

The Board's proposal to resolve on (A) authorisation for the Board to decide on the acquisition of the Company's own shares and (B) the transfer of the Company's own shares

The Board of Directors proposes that the Annual General Meeting decides to acquire and transfer respectively the Company's own shares in accordance with that stated below.

Background

The Board believes that situations may arise during the period until the next Annual General Meeting when there will be a need to repurchase shares and to transfer them. For instance, this may arise in the context of industrial acquisitions and other structural development of the operations of the Nederman Group and to enable transfer of shares to participants in Nederman's incentive programs.

(A) The Board's proposal for decision to authorise the Board to decide on acquisition of the Company's own shares

The Board proposes that the AGM authorise the Board to decide, on one or more occasions during the period until the 2024 AGM, to acquire the Company's own shares as follows:

- (i) Acquisition of the Company's own shares can take place on Nasdaq Stockholm at a price within the registered share price interval at any time, the interval being defined as the range between the highest buying price and lowest selling price.
- (ii) Acquisition of the Company's own shares may be made so that the Company's holding of its own shares amounts to a maximum of ten (10) per cent of all shares in Nederman.

(B) The Board's proposal for authorisation to transfer the Company's own shares

The Board proposes that the AGM authorises the Board to decide, on one or more occasions during the period until the 2024 AGM, to transfer the Company's own shares as follows:

- (i) Transfer may be made of a maximum of the number of shares that are held by the Company at the time of the Board's decision and which are not transferred within the framework of the Company's incentive programme.
- (ii) Transfer of the Company's own shares can take place on Nasdaq Stockholm at a price within the registered share price interval at any time, the interval being defined as the range between the highest buying price and lowest selling price.
- (iii) Transfer of shares may take place as payment in full or in part of the purchase price for the acquisition of companies or business or in connection with a merger, whereby the payment shall correspond to the assessed market value.
- (iv) Payment for transferred shares may be made in cash, in kind or by set-off of a receivable.
- (v) Transfer may be made with deviation from the shareholders' preferential rights.

The purpose of the authorisations and the reason for the deviation from shareholders' preferential rights is to create a readiness for the Board to fully or partially finance industrial acquisitions, including payment with the Company's own shares, and to allow other structural development of the operations of the Nederman Group. Furthermore, the purpose is also to enable transfer of shares to participants in Nederman's incentive programs.

Voting majority

The Board's proposal for resolution requires approval of shareholders representing at least two thirds of both the votes cast and the shares represented at the AGM.

Helsingborg, March 2023
Nederman Holding AB (publ)
The Board of Directors