

## 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 Falezan 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

## Additional information

### Approval requirements

To adopt the proposal under item 10(a) of the agenda, at least two thirds of the total number of votes in the Company shall be present at the Annual General Meeting, and not less than two thirds of the votes cast and share capital represented shall vote for the proposals, cf. Section 106 of the Danish Companies Act and Article 9.1 of the Articles of Association.

Approval and election in accordance with all other items of the agenda take place by simple majority.

### Documents available for inspection

The following documents will be available for the shareholders on the company website, [www.nilfisk.com](http://www.nilfisk.com), under the heading Investors/Annual General Meeting and at the Nilfisk Holding A/S Shareholder Portal: (1) the notice convening the Annual General Meeting including the agenda and the full content of the proposals submitted to the Annual General Meeting (including information about Nilfisk Holding A/S' total share capital and voting rights at the time of the notice convening the Annual General Meeting), (2) the audited Annual Report for 2022 of Nilfisk Holding A/S, (3) postal and proxy voting forms, and (4) information to the shareholders on how to participate in the Annual General Meeting, including how to vote and to ask questions.

### Date of Registration

The admission card is issued on the basis of ownership registered in the register of shareholders of Nilfisk Holding A/S on the date of registration, which is Thursday March 16, 2023, and on the basis of notifications that Nilfisk Holding A/S has received no later than on the date of registration for registration in the register of shareholders.

### Share capital and right to vote

As per today the share capital of Nilfisk Holding A/S amounts to DKK 542,527,380, divided into shares of nominally DKK 20. Any share amount of DKK 20 carries one vote at the Annual General Meeting.

The right to vote at the Annual General Meeting is determined by the number of shares held by the shareholder on the date of registration, cf. Article 8.3 of the Articles of Association.

### Attendance and admission

Shareholders can participate in the Annual General Meeting at the Company's head office Kornmarksvej 1, 2605 Brøndby.

Shareholders who wish to participate in the General Meeting must request to participate in accordance with the deadline for ordering admission cards set out in Article 8.2 of the Articles of Association by no later than on Monday March 20, 2023, at 23:59 pm CET.

A request to participate can be submitted:

- On [www.computershare.dk](http://www.computershare.dk) or [www.nilfisk.com](http://www.nilfisk.com) under the heading Investors/Shareholder portal, or
- By email [agm@computershare.dk](mailto:agm@computershare.dk) (giving details of your name and VP account number).

After registration via the shareholder portal, you will receive an electronic admission card via e-mail. You are not required to print it but can simply bring an electronic version on your smartphone or tablet. If you have forgotten to bring your admission card, you can be admitted to the Annual General Meeting by showing appropriate identification papers. If you have requested an admission card by other means than via the shareholder portal, you will receive your admission card at the information desk at the Annual General Meeting. Physical voting papers will be handed out to registered shareholders at the information desk at the Annual General Meeting.

Shareholders who wish to bring an accompanying guest are required to provide the name of the guest upon requesting for an admission card. If a shareholder is represented by proxy, the proxy also has the option of being accompanied by a guest, if the name of the guest is also provided.

### Proxy

A proxy can be given to the Board of Directors, or to another named person appointed by you.

The proxy holder can exercise the voting rights attached to your shares at the Annual General Meeting. The proxy must be received no later than Monday March 20, 2023, at 23:59 pm CET. The appointment of a proxy can take place:

- On [www.computershare.dk](http://www.computershare.dk) or [www.nilfisk.com](http://www.nilfisk.com) under the heading Investors/Shareholder portal, or
- 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.

Please note that it is **not possible** to vote both by post and to appoint a proxy.

### Postal Vote

It is also possible to vote by post. The postal vote must be received no later than Tuesday March 21, 2023, at 10:00 am CET. A submitted postal vote cannot be withdrawn.

Postal votes can be submitted:

- On [www.computershare.dk](http://www.computershare.dk) or [www.nilfisk.com](http://www.nilfisk.com) under the heading Investors/Shareholder portal, or

- 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.

### **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.