

PROPOSAL BY THE BOARD OF DIRECTORS OF NYAB PLC TO AUTHORISE THE BOARD OF DIRECTORS TO RESOLVE ON ISSUANCES

The Board of Directors of NYAB Plc, Finnish business ID 2393685-6 (the “**Current Company**”), proposes to the Extraordinary General Meeting (the “**General Meeting**”) that the Board of Directors be authorised to resolve on issuances in accordance with the below.

Reference is made to the Board of Directors’ separate proposal that the General Meeting shall resolve on a statutory cross-border conversion of the Current Company, whereby the Current Company, without being dissolved or liquidated, shall be converted to a Swedish public limited liability company (the “**Converted Company**”) and shall transfer its registered office to Sweden (the “**Cross-border Conversion**”), as further set out in the cross-border conversion plan prepared by the Board of Directors. In connection with the Cross-border Conversion, the intention is to apply for the shares of the Current Company to be de-listed from the Finnish multilateral trading facility Nasdaq First North Growth Market Finland and the shares of the Converted Company to be admitted to trading on the Swedish multilateral trading facility Nasdaq First North Growth Market Sweden (the “**Listing**”).

The Board of Directors shall be authorised, for the period until the next Annual General Meeting, however no longer than until and including 30 June 2025, to:

- > on one or several occasions,
- > with deviation from the shareholders’ preferential rights (directed issuance) or without deviation from the shareholders’ preferential rights,
- > against payment in cash, payment in kind or payment through set-off, or otherwise with conditions,
- > resolve to issue new shares, convertibles (special rights entitling to shares) and/or warrants, where the total number of issued new shares, including, if convertibles and/or warrants are issued, the number of shares (before potential recalculations) that may be issued upon conversion of convertibles and/or through exercise of warrants, shall not exceed a total of 140,000,000 new shares (to be recalculated accordingly upon a split or reverse split of the company’s shares), which corresponds to approximately twenty (20) percent of the number of shares in the Current Company as at the date of this proposal,
- > the purpose of the authorisation, and the reason for the possibility to deviate from the shareholder’s preferential rights, being to (i) carry out an offering of new shares in connection with or subsequent to the Listing in order to, e.g., procure capital, improve capital structure, diversify the shareholder base and improve the preconditions for trading liquidity of the shares and/or (ii), in a prompt and cost-effective manner, procure capital, carry out acquisitions or make use of other strategic opportunities that relate to its business operations,
- > such authorisation entitling the Board of Directors to resolve on all terms and conditions of the issuance of shares, convertibles (special rights to entitling to shares) and/or warrants.

The value transferred to the Converted Company through issues by virtue of the authorisation shall be on market terms and may include a market-based issue discount.

The Board of Directors of the Current Company and the Converted Company shall be authorised to resolve on issuances pursuant to this authorisation, provided that the completion of such issuances being conditional upon the completion of the Cross-border Conversion or provided that the Cross-border Conversion having been completed.

Provided that and as from the time of the Cross-border Conversion having been completed, the authorisation set out herein shall revoke and replace any prior authorisations granted to the Board of Directors by the Annual General Meeting of the Current Company held on 26 April 2023 and/or by the Annual General Meeting of the Current Company planned to be held on 11 April 2024.

The Board of Directors, or the person appointed by the Board of Directors, shall have the right to make such minor adjustments to this resolution that may be necessary in connection with registration with the Swedish Companies Registration Office.

For a valid resolution by the General Meeting in accordance with the Board of Directors' proposal, the resolution must be supported by shareholders holding no less than two-thirds of both the votes cast and the shares represented at the General Meeting.

13 March 2024

NYAB Plc

Board of Directors