

Announcement from annual general meeting in NCAB Group AB (publ) on 9 May 2023

NCAB Group AB (publ) (the "Company") held its annual general meeting on 9 May 2023 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 to be paid to the shareholders for the financial year 2022 of SEK 1.10 per share to be paid to be paid in May 2023. The remaining result was resolved to be carried forward. The annual general meeting resolved that the record date shall be 11 May 2023 with 16 May 2023 as the date of disbursement. The board of directors and the managing directors were discharged from liability for the fiscal year 2022.

The meeting resolved that remuneration of in total SEK 3,311,000 to be allocated with SEK 724,000 to the chairman of the board and SEK 362,000 to the directors of the board with a major shareholding and SEK 543,000 to other directors of the board. Further, SEK 181,000 shall be allocated to the chairman of the audit committee and SEK 78,000 to each of the members of the audit committee and SEK 26,000 to each of the members (incl the Chairman) of the remuneration committee. No remuneration for a member of the board who is employed by the group shall be paid.

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, Peter Kruk, Per Hesselmark, Magdalena Persson, Hans Ramel, Gunilla Rudebjer and Hans Ståhl 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, principles regarding the appointment of the nomination committee.

The meeting resolved, in accordance with the proposal of the board of directors, to authorise 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 authorization. Payment shall be made in cash, by set-off or with capital contributed in kind (Sw. *apport*). The authorization shall primarily be used for the purpose of acquisitions or financing.

Further, the meeting resolved in accordance with the proposal of the board of directors on authorization for the board of directors during the period until the next annual general meeting on one or more occasions, to decide on the acquisition of own shares in the Company. Acquisitions will be made over Nasdaq Stockholm of not more than so many shares that the Company in total holds at maximum 10 per cent of the total number of shares in the Company at any given time. The purpose

of the authorization to acquire own shares is to provide the board of directors with an instrument to continuously adapt and improve the Company's capital structure during the year, thereby creating additional value for shareholders.

The meeting resolved to implement a long-term incentive program ("**LTIP 2023/2026**") in accordance with the proposal of the board of directors. Participation in LTIP 2023/2026 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 2026 (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 11 May 2023 up to and including 24 May 2023 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 776,000 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.

Attachments

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