

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 25 April 2024. At the general meeting, the following resolutions were made.

Adoption of income statements and balance sheets

The general meeting resolved to adopt the income statement and balance sheet included in the annual report as well as the consolidated income statement and consolidated balance sheet for the financial year 2023.

Dividend

The general meeting resolved, in accordance with the board of directors' proposal, on payment of a dividend of SEK 5.00 per share. Further, the general meeting resolved that the record date to receive the dividend shall be 29 April 2024. Payment of the dividend is expected to be performed through Euroclear Sweden AB on 3 May 2024.

Discharge from liability for the members of the board of directors 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 2023.

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 815,000 (710,000) to the chairman of the board and SEK 415,000 (360,000) each to the other members, SEK 145,000 (125,000) to the chairman of the audit committee and SEK 60,000 (50,000) each to the other members of the audit committee, and SEK 60,000 (50,000) to the chairman of the remuneration committee and SEK 30,000 (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 Company's auditor shall be paid as per customary norms and approved invoice.

Election of the 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 (five) board members and that the Company shall have one auditor and no deputy 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 to re-elect Mats O. Paulsson as chairman of the board.

PRESS RELEASE

25 April 2024 14:45:00 CEST

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 2025. Deloitte AB has announced that the authorised public accountant Jeanette Roosberg will continue to be the auditor-in-charge.

Remuneration report for 2023

The general meeting resolved to approve the board of directors' remuneration report for 2023.

Long-term incentive program (LTIP 2024) 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 2024) on essentially the same terms as the Company's outstanding incentive programs, LTIP 2021, LTIP 2022 and LTIP 2023. LTIP 2024 comprises a maximum of 40 participants and a maximum of 83,864 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 2024 as well as securing and covering social security charges triggered by LTIP 2024, 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 96,841 shares, corresponding to approximately 0.40 per cent of the outstanding shares and votes in the Company at the time of the general meeting, 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 2024, the general meeting also resolved to transfer a maximum of 83,864 shares to the participants of LTIP 2024 in accordance with the terms and conditions of the incentive program.

Authorization 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.

For more detailed information regarding the content of the resolutions, please refer to the complete notice of the annual general meeting that was published through a press release on 22 March 2024. 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, <https://www.nordicwaterproofing.com>.

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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 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

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