

NOTICE TO ATTEND THE ANNUAL GENERAL MEETING IN BYGGFAKTA GROUP NORDIC HOLDCO AB (publ)

BYGGFAKTA GROUP Nordic HoldCo AB (publ), reg. no. 559262-7516 (the "Company" or "Byggfakta"), with its registered office in Ljusdal, gives notice of the Annual General Meeting to be held on Thursday 16 May 2024 at 3 p.m. CEST at Advokatfirman Vinge, Smålandsgatan 20, SE#111 46 Stockholm, Sweden.

Right to participate in the Annual General Meeting and notice of participation

A shareholder who wishes to participate in the Annual General Meeting in person or represented by a proxy must (i) be recorded as a shareholder in the share register maintained by Euroclear Sweden AB relating to the circumstances on Tuesday 7 May 2024 and (ii) no later than Friday 10 May 2024 give notice by post to BYGGFAKTA GROUP Nordic HoldCo AB (publ), "AGM 2024", c/o Advokatfirman Vinge KB, Box 11025, 404 21 Gothenburg, Sweden or via e-mail to byggfakta@vinge.se. When providing such notice, the shareholder shall state name, personal or corporate registration number, address, telephone number and the number of any accompanying assistant(s) (maximum two assistants).

If a shareholder is represented by proxy, a written, dated proxy for the representative must be issued. A proxy form is available on the Company's website, www.byggfaktagroup.com. If the proxy is issued by a legal entity, a certificate of registration or equivalent certificate of authority should be enclosed. To facilitate the registration at the Annual General Meeting, the proxy and the certificate of registration or equivalent certificate of authority should be sent to the Company as set out above so that it is received no later than Wednesday 15 May 2024.

Nominee-registered shares

To be entitled to participate in the Annual General Meeting, a shareholder whose shares are held in the name of a nominee must, in addition to providing notification of participation, register its shares in its own name so that the shareholder is recorded in the share register relating to the circumstances on Tuesday 7 May 2024. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee's procedures and in such time in advance as the nominee determines. Voting right registrations completed by the nominee not later than Friday 10 May 2024 are taken into account when preparing the share register.

Proposed agenda

1. Opening of the Annual General Meeting.
2. Election of Chairman at the Annual General Meeting.
3. Election of one or two persons to approve the minutes.
4. Preparation and approval of the voting list.
5. Approval of the agenda.
6. Determination as to whether the Annual General Meeting has been duly convened.
7. Submission of the annual report and the auditors' report and the consolidated financial statements and the auditors' report for the group. In connection thereto, a presentation by the Chief Executive Officer.
8. Resolution regarding
 - a. adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet,
 - b. allocation of the Company's profits or losses in accordance with the adopted balance sheet,
 - c. discharge of the members of the Board of Directors and the CEO from liability.
9. Determination of the number of members of the Board of Directors, deputies, auditors and, deputy auditors.
10. Election of members of the Board of Directors.

The nomination committee's proposal:

- a. Henrik Lif (re-election)
 - b. Louise Shaljean Ellison (re-election)
 - c. Naveen Wadhera (re-election)
 - d. Helene Willberg (re-election)
 - e. Arash Sundin Alidoost (re-election)
 - f. Stefan Lindqvist (re-election)
11. Election of the Chairman of the Board of Directors.

The nomination committee's proposal:

- a. Henrik Lif (re-election)
12. Election of the auditor.
13. Determination of fees for members of the Board of Directors and auditor.
14. Submission and approval of the Board's remuneration report.
15. Proposal for resolution on guidelines for remuneration to senior executives.
16. Resolution to authorise the Board of Directors to resolve on new share issues.
17. Closing of the Annual General Meeting.

The nomination committee's proposals under items 2, 9, 10, 11, 12 and 13

The Nomination Committee, consisting of Chairman Maxime Cancre (appointed by Bock Capital Investors), Angelica Hanson (appointed by AMF Pension & Funds), Martin Nilsson (appointed by First Swedish National Pension Fund) and Henrik Lif (Chairman of the Board of Directors), has submitted the following proposals.

Item 2 – Election of Chairman of the Annual General Meeting

The Nomination Committee proposes that Anders Strid, lawyer at Advokatfirman Vinge, is appointed Chairman at the Annual General Meeting.

Item 9 – Determination of the number of Board members and deputies, auditors and deputy auditors

The Nomination Committee proposes that the Board, unchanged, shall consist of six (6) ordinary members without deputies.

The Nomination Committee proposes that a registered accounting firm is to be appointed as auditor.

Item 10 – Election of Board members

The Nomination Committee proposes that Henrik Lif, Naveen Wadhwa, Helene Willberg, Louise Shaljean Ellison, Arash Sundin Alidoost, and Stefan Lindqvist, are re-elected as members of the Board of Directors. All elections for the period until the end of the next Annual General Meeting.

Further information about the Board members proposed for re-election can be found on the Company's website, www.byggfaktagroup.com.

Item 11 – Election of the Chairman of the Board of Directors

The nomination committee proposes that Henrik Lif be re-elected as Chairman of the Board of Directors.

Item 12 – Election of auditor

The Nomination Committee proposes that, for the period until the end of the next Annual General Meeting, the registered accounting firm Öhrlings PricewaterhouseCoopers AB be elected as auditor. In the event that Öhrlings PricewaterhouseCoopers AB is elected, the Nomination Committee notes that Öhrlings PricewaterhouseCoopers AB has informed that public accountant Aleksander Lyckow will be appointed as auditor in charge.

Item 13 – Determination of fees to the Board of Directors and the auditor

The Nomination Committee proposes that remuneration to the Board shall, remain unchanged with SEK 550,000 to the Chairman of the Board and SEK 350,000 to each of the other members of the Board.

The Nomination Committee proposes that remuneration to the Chairwoman of the Audit Committee, shall remain unchanged with SEK 250,000. The Nomination Committee further proposes that the remuneration to each of the other members of the Audit Committee shall remain unchanged at SEK 50,000.

The Nomination Committee proposes to continue with no remuneration to members of the Remuneration Committee.

The Nomination Committee proposes that the fee to the auditor shall be paid in accordance with approved statement of costs.

The Board of Directors' proposals under items 8B, 14, 15 and 16

Item 8B – Resolution regarding allocation of the Company's profits or losses in accordance with the adopted balance sheet

The Board of Directors proposes that the funds at the Annual General Meetings' disposal shall be carried forward, and, thus, that no dividend shall be paid.

Item 14 – Submission and approval of the Board's remuneration report

The Board of Directors proposes that the Annual General Meeting resolves to approve the Remuneration Report for the financial year 2023 that has been prepared by the Board of Directors.

Item 15 – Proposal for resolution on guidelines for remuneration to senior executives

The Board of Directors proposes that the Annual General Meeting resolves to adopt new guidelines for remuneration to senior executives. The proposal for guidelines to be presented at the Annual General Meeting 2024 entails a change regarding that the variable cash remuneration which may amount to a maximum of 75 per cent of the total fixed annual cash salary, as opposed to the previous guidelines which stated 65 per cent. Otherwise, the proposal does not entail any changes in relation to the Company's existing remuneration guidelines. The following change is proposed to be adopted.

Previous wording

The total variable cash remuneration may amount to not more than 65 per cent of the senior executive's fixed annual cash salary.

New wording

The total variable cash remuneration may amount to not more than 75 per cent of the senior executive's fixed annual cash salary.

The complete remuneration guidelines are available on the Company's website, www.byggfaktagroup.com.

Item 16 – Resolution to authorise the Board of Directors to resolve on new share issues

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors, for the period until the end of the next Annual General Meeting, on one or several occasions and with or without deviation from the shareholders' preferential rights, to resolve on new share issues.

The authorisation may be utilised for new issues of shares, which may be made with provisions regarding contribution in cash, in kind or through set-off corresponding to not more than ten (10) per cent of the registered share capital in the Company at the time of the issue resolution. The subscription price shall be determined on market terms and conditions. However, in order to enable delivery of shares in connection with a cash issue as described above, this may, if the Board of Directors deems it appropriate, be made at a subscription price corresponding to the quota value of the shares, whereby the issue is directed to an issuing agent that acts as a settlement bank for investors.

Deviation from the shareholders' preferential rights shall be possible in connection with future investments in the form of acquisitions of operations, companies, shares in companies or otherwise for the Company's future expansion. If the Board resolves on an issue with deviation from the shareholders' preferential rights, the rationale shall be that the Board shall be able to issue shares in the Company to be used as a means of in-kind payment or the right to offset debt or to in a flexible and cost-efficient manner raise capital to use as means of payment or to continuously adjust the Company's capital structure.

The Board of Directors, or any person appointed by the Board of Directors, shall have the right to make any adjustments or amendments of the above resolution which may be required in connection with the registration of such resolution and to take any other measure deemed necessary for the execution of the resolution.

Special majority requirements

For a valid resolution in accordance with item 16 above, it is required that the proposal is supported by at least two thirds (2/3) of the shares represented and votes cast at the Annual General Meeting.

Number of shares and votes

The number of shares and votes in Byggfakta amounts to 218,666,667 per the day for the issuance of this notice. As of the date of this notice, the Company holds 3,130,000 shares.

Documentation

The annual report, the Board of Directors' remuneration report and all other documentation for resolutions will, no later than three weeks before the Annual General Meeting, be kept available on the Company's website, www.byggfaktagroup.com, at the Company's premises with address BYGGFAKTA GROUP Nordic HoldCo AB (publ), c/o SSCP BYGG TopCo AB, Löjtnantsgatan 9, SE-827 81 Ljusdal, Sweden and will be sent to those shareholders who so request and state their postal address or e-mail address.

The Board of Directors' proposal in accordance with item 16 is fully formulated in the convening notice.

The Nomination Committee's complete proposals and reasoned statement as well as information regarding proposed Board members is available on the Company's website stated above.

Shareholders' right to obtain information

Shareholders are reminded of their right to, at the Annual General Meeting, obtain information from the Board of Directors and CEO in accordance with Chapter 7 Section 32 of the Swedish Companies Act. Shareholders who wish to submit questions in advance may do so by sending post to BYGGFAKTA GROUP Nordic HoldCo AB (publ), AGM 2024, c/o SSCP BYGG TopCo AB, Löjtnantsgatan 9, 827 81 Ljusdal, Sweden, or via e-mail to agm@byggfaktagroup.com.

Processing of personal data

For information on how your personal data is processed, see the integrity policy that is available on Euroclear's webpage: www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf.

Ljusdal in April 2024

BYGGFAKTA GROUP Nordic HoldCo AB (publ)

The Board of Directors

About Byggfakta Group

Byggfakta Group is a global data and software company with roots stretching back to 1936, more than 2,000 employees and operations in 26 countries. We offer services that connect the construction sector, thereby increasing total growth and promoting better construction. Our unique data, insights and software solutions help customers to maximise sales, increase efficiency and build more sustainably. Our core operations encompass five areas: Project Information, Specification, Market Intelligence, Product Information and E-tendering. We mainly generate subscription revenue, which currently exceeds SEK 2 billion annually. Our goal is to grow organically by 10% per year and to grow an additional 5–15% per year through acquisitions. Byggfakta Group has been listed on Nasdaq Stockholm since 2021.

Press Release
15 April 2024 15:00:00 CEST



For further information please contact:

Erik Kronqvist, Head of Investor Relations
Tel: +46 (0) 70 697 22 22
Email: erik.kronqvist@byggfaktagroup.com

Homepage: www.byggfaktagroup.com

Attachments

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