

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 25 May 2023 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

Participation in the Annual General Meeting at the venue

A shareholder who wishes to participate in the Annual General Meeting at the venue 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 16 May 2023 and (ii) no later than Friday 19 May 2023 give notice by post to BYGGFAKTA GROUP Nordic HoldCo AB (publ), "AGM 2023", 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 24 May 2023.

Participation by postal voting

A shareholder who wishes to participate in the Annual General Meeting by postal voting must (i) be recorded as a shareholder in the share register maintained by Euroclear Sweden AB relating to the circumstances on Tuesday 16 May 2023 and (ii) give notice no later than Friday 19 May 2023, by casting its postal vote in accordance with the instructions below so that the postal vote is received by Byggfakta no later than on that day.

A shareholder who wishes to participate in the Annual General Meeting at the venue in person or represented by a proxy must give notice thereof in accordance with what is set out under *Participation in the Annual General Meeting at the venue* above. This means that a notification by postal vote is not sufficient for a person who wishes to participate at the venue.

A special form shall be used when postal voting. The postal voting form is available on the Company's website www.byggfaktagroup.com. A completed and signed form may be submitted by post to BYGGFAKTA GROUP Nordic HoldCo AB (publ), "AGM 2023", c/o Advokatfirman Vinge KB, Box 11025, 404 21 Gothenburg, Sweden or via e-mail to Byggfakta@vinge.se. The completed form shall be received by Byggfakta not later than Friday 19 May 2023. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e., the postal vote in its entirety) is invalid. Further instructions and conditions are included in the form for postal voting.

If a shareholder votes by proxy, a written and dated proxy shall be enclosed to the postal voting form. A proxy form is available on the Company's website www.byggfaktagroup.com. If the shareholder is a legal entity, a certificate of registration or equivalent certificate of authority should be enclosed. If a shareholder has voted by postal voting and then attends the Annual General Meeting in person or through a proxy, the postal vote is still valid except to the extent the shareholder participates in a voting procedure at the Annual General Meeting or otherwise withdraws its casted postal vote. If the shareholder chooses to participate in a voting at the Annual General Meeting, the vote cast will replace the postal vote with regard to the relevant item on the agenda.

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 16 May 2023. 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 19 May 2023 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.

g. 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 (new 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. Resolution to adopt a long-term incentive programme for senior executives within the Byggfakta Group based on warrants.

16. Resolution to adopt a long-term incentive program for senior management and key employees within the Byggfakta Group based on employee stock options.

17. Resolution to authorise the Board of Directors to resolve on new share issues.

18. 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), Ossian Ekdahl (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 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 Wadhera, Helene Willberg, Louise Shaljean Ellison and Arash Sundin Alidoost are re-elected, and new election of Stefan Lindqvist, as members of the Board of Directors. All elections for the period until the end of the next Annual General Meeting.

Information regarding the proposed new Board member

Mr. Stefan Lindqvist, 1966

Executive Background: Employed by Byggfakta between 1985-2022, most recently as CEO of the group.

Non-executive background: n.a.

Shareholding in Byggfakta: 2,530,301 shares.

Mr. Stefan Lindqvist 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 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 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 13 – 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 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 is increased from SEK 150,000 to SEK 250,000. The Nomination Committee further proposes that the remuneration to 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, 16 and 17

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 2022 that has been prepared by the Board of Directors.

Item 15 – Resolution to adopt a long-term incentive programme for senior executives in the Byggfakta Group based on warrants

*The Board of Directors of BYGGFAKTA GROUP Nordic HoldCo AB (publ), corporate registration number 559262-7516 (the "**Company**" or "**Byggfakta Group**"), proposes that the annual general meeting resolves to implement a long term, incentive program based on warrants ("**LTI 2023/2026**"), and issue of warrants in accordance with essentially the below guidelines set out in 15 a) below, and the transfer of warrants in accordance with item 15 b) below.*

15 a) Implementation of LTI 2023/2026 and issue of warrants

The purpose of the proposed LTI 2023/2026 is to ensure that current and future members of group management 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 2023/2026. The Board of Directors considers the LTI 2023/2026 as advantageous to the Company and its shareholders.

The proposed incentive program is a three-year program, and shall in total comprise of no more than 2,350,000 warrants, which (if fully utilized) corresponds to approximately one point one (1.1) per cent of the total number of outstanding shares in the Company. The incentive program means that members of group management within Byggfakta Group are offered warrants at market value calculated according to the Black & Scholes valuation formulae. The participant must have entered into a pre-emption and buy-back agreement, under certain circumstances, with a company within the Byggfakta Group to be entitled to participate in the incentive program. In order to encourage participation in the program, a bonus may be paid corresponding to 37 percent of the price paid for each warrant. This bonus will in this case be paid during June 2025.

The Board of Directors shall decide on the detailed terms and conditions of LTI 2023/2026. The Board of Directors shall be entitled to deviate from or adjust the terms and conditions as a result of local regulations and practice.

The intention of the Board of Directors is that this is a long-term initiative why the board aim to propose long-term incentive programs also to future annual general meetings.

Issue of warrants

1. LTI 2023/2026 shall comprise not more than 2,350,000 warrants. The Board of Directors therefore propose to the shareholders to resolve to issue 2,350,000 warrants of series LTI 2023 /2026, entitling to subscription of a maximum of 2,350,000 shares. Upon full exercise of the warrants, the Company's share capital will increase by a maximum of SEK 566,199.86.
2. The warrants shall be issued free of charge to the, indirectly, fully-owned company Byggfakta Group HQ AB, 556605-9852, (the "**Subsidiary**") with the right and obligation for the Subsidiary to transfer the warrants to the participants in LTI 2023/2026. The reason for the deviation from the shareholders' preferential rights is that the issue of warrants is an integral part of the implementation of the LTI 2023/2026 and the Board of Directors considers that the implementation of the LTI 2023/2026 will be to the advantage of the Company and the shareholders as it offers participants the opportunity to become shareholders in the Company.
3. The subscription of warrants shall be made no later than 20 June 2023. The Board of Directors has the right to extend the subscription period.
4. Each warrant entitles the holder to subscribe for 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 in 2023, however that the exercise price at least must amount to an amount corresponding to the share's quota value. The calculated exercise price shall be rounded to the nearest SEK 0.10, whereby SEK 0.05 shall be rounded down. The exercise price and the number of shares that each warrant entitles to may be subject to recalculation due to bonus issue, share split, preferential rights issue and similar measures.
5. The warrants may be exercised to acquire shares in the Company during the time period starting 29 May 2026, up to and including 15 June 2026. The warrants will be possible to exercise earlier in the event of e.g., compulsory redemption of shares, liquidation, merger or a change of control.
6. If the warrant holder is prevented from subscribing for shares during the period stated in the preceding item due to provisions in the Market Abuse Regulation (596/2014/EU), the Securities Market (Market Abuse Penalties) Act (2016:1307), the Act (2016:1306) with supplementary provisions to the Market Abuse Regulation, or other insider legislation applicable to the Company, the Company shall have the right to allow such warrant holders to instead subscribe for shares as soon as they are no longer prevented from doing so.
7. The Board of Directors or a person appointed by the Board of Directors shall be authorised to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office.

8. For the full terms and conditions for the warrants see the Company's website.

If material changes would occur within the Byggfakta Group or on the market that, according to the Board of Directors assessment, would lead to the conditions for allocation of warrants no longer being reasonable, the Board of Directors will have the right to make also other adjustments of the LTI 2023/2026, including e.g., a right to resolve on a reduced allotment of warrants.

15 b) Resolution on transfer of warrants

The Board of Directors proposes that the annual general meeting resolve that the Subsidiary or any other company within the Byggfakta Group may transfer warrants in the Company in relation to LTI 2023/2026 according to the following:

1. No more than 2,350,000 warrants may be transferred.

2. The warrants may be transferred to current and future members of group management consisting of approximately (eleven (11) persons), of Byggfakta Group (the "Participants"), in accordance with the following:

- the CEO of the Company shall be allocated a maximum of 400,000 warrants, the CFO of the Company shall be allocated a maximum of 200,000 warrants, and other Participants shall together be allocated a maximum of 1,750,000 warrants.

In order to be able to recruit competent employees, warrants under LTI 2023/2026 may be transferred also to future members of group management, including employees that are promoted to a new position provided that the total number of warrants does not exceed the maximum number of warrants and that the employment commence before 31 December 2023. The Board of Directors has made the assessment that the need for flexibility for newly recruited /promoted employees justify a deviation from the general principle of a three year vesting period.

The Board of Directors shall decide upon the allotment within the limits set above.

3. Warrants held by the Subsidiary, and which are not transferred in accordance with the time of the initial allocation, or which are later repurchased from Participants, may either be transferred to employees within the Company or its subsidiaries, or canceled by the Company following a decision by the Board of Directors.

4. The warrants shall be transferred on market conditions against payment (premium) corresponding to the market value assessed by Deloitte, which shall be determined through valuation in accordance with an established valuation model (Black & Scholes). For any subscription made by additional or promoted employees, the market price at such time shall be determined accordingly. The value has been preliminary calculated at SEK 6.43 per warrant based on a current share price of SEK 37 and a subscription price per share of SEK 44.40.

5. A company within the Byggfakta Group shall, on certain agreed conditions, in connection with transfer of the warrants to the participants in the program reserve a pre-emption and buy-back right (however no obligation) regarding the warrants if the Participant's employment or assignment within the group is terminated (with certain exceptions in case of the 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), provided in each case that the administration burden or cost associated with the buy-back is deemed reasonable by the Board of Directors, or if the Participant wishes to transfer its warrants prior to the warrants being exercisable.

Costs for the LTI 2023/2026

As the warrants are to be transferred on market terms, it has been assessed that no costs for social security contributions should be charged to the Company for employees in Sweden due to the transfer of warrants under LTI 2023/2026. Social security contributions for participants outside of Sweden are deemed to be limited.

The Company will partly subsidize the Participant's acquisition of warrants. The bonus shall be paid during June 2025. The bonus to each Participant shall correspond to 37 percent of the Participant's investment net after taxes. The total cost for the bonus, based on a warrant value of SEK 6.43 (calculated in accordance with section 15 b) 4. above) and an estimated marginal tax of 50 percent, is calculated to amount up to approximately SEK 15.1 million, including social security contributions. The Company does not intend to make any hedging or similar arrangements in respect of the costs relating to the social security charges.

In order to be eligible for the bonus, with some exceptions, the Participant shall, at the time of the payment of the bonus, be employed by the Company and not have transferred the Participants' warrants. LTI 2023/2026 is only expected to have a marginal effect on the Company's key ratios.

LTI 2023/2026 will also entail certain limited costs in the form of fees to external advisors and administration regarding the program.

Dilution

Upon full subscription for new shares by exercising of all warrants, a total of 2,350,000 series B shares can be issued, corresponding to a dilution effect of approximately 1.1 per cent of the share capital and the votes in the Company. This is however subject to the recalculation of the number of shares, that each warrant subscription entitles to, of which may occur as a result of certain issues etc.

The accumulated dilution should all outstanding incentive programs be fully utilised amount to approximately 2.15 per cent per cent (see also below for further information on outstanding incentive programs).

Information on other outstanding share incentive programs

At the annual general meeting 2022 the Company adopted an employee stock option program comprising of not more than 2,200,000 number of shares. In addition, the Company has one outstanding incentive program based on 243,972 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 program is available at the Company's website, www.byggfaktagroup.com.

Preparation of the matter

The principles for the LTI 2023/2026 have been prepared by the Board of Directors. The proposal has been prepared with the support of external advisors and after consultations with major shareholders. The Board of Directors 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 of Directors, no employee who may be covered by the program participated in the drafting of the terms.

Item 16 - Resolution to adopt a long-term incentive program for senior management and key employees within the Byggfakta Group based on employee stock options

The Board of Directors of Byggfakta proposes that the annual general meeting resolves to implement a long term, share based, employee stock option program ("LTIP 2023/2026").

The purpose of the proposed LTIP 2023/2026 is to ensure that senior management and key employees 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 LTIP 2023/2026, and that the Byggfakta Group shall be able to retain and recruit competent and committed staff. The Board of Directors considers the LTIP 2023/2026 as advantageous to the Company and its shareholders.

The LTIP 2023/2026 shall in total comprise of no more than 930,000 shares, which corresponds to approximately 0.4 per cent of the total number of outstanding shares in the Company.

The Board of Directors proposes that the annual general meeting resolves on the introduction of the LTIP 2023/2026, including the right for the Board of Directors 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 of Directors is that this is a long-term initiative why the board aim to propose long-term incentive programs also to future annual general meetings.

16 a) Implementation of LTIP 2023/2026

1. The maximum number of employee stock options to be allotted will be 930,000.

2. The employee stock options shall be offered to senior management and key employees (the “**Participants**”), in accordance with the following allocation:

- approximately nine (9) persons within senior management shall together be allocated a maximum of 450,000 employee stock options, and
- approximately twenty-one (21) key employees, who shall together be allocated a maximum 480,000 employee stock options.

In order to be able to recruit competent employees, employee stock options under LTIP 2023 /2026 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 2023. The Board of Directors has made the assessment that the need for flexibility for newly recruited/promoted employees justify a deviation from the general principle of a three year vesting period.

The Board of Directors 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 2023. 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 25 May 2026, up to and including 20 June 2026. 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.

6. Exercise of employee stock options presupposes, as a general rule, that the Participant remains employed in the Byggfakta Group during the entirety of LTIP 2023/2026. 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.

7. The employee stock options shall not constitute securities and are non-transferable.

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 of Director's assessment, would lead to the conditions for allocation of employee stock options no longer being reasonable, the Board of Directors will have the right to make also other adjustments of the LTIP 2023/2026, including e.g., a right to resolve on a reduced allotment of employee stock options.

In order to implement LTIP 2023/2026 in a cost-effective and flexible manner, the Board of Directors has considered various methods for delivery of shares upon exercise of employee stock options. The Board of Directors 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 16 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 16 b ii) below, the Board of Directors propose (see 16 b iii) below) that the Board of Directors of 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 LTIP 2023/2026.

Costs and dilution etc. for the LTIP 2023/2026

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 8.1 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 37.00 per share at the time of the allotment, (ii) the exercise price determined in accordance with the proposed above amounting to SEK 44.40, (iii) 100 per cent of employee stock options allotted in the program are exercised, (iv) the risk-free interest rate is 2.7 per cent and volatility amounts to 31.0 per cent.

The LTIP 2023/2026 will not entail any dilution effect, as the program is proposed to be hedged by already issued shares.

Preparation of the matter

The principles for the LTIP 2023/2026 have been prepared by the Board of Directors. The proposal has been prepared with the support of external advisors and after consultations with major shareholders. The Board of Directors 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 of Director, no employee who may be covered by the program participated in the drafting of the terms.

16 b) Resolution on repurchase and transfer of own shares

(i) The Board of Directors proposes that the annual general meeting resolve to authorise the Board of Directors to resolve on repurchase of shares in the Company in relation to LTIP 2023/2026 according to the following:

- Acquisitions may be made of no more than 930,000 shares in order to secure the delivery obligations of shares to participants in the LTIP 2023/2026.
- The shares may only be acquired on Nasdaq Stockholm.
- The authorisation may be exercised on one or more occasions, until the 2024 annual general meeting.
- The shares may only be acquired at a price per share within the from time to time registered trading interval.

The Board of Directors have prepared a statement according to Chapter 19 paragraph 22 of the Swedish Companies Act.

(ii) The Board of Directors proposes that the annual general meeting resolve to transfer shares in the Company in relation to LTIP 2023/2026 according to the following:

1. No more than 930,000 shares may be transferred.
2. The right to acquire shares shall, with deviation from the shareholders' preferential rights, be granted to the Participants of LTIP 2023/2026. 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 LTIP 2023/2026 immediately transfer shares to Participants in the program.
3. Transfer to the Participants of LTIP 2023/2026 shall be made at the time, at the price and on the other terms and conditions of LTIP 2023/2026 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 LTIP 2023/2026.
5. The number of shares in the Company that may be transferred under LTIP 2023/2026 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 LTIP 2023/2026 and the Board of Directors considers that the implementation of the LTIP 2023/2026 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 of Directors proposes that the annual general meeting resolves that the Board of Directors (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 LTIP 2023/2026.

Item 17 – 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

The resolution of the Annual General Meeting to implement the program and to issue warrants according to item 15 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 under 15 b) 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. The Board of Directors proposes that a resolution under 15 a) above is conditional to the general meeting having resolved to pass the board's proposal on 15 b) above.

The resolution of the Annual General Meeting to implement the program according to item 16 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 of own shares, according to item 16 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 to transfer own shares under 16 b) (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 16 iii) above requires that more than half of the votes cast at the Annual General Meeting approve the proposal. The Board of Directors proposes that a resolution under 16 a) above is conditional to the general meeting having resolved to pass the Board of Directors proposal on 16 b) i) and either 16 ii) or iii) above. As stated above, the proposal under 16 b iii) above is conditional upon that the proposal under 16 ii) above is not resolved.

For a valid resolution in accordance with item 17 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 2,200,000 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 to BYGGFAKTA GROUP Nordic HoldCo AB (publ), AGM 2023, 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 17 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 2023, 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: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Ljusdal in April 2023

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:

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Email: erik.kronqvist@byggfaktagroup.com

Homepage: www.byggfaktagroup.com

Press Release
24 April 2023 15:00:00 CEST



Attachments

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