

Notice of Annual General Meeting of Nordic Waterproofing Holding AB (publ)

The annual general meeting of Nordic Waterproofing Holding AB (publ), reg. no. 556839-3168, will be held on 29 April 2025, 11:00, at the company's premises at Rönnowsgatan 12 in Helsingborg.

The board of directors has resolved that shareholders shall also be able to exercise their voting rights by postal voting before the annual general meeting, as instructed below.

Notification etc.

A) Participation at the meeting venue

Those who wish to attend the meeting venue in person or by proxy must:

- i. be listed as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances as per the record date of 17 April 2025; and
- ii. give notice of intent to participate no later than 23 April 2025 (preferably before 16:00), either in writing to the address Rönnowsgatan 12, 252 25 Helsingborg or by e-mail to agm@nordicwaterproofing.com. The notice shall include full name, personal identification number or corporate registration number, address and daytime telephone number.

If a shareholder is to vote through a proxy, a written, dated and signed power of attorney by the shareholder must be attached to the notification and presented at the general meeting. Power of attorney forms will be kept available on the company's website, www.nordicwaterproofing.com. If the power of attorney is issued by a legal entity, a copy of the current registration certificate or equivalent authorisation document for the legal entity must also be provided. The validity term of the power of attorney may not be more than one year, unless a longer validity term is specifically stated in the power of attorney (however at the longest five years).

B) Participation by postal voting

Those who wish to participate in the annual general meeting by postal voting must:

- i. be listed as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances as per the record date of 17 April 2025; and
- ii. give notice of intent to participate no later than 23 April 2025, by casting their postal vote in accordance with the instructions below, so that the postal voting form is received by the company no later than that day.

Those who wish to recall their submitted postal vote and instead exercise their voting right by participating at the annual general meeting in person or by proxy must partly notify this in accordance with what is stated under the heading "Participation at the meeting venue" above, and partly notify this when entering the meeting venue. This means that a notice by postal voting alone is not sufficient for those who want to attend the meeting venue.

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A special form must be used for the postal vote. The form for postal voting will be made available on the company's website www.nordicwaterproofing.com. Signed forms for postal voting can be sent by mail to Nordic Waterproofing Holding AB, Rönnowsgatan 12, SE-252 25 Helsingborg or by email to agm@nordicwaterproofing.com. Completed forms must be received by the company no later than 23 April 2025.

The shareholders may not provide special instructions or conditions to the postal vote. If so, the entire postal vote is invalid. Further instructions and conditions can be found in the postal voting form.

Shareholders who are casting postal votes via proxy should submit a power of attorney, dated and signed by the shareholder, together with the postal vote. Power of attorney forms will be made available on the company's website, www.nordicwaterproofing.com. If the shareholder is a legal person, certificate of registration or other documents of authority shall be attached to the form. The validity term of the power of attorney may not be more than one year, unless a longer validity term is specifically stated in the power of attorney (however at the longest five years).

Nominee-registered shares

In order to be entitled to participate in the meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of participation in the annual general meeting, register its shares in its own name at Euroclear Sweden AB so that the shareholder is listed in the share register as of the record date of 17 April 2025. Such re-registration may be temporary (so called voting rights registration), and request for such voting rights registration shall be made to the nominee, in accordance with the nominee's routines, at such time in advance as decided by the nominee. Voting rights registration that have been made by the nominee no later than on the second banking day after 17 April 2025, will be taken into account in the presentation of the share register.

Proposed agenda

1. Opening of the meeting.
2. Election of chairman of the meeting.
3. Election of one (1) or two (2) persons to approve the minutes.
4. Preparation and approval of the voting list.
5. Approval of agenda.
6. Determination as to whether the meeting has been duly convened.
7. Presentation of the annual report and auditor's report as well as the consolidated accounts and the auditor's report on the consolidated accounts.
8. Resolution on:
 - a. adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet
 - b. disposition of the company's profit or loss in accordance with the adopted balance sheet
 - c. discharge from liability of the board members and the CEO.
9. Resolution on amendment of the Articles of Association.
10. Determination of fees to the board of directors and auditors.

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11. Election of the board of directors, chairman of the board of directors and auditing firms or auditors and any deputy auditors.
12. Resolution on approval of remuneration report.
13. Resolution on that the guidelines for remuneration to senior executives shall no longer apply.
14. Resolution on that the instruction for the Nomination Committee shall no longer apply.
15. Closing of the meeting.

Resolution proposals

Item 2: Election of chairman of the meeting

The board of directors proposes that Mats O. Paulsson is elected as chairman of the annual general meeting.

Item 8.b: Resolution on disposition of the company's profit or loss in accordance with the adopted balance sheet

The board of directors proposes that there will be no dividend distributed to the shareholders and that the available funds of SEK 660,122,096 are carried forward.

Item 9: Resolution on amendment of the Articles of Association

The board of directors proposes that the annual general meeting resolves to amend the company's Articles of Association in accordance with the following:

§ 5 Board of directors

Current wording

The board of directors shall consist of not less than four (4) and not more than eight (8) directors without deputies.

Proposed wording

The board of directors shall consist of not less than three (3) and not more than eight (8) directors without deputies.

The company's CEO shall be authorized to make such minor formal adjustments of the resolution as might be necessary in connection with registration with the Swedish Companies Registration Office (Sw. Bolagsverket).

Item 10-11: Determination of fees to the board of directors and the auditor, election of the board of directors, chairman of the board of directors and auditing firms or auditors and any deputy auditors

Kingspan Group PLC ("**Kingspan**"), which holds more than 90 per cent of the shares and votes in the company, proposes that the annual general meeting resolves as follows:

- that no remuneration shall be paid to the members of the board of directors,
- that remuneration to the auditor shall be paid as per customary norms and approved invoices,
- that the board of directors shall be comprised of four (4) board members and that the company shall have one auditor without any deputy auditor,

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- that the current ordinary board members Hannele Arvonen, Steffen Baungaard, Riitta Palomäki, Mats O. Paulsson and Hannu Saastamoinen are dismissed,
- that Donal Curtin, Howard Taylor, Martin Ellis and Pallef Schrewelius are elected as new ordinary board members,
- that Donal Curtin is elected as new chairman of the board of directors, and
- that Ernst & Young AB is elected as the company's auditor.

Item 12: Resolution on approval of remuneration report

The board of directors proposes that the annual general meeting resolves to approve the board of directors' remuneration report for the financial year 2024.

Item 13: Resolution on that the guidelines for remuneration to senior executives shall no longer apply

As a consequence of the company's delisting from Nasdaq Stockholm, Kingspan proposes that the current guidelines for remuneration to senior executives, adopted by the annual general meeting of the company on 28 April 2022, shall no longer apply.

Item 14: Resolution on that the instruction for the Nomination Committee shall no longer apply

As a consequence of the company's delisting from Nasdaq Stockholm, Kingspan proposes that the current instruction for the Nomination Committee, adopted by the annual general meeting on 28 April 2022, shall no longer apply.

Special majority requirements

For a valid resolution pursuant to item 9 above the proposal has to be supported by shareholders representing at least two-thirds (2/3) of the votes cast as well as shares represented at the meeting.

Documents

The complete proposals and other documents that shall be made available prior to the annual general meeting pursuant to the Swedish Companies Act will be made available at the company and at the company's website, www.nordicwaterproofing.com, no later than three weeks prior to the annual general meeting. The documents will also be sent free of charge to shareholders who so request and provide their address to the company. In other respects, the board of directors' complete proposals for resolutions are stated in the notice.

Information at the annual general meeting

The board of directors and CEO shall, if any shareholder so requests and the board of directors believes that it can be done without material harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda and circumstances that can affect the assessment of the company's or its subsidiaries' financial situation and the company's relation to other companies within the group.

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Shares and votes

The total number of shares and votes in the company amounts as per the date of this notice to 24,083,935. The company holds 72,757 own shares.

Processing of personal data

For information on how your personal data is processed in connection with the annual general meeting, visit <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Helsingborg in March 2025
Nordic Waterproofing Holding AB
The Board of Directors

For further information, please contact:

Palle Schrewelius, CFO & Investor Relations
Telephone: +46 707 82 79 58
Email: pos@nordicwaterproofing.com

Nordic Waterproofing in brief

Nordic Waterproofing is one of the leading providers in the waterproofing market in northern Europe. The Company provides high-quality products and solutions for waterproofing in Sweden, Finland, Denmark, Norway, Belgium, the Netherlands, Poland, the United Kingdom and Germany. Nordic Waterproofing also provides installation services through wholly-owned subsidiaries or part-owned companies in Sweden, Finland, Denmark and Norway. The Company markets its products and solutions under several brands, all with an extensive heritage, most of which are among the most established and well-recognized brands in their respective markets, such as Matak, Trebolit, Phønix Tag Materialer, Kerabit, Byggpartner, SealEco, Distri Pond, Taasinge Elementer, RVT and Veg Tech.

Additional information about Nordic Waterproofing is available at www.nordicwaterproofing.com.

For further information, please contact:

Palle Schrewelius, CFO and Investor Relations
Telephone: +46 707 82 79 58
E-mail: pos@nordicwaterproofing.com

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Nordic Waterproofing in brief

Nordic Waterproofing is one of the leading providers in the waterproofing market in northern Europe. The Company provides high-quality products and solutions for waterproofing in Sweden, Finland, Denmark, Norway, Belgium, the Netherlands, Poland, the United Kingdom and Germany. Nordic Waterproofing also provides installation services through wholly-owned subsidiaries or part-owned companies in Sweden, Finland, Denmark and Norway. The Company markets its products and solutions under several brands, all with an extensive heritage, most of which are among the most established and well-recognized brands in their respective markets, such as Mataki, Trebolit, Phønix Tag Materialer, Kerabit, Byggpartner, SealEco, Distri Pond, Taasinge Elementer, RVT and Veg Tech. Nordic Waterproofing Holding AB is listed in the Mid Cap segment on Nasdaq Stockholm with the stock ticker NWG.

Additional information about Nordic Waterproofing is available at www.nordicwaterproofing.com

Attachments

[Notice of Annual General Meeting of Nordic Waterproofing Holding AB \(publ\)](#)