

## 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 28 April 2022. In order to prevent the spread of the virus causing covid-19, the general meeting was carried out solely through postal voting, without any physical presence. 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 2021.

### **Dividend**

The general meeting resolved, in accordance with the board of directors' proposal, on payment of a dividend of SEK 6.00 per share. Further, the general meeting resolved that the record date to receive the dividend shall be 2 May 2022. Payment of the dividend is expected to be performed through Euroclear Sweden AB on 5 May 2022.

### **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 2021.

### **Fees to the board of directors and the auditor**

The general meeting resolved, in accordance with the nomination committee's proposal, for the period until the next annual general meeting, that fees to the board of directors are paid in the amount of SEK 650,000 (600,000) to the chairman of the board and SEK 300,000 (290,000) each to the other members, SEK 125,000 (100,000) 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 on specified, by the board of directors' reviewed and approved, current accounts.

### **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 six board members and that the Company shall have one auditor.

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The general meeting resolved, in accordance with the nomination committee's proposal, to re-elect Leena Arimo, Steffen Baungaard, Riitta Palomäki, Mats O. Paulsson, and Hannu Saastamoinen as members of the board, and to elect Hannele Arvonen as a new board member. 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 mandate period up until the annual general meeting 2023. Deloitte AB has announced that the authorised public accountant Jeanette Roosberg will be the auditor-in-charge.

### **Remuneration report for 2021**

The general meeting resolved to approve the board of directors' remuneration report for 2021.

### **Long-term incentive program (LTIP 2022) 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 2022) on essentially the same terms as the Company's outstanding incentive programs, LTIP 2019 and LTIP 2020. LTIP 2022 comprises a maximum of 40 participants and a maximum of 80,103 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 2022 as well as securing and covering social security charges triggered by LTIP 2022, 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 92,801 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 2022, the general meeting also resolved to transfer a maximum of 80,103 own shares to the participants of LTIP 2022 in accordance with the terms and conditions of LTIP 2022.

### **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's possibilities to raise new capital and to take advantage of future opportunities to attract new long-term owners and to finance the company's growth strategy. The authorisation also includes the right to decide on payment for the issued shares by set-off, in kind or

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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.

**Guidelines for remuneration to the executive management**

The general meeting resolved to approve the board of directors' proposal regarding guidelines for remuneration for the executive management.

**Instruction for the nomination committee**

The general meeting resolved to approve the nomination committee's proposal regarding instructions for appointment of the nomination committee.

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For more detailed information regarding the content of the resolutions, please refer to the press release published on 25 March 2022 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](http://www.nordicwaterproofing.com).

**For further information, please contact:**

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Palle Schrewelius, CFO and investor relations  
Telephone: +46 707 82 79 58  
E-mail: [pos@nordicwaterproofing.com](mailto:pos@nordicwaterproofing.com)

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**Nordic Waterproofing in brief**

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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 in Finland, a part-owned subsidiary in Norway and through part-owned companies in Denmark. 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, Gauris, Seikat, SPT-Painting, 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](http://www.nordicwaterproofing.com)

**Attachments**

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