

MINUTES from the Extraordinary General Meeting with shareholders of Nordnet AB (publ), 559073-6681, on 12 October 2022 at 16.00 – 16.10

## **§ 1**

The Senior Associate Fredrik Lundén was, in accordance with the Nomination Committee'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 (2022:121) 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 (2022:121) 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 167 757 544 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 proposals, statements and other documents that should be held available to the shareholders according to the Companies Act and the Swedish Code of Corporate Governance, 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**

Henrik Rättzén and Fredrik Bergström were elected ordinary members of the Board for the time until the next annual general meeting, in accordance with the Nomination Committee's proposal, App. 4. It was noted that the ordinary member of the Board Christian Frick had requested to leave his position in connection with this extraordinary general meeting.

It was noted that the Board after these changes consists of Tom Dinkelspiel, Anna Bäck, Charlotta Nilsson, Gustaf Unger, Karitha Ericson, Per Widerström, Fredrik Bergström och Henrik Rättzén.

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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 Wednesday 12 October 2022.

The Board has decided to conduct the Extraordinary General Meeting as a meeting with postal voting only in accordance with Section 20 of the Act (2022:121) 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 4 October 2022, 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 11 October 2022.

### 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 4 October 2022. 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 6 October 2022 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](http://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 Tuesday 11 October 2022. 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](mailto: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. Election of board members

## Proposed resolutions

### Election of a chairman of the meeting (item 1)

The Nomination Committee proposes lawyer Fredrik Lundén 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 controlling the voting list and that received postal votes are correctly reflected in the minutes.

### **Election of board members (item 6)**

The Nomination Committee proposes that Henrik Rättzén and Fredrik Bergström be elected as ordinary members of the Board for the period until the end of the next Annual General Meeting. Christian Frick has requested to leave his position early, in connection with the Extraordinary General Meeting.

Regarding the proposed board members, the Nomination Committee wishes to emphasize the following.

Henrik Rättzén was born 1965. He has a Bachelor of Economics from Uppsala University (1989). He has held positions as partner at KPMG and CFO at Codan-Trygg Hansa (2007 – 2012), Postnord (2012 – 2014) and Carnegie Investment Bank (2014 – 2018), and as deputy CEO and CFO at SJ (2018 – 2021). Today, he engages in board assignments. He is a board member of, inter alia, Hedvig Insurance (Chairman) and Fjärde AP-fonden (Chairman of the Audit Committee). In addition to this, he works as a senior advisor. Neither Henrik Rättzén nor any of his close relatives holds shares in Nordnet.

The Nomination Committee deems Henrik Rättzén's broad experience as CFO for big companies in different industries (among others, insurance) combined with his experience as board member in regulated environments makes him a welcome complement to the Board.

Fredrik Bergström was born 1970. He has a Bachelor of Economics from Uppsala University (1996). He has long experience from primarily the insurance industry as, among other positions, CEO for Länsförsäkringar Stockholm (2013 – 2018) and Länsförsäkringar AB (2018 – 2022 (ended)). Before that, he was Head of Retail at SBAB (2007 – 2012). He has also held leading positions at Dial Försäkrings AB and later If, as Head of Sales, among other positions. Fredrik Bergström also has significant experience from positions as board member of regulated companies. Neither Fredrik Bergström nor any of his close relatives holds shares in Nordnet.

The Nomination Committee deems that Fredrik Bergström would bring significant experience and expertise from the insurance industry and other regulated companies, and complement the board well.

## 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 holds 375,000 own shares.

## Documentation etc.

The Nomination Committee'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 21 September 2022 on the Company's website [www.nordnetab.com](http://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](mailto: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](mailto:bolagsstamma@nordnet.se), no later than 3 October 2022. The information is provided by being kept available at the Company and on the Company's website, [www.nordnetab.com](http://www.nordnetab.com), no later than 7 October 2022. 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>.

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Stockholm, September 2022  
The Board, Nordnet AB (publ)

## Postal votes - final outcome (26§ 2022:121)

|                      |               |
|----------------------|---------------|
|                      | <b>Total</b>  |
| Present shares       | 167 757 544   |
| Present votes        | 167 757 544,0 |
| Issued share capital | 250 000 000   |

|   | Votes         |         |              | Shares      |         |            | % of given votes |         |           | % present shares |         |           | % of issued share capital |         |              |
|---|---------------|---------|--------------|-------------|---------|------------|------------------|---------|-----------|------------------|---------|-----------|---------------------------|---------|--------------|
|   | For           | Against | Not voted    | For         | Against | Not voted  | For              | Against | Not voted | For              | Against | Not voted | For                       | Against | No vot./rep. |
| <b>1 - Election of a chairman of the meeting</b>                      |               |         |              |             |         |            |                  |         |           |                  |         |           |                           |         |              |
|   | 134 360 132,0 | 0,0     | 33 397 412,0 | 134 360 132 | 0       | 33 397 412 | 100,000%         | 0,000%  | 19,908%   | 80,092%          | 0,000%  | 19,908%   | 53,744%                   | 0,000%  | 46,256%      |
| <b>2 - Preparation and approval of the voting list</b>                |               |         |              |             |         |            |                  |         |           |                  |         |           |                           |         |              |
|   | 134 360 176,0 | 0,0     | 33 397 368,0 | 134 360 176 | 0       | 33 397 368 | 100,000%         | 0,000%  | 19,908%   | 80,092%          | 0,000%  | 19,908%   | 53,744%                   | 0,000%  | 46,256%      |
| <b>3 - Election of person to verify the minutes of the meeting</b>    |               |         |              |             |         |            |                  |         |           |                  |         |           |                           |         |              |
|   | 134 360 176,0 | 0,0     | 33 397 368,0 | 134 360 176 | 0       | 33 397 368 | 100,000%         | 0,000%  | 19,908%   | 80,092%          | 0,000%  | 19,908%   | 53,744%                   | 0,000%  | 46,256%      |
| <b>4 - Determination of whether the meeting has was duly convened</b> |               |         |              |             |         |            |                  |         |           |                  |         |           |                           |         |              |
|   | 134 360 132,0 | 0,0     | 33 397 412,0 | 134 360 132 | 0       | 33 397 412 | 100,000%         | 0,000%  | 19,908%   | 80,092%          | 0,000%  | 19,908%   | 53,744%                   | 0,000%  | 46,256%      |
| <b>5 - Approval of the agenda</b>                                     |               |         |              |             |         |            |                  |         |           |                  |         |           |                           |         |              |
|   | 134 360 176,0 | 0,0     | 33 397 368,0 | 134 360 176 | 0       | 33 397 368 | 100,000%         | 0,000%  | 19,908%   | 80,092%          | 0,000%  | 19,908%   | 53,744%                   | 0,000%  | 46,256%      |
| <b>6.a - Election of board member: Henrik Rättzén</b>                 |               |         |              |             |         |            |                  |         |           |                  |         |           |                           |         |              |
|   | 167 757 274,0 | 270,0   | 0,0          | 167 757 274 | 270     | 0          | 100,000%         | 0,000%  | 0,000%    | 100,000%         | 0,000%  | 0,000%    | 67,103%                   | 0,000%  | 32,897%      |
| <b>6.b - Election of board member: Fredrik Bergström</b>              |               |         |              |             |         |            |                  |         |           |                  |         |           |                           |         |              |
|   | 167 757 274,0 | 270,0   | 0,0          | 167 757 274 | 270     | 0          | 100,000%         | 0,000%  | 0,000%    | 100,000%         | 0,000%  | 0,000%    | 67,103%                   | 0,000%  | 32,897%      |

# **The Nomination Committee's proposals to the Extraordinary General Meeting of Nordnet AB (publ) on 12 October 2022**

## **1. Background**

The Board of Nordnet AB (publ) ("Nordnet") currently consists of seven board members, despite the decision of the Annual General Meeting 2022 that the board shall consist of eight board members.

In addition, board member Christian Frick has expressed to the election committee his wish to leave his position prematurely.

Due to the above, the Nomination Committee has sought to find two suitable candidates to propose for election to Nordnet's board at an extraordinary general meeting. Since the Annual General Meeting 2022, the Nomination Committee has held seven minutes-recorded meetings. No remuneration is paid for the work in the Nomination Committee.

## **2. Proposal**

### **2.1 Chairman of the Extraordinary General Meeting**

The Nomination Committee proposes lawyer Fredrik Lundén, partner at Cederquist, as chairman of the meeting.

### **2.2 New board members**

The Nomination Committee proposes that Henrik Rättzén and Fredrik Bergström be elected as ordinary members of the Board for the period until the end of the next Annual General Meeting. Christian Frick has requested to leave his position early, in connection with the Extraordinary General Meeting.

Regarding the proposed board members, the Nomination Committee wishes to emphasize the following.

Henrik Rättzén was born 1965. He has a Bachelor of Economics from Uppsala University (1989). He has held positions as partner at KPMG and CFO at Codan-Trygg Hansa (2007 – 2012), Postnord (2012 – 2014) and Carnegie Investment Bank (2014 – 2018),



and as deputy CEO and CFO at SJ (2018 – 2021). Today, he engages in board assignments. He is a board member of, inter alia, Hedvig Insurance (Chairman) and Fjärde AP-fonden (Chairman of the Audit Committee). In addition to this, he works as a senior advisor. Neither Henrik Rättzén nor any of his close relatives holds shares in Nordnet.

The Nomination Committee deems Henrik Rättzén's broad experience as CFO for big companies in different industries (among others, insurance) combined with his experience as board member in regulated environments makes him a welcome complement to the Board.

Fredrik Bergström was born 1970. He has a Bachelor of Economics from Uppsala University (1996). He has long experience from primarily the insurance industry as, among other positions, CEO for Länsförsäkringar Stockholm (2013 – 2018) and Länsförsäkringar AB (2018 – 2022 (ended)). Before that, he was Head of Retail at SBAB (2007 – 2012). He has also held leading positions at Dial Försäkrings AB and later If, as Head of Sales, among other positions. Fredrik Bergström also has significant experience from positions as board member of regulated companies. Neither Fredrik Bergström nor any of his close relatives holds shares in Nordnet.

The Nomination Committee deems that Fredrik Bergström would bring significant experience and expertise from the insurance industry and other regulated companies, and complement the board well.

### **3. Remuneration**

On 28 April 2022, the Annual General Meeting resolved on remuneration to the board members of Nordnet. The Nomination Committee does not propose that the Extraordinary General Meeting makes a new resolution on remuneration. This means that if the Extraordinary General Meeting resolves to elect Henrik Rättzén and Fredrik Bergström as new board members, they will receive remuneration in accordance with what was decided for the rest of the board members, but in proportion to the length of their term of office.

#### **4. The Nomination Committee's motivated statement, in accordance with Section 2.6 of the Swedish Corporate Governance Code, regarding proposals for new board members**

It is the Nomination Committee's assessment that the skills and experience possessed by the candidates now proposed as new board members constitute a significant contribution to the board's overall ability. The Nomination Committee also deems that the candidates have the opportunity to set aside the required time for board assignments in Nordnet.

The Nomination Committee deems the candidates to be independent in relation to the company, the management and the major shareholders.

The Nomination Committee has applied the provision in Section 4.1 of the Code as a diversity policy. The goal of the diversity policy is for the board to have a composition that is appropriate for the company's operations, stage of development and conditions in general, characterized by versatility and breadth regarding the competence, experience and background of the members elected by the general meeting, and that an even gender ratio should be striven for. The Nomination Committee believes that, taking into account the now proposed board members, there is a diversity and breadth in terms of age, educational background, gender, experience, competence and time they have held the assignment on Nordnet's board.

With the new board members that are now proposed, the gender ratio is 37.5% women and 62.5% men, which is close to, although not fully fulfilling, the level of ambition expressed by the College for Swedish Corporate Governance of at least a 40% share for the least represented gender in the board. Against this background and taking into account what is otherwise specified in Section 4.1 of the Code, the Nomination Committee believes that the board, with the Nomination Committee's proposal, will have an appropriate composition, taking into account the company's operations, future development and conditions in general.

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On behalf of the Nomination Committee,  
Stockholm in September 2022

Johan Malm  
Chairman of the Nomination Committee