

Press release from the Annual General Meeting in Addnode Group on 7 May 2024

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 2023.

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 133,318,232, and that the remaining available earnings of SEK 855,142,320 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, Kristina Willgård and Petra Ålund as members 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 565,000 to the Chairman of the Board and SEK 285,000 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 150,000 to the Chairman and SEK 110,000 to each of the other committee members. Fees for work in the Remuneration Committee shall be paid in the amount of SEK 60,000 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 Ernst & Young AB was elected as new auditor for the period until the end of the next Annual General Meeting. Ernst & Young AB have declared that they will assign Anna Svanberg as auditor in charge.

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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 2023.

Guidelines for remuneration to the senior executives

The Meeting approved, in accordance with the Board's proposal, the guidelines for remuneration to senior executives.

Long-term performance share based incentive plan (LTIP 2024) and transfer of own class B shares under LTIP 2024

The Meeting resolved in accordance with the Board's proposal to introduce a long-term performance share based incentive plan ("LTIP 2024"). LTIP 2024 comprises approximately 120 employees consisting of senior executives and other key employees. The participants are allocated performance based share rights, which provide the participant with a right to acquire class B shares. Following the defined vesting period, the participants will, free of charge, be allocated class B shares in Addnode Group provided that a performance target is fulfilled in relation to average annual growth of the company's earnings per share. It is further required that the total shareholder return on the company's class B shares during the term of the program has been positive.

The maximum number of class B shares in Addnode Group which may be allocated under LTIP 2024 shall be limited to 138,000, which represents approximately 0.1 per cent of all outstanding shares in Addnode Group.

Allocation of class B shares in Addnode Group, if any, based on share rights shall normally occur within ten business days after the announcement of Addnode Group's interim report for the period 1 January – 31 March 2027. The vesting period begins when an agreement is entered into to participate in LTIP 2024 and expires in connection with the publication of Addnode Group's interim report for the period 1 January – 31 March 2027.

The primary reason for implementing LTIP 2024 is to align the interests of the shareholders with the interests of the Executive Management and other key employees to ensure maximum long-term value creation. LTIP 2024 is also considered to facilitate Addnode Group's recruitment and retention of senior executives and other key employees.

The Meeting also resolved to transfer not more than 138,000 own class B shares in Addnode Group to participants in the LTIP 2024 who under the terms for the LTIP 2024 are entitled to receive class B shares.

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Repurchase offer regarding call options and approval of transfer of class B shares

At the Annual General Meeting in Addnode Group held on 6 May 2021, it was resolved to issue call options as part of the establishment of an incentive program for senior executives of the Addnode Group ("LTIP 2021"). The LTIP 2021 comprises a total of 195,800 call options (the "Call Options"), which are held by a total of 60 option holders (the "Option Holders") at the time of the notice convening the Annual General Meeting.

The Meeting resolved that in connection with the first exercise period for LTIP 2021, the company shall make an offer to the Option Holders to transfer Call Options to the company at a price corresponding to the net value that the Call Options would have resulted in for the Option Holders if the Call Options had been exercised at that time (the "Call Option Value"), and where consideration for the Call Options is paid in the form of class B shares in Addnode Group (the "Offer"). The company's interim report for the period 1 January-30 September 2024 is intended to be published on 24 October 2024, after which the Offer will be made.

Option Holders who do not accept the Offer may, without being affected by the Offer, exercise their Call Options for acquisition of class B shares during the acquisition periods in accordance with the terms and conditions applicable to the Call Options.

The Meeting further resolved to approve transfer of class B shares, which Addnode Group holds in treasury, to the participants in the Offer. The number of class B shares finally transferred and allocated is intended to be determined on the basis of the number of Call Options submitted in the Offer and the Call Option Value and the market value of the company's class B share.

Authorization regarding acquisitions and transfer of own class 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 class 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 class 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 to cover costs (including costs for social security contributions) arising from the implementation of Addnode Group's incentive programs from time to time.

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Authorization to resolve on issue of new class 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 class 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 in the company at the time of the first use of the authorization. The authorization shall also encompass the right to decide on a new class 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:

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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 2,700 employees and consists of around 20 companies with geographical presence in 19 countries across four continents. Net sales in 2023 amounted to SEK 7.4 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.



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Attachments

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