



## Notice to the Annual General Meeting of Nordnet AB (publ)

Shareholders of Nordnet AB (publ), reg. no. 559073-6681, (the "Company" or "Nordnet") are hereby invited to attend the Annual General Meeting on Tuesday 18 April 2023, at 5.00 p.m. CEST at Blique by Nobis, Gävlegatan 18, SE-113 30 Stockholm, Sweden. Registration begins at 4.15 p.m. CEST.

The Board has resolved that shareholders may also exercise their voting right at the Annual General Meeting by postal voting pursuant to the provisions of Nordnet's Articles of Association.

### Right to attend and notice

Shareholders wishing to attend the Annual General Meeting

- shall be entered as shareholder in the share register kept by Euroclear Sweden AB on 6 April 2023,
- shall give notice of their attendance at the Annual General Meeting no later than 12 April 2023. Notice of attendance may be given in writing to the Company at the address Nordnet AB (publ), "Annual General Meeting", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden, by telephone +46 (0)8-402 58 76 on weekdays between 10.00 a.m. and 4.00 p.m. or at the Company's website, [www.nordnetab.com](http://www.nordnetab.com). When giving notice of attendance, please state your name or company name, personal identification number or company registration number, address and daytime telephone number. The registration procedure described above also applies to registration for any assistants.

Shareholders who wish to use the possibility of postal voting shall do that in accordance with the instructions under the heading *Postal voting* below. Such postal voting does not require any further notice of attendance.

### Nominee-registered shares

Shareholders whose shares are nominee-registered must, in addition to giving notice of attendance to the company, register such shares in their own names so that the shareholder is recorded in the share register as of 6 April 2023. Such registration may be temporary (so called voting right registration). A request for such registration shall be made to the nominee in accordance with the nominee's routines in such time in advance as decided by the nominee. Voting rights registrations effected by the nominee no later than on 12 April 2023 will be considered in the preparation of the share register.

### Proxy etc.

Shareholders who wish to attend the meeting venue in person or through a proxy representative are entitled to bring one or two assistants. Shareholders who wish to bring



assistants shall state this in connection with the notice of attendance. Shareholders represented by a proxy shall issue a written and dated power of attorney for the proxy. If the power of attorney is issued by a legal entity, a copy of a certificate of incorporation, or if such document does not exist, a corresponding document shall be enclosed. In order to facilitate the registration at the meeting, the power of attorney and certificate of incorporation and other documents of authority should be provided to the Company at the address stated above no later than 12 April 2023. A proxy form is available on the Company's website, [www.nordnetab.com](http://www.nordnetab.com).

## Postal voting

Postal votes are cast on a designated form. The form is available on Euroclear Sweden AB's website, <https://anmalan.vpc.se/euroclearproxy>, and at the Company's website, [www.nordnetab.com](http://www.nordnetab.com). The postal voting form is also valid as notification to attend the Annual General Meeting.

The completed form must be received by Euroclear Sweden AB no later than Wednesday 12 April 2023. The form may be submitted electronically or by post. 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), "Annual General Meeting", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23, Stockholm, Sweden.

If a shareholder postal votes by proxy, a power of attorney shall be enclosed with the form. The proxy form is available at the Company's website [www.nordnetab.com](http://www.nordnetab.com). If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed with the form.

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

## Items and proposed agenda

1. Opening of the meeting
2. Election of chairman of the meeting
3. Preparation and approval of the voting list
4. Election of one or two persons to verify the minutes of the meeting
5. Determination of whether the meeting has been duly convened
6. Approval of the agenda
7. Chairman of the Board's statement regarding the Board's work
8. Presentation by the CEO
9. Presentation of the annual report and the auditor's report and the consolidated financial statements and the audit report on the consolidated financial statements



10. Resolution on adoption of the income statement and the balance sheet, and the consolidated income statement and the consolidated balance sheet
11. Resolution on allocation of the Company's profits in accordance with the adopted balance sheet and, in case of dividend, determination of record date
12. Resolution on discharge from liability of the members of the Board and the CEO
13. Determination of the number of members of the Board and auditors
14. Determination of remuneration for members of the Board and auditor
15. Election of members of the Board, Chairman of the Board and auditor
16. Resolution on approval of the Board's remuneration report
17. Resolution on authorisation for the Board to resolve upon acquisition of own shares
18. Resolution on repurchase set-off offer regarding warrants, including (A) approval of conditional offer to repurchase warrants and (B) approval of the Board's resolution regarding directed share issue, subject to approval by the general meeting
19. Resolution on a warrant plan including issue and transfer of warrants
20. Closing of the meeting

## Proposed resolutions

The Nomination Committee, which prior to the 2023 Annual General Meeting has consisted of the Chairman of the Board Tom Dinkelspiel as well as Johan Malm (appointed by E. Öhman J:or Intressenter Aktiebolag), Björn Fröling (appointed by Premiefinans K. Bolin Aktiebolag) and Frank Larsson (appointed by Handelsbanken Fonder AB), has prepared and submitted proposals to be resolved upon under items 2 and 13 – 15 on the agenda.

The Board has submitted proposals for resolutions under items 11 and 16 – 19.

### **Election of chairman of the meeting (item 2)**

The Nomination Committee proposes that Fredrik Lundén, member of the Swedish Bar Association, is elected as chairman of the meeting.

### **Resolution on allocation of the Company's profits in accordance with the adopted balance sheet and, in case of dividend, determination of record date (item 11)**

The Board proposes a dividend amounting to SEK 4.60 per share, which corresponds to approximately 70 percent of the profit for the year 2022.

Further, the Board proposes that the record date to be entitled to receive dividend shall be Thursday 20 April 2023. If the general meeting resolves in accordance with this proposal, the dividend is expected to be distributed by Euroclear Sweden AB on Tuesday 25 April 2023.

It is proposed that the remaining profit is carried forward.



### **Determination of the number of members of the Board and auditors (item 13)**

According to the Articles of Association, the Board shall consist of a minimum of three and a maximum of ten members. The Nomination Committee proposes that the number of members of the Board shall be eight.

Further, the Nomination Committee proposes, in accordance with the Audit Committee's recommendation, that the Company shall have a registered accounting firm as auditor, with no deputy.

### **Determination of remuneration for members of the Board and auditor (item 14)**

The Nomination Committee's proposal is that remuneration for work in the Board and the Board's committees shall be paid as follows for the usual term of office of twelve months.

The remuneration to each of the Chairman of the Board and other members of the Board shall be SEK 450,000 each. Remuneration for work in the Board's committees shall be paid as follows.

- SEK 150,000 to the Chairman and SEK 80,000 to other members of the Risk- and Compliance Committee.
- SEK 100,000 to the Chairman and SEK 60,000 to other members of the Audit Committee.
- SEK 75,000 to the Chairman and SEK 40,000 to other members of the IT Committee.
- SEK 40,000 to the Chairman and SEK 25,000 to other members of the Remuneration Committee.

The Nomination Committee proposes that remuneration to the Company's auditor, as previous years, shall be paid in accordance with approved invoices.

### **Election of the members of the Board, Chairman of the Board and auditor (item 15)**

The Nomination Committee's proposal is that all members of the Board, i.e., Tom Dinkelspiel, Fredrik Bergström, Anna Bäck, Karitha Ericson, Charlotta Nilsson, Henrik Rättzén, Gustaf Unger and Per Widerström shall be re-elected as ordinary members of the Board for the period until the end of the next Annual General Meeting and that Tom Dinkelspiel is re-elected as Chairman of the Board.

Information about the members of the Board proposed for re-election and the auditor can be found in the annual report and on the Company's website.

The Nomination Committee proposes, in accordance with the Audit Committee's recommendation, that the registered accounting firm Deloitte AB is re-elected as auditor for the period until the end of the next Annual General Meeting.

### **Resolution on approval of the Board's remuneration report (item 16)**

The Board proposes that the Annual General Meeting resolves on approval of the remuneration report for the financial year 2022.



## **Resolution on authorisation for the Board to resolve upon acquisition of own shares (item 17)**

The Board proposes that the Annual General Meeting resolve to authorise the Board to, on one or more occasions until the time of the next Annual General Meeting, resolve on acquisition of that many own shares that the Company's holding of own shares may never, upon any acquisition, exceed 10 percent of the total number of shares in the Company. In this calculation, shares held by subsidiaries of the Company shall be counted as the Company's. Furthermore, the Board proposes the following conditions for acquisitions. Acquisitions shall be conducted only on Nasdaq Stockholm and at a price per share that is within the price range for the share price prevailing at any time, i.e. the range between the highest ask price and the lowest bid price. In the event that the acquisitions are effected by a stock broker as assigned by the Company, the share price may, however, correspond to the volume weighted average price during the time period within which the shares were acquired, even if the volume weighted average price on the day of delivery to the Company falls outside the price range. Payment for the shares shall be made in cash.

The purpose of the proposed repurchase authorisation is partly to continuously be able to adjust the Company's capital structure, and partly to be able to handle delivery of shares in a flexible and efficient manner for the shareholders and the Company in accordance with the Company's long-term share-related incentive plans.

## **Resolution on repurchase and set-off offer regarding warrants, including (A) approval of conditional offer to repurchase warrants and (B) approval of the Board's resolution regarding directed share issue, subject to approval by the general meeting (item 18)**

### **BACKGROUND TO THE PROPOSED RESOLUTION**

At an Extraordinary General Meeting in Nordnet held on 24 November 2020, it was resolved to issue warrants as part of the establishment of an incentive program for all employees of the Nordnet Group ("LTIP 2020/2023"). The LTIP 2020/2023 comprises a total of 5,799,939 warrants (the "Warrants"), which are held by a total of 306 warrant holders (the "Warrant Holders") at the time of the notice convening the Annual General Meeting.

The Warrants may be exercised to subscribe for 1.08<sup>1</sup> shares per warrant in Nordnet during the period from 25 October 2023 up and until 22 November 2023 (four weeks after the publication of the Company's interim report for the third quarter of 2023, which is expected to be published on 24 October 2023). The outstanding Warrants entitle to subscription of shares in Nordnet corresponding to a dilution of the existing number of shares by approximately 2.44 percent. The Board of Nordnet now proposes that, in connection with the subscription period for LTIP 2020/2023, the Company makes an offer to the Warrant Holders to transfer all of the Warrants to Nordnet at a price

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<sup>1</sup> Taking into account the recalculation made as a result of dividend payments in Nordnet during the term of the Warrants including the proposed dividend for 2022 of SEK 4.60 per share and assuming a share price of SEK 180 in connection with the dividend and that no further recalculation shall take place.



corresponding to the market value of the transferred Warrants, and where consideration for the Warrants shall be paid in the form of newly issued shares in Nordnet (the “Repurchase Offer”).

By participating in the Repurchase Offer, which is voluntary, the Warrant Holders’ need to finance payment of the Warrants’ exercise price by, for example, selling shares in Nordnet is reduced, thereby facilitating the exercise of the Warrants. For Nordnet, the Repurchase Offer means that the Company will not receive any subscription price for the Warrants and that the dilution of the share capital and voting rights in the Company for existing shareholders as a result of the exercise of the Warrants will be lower than if the Warrants are exercised in accordance with the terms for the Warrants.

To illustrate the effects of the Repurchase Offer at different share prices of the Nordnet share at the time of valuation, an illustrative calculation example is provided below.

PRICE FOR THE NORDNET SHARE	TOTAL NUMBER OF NEW SHARES		SUBSCRIPTION PRICE (TOTAL)		TOTAL DILUTION	
	<i>The Repurchase Offer</i>	<i>Terms and conditions of the Warrants</i>	<i>The Repurchase Offer</i>	<i>Terms and conditions of the Warrants</i>	<i>The Repurchase Offer</i>	<i>Terms and conditions of the Warrants</i>
150	1,327,954	6,263,934	0	740,397,013	0.5%	2.4%
160	1,636,453	6,263,934	0	740,397,013	0.7%	2.4%
170	1,908,658	6,263,934	0	740,397,013	0.8%	2.4%
180	1,917,460	5,584,834	0	660,127,434	0.8%	2.2%
190	1,816,541	4,807,002	0	568,187,680	0.7%	1.9%
200	1,725,714	4,219,349	0	498,727,083	0.7%	1.7%

The Repurchase Offer does not entail any additional tax costs nor transaction fees for the Company. The repurchase transaction will not have any impact on Nordnet’s equity, considering that the Repurchase Offer is conditional upon the Board finding that conditions exist for the claim for consideration that arises for the participants in connection with the acceptance of the Repurchase Offer to be used as a set-off payment for the shares to be issued. Nordnet will thus not pay any cash consideration for the Warrants (other than for any excess claims for consideration that could not be used for set-off), with the result that available earnings will not be affected.

The proposal under this item has been prepared by the Board and its remuneration committee.

#### **(A) APPROVAL OF CONDITIONAL OFFER TO REPURCHASE WARRANTS**

The Board of Nordnet proposes that the Annual General Meeting resolves to approve that Nordnet submits the Repurchase Offer to the Warrant Holders on the terms and conditions set out below.



- A maximum of 5,799,939 Warrants 2020/2023, i.e. the Warrants outstanding under Nordnet's LTIP 2020/2023 shall be eligible for repurchase.
- The repurchase shall be made at the market value of the Warrants, based on the closing price of the Nordnet share on Nasdaq Stockholm the day on which the Repurchase Offer is declared unconditional (see below). The calculation of the market value of the Repurchase Offer shall be performed by an independent party based on customary valuation principles for warrants on the Swedish market (Black & Scholes).

Of the 5,799,939 outstanding Warrants, 693,481 are held by Nordnet's CEO.

The Repurchase Offer shall be conditional upon (i) that the meeting resolves to approve the Board's resolution on the issuance of new shares in accordance with item 18(B) below and (ii) that the Board finds that conditions exist for the claim for consideration that arises for the participants in connection with the acceptance of the Repurchase Offer to be used as set-off payment for the shares that are issued in accordance with item 18(B) below. The condition set forth in (ii) above is expected to be fulfilled on 27 October 2023, which also is the last day of the acceptance period for the Repurchase Offer. Nordnet does not intend to provide any cash consideration for the Warrants other than for any excess claim for consideration that cannot be used as a set-off. The Warrants repurchased by Nordnet will either expire or be cancelled, depending on what is deemed most appropriate.

Warrant Holders who do not accept the Repurchase Offer may, without being affected by the Repurchase Offer, exercise their Warrants to subscribe for shares during the subscription period in accordance with the terms and conditions applicable to the Warrants.

#### **(B) APPROVAL OF THE BOARD'S RESOLUTION REGARDING DIRECTED SHARE ISSUE, SUBJECT TO APPROVAL BY THE GENERAL MEETING**

The Board of Nordnet proposes that the Annual General Meeting resolves to approve the Board's resolution on a directed share issue on the terms and conditions set out below (the "**New Issue**").

Through the New Issue, a maximum of 2,000,000 shares will be issued, and the share capital will thus, increase by a maximum of SEK 10,000. As stated above, the intention is that the shares will be issued as part of the implementation of a repurchase and set-off offer, which is why the number of shares finally issued and allocated is intended to be determined on the basis of the number of warrants submitted in the Repurchase Offer and the market value of the Warrants and the Company's share on the last day of the acceptance period for the Repurchase Offer, 27 October 2023. The New Issue shall be conditional upon the Board declaring the Repurchase Offer under item 18(A) above to be unconditional. The condition is expected to be fulfilled on 27 October 2023, which is also the last day of the acceptance period for the Repurchase Offer. Otherwise, the following terms and conditions shall apply to the New Issue:

*Subscription price*



The subscription price shall correspond to the market value of the share (however, never lower than the quotient value of the share), based on the closing price of the Nordnet share on Nasdaq Stockholm on the last day of the acceptance period for the Repurchase Offer, 27 October 2023, (which is also the date, in which the Repurchase Offer is expected to be declared unconditional by the Board). The share premium shall be transferred to the unrestricted premium reserve.

*Subscription right and the reason for deviating from the shareholders' preferential rights*

The right to subscribe for the new shares shall, with deviation from the shareholders' preferential rights, be granted to the Warrant Holders who have accepted the Repurchase Offer during the acceptance period.

The reason for the deviation from the shareholders' preferential rights, is to implement the repurchase and set-off offer, which is deemed to be beneficial to the Company and the Warrant Holders.

*Time for subscription, allocation and payment*

Subscription for the new shares shall take place no earlier than 28 October 2023 and no later than 30 October 2023 on a subscription list. Payment in cash for the shares shall be made no later than 30 October 2023. Allocation of the new shares shall be made to those entitled to subscribe for shares as stated above. The Board shall have the right to extend the subscription period and the time of payment. It is noted that the Board shall be entitled to set-off retrospectively.

*Right to dividend*

The new shares shall be entitled to dividends for the first time on the record date for dividends, which occurs closest after the new shares have been registered with the Swedish Companies Registration Office and included in the share register maintained by Euroclear Sweden AB.

**Resolution on a warrant plan including issue and transfer of warrants (item 19)**

The board of directors of Nordnet AB (publ) ("**Nordnet**") proposes that the annual general meeting resolves to introduce a warrant plan for all employees in the Nordnet group, including issue and transfer of warrants (the "**Warrant Plan**"). The objective of the Warrant Plan, and the reason for deviating from the shareholders' preferential rights, is to strengthen the link between the work of the employees and the creation of shareholder value. By that means, it is considered that there will be an increased alignment of interests between the participants and the shareholders in Nordnet. The board of directors intends to each year propose similar warrant plans ahead of future annual general meetings.

**1. ISSUE OF WARRANTS**

- 1.1 Nordnet shall issue up to 2,500,000 warrants under the Warrant Plan. The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, be granted to a wholly-owned subsidiary of Nordnet, (the "Subsidiary"), with the right and obligation to transfer the warrants to employees in the Nordnet group,





in accordance with section 2 below. Over-subscription may not take place. The warrants shall be issued free of charge to the Subsidiary.

- 1.2 Subscription of the warrants shall take place within four weeks from the date of the resolution to issue warrants. The board shall have right to extend the subscription period.

## 2. TRANSFER OF WARRANTS

- 2.1 The Subsidiary shall, pursuant to the board's instructions, transfer the warrants to employees in the Nordnet group. The warrants shall be transferred within the group in accordance with the following distribution.

CATEGORY	PARTICIPANTS	MAXIMUM INVESTMENT AMOUNT <sup>2</sup>	GUARANTEED NUMBER OF WARRANTS (PRELIMINARY)	MAXIMUM NUMBER OF WARRANTS (PRELIMINARY)
1.	CEO (1 person)	SEK 250,000	11,296 warrants	22,593 warrants
2.	Executive management team (approx. 9 persons)	SEK 250,000 per person (entire category 2: SEK 2,250,000)	11,296 warrants per person (entire category 2: 101,664)	22,593 warrants per person (entire category 2: 203,337)
3.	Extended executive management team (approx. 19 persons)	SEK 250,000 per person (entire category 3: SEK 4,750,000)	11,296 warrants per person (entire category 3: 214,624)	22,593 warrants per person (entire category 3: 429,267)
4.	Key employees (approx. 145 persons)	SEK 100,000 per person (entire category 4: SEK 14,500,000)	4,518 warrants per person (entire category 4: 655,110)	9,037 warrants per person (entire category 4: 1,310,365)
5.	Other employees (approx. 515 persons)	SEK 25,000 per person (entire category 5: SEK 12,875,000)	1,129 warrants per person (entire category 5: 581,435)	2,259 warrants per person (entire category 5: 1,163,385)
	<i>In total: Approx. 689 participants</i>	<i>In total: SEK 34,625,000</i>	<i>In total: 1,564,129 warrants</i>	<i>N/A</i>

- 2.2 Should warrants remain after all applications have been satisfied up to the guaranteed level as set out in the table in section 2.1, the remaining warrants shall be available for allotment to other participants. Such allotment shall however at the most result in the maximum number of warrants per person within each category amounting to the maximum number of warrants set out in the table under section 2.1. Should not all participants who wish to acquire their maximum number of warrants be able to do so, the remaining warrants shall be allotted to these participants pro rata in relation to the number of warrants acquired. The board of the company shall decide on the final allotment.

- 2.3 The right to acquire warrants from the Subsidiary shall only belong to employees in the Nordnet group who at the end of the application period have not terminated

<sup>2</sup> The preliminary guaranteed number of warrants and preliminary maximum number of warrants are based on a preliminary market value of SEK 22.13 per warrant. The final guaranteed number of warrants and the final maximum number of warrants for each category and per participant, respectively, will be determined by the market value per warrant at the time of transfer, provided that the total number of warrants that may be issued and transferred may not exceed 2,500,000.



their employment, whose employment have not been terminated or whose employment has not ceased in any other way.

- 2.4 The Subsidiary shall transfer the warrants to the participants at market value. The market value of the warrants is SEK 22.13 per warrant, according to a preliminary valuation. The preliminary valuation is based on a market value of the underlying share of SEK 163.15, which corresponds to the closing price of the Nordnet share on 14 March 2023, and an assumed exercise price of SEK 195.78 per share. The Black & Scholes pricing model has been used for the valuation.

### **3. TERMS FOR SUBSCRIPTION OF SHARES**

- 3.1 Each warrant shall entitle to subscription of one (1) share in Nordnet at an exercise price of 120 per cent of the closing price for the Nordnet share on Nasdaq Stockholm on 21 April 2023. If Nordnet has inside information during that day the board shall be entitled to resolve upon a later date on which the exercise price shall be determined.
- 3.2 The warrants may be exercised to subscribe for shares in Nordnet in accordance with the terms and conditions for the warrants (see Appendix 1) during the following subscription periods:
- (i) a two-week period from and including the day following the publication of the company's interim report for the period 1 January – 31 March 2026, but not earlier than 13 April 2026 and not later than 5 June 2026, and
  - (ii) a two-week period from and including the day following the publication of the company's half-yearly report for the period 1 January – 30 June 2026, but not earlier than 17 August 2026 and not later than 31 August 2026.
- 3.3 Subscription of shares may not take place during such period when trading with the shares in Nordnet is prohibited pursuant to Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (the Market Abuse Regulation), or any corresponding legislation applicable at the relevant point in time.
- 3.4 The number of shares that the warrants entitle to and the exercise price may be recalculated on the basis of, among other things, certain payments of dividend, rights issues, bonus issues, share splits or reverse share splits, and certain reductions of the share capital or similar. Complete terms and conditions for the warrants are set forth in Appendix 1 to the proposal. The new shares that may be issued if the warrants are exercised are not subject to any restrictions.

### **4. INCREASE OF SHARE CAPITAL, DILUTION AND COSTS**

- 4.1 If the maximum number of warrants are subscribed for and exercised, the increase of Nordnet's share capital would amount to SEK 12,500. The part of the exercise price upon subscription for shares that exceeds the quota value of the shares shall be added to the free share premium reserve. The maximum number of warrants that may be acquired by the participants of the Warrant Plan would lead to a maximum of 2,500,000 shares being issued, corresponding to a dilution of



approximately 1.00 per cent of the total number of shares and votes in the company after full exercise of all warrants, subject to any recalculation.

- 4.2 Nordnet's costs for the Warrant Plan are, aside from costs to prepare and administrate the incentive plan, limited to costs arising in Norway related to social security contributions (Sw. socialavgifter). Assuming a positive share price development of 100 per cent during the duration of the warrant plan, the costs would not amount to more than approximately SEK 1.71 million.

## 5. TRANSFERABILITY

A prerequisite for being allocated warrants is that the participant has entered into an undertaking regarding repurchase etc. according to which Nordnet has a right, but not an obligation, to, in the event that for example the participant's employment in the Nordnet group has ceased or the participant wishes to transfer the warrants to a third party, repurchase the warrants. Such offer to repurchase the warrants shall be made either at fair market value, or at the lower of the acquisition cost for the warrants and fair market value, depending on which category the participant belongs to and the circumstances surrounding the termination of employment.

## 6. PREPARATION OF THE PROPOSAL ETC.

The Warrant Plan has been prepared by the board of Nordnet and has been discussed at board meetings during the spring of 2023. The proposal has been prepared with the support of external advisors and after consultations with shareholders. None of the participants has had a significant influence on the final design of the Warrant Program.

## 7. OTHER SHARE BASED INCENTIVE PLANS

Nordnet has since previously three outstanding warrant programs that was established in 2020, 2021 and 2022 for employees in the Nordnet group, please refer to note 13 and 32 in Nordnet's annual report for 2022. Apart from this, there are currently no outstanding share-based incentive plans in Nordnet.

## Special majority requirements

A resolution in accordance with item 17 is only valid when supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the general meeting.

A resolution in accordance with item 18(B) and 19 is only valid when supported by shareholders representing at least nine tenths of both the votes cast and the shares represented at the general meeting. Items 18(A) and 18(B) are conditional upon each other and shall be resolved through a joint decision.

## Authorisation

The CEO, or anyone appointed by the CEO, shall be authorised to make the minor adjustments to the resolutions adopted by the general meeting that may be necessary



upon registration of the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB or due to any other formal requirement.

## 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 complete proposal and motivated statement and information about the proposed members of the Board are available at the Company's website [www.nordnetab.com](http://www.nordnetab.com). The Board's complete proposals and other documents that shall be made available pursuant to the Swedish Companies Act and the Swedish Code of Corporate Governance for the shareholders prior to the Annual General Meeting, will be made available no later than on 28 March 2023 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), "Annual 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 Board and the CEO shall, if any shareholder so requests and the Board believes that it can be done without material harm to the Company, provide information regarding circumstances that may affect the assessment of an item on the agenda, circumstances that may affect the assessment of the Company's or a subsidiary's financial situation and the Company's relationship to another group Company and the consolidated financial statements. Shareholders who wish to submit questions in advance can do so in writing to Nordnet AB (publ), Att. Legal, P.O. Box 300 99, SE-104 25 Stockholm, Sweden, or by e-mail to [bolagsstamma@nordnet.se](mailto:bolagsstamma@nordnet.se).

## 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, March 2023

The Board, Nordnet AB (publ)