

NIMBUS GROUP

PRESS RELEASE

13 November 2024 07:35:00 CET

Notice of Extraordinary General Meeting in Nimbus Group AB (publ)

Shareholders in Nimbus Group AB (publ) (the "Company"), reg. no. 556903-6568, are hereby invited to attend the Extraordinary General Meeting on 29 November 2024 at 10:30 a.m. on the premises of the Company on Talattagatan 10, 426 76 Västra Frölunda, Sweden. Registration for the Meeting starts at 10:00 a.m. The Board of Directors has decided that shareholders may also be able to exercise their voting rights by post prior to the Meeting in accordance with the Company's Articles of Association.

Notification

Shareholders who wish to attend the Meeting:

shall be recorded in the share register kept by Euroclear Sweden AB concerning the circumstances on 21 November 2024,

and vote by post in accordance with the instructions under the heading "Postal voting" below or notify their attendance at the Meeting by no later than 25 November 2024.

The notification should be sent by post to Computershare AB (publ), "Nimbus Group's Extraordinary General Meeting 2024", Gustav III:s Boulevard 34, 169 73 Solna, Sweden, or by e-mail to proxy@computershare.se. The notification must state the name, date of birth, registration number, address, telephone number and number of assistants (maximum two), if any.

Nominee registered shares

Shareholders who have their shares registered by a nominee must, to attend the Meeting, in addition to voting by post or notify their attendance to the Meeting, have the shares registered in their own name so that the shareholders are included in the prepared share register as of 21 November 2024. Such registration may be temporary (so-called voting rights registration) and is requested from the nominee in accordance with the nominee's procedures at such time in advance as the nominee determines. Voting rights registrations made by the nominee no later than on 25 November 2024 will be taken into account in the preparation of the register of shareholders.

Postal voting

A special form must be used for postal voting. The postal voting form is available on the Company's website, <https://nimbusgroup.se/en/>, and at the Company's premises on Talattagatan 10, 426 76 Västra Frölunda, Sweden. The completed and signed form for postal voting must be sent by post to Computershare AB (publ), "Nimbus Group's Extraordinary General Meeting 2024", Gustav III:s Boulevard 34, 169 73 Solna, Sweden, or by e-mail to proxy@computershare.se. The complete form must be received by Computershare no later than 25 November 2024. Shareholders who are natural persons may also vote by post electronically by verification with BankID via the Company's website no later than on 25 November 2024. The shareholder may not provide the postal vote with special instructions or conditions. If this is done, the entire postal vote is invalid. Additional instructions and conditions are provided in the form for postal voting.

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Power of attorney

Shareholders represented by proxy must issue a written and dated power of attorney signed by the shareholder on behalf of the proxy. The power of attorney may not be older than one year, unless a longer period is specified in the power of attorney (maximum five years). The power of attorney is available on the Company's website, <https://nimbusgroup.se/en/>. If the power of attorney is issued by a legal entity, the certificate of registration or an equivalent authorisation document must be attached. The power of attorney and any authorisation document must be sent to Computershare AB (publ), "Nimbus Group's Extraordinary General Meeting 2024", Gustav III:s Boulevard 34, 169 73 Solna, Sweden, or by e-mail to proxy@computershare.se, no later than on 25 November 2024.

Shares and votes

As of the date of this notice, there are 21,315,591 shares and votes in the Company, none of which are held by the Company.

Information to shareholders

The Board of Directors and the Chief Executive Officer shall, if requested by a shareholder and if the Board of Directors considers that this can be done without material damage to the Company, provide information on circumstances which may affect the assessment of an item on the agenda.

Proposed agenda

1. Opening of the Meeting
2. Election of Chairman for the Meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to approve the minutes
6. Determination of whether the Meeting has been duly convened
7. Approval of the Board of Directors' resolution to issue new shares
8. Conclusion of the Meeting

Proposals for resolution

2. Election of Chairman for the Meeting

The Board of Directors proposes that attorney Henrik Fritz is elected Chairman for the Meeting, or, if he is prevented from attending, the person designated by the Board.

7. Approval of the Board of Directors' resolution to issue new shares

The Board of Directors proposes that the Meeting resolves to approve the Board of Directors' resolution of 13 November 2024 on a new issue of shares in the Company in accordance with the following main terms and conditions:

- The Company's shareholders shall have preferential rights to subscribe for the new shares in proportion to the number of shares they already own.
- For each existing share, one (1) subscription right are received. One (1) subscription right entitle the holder to subscribe for one (1) new share.
- Through the rights issue, the Company's share capital will be increased by not more than SEK 1,184,199.503080, through the issue of not more than 21,315,591 shares.
- For each subscribed share, SEK 16.7 shall be paid. The premium shall be added to the unrestricted premium reserve.
- The record date for participation in the rights issue with preferential rights shall be 6 December 2024.

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- Subscription for new shares shall be made during the period from 10 December 2024 to 3 January 2024. The Board of Directors is authorised to extend the time for subscription.
- Subscription for new shares with subscription rights shall be made through simultaneous cash payment.
- Subscription for new shares without subscription rights shall be made on a separate subscription list and the allotted shares shall be paid for no later than two banking days after notification of allotment has been sent to the subscriber. The Board of Directors is authorised to extend the time for subscription.
- In the event that not all shares have been subscribed for with subscription rights, the Board of Directors shall, within the framework of the maximum amount of the new share issue, resolve on the allotment of shares subscribed for without subscription rights. In such case, shares shall primarily be allotted to those who have applied for subscription and subscribed for new shares with subscription rights, regardless of whether the subscriber was a shareholder on the record date or not, and in the event of oversubscription, in relation to the number of subscription rights each and every one has exercised for subscription of new shares and, to the extent that this cannot be done, by drawing lots. Secondly, allotment shall be made to others who have applied for subscription without the exercise of subscription rights, and in the event of oversubscription, in relation to the number of new shares submitted in each subscription application and, to the extent that this cannot be done, by drawing lots. Thirdly, any remaining new shares shall be allotted to R12 Kapital Holdco AB and Celox Holding AB, in their capacity as guarantors in accordance with the terms and conditions set out in their respective guarantee commitments.
- The new shares entitle to dividends for the first time on the record date for dividends that occurs immediately after the new share issue has been registered by the Swedish Companies Registration Office.

The Chairman of the Board and the CEO shall be authorised to make any minor adjustments and clarifications to the resolution, to the extent necessary for the registration with the Swedish Companies Registration Office and Euroclear Sweden AB or otherwise for formal reasons.

Exemption from mandatory bid obligation

The Company and R12 Kapital Holdco AB ("**R12 Kapital**") have agreed that R12 Kapital, within the framework of the rights issue proposed under item 7, shall guarantee subscription of shares not subscribed for with or without preferential rights by other shareholders or others up to an amount of SEK 295 970 376. The Swedish Securities Council has granted R12 Kapital an exemption from the mandatory bid obligation in respect of subscriptions for shares made in accordance with the subscription and guarantee commitment. The exemption is conditional upon the shareholders being informed prior to the general meeting of the number of shares and votes that R12 Kapital may hold as a result of its subscription and guarantee commitment, and that the general meeting's resolution on the rights issue is approved by at least two-thirds of both the votes cast and the shares represented at the general meeting, excluding the shares held and represented at the general meeting by R12 Kapital. If the rights issue is not fully subscribed by existing shareholders or others, R12 Kapital may, by fulfilling the guarantee commitment, subscribe for up to 17,722,777 shares in the rights issue, corresponding to approximately 41.57 percent of the total number of shares and votes in the Company after completion of the rights issue (calculated based on the number of shares and votes in the Company today and the number of shares and votes that may be added through the rights issue). R12 Kapital may thereby, by fulfilment of the subscription and guarantee commitment, become the holder of shares corresponding to a maximum of approximately 52.52 percent of the total number of shares and votes in the Company.

Majority rules

A resolution in accordance with the Board of Directors' proposal in item 7 requires approval from at least two thirds of the votes cast and the shares represented, with the exception of the shares held and represented at the Meeting by R12 Kapital.

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Further information

The Board of Directors' complete proposals for resolution and other documents which shall be made available prior to the Meeting in accordance with the Swedish Companies Act are presented by making them available on the Company's website, <https://nimbusgroup.se/en/>, and at the Company's office at Talattagatan 10, in Västra Frölunda, Sweden. Copies of the above-mentioned documents will be sent immediately and free of charge, to shareholders who request it and provide their postal address. The Extraordinary General Meeting share register is also available at the Company's office.

Processing of personal data

For information on how your personal data is processed, see www.computershare.com/se/gm-gdpr och www.euroclear.com/sweden/sv/regelverk/GDPR.html.

Gothenburg in November 2024

Nimbus Group AB (publ)

The Board of Directors

For further information, please contact:

Jan-Erik Lindström, CEO
+46 31 726 77 00
jan-erik.lindstrom@nimbus.se

Rasmus Alvemyr, CFO
+46317267708
rasmus.alvemyr@nimbus.se

About Nimbus Group

Nimbus Group produces and markets powerboats which includes the brands Alukin, Aquador, Bella, EdgeWater, Falcon, Flipper, Nimbus and Paragon Yachts. Sales are made through dealer networks and the largest markets are the Nordic region, Europe and the USA. During 2023, the Group strengthened its position on the important North American market through the acquisition of the premium powerboat manufacturer EdgeWater Power Boats. In 2023, the Group had sales of SEK 1,898 million and 511 employees. Operations are conducted in Sweden, Finland, Poland, England, Norway and the USA.

Nimbus Group has been listed on Nasdaq Stockholm First North since February 2021. For more information, see www.nimbusgroup.se

Attachments

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