

Notice of the Annual General Meeting of Nederman Holding AB (publ)

The shareholders of Nederman Holding AB (publ), Reg. No. 556576-4205, are hereby summoned to the Annual General Meeting on Friday, 26 April 2024 at 13.30 at Clarion Hotel Sea U, Kungsgatan 1, Helsingborg.

Registration and participation

Shareholders who wish to attend this Meeting must:

- be registered in Euroclear Sweden's share register no later than Thursday, 18 April 2024.
- and notify their participation in the Meeting no later than Monday, 22 April 2024.

Registration must be made in one of the following ways:

- by email: stamma@nedermangroup.com
- by phone: 042-18 87 00
- by post: Nederman Holding AB (publ), "Annual General Meeting", Box 602, SE-251 06 Helsingborg

Registration should include name, personal/corporate identity number, address, telephone number and any advisers (maximum two advisers). This information will only be used for registering and preparing the voting list. Shareholders who wish to be represented by proxy must submit a power of attorney in original form with their registration. Representatives of a legal entity must present a copy of the authenticated registration certificate or equivalent authorisation documents showing the authorised signatory of the entity.

The Company will provide proxy forms to shareholders who so wish. The form is also available for downloading on Nederman's website www.nedermangroup.com.

In order to be entitled to participate in the annual general meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of participation to the annual general meeting, register its shares in its own name so that the shareholder is recorded in the share register as of Thursday, 18 April 2024. Such 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 a time in advance as prescribed by the nominee. Voting rights registrations that have been made by the nominee no later than Monday, 22 April 2024 will be taken into account in the presentation of the share register.

Proposed agenda

1. Opening of the meeting.
2. Election of the Chairman of the meeting.
3. Establishment and approval of the voting list.
4. Approval of the agenda.
5. Election of persons to verify and sign the minutes.
6. Determination of whether the meeting has been duly convened.
7. CEO's address.
8. Presentation of the annual accounts and audit report, the consolidated accounts and consolidated audit report.

9. Resolutions concerning:
 - a. adoption of the income statement and balance sheet and consolidated income statement and consolidated balance sheet.
 - b. appropriation of earnings according to the adopted balance sheet.
 - c. discharge from liability for the Board and CEO.
10. Resolution concerning approval of remuneration report.
11. Determination of the number of Board members.
12. Determination of remuneration to the Board and auditors.
13. Election of Chairman of the Board and Board members.
14. Election of auditors.
15. Decisions on (A) authorisation for the Board to decide on the acquisition of the Company's own shares, (B) authorisation for the Board to decide on transfer the Company's own shares and (C) transfer of the Company's own shares to participants under the LTI programme 2023.
16. Conclusion of the meeting.

Appropriation of earnings according to the adopted balance sheet (item 9 b)

The Board of Directors proposes a dividend of SEK 3.95 per share. As record date for the dividend, the Board of Directors proposes Tuesday, 30 April 2024. Should the Meeting resolve in accordance with the proposal, the dividend is expected to be distributed by Euroclear Sweden AB starting on Monday, 6 May 2024.

The Board of Directors etc. (items 2 and 11-14)

The Nomination Committee has the following proposals:

- Johan Menckel shall be elected as Chairman of the 2024 Annual General Meeting.
- The number of Board members shall be six and there shall be no deputy members.
- Remuneration to the members of the Board of Directors is proposed to be the following (2023 remuneration within brackets). It is proposed a remuneration to the Chairman of SEK 812,000 (773,000) and SEK 325,000 (309,000) to each of the other members of the Board, except the CEO.
- It is proposed a remuneration for the Audit Committee of SEK 140,000 (108,000) to the Chairman and SEK 80,000 (71,000) to each of the other members of the Audit Committee.
- It is proposed a remuneration for the Remuneration Committee of SEK 60,000 (54,000) to the Chairman and SEK 30,000 (27,000) to the member of the Remuneration Committee.
- The auditor shall be paid for the work carried out according to approved invoices.
- Re-election of Johan Menckel, Anders Borg, Gunilla Fransson, Ylva op den Velde Hammargren, Sven Kristensson and Sam Strömerstén as members of the Board.
- Re-election of Johan Menckel as Chairman of the Board.
- Re-election of the registered accounting firm Ernst & Young AB for the period until the end of the 2025 Annual General Meeting in accordance with the Audit Committee's recommendation. Ernst & Young AB has notified that the authorised public accountant Andreas Mast will be the auditor in charge if the Annual General Meeting elects Ernst & Young AB as auditor.

Proposed decisions on (A) authorisation for the Board to decide on the acquisition of the Company's own shares, (B) authorisation for the Board to decide on transfer the Company's own shares and (C) transfer of the Company's own shares to participants under the LTI programme 2023 (item 15)

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 the acquisition of the Company's own shares

The Board proposes that the Annual General Meeting authorise the Board to decide, on one or more occasions during the period until the 2025 Annual General Meeting, 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 the authorisation for the Board to decide on transfer the Company's own shares

The Board proposes that the Annual General Meeting authorises the Board to decide, on one or more occasions during the period until the 2025 Annual General Meeting, 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, with capital contributed in kind or through set-off against the asset in the Company.
- (v) Transfer may be made with deviation from the shareholders' preferential rights.

(C) The Board's proposal for decision on transfer of the Company's own shares to participants under the LTI programme

According to the terms of the Company's long-term incentive program LTI 2023, which is regulated by the *Guidelines for remuneration to senior executives* adopted by the Annual General Meeting and which include, for 2023, ten senior executives, the Company shall, after the Company's year-end report for 2023, pay the participants a total amount of SEK 2,187,986. The LTI payouts are subject to an undertaking by the participants to invest the net payout in Nederman shares without undue delay and to hold such shares for at least three years. Hence, the Board proposes that the Annual General Meeting decide to transfer the Company's own shares to participants in LTI 2023 as follows. A total of maximum 11,668 own shares may be transferred. The right to acquire shares shall, with deviation from the shareholders' preferential rights, accrue to the senior executives who participate in LTI 2023, with the right for each participant to acquire at most the number of shares corresponding to the participant's share of the total payment amount, according to the terms of LTI 2023, after a standard deduction for 50 percent preliminary tax. Transfer of shares shall take place at a price of SEK 187,53 per share, which corresponds to the volume-weighted average paid for the Company's share on Nasdaq Stockholm during ten trading days immediately after publication of the Company's year-end report for 2023. Transfer of shares shall be made as soon as possible after the 2024 Annual General Meeting.

Purpose and voting majority

The purpose of the authorisations according to 15 (A) and 15 (B) 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 of the authorisation to repurchase shares is also to enable transfer of shares to participants in Nederman's incentive program.

The purpose of the transfer according to item 15 (C), and the reason for the deviation from the shareholders' preferential right, is to enable the Company to fulfil its commitments regarding the transfer of shares according to LTI 2023 and at the same time to facilitate for employees to fulfil their investment commitment. The transfer price corresponds to the market price per share at the time of the Company's obligation to pay the LTI compensation.

The Board's proposal for resolution under items 15 (A) and (B) requires approval of shareholders representing at least two thirds of both the votes cast and the shares represented at the Annual General Meeting. The Board's proposal according to item 15 (C) requires approval of shareholders representing at least nine tenths of both the votes cast and of the shares represented at the meeting.

Information at the Annual General Meeting

Shareholders have the right to certain information at the Annual General Meeting. The Board and the CEO shall, if any shareholder so requests and the Board believes that it can be done without material harm to the Company, provide information regarding circumstances that may affect the assessment of a matter on the agenda, circumstances that may affect the assessment of the Company's or subsidiaries' financial situation, and the Company's relationship to other group companies.

Documents

The Nomination Committee's proposal and reasoned statement along with information about all Board members who are proposed to the Board of Directors of the Company will be available on the Company's website www.nedermangroup.com. The Board of Directors' report on remuneration pursuant to Chapter 8. Section 53 a of the Swedish Companies Act, the Board of Directors' complete proposals for resolution, annual report and audit report and the auditor's opinion on whether the AGM's guidelines for remuneration to senior executives have been complied with will be available from the Company and on the Company's website no later than April 5, 2024 and sent to shareholders who so request.

Number of shares and voting rights

At the time of this notice, the total number of shares and votes in the Company amounted to 35,146,020. The Company's holding of its own shares totals 40,599, which does not give any entitlement to vote as long as the Company holds the shares.

Processing of personal data

For information about the processing of your personal data, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Programme

- 12.30 Registration opens
- 13.10 The AGM venue opens
- 13.30 The AGM begins

Helsingborg, March 2024
Nederman Holding AB (publ)
The Board of Directors