shareholders of Nordic Waterproofing Holding AB (publ), reg. no. 556839-3168, are hereby given notice that the extraordinary general meeting will be held on 24 June 2021.**

In order to prevent the spread of the virus causing covid-19, the board of directors has decided that the extraordinary general meeting shall be held without the physical presence of shareholders, proxies or external parties and that the shareholders shall have the opportunity to vote only by mail prior to the general meeting.

Information on the resolutions passed by shareholders will be disclosed on 24 June 2021, as soon as the outcome of the postal voting has been finally confirmed.

**Notification etc.**

Those who wish to participate in the general meeting must:

- (i) be listed as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances as per the record date of 16 June 2021; and
- (ii) give notice of intent to participate no later than 23 June 2021, by casting their postal vote in accordance with the instructions under the heading "Postal voting" below, so that the postal voting form is received by the company no later than that day.

In order to be entitled to participate in the meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of participation in the general meeting, register its shares in its own name at Euroclear Sweden AB so that the shareholder is listed in the share register as of the record date of 16 June 2021. Such re-registration may be temporary (so called voting rights registration), and request for such voting rights registration shall be made to the nominee, in accordance with the nominee's routines, at such time in advance as decided by the nominee. Voting right registration that have been made by the nominee no later than 18 June 2021, will be taken into account in the presentation of the share register.

**Postal voting**

The board of directors has decided that shareholders should be able to exercise their voting rights only by postal voting in accordance with section 22 of the Act (2020:198) on Temporary Exceptions to Facilitate the Execution of General Meetings in Companies and Other Associations. A special form must be used for the postal vote. The form for postal voting is available on the company's website [www.nordicwaterproofing.com](http://www.nordicwaterproofing.com) and at the company's head office, Rönnowsgatan 12 in Helsingborg. Completed and signed forms for postal voting can be sent by mail to Nordic Waterproofing Holding AB, Rönnowsgatan 12, 252 25 Helsingborg (mark the envelope "Postal voting EGM 2021") or by email to [egm@nordicwaterproofing.com](mailto:egm@nordicwaterproofing.com). Completed forms must be received by the company no later than 23 June 2021.

The shareholders may not provide special instructions or conditions to the postal vote. If so, the entire postal vote is invalid. Further instructions and conditions can be found in the postal voting form.

**Proxies etc.**

Shareholders who are casting postal votes via proxy should submit a power of attorney, dated and signed by the shareholder, together with the postal vote. Power of attorney forms are available on the company's website, [www.nordicwaterproofing.com](http://www.nordicwaterproofing.com) and at the company's head office, Rönnowsgatan 12 in Helsingborg. If the shareholder is a legal person, certificate of registration or other documents of authority shall be attached to the form.

**Proposed agenda**

1. Opening of the meeting
2. Election of chairman of the meeting
3. Election of one or two persons to approve the minutes
4. Preparation and approval of the voting list
5. Approval of agenda
6. Determination as to whether the meeting has been duly convened
7. Resolution on transfer of own shares to the participants in the long-term incentive programme LTIP 2018 by reason of the previous resolution regarding LTIP 2018
8. Resolution on transfer of own shares to the participants in the long-term incentive programme LTIP 2019 by reason of the previous resolution regarding LTIP 2019
9. Resolution on transfer of own shares to the participants in the long-term incentive programme LTIP 2020 by reason of the previous resolution regarding LTIP 2020
10. Closing of the meeting

**Resolution proposals****Item 2: Election of chairman of the meeting**

The board of directors propose that attorney Henric Stråth, Moll Wendén Advokatbyrå, or, in his absence, any person appointed by him, is elected chairman of the meeting.

**Item 3: Election of one or two persons to approve the minutes**

Magnus Molin (Svolder AB), or the person appointed by the board of directors if he has an impediment to attend, is proposed to be elected to approve the minutes of the general meeting together with the chairman. The task of approving the minutes of the general meeting also includes verifying the voting list and that the advanced votes received are correct stated in the minutes of the general meeting.

**Item 4: Preparation and approval of the voting list**

The voting list proposed to be approved is the voting list prepared by Nordic Waterproofing Holding AB, based on the general meeting share register and received postal votes, controlled and checked by the person assigned to approve the minutes.

**Item 7: Resolution on transfer of own shares to the participants in the long-term incentive programme LTIP 2018 by reason of the previous resolution regarding LTIP 2018**

The board of directors proposes that, in order to secure delivery of shares at exercise of the performance share rights in accordance with the previously resolved long-term incentive programme LTIP 2018, the general meeting resolves to transfer own shares to the participants in LTIP 2018 in accordance with below. The rationale for the board of directors' proposal is that, by reason of the merger with Nordic Waterproofing Holding A/S, a general meeting resolution is required to transfer shares in accordance with the programme.

Transfer of a maximum of 96,161 own shares may occur on the following terms and conditions:

- The right to receive shares shall, with deviation from the shareholders' preferential rights, be granted to the participants in LTIP 2018 with a right for each of the participants to receive no more than the maximum number of shares allowed under the terms and conditions for LTIP 2018. Furthermore, subsidiaries within the Nordic Waterproofing-group shall have the right to, free of consideration, receive shares, whereafter such a subsidiary shall be obliged to immediately, free of consideration, transfer such shares to the participants in LTIP 2018 in accordance with the terms and conditions of the programme.
- The participants' right to receive shares are conditional upon having fulfilled all terms and conditions of LTIP 2018.

- The shares shall be transferred within the time period set out in the terms and conditions of LTIP 2018.
- The shares shall be transferred free of charge.

The rationale for the proposed transfer of own shares and the reason for the deviation from the shareholders' preferential rights is to enable delivery of shares to the participants in LTIP 2018.

**Item 8: Resolution on transfer of own shares to the participants in the long-term incentive programme LTIP 2019 by reason of the previous resolution regarding LTIP 2019**

The board of directors proposes that, in order to secure delivery of shares at exercise of the performance share rights in accordance with the previously resolved long-term incentive programme LTIP 2019, the general meeting resolves to transfer own shares to the participants in LTIP 2019 in accordance with below. The rationale for the board of directors' proposal is that, by reason of the merger with Nordic Waterproofing Holding A/S, a general meeting resolution is required to transfer shares in accordance with the programme.

Transfer of a maximum of 99,455 own shares may occur on the following terms and conditions:

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- The participants' right to receive shares are conditional upon the fulfilment of all terms and conditions of LTIP 2019.
- The shares shall be transferred within the time period set out in the terms and conditions of LTIP 2019.
- The shares shall be transferred free of charge.

The number of shares that may be transferred to the participants in LTIP 2019 may be re-calculated due to share issues, splits, reverse splits and/or similar dispositions in accordance with the terms and conditions of LTIP 2019.

The rationale for the proposed transfer of own shares and the reason for the deviation from the shareholders' preferential rights is to enable delivery of shares to the participants in LTIP 2019.

**Item 9: Resolution on transfer of own shares to the participants in the long-term incentive programme LTIP 2020 by reason of the previous resolution regarding LTIP 2020**

The board of directors proposes that, in order to secure delivery of shares at exercise of the performance share rights in accordance with the previously resolved long-term incentive programme LTIP 2020, the general meeting resolves to transfer own shares to the participants in LTIP 2020 in accordance with below. The rationale for the board of directors' proposal is that, by reason of the merger with Nordic Waterproofing Holding A/S, a general meeting resolution is required to transfer shares in accordance with the programme.

Transfer of a maximum of 99,780 own shares may occur on the following terms and conditions:

- The right to receive shares shall, with deviation from the shareholders' preferential rights, be granted to the participants in LTIP 2020 with a right for each of the participants to receive no more than the maximum number of shares allowed under the terms and conditions for LTIP 2020. Furthermore, subsidiaries within the Nordic Waterproofing-group shall have the right to, free of consideration, receive shares, whereafter such a subsidiary shall be obliged to immediately, free of consideration, transfer such shares to the participants in LTIP 2020 in accordance with the terms and conditions of the programme.
- The participants' right to receive shares are conditional upon the fulfilment of all terms and conditions of LTIP 2020.

- The shares shall be transferred within the time period set out in the terms and conditions of LTIP 2020.
- The shares shall be transferred free of charge.

The number of shares that may be transferred to the participants in LTIP 2020 may be re-calculated due to share issues, splits, reverse splits and/or similar dispositions in accordance with the terms and conditions of LTIP 2020.

The rationale for the proposed transfer of own shares and the reason for the deviation from the shareholders' preferential rights is to enable delivery of shares to the participants in LTIP 2020.

### **Special majority requirements**

For a valid resolution on the proposals pursuant to item 7-9, the proposals have to be supported by shareholders with at least nine-tenths (9/10) of the votes cast as well as the shares represented at the meeting.

### **Documents**

The complete proposals and other documents that shall be made available prior to the general meeting pursuant to the Swedish Companies Act will be made available at the company and on the company's website, [www.nordicwaterproofing.com](http://www.nordicwaterproofing.com), no later than three weeks prior to the general meeting. The documents will also be sent free of charge to shareholders who so request and provide their address to the company. The documents are presented by being available at the company and on the company's website. In other respects, the complete proposals are provided under the respective item in this notice. The general meeting share register will be available at the company's head office, Rönnowsgatan 12, Helsingborg, Sweden.

### **Information at the general meeting**

The board of directors and CEO shall, if any shareholder so requests and the board of directors believes that it can be done without material harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda.

Request for such information shall be made in writing to the company no later than ten (10) days prior to the general meeting, i.e. no later than 14 June 2021, at the address Nordic Waterproofing Holding AB, Rönnowsgatan 12, 252 25 Helsingborg or by email to [egm@nordicwaterproofing.com](mailto:egm@nordicwaterproofing.com). Such a request should include the name of the shareholder including such shareholder's personal or organisation number. It is also recommended that the submission includes the shareholder's postal address, email address and telephone number. The information will be available on the company's website [www.nordicwaterproofing.com](http://www.nordicwaterproofing.com) and at the company's head office at Rönnowsgatan 12 in Helsingborg no later than 19 June 2021. The information will also be sent, within the same period of time, to the shareholder who has requested it and stated its address.

### **Number of shares and votes**

The total number of shares and votes in the company amounts as per the date of this notice to 24,083,935. The company holds 175,737 own shares.

### **Processing of personal data**

For information on how your personal data is processed in connection with the general meeting, visit <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Helsingborg in May 2021  
Nordic Waterproofing Holding AB (publ)  
*The Board of Directors*

**For further information, please contact:**

Per-Olof Schrewelius, CFO & investor relations

Telephone: +46 707 82 79 58

Email: [pos@nordicwaterproofing.com](mailto: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 and Germany. Nordic Waterproofing also provides installation services through wholly-owned subsidiaries In Finland, a part-owned subsidiary 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-recognized brands in their respective markets, such as Mataki, Trebolit, Phønix Tag Materialer, Kerabit, Byggpartner, SealEco, Distri Pond, SPT-Painting, Seikat, Taasinge Elementer, RVT, Urban Green and Veg Tech. Nordic Waterproofing Holding AB 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).



## NOTIFICATION OF ATTENDANCE AND POSTAL VOTING FORM

*by postal voting in accordance with section 22 of the Act (2020:198) on Temporary Exceptions to Facilitate the Execution of General Meetings in Companies and Other Associations*

**The completed notification of attendance and postal voting form, including any annexes, must be received by Nordic Waterproofing Holding AB (publ) no later than 23 June 2021.**

The shareholder below hereby **notifies the company of the shareholder's attendance** and **exercises the voting rights** for all shares held by the shareholder in Nordic Waterproofing Holding AB (publ), reg. no. 556839-3168, at the extraordinary general meeting on 24 June 2021. The voting rights are exercised in the way indicated by the marked boxes below.

Name of shareholder	Personal identity number/company registration number

**Assurance (if the undersigned is a legal representative of a shareholder who is a legal entity):** I, the undersigned, am a board member, the CEO or a signatory of the shareholder and solemnly declare that I am authorised to submit this postal vote on behalf of the shareholder and that the contents of the postal vote correspond to the shareholder's decisions.

**Assurance (if the undersigned represents the shareholder by proxy):** I, the undersigned, solemnly declare that the enclosed power of attorney corresponds to the original and that it has not been revoked.

<b>Place and date</b>	
<b>Signature</b>	
<b>Clarification of signature</b>	
<b>Telephone number</b>	<b>E-mail</b>

**To notify attendance and to vote by post, proceed as follows:**

- Complete the information above.
- Select the preferred voting options below.
- Print, sign and send the form, in the original, to Nordic Waterproofing Holding AB (publ), Rönnowsgatan 12, 252 25 Helsingborg (mark the envelope "Postal voting EGM 2021") or send it to the e-mail address [egm@nordicwaterproofing.com](mailto:egm@nordicwaterproofing.com) (documents received by e-mail will be confirmed).
- If the shareholder is a natural person who is personally voting by post, it is the shareholder who should sign under *Signature* above. If the postal vote is submitted by a proxy of the shareholder, it is the proxy who should sign. If the postal vote is submitted by a legal representative of a legal entity, it is the representative who should sign.
- A power of attorney shall be enclosed if the shareholder submits its postal vote by proxy. If the shareholder is a legal entity, a registration certificate or corresponding document for the legal entity shall be enclosed with the form.
- **Please note that a shareholder whose shares have been registered in the name of a bank or securities institute must re-register their shares in their own name to vote.** Instructions for this is included in the notice convening the meeting.

A shareholder cannot give any other instructions than selecting one of the options specified at each item in the form. If a shareholder wishes to abstain from voting in relation to a matter, kindly refrain from selecting an option. If the shareholder has added special instructions or conditions in the form, or amended or added to the pre-printed text, the vote (*i.e.* the postal voting in its entirety) will be invalid. One form per shareholder will be considered. If more than one form is submitted, the form with the latest date will be considered. The form latest received by the company will be considered if two forms are dated at the same date. An incomplete or wrongfully completed form may be discarded without being considered.

Complete notification of attendance and postal voting form, including any annexed documents of authorisation, **must be received by Nordic Waterproofing at the latest on 23 June 2021**. A postal vote can be withdrawn up to and including 23 June 2021 by contacting the company by e-mail to [egm@nordicwaterproofing.com](mailto:egm@nordicwaterproofing.com) or by phone at +46 707 82 79 58.

For the complete proposals for resolutions, the company refers to the notice convening the extraordinary general meeting and the proposals under section Extraordinary General Meeting 2021 at Nordic Waterproofing's website, [www.nordicwaterproofing.com](http://www.nordicwaterproofing.com). The complete proposals will be made available on Nordic Waterproofing's website no later than three weeks prior to the extraordinary general meeting.

For information on how your personal data is processed, see the integrity policy that is available at Euroclear's website <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

## Extraordinary General Meeting in Nordic Waterproofing Holding AB (publ) on 24 June 2021

The options below comprise the proposals which are included in the notice convening the extraordinary general meeting and are available on the company's website, [www.nordicwaterproofing.com](http://www.nordicwaterproofing.com).

<b>2. Election of chairman of the meeting</b> Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>3. Election of one or two persons to approve the minutes</b> Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>4. Preparation and approval of the voting list</b> Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>5. Approval of agenda</b> Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>6. Determination as to whether the meeting has been duly convened</b> Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>7. Resolution on transfer of own shares to the participants in the long-term incentive programme LTIP 2018 by reason of the previous resolution regarding LTIP 2018</b> Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>8. Resolution on transfer of own shares to the participants in the long-term incentive programme LTIP 2019 by reason of the previous resolution regarding LTIP 2019</b> Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>9. Resolution on transfer of own shares to the participants in the long-term incentive programme LTIP 2020 by reason of the previous resolution regarding LTIP 2020</b> Yes <input type="checkbox"/> No <input type="checkbox"/>

**The shareholder wishes that the resolutions under one or several items in the form above be deferred to a continued general meeting** (completed only if the shareholder has such a wish)

Item/items (use numbering):

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## Postal votes – Final outcome (26 § 2020:198)

	<b>1 vote/share</b>	<b>Total</b>
<b>Represented shares</b>	12 235 540	12 235 540
<b>Represented votes</b>	12 235 540	12 235 540
<b>Shares in the company</b>	24 083 935	24 083 935
<b>Repurchased shares</b>	175 737	175 737

	Votes			Shares			% of issued share capital	
	For	Against	Not voted	For	Against	Not voted	For	Against
<b>2. Election of chairman of the meeting</b>	9 003 309	0	3 232 231	9 003 309	0	3 232 231	37,383%	0,000%
<b>3. Election of one or two persons to approve the minutes</b>	9 003 309	0	3 232 231	9 003 309	0	3 232 231	37,383%	0,000%
<b>4. Preparation and approval of the voting list</b>	9 003 309	0	3 232 231	9 003 309	0	3 232 231	37,383%	0,000%
<b>5. Approval of agenda</b>	9 003 309	0	3 232 231	9 003 309	0	3 232 231	37,383%	0,000%
<b>6. Determination as to whether the meeting has been duly convened</b>	9 003 309	0	3 232 231	9 003 309	0	3 232 231	37,383%	0,000%
<b>7. Resolution on transfer of own shares to the participants in the long-term incentive programme LTIP 2018 by reason of the previous resolution regarding LTIP 2018</b>	12 235 540	0	0	12 235 540	0	0	50,804%	0,000%
<b>8. Resolution on transfer of own shares to the participants in the long-term incentive programme LTIP 2019 by reason of the previous resolution regarding LTIP 2019</b>	12 235 540	0	0	12 235 540	0	0	50,804%	0,000%
<b>9. Resolution on transfer of own shares to the participants in the long-term incentive programme LTIP 2020 by reason of the previous resolution regarding LTIP 2020</b>	12 231 140	0	4 400	12 231 140	0	4 400	50,785%	0,000%

**Item 7: Resolution on transfer of own shares to the participants in the long-term incentive programme LTIP 2018 by reason of the previous resolution regarding LTIP 2018**

**Proposal**

The board of directors proposes that, in order to secure delivery of shares at exercise of the performance share rights in accordance with the previously resolved long-term incentive programme LTIP 2018, the general meeting resolves to transfer own shares to the participants in LTIP 2018 in accordance with below. The rationale for the board of directors' proposal is that, by reason of the merger with Nordic Waterproofing Holding A/S, a general meeting resolution is required to transfer shares in accordance with the programme.

Transfer of a maximum of 96,161 own shares may occur on the following terms and conditions:

- The right to receive shares shall, with deviation from the shareholders' preferential rights, be granted to the participants in LTIP 2018 with a right for each of the participants to receive no more than the maximum number of shares allowed under the terms and conditions for LTIP 2018. Furthermore, subsidiaries within the Nordic Waterproofing-group shall have the right to, free of consideration, receive shares, whereafter such a subsidiary shall be obliged to immediately, free of consideration, transfer such shares to the participants in LTIP 2018 in accordance with the terms and conditions of the programme.
- The participants' right to receive shares are conditional upon having fulfilled all terms and conditions of LTIP 2018.
- The shares shall be transferred within the time period set out in the terms and conditions of LTIP 2018.
- The shares shall be transferred free of charge.

The rationale for the proposed transfer of own shares and the reason for the deviation from the shareholders' preferential rights is to enable delivery of shares to the participants in LTIP 2018.

**Majority requirement**

For a valid resolution on the proposal pursuant to item 7, the proposal has to be supported by shareholders with at least nine-tenths (9/10) of the votes cast as well as the shares represented at the general meeting.

**Additional documents**

Copies of the board of directors' report and the auditor's statement pursuant to Chapter 19, Section 35 (with reference to Chapter 13, Section 6) of the Swedish Companies Act will be made available at the company and at the company's website, [www.nordicwaterproofing.com](http://www.nordicwaterproofing.com), no later than three weeks prior to the general meeting. The documents will also be sent free of charge to shareholders who so request and provide their address to the company.

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Helsingborg in May 2021  
Nordic Waterproofing Holding AB (publ)  
*The Board of Directors*

**Item 8: Resolution on transfer of own shares to the participants in the long-term incentive programme LTIP 2019 by reason of the previous resolution regarding LTIP 2019**

**Proposal**

The board of directors proposes that, in order to secure delivery of shares at exercise of the performance share rights in accordance with the previously resolved long-term incentive programme LTIP 2019, the general meeting resolves to transfer own shares to the participants in LTIP 2019 in accordance with below. The rationale for the board of directors' proposal is that, by reason of the merger with Nordic Waterproofing Holding A/S, a general meeting resolution is required to transfer shares in accordance with the programme..

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The number of shares that may be transferred to the participants in LTIP 2019 may be re-calculated due to share issues, splits, reverse splits and/or similar dispositions in accordance with the terms and conditions of LTIP 2019.

The rationale for the proposed transfer of own shares and the reason for the deviation from the shareholders' preferential rights is to enable delivery of shares to the participants in LTIP 2019.

**Majority requirement**

For a valid resolution on the proposal pursuant to item 8, the proposal has to be supported by shareholders with at least nine-tenths (9/10) of the votes cast as well as the shares represented at the general meeting.

**Additional documents**

Copies of the board of directors' report and the auditor's statement pursuant to Chapter 19, Section 35 (with reference to Chapter 13, Section 6) of the Swedish Companies Act will be made available at the company and at the company's website, [www.nordicwaterproofing.com](http://www.nordicwaterproofing.com), no later than three weeks prior to the general meeting. The documents will also be sent free of charge to shareholders who so request and provide their address to the company.

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Helsingborg in May 2021  
Nordic Waterproofing Holding AB (publ)  
*The Board of Directors*

**Item 9: Resolution on transfer of own shares to the participants in the long-term incentive programme LTIP 2020 by reason of the previous resolution regarding LTIP 2020****Proposal**

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Transfer of a maximum of 99,780 own shares may occur on the following terms and conditions:

- The right to receive shares shall, with deviation from the shareholders' preferential rights, be granted to the participants in LTIP 2020 with a right for each of the participants to receive no more than the maximum number of shares allowed under the terms and conditions for LTIP 2020. Furthermore, subsidiaries within the Nordic Waterproofing-group shall have the right to, free of consideration, receive shares, whereafter such a subsidiary shall be obliged to immediately, free of consideration, transfer such shares to the participants in LTIP 2020 in accordance with the terms and conditions of the programme.
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- The shares shall be transferred within the time period set out in the terms and conditions of LTIP 2020.
- The shares shall be transferred free of charge.

The number of shares that may be transferred to the participants in LTIP 2020 may be re-calculated due to share issues, splits, reverse splits and/or similar dispositions in accordance with the terms and conditions of LTIP 2020.

The rationale for the proposed transfer of own shares and the reason for the deviation from the shareholders' preferential rights is to enable delivery of shares to the participants in LTIP 2020.

**Majority requirement**

For a valid resolution on the proposal pursuant to item 9, the proposal has to be supported by shareholders with at least nine-tenths (9/10) of the votes cast as well as the shares represented at the general meeting.

**Additional documents**

Copies of the board of directors' report and the auditor's statement pursuant to Chapter 19, Section 35 (with reference to Chapter 13, Section 6) of the Swedish Companies Act will be made available at the company and at the company's website, [www.nordicwaterproofing.com](http://www.nordicwaterproofing.com), no later than three weeks prior to the general meeting. The documents will also be sent free of charge to shareholders who so request and provide their address to the company.

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Helsingborg in May 2021  
Nordic Waterproofing Holding AB (publ)  
*The Board of Directors*