

*N.B. The English text is an unofficial translation.*

**The Board of Directors' proposed resolutions etc. for  
the Annual General Meeting in Nordisk Bergteknik AB  
(publ) on 8 June 2022, at. 08:30**

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## **Item 8 (b) – The Board of Directors proposed resolution regarding the disposition of the company’s profit according to the adopted balance sheet**

The Board of Directors proposes that no dividends are paid and that the total available funds of SEK 865,577,433 including the year’s loss are carried forward to a new account.

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Gothenburg, May 2022

The Board of Directors of Nordisk Bergteknik AB (publ)

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## **Item 12 – The Board of Directors proposed resolution on adopting the remuneration policy**

The Board of Directors proposes that the annual shareholders' meeting resolves on the adoption of guidelines for remuneration and other employment conditions for senior management as set out in **Appendix B**, which shall be valid until the annual general meeting 2025, unless otherwise is resolved by a prior General Meeting.

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Gothenburg, May 2022

The Board of Directors of Nordisk Bergteknik AB (publ)

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## **Item 13 – The Board of Directors proposed resolution on authorising the board to resolve on the issuing of new B-shares, convertibles and warrants**

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 class B shares and/or issues of warrants, entitling the holders to subscribe for new class B shares and/or issues of convertibles, entitling the holders to convert the convertibles to new class B 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 23,000,000 class B shares.

The number of class B 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.

### **Majority requirement**

For a valid decision of this proposal, it is required that the resolution is supported by shareholders with at least two thirds of the votes cast as well as of the shares represented at the meeting.

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Gothenburg, May 2022

The Board of Directors of Nordisk Bergteknik AB (publ)

## **Item 14 – The Board of Directors proposed resolution on authorising the board to resolve on transfer of own class B shares**

**Item 14:** The Board of Directors proposes that the annual general meeting resolves to authorise the Board of Directors to resolve on transfers of own class B shares. The incentive with the authorisation to transfer own shares, as well as the deviation from the shareholders' preferential rights, is that the Board of Directors shall have increased room for maneuver and the opportunity to continuously adapt the Company's capital structure and thereby contribute to increased shareholder value and enable the Board of Directors to take advantage of attractive acquisition opportunities by fully or partially financing acquisitions of companies, businesses or assets.

The Board of Directors proposes that the annual general meeting resolves to authorise the Board of Directors to resolve on transfers of own class B shares in accordance with the following terms and conditions:

- (a) The transfer may be made on the Nasdaq Stockholm and/or otherwise with or without deviation from the shareholders' preferential rights and with or without provision regarding in-kind, set-off of claim against the Company or other conditions.
- (b) The authorisation may be exercised on one or more occasions before the annual general meeting 2023.
- (c) Transfer of class B shares on Nasdaq Stockholm may only be made within the price interval registered at any given time.
- (d) Transfer in which are made in any other way may be made at a price in cash or value of the property received corresponding to the share price at the time of the transfer of the class B shares with the deviation that the Board of Directors deems appropriate.
- (e) The Board of Directors has the right to decide on other terms and conditions for the transfers.

The shares that, as of the date of this notice, is owned by the Company are proposed to be transferable in accordance with this authorisation. As of the date of this notice, the Company holds 1,974,380 own class B-shares, corresponding to approximately 3.6 percent of the total number of outstanding shares in the Company.

### **Majority requirement**

For a valid decision of this proposal, it is required that the resolution is supported by shareholders with at least two thirds of the votes cast as well as of the shares represented at the meeting.

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Gothenburg, May 2022

The Board of Directors of Nordisk Bergteknik AB (publ)

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## **Item 15 – The Board of Directors proposed resolution to adopt updated Articles of Association**

The Board of Directors proposes that the annual general meeting 2022 resolves to adopt updated Articles of Association with amendment of item 4 regarding classes of shares in the company with the change that the company only can issue shares of one class; class B shares.

After the amendment, the Articles of Association will be worded as set out in **Appendix C**.

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.

### **Majority requirement**

For a valid decision of this proposal, it is required that the resolution is supported by shareholders with at least two thirds of the votes cast as well as of the shares represented at the meeting.

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Gothenburg, May 2022

The Board of Directors of Nordisk Bergteknik AB (publ)