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Press release
Nobia AB (publ)
29 April, 2026

Nobia's 2026 Annual General Meeting

Nobia AB (publ) held its Annual General Meeting today, Wednesday, 29 April in Stockholm.

Adoption of annual report and resolution to discharge the Board Members and the President from liability

The Annual General Meeting adopted the annual report for 2025. The Board of Directors and the President were discharged from liability for the financial year 2025.

Appropriation of profits

The Annual General Meeting resolved that no dividend is to be distributed for the financial year 2025.

Fees to the Board of Directors and auditors

The Annual General Meeting resolved that fees would be paid to the Board of Directors in the total amount of SEK 3,550,000 distributed as follows: SEK 1,300,000 to the Chairman and SEK 450,000 to other Board members. Furthermore, the Annual General Meeting resolved that fees of SEK 165,000 shall be paid to the Chairman of the Audit Committee, SEK 132,000 to the members of the Audit Committee, SEK 85,000 for the Chairman of the Remuneration Committee, SEK 55,000 to the members of the Remuneration Committee and SEK 125,000 to the member of the Supply Chain Committee. It was resolved that fees to auditors be paid in accordance with approved invoices.

Election of Board members and auditors

The Annual General Meeting resolved that the Board of Directors would comprise six members and re-elected Marlene Forsell, Fredrik Ahlin, Jimmy Renström, Catarina Fagerholm and Andréas Elgaard. Katarina Lindström was elected as a new member of the Board of Directors. Jimmy Renström was elected as Chairman of the Board of Directors.

Öhrlings PricewaterhouseCoopers AB was re-elected as auditor for the period up until the end of the next Annual General Meeting, with Authorised Public Accountant Anna Rosendal as Auditor-in-Charge.

Election of Nomination Committee

The Annual General Meeting appointed Peter Hofvenstam (representing Nordstjernan), Ricard Wennerklint (representing If Skadeförsäkring), Lovisa Runge (representing the Fourth Swedish National Pension Fund) and Erik Durhan (representing Lannebo Kapitalförvaltning), as members of the Nomination Committee for the period until the end of the 2027 Annual

General Meeting. The Annual General Meeting appointed Peter Hofvenstam as Chairman of the Nomination Committee.

Resolution on remuneration guidelines and other employment terms for senior executives

The Annual General Meeting resolved, in accordance with the Board of Directors' proposal, to adopt new guidelines for remuneration and other terms of employment for senior executives.

Resolution regarding Performance Share Plan and transfer of bought-back shares under the Plan

The Annual General Meeting resolved, in accordance with the Board of Directors' proposal, to introduce a Performance Share Plan. The plan comprises approximately 40 participants. Participants are allotted performance share rights and matching share rights, which, after a vesting period that is marginally shorter than three years, give a right to receive shares, provided that certain conditions are fulfilled. In order to participate in the plan, the participant must invest part of his or her annual salary in Nobia shares. Allocation of shares under the performance share rights requires that performance targets related to earnings before interest and taxes (EBIT) or, as determined by the Board of Directors, earnings before interest, taxes, depreciation and amortisation (EBITDA), as well as an ESG-related target, during the financial years 2026-2028 have been achieved. Allocation under the matching share rights is not subject to any performance conditions.

In connection with the Performance Share Plan, the Annual General Meeting also resolved, in accordance with the Board of Directors' proposal, to transfer up to 11,997,800 bought-back Nobia shares to participants in the plan for the purpose of delivery of shares under the plan.

Authorisation to acquire and sell shares

The Annual General Meeting resolved to authorise the Board of Directors to, on one or several occasions during the period until the 2027 Annual General Meeting, acquire shares in an amount limited so that the total holding of treasury shares does not exceed 10 per cent of all shares in the company. The Annual General Meeting also resolved to authorise the Board of Directors to, on one or several occasions during the period until the 2027 Annual General Meeting, sell treasury shares.

Authorisation for the Board of Directors to decide on new issues

The Annual General Meeting authorised the Board of Directors to, on one or several occasions during the period until the Annual General Meeting 2027, resolve to issue new shares and/or warrants and/or convertibles, with or without deviation from the shareholders' preferential right. The total number of shares that may be issued pursuant to the authorisation shall be within the limits of the Articles of Association and may not exceed ten percent of the total number of shares in Nobia at the time of the Board of Directors' decision to issue shares.

The purpose of the authorisation, and the reason for any deviation from the shareholders' preferential right, is to increase the financial flexibility of group to enable the group to finance the operations in a fast and efficient way and/or acquire companies, businesses or parts thereof.

Reverse share split

The Annual General Meeting resolved on a reverse share split through an amendment of the Articles of Association and a resolution on a reverse share split. The Articles of Association were amended so that the number of shares shall not be less than 100,000,000 and not more than 400,000,000, instead of not less than 900,000,000 and not more than 3,600,000,000.

The Annual General Meeting further resolved on a reverse share split of the Company's shares, whereby ten (10) shares will be consolidated into one (1) share. Following the reverse share split, the total number of shares in the Company will amount to a maximum of 151,631,602 shares (rounded down). The quota value of each share following the reverse share split will amount to at least SEK 1.539406 per share (rounded up). If a shareholder's holding is not evenly divisible by ten (10) and thus does not correspond to a whole number of new shares, the excess shares will pass to the Company on the record date. Excess shares will, without unnecessary delay, be sold at the Company's expense through a securities institution. The proceeds from such sale will be distributed among the shareholders whose shares passed to the Company, in proportion to their respective share of the excess shares sold.

The Annual General Meeting also resolved to authorise the Board of Directors to determine the record date for the reverse share split and to take any other actions required to implement the reverse share split.

For further information:

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