

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 27 April 2023. 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 2022.

Dividend

The general meeting resolved, in accordance with the board of directors' proposal, on payment of a dividend of SEK 7.00 per share. Further, the general meeting resolved that the record date to receive the dividend shall be 2 May 2023. Payment of the dividend is expected to be performed through Euroclear Sweden AB on 5 May 2023.

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 2022.

Fees to the board of directors and the auditor

The general meeting resolved, in accordance with the nomination committee's proposal, that remuneration to the board of directors, for the period until the next annual general meeting, is paid in the amount of amount of SEK 710,000 (650,000) to the chairman of the board and SEK 360,000 (300,000) each to the other members, SEK 125,000 (125,000) 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 remuneration to the auditor shall be paid as per approved current account.

Election of board of directors and auditor

The general meeting resolved, in accordance with the nomination committee's proposal, that the board shall be comprised of five (six) board members and that the Company shall have one auditor.

The general meeting resolved, in accordance with the nomination committee's proposal, to re-elect Hannele Arvonen, Steffen Baungaard, Riitta Palomäki, Mats O. Paulsson 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 until the next annual general meeting 2024. Deloitte AB has announced that the authorised public accountant Jeanette Roosberg will be the auditor-in-charge.

Remuneration report for 2022

The general meeting resolved to approve the board of directors' remuneration report for 2022.

Long-term incentive program (LTIP 2023) 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 2023) on essentially the same terms as the Company's outstanding incentive programs, LTIP 2020, LTIP 2021 and LTIP 2022. LTIP 2023 comprises a maximum of 40 participants and a maximum of 87,822 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 2023 as well as securing and covering social security charges triggered by LTIP 2023, 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 101,411 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 2023, the general meeting also resolved to transfer a maximum of 87,822 own shares to the participants of LTIP 2023 in accordance with the terms and conditions of the incentive program.

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 to use shares as payment for, or financing of, acquisitions of companies or businesses (including payment of earn-outs). 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, taking into account any discount on market terms.

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.

PRESS RELEASE

27 April 2023 11:50:00 CEST

NORDIC 
WATERPROOFING

For more detailed information regarding the content of the resolutions, please refer to the press release published on 23 March 2023 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:

Palle Schrewelius, CFO and Investor Relations

Telephone: +46 707 82 79 58

E-mail: 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 or part-owned companies in Sweden, Finland, Denmark and Norway. 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 Matak, Trebolit, Phønix Tag Materialer, Kerabit, Byggpartner, SealEco, Distri Pond, 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.

Additional information about Nordic Waterproofing is available at www.nordicwaterproofing.com

Attachments

[Bulletin from the Annual General Meeting of Nordic Waterproofing Holding AB \(publ\)](#)