

Press release 27 April 2026

Resolutions from Nordnet's Annual General Meeting on 27 April 2026

On Monday 27 April 2026 the Annual General Meeting of Nordnet AB (publ) was held. The main decisions of the meeting are summarized below.

Resolutions regarding the adoption of the income statement and the balance sheet and dividend

The Annual General Meeting approved the income statement and the balance sheet, and the consolidated income statement and the consolidated balance sheet for the financial year 2025.

The Annual General Meeting approved the Board's proposal on a dividend amounting to SEK 8.60 per ordinary share with 29 April 2026 as the record date. The dividend is expected to be distributed by Euroclear Sweden AB on 5 May 2026.

Discharge from liability

The members of the Board and the CEO were discharged from liability for the financial year 2025.

Board of Directors

The Annual General Meeting determined, in accordance with the Nomination Committee's proposal, that the number of Board members shall be nine.

Tom Dinkelspiel, Fredrik Bergström, Anna Bäck, Karitha Ericson, Therese Hillman, Charlotta Nilsson, Henrik Rättzén and Johan Åkerblom were re-elected as ordinary Board members for the period until the end of the next Annual General Meeting and Lars-Åke Norling was elected as new ordinary member of the Board for the period until the end of the next Annual General Meeting. Tom Dinkelspiel was re-elected as Chairman of the Board.

Remuneration of the Board

The Annual General Meeting resolved on remuneration to Board members and members of Board committees as follows, for a customary term of office of 12 months.

The remuneration to the Chairman of the Board shall be SEK 1,080,000. The remuneration to each of the other Board members shall be SEK 540,000. Remuneration for work in the Board's committees shall be paid as follows.

- SEK 166,000 to the Chairman and SEK 88,000 to other members of the Risk- and Compliance Committee.
- SEK 110,000 to the Chairman and SEK 66,000 to other members of the Audit Committee.
- SEK 83,000 to the Chairman and SEK 44,000 to other members of the IT Committee.
- SEK 44,000 to the Chairman and SEK 28,000 to other members of the Remuneration Committee.

Auditor

The Annual General Meeting determined that the company shall have an accounting firm as auditor and no deputy auditors.

The registered accounting firm KPMG AB was elected as new auditor for the period until the end of the Annual General Meeting 2027.

Remuneration report

The Annual General Meeting resolved to approve the remuneration report for the financial year 2025.

Resolution on authorisation for the Board to resolve upon acquisition of own ordinary shares

The Annual General Meeting resolved to authorise the Board to, on one or more occasions for the period until the next Annual General Meeting, resolve on acquisition of no more than such number of the company's own ordinary shares that the company at any time after the acquisition holds a maximum of one tenth of the total number of shares in the company.

Resolution on authorisation for the Board to resolve on new issues of ordinary shares

The Annual General Meeting resolved to authorise the Board to, on one or more occasions for the period until the next Annual General Meeting, with or without deviation from the shareholders' preferential rights, against cash payment, non-cash consideration or set-off, resolve on new issues of ordinary shares, corresponding to a maximum of 10 percent of the total number of shares in the company, calculated at the time when the authorisation is utilised for the first time.

Resolution on reduction of the share capital through redemption of ordinary shares and increase of the share capital through a bonus issue

The Annual General Meeting resolved to reduce the share capital through redemption of ordinary shares and to increase the share capital through a bonus issue. The share capital shall be reduced by SEK 9,259.170102. The reduction of the share capital shall be conducted through the redemption of 1,833,374 own ordinary shares held by the company. The share capital shall be increased by SEK 9,259.170102. No new shares shall be issued in connection with the increase of the share capital. The amount by which the share capital is to be increased shall be transferred to the share capital from the company's unrestricted equity.

Overall, the resolutions mean that neither the company's restricted equity nor its share capital will decrease.

Resolution on a repurchase and set-off offer regarding warrants, including approval of a conditional offer to repurchase warrants and approval of the Board's proposal regarding directed issues of ordinary shares

At the Annual General Meeting in Nordnet held on 18 April 2023, it was resolved to issue warrants as part of the establishment of an incentive program for all employees of the Nordnet Group ("LTIP 2023/2026"). In LTIP 2023/2026, a total of 2,500,000 warrants were initially issued and 413,639 were transferred to employees and now comprise, following repurchase and cancellation of certain warrants, 413,417 warrants, which are held by a total of 235 warrant holders at the time of the notice convening the Annual General Meeting.

The Annual General Meeting resolved that, in connection with the subscription periods for LTIP 2023/2026, the company makes an offer to the warrant holders to transfer all of the warrants to Nordnet at a price corresponding to the market value of the transferred warrants, and where consideration for the warrants shall be paid in the form of newly issued ordinary shares in Nordnet.

By participating in the offer, which is voluntary, the warrant holders' need to finance payment of the warrants' exercise price by, for example, selling shares in Nordnet is reduced, thereby facilitating the exercise of the warrants. For Nordnet, the offer means that the company will not receive any subscription price for the warrants and that the dilution of the share capital and voting rights in the company for existing shareholders as a result of the exercise of the warrants will be lower than if the warrants are exercised in accordance with the terms for the warrants.

The repurchase transaction will not have any impact on Nordnet's equity, considering that the offer is conditional upon the Board finding that conditions exist for the claim for consideration that arises for the participants in connection with the acceptance of the offer can be used as a set-off payment for the ordinary shares to be issued. Thus, Nordnet will not pay any cash consideration for the warrants (other than for any excess claims for consideration that could not be used for set-off), with the result that available earnings will not be affected.

Warrant holders who do not accept the offer may, without being affected by the offer, exercise their warrants to subscribe for ordinary shares during the subscription periods in accordance with the terms and conditions applicable to the warrants.

Through new issue 1, a maximum of 413,417 ordinary shares will be issued, and the share capital will thus, increase by a maximum of SEK 2,087.90 and through new issue 2, a maximum of 413,417 ordinary shares will be issued, and the share capital will thus, increase by a maximum of SEK 2,087.90. The intention is that the ordinary shares will be issued as part of the implementation of a repurchase and set-off offer, which is why the number of ordinary shares finally issued and allocated is intended to be determined on the basis of the number of warrants submitted in the offer and the market value of the warrants and the company's ordinary share on the last day of the acceptance periods for the offer.

The subscription prices shall correspond to the market value of the ordinary share (however, never lower than the quota value of the ordinary share), based on the closing price of the Nordnet share on Nasdaq Stockholm on the last day of the acceptance periods for the offer. The share premium shall be transferred to the unrestricted premium reserve.

The right to subscribe for the new ordinary shares shall, with deviation from the shareholders' preferential rights, be granted to the warrant holders who have accepted the offer during the acceptance periods.

The reason for the deviation from the shareholders' preferential rights, is to implement the repurchase and set-off offer, which is deemed to be beneficial to the company and the warrant holders.

The new ordinary shares shall be entitled to dividends for the first time on the record date for dividends, which occurs closest after the new ordinary shares have been registered with the Swedish Companies Registration Office and included in the share register maintained by Euroclear Sweden AB.

Resolution on a warrant program including issue and transfer of warrants

The Annual General Meeting resolved to introduce a warrant program for employees in the Nordnet group, including issue and transfer of warrants. The objective of the program, and the reasons for the deviation from the shareholders' preferential rights, is to strengthen the link between the work of the employees and the creation of shareholder value. By that means, it is considered that there will be an increased alignment of interests between the participants and the shareholders in the company.

The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, be granted to a wholly-owned subsidiary of Nordnet, with the right and obligation to transfer the warrants to employees in the Nordnet group at market value. The warrants shall be issued free of charge to the subsidiary.

In accordance with the terms and conditions of the program, the following shall apply. Each warrant shall entitle to subscription of one (1) ordinary share in Nordnet at an exercise price of 120 percent of the closing price for the Nordnet share on Nasdaq Stockholm on 8 May 2026.

The warrants may be exercised to subscribe for ordinary shares in Nordnet in accordance with the terms and conditions for the warrants during a two-week period from and including the day following the publication of the company's interim report for the period 1 January – 31 March 2029, but not earlier than 13 April 2029 and not later than 7 June 2029.

A maximum of 1,485,938 warrants will be issued under the program. If the maximum number of warrants are subscribed for and exercised, the increase of Nordnet's share capital would amount to SEK 7,504.50. The part of the exercise prices upon subscription for shares that exceeds the quota value of the shares shall be added to the free share premium reserve. The maximum number of warrants that may be acquired by the participants of the program would lead to a maximum of 1,485,938 ordinary shares being issued, corresponding to a dilution of approximately 0.59 percent of the total number of shares and approximately 0.59 percent of the total number of votes in the company after full exercise of all warrants, subject to any recalculation.

Nordnet's costs for the program are, aside from costs to prepare and administrate the incentive program, limited to costs arising in Norway related to social security contributions. Assuming a market value for all warrants of SEK 38.4 million and an increase in Nordnet's share price by 100 percent during the term of the program, these costs would not exceed approximately SEK 2.0 million.

The full terms and conditions for participation in the program, as well as further information, are available on the company's website, www.nordnetab.com.

For further information, contact:

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