

March 26, 2021

## **NOTICE CONVENING THE ANNUAL GENERAL MEETING OF NOBIA AB (PUBL)**

**The shareholders of Nobia AB (publ), reg. no. 556528-2752 ("Nobia"), are hereby given notice of the Annual General Meeting to be held on Thursday, April 29, 2021.**

**Due to the coronavirus, the Board of Directors has decided that the Annual General Meeting should be conducted without the physical presence of shareholders, representatives or third parties and that the shareholders before the meeting should be able to exercise their voting rights only by post. Information on the resolutions passed at the meeting will be disclosed on Thursday, April 29, 2021, as soon as the outcome of the postal voting has been finally confirmed.**

### **Registration and notification**

A person who wishes to participate in the Annual General Meeting by postal voting must

- be listed as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances on Wednesday, April 21, 2021, and
- give notice of intent to participate no later than on Wednesday, April 28, 2021, by casting its postal votes in accordance with the instructions under the heading Postal voting below so that the postal voting form is received by Euroclear Sweden AB no later than that day.

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 by submitting its postal vote, register its shares in its own name so that the shareholder is listed in the presentation of the share register as of the record date Wednesday, April 21, 2021. 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 Friday, April 23, 2021 will be taken into account in the presentation of the share register.

### **Postal voting**

The Board of Directors has decided that shareholders should be able to exercise their voting rights only by postal voting in accordance with section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. A special form must be used for the postal vote. The form for postal voting is available on Nobia's website <https://www.nobia.com/about-us/corporate-governance/shareholders-meeting/>. Completed and signed forms for postal voting can be sent by mail to Nobia AB, "Annual General Meeting", c/o Euroclear Sweden, Box 191, 101 23 Stockholm, Sweden or by e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com). Completed forms

must be received by Euroclear no later than Wednesday, April 28, 2021. Shareholders who are natural persons may also cast their votes electronically through verification with BankID via the Euroclear Sweden AB's website <https://anmalan.vpc.se/EuroclearProxy>. Such electronic votes must be submitted no later than Wednesday, April 28, 2021.

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 and at <https://anmalan.vpc.se/EuroclearProxy>.

### **Powers of attorney**

If the shareholder submits its postal vote by proxy, a written and dated Power of Attorney signed by the shareholder must be attached to the postal voting form. Proxy forms are available on Nobia's website <https://www.nobia.com/about-us/corporate-governance/shareholders-meeting/>. If the shareholder is a legal person, a registration certificate or other authorization document must be attached to the form.

### **Shareholders' right to receive information**

The Board of Directors and the President and CEO shall, if any shareholder so requests and the Board of Directors believes that it can be done without material harm to Nobia, provide information regarding circumstances that may affect the assessment of an item on the agenda and circumstances that may affect the assessment of the Nobia or its subsidiaries' financial situation and Nobia's relation to other companies within the Group. A request for such information shall be made in writing to Nobia no later than ten days prior to the Annual General Meeting, i.e. no later than Monday, April 19, 2021, at the address of Nobia AB (publ), Blekholmstorget 30, 111 64 Stockholm, Sweden or by e-mail at [bolagsstamma@nobias.com](mailto:bolagsstamma@nobias.com). The questions and responses will be made available on Nobias website <https://www.nobia.com/about-us/corporate-governance/shareholders-meeting/>, no later than Friday, April 23, 2021. The questions and answers will also be available at Nobia's head office in Stockholm, Sweden, Blekholmstorget 30, on the same date. The information is also sent to the shareholders who requested it and stated their address.

### **Number of shares and votes**

Nobia has a total of 170,293,458 shares and votes. Nobia currently holds 1,440,637 treasury shares, corresponding to 1,440,637 votes, which cannot be represented at the Meeting.

### **Proposed agenda**

1. Opening of the Meeting;
2. Election of Chairman of the Meeting;
3. Preparation and approval of the voting list;
4. Approval of the agenda;
5. Election of one or two persons to verify the minutes;
6. Determination as to whether the Meeting has been duly convened;

7. Presentation of the annual accounts and the audit report, and the consolidated accounts and the audit report on the consolidated accounts;
8. Resolution regarding the adoption of the income statement and the balance sheet, and of the consolidated income statement and the consolidated balance sheet;
9. Resolution regarding appropriation of the company's profit according to the adopted balance sheet;
10. Resolution regarding the discharge from liability for the members of the Board of Directors and the President for 2020;
11. Determination of the number of members and deputy members of the Board of Directors, and auditors and deputy auditors;
12. Determination of fees to the Board of Directors;
13. Election of the members of the Board of Directors;
  - a) Nora F. Larssen;
  - b) George Adams;
  - c) Marlene Forsell;
  - d) Carsten Rasmussen;
  - e) Jan Svensson; and
  - f) Arja Taaveniku.
14. Election of the Chairman of the Board of Directors;
15. Election of, and fee to, the Auditors;
16. Election of members of the Nomination Committee and election of the Chairman of the Nomination Committee;
17. Approval of remuneration report
18. Proposal regarding remuneration guidelines and other employment conditions for senior executives;
19. Proposal regarding authorisation for the Board of Directors to acquire and sell treasury shares;
20. Proposal regarding (A) the performance share plan and (B) transfer of bought-back shares under the plan;
21. Proposal regarding change of the articles of association;
22. Closing of the Meeting.

### **Election of Chairman of the Meeting (item 2)**

The Nomination Committee proposes Chairman of the Board Nora F. Larssen (or in the event she is prevented from participating, the person appointed by the Board of Directors) to be elected as the Chairman of the Annual General Meeting.

### **Preparation and approval of the voting list (item 3)**

The voting list proposed to be approved is the voting list prepared by the company, based on the general meeting shareholders' register and votes received in advance, and verified by the persons assigned to check the minutes.

### **Election of one or two persons to verify the minutes (item 5)**

The Board of Directors proposes Peter Hofvenstam, Nordstjernan, or if one he is prevented from participating, the person appointed by the Board of Directors, to check the minutes. The assignment to check the minutes also include checking the voting list and that the received postal votes are correctly reflected in the minutes of the meeting.

### **Resolution regarding the appropriation of the company's profit according to the adopted balance sheet (item 9)**

Board of Directors proposes that SEK 2,00 per share, totalling approximately SEK 338 million, be distributed to shareholders as dividend and that the remaining amount be carried forward. The Board of Directors proposes Monday, May 3, 2021 as the record date. If the Annual General Meeting resolves in accordance with the Board of Directors' proposal, the dividend is expected to be paid through Euroclear Sweden AB on Thursday, May 6, 2021.

### **Determination of the number of members and deputy members of the Board of Directors, and auditors and deputy auditors (item 11)**

The Nomination Committee proposes

- that the Board of Directors, to the extent appointed by the Annual General Meeting, shall consist of six (6) ordinary members without deputies;
- that the number of Auditors shall be one (1) without deputies.

### **Determination of fees to the Board of Directors (item 12)**

The Nomination Committee proposes

- that fees to the Board of Directors shall amount to a total of SEK 3 525 000 (unchanged compared to last year). The fee to the Chairman of the Board of Directors shall be SEK 1 200 000 (unchanged compared to last year) and the fee each of the other members of the Board of Directors elected by the Annual General Meeting shall be SEK 410 000 (unchanged compared to last year);
- in addition to the above proposed fees, for each of every physical Board meeting that is being held in the Nordics, each member resident in Europe but outside the Nordics shall receive a meeting fee of SEK 10 00;
- that a special fee shall be paid to the members who the Board of Directors appoints to constitute the Audit Committee, of respective SEK 150 000 for the Chairman and SEK 125 000 to members of the Audit Committee (unchanged compared to last year); and
- that a special fee shall be paid to the members who the Board of Directors appoints to constitute the Remuneration Committee, of respective SEK 75 000 (an increase with SEK 75 000 compared to last year) for the Chairman and SEK 50 00 to the members of the Remuneration Committee (an increase with SEK 50 000 compared to last year).

### **Election of the members of the Board of Directors (item 13 a-f)**

The Nomination Committee proposes re-election of the current members:

- a) Nora F. Larssen;
- b) George Adams;

- c) Marlene Forsell;
- d) Carsten Rasmussen;
- e) Jan Svensson; and
- f) Arja Taaveniku.

#### **Election of the Chairman of the Board of Directors (item 14)**

The Nomination Committee proposes re-election of Nora F. Larssen as Chairman of the Board of Directors.

#### **Election of, and fees to, the Auditors (item 15)**

The Nomination Committee proposes re-election of Deloitte AB upon to the end of the next Annual General Meeting. Deloitte AB has informed the Nomination Committee that the authorised auditor Daniel de Paula intend to continue as the main responsible auditor if Deloitte is re-elected as auditor.

#### **Election of members of the Nomination Committee and election of the Chairman of the Nomination Committee (item 16)**

The Nomination Committee proposes that the Annual General Meeting elects Peter Hofvenstam (representing Nordstjernan), Fredrik Ahlin (representing If Skadeförsäkring), Lovisa Runge (representing the Fourth Swedish National Pension Fund) and Marianne Nilsson (representing Swedbank Robur Finder) as members of the Nomination Committee, with Peter Hofvenstam as Chairman of the Nomination Committee. The owners that are proposed to be represented in the Nomination Committee holds approximately 48 per cent of the shares and votes in Nobia.

#### **Approval of remuneration report (item 17)**

The Board of Directors proposes that the Annual General Meeting resolves to approve the Board of Directors' report on remuneration pursuant to Chapter 8, Section 53 a of the Swedish Companies Act.

#### **Proposal regarding remuneration guidelines and other employment terms for senior executives (item 18)**

The Board of Directors proposes that the Annual General Meeting resolves on remuneration guidelines and other employment terms for senior executives as follows:

The remuneration guidelines cover total remuneration for the President and other senior executives. After the Annual General Meeting 2021 has resolved on the guidelines, the guidelines are to be applied on remuneration agreed and changes to already agreed remuneration. The guidelines do not cover remuneration decided by Annual General Meeting.

## **The guidelines' promotion of the company's business strategy, long-term interests and sustainability**

The purpose of the guidelines is to provide a structure that adapts the remuneration to the company's strategy, long-term objectives and sustainability. Nobia's value creating strategy consist of three central components:

- Focus on profitable growth
- Increasing efficiency
- Long-term value creation through continuous sustainability efforts

The company's strategy prerequisites that Nobia can continue to attract, motivate and retain key employees within the Group. The guidelines must therefore enable appropriate and competitive remuneration to senior executives.

Form of remuneration	Connection to the company's business strategy	Execution	Possibility/evaluation
Fixed cash salary	The fixed cash salary reflects the individual's role, experience and contribution to the company. The levels for fixed cash salary aim to contribute to recruitment and enable long-term retention of senior executives.	Evaluated yearly. Adjustments during the year can be made if the role changes.	Adjusted to the market levels for the role and country of business. Levels are adapted after evaluation of the individual's performance.
Variable cash salary	To promote goal achievement or over achievement of the company's pre-determined financial and non-financial criteria's such as profitability- and cash flow revenue and important operative, strategic or other sustainability related measures.	At the end of the vesting period (at least 12 months), the Remuneration Committee evaluates to what extent the criterions for payment of variable cash salary has been met.	Fulfilment of criterions for defined goals.

Pension and other benefits	Benefits for senior executives is part of the ability to offer a competitive total remuneration, in order to facilitate recruitment and retention of the company's senior executives.	Is offered during the time of employment and is subject to review dependent on factors such as age, level of fixed cash salary and role.	Based on market practice and market levels for the role in question and the country of business.
Sustainability measures connected to the company's business strategy			
Nobia's sustainability efforts are evaluated and rated continuously by amongst others investors, analysts and civil society participants. Hence, the company's methods and results are reviewed and compared. As a result, the company's sustainability efforts can be continuously developed in line with the demands of its stakeholders demands. The sustainability efforts are an integrated part of Nobia's business that can strengthen Nobia's brand and contribute to an increase of value of Nobia's shares.			

### **Decision-making process for determination, review and execution of the guidelines**

The Board of Directors has established a Remuneration Committee consisting of two members from the Board of Directors, appointed by the Annual General Meeting. The Committee's task is, inter alia, to prepare proposals to the Board of Directors relating to the remuneration for senior executives. The Board of Directors shall prepare proposals for new remuneration guidelines if material changes are needed or at least every fourth year and present the guidelines for the General Meeting to resolve upon. These guidelines are to be applicable from the time of the General Meeting's approval of them, until new guidelines have been resolved (and four years at most). The Remuneration Committee may seek approval of new guidelines at an earlier point in time if circumstances affecting the purpose of the guidelines arise.

The Remuneration Committee shall also follow-up and evaluate programs for variable remuneration to senior executives, the application of the remuneration guidelines and current remuneration structures and levels in Nobia. The Remuneration Committee's members are independent in relation to the company and the Group Management.

### **Taking into account salary and employment terms for employees**

In the Remuneration Committee's preparation of the Board of Directors proposal for remuneration guidelines data on the employees total remuneration, the components of the remuneration and the increase of remuneration as well as growth rate over time has been considered as part of the Remuneration Committee and the Board of Directors basis for decision when preparing and evaluating the appropriateness of the guidelines and the limitations they impose. Trends on the gap between the remuneration for the President and the remuneration for other employees is to be disclosed in the yearly remuneration report.

## **Forms of remuneration**

The remuneration shall be at market level and consist of the following components:

- Fixed cash salary
- Variable cash salary
- Pension benefits
- Other benefits

The General Meeting can in addition to that – and independent of the remuneration guidelines – decide on, for example, share- and share price related remuneration.

### **Fixed cash salary**

Remuneration should be based on the executive's scope of responsibility, experience and performance. The fixed cash salary is to be reviewed annually to ensure salary is aligned to market and competitive.

### **Variable cash salary**

The variable cash salary shall be connected to pre-determined and measurable criteria's that can be financial or non-financial. The criteria's can vary from year to year to reflect business priorities and usually includes a balance between the Groups financial performance (for example profitability and cash flow) and non-financial performance criteria's (for example important strategic, or other sustainability related measures). By this way of applying pre-determined financial and non-financial performance measures that reflect Nobia's business priorities, Nobia considers the possibility of attracting, motivating and retaining key employees to be improved, which contributes to Nobia's business strategy, long-term interests and sustainability.

When the vesting period for fulfilment of the criterions for payment of variable cash salary is closed an assessment is to be made as to what degree the criteria's have been met. The Remuneration Committee is responsible for such an assessment with regards to variable cash salary to the attributable to the President and other senior executives. At the annual assessment, the Remuneration Committee may adjust the targets and/or the remuneration based on extraordinary events, re-organizations or structural changes. Fulfillment of criteria's for payment of variable cash salary shall be measurable during a vesting period of at least 12 months, measurement period for each criterion may be annual or divided by quarter.

The variable cash salary for the President and other senior executives may amount to a maximum of 65 per cent of the fixed annual cash salary. Before any payout, the Board of Directors will assess if potential payout is reasonable, from the perspective of the financial result for Nobia. Nobia reserves the right to reclaim any variable remuneration paid out based on incorrect data and assumptions.

### **Pension benefits**

The President and other senior executives employed in Sweden are entitled to pensions under the ITP system or equivalent. In addition to the ITP system, senior executives in



Sweden may be entitled to, after resolution by the Board, an expanded premium based pension right on salary portions exceeding 30 base amounts. Furthermore, the current President has a pension premium including health insurance of 30 percent of a fixed yearly salary. Senior executives' pension benefits shall not exceed 35 percent of the annual fixed salary.

### **Other benefits**

Other benefits can include, inter alia, life insurance, health insurance and company car. For the President and other senior executives, other benefits cannot exceed 10 percent of the fixed cash salary. The President and other senior executives are further entitled to benefits that can be offered to other employees at any given moment.

Additional benefits and additions can be offered under certain circumstances, e.g. in case of re-allocation or in connection with international assignments, in which case benefits and remuneration is determined according to local conditions.

With regard to employment conditions governed by other rules than Swedish, as far as pension benefits and other benefits are concerned, appropriate adjustments may be carried out to comply with compulsory rules or local practice, whereupon the guidelines overall purposes are to be satisfied to the extent possible.

### **Termination of employment**

In case of termination by the company, the termination notice period shall not exceed 12 months. Fixed cash salary during the termination notice period and termination consideration combined shall not exceed an amount equivalent to the yearly fixed cash salary for the President and other senior executives. In case of termination by the employee, the notice termination period may amount to a maximum of six months, without right to termination consideration. The President and other senior executives may have a right to accrued variable cash salary, however not for a period exceeding the period of the employment.

### **Information on share-related incentive schemes**

Nobia has established long-term share-related incentive schemes. The programs which include, inter alia, senior executives and other individuals with management positions, has been decided by the General Meeting and is therefore not within the scope of the remuneration guidelines. The performance requirements used to determine the outcome of the schemes are clearly linked to the business strategy and thereby to Nobia's long-term value creation, including the Groups sustainability. The performance requirements consist of, for example, profitability and total returns. Further, the schemes require own investments and certain retention periods. Before deciding on the number of shares to be allocated according to the scheme, the Board of Directors shall consider whether the outcome of the long-term incentive scheme is reasonable. For information regarding the proposed long-term incentive scheme and the criteria's determining the outcome, please refer to Nobia's website where the full proposal is available.

## **Remuneration to Board of Directors**

If a member of the Board of Directors complete assignments for Nobia in addition to the tasks in scope of the responsibilities as a board member, remuneration in the form of consulting fees shall apply. Decision about such consulting fees is made by the Remuneration Committee and shall be in line with market level for such work.

## **Deviation from the guidelines**

The Board of Directors may decide to temporary, wholly or partially, deviate from the guidelines if there are special circumstances in an individual case and deviation is necessary in order to ensure the company's financial capacity. As stated above, the Remuneration Committee is responsible for preparation of the Board of Directors decisions on remuneration matters, which includes decisions on deviation from the remuneration guidelines.

## **Proposal regarding authorisation for the Board of Directors to acquire and sell treasury shares (item 19)**

### **Acquisitions of treasury shares**

The Board of Directors of Nobia AB (publ) ("**Nobia**") proposes that the Annual General Meeting authorises the Board of Directors to resolve to acquire treasury shares in accordance with the following.

1. Acquisitions may be made on Nasdaq Stockholm or in accordance with a tender offer to all Nobia shareholders.
2. Acquisitions of shares may not result in the total holding of treasury shares, at any time, exceeding ten (10) per cent of all shares in Nobia.
3. Acquisitions of shares on Nasdaq Stockholm may only be affected at a price within the currently effective registered price interval on Nasdaq Stockholm, meaning the price interval between the highest bid price and the lowest ask price.
4. Acquisitions in accordance with a tender offer according to 1 above shall be affected at a price corresponding to the lowest share price at the time of the offer with a maximum upward divergence of twenty (20) per cent.
5. The authorisation may be used on one or several occasions, but only until the 2022 Annual General Meeting.

The Board of Director's report pursuant to Chapter 19 Section 22 of the Swedish Companies Act will be available at Nobia and on Nobia's website, [www.nobia.com](http://www.nobia.com), at the latest three weeks prior to the Annual General Meeting and will be sent, free of charge, to shareholders who so request and inform the company of their address.

### **Sales of treasury shares**

The Board also proposes that the Annual General Meeting authorises the Board of Directors to resolve to sell treasury shares in accordance with the following.

1. Sales of shares may only take place outside Nasdaq Stockholm, with or without deviation from the shareholders' preferential rights and with or without payment in kind or payment by way of set-off. Such sales may be made at a price in cash or value for obtained property corresponding to the price for the sold Nobia shares at the time of the sale, with a divergence found reasonable by the Board of Directors.
2. The number of shares that may be sold should not amount to more than ten (10) per cent of the total number of shares in Nobia.
3. Sales in connection with company acquisitions may be made at a market value as decided by the Board of Directors.
4. The authorisation may be used on one or more occasions, but only until the 2022 Annual General Meeting.

The purpose of the abovementioned authorisations to acquire and sell treasury shares is to finance the acquisition of operations through payment with treasury shares and to continuously be able to adapt Nobia's capital structure and thereby contribute to an increase in value for shareholders and enable the assurance of costs and delivery in connection with the Nobia Group's long-term performance share plans.

The possibility to deviate from the shareholders' preferential rights at sales of treasury shares is justified by the fact that such sales may be made with greater speed, flexibility and are more cost-effective than a sale to all shareholders. The company cannot provide shareholders the possibility to exercise any preferential right if the company's treasury shares are used with the purpose of enabling financing company acquisitions or as a part of the execution of the Group's long-term performance share plans.

#### **Proposal regarding (A) the performance share plan and (B) transfer of bought-back shares under the plan (item 20)**

The Board of Directors proposes that the Annual General Meeting resolves on a performance share plan ("Performance Share Plan 2021") for Nobia AB (publ) ("Nobia") and on transfer of bought-back shares according to items A) and B) below.

#### **(A) Performance Share Plan 2021**

##### **1.1 Performance Share Plan 2021 in brief**

The Performance Share Plan 2021 is designed to drive a long-term value growth for the shareholders and essentially follows the same structure as the performance share plan adopted at the Annual General Meeting 2019. The purpose of the Performance Share Plan 2021 is to link the employees' rewards to the company's future earnings and value growth and thereby reward both shareholders and the employees concerned. Furthermore, a long-term incentive plan is also considered to facilitate the company's recruitment and retention of key employees, particularly outside of Sweden, where approximately 60 per cent of the target group for Performance Share Plan 2021 are employed.

To participate in the plan a personal investment in shares in Nobia is required. After the vesting period, the participants will be allocated shares in Nobia free of charge, provided that certain conditions are fulfilled. In order to be entitled to allotment of shares, the participant must have had continued employment in the Nobia Group during the vesting period and none of the invested shares shall have been transferred during the same period. In addition, allocation of shares requires that performance targets related to average operating profit (EBIT) are fulfilled.

## **1.2 Participants in Performance Share Plan 2021**

Performance Share Plan 2021 comprises approximately 80 employees consisting of senior executives, senior managers and employees with senior positions within the Nobia Group, divided into two categories. The first category includes the President, group management team and senior managers (approximately 20 persons) and the second category comprises employees with senior positions within the Nobia Group (approximately 60 persons).

## **1.3 The personal investment and allocation of share rights**

To participate in Performance Share Plan 2021, the participant is required to acquire shares in Nobia at market price over Nasdaq Stockholm ("**Saving Shares**") to a value corresponding to either 25, 50, 75 or 100 per cent of the participant's investment cap. Category one has an investment cap of 20% of the annual contractual salary 2021 before tax and each Saving Share entitles to a maximum of six (6) share rights. Category two has an investment cap of one month's salary 2021 before tax and each Saving Share entitles to a maximum of four (4) share rights. Allocation of shares in Nobia shall normally occur within two weeks after announcement of Nobia's interim report for the first quarter of 2024.

## **1.4 Terms for share rights**

The following conditions apply to share rights:

- (a) Share rights are allocated free of charge.
- (b) The participants are not entitled to transfer, pledge or divest the share rights or exercise any shareholders' rights regarding the share rights during the vesting period.
- (c) Allocation of Nobia shares under the share rights shall normally take place within two weeks after announcement of Nobia's interim report for the first quarter of 2024. To be entitled to receive shares, it is required, with certain exemptions, that the participant remains employed within the Nobia Group and that none of the Saving Shares acquired initially have been disposed of during the vesting period. In addition, allocation of shares requires that Nobia has fulfilled performance targets according to item 1.5 below.

- (d) If Nobia pays dividends to the shareholders, the participants in Performance Share Plan 2021 will be compensated by an increase in the number of shares that each share right qualifies for.

### **1.5 Performance target**

Allocation requires that target levels established by the Board of Directors are achieved related to average operating profit during the financial years 2021-2023. The Board of Directors will adjust the outcome for items affecting comparability and for effects of any bought-back shares in Nobia.

If the established minimum level for the performance target is achieved, the share rights will entitle to 25 per cent allocation. If the minimum level in the range is not achieved, the share rights will not give entitlement to any allocation while each share right gives entitlement to one Nobia share if the maximum level in the range is achieved. Between the minimum level and the maximum level, allocation will be linear, based on the values in between.

The Board of Directors intends to present the fulfilment of the performance targets in the annual report for 2023. The outcome of Performance Share Plan 2021 will also be included in Nobia's remuneration report for 2023.

### **1.6 Formulation and administration**

The Board of Directors, or a specific committee appointed by the Board of Directors, shall be responsible for the formulation and administration of Performance Share Plan 2021 within the scope of the terms and directions set out herein. If the delivery of shares to persons outside of Sweden cannot be achieved at reasonable costs and with reasonable administrative efforts, the Board of Directors may decide that participants outside of Sweden may instead be offered cash-based settlement. The Board of Directors shall also be entitled to divest shares on behalf of participants in connection with allocation, to cover the employee's tax duty. If significant changes occur in Nobia or in the conditions in which it operates, which would have the effect that the resolved terms and conditions for allocation and the possibility to use the share rights no longer are appropriate, the Board of Directors shall be entitled to make other adjustments.

### **1.7 Specific evaluation before allocation of shares**

Before the number of shares that are to be allocated based on the share rights is finally determined, the Board of Directors shall assess if the outcome of Performance Share Plan 2021 is reasonable. This assessment is made in relation to Nobia's financial result and position, the stock market and other conditions in general. If the Board of Directors in its assessment considers that the outcome is not reasonable, the Board of Directors may reduce the number of shares to be allocated.

## **1.8 Scope**

The number of Saving Shares allocated under Performance Share Plan 2021 is based on the size of the participant's investments and the price of the Nobia share at the time of acquisition. The maximum number of shares in Nobia that can be allocated under Performance Share Plan 2021, including the shares that may be divested on Nasdaq Stockholm to cover costs related to Performance Share Plan 2021, shall be limited to 1,775,000, which represents approximately 0,8 per cent of the outstanding shares and votes. The number of shares included in Performance Share Plan 2021 shall, under conditions that the Board of Directors stipulates, be subject to recalculation where Nobia implements a bonus issue, a share split or a reverse share split, a rights issue or similar corporate actions, with regard to customary practice for similar incentive plans.

## **1.9 Hedging**

In order to secure the delivery of Nobia shares under Performance Share Plan 2021, the Board of Directors proposes that the Board of Directors will be entitled to decide on alternative methods for transfer of Nobia shares under the plan. The Board of Directors therefore proposes that it be entitled to transfer bought-back Nobia shares to the participants or to enter into so-called equity swap agreements with third parties in order to fulfil its obligations under the plan (pursuant to item B) below). The Board of Directors regards the first alternative, i.e. the transfer of bought-back shares to the participants, to be the most cost efficient and flexible arrangement for the delivery of Nobia shares.

## **1.10 Estimated costs and key ratios**

The share rights cannot be pledged or transferred to others. The value for each share equals the share price. Based on the assumptions *inter alia* that all persons who have been offered participation in the plan participate, that the participants make maximum investments, a full achievement of the maximum levels of the performance target, that approximately 80 per cent of the participants stay in the plan and with certain estimated social security costs, the aggregate estimated costs are approximately SEK 87 million. This estimate is based on generally accepted valuation models using the closing price for the Nobia share on March 15, 2021.

The costs would be equivalent to approximately 0,8 per cent of the market capitalisation for Nobia and full achievement of the performance target, based on the closing price for the Nobia share on 15 March 2021. The plan has no limitation on maximum profits per share right for the participants and therefore no maximum social security costs can be calculated.

The costs are treated as staff costs in the profit and loss accounts during the vesting period, in accordance with IFRS 2 on share-based payments. In the profit and loss accounts, social

security costs will accrue in accordance with UFR 7 over the vesting period. The size of these costs will be calculated on the Nobia share price development during the vesting period and allocation of the share rights.

#### **1.11 The preparation of the proposal**

Performance Share Plan 2021 has been initiated by the Board of Directors and prepared together with external advisors based on an evaluation of previous incentive plans. The plan has been prepared by the Remuneration Committee and processed at Board meetings during the first months of 2021.

#### **1.12 Other incentive plans in Nobia**

Please refer to Nobia's website and annual report for 2020 for a description of all Nobia's other share-based incentive plans. Nobia has no share-based incentive plans other than those described therein.

#### **1.13 The proposal by the Board of Directors**

Referring to the description above, the Board of Directors proposes that the Annual General Meeting resolves to introduce Performance Share Plan 2021.

#### **1.14 Majority requirement**

A resolution to introduce Performance Share Plan 2021, in accordance with the Board of Directors' proposal, is valid where supported by shareholders holding more than half of the votes cast at the Annual General Meeting.

### **(B) Transfer of shares under Performance Share Plan 2021**

#### **2.1 Background**

In order to implement Performance Share Plan 2021 in a cost-efficient and flexible manner, the Board of Directors has considered different methods for ensuring the delivery of Nobia shares to participants upon allocation under Performance Share Plan 2021.

Based on these considerations, the Board of Directors intends to ensure delivery by transferring shares held by Nobia to the participants. A transfer of Nobia's bought-back shares in this way requires a particularly high majority to be met at the Annual General Meeting. In the event that the Board of Directors' proposal regarding the transfer of bought-back shares to the participants does not receive the required majority, the Board of Directors intends to enter into an equity swap agreement with a third party to secure that delivery of Nobia shares can be made to the participants.

## 2.2 The Board of Directors' proposal on resolution of transfer of bought-back shares to the participants

The Board of Directors therefore proposes that the Annual General Meeting resolves on the transfer of bought-back shares in accordance with the terms set out below:

- (i) Transfer can be made of a maximum of 1,400,000 Nobia shares to participants in Performance Share Plan 2021 (or a higher number that may result from a recalculation due to Nobia implementing a bonus issue, a share split or a reverse share split, a new share issue or similar measures, in accordance with what is customary practice for corresponding incentive plans).
- (ii) The transfer of shares shall be made without payment and at the time according to the terms and conditions when the participants in Performance Share Plan 2021 are entitled to receiving allocation of shares.

The reason for the deviation from shareholders' preferential rights is that the transfer of the shares is part of executing Performance Share Plan 2021. Therefore, and in light of the above, the Board of Directors considers it to be to the benefit of Nobia to transfer shares in accordance with the proposal.

## 2.3 Majority requirement

The Board of Directors' proposal under item 2.2 above is valid if supported by shareholders holding no less than nine-tenths of both the votes cast and the shares represented at the Annual General Meeting. The Board of Directors' proposal pursuant to this item B) is conditional upon that the Board of Directors' proposal on Performance Share Plan 2021 is approved by the Annual General Meeting (item A) above).

## Proposal regarding change of the articles of association (item 21)

The Board of Directors proposes that the Annual General Meeting decide to change the articles of association. The proposed changes aim at aligning the articles of association with legislative changes. The proposed changes reads as follow.

<u>Current wording</u>	<u>Proposed wording</u>
Item 1 The name of the Company is Nobia AB. Nobia AB is a public company (publ).	Item 1 The <b>business</b> name of the Company is Nobia AB. Nobia AB is a public company (publ).
Item 10 Shareholders who wish to participate in the business of a General Meeting shall be registered as shareholders on a transcript of	Item 10 Shareholders who wish to participate in the business of a General Meeting shall be registered as shareholders on a transcript of



the entire share register as stipulated in Chapter 7, Section 28, third paragraph of the Swedish Companies Act (2005:551) that relates to the conditions prevailing five workdays prior to the Meeting and shall also provide notification of their intention to attend the Meeting not later than 4:00 p.m. on the date stipulated in the notice convening the General Meeting. The latter mentioned day must not be a Sunday, any other public holiday, a Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and must not be more than the five workdays prior to the Meeting.

Each shareholder may be accompanied by one or two advisors at General Meetings provided the shareholder has provided notification of this in accordance with the preceding paragraph.

#### Item 12

The Company's shares shall be registered in a Central Securities Depository Register pursuant to the Swedish Financial Instruments Accounts Act (1998:1479).

the entire share register as stipulated in Chapter 7, Section 28, third paragraph of the Swedish Companies Act (2005:551) that relates to the conditions prevailing ~~five~~**six** ~~workdays~~ **banking days** prior to the Meeting and shall also provide notification of their intention to attend the Meeting not later than ~~4:00 p.m.~~ on the date stipulated in the notice convening the General Meeting. The latter mentioned day must not be a Sunday, any other public holiday, a Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and must not be more than the five workdays prior to the Meeting.

Each shareholder may be accompanied by one or two advisors at General Meetings provided the shareholder has provided notification of this in accordance with the preceding paragraph.

#### Item 12

The Company's shares shall be registered in a Central Securities Depository Register pursuant to the Swedish **Central Securities Depositories** and Financial Instruments Accounts Act (1998:1479).

## Documents

The Board of Directors' complete proposals are set out above. Information about persons proposed as members of the Board of Directors of Nobia, information about proposed Auditor and the Nomination Committee's statement etc., can be found on company's website, [www.nobia.com](http://www.nobia.com). The Annual Report (including the Board of Directors' statement pursuant to Chapter 18, Section 4 of the Swedish Companies Act relating to the proposal under item 9 above), the Auditor's Report, the Auditor's statement pursuant to Chapter 8, Section 54 of the Swedish Companies Act regarding the remuneration guidelines for the group management, the Remuneration Report pursuant to Chapter 8, Section 53 a of the Swedish Companies Act, and the Board of Directors' statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act relating to the proposal under item 19 above will be available at the company, Nobia AB, Blekholmstorget 30, SE-111 64, Stockholm, Sweden and on the Group's website, [www.nobia.com](http://www.nobia.com), no later than three weeks prior to the Annual General

Meeting. The documents are presented by being available at the company and on the Group's website. They will also be sent to shareholders who so request and state their address. In other respects, complete proposals are provided under the respective item in this

notice. The general meeting share register will be available at the company's head office, Blekholmstorget 30, Stockholm, Sweden.

### **Processing of personal data**

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Stockholm, March 2021

**Nobia AB (publ)**

*Board of Directors*

### **For further information:**

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Nobia develops and sells kitchen solutions through a number of strong brands in Europe, including Magnet in the UK; HTH, Norema, Sigdal, Invita and Marbodal in Scandinavia; Petra and A la Carte in Finland; ewe, Intuo and FM in Austria as well as Bribus in the Netherlands. Nobia generates profitability by combining economies of scale with attractive kitchen offerings. The Group has approximately 6,000 employees and net sales of about SEK 13 billion. The share is listed on Nasdaq Stockholm under the ticker NOBI. Website: [www.nobia.com](http://www.nobia.com)

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