

The Board of Directors' for Norva24 Group AB, reg. no. 559226–2553, proposal regarding authorisation for the Board of Directors to acquire and sell treasury shares

Acquisitions of treasury shares

The Board of Directors proposes that the Annual General Meeting authorises the Board of Directors to resolve to acquire treasury shares in accordance with the following.

1. Acquisitions may be made on Nasdaq Stockholm or in accordance with a tender offer to all Norva24 shareholders.
2. Acquisitions of shares may not result in the total holding of treasury shares, at any time, exceeding ten (10) per cent of all shares in Norva24.
3. Acquisitions of shares on Nasdaq Stockholm may only be affected at a price within the currently effective registered price interval on Nasdaq Stockholm, meaning the price interval between the highest bid price and the lowest ask price.
4. Acquisitions in accordance with a tender offer according to 1 above shall be affected at a price corresponding to the lowest share price at the time of the offer with a maximum premium of twenty (20) per cent.
5. The authorisation may be used on one or several occasions, but only until the 2025 Annual General Meeting.

The Board of Director's report pursuant to Chapter 19 Section 22 of the Swedish Companies Act will be available at Norva24 and on Norva24's website, www.norva24.com, no later than three weeks prior to the Annual General Meeting and will be sent, free of charge, to shareholders who so request and inform the Company of their address.

Sales of treasury shares

The Board also proposes that the Annual General Meeting authorises the Board of Directors to resolve to sell treasury shares in accordance with the following.

1. Sales of shares may take place on Nasdaq Stockholm at a price within the registered price range at any given time.
2. Sales of shares may also take place outside Nasdaq Stockholm, with or without deviation from the shareholders' preferential rights and with or without payment in kind or payment by way of set-off. Such sales may be made at a price in SEK or value for obtained property corresponding to the price for the sold Norva24 shares at the time of the sale, with a divergence found reasonable by the Board of Directors.
3. The number of shares that may be sold should not amount to more than ten (10) per cent of the total number of shares in Norva24.
4. Sales in connection with company acquisitions may be made at a market value as decided by the Board of Directors.
5. The authorisation may be used on one or more occasions, but only until the 2025 Annual General Meeting.

The purpose of the abovementioned authorisations to acquire and sell treasury shares is to finance major acquisitions of operations through payment with treasury shares and to continuously be able to adapt Norva24's capital structure and thereby contribute to an increase in value for shareholders and enable the assurance of costs and delivery of shares in connection with Norva24's long-term incentive plans.

The possibility to deviate from the shareholders' preferential rights at sales of treasury shares is justified by the fact that such sales may be made with greater speed, flexibility and are more cost-effective than a sale to all shareholders. The Company cannot provide shareholders the possibility to exercise any preferential right if the Company's treasury shares are used for the purpose of enabling financing of major acquisitions or as a part of the execution of Norva24's long-term incentive plans.

Stockholm, April 2024

Norva24 Group AB

The Board of Directors

Report by the Board of Directors of Norva24 Group AB, reg. no. 559226–2553, pursuant to Chapter 19 Section 22 of the Swedish Companies Act

Norva24's and the Norva24 Group's financial position

Norva24 Group AB (“**Norva24**”) and the Norva24 Group's financial position as of December 31, 2023 is presented in the annual report for the financial year 2023. Furthermore, the principles applied for valuation of assets, provisions and debt are also presented in the annual report. The proposal on authorisation for the Board of Directors regarding acquisition of treasury shares amounts to a maximum of ten (10) per cent of all shares in Norva24.

The justification of the authorisation

With reference to the above mentioned and what has otherwise come to the knowledge of the Board of Directors, the Board of Directors' assessment is that the proposed authorisation is justifiable with reference to requirements on the amount of Norva24's and the Group's equity in light of the nature, scope and risks associated with the business; and Norva24's and the Group's consolidation requirements, liquidity and financial position in general.

Stockholm, April 2024
Norva24 Group AB (publ)
The Board of Directors