

NIBE Industrier AB (publ)

## NOTICE OF EXTRAORDINARY GENERAL MEETING CONCERNING DIVIDEND FOR 2019

The shareholders of NIBE Industrier AB (publ) are hereby invited to attend the Extraordinary General Meeting on Wednesday 16 December 2020.

Due to continued restrictions related to the COVID-19 pandemic, the board of directors has decided that the Extraordinary General Meeting shall, by authority of temporary statutory requirements, be conducted without physical presence of shareholders, representatives or third parties and that the shareholders shall be able to exercise their voting rights only by postal voting before the meeting. Information on the resolutions passed at the meeting will be published on Wednesday 16 December 2020, as soon as the outcome of the postal voting has been finally confirmed.

### Right to participate

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Shareholders who wish to participate in the Extraordinary General Meeting by postal voting

*shall* be recorded in the printout of the share register made by Euroclear Sweden AB ("Euroclear") on Tuesday 8 December 2020,

*shall* notify the company of their intention to attend the Extraordinary General Meeting no later than Tuesday 15 December 2020, by casting their postal votes in accordance with the instructions under the heading Postal voting below so that the postal votes are received by Euroclear no later than Tuesday 15 December 2020.

Shareholders whose shares are nominee registered, must re-register their shares in their own name at Euroclear before their postal vote can be casted (voting rights registration). Such a registration can be temporary and shall be made no later than Thursday 10 December 2020. The request for such a registration must be submitted to the nominee in good time before Thursday 10 December 2020 for the re-registration to be completed.

### Postal voting

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The shareholders may exercise their voting rights at the meeting *only* by voting in advance by so called postal voting in accordance with Section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for postal voting. The form is available on NIBE Industrier's web site, [www.nibe.com](http://www.nibe.com). The postal voting form is considered as notification of attendance to the General Meeting.

The completed voting form must be received by Euroclear (who administrate the forms on behalf of NIBE

Industrier) no later than Tuesday 15 December 2020. The completed form shall be sent to NIBE Industrier AB, Extraordinary General Meeting, c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden or by email to [GeneralMeetingServices@euroclear.com](mailto:GeneralMeetingServices@euroclear.com). Shareholders who are natural persons may also cast their votes electronically by signing with BankID according to the instructions at <https://anmalan.vpc.se/euroclearproxy>. If a shareholder submits a postal vote by proxy, a written and dated power of attorney, signed by the shareholder, shall be attached to the postal voting form. Proxy forms are available on the company's web site [www.nibe.com](http://www.nibe.com). If the shareholder is a legal entity, a certificate of registration or a corresponding document for the legal entity shall be attached to the form. The shareholder may not submit special instructions or conditions with the postal voting form. In such case, the vote (i.e. the postal vote in its entirety) is invalid. Further instructions and conditions are included in the postal voting form.

### Proposed agenda

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1. Opening of the meeting.
2. Election of chairman at 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 Extraordinary General Meeting has been duly convened.
7. Resolution on dividend.
8. Closing of the meeting.

## **Proposed decisions**

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

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The board of directors proposes that the chairman of the board, Hans Linnarson, shall be elected chairman at the Extraordinary General Meeting, or, if he is unable to participate in the meeting, any other person proposed by the board of directors of NIBE Industrier.

### **Preparation and approval of the voting list (item 3)**

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The board of directors proposes that the approved voting list shall be the voting list drawn up by Euroclear, based on the General Meeting's share register and postal votes received, checked by the person who verifies the minutes.

### **Election of one or two persons to verify the minutes (item 5)**

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The board of directors proposes that one person is elected to verify the minutes, and that Leif Gustavsson is elected. If he cannot participate in the meeting, any other person proposed by the board of directors of NIBE Industrier shall be elected.

### **Proposal for resolution on dividend (item 7)**

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On 30 March 2020, it was made public by NIBE Industrier that the board of directors had decided to withdraw its proposal on a dividend of SEK 1.40 per share due to the ongoing pandemic and convene an Extraordinary General Meeting later during the year to decide on dividend for 2019. The board of directors has now, given the company's continued solid financial position, both in terms of equity and liquidity, assessed that the prerequisites exist to distribute a dividend in accordance with the original proposal. The board of directors therefore proposes that the Extraordinary General Meeting resolves on a dividend in the total amount of SEK 705,623,270.80, corresponding to SEK 1.40 per share. As record date for the dividend, the board of directors proposes Friday 18 December 2020. The dividend is expected to be distributed by Euroclear on Wednesday 23 December 2020. The last date of trading with the NIBE share with right to dividend is Wednesday 16 December 2020.

According to the most recently adopted balance sheet as of 31 December 2019, the non-restricted equity of the company amounted to MSEK 8,979. The Annual General

Meeting held on 14 May 2020 resolved that the amount at the disposal of the general meeting should be carried forward. Thus, the amount disposable under Chapter 17, Section 3, first paragraph of the Swedish Companies Act amounts to MSEK 8,979. Provided that the Extraordinary General Meeting resolves in accordance with the board of director's proposal for dividend, MSEK 8,273 of the company's non-restricted equity will remain.

The board of directors further proposes that the board of directors, the managing director or the person that any of them may appoint shall be authorized to make the minor adjustments in the above resolutions as may be required in connection with the registration at the Swedish Companies Registration Office and/or Euroclear.

## **Additional information**

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As per the date of the announcement of this notice the total number of shares in the company amounts to 504 016 622, of which 58 282 590 are A-shares and 445 734 032 are B-shares. The total number of votes in the company amounts to 1 028 559 932.

The shareholders are entitled to receive information from the board of directors and the managing director regarding circumstances that may affect the assessment of an item on the agenda, if the board of directors considers that it can be done without material harm to the company. A request for such information shall be made in writing to NIBE Industrier AB, Att: Christel Fritiofsson, Box 14, 285 21 Markaryd, Sweden, or by email to [christel.fritiofsson@nibe.se](mailto:christel.fritiofsson@nibe.se), no later than Thursday 10 December 2020. Such information will be held available at the company and on [www.nibe.com](http://www.nibe.com), no later than Friday 11 December 2020. The information will also be sent, within the same period, to the shareholders requesting it and stating their postal or email address.

All documents in accordance with the Swedish Companies Act (2005:551), will be held available on the company's premises in Markaryd and on [www.nibe.com](http://www.nibe.com), no later than three weeks before the Extraordinary General Meeting. Copies of the documents shall be sent to the shareholders who request and state their postal address. The General Meeting's share register will be held available on the company's premises in Markaryd.

Markaryd, 23 November 2020  
NIBE Industrier AB (publ)  
THE BOARD OF DIRECTORS