

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.

THE BOARD OF DIRECTORS' COMPLETE PROPOSALS

**NORDIC 
WATERPROOFING**

The board of directors' of Nordic Waterproofing Holding AB (publ) complete proposals to the extraordinary general meeting on 24 June 2021 (items 7–9)

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, 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.

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..

Transfer of a maximum of 99,455 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 2019 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 2019. 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 2019 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 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.

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, 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.

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**

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.

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, 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.

Helsingborg in May 2021
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