

Announcement from annual general meeting in NCAB Group AB (publ) on 10 May 2021

NCAB Group AB (publ) (the "Company") held its annual general meeting on 10 May 2021 where mainly the following resolutions were adopted.

At the annual general meeting, the presented profit and loss statement and the balance sheet and consolidated profit and loss statement and balance sheet were adopted. In accordance with the proposal of the board of directors, the meeting resolved on a dividend payment of SEK 5.00 per share of the profits available and that the remainder be carried forward. The meeting further resolved that the record date for determining who is entitled to receive dividend would be 12 May 2021. The board of directors and the managing directors were discharged from liability for the fiscal year 2020.

The meeting resolved that remuneration of in total SEK 3,150,000 shall be paid to the directors of the board. Remuneration of SEK 700,000 shall be paid to the chairman of the board of directors and remuneration of SEK 350,000 shall be paid to each of the directors of the board, who are not employees of the group. The meeting resolved that for work in the audit committee, remuneration of SEK 150,000 shall, in addition to the board remuneration, be paid to the chairman and SEK 50,000 to each of the members in the committee, who are not employees of the group. The meeting resolved that for work in the remuneration committee, remuneration of SEK 25,000 shall, in addition to the board remuneration, be paid to each of the members in the committee, who are not employees of the group.

The meeting resolved that remuneration to the auditors shall be paid according to approved account.

The meeting resolved, in accordance with the nomination committee's proposal, to re-elect Christian Salamon, Per Hesselmark, Jan-Olof Dahlén, Magdalena Persson, Hans Ramel, Gunilla Rudebjer and Hans Ståhl and new-elect Peter Kruk as directors of the board for the time until the next annual general meeting has been held. Christian Salamon was re-elected chairman of the board of directors. The auditing firm Öhrlings PricewaterhouseCoopers AB was re-elected as the Company's auditor and has notified the Company that Johan Engstam will be appointed as auditor in charge.

The meeting adopted, in accordance with the proposal of the nomination committee, new guidelines regarding the appointment of nomination committee.

The meeting resolved, in accordance with the proposal of the board of directors, to authorize the board of directors to, until the next annual general meeting, with or without deviation from the shareholders' preferential rights, on one or several occasions resolve to issue new shares. The increase of the share capital may – where it entails a deviation from the shareholders' preferential rights – correspond to a dilution of a maximum of 10 percent of the share capital at the time of the first use of the authorisation. Payment shall be made in cash or with capital contributed in kind (Sw. *apport*). The authorisation shall primarily be used for the purpose of acquisitions or financing.

The meeting resolved, in accordance with the proposal of the board of directors, to adopt the following amendments to the articles of association, § 8:

- i. Shareholders may be accompanied at general meetings by advisors, but only if the shareholder has notified the company of the number of advisors, not more than two.
- ii. The board of directors may decide that the shareholders should be able to exercise their voting rights by mail prior to the general meeting.
- iii. The board of directors may collect proxy forms pursuant to the procedure stipulated in Chapter 7, Section 4 of the Swedish Companies Act (2005:551).

The meeting resolved to implement a long-term incentive program ("**LTIP 2021/2024**") in accordance with the proposal of the board of directors. Participation in LTIP 2021/2024 presupposes that the participants with their own funds acquire shares in the Company ("**Investment Shares**") at market price. If the Investment Shares are retained until 31 May 2024 (the "**Savings Period**") and the participant remains in the employment in the group throughout the Savings Period, then each Investment Share entitles the holder to acquire up to four shares in the Company ("**Performance Shares**") at a price corresponding to 70 percent of the volume-weighted average price of completed transactions in the Company's shares during the period from and including 12 May 2021 up to and including 21 May 2021 on Nasdaq Stockholm. In order to secure that the transfer of shares can take place within the framework of the long-term incentive program, the meeting resolved on a directed issue of 78,000 warrants, approval of the subsidiary's transfer of warrants to key-employees, authorization for the board of directors to resolve on acquisition of treasury shares and resolution on transfer of treasury shares.

The meeting approved the board's proposal regarding remuneration report.

CONTACT

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About NCAB Group

NCAB is a worldwide leading supplier of printed circuit boards, listed on NASDAQ Stockholm. NCAB offers PCBs for demanding customers, on time with zero defects, produced sustainably at the lowest total cost. NCAB was founded in 1993. Since its foundation, the operations have been characterised by an entrepreneurial and cost-efficient culture and have showed strong growth and good profitability over time. Today, NCAB has a local presence in 16 countries in Europe, Asia and North America and customers in approximately 45 countries worldwide. Revenues in 2020 amounted to SEK 2,115 million. Organic growth and acquisitions are part of NCAB's strategy. For more information about NCAB Group, please visit us at www.ncabgroup.com.

Attachments

[Announcement from annual general meeting in NCAB Group AB \(publ\) on 10 May 2021](#)