



NYAB Plc: Resolutions of the Extraordinary General Meeting

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NYAB Plc

COMPANY ANNOUNCEMENT

29 April 2024 at 15:00

NYAB Plc: Resolutions of the Extraordinary General Meeting

NYAB Plc's ("NYAB" or the "Company") Extraordinary General Meeting was held today, on 29 April 2024, in Helsinki. The Extraordinary General Meeting resolved on the cross-border conversion of the Company and made other resolutions relating to the cross-border conversion, resolved to issue new shares to the Company itself, and resolved to authorize the Board of Directors to resolve on issuances as follows:

Resolutions relating to the cross-border conversion of NYAB Plc

The Extraordinary General Meeting approved the cross-border conversion of the Company in accordance with the cross-border conversion plan approved by the Board of Directors of NYAB dated 4 March 2024 (the "Cross-border Conversion Plan"). Pursuant to the Cross-border Conversion Plan, the Company, without being dissolved or liquidated, shall be converted to a Swedish public limited liability company ("Converted Company") subject to and governed by Swedish law, which shall assume all assets, rights, obligations, and liabilities of NYAB, and shall transfer its registered office to Sweden. The planned date of the execution of the cross-border conversion is 28 June 2024.

The resolutions relating to the cross-border conversion also included adoption of Articles of Association of the Converted Company, election of Ernst & Young AB as auditor of the Converted Company and the remuneration to the auditor of the Converted Company to be paid in accordance with approved invoicing pursuant to agreed quotations, as well as adoption of instructions regarding the Nomination Committee of the Converted Company. Resolutions are conditional upon, and will become effective upon, the registration of the execution of the cross-border conversion with the Swedish Companies Registration Office.

Four shareholders, representing a total of 7,949 shares and votes, requested that the shareholder's shares would be redeemed in redemption proceedings.

The Cross-border Conversion Plan is available in its entirety at <https://nyabgroup.com/en/re-domiciliation/>.

Resolution to issue new shares to NYAB itself and to transfer such shares to participants in NYAB's existing share-based incentive plans

The Extraordinary General Meeting resolved to issue 4,000,000 new shares in NYAB, without payment, to the Company itself and to transfer such shares held in treasury for the purpose of securing delivery of shares in accordance with NYAB's existing share-based incentive plans. The number of shares corresponds to approximately 0.57 percent of the current number of shares in the Company and approximately 0.56 percent of all shares in the Company upon completion of the share issue. The new shares will be registered with the Finnish Trade Register as soon as possible, in which case the total number of shares in the Company will increase to 710,658,238.

Following the completion of the share issue, the shares held in treasury will be transferred without payment and in deviation from the shareholders' preferential rights, by way of a directed issuance (transfer), on one or several occasions, to the participants of the Company's existing share-based incentive plans in accordance with the terms and conditions of the respective plans as decided by the Board of Directors.

Authorization of the Board of Directors to resolve on issuances

The Extraordinary General Meeting authorized the Board of Directors to resolve to issue new shares, convertibles (special rights entitling to shares) and/or warrants against payment in cash, payment in kind, payment through set-off, or otherwise with conditions, on one or several occasions so that the number of new shares, including, if convertibles and/or warrants are issued, the number of shares (before potential recalculations), that may be issued shall not exceed a total of 140,000,000, which corresponds to approximately 20 percent of the current number of shares in the Company. The authorization includes

the possibility to deviate from the shareholders' preferential rights (directed issuance). The Board of Directors is entitled to resolve on all terms and conditions of the issuances. The authorization shall come into effect and replace prior authorization in the Company upon the completion of the above-mentioned cross-border conversion. The authorization is valid until the next Annual General Meeting, however no later than 30 June 2025.

The resolutions of the Extraordinary General Meeting were made in accordance with proposals of the Board of Directors as included in the notice to the meeting published on 13 March 2024 and kept separately available at <https://nyabgroup.com/en/administration/general-meeting/>. The minutes of the Extraordinary General Meeting will be available no later than 13 May 2024.

Contacts

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About NYAB Oyj

NYAB enables the progress of society for future generations with decades of experience from complex and challenging projects. We facilitate the green transition in the Nordics by offering engineering, construction and maintenance services in renewable energy and sustainable infrastructure to customers in the public and private sector. NYAB is headquartered in Oulu and has more than 400 employees at different locations in Finland and Sweden.

NYAB Plc's Certified Adviser is Augment Partners AB, info@augment.se, phone +46 8 604 22 55.

Attachments

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