

NOTICE OF THE ANNUAL GENERAL MEETING OF NOBA BANK GROUP AB (PUBL)

The annual general meeting of NOBA Bank Group AB (publ), reg. nr. 556647-7286, ("NOBA" or the "company") will be held on Thursday 21 May 2026 at 13:00 CEST at Helio GT30, Grev Turegatan 30 in Stockholm. Registration for the meeting will commence at 12:15 CEST. The board of directors has resolved that shareholders may also exercise their voting rights at the meeting by postal voting pursuant to the provisions in the articles of association of NOBA.

PARTICIPATION

Shareholders who wish to participate in the meeting must:

- be recorded as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances as of Tuesday 12 May 2026; and
- give notice of participation in accordance with the instructions below no later than Friday 15 May 2026.

To be entitled to participate in the meeting, shareholders whose shares are registered in the names of nominees must, in addition to giving notice of participation, register such shares in their own name so that the shareholder is recorded in the presentation of the share register as of Tuesday 12 May 2026. Such registration may be temporary (voting rights registration) and can be requested from the nominee in accordance with the nominee's procedures in such time in advance as the nominee determines. Voting rights registrations effected by the nominee no later than Friday 15 May 2026 will be considered in the presentation of the share register.

Participation at the meeting venue

Shareholders who wish to attend the meeting venue in person or by proxy shall give notice of participation no later than Friday 15 May 2026 on Euroclear Sweden AB's website www.euroclear.com/sweden/generalmeetings/ by telephone +46 8 - 402 91 33 or by post to NOBA Bank Group AB, "Annual General Meeting", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden. Shareholders shall in their notice state their name, personal identification number or company registration number, address, telephone number and, if applicable, the number of assistants (not more than two).

If a shareholder is represented by proxy, a written and dated power of attorney signed by the shareholder shall be issued for the proxy. A template proxy form is available on the company's website, www.noba.bank. If the shareholder is a legal entity, a registration certificate or equivalent authorisation document must be attached. In order to facilitate registration at the meeting, the power of attorney, registration certificate and other authorisation documents should be sent to the company at the above address well in advance of the meeting.

Participation by postal voting

Shareholders who wish to participate in the meeting by postal voting must give notice of participation no later than Friday 15 May 2026 by casting their postal vote in accordance with the instructions below so that it is received by Euroclear Sweden AB no later than that day. A special form shall be used for postal voting. The postal voting form is available on the company's website, www.noba.bank. The completed and signed postal voting form can be submitted by post to NOBA Bank Group AB, "Annual General Meeting", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden or by e-mail to GeneralMeetingService@euroclear.com. Shareholders may also cast their postal votes digitally through BankID verification on Euroclear Sweden AB's website, www.euroclear.com/sweden/generalmeetings/.

If the shareholder postal votes by proxy, a written and dated power of attorney signed by the shareholder shall be issued for the proxy and be attached to the form. A template proxy form is available on the company's website, www.noba.bank. If the shareholder is a legal entity, a registration certificate or equivalent authorisation document must be attached to the form.

The shareholder may not provide special instructions or conditions in the voting form. If so, the postal vote in its

entirety is invalid. Further instructions can be found on the postal voting form.

Please note that shareholders who wish to attend the meeting venue in person or by proxy must give notice of participation in accordance with the instructions under the heading "Participation at the meeting venue" above. This means that a notice of participation only by postal voting is not sufficient for those who wish to attend the meeting venue.

PROPOSED AGENDA

1. Opening of the meeting.
2. Election of chair of the meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of two persons to approve the minutes.
6. Determination of whether the meeting has been duly convened.
7. Remarks by the chair of the board of directors.
8. Presentation by the chief executive officer.
9. Presentation of the annual report and the auditor's report, as well as the consolidated financial statements and the auditor's report on the consolidated financial statements, including the assurance report relating to the sustainability report.
10. Resolutions on:
 - a) adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet;
 - b) disposition of the company's profit or loss as stated in the adopted balance sheet and determination of record date for dividend; and
 - c) discharge from liability of the members of the board of directors and the chief executive officer.
11. Presentation and resolution on approval of the board of directors' remuneration report.
12. Determination of the number of members of the board of directors and the number of auditors.
13. Determination of the remuneration to the members of the board of directors and the auditor.
14. Election of members and chair of the board of directors.

Members of the board of directors:

- a) Christopher Ekdahl (re-election, proposed by the nomination committee).
- b) Birgitta Hagenfeldt (re-election, proposed by the nomination committee).
- c) Hans-Ole Jochumsen (re-election, proposed by the nomination committee).
- d) Martin Tivéus (re-election, proposed by the nomination committee).
- e) Ricard Wennerklint (re-election, proposed by the nomination committee).
- f) Ragnhild Wiborg (re-election, proposed by the nomination committee).
- g) Patrick Lapveteläinen (new election, proposed by the nomination committee).

Chair of the board of directors:

- h) Hans-Ole Jochumsen (re-election, proposed by the nomination committee).

15. Election of auditor.
16. Resolution on guidelines for remuneration to senior executives.
17. Resolution on a long-term incentive plan including issuance and subsequent transfers of warrants.
18. Resolution on authorisation for the board of directors to resolve on new issues of shares.
19. Closing of the meeting.

RESOLUTIONS PROPOSED BY THE NOMINATION COMMITTEE

The nomination Committee ahead of the 2026 annual general meeting comprises Robert Furuholm (appointed by Nordic Capital), Ville Talasmäki (appointed by Sampo) and Timo Ritakallio (appointed by OP Cooperative). In addition, the chair of the board of directors Hans-Ole Jochumsen is an adjunct member of the nomination committee. Robert Furuholm is the chair of the nomination committee.

Election of Chair of the meeting (item 2)

The nomination committee proposes that Fredrik Lundén, member of the Swedish Bar Association, is elected to be the chair of the meeting.

Determination of the number of members of the board of directors and the number of auditors (item 12)

The nomination committee proposes that the board of directors shall consist of seven (7) members elected by the general meeting. In accordance with the audit and risk committee's recommendation, the nomination committee further proposes that NOBA shall have a registered accounting firm as auditor.

Determination of the remuneration to the members of the board of directors and the auditor (item 13)

The nomination committee proposes that remuneration shall be paid in the amount of SEK 1,860,000 to the chair of the board of directors and SEK 620,000 to each of the other board members elected by the general meeting. Furthermore, it is proposed that remuneration for work performed in the board of directors' audit and risk committee shall be paid in the amount of SEK 365,000 to the chair and SEK 160,000 to each of the other members, and that remuneration for work performed in the board of directors' remuneration committee shall be paid in the amount of SEK 210,000 to the chair and SEK 110,000 to each of the other members. The nomination committee further proposes that NOBA shall cover or reimburse each board member for all costs and expenses related to or arising from the board membership, including travel, logistics and accommodation as well as consultative, legal and administrative costs. The legal costs can e.g. include required costs of legal defence and claims made (during and after their period of office) against board members in cases where board members are not found liable or guilty of any intentional wrongdoing or grossly negligent behaviour.

The nomination committee proposes that the auditor shall be paid in accordance with approved invoices.

Election of members and chair of the board of directors (item 14)

The nomination committee proposes that, for the period until the end of the next annual general meeting, Christopher Ekdahl, Birgitta Hagenfeldt, Hans-Ole Jochumsen, Martin Tivéus, Ricard Wennerklint, and Ragnhild Wiborg shall be re-elected as members of the board of directors and that Patrick Lapveteläinen shall be elected as new member of the board of directors.

Patrick Lapveteläinen is currently chairman of the board of directors of Mandatum Oyj and Mandatum Asset Management Ltd, as well as board member of Projekti GH Oy and Svenska Handelshögskolan. Previously he served as Group Chief Investment Officer at Sampo Plc and as a member of the Sampo Group Executive Committee. He has also held board assignments in, among others, the If P&C Insurance Group. Patrick holds a Master of Science in Economics from the Swedish School of Economics and Business Administration in Finland.

Information about the other proposed members of the board of directors and the nomination committee's motivated statement is available on the company's website, www.noba.bank.

The nomination committee proposes the re-election of Hans-Ole Jochumsen as chair of the board of directors.

Election of auditor (item 15)

In accordance with the audit and risk committee's recommendation, the nomination committee proposes that the registered accounting firm Deloitte AB shall be re-elected as auditor for the period until the end of the 2027 annual general meeting. Deloitte AB has informed that the authorised public accountant Johan Stenbäck will continue as auditor-in-charge if Deloitte AB is re-elected as auditor.

RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS

Disposition of the company's profit or loss as stated in the adopted balance sheet (item 10b)

The board of directors proposes an ordinary dividend of SEK 1.60 per share as well as an extra dividend of SEK 1.50 per share attributable to the period 1 July – 31 December 2025. The record date for the dividend is proposed to be Monday 25 May 2026. If the meeting resolves in accordance with the proposal of the board of directors, the dividend is expected to be distributed on Thursday 28 May 2026.

Resolution on guidelines for remuneration to senior executives (item 16)

The board of directors proposes that the meeting resolve to adopt the following guidelines (the "Guidelines") covering remuneration to the chief executive officer and other members of the group management team of NOBA Bank Group AB (publ) ("NOBA" or the "Company") and where applicable, remuneration to board members in addition to board fees. The individuals covered by these Guidelines are hereinafter referred to as "senior executives". The Guidelines are applicable to remuneration agreed, and amendments to remuneration already agreed, following the adoption of the Guidelines by the annual general meeting on 21 May 2026. The Guidelines do not apply to any remuneration resolved upon by the general meeting.

The Guidelines' promotion of NOBA's business strategy, long-term interests and sustainability

With a diversified offering through its various brands, NOBA collects specialized, customer centric financial offerings with one common mission - to enable healthy finances for more people. For further information regarding NOBA's business strategy, please refer to NOBA's website, www.noba.bank.

A prerequisite for NOBA to realize its business strategy and safeguard its long-term interests, including sustainability, is that NOBA can attract, motivate and retain senior executives in competition with comparable Nordic companies, primarily Nordic banks and credit market companies. These Guidelines shall therefore facilitate that senior executives are offered a market-based and competitive remuneration. At the same time, NOBA's remuneration system shall be compatible with and promote sound and efficient risk management and counteract excessive risk taking. Remuneration to senior executives in NOBA shall further encourage high performance, sound behaviour and comply with the Company's business strategy, objectives, values and long-term interests; be formulated to avoid conflicts of interests between NOBA, its employees and its customers; when applicable, be based on quantitative business objectives and qualitative criteria reflecting compliance, proper treatment of NOBA's customers and quality of services rendered. The total variable remuneration shall not limit NOBA's ability to maintain an adequate level of own funds and liquidity or, if needed, strengthen own funds.

The board of directors assesses that offering a well-balanced fixed remuneration together with participation in potential share-related incentive plans resolved by the general meeting as well as possibly being awarded variable remuneration will facilitate NOBA being a competitive employer.

Forms of compensation

The remuneration shall be on market terms and may consist of the following components:

- fixed cash salary;
- potential variable cash remuneration, which may be paid partly in shares or share-linked instruments;

- the opportunity to participate in long-term share-related incentive plans; and
- pension and other possible customary benefits.

Fixed cash salary

The senior executives' fixed salary is revised each year and shall be competitive and based on the individual's competence, responsibility and performance. The fixed remuneration shall also constitute a sufficiently large portion of the executive's total remuneration to enable the variable components to be set to zero.

Variable cash remuneration

The board of directors shall assess from time to time to what extent it serves the best interests of NOBA to pay variable cash remuneration to senior executives. To the extent the board of directors resolves to pay variable cash remuneration, the following guidelines and limitations shall apply to such remuneration.

The senior executives' variable cash remuneration shall be based on how well-defined targets for their respective areas of responsibility and for NOBA as a group have been met. Both financial and non-financial criteria shall be taken into account in the assessment. The outcome shall be linked to measurable targets on individual, business unit and Company level, which, as far as concerning NOBA, shall be directly or indirectly linked to the achievement of NOBA's financial targets. The targets relating to the senior executives' respective area of responsibilities shall promote NOBA's development in the long term and thus promote its business strategy and long-term interests, including sustainability. The maximum payment of variable remuneration may not exceed a maximum of 100 per cent of the senior executive's annual fixed salary.

Additional variable cash remuneration may be awarded in extraordinary circumstances in accordance with the Company's Remuneration Policy, provided that such extraordinary arrangements are only made on an individual level and either for the purpose of recruiting or retaining executives. Any resolution on such remuneration shall be made by the board of directors based on a proposal from the remuneration committee.

For variable remunerations exceeding EUR 50,000 or which amount to more than 1/3 of the senior executives' total yearly remuneration, at least 40 per cent of the remuneration shall be deferred for at least four years prior to the payment or the transfer of ownership to the senior executive. When deciding on how much of the variable remuneration that shall be deferred, and for how long, NOBA shall consider its business cycle, the risks the business operations entail, the senior executive's responsibilities and tasks and the size of the variable remuneration. In case of particularly high amounts of variable remuneration, the proportion of deferral shall be at least 60 per cent. Further, 50 per cent of the variable remuneration which exceeds EUR 50,000 or amounts to more than 1/3 of the senior executives' total yearly remuneration must be paid out in shares or share-linked instruments and must be retained for 12 months following the end of the deferral period.

Variable remuneration, including deferred amounts, shall only be paid or transferred to the senior executive if it is reasonable with respect to NOBA's financial situation, including own funds and liquidity, and may be justified based on the results of NOBA, the business unit concerned and the senior executive. The variable remuneration may therefore be reduced or lapse.

NOBA, or if applicable, a group entity, shall have the authority, subject to the restrictions that may apply under law or contract, to reclaim, in whole or in part, variable remuneration paid on incorrect grounds or information that was manifestly misstated or in the event of fraud or severe misconduct. A prerequisite for the variable remuneration to be paid is that such action is in accordance with the Swedish Financial Supervisory Authority's regulations and the EBA's guidelines on sound remuneration policies.

Long-term share-related incentive plans

Long-term share-related incentive plans shall be resolved by the general meeting and are therefore not within the scope of these Guidelines.

Pension and other customary benefits

The pension provisions to all senior executives employed in NOBA in Sweden shall be covered by the same

policy, with the possibility to make exceptions for the chief executive officer. The pension commitments shall be premium-based and are secured by premium payments to insurance companies. The size of the pension premiums follows the Company's pension plan and shall essentially correspond to the provision levels that apply according to the ITP1 plan except for the limitations that apply according to the ITP1 in relation to the maximum level of pensionable salary. As a general rule, variable remuneration shall not be pensionable.

The pension provisions to all senior executives employed in the Norwegian branch shall be covered by the same policy. The size of the pension premiums shall follow the Norwegian branch's pension plan with a premium step where the pension premium shall not exceed 25.1 per cent of the pensionable salary and the pensionable salary shall be limited to an amount corresponding to 12 basic amounts in the Norwegian national insurance scheme. As a general rule, variable remuneration shall not be pensionable, except where required by applicable law.

Other potential benefits shall be customary and facilitate the senior executive's ability to perform its tasks, such as company car, occupational health care and health insurance.

Termination of employment

In the event of termination by the Company, the notice period shall not exceed twelve months. When termination is made by the senior executive, the notice period may not exceed twelve months for the chief executive officer and six months for other senior executives. Severance pay in the event of termination by the Company may be paid in the amount of up to 18 months' salary. In the event that the Company enforces an agreed non-compete clause in certain cases, fixed remuneration may be paid during the relevant period.

Remuneration policy for banks

In addition to these Guidelines, the board of directors has, in accordance with, inter alia, the Swedish Financial Supervisory Authority's regulations regarding remuneration systems in credit institutions and EBA's guidelines on sound remuneration policies, established a Remuneration Policy that includes all employees in NOBA and its consolidated subsidiaries. The Remuneration Policy is compatible with and promotes healthy and efficient risk management and counteracts excessive risk taking. Further information on NOBA's Remuneration Policy is published on the Company's website, www.noba.bank.

Salary and employment conditions for employees

In the preparation of the board of directors' proposal for these Guidelines, salary and employment conditions for employees of NOBA have been taken into account by including information on the employees' total income and the components of the remuneration in the remuneration committee's and the board of directors' basis of decision when evaluating whether the Guidelines and the limitations set out herein are reasonable.

The decision-making process to determine, review and implement the Guidelines

The board of directors has established a remuneration committee. The committee's tasks include preparing the board of directors' resolutions in remuneration related matters and preparing the board of directors' proposal for remuneration guidelines for senior executives. The committee shall also monitor and evaluate programs for variable remuneration for the group management team, the application of the Guidelines as well as the current remuneration structures and compensation levels in the Company. The chief executive officer and other members of the group management team do not participate in the board of directors' processing of and resolutions regarding remuneration related matters in so far as they are directly affected by such matters.

Remuneration under employment subject to other rules than Swedish rules may be duly adjusted to comply with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these Guidelines.

The board of directors shall prepare a proposal for new guidelines at least every fourth year and submit it to the General Meeting. The guidelines shall be in force until new guidelines are adopted by the general meeting.

Deviation from the Guidelines

The board of directors may temporarily resolve to deviate from the Guidelines, in whole or in part, if in a

specific case there is special cause for the deviation and a deviation is necessary to serve NOBA's long-term interests, including its sustainability, or to ensure the Company's financial viability, provided that such deviation is not subject to the provisions of the Swedish Financial Supervisory Authority's regulations or EBA's guidelines. As set out above, the remuneration committee's tasks include preparing the board of directors' resolutions in remuneration related matters. This includes any resolutions to deviate from the Guidelines.

Other

The board of directors has not received any comments from shareholders on the existing guidelines for remuneration to senior executives. The board of directors has made a general review of the Guidelines and proposes, in addition to editorial changes and clarifications, that severance pay upon termination by the Company may amount to up to 18 months' salary instead of 12 months' salary. Apart from the changes mentioned above, the proposed guidelines correspond to those adopted by the 2025 annual general meeting.

Resolution on a long-term incentive plan including issuance and subsequent transfers of warrants (item 17)

The board of directors proposes that the annual general meeting resolves to implement a long-term warrant-based incentive program, including a resolution on the issue and subsequent transfer of warrants ("LTIP 2026"). The company implemented a warrant program in connection with its initial public offering on Nasdaq Stockholm in September 2025 ("LTIP 2025"). The LTIP 2026 now proposed will be directed to up to approximately 22 key employees in the NOBA group who were not employed at the time of LTIP 2025 or who, for other reasons, did not have the opportunity to participate in LTIP 2025. LTIP 2026 therefore follows the same structure as LTIP 2025 in order to ensure continuity and consistency. Prior to future incentive programs in NOBA, the board of directors will also evaluate other program structures that are long-term, suitable and adapted to the company's operations, regulatory requirements and future development at the relevant time.

The purpose of LTIP 2026, and the reasons for the deviation from the shareholders' preferential rights, are to strengthen the link between the employees' work and the creation of shareholder value. By that means, it is considered that there will be an increased alignment of interests between the participants and the shareholders of NOBA.

1 Directed issue of warrants

- 1.1 The board of directors proposes that the annual general meeting resolves on a directed issue of up to 1,300,000 warrants under the incentive program. The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, be granted to a wholly owned subsidiary of NOBA, with the right and obligation to transfer the warrants to certain employees within the group in accordance with item 2. Oversubscription is not possible. The warrants shall be issued free of charge.
- 1.2 Subscription for the warrants shall take place within four weeks of the date of the resolution to issue the warrants. The board of directors shall have the right to extend the subscription period.

2 Transfer of warrants

- 2.1 Up to approximately 22 key employees in the NOBA group shall be offered the right to acquire warrants from the subsidiary.
- 2.2 The participants shall be entitled to acquire warrants based on the participant category to which they belong. The participant categories and the guaranteed investment amounts for each category have been determined by the board of directors based on the employees' positions and areas of responsibility in NOBA. The preliminary guaranteed investment amount shall be SEK 1.5 million for category 1 (up to four participants), SEK 750,000 for category 2 (up to six participants), and SEK 250,000 for category 3 (up to twelve participants). The final guaranteed investment amount for each category and participant may be lower than the preliminary guaranteed investment amount depending on the market value per warrant at the time of transfer, taking into account that the total number of warrants that may be issued and transferred may never exceed 1,300,000.

- 2.3 If any warrants remain after all applications have been satisfied up to the guaranteed investment amounts, such remaining warrants may be allocated to participants who have applied for warrants in excess of their guaranteed investment amounts. If the remaining warrants are insufficient to satisfy all such applications, the warrants shall be allocated pro rata in relation to the number of warrants acquired by each participant.
- 2.4 The right to acquire warrants from the subsidiary shall only be granted to those employees within the group who, in connection with the application period, have not resigned, been given notice of termination, or whose employment has not otherwise terminated. Warrants may also be offered to any additional participants who commence their employment no later than 31 December 2026. For such acquisitions, the terms and conditions shall be the same or equivalent to what is stated in this resolution.
- 2.5 The subsidiary shall transfer the warrants to the participants at market value corresponding to a market value of the warrants calculated by an independent valuation institute using a generally recognized valuation model. The transfer of the warrants shall take place as soon as practically possible after the 2026 annual general meeting. Based on a preliminary valuation, the market value of the warrants is SEK 9.20 per warrant. The preliminary valuation is based on a market value of the underlying share of SEK 86.60 and an assumed subscription price of SEK 103.14. The Black & Scholes valuation model has been used for the valuation. The preliminary valuation has been performed by an independent valuation institute, PwC.

3 Terms and conditions for subscription of shares

- 3.1 Each warrant entitles the holder to subscribe for one (1) share in NOBA at a subscription price of 119.1 per cent of the average volume-weighted price paid for NOBA's share on Nasdaq Stockholm during a period of three trading days commencing on the trading day following the day on which NOBA's board of directors first makes an offer to the participants to acquire warrants, which is expected to be the period from and including 27 May up to and including 29 May 2026.¹ If NOBA is in possession of inside information during this period, the board of directors shall be entitled to determine a later period to form the basis for the subscription price.
- 3.2 If the average share price of NOBA's share, calculated in the manner set out in the full terms and conditions of the warrants available on NOBA's website www.noba.bank, exceeds SEK 176.0 in connection with subscription for new shares through exercise of the warrants, a re-calculated lower number of shares to which each warrant entitles the holder to subscribe for shall apply.
- 3.3 The warrants may be exercised for subscription for shares in NOBA in accordance with the full terms and conditions during a two-week period commencing on the day following the publication of the company's interim report for the period 1 January – 31 March 2029, but not earlier than 2 April 2029 and not later than 11 June 2029. If a warrant holder is prevented from subscribing during the period specified above due to the provisions of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (the Market Abuse Regulation) or other applicable insider regulation, the board of directors may permit subscription once such impediment no longer exists, but no later than 30 calendar days after such impediment has ceased.
- 3.4 Upon exercise of the warrants, the number of shares for which each warrant entitles the holder to subscribe for shall be re-calculated in accordance with the formula set out below, whereby the subscription price paid per share by the participant upon exercise of the warrant shall correspond to the share's quota value (currently SEK 0.1454)².

¹ NOBA's board of directors will make the first offer to the participants to acquire warrants no later than 15 November 2026.

² In addition, the number of shares for which each warrant entitles the holder to subscribe, as well as the subscription price to be paid upon exercise may be re-calculated in accordance with the full terms and conditions of the warrants.

Re-calculated number of shares that each warrant entitles to subscription of	=	<p>Volume-weighted average price of the share during the first five trading days of the subscription period (not exceeding SEK 176.0) minus the subscription price (calculated in accordance with item 3.1 above)</p> <hr/> <p>Volume-weighted average price of the share during the first five trading days of the subscription period minus the share's quota value</p>
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- 3.5 Shares subscribed for by exercise of the warrants shall carry the right to dividends for the first time on the first record date for dividends occurring after the subscription for shares through exercise of the warrants has been effected.
- 3.6 The number of shares for which the warrants entitle the holder to subscribe for, as well as the subscription price, may be subject to re-calculation as a result of dividends, rights issues, bonus issues, share splits or reverse share splits, and certain reductions of the share capital (in which case the value cap in item 3.2 shall be adjusted accordingly), as set out in the full terms and conditions. The new shares that may be issued upon subscription shall not be subject to any restrictions.
- 4 Share capital increase, dilution and costs
- 4.1 Upon full participation and full exercise of the maximum number of warrants, the increase in NOBA's share capital will amount to SEK 189,020. The portion of the subscription prices paid upon subscription for shares that exceeds the share's quota value shall be allocated to the non-restricted statutory reserve (*Sw. den fria överkursfonden*). The maximum number of warrants that may be acquired by participants in LTIP 2026 may result in the issuance of a maximum of 1,300,000 shares, corresponding to a maximum dilution of approximately 0.26 per cent of the total number of shares and votes in the company, subject to any re-calculation resulting from certain corporate events in accordance with the full terms and conditions. Taking into account that the warrants shall be re-calculated to net value in connection with exercise, and that there is a value cap corresponding to SEK 176.0, the actual dilution resulting from the program upon full participation and full exercise may amount to a maximum of 0.11 per cent.
- 4.2 NOBA's costs for the incentive program are limited to costs for preparing and administering the program. In addition, certain limited costs may arise relating to taxable benefits and social security contributions for any participants in Norway.
- 5 Transferability
- A condition for the allotment of warrants is that the participant has entered into an undertaking regarding a repurchase offer etc., pursuant to which NOBA shall have the right, but not the obligation, to repurchase the warrants if the participant's employment with NOBA terminates or is terminated, or if the participant wishes to transfer the warrants to a third party. The repurchase price shall correspond to (i) the market value, or (ii) the lower of the acquisition cost and the market value, or a combination thereof, depending on the circumstances of the individual case.
- 6 Preparation of the proposal, etc.
- LTIP 2026 has been prepared by NOBA's group management and remuneration committee and has been considered at meetings of the remuneration committee during the spring of 2026. The proposal has been prepared with the assistance of external advisers and following consultations with shareholders. None of the participants has had any material influence over the final structure of the program.

7 Other share-related incentive programs

NOBA currently has two outstanding warrant programs established in 2025, one for members of the group management and other key employees in the group, and one for certain board members; see note 10 in NOBA's 2025 annual report. Aside from those, there are no outstanding share-related incentive programs at NOBA.

8 Authorisation for the board of directors

The board of directors, or any person appointed by the board of directors, is proposed to be authorised to make such minor adjustments that may prove necessary in connection with the registration of the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

Resolution on authorisation for the board of directors to resolve on new issues of shares (item 18)

The board of directors proposes that the meeting resolves to authorise the board of directors to, on one or more occasions before the next annual general meeting, with or without deviation from the shareholders' preferential rights, resolve on the issue of new shares. Any issues of shares resolved upon by the board of directors pursuant to the authorisation shall, in aggregate, correspond to a maximum of 10 per cent of the total number of shares in NOBA at the time when the authorisation is first exercised. The subscription price shall be determined in accordance with prevailing market conditions at the time the shares are issued. Payment may be made in cash, in kind or by set-off. The purpose of the authorisation, and the reason for any deviation from the shareholders' preferential rights, are to increase the company's financial flexibility and to enable swift and efficient adjustments of the company's capital structure, taking into consideration established financial targets and changes in capital adequacy regulations, as well as to enable the company to issue shares as consideration in connection with any acquisitions of companies or assets that the company may undertake.

ADDITIONAL INFORMATION

Shares and votes

The total number of shares and votes in the company at the time of the issuance of this notice is 500,000,000. At the same time, the company holds no own shares.

Majority requirements

A valid resolution under item 17 requires support by shareholders holding not less than nine tenths of both the votes cast and the shares represented at the meeting.

Valid resolutions under item 18 require support by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the meeting.

Documentation

Documents that shall be made available ahead of the meeting pursuant to the Swedish Companies Act and the Swedish Corporate Governance Code are available at the company at Gävlegatan 22 in Stockholm, Sweden and on the company's website, www.noba.bank, and will be sent free of charge to shareholders who so request and provide their postal or email address. The documents will also be available at the meeting.

Shareholders' right to request information

The board of directors and the chief executive officer shall, if a shareholder so requests, and the board of directors believes that it can be done without material harm to the company, at the meeting provide information on any circumstances that may affect the assessment of a matter on the agenda or any circumstances that may affect the assessment of the company's or its subsidiaries' financial situation. Such duty

also includes information on the company's relation to another group company and the consolidated financial statements. Shareholders who wish to submit a question in advance may do so to ir@noba.bank, or to NOBA Bank Group AB (publ), Att. "Annual General Meeting", Gävlegatan 22, SE-113 30 Stockholm, Sweden.

Interpretation

The annual general meeting will mainly be held in Swedish. As a service to the shareholders, simultaneous interpretation will be provided at the annual general meeting.

Authorisation

The chief executive officer, or any person appointed by the chief executive officer, shall be authorised to make the minor adjustments in the resolutions adopted by the meeting as may be required in connection with registration with the Swedish Companies Registration Office, the Swedish Financial Supervisory Authority or because of other formal requirements.

Processing of personal data

For information regarding the processing of your personal data, please refer to www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf.

Stockholm in April 2026
NOBA Bank Group AB (publ)
The board of directors