

NOTICE TO ATTEND THE EXTRAORDINARY GENERAL MEETING OF NOBIA AB (PUBL)

The shareholders of Nobia AB (publ), reg. no. 556528-2752 ("**Nobia**" or the "**Company**"), are hereby given notice of the extraordinary general meeting (the "**EGM**") to be held on Tuesday, March 26, 2024 at 13:00 CET at S:ta Clara, Klarabergsviadukten 90.

Right to participate in the EGM:

Shareholders who wish to participate in the EGM must:

- be included in the shareholders register maintained by Euroclear Sweden AB ("**Euroclear**") as of Monday, 18 March, 2024; and,
- notify Nobia of their participation at the EGM not later than Wednesday, 20 March, 2024 in accordance with the instructions set out in the section "Notice of attendance."

Nominee shares

In order to be entitled to participate in the EGM, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of participation in the EGM, register its shares in its own name so that the shareholder is listed in the presentation of the share register as of the record date Monday, 18 March 2024. Such re-registration may be temporary (so-called voting rights registration), and request for such voting rights registration shall be made to the nominee, in accordance with the nominee's routines, at such time in advance as decided by the nominee. Voting rights registration that have been made by the nominee no later than Wednesday, 20 March 2024 will be taken into account in the presentation of the share register.

Notice of attendance

Notification of attendance at the EGM may be made:

- *By E-mail: GeneralMeetingService@euroclear.com*
- *By telephone: +46 8-402 91 33*
- *By post: Nobia AB, "EGM", c/o Euroclear Sweden, Box 191, SE-101 23 Stockholm, Sweden*
- *Through Euroclear's website: <https://anmalan.vpc.se/EuroclearProxy>*

The notification shall state the shareholder's:

- *Name or business name*
- *Personal identity number/Corporate Registration Number*
- *Address and daytime telephone number*
- *Shareholding*
- *When applicable, information about any assistants, not more than two assistants, and information on any proxies which may accompany the shareholder to the EGM*

Shareholders represented by proxy shall issue a dated power of attorney for the proxy. If the power of attorney is issued on behalf of a legal entity, a certified copy of a registration certificate or corresponding document ("certificate") for the legal entity shall be appended. The power of attorney and certificate may not be more than one year old. However, the validity of the power of attorney may be a maximum of five years from the date of issue, if specifically stated. The power of attorney in original and, where applicable, the certificate, should be sent by post to the Company at the address stated above well in advance of the EGM. Proxy forms are available from Nobia's website, www.nobia.com, and will be sent to shareholders who so request and inform the Company of their address.

Number of shares and votes

Nobia has a total of 170,293,458 shares and votes. Nobia currently holds 2,040,637 treasury shares, corresponding to 2,040,637 votes, which cannot be represented at the EGM.

Proposed agenda

1. Opening of the meeting;
2. Election of Chairman of the meeting;
3. Preparation and approval of the voting list;
4. Approval of the agenda;
5. Election of one or two persons to verify the minutes;
6. Determination as to whether the meeting has been duly convened;
7. Resolution on approval of the board of director's resolution on a new issue of shares with preferential rights for the shareholders, including resolutions regarding:
 - (a) amendment of the articles of association to enable new issue of shares with preferential rights for the shareholders;
 - (b) approval of the board of directors' resolution on a new issue of shares with preferential rights for the shareholders, subject to the approval by the general meeting;
8. Closing of the meeting.

Election of Chairman of the meeting (item 2)

The board of directors proposes that Johan Thiman is elected Chairman of the EGM, or in his absence, the person appointed by the board of directors.

Resolution on a new issue of shares with preferential rights for the shareholders (item 7)

On 20 February 2024, the board of directors of Nobia resolved on a new share issue of approximately SEK 1,250 million (before deduction of transaction costs), with preferential rights for existing shareholders, subject to the approval of the EGM.

According to the board of director's resolution on a new issue of shares with preferential rights for the shareholders, the board of directors, or whom the board of directors appoint within itself, shall be authorized to, no later than five weekdays prior to the record date, decide i) the maximum amount by which the Company's share capital is to be increased with; ii) the maximum number of shares that shall be issued; iii) the subscription price that shall be paid for each new share; iv) regarding how the excess amount shall be distributed between the restricted share premium reserve and the non-restricted share premium reserve; and v) the number of existing shares that shall entitle to subscription for a certain number of new shares. In order to provide the board of directors with flexibility when determining the full terms and conditions for the share issue, the board of directors has presented a proposal for amending the articles of association.

Amendment of the articles of association to enable new issue of shares with preferential rights for the shareholders (item 7(a))

To adjust the limits for the share capital and the number of shares in the articles of association to the board of directors' resolution on new issue of shares with preferential rights for the shareholders in

accordance with item 7(b), the board of directors proposes that the articles of association of the Company are amended as follows:

Current wording	Proposed wording
<p>Item 4 The Company's share capital shall be not less than SEK 45,000,000 and not more than SEK 180,000,000.</p>	<p>Item 4 The Company's share capital shall be not less than SEK 160,000,000 and not more than SEK 640,000,000.</p>
<p>Item 5 The number of shares shall be not less than 135,000,000 and not more than 540,000,000.</p>	<p>Item 5 The number of shares shall be not less than 480,000,000 and not more than 1,920,000,000.</p>

This proposal is conditional upon the EGM resolving to approve the board of director's resolution on the rights issue under item 7(b).

The board of directors, or the person that the board of directors will appoint, shall be authorized to make minor adjustments to the EGM's resolutions as may be required in connection with registration at the Swedish Companies Registration Office or Euroclear.

Approval of the board of directors' resolution on a new issue of shares with preferential rights for the shareholders, subject to the approval by the general meeting (item 7(b))

The board of directors proposes that the EGM approves the resolution by the board of directors on 20 February 2024, to effect a new issue of shares with preferential rights for the Company's shareholders with the purpose of providing the Company with gross issue proceeds of approximately SEK 1,250 million (prior to deduction of transaction costs), on the following terms and conditions.

1. The board of directors, or whom the board of directors appoint within itself, shall be authorized to, no later than five weekdays prior to the record date, decide i) the maximum amount by which the Company's share capital is to be increased with; ii) the maximum number of shares that shall be issued; iii) the subscription price that shall be paid for each new share; iv) regarding how the excess amount shall be distributed between the restricted share premium reserve and the non-restricted share premium reserve; and v) the number of existing shares that shall entitle to subscription for a certain number of new shares.
2. The record date for determining the right to receive subscription rights shall be 28 March 2024.
3. Subscription for new shares through exercise of subscription rights shall take place during the period from and including 3 April 2024 up to and including 17 April 2024, or on such later date that the Board of directors may determine.
4. Subscription for new shares without subscription rights shall take place during the period from and including 3 April 2024 up to and including 17 April 2024, or on such later date that the board of directors may determine.
5. Subscription for shares through exercise of subscription rights shall be made through simultaneous cash payment. Subscription for shares without subscription rights shall be made on an application form specific for the purpose and be paid in accordance with the instructions on the contract note, which is sent as confirmation of allotment of shares subscribed for without subscription rights.
6. If not all shares have been subscribed for through exercise of subscription rights, the board of directors shall determine that allocation of shares without subscription rights shall take place within the limits of the maximum amount of the issue. Such allocation shall be made in accordance with the following:

- Firstly, allotment of shares shall be made to those who also have subscribed for shares by exercise of subscription rights (irrespective of whether the subscriber was registered as a shareholder on the record date or not), and in the event that allotment cannot be made in full to those, allotment shall be made pro rata in relation to the number of subscription rights that have been exercised for subscription of shares and should this not be possible, by drawing of lots.
 - Secondly, the shares shall be allotted to those who have subscribed for shares only without subscription rights, and in the event that allotment cannot be made in full to those, allotment shall be made pro rata in relation to the number of shares that each one has subscribed for, and should this not be possible, by drawing of lots.
 - Thirdly, any remaining shares shall be allotted to the guarantors in accordance with their guarantee undertakings.
7. The new shares shall entitle to dividends for the first time on the first record date for dividend to take place after the registration of the rights issue with the Swedish Companies Registration Office.
 8. The new share issue requires an amendment of the limits of the share capital and number of shares in the articles of association.
 9. The board of directors authorizes Jon Sintorn and Henrik Skogsfors, or the person appointed by either of them, to make minor adjustments to the resolution as may be required in connection with the registration of the resolution with the Swedish Companies Registration Office or Euroclear.

Exemption from mandatory bid obligation

Nobia's largest shareholder, Nordstjernen Aktiefbolag ("**Nordstjernen**"), whose shareholding in Nobia corresponds to approximately 24.9 percent of the votes, has undertaken to subscribe for its preferential right in the new share issue and has also entered into a guarantee undertaking. If the undertakings were to be fully utilized, Nordstjernen's voting share in Nobia would increase to more than three tenths.

Nordstjernen has been granted an exemption from the mandatory bid obligation by the Swedish Securities Council in case its shareholding would reach or exceed 30 percent of the number of votes in the Company as a result of Nordstjernen's participation in the new share issue. The exemption is conditional upon that 1) the shareholders who are to decide on the new share issue are informed of the maximum amount of capital and votes that Nordstjernen can obtain by subscribing for shares in excess of its preferential right and that 2) the general meeting's resolution is supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the meeting, disregarding shares held and represented at the meeting by Nordstjernen.

In connection with the board of director's decision on the final terms of the new share issue, Nobia will inform about the maximum percentage of the votes and shares that Nordstjernen may obtain by subscribing for shares in accordance with the guarantee undertaking.

Specific majority requirements

For a valid resolution by the EGM under item 7(a) above, the resolution require support by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the EGM.

Documentation

Documents that shall be made available prior to the EGM pursuant to the Swedish Companies Act will be available at the Company and on the Company's website www.nobia.com at least three (3) weeks before the EGM. The documentation is sent upon request to shareholders who provide their postal address.

Processing of personal data

For information on how your personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy%20notice%20BOSS%20-%20final%20220324.pdf>

Stockholm, February 2024

Nobia AB (publ)

Board of Directors