

Bulletin from Annual General Meeting in BYGGFAKTA GROUP Nordic HoldCo AB (publ)

The following resolutions were passed at the Annual General Meeting (the "AGM") of BYGGFAKTA GROUP Nordic HoldCo AB (publ) ("Byggfakta" or the "Company") held today, on 25 May 2023.

Adoption of income statement and balance sheet for the financial year 2022 and discharge from liability

The AGM resolved to adopt the income statement and the consolidated income statement for the financial year 2022 as well as the balance sheet and the consolidated balance sheet as of 31 December 2022, as set out in the annual report. The members of the Board of Directors and the managing director were discharged from liability for the financial year 2022.

Allocation of profits

The AGM resolved that no dividend be paid for 2022 and that the profits available to the AGM shall be carried forward.

Election of Board members, auditors, fees to the Board of Directors and auditors

The AGM resolved that the number of members of the Board of Directors shall be six without deputies and that the number of auditors shall be one registered accounting firm.

In accordance with the Nomination Committee's proposal, Henrik Lif, Naveen Wadhera, Helene Willberg, Louise Shaljean Ellison and Arash Sundin Alidoost were re-elected as members of the Board of Directors. Further, Stefan Lindqvist was elected new member of the Board of Directors. All elections for the period until the end of the next Annual General Meeting. Henrik Lif was re-elected as the Chairman of the Board of Directors. The registered audit firm PricewaterhouseCoopers AB was re-elected as auditor of the Company, with Aleksander Lyckow as auditor-in-charge, for the period until the end of the next Annual General Meeting.

The AGM further resolved that fees to members of the Board shall 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 250,000 to the Chairman of the Audit Committee and SEK 50,000 to each of the other members of the Audit Committee. The AGM further resolved to continue with no remuneration to members of the Remuneration Committee and that the remuneration to the auditor shall be paid in accordance with approved statement of costs.

Approval of the Board's remuneration report

The AGM resolved to approve the Remuneration Report for the financial year 2022 that has been prepared by the Board of Directors.

Adoption of a long-term incentive programme for senior executives in the Byggfakta Group based on warrants

The AGM resolved to adopt a long-term incentive program based on warrants (LTI 2023/2026) directed at senior executives within the Byggfakta group. The rationale behind the incentive programme is, among other things, 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. In order to enable the incentive programme, the AGM also resolved to issue 2,350,000 warrants to the Company's indirect, fully-owned company Byggfakta Group HQ AB (the "**Subsidiary**") and to authorise the Subsidiary or any other company within the Byggfakta Group to transfer no more than 2,350,000 warrants to participants of LTI 2023/2026. 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. 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. 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.

Adoption of a long-term incentive program for senior management and key employees within the Byggfakta Group based on employee stock options

The AGM resolved to adopt a long-term share-based employee stock option programme (LTIP 2023/2026) directed at senior management and key employees within the Byggfakta group. The rationale behind the incentive programme is, among other things, 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 and be able to retain and recruit competent and committed staff. 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 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. In order to enable the incentive programme, the AGM also resolved to authorise the Board to resolve on repurchase of no more than 930,000 shares in the Company and the right to transfer no more than 930,000 shares to participants in LTIP 2023/2026.

Authorisation for the Board of Directors to resolve on new share issues

The AGM resolved 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. 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.

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.

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Attachments

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