

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 25, 2023, at 2.00 p.m. at the Company’s premises at Östra Hamngatan 52, 411 08 in Gothenburg. Registration takes place from 1 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 16 May 2023 have the right to participate in the shareholders’ meeting. Shareholder *a/so* ought to have given notice no later than on 17 May 2023 to the Company of their intent to participate.

Notice of intent to participate in the annual shareholders’ meeting can be made

- by e-mail to 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 assistants (maximum two assistants), name and personal identity number regarding any representatives or proxies. Registration forms are available on the Company’s website, www.nordiskbergteknik.se. A hard copy of the registration form may be ordered from the same postal address and telephone number 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 19 May 2023, notify its trustee. Such voting right registration must be completed with Euroclear Sweden AB by 19 May 2023.

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. A power of attorney form may be ordered from the same postal address and telephone number 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 the Company to hand at the abovementioned address no later than 17 May 2023.

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 53 a of the Swedish Companies Act,
 - b. the disposition of the Company's funds according to the adopted balance sheet,
 - 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. The election of members of the Board of Directors and appointment of auditors and deputy auditors, if any.
11. Resolution on the adoption of instructions for the Nomination Committee.
12. Resolution regarding authorisation for the Board of Directors to resolve on issue of shares, convertibles and warrants.
13. Resolution on amendment and adoption of updated Articles of Association for the Company.
14. 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 of Directors proposes that the profit of SEK 1,019,656,953 at the disposal of the annual general meeting shall be allocated so that a total amount of SEK 57,237,867, equivalent to SEK 1 per share entitled to dividends, be distributed to the shareholders and that SEK 962,419,086 be carried forward to new accounts. The Board proposes that 29 May 2023 shall be the record day. If the annual general meeting resolves in accordance with the proposal, the dividend is expected to be performed through Euroclear Sweden AB on 1 June 2023.

Item 8(c): The auditors support that the annual general meeting resolves to grant members of the Board and the managing director discharge from liability for their administration during the previous fiscal period. Resolutions regarding discharge from liability are made through individual, and separate decision for each of the board members and the managing director in the following order:

- i. Mats O. Paulsson (board member, chairman of the board)
- ii. Victor Örn (board member)
- iii. Ljot Strömseng (board member)
- iv. Göran Näsholm (board member)
- v. Marie Osberg (board member)
- vi. Andreas Christoffersson (CEO)

Item 9: The Nomination Committee proposes that a fixed yearly remuneration of in total SEK 1,605,000 whereof SEK 466,000 shall be paid to the chairman of the Board, SEK 362,000 to the Deputy Chairman of the Board and SEK 259,000 to each Board member (a). It is further proposed that the remuneration to the chairman of the Audit Committee shall amount to SEK 78,000 and SEK 52,000 shall be paid to each member of the Audit Committee and SEK 52,000 shall be paid to the chairman of the Remuneration Committee and SEK 31,000 to each member of the Remuneration Committee (b). It is proposed that remuneration to the auditor shall be paid in accordance with customary norms and approved invoice (c).

Item 10: The Nomination Committee proposes that the Company's Board of Directors shall consist of five board members without deputies. It is proposed that the number of auditors shall amount to one and that no deputy auditor shall be appointed.

The Nomination Committee proposes that the following members of the Board, Mats O. Paulsson, Victor Örn, Ljot Strömseng, Göran Näsholm as well as Marie Osberg, are re-elected. The Nomination Committee further proposes that Mats O. Paulsson is re-elected as chairman of the Board. Furthermore, it is proposed that the registered accounting firm KPMG AB, with Daniel Haglund as responsible auditor, is re-elected until the 2023 annual general meeting.

Item 11: The Nomination Committee proposes that the annual shareholders' meeting adopts the guidelines for the appointment of the members of the Nomination Committee and the instructions for the Nomination Committee as set out in **appendix 11A**, to remain unchanged until the annual general meeting resolves otherwise. The Board of Directors proposes that the Company shall be responsible for reasonable costs associated with the Nomination Committee's assignment and that no remuneration shall be paid to the members of the Nomination Committee.

Item 12: The Board of Directors proposes that the annual general meeting resolves to authorise the Board of Directors, 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 options and converting of convertibles shall not exceed 5,723,786 shares.

The number of shares that may be issued based on the authorisation and may be added through the exercise of options 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 occurs 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 of Directors is authorised, to make such minor formal adjustments to the resolution, which may be required for registration with the Swedish Companies Registration Office.

Item 13: The Board of Directors proposes that the annual general meeting 2023 resolves to adopt updated Articles of Association with the amendment of a new item 8 regarding shareholders right to participate in the general meetings. The proposed amendment grants an opportunity for the Board of Directors to collect proxies in accordance with the Companies Act Chapter 7 Section 4, an opportunity for the Board of Directors to resolve on that shareholders may exercise their voting right by postal voting prior to the general meeting, that shareholders who wish to participate in the general meeting must notify their intention to do so. Furthermore, the proposed amendment means that shareholders may bring a maximum of two assistants to the general meeting under certain conditions and grants an opportunity for the Board of Directors to decide on non-shareholders right to attendance at the meeting.

After the amendment, the Articles of Association will be worded as set out in **appendix 13B**.

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

Other information:

Majority requirements

Resolutions on items 12 and 13 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.

Meeting documents

The Annual Report and the Audit Report for the fiscal year 2022 have been available on the Company's website since 30 April 2023.

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, 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 managing director 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 of Directors and the managing director 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.

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>.

Gothenburg, April 2023

The Board of Directors of Nordisk Bergteknik AB (publ)

The information was submitted, through the care of the contact persons below, for publication on 20 April 2023 at 18:45 CEST.

For further information, contact:

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