

Press release from the Annual General Meeting in Addnode Group on 4 May 2023

Adoption of the accounts and discharge from liability

The Meeting adopted the balance sheets and profit and loss accounts for the parent company and the Group and the Meeting discharged the Board of Directors and the CEO from liability for the financial year 2022.

Appropriation of profits

The Meeting decided, in accordance with the Board of Directors' proposal, that of the profit according to the adopted balance sheet, a dividend of SEK 1.00 per share shall be distributed to the shareholders, representing a total amount of SEK 133,498,232, and that the remaining available earnings of SEK 806,299,094 shall be carried forward.

The Board of Directors and fees

The Meeting resolved in accordance with the nomination committee's proposal to re-elect Jan Andersson, Kristofer Arwin, Johanna Frelin, Staffan Hanstorp, Thord Wilkne and Kristina Willgård as members of the Board and to elect Petra Ålund as new member of the Board. Staffan Hanstorp was re-elected as Chairman of the Board. Furthermore, the Meeting decided in accordance with the nomination committee's proposal that Board fees until the end of the next Annual General Meeting, shall be paid in the amounts of SEK 540,000 to the Chairman of the Board and SEK 270,000 to each of the other Board members elected by the Annual General Meeting. Remuneration may further be paid on account for special undertakings by Board members in their respective fields of expertise (consultancy services etc.), provided that such undertakings have previously been approved by the Chairman of the Board or by two Board members. Fees for work in the Audit Committee shall be paid in the amount of SEK 145,000 to the Chairman and SEK 105,000 to each of the other committee members. Fees for work in the Remuneration Committee shall be paid in the amount of SEK 55,000 to each of the committee members. Furthermore, a maximum of SEK 180,000 per month may be paid to the Chairman of the Board for work in relation to the Group's acquisition opportunities, funding, strategic partnerships and overall strategic matters as specifically agreed.

Auditor

The Meeting decided that fair remuneration to the auditor is to be paid with a reasonable amount according to approved invoice. The registered public audit firm PricewaterhouseCoopers AB was re-elected as auditor for the period until the end of the next Annual General Meeting. PricewaterhouseCoopers have declared that they will assign Anna Rosendal as auditor in charge.

Remuneration report

The Meeting resolved to approve the Board of Directors' report regarding remuneration to the CEO and the Board of Directors for the financial year 2022.

Long-term incentive plan by issue of call options and transfer of shares to participants

The Meeting resolved in accordance with the Board's proposal to introduce a share based long-term incentive plan ("LTIP 2023"). LTIP 2023 will include the Group Management and about seventy additional employees with leading positions within the Addnode Group, under which the participants are being given the opportunity to acquire, at market price, call options relating to class B shares in Addnode Group, repurchased by the Company.

The number of call options to be issued shall not exceed 440,000, corresponding to approximately 0.33 per cent of the total number of shares and approximately 0.26 per cent of the total number of votes in Addnode Group. Each call option entitles the holder to acquire one (1) repurchased class B share in the company during certain periods following publication of the interim report for the period July#September 2026, the year-end report for 2026 and the interim report for the period January#March 2027.

The reason for deviation from the shareholders' preferential rights and the Board's reasons for carrying out this LTIP 2023 is that employees with leading positions within the Addnode Group should, by a personal investment, be able to benefit from and encourage a positive value growth in Addnode Group's shares, thus more closely aligning the interests between them and the company's shareholders. The purpose of LTIP 2023 is also to contribute towards employees with leading positions increasing their long-term shareholdings in Addnode Group. LTIP 2023 is also expected to create conditions for retaining and recruiting skilled personnel to the Addnode Group and to provide competitive remuneration.

Authorization regarding acquisitions and transfer of the company's own B shares

The Meeting resolved in accordance with the Board's proposal to authorize the Board to resolve, on one or several occasions prior to the next Annual General Meeting, to acquire a maximum number of series B shares so that the company's holding following the acquisition does not exceed ten per cent of all the shares in the company at any time. Furthermore, the Meeting authorized the Board to resolve, on one or several occasions, prior to the next Annual General Meeting, to transfer series B shares in the company to a third party. The number of shares transferred may not exceed the total number of shares held by the company at any time. The reason for permitting the Board to deviate from the preferential rights of shareholders is primarily to enable financing of potential acquisitions of companies and other types of strategic investments in a cost-effective manner and also to enable the delivery of shares related to execution of the company's long-term share based incentive programs.

Authorization to resolve on issue of new B shares

The Meeting resolved in accordance with the Board's proposal to authorize the Board to resolve, on one or several occasions, prior to the next Annual General Meeting, with or without deviation from the preferential rights of shareholders, on a new issues of B shares. Based on the resolution, with the support of an authorization, it shall be possible to increase the number of class B shares by not more than ten percent based on the number of outstanding class B shares at the time of the first use of the authorization. The authorization shall also encompass the right to decide on a new B share issue stipulating payment in kind or that

shares shall be subscribed for with right of set#off or otherwise with conditions stipulated in Chapter 13, Section 7 of the Swedish Companies Act. The reason for the deviation from the preferential rights of shareholders is to enable a directed issue for the execution of acquisitions of other companies or operations in full or in part.

Nomination Committee

The Meeting adopted the nomination committee's proposal regarding rules for the nomination committee.

For more information, please contact:

Lotta Jarleryd, CFO, Addnode Group

Phone: +46 (0) 72 247 92 01

E-mail: lotta.jarleryd@addnodegroup.com

About Addnode Group

Addnode Group acquires, operates and develops cutting edge enterprises that digitalise society. We are a leading global provider of software and services for design, construction, product data, and facility management. We also support the public sector with document and case management solutions. By acquiring new businesses and providing a growth platform for our subsidiaries, we create sustainable value growth.

Addnode Group has 2,500 employees and consists of around 20 companies with geographical presence in 19 countries across four continents. Net sales in 2022 amounted to SEK 6,2 billion. Addnode Group's Series B share is listed on Nasdaq Stockholm, in the Large Cap segment. For more information, please visit: www.addnodegroup.com.

Attachments

[Press release from the Annual General Meeting in Addnode Group on 4 May 2023](#)