

PROPOSAL BY THE BOARD OF DIRECTORS OF NYAB PLC TO ISSUE NEW SHARES TO THE COMPANY ITSELF AND TO TRANSFER SUCH SHARES TO PARTICIPANTS IN THE COMPANY’S EXISTING SHARE-BASED INCENTIVE PLANS

The Board of Directors of NYAB Plc, Finnish business ID 2393685-6 (the “**Current Company**”), proposes that the Extraordinary General Meeting (the “**General Meeting**”) resolves on an issuance of new shares, without payment, to the company itself (the “**Share Issue**”) and on subsequent transfers of such shares held in treasury by way of directed share issuance (transfer) as set out below for the purpose of securing delivery of shares in accordance with the Current Company’s existing share-based incentive plans. The reason for the resolution by the General Meeting is that the Current Company, as separately proposed to the General Meeting, is pursuing a 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.

The number of the new shares to be issued in the Share Issue shall be 4,000,000 shares, which corresponds to approximately 0.57 percent of the current number of shares in the Current Company. Upon completion of the Share Issue, the Current Company will hold 4,000,000 treasury shares corresponding to approximately 0.56 percent of all shares in the Current Company.

The Share Issue shall be completed as soon as practicably possible after the General Meeting has been held. The new shares will be registered with the trade register maintained by the Finnish Patent and Registration Office (the “**Finnish Trade Register**”) as soon as practicably possible following the General Meeting. Following the registration of the new shares in the Finnish Trade Register, the total number of the shares in the Current Company will be 710,658,238 shares.

Following the completion of the Share Issue, a maximum number of 4,000,000 shares held in treasury shall 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 Current Company’s existing Performance Share Plan 2022–2024 and Project Bonus Share Plan 2022 in accordance with the terms and conditions of the respective plans. It is noted that these share-based incentive plans will remain outstanding after the Cross-border Conversion, although no additional allotments or grants under the share-based incentive plans will be made.

There are especially weighty financial and other reasons for the issuance (transfer) of the shares held in treasury as they are intended to form a part of the existing share-based incentive plans of the Current Company’s key personnel. The purpose of the incentive plans is to align the interests of the participants and the shareholders by strengthening the long-term ownership of employees and executives and, thus, to increase the company value in the long term as well as to drive performance, to retain employees and executives and to offer them competitive performance-based compensation.

The Board of Directors shall execute transfers of the company’s own shares to the participants of the above-mentioned existing share-based incentive plans in accordance with the terms and conditions thereof and shall not amend the terms and conditions of the existing share-based incentive plans except for amendments that are deemed necessary or appropriate in view of the Cross-border Conversion and shall not make additional allotments or grants under the existing share-based incentive plans.

13 March 2024

NYAB Plc

Board of Directors