

## **Notice of Annual General Meeting in Nordisk Bergteknik AB (publ)**

The shareholders in Nordisk Bergteknik AB, reg. no. 559059-2506, (the “Company”), are hereby invited to attend the Annual General Meeting to be held on Thursday, May 15, 2025, at 2.00 p.m. at the Company’s premises at Östra Hamngatan 52, 411 08 in Gothenburg. Registration takes place from 1.00 p.m.

### **Right to participate and notice**

Only shareholders who are recorded in their own name in the Company’s share ledger kept by Euroclear Sweden AB (The Swedish Central Securities Depository Euroclear Sweden AB) as of 7 May 2025 have the right to participate in the shareholders’ meeting. Shareholder also ought to have given notice no later than on 9 May 2025 to the Company of their intent to participate.

Notice of intent to participate in the Annual General Meeting can be made

- by e-mail to [agm@bergteknikgroup.com](mailto:agm@bergteknikgroup.com),
- by mail addressed to Nordisk Bergteknik AB (publ), Östra Hamngatan 52, 411 08 Gothenburg.

The notice ought to specify the shareholder’s name, personal identity or company registration number, address, work-hour telephone number and, if applicable, names of any agents (maximum two agents), name and personal identity number regarding any representatives or proxies. Registration forms are available on the Company’s website, [www.nordiskbergteknik.se](http://www.nordiskbergteknik.se). A hard copy of the registration form may be ordered from the same postal address as stated above for registration for the Annual General Meeting.

### **Nominee registered shares**

In order to be entitled to participate in the meeting, shareholders whose shares are registered in the name of a nominee must temporarily re-register their shares in their own names. Shareholders that wish to re-register shares must well in advance before 9 May 2025, notify its trustee. Such voting right registration must be completed with Euroclear Sweden AB by 9 May 2025.

### **Proxies**

Shareholder who intends to participate by proxy must issue a written, dated and signed power of attorney. If the power of attorney is issued by a legal entity, a certified copy of the registration certificate of the legal entity (or an equivalent certificate) must be enclosed to the power of attorney. The documents must not be more than one year old. However, the validity period for the power of attorney may be longer (but no more than five years). Power of attorney forms can be found on the Company’s website, [www.nordiskbergteknik.se](http://www.nordiskbergteknik.se). A power of attorney form may be ordered from the same postal address as stated above for registration for the Annual General Meeting.

In order to facilitate the registration process, the power of attorney, certificate and other documents of authorization should be received by the Company at the abovementioned address no later than 14 May 2025.

### **Proposed agenda**

1. The opening of the meeting.
2. The election of chairman of the meeting.
3. Preparation and approval of voting register.
4. Approval of the agenda.
5. Election of one or two persons to verify the minutes.
6. Consideration of whether the meeting has been duly convened.
7. Presentation of the annual financial report and the auditor's report, as well as the consolidated annual financial report, the consolidated auditor's report and the Board of Directors' report in accordance with the Companies Act Chapter 8 Section 53a and the auditor's report in accordance with the Companies Act Chapter 8 Section 54.
8. Resolution regarding (a) the adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet as well as the Board of Directors' report pursuant to Chapter 8, Section 53a of the Swedish Companies Act, (b) the disposition of the Company's funds according to the adopted balance sheet and (c) the discharge from liability for the members of the Board of Directors and the CEO.
9. Determination of remuneration for the Board members and the auditor.
10. Decision on (a) determination of the number of Board members and (b) determination of the number of auditors and deputy auditors.
11. The election of members of the Board of Directors and appointment of auditors and deputy auditors, if any.
12. Resolution on the adoption of instructions for the Nomination Committee.
13. Resolution on the adoption of guidelines on remuneration to senior executives.
14. Resolution regarding authorisation for the Board of Directors to resolve on issue of shares, convertibles and warrants.
15. Decision on authorization for the Board of Directors to resolve on (a) acquisition and (b) transfer of own shares.
16. Closing of the meeting.

## **Resolution proposals**

**Item 2:** The Nomination Committee proposes that Mats O. Paulsson shall be appointed Chairman of the meeting.

**Item 8(b):** The Board proposes that no dividends shall be distributed to the shareholders and that the profit of SEK 1,011,621,878 at the disposal of the Annual General Meeting shall be carried forward to new accounts.

**Item 8(c):** The auditor supports that the Annual General Meeting resolves to grant the members of the Board and the CEO discharge from liability for the financial year. Resolutions on discharge from liability shall be made regarding the following executives:

- Mats O. Paulsson (Board member, Chairman of the Board)
- Victor Örn (Board member until and including 2 September 2024)
- Ljot Strömseng (Board member)
- Göran Näsholm (Board member)
- Marie Osberg (Board member)
- Monika Gutén (Board member, from 16 May 2024 onwards)
- Andreas Christoffersson (CEO)

**Item 9:** The Nomination Committee proposes that a fixed yearly remuneration of in total SEK 2,322,000 whereof SEK 553,000 shall be paid to the Chairman of the Board, SEK 386,500 to the Deputy Chairman of the Board and SEK 276,500 to each Board member (a). It is further proposed that the remuneration to the Chairman of the Audit Committee shall amount to SEK 83,000 and SEK 55,500 shall be paid to each member of the Audit Committee and SEK 55,500 shall be paid to the Chairman of the Remuneration Committee and SEK 33,500 to each member

of the Remuneration Committee (b). It is proposed that remuneration to the auditor shall be paid in accordance with approved invoice (c).

**Item 10:** The Nomination Committee proposes that the Company's Board of Directors, for the period until the next Annual General Meeting, shall consist of seven ordinary Board members without deputies (a). It is proposed that the number of auditors shall amount to one and that no deputy auditor shall be appointed (b).

**Item 11:** The Nomination Committee proposes that, for the period until the next Annual General Meeting, Mats O. Paulsson, Göran Näsholm, Monika Gutén and Marie Osberg, be appointed as ordinary members of the Board of Directors (re-elections). It is proposed that Magnus Trollius, Oscar Rolfsson, and Tom Olander be appointed as new ordinary members of the Board of Directors (new election). The Nomination Committee further proposes that Mats O. Paulsson is appointed as Chairman of the Board. Furthermore, it is proposed that the registered accounting firm KPMG is re-elected, with Daniel Haglund as responsible auditor (re-election) as the Company's auditor.

**Item 12:** The Nomination Committee proposes that the principles and instructions for the Nomination Committee that were adopted at the Annual General Meeting on May 16, 2024, be adopted unchanged. The Nomination Committee further proposes that the Company should cover reasonable costs associated with the Nomination Committee's assignment and that no remuneration should be paid to the members of the Nomination Committee.

**Item 13:** The Board proposes that the Annual General Meeting resolves that the current guidelines for remuneration and other employment terms for the Company's senior executives shall be adopted to remain unchanged and valid until the Annual General Meeting of 2028 at the latest, unless otherwise decided by the meeting before then.

**Item 14:** The Board proposes that the Annual General Meeting resolves to authorise the Board, until the next Annual General Meeting, on one or several occasions, with or without deviation from the shareholders' preferential rights, to resolve on new issues of shares and/or issues of warrants, entitling the holders to subscribe for new shares and/or issues of convertibles, entitling the holders to convert the convertibles to new shares. Issues may be undertaken against cash payment and/or with provisions regarding issue in kind or set off or other provision.

The maximum number of shares to be issued under this authorisation together with any shares possibly issued in connection with use of warrants and converting of convertibles shall not exceed 3,000,000 shares.

The number of shares that may be issued based on the authorisation and may be added through the exercise of warrants and conversion of convertibles issued pursuant to the authorisation may be subject to customary recalculation in the event of bonus issue (with issuance of new shares), split or reverse split of shares in the Company.

The authorisation of issuance of shares may be used in connection with acquisitions of companies and/or other capital raising.

The Board of Directors or the person appointed by the Board is authorised, to make such minor formal adjustments to the resolution, which may be required for registration with the Swedish Companies Registration Office.

**Item 15(a):** The Board proposes that the Annual General Meeting resolves to authorize the Board, during the period until the next Annual General Meeting, on one or several occasions, to decide on the acquisition of shares in the Company. The acquisition of shares may be made up to a maximum number of shares such that the Company's shareholding, at any given time, does not exceed ten (10) percent of the total number of outstanding shares in the Company.

Acquisitions may be made on Nasdaq Stockholm in accordance with the rules regarding the repurchase of own shares and at a price per share within the registered price range at any given time, or in the event that the Board commissions a stock exchange member to accumulate a certain amount of the Company's shares in its own book over a certain period, at a price per share within the prevailing price range at any given time or the corresponding volume-weighted average price. Payment for the shares shall be made in cash.

The purpose of the authorization is to give the Board the opportunity to continuously adjust the Company's capital structure and thereby contribute to increased shareholder value, to be able to benefit from attractive acquisition opportunities by wholly or partially financing future acquisitions, businesses, or assets with own shares, and to finance and/or secure the delivery of shares in long-term incentive programs approved by the general meeting, as applicable.

The Board has, in connection with the proposal, issued a statement on the defensibility of the proposal in accordance with Chapter 19, Section 22 of the Swedish Companies Act, in accordance with **appendix 15(a)**.

**Item 15(b):** The Board proposes that the Annual General Meeting resolves to authorize the Board, during the period until the next Annual General Meeting, with or without deviation from the shareholders' preferential rights and with or without provisions regarding contribution in kind, set off of claims against the Company, or otherwise with conditions, to decide on the transfer of shares in the Company.

The transfer of shares may be made up to the total number of shares that the Company holds at any given time. Transfers may be made on Nasdaq Stockholm and/or in other ways and may occur in connection with corporate acquisitions, acquisitions of businesses, or assets. Transfers of shares on Nasdaq Stockholm may only be made at a price per share within the registered price range for the Company's shares at any given time, and if the transfer is made in other ways, at a price corresponding to the price in cash or the value of received property that corresponds to the price of the Company's shares at the time of the transfer of the shares, with deviations as the Board finds appropriate. Payment for transferred shares may be made in cash, contribution in-kind or set off. The Board has the right to determine other conditions for the transfers.

The purpose of the authorization is to give the Board the opportunity to continuously adjust the Company's capital structure and thereby contribute to increased shareholder value, to be able to benefit from attractive acquisition opportunities by wholly or partially financing future acquisitions, businesses, or assets with own shares, and to finance and/or secure the delivery of shares in long-term incentive programs approved by the general meeting, as applicable.

Other information:

### **Majority requirements**

Resolutions on items 14 and 15(a)-(b) must be supported by shareholders with at least two thirds of the votes cast as well as of the shares represented at the meeting.

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

As of the date of this notice, the total amount of shares in the Company amounts to 57,237,867 and the total amount of votes in the Company amounts to 57,237,867. The Company does not hold any of its own shares on the date of the notice.

### **Meeting documents**

The Annual Report and the Audit Report for the financial year 2024 have been available on the Company's website since 27 March 2025.

The Board of Directors complete proposals for resolutions as well as documents related to the Annual General Meeting in accordance with the Companies Act are available to the shareholders of the Company at the above address and on the Company's website, [www.nordiskbergteknik.se](http://www.nordiskbergteknik.se), from the time of publication of this notice.

All of the documents above will also be sent free of charge to the shareholders who request it from the Company and state their address.

### **Right of request**

The shareholders are hereby informed on their right according to the Companies Act Chapter 7 Section 32 to request information from the Board of Directors and the CEO at the Annual General Meeting regarding circumstances which may affect the assessment of a matter on the agenda as well as circumstances which may affect the assessment of the Company's and the Group's financial position. A shareholder who wishes to exercise their right of request in accordance with the Companies Act Chapter 7 Section 32 shall leave a written request to the Company no later than ten days prior to the Annual General Meeting. The Board and the CEO shall leave the requested information by making sure that they are available, in writing, for shareholders at the Company no later than five days prior to the Annual General Meeting. No later than five days prior to the Annual General Meeting, the information shall also be sent to the requesting shareholder. The information will also be made available on the Company's website, [www.nordiskbergteknik.se](http://www.nordiskbergteknik.se).

### **Processing of personal data**

For information regarding the processing of your personal data, please check:  
<http://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>

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Gothenburg, April 2025

The Board of Directors of Nordisk Bergteknik AB (publ)

The information was submitted, through the care of the contact persons listed below, for publication on 9 April 2025 at 20:15 CEST.

### **For further information, contact:**

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