

*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 16 May 2024, at. 2.00 p.m.**

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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 shall be distributed to the shareholders and that the profit of SEK 1,027,471,347 at the disposal of the Annual General Meeting shall be carried forward to new accounts.

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Gothenburg, April 2024

The Board of Directors of Nordisk Bergteknik AB (publ)

## **Item 12 – The Board of Directors proposed resolution on adoption of guidelines for remuneration to senior executives**

The Board of Directors proposes that the Annual General Meeting adopts the following guidelines for remuneration and other terms of employment for the Company's senior executives, to remain in force until the Annual General Meeting of 2028 at the latest, unless otherwise resolved by the meeting before then. The guidelines also cover any remuneration to Board members in addition to Board fees.

The guidelines cover remuneration arising from agreements and changes to already agreed remuneration after the Annual General Meeting 2024 has adopted the guidelines. The guidelines do not cover remuneration decided by the general meeting, such as remuneration to Board members or share-based incentive programmes.

More information about Nordisk Bergteknik AB (publ)s (the “**Company**”) vision and business strategy can be found in the Company's annual reports at [www.nordiskbergteknik.se](http://www.nordiskbergteknik.se).

In order for the Company to implement its business strategy and safeguard the Company's long-term interests, including sustainability, the Company must be able to recruit and retain qualified employees. To achieve this, the Company must be able to offer competitive total remuneration, which these guidelines enable.

### **Remuneration to senior executives**

In order to ensure that the Company can recruit and retain qualified senior executives, the Board of Directors proposes that the basic principle shall be that salary and other terms of employment shall be such that the Group can always attract and retain competent senior executives at reasonable costs for the Company. Remuneration within the Group shall therefore be based on the nature of the position, performance, competence requirements, competitiveness and fairness.

With regard to employment relationships that are not subject to Swedish law, with regard to pension benefits and other benefits, appropriate adjustments may be made to comply with such mandatory rules or established local practice, whereby the overall purpose of these guidelines shall be met as far as possible.

### **Forms of remuneration**

The Company's remuneration to the senior executives shall constitute market-based remuneration consisting of a fixed salary, pension and other benefits, short-term incentive / variable remuneration (STI) and long-term incentive programme (LTI). The respective remuneration is described below. In addition to, and without regard to these guidelines, the general meeting may decide on, for example, share and share price-related programmes.

### **Fixed salary**

Each senior executive shall be offered a fixed salary that is based on market terms and based on the senior executive's job description, responsibility, competence and performance. Salary shall be determined per calendar year.

### **Pensions**

For senior executives, pension benefits, including health insurance, shall be premium-based. Variable cash remuneration shall not be pensionable. The pension premiums for premium-based pensions shall amount to a maximum of 33% of the fixed annual cash salary (including holiday pay). Regarding employment relationships governed by rules other than Swedish rules, as far as pension and other benefits are concerned, appropriate adjustments may be made to comply with such mandatory rules or established local practice, considering, as far as possible, the overall purpose of these guidelines. Benefit-based pension schemes should, as far as possible, always be avoided.

### **Other benefits**

The senior executives may also be covered by other benefits, such as life insurance, health insurance and car benefits. Premiums and other costs arising from other benefits, excluding car benefits, may in total amount to a maximum of 10% of the fixed salary of the senior executive to whom the benefit relates.

### **Short-term incentive / variable remuneration (STI)**

Senior executives may, from time to time, be offered variable remuneration (performance-based bonus) to be paid in cash. For the CEO, such bonus may amount to a maximum of 50% of the annual fixed salary. For other senior executives, the bonus may amount to a maximum of 40% of the annual fixed salary. The criteria shall be determined annually by the Remuneration Committee and the Board of Directors respectively.

The bonus shall primarily be based on the development of the entire Nordisk Bergteknik Group or the development of the unit for which the person in question is responsible. The development shall relate to the fulfilment of various improvement targets or the achievement of various financial goals. The performance targets shall be related to growth, operating profit (EBIT) in relation to turnover and shall aim to benefit the Company's business strategy and long-term interests, including sustainability. Any bonus and bonus bases shall be determined for each financial year. At the end of the measurement period for the fulfilment of the criteria for payment of variable cash remuneration, the extent to which the criteria have been met shall be assessed and determined. During the annual evaluation, the Remuneration Committee or, where applicable, the Board of Directors, may adjust the targets and/or remuneration for both positive and negative extraordinary events, reorganisations and structural changes.

Additional variable cash remuneration may be paid in extraordinary circumstances, provided that such extraordinary arrangements are only made on an individual basis either for the purpose of recruitment or retention of executives, or as compensation for extraordinary work efforts in addition to the person's regular duties. Such remuneration may not exceed an amount corresponding to 30% of the fixed annual salary and may not be paid

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more than once a year per individual. Decisions on such remuneration shall be taken by the Board of Directors after preparation by the Remuneration Committee.

### **Long-term variable incentive programme (LTI)**

Prior to each Annual General Meeting, the Board of Directors shall consider whether or not to propose a share or share price-related incentive programme to the Annual General Meeting, noting that the Board of Directors currently anticipates that such proposals will not be made as long as the Board considers that the LTI should continue to be offered. It is the general meeting that decides on share or share price-related incentive programmes.

Incentive programmes shall contribute to long-term value growth and that the Company, participants and shareholders have a common interest in the positive value development of the share.

### **Period of notice and severance pay**

The senior executives shall, as a general rule, be subject to a mutual notice period of six months, but no more than 12 months. Severance pay, in addition to salary during the notice period, may occur, but shall together with fixed salary during the notice period amount to a maximum of 18 months' salary. Persons who are resident outside Sweden may be offered notice periods and severance pay that are competitive in the country where the persons are or have been resident or to which they have a significant connection, preferably solutions corresponding to what applies to senior executives resident in Sweden.

### **Remuneration to Board members**

To the extent that the members of the Board of Directors elected by the general meeting perform work for the Company that goes beyond the work of the Board of Directors, they may be remunerated for such work through consultancy fees to the Board member or to a company controlled by the Board member, provided that the work performed contributes to the implementation of the Company's business strategy as well as the fulfilment of the Company's long-term interests, including sustainability. The remuneration shall be market-based and approved by the Board of Directors.

### **Salary and terms of employment for employees**

In the preparation of the Board of Directors' proposal for these remuneration guidelines, the salary and employment conditions for the Company's employees have been considered by including information on the employees' total remuneration, the components of the remuneration and the increase and rate of increase of remuneration over time in the Remuneration Committee's and the Board of Directors' decision-making basis when evaluating the reasonableness of the guidelines and the limitations resulting from them.

### **Decision-making by the Board of Directors**

The Remuneration Committee proposes, and the Board of Directors decides on, salary and other terms and conditions for the CEO. The Remuneration Committee shall also be

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responsible for preparing the Board's decision on proposals for guidelines for remuneration to the Board and the Company's management. Proposals from the Board of Directors for resolutions on new guidelines at the Annual General Meeting shall be prepared at least every four years and be valid until the Annual General Meeting has adopted new guidelines. The Remuneration Committee is responsible for keeping up to date and evaluating the variable remuneration provided in accordance with the guidelines. When the Board of Directors makes decisions on remuneration-related matters, the CEO or other senior executives shall not participate if they are affected by the issues.

#### **Deviations from the guidelines**

The Board of Directors shall be entitled to deviate from the guidelines if, in the individual case, there are special reasons for the deviation and it is necessary to take into account the Company's long-term interests, including sustainability. It falls within the preparatory competence of the Remuneration Committee, as stated above, to prepare decisions on deviations from the guidelines.

#### **Decided remuneration not yet due for payment**

On 10 June 2019, new rules were introduced in the Swedish Companies Act regarding, among other things, the structure of the remuneration guidelines. According to the transitional provisions to the new rules, the proposed remuneration guidelines shall contain information on previously decided remuneration that has not yet fallen due for payment. For further information on remuneration to senior executives, see the note in the annual report.

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Gothenburg, April 2024

The Board of Directors of Nordisk Bergteknik AB (publ)

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

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors up until the next Annual General Meeting, on one or several occasions, with or without deviating 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 made against cash payment and/or with provisions regarding issue in kind or set off or other provision.

The maximum number of class B shares to be issued under this authorisation together with any shares possibly issued in connection with use of warrants and converting of convertibles shall not exceed 3,000,000 shares.

The number of class B shares that may be issued based on the authorisation and may be added through the exercise of warrants 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, April 2024

The Board of Directors of Nordisk Bergteknik AB (publ)