

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.nordic-paper.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, that no dividend is to be distributed for the financial year 2024, and that the funds available to the company for distribution is carried forward.

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 2024.

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

The general meeting resolved to re-elect Tim Stubbs, Russell Wanke, Omar Hoek, Christer Simrén, Alexandre Mignotte, Ricardo Mateiro and Riccardo Franchi as board members and to re-elect Tim Stubbs as chairman of the board for the period until the end of the next annual general meeting. The auditing firm KPMG AB was re-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 Coniferous Bidco AB's proposal, the members of the board of directors shall be paid a total amount of SEK 1,540,000, of which SEK 580,000 (SEK 580,000) shall be paid to the chairman of the board of directors and SEK 320,000 (SEK 320,000) shall be paid to each other member of the board of directors elected by the annual general meeting. For work within the committees of the board of directors, for the period until the end of the next annual general meeting, the chairman of the audit committee shall be paid SEK 185,000 (SEK 185,000) and the other members of the audit committee SEK 89,000 (SEK 89,000). The chairman of the remuneration committee shall be paid SEK 75,000 (SEK 75,000) and the other members of the remuneration committee shall be paid SEK 36,000 (SEK 36,000). No remuneration shall be paid to board members employed by SVP (Alexandre Mignotte, Ricardo Mateiro and Riccardo Franchi). Auditor fees shall, in accordance with the audit committee's recommendation, be paid in accordance with approved invoice.

Approval of guarantee commitments for subsidiaries

The general meeting resolved in accordance with the proposal by the board, to not resolve on a frame 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.

Adoption of new remuneration guidelines

The general meeting resolved in accordance with the proposal by the board of directors to adopt new remuneration guidelines, which are mostly the same as the guidelines adopted by the annual general meeting on 23 May 2024, with alterations of termination conditions for the CEO and senior executives to further align to market practices.

Resolution regarding change 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 in order to remove the provision that the annual general meeting shall approve the company's guarantee commitments for subsidiaries.

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 to authorise the board of directors to, up 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. Transfers may also be made in other ways, with or without preferential rights for the shareholders, against cash payment or against payment through set-off or in kind, or on other conditions.

The purpose of the authorisation 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, increase the company's financial flexibility, to finance acquisitions with own shares, raise working capital or broaden the shareholder base.

Authorisation for the board of directors to issue shares, warrants and/or convertibles

The general meeting resolved in accordance with the proposal by the board of directors authorise the board of directors 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, warrants and/or convertible instruments.

Additional information from the annual general meeting

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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