

Press release

24 May 2023

Resolutions at the Annual General Meeting in Nordic Paper Holding AB (publ)

Nordic Paper Holding AB (publ) today held its annual general meeting. The complete proposals have previously been published and are available at the company's website, www.nordicpaper.com. Among others, the following resolutions were passed.

Appropriation of the company's result

The general meeting resolved in accordance with the proposal by the board of directors, on a dividend of SEK 4.65 per share, with record date for the right to receive dividend on 26 May 2023. With this record date, the payment of dividend is estimated to be effectuated by Euroclear Sweden AB on 31 May 2023.

Discharge of liability, board of directors, auditors etc.

The general meeting resolved to grant discharge to the board of directors and the chief executive officer from liability for their management of the company's affairs during the financial year 2022.

The general meeting resolved that the board of directors should be composed of six board members with no deputy board members.

The general meeting resolved to re-elect Per Bjurbom, Stefan Lundin, Ying Che, Helene Willberg and Karin Eliasson, and to elect Thomas Körmendi as board members and to re-elect Per Bjurbom as chairman of the board for the period until the end of the next annual general meeting. The auditing firm KPMG AB was elected as the company's auditor for the period until the end of the next annual general meeting. It was noted that KPMG AB has informed that the authorised auditor Mattias Eriksson will be appointed as auditor in charge.

The general meeting resolved, in accordance with the nomination committee's proposal, the members of the board shall be paid a total amount of 2,482,000 (SEK 2,410,000), for the period until the end of the next annual general meeting, of which SEK 565,000 (SEK 550,000) shall be paid to the chairman of the board and SEK 310,000 (SEK 300,000) shall be paid to each other member of the board elected by the general meeting. For work within the committees of the board, for the period until the end of the next annual general meeting, the members shall be paid a total amount of SEK 367,000 (SEK 360,000), of which SEK 175,000 (SEK 170,000) shall be paid to the chairman of the audit committee and SEK 85,000 (SEK 85,000) to the other member of the audit committee and SEK 72,000 (SEK 70,000) shall be paid to the chairman of the remuneration committee and SEK 35,000 (SEK 35,000) to the other member of the remuneration committee. In accordance with the nomination committee's proposal, it was resolved that the auditors shall be paid against approved invoice.

Approval of guarantee commitments for subsidiaries

The general meeting resolved in accordance with the proposal by the board and for the period until the end of the next annual general meeting, to approve a frame of SEK 1 billion for guarantee commitments for subsidiaries.

Resolution regarding approval of the board of directors' remuneration report

The general meeting resolved to approve of the board of directors' remuneration report.

Resolution regarding amendment of the articles of association

The general meeting resolved in accordance with the proposal by the board of directors to amend the articles of association to enable advance voting and collection of proxies before general meetings and to allow the presence of non-shareholders at general meetings.

Resolution regarding approval of incentive programme

The general meeting resolved to issue not more than 329,000 warrants within the scope of a long-term incentive programme for senior executives within Nordic Paper in accordance with the proposal by the board. The rationale for the incentive programme is to create opportunities to motivate and retain senior executives within Nordic Paper. The incentive programme has been established as it is deemed desirable for senior executives within Nordic Paper to also be shareholders of the company.

Authorisation for the board of directors to repurchase and transfer of own shares

The general meeting resolved in accordance with the proposal by the board of directors authorise the board to, up and until the next annual general meeting, on one or several occasions, resolve to purchase own shares so that the Company's holding, at any given time, does not exceed 10 percent of the total number of shares in the Company. Purchases shall be carried out on Nasdaq Stockholm and may only be acquired to a price per share within the applicable share price range, i.e., the range between the highest purchase price and the lowest selling price.

In addition, the general meeting resolved to authorise the board of directors, up until the next annual general meeting, on one or several occasions, to resolve on transfer of own shares. Transfers may be carried out on Nasdaq Stockholm at a price within the applicable price range, i.e., the range between the highest purchase price and the lowest selling price.

The purpose of the proposal is to give the board of directors an increased flexibility regarding the Company's capital structure and the Company's ability to distribute capital to shareholders, fulfil commitments according to the Company's outstanding incentive programme, as well as to enable the board of directors to finance acquisitions with own shares. The purpose of the authorisation to transfer own shares is to enable delivery of shares according to the Company's outstanding incentive programme, to finance acquisitions with own shares, raise working capital or broaden the shareholder base.

Authorisation for the board of directors to issue shares

The general meeting resolved in accordance with the proposal by the board of directors authorise the board to, up and until the next annual general meeting, on one or several occasions and with or without preferential rights for existing shareholders, resolve on the issue of new shares, comprising a total of not more than 10 per cent of the total number of outstanding shares in the company as at the time of the annual general meeting's resolution to approve the proposed authorisation.

The purpose of the authorisation is to increase the financial flexibility of Nordic Paper and the acting scope of the board of directors. Should the board of directors resolve on an issue with deviation from the shareholders' preferential rights, the reason for this must be to finance acquisitions of companies or operations. Upon such deviation from the shareholders' preferential rights, the new issue shall be made at market terms and conditions.

Additional information from the annual general meeting

The presentation made by CEO Anita Sjölander at the general meeting is available on Nordic Paper's website, www.nordic-paper.com. Minutes from the general meeting will be made available on Nordic Paper's website no later than two weeks after the general meeting.

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