

Notice to attend the Annual General Meeting in Byggfakta Group Nordic Holdco AB (publ)

The shareholders in BYGGFAKTA GROUP Nordic HoldCo AB (publ), reg. no. 559262-7516 (the "Company" or "Byggfakta"), with its registered office in Ljusdal, are hereby invited to the annual general meeting on Tuesday 24 May 2022.

N.B. This is an unofficial translation of the Swedish original wording. In case of differences between the English translation and the Swedish original, the Swedish text shall prevail.

NOTIFICATION, ADVANCE VOTING, ETC.

Information regarding advance voting

Byggfaktas's annual general meeting will be carried out through advance voting, so-called postal voting in accordance with the Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. No annual general meeting with the possibility to attend in person or to be represented by a proxy will take place. Byggfakta welcomes all shareholders to exercise their voting rights at the annual general meeting through advance voting as described below. Information on the resolutions passed at the annual general meeting will be published on the same day as soon as the result of the advance voting has been finally confirmed.

A statement from the CEO will be published on the Company's website in connection with the Annual General Meeting.

Notification for advance voting etc.

Shareholders who wish to participate through advance voting at the annual general meeting shall:

- *firstly*, be entered in the share register maintained by Euroclear Sweden AB no later than on Monday 16 May 2022 (for nominee-registered shares, also see "*Nominee-registered shares*" below),
- *secondly*, submitting their advance vote in accordance with the instructions under "*Advance voting*" below to the Company no later than on Monday 23 May 2022.

Information delivered upon notice to attend will be processed and used only for the annual general meeting. See below for further information on processing of personal data.

Nominee-registered shares

In order to be entitled to participate at the annual general meeting through advance voting, shareholders who have their shares registered in the name of a nominee must temporarily re-register the shares in their own name. Shareholders who wish to make such re-registration, so-called voting rights registration, must make such request with their nominee well in advance of Wednesday 18 May 2022, at which time the re-registration must have been made.

Advance voting

The shareholders may exercise their voting rights at the annual general meeting only by voting in advance, so called postal voting in accordance with Section 22 of the Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for advance voting. The form is available on www.byggfaktagroup.com. The advance voting form is considered as the notification of attendance to the annual general meeting.

The completed voting form must be submitted to Byggfakta no later than Monday 23 May 2022. The completed and signed form shall be sent to BYGGFAKTA GROUP Nordic HoldCo AB (publ), AGM 2022, c/o SSCP BYGG TopCo AB, Löjtnantsgatan 9, 827 81 Ljusdal, Sweden. A completed form may also be submitted by e-mail and is to be sent to agm@byggfaktagroup.com. If the shareholder votes in advance by proxy, a power of attorney shall be enclosed to the form. If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed to the form. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the advance vote in its entirety) is invalid. Proxy forms for shareholders who wish to vote by mail through proxies will be available on the Company's website.

Further instructions and conditions are included in the form for advance voting.

PROPOSED AGENDA

1. Election of Chairman at the annual general meeting.
2. Election of one or two persons to approve the minutes.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Determination as to whether the annual general meeting has been duly convened.
6. 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.
7. 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.
8. Determination of the number of members of the Board of Directors, deputies, auditors and, deputy auditors.

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- g. 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 Wadhwa (re-election)
- d. Helene Willberg (re-election)
- e. Arash Sundin Alidoost (new election)

10. Election of the Chairman of the Board of Directors.

The nomination committee's proposal:

- a. Henrik Lif (re-election)
11. Election of the auditor.
12. Determination of fees for members of the Board of Directors and auditor.
13. Submission and approval of the Board's remuneration report.
14. Resolution to adopt a long-term incentive programme for senior executives and key individuals within the Byggfakta-group.
15. Resolution to authorise the Board of Directors to resolve on new share issues.

THE NOMINATION COMMITTEE'S PROPOSALS UNDER ITEMS 1, 8, 9, 10, 11 AND 12

The Nomination Committee, consisting of Chairman, Ben Hopper (appointed by Stirling Square Capital Partners), Maxime Cancre (appointed by Bock Capital Investors), Anders Oscarsson (appointed by AMF Pension & Funds), Ossian Ekdaahl (appointed by First Swedish National Pension Fund) and Henrik Lif (Chairman of the Board of Directors), has submitted the following proposals.

Item 1 – 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 8 – Determination of the number of Board members and deputies, auditors and deputy auditors

The Nomination Committee proposes that the Board shall consist of five (5) ordinary members without deputies.

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

Item 9 – Election of Board members

The Nomination Committee proposes that Henrik Lif, Naveen Wadhwa, Helene Willberg and Louise Shaljean Ellison are re-elected, and new election of Arash Sundin Alidoost as members of the Board of Directors. All elections for the period until the end of the next annual general meeting.

Anna Mossberg has declined re-election of her Board assignment.

Information regarding the proposed new Board member

Mr. Arash Sundin Alidoost, 1987

Executive background: Scrive (Chief Marketing Officer), HBO Europe (VP Sales & Marketing), NextRoll (Head of Direct Sales & Sales Development - APAC), Google (Industry Manager - Telco & Media and Entertainment).

Non-executive background: Miss Mary of Sweden, Insurello.

Shareholding in Byggfakta: Zero (0) shares.

Mr. Arash Sundin Alidoost is independent in relation to the company and its management as well as in relation to major shareholders.

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

Item 10 – 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 11 – Election of auditor

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

Item 12 – Determination of fees to the Board of Directors and the auditor

The Nomination Committee proposes that remuneration to the Board shall unchanged be paid with SEK 550,000 to the Chairman of the Board, SEK 350,000 to each of the other members of the Board, SEK 150,000 to the Chairman of the Audit Committee, and SEK 50,000 to each of the other members of the Audit 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 2, 3, 7B, 13, 14 AND 15

Item 2 – Election of one or two persons to approve the minutes

The Board of Directors proposes that Ossian Ek Dahl be elected to approve the minutes of the annual general meeting together with the Chairman.

Item 3 – Preparation and approval of the voting list

The voting list proposed to be approved is the voting list prepared by Byggfakta, based on the shareholders' register for the general meeting, participating shareholders and the advance votes received, and as verified by the persons elected to approve the minutes.

Item 7B – 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, SEK 8,281,172,092, shall be carried forward, and, thus, that no dividend shall be paid.

Item 13 – 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 2021 that has been prepared by the Board of Directors.

Item 14 – Resolution to adopt a long-term incentive programme for senior executives and key individuals in the Byggfakta group

The Board of Directors of Byggfakta proposes that the annual general meeting resolves to implement a long term, share based, employee stock option program ("LTI 2022/2025").

The purpose of the proposed LTI 2022/2025 is to ensure that key employees, high potentials, senior management executives, and senior executives within the Byggfakta Group shall be given the opportunity to become long-term shareholders and take part in, and work for, a positive value development of the share in the Company during the period covered by the proposed LTI 2022 /2025, and that the Byggfakta Group shall be able to retain and recruit competent and committed staff. The board considers the LTI 2022/2025 as advantageous to the Company and its shareholders.

The LTI 2022/2025 shall in total comprise of no more than 2,200,000 shares, which corresponds to approximately one (1) per cent of the total number of outstanding shares in the Company.

The board proposes that the annual general meeting resolves on the introduction of the LTI 2022 /2025, including the right for the board to repurchase outstanding shares and the approval of the transfer of the shares in accordance with essentially the below guidelines. The intention of the board is that this is a long-term initiative why the board aim to propose long-term incentive programs also to future annual general meetings.

14 a) Implementation of LTI 2022/2025

1. The maximum number of employee stock options to be allotted will be 2,200,000.
2. The employee stock options shall be offered to senior executives and executives (eight (8) persons), senior management (seven (7) persons) and other key employees and high potentials in the Company and its subsidiaries (approx. eighty-five (85) persons) (the "Participants"), in accordance with the following allocation:
 - the CEO of the Company shall be allocated a maximum of 200,000 employee stock options, the CFO of the Company shall be allocated a maximum of 150,000 employee stock options, and other senior executives shall together be allocated a maximum of 575,000 employee stock options;
 - seven (7) persons within senior management shall together be allocated a maximum of 350,000 employee stock options, and
 - approx. eighty-five (85) high potentials and other key employees, who shall together be allocated a maximum 925,000 employee stock options.
 - In order to be able to recruit competent employees, employee stock options under LTI 2022 /2025 may be offered also to future employees (within the categories of employees set out above) provided that the total number of employee stock options does not exceed the maximum and that the employment commence before 31 December 2022.

The board shall decide upon the allotment within the limits set above.

3. The employee stock options shall be allotted without consideration.
4. Each employee stock option entitles the Participant to acquire one (1) share in the Company at an exercise price corresponding to 120 per cent of volume-weighted average share price pursuant to the official share price list of Nasdaq Stockholm during the five-day trading days period preceding the annual general meeting 2022. The exercise price and the number of shares that each employee stock option entitles to may be subject to recalculation due to bonus issue, share split, preferential rights issue and similar measures.
5. The employee stock options can be exercised to acquire shares in the Company during the time period starting 15 May 2025, up to and including 16 June 2025. The employee stock options will be possible to exercise earlier in the event of e.g. compulsory redemption of shares, liquidation, merger or a change of control. Exercise of employee stock options presupposes, as a rule, that the Participant remains employed in the Byggfakta Group during the entirety of LTI 2022/2025. Certain exemptions to this requirement may be prescribed in specific cases, including a Participant's death, disability, retirement or the divestiture through a sale, spin-off or otherwise of the Participant's employing company from the Byggfakta Group.
6. The employee stock options shall not constitute securities and are non-transferable.

The board shall decide on the detailed terms and conditions of LTI 2022/2025. The board shall be entitled to deviate from or adjust the terms and conditions as a result of local regulations and practice.

If material changes would occur within the Byggfakta Group or on the market that, according to the board's assessment, would lead to the conditions for allocation of employee stock options no longer being reasonable, the board will have the right to make also other adjustments of the LTI 2022/2025, including e.g. a right to resolve on a reduced allotment of employee stock options.

In order to implement LTI 2022/2025 in a cost-effective and flexible manner, the board has considered various methods for delivery of shares upon exercise of employee stock options. The board considers repurchase and transfer of own shares as its preferred option, and thus proposes that the annual general meeting resolves on transfer of own shares in accordance with b) below. However, should the annual general meeting not approve the proposed transfer of own shares to participants in the program, in accordance with item 14b ii) below, the Board of Directors propose (see 14b iii) below) that the board should be allowed to enter into a hedging arrangement with a third party to hedge the obligations of the Company to deliver shares under the program.

Costs and dilution etc. for the LTI 2022/2025

The employee stock options are expected to incur costs for the Byggfakta Group in the form of social security charges upon exercise, as well as accounting costs according to IFRS 2 during the period the employee stock options remain outstanding. The Company does not intend to make any hedging or similar arrangements in respect of the costs relating to the social security charges. These costs are preliminary estimated to amount to approximately SEK 23.2 million. The calculation of the costs has been carried out based on, *inter alia*, the following: (i) the price of the Company's shares at Nasdaq Stockholm amounting to SEK 45.72 per share at the time of the allotment and to SEK 68.58 per share at the third anniversary of the allotment, (ii) the exercise price determined in accordance with the proposed above amounting to SEK 54.86, (iii) 100 per cent of employee stock options allotted in the program are exercised, (iv) the risk-free interest rate is 1.1 per cent and volatility amounts to 28 per cent.

The LTI 2022/2025 will not entail any dilution effect, as the program is proposed to be hedged by already issued shares.

Information on other outstanding share incentive programmes

The Company has one ongoing incentive programme based on warrants for certain board members of the Company that was approved by the extraordinary general meeting held on 14 September 2021. Information regarding the Company's current incentive programme is available at the Company's website, www.byggfaktagroup.com.

Preparation of the matter

The principles for the LTI 2022/2025 have been prepared by the board. The proposal has been prepared with the support of external advisors and after consultations with major shareholders. The board has subsequently decided to present this proposal to the annual general meeting. Apart from the employees who prepared the matter in accordance with instructions from the board, no employee who may be covered by the program participated in the drafting of the terms.

14 b) Resolution on repurchase and transfer of own shares

(i) The board proposes that the annual general meeting resolve to authorise the board to resolve on repurchase of shares in the Company in relation to LTI 2022/2025 according to the following:

- Acquisitions may be made of no more than 2,200,000 shares in order to secure the delivery obligations of shares to participants in the LTI 2022/2025.
- The shares may only be acquired on Nasdaq Stockholm.
- The authorisation may be exercised on one or more occasions, until the 2023 annual general meeting.
- The shares may only be acquired at a price per share within the from time to time registered trading interval.

(ii) The board proposes that the annual general meeting resolve to transfer shares in the Company in relation to LTI 2022/2025 according to the following:

1. No more than 2,200,000 shares may be transferred.
2. The right to acquire shares shall, with deviation from the shareholders' preferential rights, be granted to the Participants of LTI 2022/2025. Furthermore, subsidiaries within the Byggfakta Group shall have the right to acquire shares, free of consideration, and such subsidiaries shall be obligated to, in accordance with LTI 2022/2025 immediately transfer shares to Participants in the program.
3. Transfer to the participants of LTI 2022/2025 shall be made at the time, at the price and on the other terms and conditions of LTI 2022/2025 at which participants of the program are entitled to acquire shares.
4. Payment for the shares will be made within the time and on the terms stipulated in the terms and conditions for the LTI 2022/2025.
5. The number of shares in the Company that may be transferred under LTI 2022/2025 will be subject to recalculation as a result of intervening bonus issues, splits, rights issues and/or other similar corporate events.

The reason for the proposed transfer and for the deviation from the shareholders' preferential rights is an integral part of the implementation of the LTI 2022/2025 and the board considers that the implementation of the LTI 2022/2025 will be to the advantage of the Company and the shareholders as it offers participants the opportunity to become shareholders in the Company.

iii) Hedging agreements

Should the annual general meeting not resolve in accordance with the proposal under ii) above the board proposes that the annual general meeting resolves that the board (on behalf of the Company) shall be authorized to enter into hedging agreements with third parties to secure the Company's obligations to deliver the shares under LTI 2022/2025.

Item 15 – 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.

MISCELLANEOUS

Special majority requirement

The resolution of the annual general meeting to implement the program according to item 14 a) above requires that more than half of the votes cast at the annual general meeting approve the proposal. The annual general meeting's resolution on repurchase and transfer of own shares, according to item 14 b) (i) above requires that shareholders representing at least two thirds (2/3) of the votes cast as well as the shares represented at the annual general meeting approve the proposal, a resolution under (ii) above requires that shareholders representing at least nine-tenths (9/10) of the votes cast as well as the shares represented at the annual general meeting approve the proposal, and a resolution under iii) above requires that more than half of the votes cast at the annual general meeting approve the proposal.

The board proposes that a resolution under a) above is conditional to the general meeting having resolved to pass the board's proposal on b) i) and either ii) or iii) above. As stated above, the proposal under b) iii) above is conditional upon that the proposal under ii) above is not resolved.

For a valid resolution in accordance with item 15 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 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. The Company does not hold any treasury shares.

Documents

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 to BYGGFAKTA GROUP Nordic HoldCo AB (publ), AGM 2022, c/o SSCP BYGG TopCo AB, Löjtnantsgatan 9, 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 15 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.

Information before the annual general meeting

The Board of Directors and the CEO shall, if requested by a shareholder, and if the Board of Directors' believes that it can be done without material harm to the Company, at the general meeting provide information regarding circumstances that may affect the assessment of a matter on the agenda and the Company's or subsidiaries financial situation or the Company's relation to other group companies.

A request for such information shall be made in writing to BYGGFAKTA GROUP Nordic HoldCo AB (publ), AGM 2022, c/o SSCP BYGG TopCo AB, Löjtnantsgatan 9, 827 81 Ljusdal, Sweden, or via e-mail to agm@byggfaktagroup.com, no later than on Monday 16 May 2022. The information will be made available at the Company's premises and on www.byggfaktagroup.com on Thursday 19 May 2022 at the latest. The information will also be sent, within the same period of time, to the shareholder who has requested it and stated its address.

Processing of personal data

For information about how your personal data is processed, it is referred to the privacy notice available at Euroclear's webpage: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Gothenburg in April 2022

BYGGFAKTA GROUP Nordic HoldCo AB (publ)

The Board of Directors

About Byggfakta Group

Byggfakta Group, headquartered in Ljusdal, Sweden, with origins dating back to 1936, is a leading digital platform providing solutions connecting construction value-chain participants, maximising sales and improving efficiency for its customers. The Company's core offering lies across four product segments, targeting different stakeholders in the construction value chain, namely (i) Project Information – a business intelligence sales lead platform; (ii) Specification – specification software digitalising the specification writing process; (iii) Product Information – an online platform that allows suppliers to showcase their products online, and provides buyers with a comprehensive catalogue of curated construction products; and (iv) e-Tendering - eSourcing and eProcurement software.

For further information please contact:

Fredrik Sätterström, Head of Investor Relations
Tel: +46 (0) 70 510 1022
Email: fredrik.satterstrom@byggfaktagroup.com

Homepage: www.byggfaktagroup.com

Attachments

[Notice to attend the Annual General Meeting in Byggfakta Group Nordic Holdco AB \(publ\)](#)