

MINUTES from the Extraordinary General Meeting with shareholders of Nordnet AB (publ), 559073-6681, on 14 December 2021 at 11.00 – 11.10

§ 1

The Senior Associate Fredrik Lundén was, in accordance with the Board's proposal, elected Chairman of the meeting.

It was noted that the General Counsel Carl Dahlborg was asked to keep minutes from the meeting.

It was noted that the meeting was held in accordance with Sections 20 and 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations, meaning that participation in the meeting could be conducted through postal voting only.

It was noted that no questions from shareholders had been received by the company within the time frame set out in the convening notice. It was further noted that no request under Section 25 of the above mentioned Act (2020:198) had been posed.

The convening notice to the meeting is enclosed as App. 1.

A compilation of the results of the votes, presenting the information required by Section 26 of the above mentioned Act (2020:198), is enclosed as App. 2.

§ 2

It was resolved to approve the voting list established by Euroclear Sweden AB on behalf of the company, App. 3, as voting list of the meeting.

It was noted that according to the voting list 164 401 665 shares and votes were represented at the meeting.

Convenience translation, Swedish version shall prevail

§ 3

Catharina Versteegh was, in accordance with the Board's proposal, elected as person to, jointly with the Chairman of the meeting, verify the minutes from the meeting.

§ 4

It was found that the meeting had been convened in the way and time set forth in the Articles of Association and the Companies Act (2005:551).

It was resolved to approve the convening measures and the meeting was declared duly convened.

It was noted that the Board's proposal, App. 4, and the complementary documents under Chapter 18, Section 6 of the Companies Act, had been presented as they had been held available at the company and on the company's website.

§ 5

The agenda proposed by the Board, which had been included in the convening notice, was approved.

§ 6

It was resolved on dividends in accordance with the Board's proposal, App. 4.

Recorded by:

Carl Dahlborg

Verified by:

Fredrik Lundén

Catharina Versteegh



Notice to Extraordinary General Meeting in Nordnet AB (publ)

Shareholders of Nordnet AB (publ), reg. nr 559073-6681, (the "Company" or "Nordnet") are hereby invited to attend an Extraordinary General Meeting to be held on Tuesday 14 December 2021.

With the purpose of preventing spread of the Corona virus, the Board has decided to conduct the Extraordinary General Meeting as a meeting with only postal voting in accordance with Section 20 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. This means that the meeting is conducted without the physical presence of shareholders, proxies and third parties and that shareholders can exercise their voting rights only through postal voting as specified under the heading **Postal voting** below.

Right to attend and notice

Anyone wishing to participate in the meeting shall be registered in the shareholders' register maintained by Euroclear Sweden AB on 6 December 2021, and shall notify the Company of their intention to attend the meeting by casting their postal vote, in accordance with the instructions under the heading **Postal voting** below, in such time that the postal vote is received by Euroclear Sweden AB no later than on 13 December 2021.

Nominee-registered shares

In order to participate in the Extraordinary General Meeting, shareholders whose shares are nominee-registered must, in addition to casting their postal vote, ensure that they are entered in the share register in their own name as of 6 December 2021. This is done through temporary re-registration of the shares in one's own name, so called voting registration. Voting registrations must be requested from the nominee well in advance and in accordance with the nominee's routines. Voting registrations that has been requested at such time that the registration has been completed no later than 8 December 2021 will be taken into account in the presentation of the share register.

Postal voting

Euroclear Sweden AB administers the postal voting procedure.

Postal votes are cast on a designated form. The form is available on Euroclear Sweden AB's website, <https://anmalan.vpc.se/euroclearproxy>, and on the Company's website,



www.nordnetab.com. The postal voting form is also valid as notification to attend the Extraordinary General Meeting.

The completed form must be received by Euroclear Sweden AB no later than Monday 13 December 2021. The form may be submitted electronically or by mail. The form may be submitted electronically either through BankID signing as per instructions on Euroclear Sweden AB's website as referred to above, or through sending the form by e-mail to GeneralMeetingServices@euroclear.com. The form can be submitted by post by sending the form to Nordnet AB (publ), "Extraordinary General Meeting", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23, Stockholm, Sweden.

Shareholders who wish to vote by proxy must use the proxy form available on the Company's website stated above. The shareholder must sign and date the proxy form and send it by post or e-mail to Euroclear Sweden AB, see the addresses stated above. If the shareholder is a legal entity, a registration certificate or other authorisation documents must be attached to the form.

The postal vote may not be provided with special instructions or conditions. If so, the postal vote is invalid. Further instructions and conditions are included in the form for postal voting.

Items and proposed agenda

1. Election of a chairman of the meeting
2. Preparation and approval of the voting list
3. Election of person to verify the minutes of the meeting
4. Determination of whether the meeting was duly convened
5. Approval of the agenda
6. Resolution on dividends

Proposed resolutions

Election of a chairman of the meeting (item 1)

The Board proposes lawyer Fredrik Lundén, Advokatfirman Cederquist, to be the chairman of the meeting or, if he is unable to attend the meeting, the person appointed by the Board.

Preparation and approval of the voting list (item 2)

As voting list, the Board proposes the voting list that will be drawn up by Euroclear Sweden AB on behalf of the Company based on the meeting's share register and postal votes received.

Election of person to verify the minutes of the meeting (item 3)

The Board proposes the shareholder Catharina Versteegh or, in her absence, the person appointed by the Board to verify the minutes of the meeting. Catharina Versteegh is neither an employee nor a board member of the Company. In addition to verifying the minutes, the assignment also includes to control the voting list and that received postal votes are correctly reflected in the minutes.

Resolution on dividends (item 6)

On 29 April 2021, the Annual General Meeting of Nordnet AB (publ) resolved on dividends amounting to SEK 1,51 per share, and that the remaining net result would be carried forward.

The Board now proposes that the Extraordinary General Meeting resolves on dividends amounting to SEK 1,77 per share, which, together with the dividends resolved upon by the Annual General Meeting, equals 70 percent of the net result of year 2020.

As of 31 December 2020, the company's unrestricted equity amounted to SEK 2 368 771 000. In accordance with the Annual General Meeting's decision, SEK 377 500 000 has been paid out as dividends. No other value transfers have been carried out since 31 December 2020. Hence, the amount available for distribution according to Chapter 17, Section 3 first Paragraph of the Swedish Companies' Act (2005:551) amounts to SEK 1 991 271 000.

The Board proposes Thursday 16 December 2021 as record day. If the meeting resolves in accordance with this proposal, the dividend is expected to be distributed by Euroclear Sweden AB on 21 December 2021.

Number of shares and votes

As of the date of this notice, the total number of shares and votes in the Company amounts to 250 000 000. The Company does not hold any of its own shares.

Documentation etc.

The Board's proposal and other documents that according to the Swedish Companies' Act shall be held available to the shareholders will be made available no later than 23 November 2021 on the Company's website www.nordnetab.com, and at the Company's visiting address Alströmergatan 39, SE-104 25 Stockholm, Sweden. The documents will also be sent, free of charge, to the shareholders who so request and provide their address. A request for such information shall be made by post to Nordnet AB (publ), "Extraordinary General Meeting", c/o Euroclear Sweden AB, P.O Box 191, SE-101 23, Stockholm, Sweden, or by e-mail to GeneralMeetingService@euroclear.com.

Shareholder's right to request information

The shareholders have the right to receive information from the Board and the CEO regarding circumstances that may affect the assessment of an item on the agenda if the Board believes that such information can be provided without causing material damage to the Company. A request for such information shall be made in writing to Nordnet AB (publ), Att. Legal, P.O. Box 300 99, SE-104 25 Stockholm, Sweden, or by e-mail at bolagsstamma@nordnet.se, no later than 4 December 2021. The information is provided by being kept available at the Company and on the Company's website, www.nordnetab.com, no later than 9 December 2021. Within the same period of time, the information will also be sent to shareholders who so request and provide their postal or e-mail address.

Personal data processing

For information on how your personal data is processed, please see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Stockholm, November 2021
The Board, Nordnet AB (publ)

Postal votes - final outcome (26§ 2020:198)

	Total
Present shares	164 401 665
Present votes	164 401 665,0
Issued share capital	250 000 000

	Votes			Shares			% of issued share capital	
	For	Against	Not voted	For	Against	Not voted	For	Against
1 - Election of a chairman of the meeting	162 987 431,0	0,0	1 414 234,0	162 987 431	0	1 414 234	65,195%	0,000%
2 - Preparation and approval of the voting list	162 987 431,0	0,0	1 414 234,0	162 987 431	0	1 414 234	65,195%	0,000%
3 - Election of person to verify the minutes of the meeting	162 987 431,0	0,0	1 414 234,0	162 987 431	0	1 414 234	65,195%	0,000%
4 - Determination of whether the meeting has was duly convened	162 987 431,0	0,0	1 414 234,0	162 987 431	0	1 414 234	65,195%	0,000%
5 - Approval of the agenda	162 987 431,0	0,0	1 414 234,0	162 987 431	0	1 414 234	65,195%	0,000%
6 - Resolution on dividends	164 401 665,0	0,0	0,0	164 401 665	0	0	65,761%	0,000%

Proposal and statement regarding dividends

The Board of Directors' proposal regarding dividends

On 29 April 2021, the Annual General Meeting of Nordnet AB (publ) resolved on dividends amounting to SEK 1.51 per share, and that the remaining net result would be carried forward.

The Board now proposes that the Extraordinary General Meeting resolves on dividends amounting to SEK 1.77 per share, which, together with the dividends resolved upon by the Annual General Meeting, equals 70 percent of the net result of year 2020.

As of 31 December 2020, the Company's unrestricted equity amounted to SEK 2 368 771 000. In accordance with the Annual General Meeting's decision, SEK 377 500 000 has been paid out as dividends. No other value transfers have been carried out since 31 December 2020. Hence, the amount available for distribution according to Chapter 17, Section 3 first Paragraph of the Swedish Companies Act (2005:551) amounts to SEK 1 991 271 000.

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The Board of Directors' motivated statement on the above proposal, according to Chapter 18, Section 4 of the Swedish Companies Act

The Board of Directors hereby presents the following statement in accordance with Chapter 18, Section 4 of the Swedish Companies Act.

The Board's motivation as to why the proposed decision is compatible with the provisions in Chapter 17, Section 3, second and third Paragraphs of the Swedish Companies Act reads as follows.

- Since the Annual General Meeting's resolution on dividends on 29 April 2021, no value transfers have been resolved upon.
- The financial position of the Company and the group as per 30 September 2021 is presented in the interim report for January – September 2021. The report also describes the principles used for valuation of assets and liabilities. The capital requirement for the Company's consolidated situation, calculated as per 30 September 2021, equals a Common Equity Tier 1 capital ratio of 18.6 percent and a total capital ratio of 21.8 percent. The leverage ratio of the consolidated situation as per 30 September 2021 was 4.4 percent.
- The Company has, by issuance of Additional Tier 1 Capital (a so called AT 1 bond) strengthened the Tier 1 Capital ratio. The issuance was made on 9 November 2021 and amounted to SEK 600 million. The settlement day was 16 November 2021.



- After the now proposed dividend combined with the new AT 1 bond, the total capital ratio of the consolidated situation will increase with 1.0 percentage points from 21.8 percent to 22.8 percent, and the leverage ratio of the consolidated situation with 0.2 percentage points from 4.4 percent to 4.6 percent, based on the financial position of the Company as of 30 September 2021.
- The capital adequacy and liquidity of the Company and the group are deemed to be able to be maintained at a satisfactory level.
- The nature and scope of the business conducted by the Company and the group are set out in the Company's Articles of Association and submitted financial reports. The business does not entail risks beyond what occur and is assumed to occur in the industry, or beyond what is associated with conducting business activities in general.

The Board has considered the Company's and the group's consolidation needs through a comprehensive assessment of the Company's and the group's financial position and the Company's and the group's ability to meet their long-term obligations.

With reference to the above, and what has otherwise come to the attention of the Board, the Board's assessment is that the proposed dividend is justified considering the demands that the nature, scope and risks of the Company's and the group's business place on the size of the Company's and the group's own funds, and on the Company's and the group's consolidation needs, liquidity and financial positions in general.

Stockholm, November 2021
The Board of Directors, Nordnet AB (publ)