

## Annual General Meeting

Annual General Meeting of Nilfisk Holding A/S on Thursday March 23, 2023, at 15:00 CET.  
The Annual General Meeting will be held at the Company's head office, Kornmarksvej 1, 2605 Brøndby.

In accordance with Article 6.3 of the Articles of Association, notice is hereby given of the Annual General Meeting of Nilfisk Holding A/S, CVR-no. 38 99 88 70

### Notice to convene

including agenda and full contents of the proposals

**1. Report by the Board of Directors on the Company's activities in 2022**

**2. Presentation of the audited Annual Report, containing the annual and consolidated accounts, the statements of the Management and Board of Directors, the auditor's report, and reviews for the year**

**3. Adoption of the audited Annual Report**

**4. Proposal by the Board of Directors for the distribution of profits**

The Board of Directors proposes that this year's profits are transferred to retained comprehensive income and consequently no dividend will be distributed.

**5. Resolution regarding discharge of Management and Board of Directors from their liabilities**

**6. Adoption of the Remuneration Report**

**7. Remuneration of the Board of Directors**

The Board of Directors proposes to maintain the same level of remuneration for the Board of Directors in 2023 as in 2022 and thus that each ordinary member of the Board of Directors shall receive a base fee of DKK 325,000. The Chair shall receive 3 times the base fee and the Deputy Chair shall receive 2 times the base fee.

Further, work in Board Committees shall be remunerated as follows:

- The Chair of the Audit Committee receives 2/3 of the base fee;
- The other member of the Audit Committee receives 1/3 of the base fee;
- The Chairs of the Remuneration Committee and the Nomination Committee each receive 1/3 of the base fee;
- The other members of the Remuneration Committee and the Nomination Committee each receive 1/6 of the base fee.

**8. Election of Board members**

The Board of Directors proposes re-election for a one-year term of the shareholder-elected board members Peter Nilsson, René Svendsen-Tune, Jutta af Rosenborg, Are Dragesund and Franck Falezan.

Thomas Lau Schleicher and Richard P. Bisson have decided to step down from the Board of Directors at the Annual General Meeting when their election period expires and will consequently not be up for re-election.

The Board of Directors recommends that Ole Kristian Jödahl, Bengt Thorsson and Viveka Ekberg are elected by the General Meeting as new members of the Board of Directors.

Are Dragesund and Franck Falezán are considered non-independent due to their affiliation with Ferd AS and PrimeStone Capital LLP, respectively. The rest of the nominated candidates are considered independent.

A description of the background and other executive functions (CVs) held by the persons up for election is attached and is available on the Company's website, [www.nilfisk.com](http://www.nilfisk.com).

**9. Election of one or more public accountants**

The Board of Directors proposes that Deloitte Statsautoriseret Revisionspartnerselskab, CVR-no. 33 96 35 56, is re-elected in accordance with the Audit Committee's recommendation. The Audit Committee is not influenced by any third parties and has not been subject to any agreement which limits the General Meeting's choice of auditor to certain auditors or audit firms.

## 10. Proposals from the Board of Directors and the shareholders

- a. The Board of Directors proposes that the general meeting approves an updated remuneration policy, in order to allow for the use of variable instruments in the form of warrants.

The proposed updated Remuneration Policy is attached hereto.

As part of this proposal the Board of Directors proposes that the Board of Directors is authorized to issue warrants and that the authorization is included as a new Article 4 in the Company's Articles of Association with the following wording:

### Article 4

4.1 *In the period up to March 24, 2027 the Board of Directors is authorized to issue warrants, in one or several transactions and without preemptive rights for existing shareholders, up to a nominal amount of DKK 20,000,000 (1,000,000 shares of nominally DKK 20 each) to the employees and management of the Company and companies consolidated with the Company and at an exercise price and with time limits for exercising which are determined by the Board of Directors. The Board of Directors is furthermore authorized to resolve a capital increase, in one or several transactions, without preferential right of subscription for existing shareholders and against payment in cash, by up to a nominal amount of DKK 20,000,000 in connection with exercise of the warrants.*

4.2 *In the case of capital increases pursuant to the above, the new shares shall be negotiable instruments and shall be shares registered in the name of the shareholder and shall in all respects rank equally with the Company's existing shares, also with respect to redemption and restrictions in negotiability. The new shares shall carry a right to dividend from the time decided by the Board of Directors, but not later than from the financial year following the capital increase.*

4.3 *The Board of Directors shall determine the details of the conditions applicable to the warrants issued and the capital increases resolved in accordance with the authorization in this article 4.*

4.4 *The Board of Directors is authorized to reuse or reissue any expired warrants that have not been exercised, provided that the reuse or reissuance observes the terms and limitations in time which is set out in the authorization in this article 4.*

- b. The Company's existing authorization to purchase treasury shares expires on March 22, 2023, and consequently the Board of Directors proposes that the Annual General Meeting authorize that the Company in the period up until and including March 24, 2027 may acquire treasury shares up to an aggregate nominal amount of DKK 54,252,720 (corresponding to 2,712,636 shares of nominally DKK 20 and almost 10% of the Company's current share capital) provided that the Company's holding of treasury shares at any time may not exceed 10% of the Company's issued share capital. The purchase price for the relevant shares may not deviate by more than 10% from the price quoted on Nasdaq Copenhagen A/S at the time of purchase

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If the Board of Directors proposal in item 10a above is adopted, Article 3.4 in the Articles of Association will be amended as follows:

3.4 *The foregoing authorizations to the Board of Directors under articles 3.1 and 3.2 and the authorizations to the Board of Directors under articles 4.1 and 5.1 below, can, subject to the limitations set forth therein, be utilized to increase the share capital by a total maximum of nominally DKK 200,000,000, and the authorizations to the Board of Directors under articles 3.2, above, and 4.1 and 5.1 below, can, subject to the limitations set forth therein, be utilized to increase the share capital by a total maximum of nominally DKK 100,000,000.*

If the Board of Directors proposal in item 10a is adopted, and a new article 4 is thus implemented, the numbering of the current articles 4 – 18 will be adjusted accordingly.

## 11. Any other business



- By sending the completed 'postal vote form' duly signed with clear indication of the shareholder's name and VP account number to Computershare A/S, Lottenborgvej 26 D, 1. sal, 2800 Kgs. Lyngby by mail.

### **Webcast and live translation**

The Annual General Meeting takes place in English. During the meeting, live translation into Danish will be available. In addition, a Danish voiceover is available on the webcast transmission, which can be accessed on [www.nilfisk.com](http://www.nilfisk.com).

### **Questions to Nilfisk's management or auditor**

Prior to the Annual General Meeting, shareholders may ask questions in writing to Nilfisk's management or auditor. Questions must be sent to [agm2023@nilfisk.com](mailto:agm2023@nilfisk.com) or by mail to Nilfisk Holding A/S, Kornmarksvej 1, 2605 Brøndby, Denmark. The Company may choose to answer the question by posting the answer on [www.nilfisk.com](http://www.nilfisk.com). If the shareholder is not represented at the Annual General Meeting, the Company may refrain from answering the question.

During the general meeting, shareholders can ask questions by registering at the information desk at the Annual General Meeting.

Questions can be asked about matters that are of importance to the assessment of the Annual Report for 2022, the Company's general position, or any other issues which are subject to decision at the Annual General Meeting.

### **Processing of personal data**

The Company processes personal data about its shareholders in compliance with the Danish Companies Act for the purposes of maintaining the company's shareholders register and sending convening notices and other communication. The following data is processed: Names, addresses, title, contact details, securities account numbers, shareholdings and participation at events. You can read more about how Nilfisk processes personal data on our website: [www.nilfisk.com/global/legal/gdpr/](http://www.nilfisk.com/global/legal/gdpr/).

### **Useful Information**

The doors will open at 14:00 pm CET and the Annual General Meeting will start at 15:00 pm CET. Should you arrive later please go to the information desk.

Light refreshments will be served before the Annual General Meeting.

Parking is possible outside Kornmarksvej 1, 2605 Brøndby.