

Press release

Nobia AB (publ)

January 14, 2026

# NOTICE TO ATTEND THE EXTRAORDINARY GENERAL MEETING OF NOBIA AB (PUBL)

The shareholders of Nobia AB (publ), reg. no. 556528-2752 ("**Nobia**" or the "**Company**"), are hereby given notice of the extraordinary general meeting (the "**EGM**") to be held on Wednesday, 18 February 2026 at 14:00 CET at White & Case Advokat AB, Biblioteksgatan 12, SE-114 85 Stockholm.

## Right to participate in the EGM:

Shareholders who wish to participate in the EGM must:

- be included in the shareholders register maintained by Euroclear Sweden AB ("**Euroclear**") as of Tuesday, 10 February 2026 and,
- notify Nobia of their participation at the EGM not later than Thursday, 12 February 2026 in accordance with the instructions set out in the section "*Notice of attendance*".

## Nominee shares

In order to be entitled to participate in the EGM, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of participation in the EGM, 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 Tuesday, 10 February 2026. 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 has been made by the nominee no later than Thursday, 12 February 2026 will be taken into account in the presentation of the share register.

## Notice of attendance

Notification of attendance at the EGM may be made:

- *By E-mail: [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com)*
- *By telephone: +46 8-402 91 33*
- *By post: Nobia AB, "EGM", c/o Euroclear Sweden, Box 191, SE-101 23 Stockholm, Sweden*
- *Through Euroclear's website: <https://anmalan.vpc.se/EuroclearProxy>*

The notification shall state the shareholder's:

- *Name or business name*
- *Personal identity number/Corporate Registration Number*

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- *Address and daytime telephone number*
- *Shareholding*
- *When applicable, information about any assistants, not more than two assistants, and information on any proxies which may accompany the shareholder to the EGM*

Shareholders represented by proxy shall issue a dated power of attorney for the proxy. If the power of attorney is issued on behalf of a legal entity, a certified copy of a registration certificate or corresponding document ("**certificate**") for the legal entity shall be appended. The power of attorney and certificate may not be more than one year old. However, the validity of the power of attorney may be a maximum of five years from the date of issue, if specifically stated. The power of attorney in original and, where applicable, the certificate, should be sent by post to the Company at the address stated above well in advance of the EGM. Proxy forms are available from Nobia's website, <https://www.nobia.com/about-us/corporate-governance/shareholders-meeting/>, and will be sent to shareholders who so request and inform the Company of their address.

## Shareholders' right to request information

Shareholders are reminded of their right to, at the EGM, request information from the board of directors and the President pursuant to Chapter 7, Section 32 of the Swedish Companies Act.

## Number of shares and votes

Nobia has a total of 675,051,921 shares and votes. Nobia currently holds 2,040,637 treasury shares, corresponding to 2,040,637 votes, which cannot be represented at the EGM.

## 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. Resolution on:
  - (a) amendment of the articles of association to enable reduction of the share capital without redemption of shares;
  - (b) reduction of the share capital without redemption of shares;
  - (c) amendment of the articles of association to enable new issue of shares with preferential rights for the shareholders and bonus issue:
    - (i) amendment of the articles of association to enable new issue of shares with preferential rights for the shareholders and bonus issue;
    - (ii) amendment of the articles of association to enable new issue of shares with preferential rights for the shareholders and bonus issue;

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- (d) approval of the board of directors' resolution on a new issue of shares with preferential rights for the shareholders, subject to the approval by the general meeting;
  - (e) increase of the share capital through bonus issue without the issuance of new shares; and
8. Closing of the meeting.

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

The board of directors proposes that Johan Thiman is elected Chairman of the EGM, or in his absence, the person appointed by the board of directors.

**Resolution (a) amendment of the articles of association to enable reduction of the share capital without redemption of shares; (b) reduction of the share capital without redemption of shares; (c) amendment of the articles of association to enable new issue of shares with preferential rights for the shareholders and bonus issue; (d) approval of the board of directors' resolution on a new issue of shares with preferential rights for the shareholders, subject to the approval by the general meeting; and (e) increase of the share capital through bonus issue without the issuance of new shares (item 7)**

#### **Amendment of the articles of association to enable reduction of the share capital without redemption of shares (item 7(a))**

In order to adjust the limits of the share capital in the articles of association in relation to the proposed reduction of the share capital without redemption of shares under item 7(b), the board of directors proposes that the articles of association of the Company shall be amended as follows:

| <b>Current wording</b>   | <b>Proposed wording</b>   |
|--|---|
| <b>Item 4</b><br>The Company's share capital shall be not less than SEK 160,000,000 and not more than SEK 640,000,000. | <b>Item 4</b><br>The Company's share capital shall be not less than SEK 6,000,000 and not more than SEK 24,000,000. |

#### **Reduction of the share capital without redemption of shares to enable new issue of shares with preferential rights for the shareholders (item 7(b))**

The board of directors proposes that the EGM resolves on a reduction of the share capital on the following terms and conditions.

The share capital is to be reduced by SEK 218,266,342. The reduction of the share capital is to be effected without redemption of shares. The purpose of the reduction is allocation to unrestricted shareholders' equity. The reduction is carried out in order to reduce the shares' quotient value to maintain flexibility with respect to the rights issue to be resolved on pursuant to item 7(d). Following the reduction, Nobia's share capital will amount to SEK till 6,747,441.537545 divided among 675,051,921 shares in total (prior to the rights issue as to be resolved on pursuant to item 7(d)), each with a quotient value of approximately SEK 0.01.

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The resolution under this item 7(b) is conditional upon the EGM resolving to amend the Company's articles of association as proposed under item 7(a).

**Amendment of the articles of association to enable new issue of shares with preferential rights for the shareholders and bonus issue (item 7(c))**

The board of directors proposes that the EGM authorises the board of directors to submit for registration with the Swedish Companies Registration Office the version of the articles of association under item 7(c) whose limits for the minimum and maximum number of shares are compatible with the total number of shares in the Company following completion of the rights issue resolved by the board of directors, subject to the approval of the EGM under item 7(d).

**Amendment of the articles of association to enable new issue of shares with preferential rights for the shareholders and bonus issue (item 7(c)(i))**

In order to adjust the limits of the share capital and the number of shares in the articles of association in relation to the proposed new issue of shares with preferential rights for the shareholders and the bonus issue under items 7(d) and 7(e), the board of directors proposes that the articles of association of the Company shall be amended as follows:

| Current wording   | Proposed wording   |
|---|--|
| <b>Item 4</b><br>The Company's share capital shall be not less than SEK 6,000,000 and not more than SEK 24,000,000. | <b>Item 4</b><br>The Company's share capital shall be not less than SEK 160,000,000 and not more than SEK 640,000,000. |
| <b>Item 5</b><br>The number of shares shall be not less than 480,000,000 and not more than 1,920,000,000.           | <b>Item 5</b><br>The number of shares shall be not less than 900,000,000 and not more than 3,600,000,000.              |

**Amendment of the articles of association to enable new issue of shares with preferential rights for the shareholders and bonus issue (item 7(c)(ii))**

In order to adjust the limits of the share capital and the number of shares in the articles of association in relation to the proposed new issue of shares with preferential rights for the shareholders and the bonus issue under items 7(d) and 7(e), the board of directors proposes that the articles of association of the Company shall be amended as follows:

| Current wording   | Proposed wording   |
|---|--|
| <b>Item 4</b><br>The Company's share capital shall be not less than SEK 6,000,000 and not more than SEK 24,000,000. | <b>Item 4</b><br>The Company's share capital shall be not less than SEK 160,000,000 and not more than SEK 640,000,000. |
| <b>Item 5</b><br>The number of shares shall be not less than 480,000,000 and not more than 1,920,000,000.           | <b>Item 5</b><br>The number of shares shall be not less than 3,600,000,000 and not more than 14,400,000,000.           |

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**Approval of the board of directors' resolution on a new issue of shares with preferential rights for the shareholders, subject to the approval by the general meeting (item 7(d))**

The board of directors proposes that the EGM approves the resolution by the board of directors on 14 January 2026, to effect a new issue of shares with preferential rights for the Company's shareholders subject to the approval by the general meeting with the purpose of providing the Company with gross proceeds of up to SEK 1,500 million (prior to deduction of transaction costs), on the following terms and conditions.

1. The board of directors, or whom the board of directors appoint within itself, shall be authorized to, no later than five weekdays prior to the record date, decide i) the maximum amount by which the Company's share capital is to be increased by; ii) the maximum number of shares that shall be issued; iii) the subscription price that shall be paid for each new share; and iv) the number of existing shares that shall entitle to subscription for a certain number of new shares.
2. The record date for determining the right to receive subscription rights shall be 20 February 2026.
3. Such portion of the subscription price for the new shares that exceeds the quota value of the previous shares shall be allocated to the unrestricted share premium reserve.
4. Subscription for new shares through exercise of subscription rights shall take place during the period from and including 24 February 2026 up to and including 11 March 2026, or on such later date that the Board of directors may determine.
5. Subscription for new shares without subscription rights shall take place during the period from and including 24 February 2026 up to and including 11 March 2026, or on such later date that the board of directors may determine.
6. Subscription for shares through exercise of subscription rights shall be made through simultaneous cash payment. Subscription for shares without subscription rights shall be made on an application form specific for the purpose or subscription and be paid in accordance with the instructions on the contract note, which is sent as confirmation of allotment of shares subscribed for without subscription rights. Payment for shares subscribed for without exercise of subscription rights is to be made not later than three banking days after notice of allotment. The board of directors shall have the right to extend the period for subscription and payment.
7. If not all shares have been subscribed for through exercise of subscription rights, the board of directors shall determine that allocation of shares without subscription rights shall take place within the limits of the maximum amount of the issue. Such allocation shall be made in accordance with the following:
  - Firstly, allotment of shares shall be made to those who also have subscribed for shares by exercise of subscription rights (irrespective of whether the subscriber was registered as a shareholder on the record date or not), and in the event that allotment cannot be made in full to those, allotment shall be made pro rata in relation to the number of subscription rights that have been exercised for subscription of shares and should this not be possible, by drawing of lots.
  - Secondly, the shares shall be allotted to those who have subscribed for shares only without subscription rights, and in the event that allotment cannot be made in full to

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those, allotment shall be made pro rata in relation to the number of shares that each one has subscribed for, and should this not be possible, by drawing of lots.

- Thirdly, any remaining shares shall be allotted to the guarantors, Nordstjernan Aktiebolag and If Skadeförsäkring AB, in accordance with their guarantee undertakings.

8. The new shares shall entitle to dividends for the first time on the first record date for dividend to take place after the registration of the rights issue with the Swedish Companies Registration Office.

The resolution under this item 7(d) is conditional upon the EGM resolving to amend the Company's articles of association as proposed under item 7(c).

#### **Increase of the share capital through a bonus issue without the issuance of new shares (item 7(e))**

In order to facilitate the registration of the board of directors' proposal to resolve on a reduction of the share capital under item 7(b), the board of directors proposes that the EGM resolves to increase the share capital by SEK 218,266,342 through a bonus issue without issuing shares. The share capital shall be increased by transfer from unrestricted equity. The board of directors shall have the right to execute the transfer.

The proposed bonus issue entails that the Company may execute the share capital reduction under item 7(b) without approval from the Swedish Companies Registration Office or a general court, since the measures taken together do not result in a decrease in the Company's restricted equity or share capital.

The resolution under this item 7(e) is conditional upon the EGM resolving to amend the Company's articles of association as proposed under item 7(c).

## **Exemption from mandatory bid obligation**

Nobia's largest shareholder, Nordstjernan Aktiebolag ("**Nordstjernan**"), whose shareholding in Nobia corresponds to approximately 25.14 per cent of the votes, has undertaken to subscribe for its preferential right in the new share issue and has also entered into a guarantee undertaking. If the undertakings were to be fully utilized, Nordstjernan's voting share in Nobia would increase to more than three tenths.

Nordstjernan has been granted an exemption from the mandatory bid obligation by the Swedish Securities Council in case its shareholding would reach or exceed 30 per cent of the number of votes in the Company as a result of Nordstjernan's participation in the new share issue. The exemption is conditional upon that 1) Nobia's shareholders are informed of the maximum amount of capital and votes that Nordstjernan can obtain by subscribing for shares in excess of its preferential right and that 2) the general meeting's resolution is supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the meeting, disregarding shares held and represented at the meeting by Nordstjernan.

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In connection with the board of director's decision on the final terms of the new share issue, Nobia will inform about the maximum percentage of the votes and shares that Nordstjernan may obtain by subscribing for shares in accordance with the guarantee undertaking.

## Specific majority requirements

All resolutions under item 7 are conditional upon each other and the board of directors proposes that the EGM's resolutions under item 7 shall be adopted as a single and joint resolution. A valid resolution under item 7 requires support by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the EGM.

## Authorization

The board of directors, or any person appointed by the board of directors, shall be entitled to make such minor adjustments to the EGM's resolutions that may prove necessary for registration with the Swedish Companies Registration Office and Euroclear Sweden.

## Documents

Documents that shall be made available prior to the EGM pursuant to the Swedish Companies Act will be available at the Company and on the Company's website [www.nobia.com](http://www.nobia.com) at least three (3) weeks before the EGM. The documentation is sent upon request to shareholders who provide their postal address.

## Processing of personal data

For information on how your personal data is processed, see

<https://www.euroclear.com/dam/ESw/Legal/Privacy%20notice%20BOSS%20-%20final%20220324.pdf>

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Stockholm, January 2026

**Nobia AB (publ)**

*Board of Directors*

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