

(Unofficial translation of the Finnish original)

NYAB PLC'S EXTRAORDINARY GENERAL MEETING

Time	29 April 2024 at 13:00 EEST
Place	Scandic Helsinki Hub hotel, Annankatu 18, Helsinki
Present	Shareholders and their representatives, who are recorded in the voting list confirmed in the meeting, were present or represented in the meeting. In addition, the members of the Board of Directors with the exception of Anders Berg and Markku Kankaala, and members of the Executive Management Team were present.

1 Opening of the meeting

Jan Öhman, Chairman of the Board of Directors, opened the meeting and provided a brief introduction on the background of the Extraordinary General Meeting.

2 Calling the meeting to order

Attorney-at-law Sonja Siggberg was elected to chair the meeting. She invited the company's Director of Investor Relations Marko Peltonen to act as the secretary of the meeting.

The Chairman went through practical matters regarding the meeting. It was noted that the meeting would be conducted in Finnish with the exception of the matters that the CEO addresses, which would be presented in English.

It was noted that the proposals to be considered at the General Meeting and the documents and information required by the Finnish Companies Act had been made available to shareholders on the company's website for the period required by the Finnish Companies Act before the General Meeting. Said documents were also available for inspection at the meeting venue.

3 Election of persons to scrutinize the minutes and to supervise the counting of votes

Jukka Juola was elected to scrutinize the minutes and to supervise the counting of votes.

4 Recording of the legality of the meeting

It was noted that the notice to the meeting, including proposals of the Board of Directors to the General Meeting, had been published on 13 March 2024 on the company website and as a company announcement. The notice was attached to the minutes (**Attachment 1**).

It was noted that the Cross-border Conversion Plan approved by the Board of Directors of NYAB Plc ("NYAB") on 4 March 2024 (the "Cross-border Conversion Plan") had been published as a company announcement on 4 March 2024 and registered with the Finnish Trade Register on 5 March 2024. The Cross-border Conversion Plan containing the Board of Directors' proposals in relation hereto was attached to the minutes (**Attachment 2**).

It was noted that according to Chapter 17 a, Section 5 of the Finnish Companies Act, shareholders, creditors and employees had been able to submit comments on the Cross-border Conversion Plan to the company five (5) working days before the General Meeting. By the deadline, the company had not received any comments.

The Extraordinary General Meeting was informed, in accordance with Chapter 17 a, Section 16 of the Finnish Companies Act, of NYAB's significant company announcements, which describe the events that have a material effect on the position of the company, published after the Statement by

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the Board of Directors, dated 28 March 2024 and presented on the company's website. It was noted that the company announcements had been available on the website of the company.

It was noted that the meeting had been convened in accordance with the Articles of Association and the provisions of the Finnish Companies Act and was thus legally convened and constituted a quorum.

5 Recording the attendance at the meeting and adoption of the list of votes

It was noted that in accordance with the voting list, 43 shareholders, who represent 591,783,069 shares and votes, were represented in the beginning of the meeting. It was recorded that the number corresponds to 83.74 percent of all shares and votes in the company.

Representatives of the nominee-registered shareholders participated to the meeting at the meeting venue.

Voting list and powers of attorney were attached to the minutes (**Attachment 3**). It was noted that the voting list is confirmed to correspond to the participation status in case a vote begins.

It was noted, and the meeting approved, that in addition to shareholders and their representatives, attendees of the meeting included the members of the Board of Directors with the exception of Anders Berg and Markku Kankaala, and members of the Executive Management Team.

It was recorded that the General Meeting approved that those shareholders, who had not registered for the meeting in advance, had a right to be present in the meeting.

6 Resolutions relating to the cross-border conversion of NYAB Plc

It was noted that on 4 March 2024, NYAB announced that the Board of Directors of NYAB had signed the Cross-border Conversion Plan according to which, NYAB, without being dissolved or liquidated, shall be converted to a Swedish public limited liability 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 shareholders of NYAB will remain shareholders of the converted company and their shares in NYAB will be converted into shares in the converted company in proportion to their existing shareholding with a ratio of 1:1. No consideration shall be issued to the shareholders of NYAB in connection with the cross-border conversion. The Cross-border Conversion Plan has been registered to the Finnish Trade Register on 5 March 2024.

Johan Larsson, CEO of the company, presented the business background and reasons for the cross-border conversion.

It was noted that pursuant to the notice of the meeting and Cross-border Conversion Plan, the proposals of the Board of Directors form an entirety that requires the adoption of all its individual items by a single resolution. The Extraordinary General Meeting may only approve or reject the proposals set out in the Cross-border Conversion Plan, but not amend them. It was recorded that pursuant to the Cross-border Conversion Plan, the board statement to shareholders and employees and other documents required by the Finnish Companies Act have been available on the company's website and are included in the meeting materials available to shareholders at the Extraordinary General Meeting.

It was noted that the cross-border conversion as a whole and the proposed changes to the company name and the Articles of Association of the converted company, the resolution on the election and remuneration of the auditor of the converted company, and adoption of instructions regarding the Nomination Committee of the converted company, are conditional upon, and will become effective upon, the registration of the execution of the cross-border conversion with the Swedish Companies Registration Office. The planned date of the execution of the cross-border

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conversion is 28 June 2024. The planned date of execution may change as set out in the Cross-border Conversion Plan. The completion of the cross-border conversion is further subject to the statutory creditor hearing process of NYAB's creditors.

The Chairman of the meeting presented the Board of Directors' proposals as follows:

It was noted that in order to complete the cross-border conversion, the Board of Directors of NYAB had proposed that the Extraordinary General Meeting resolves to approve the statutory cross-border conversion of NYAB in accordance with the Cross-border Conversion Plan approved by the Board of Directors of NYAB on 4 March 2024 and thereafter registered with the trade register maintained by the Finnish Patent and Registration Office, and as part of approval of the cross-border conversion, the meeting:

- (a) would approve the amended Articles of Association of the converted company, in the form appended to the Cross-border Conversion Plan, and the change of the company name;
- (b) would resolve to elect Ernst & Young AB as the auditor of the converted company and approve the remuneration of the auditor of the converted company in accordance with approved invoicing pursuant to agreed quotations; and
- (c) would resolve to adopt the instructions regarding the Nomination Committee of the converted company which shall replace the current Charter of the Shareholders' Nomination Board of the current company upon the registration of the execution of the cross-border conversion with the Swedish Companies Registration Office. The instructions regarding the Nomination Committee were attached to the minutes (**Attachment 4**).

It was noted that in accordance with the Finnish Companies Act NYAB's shareholders have the right to demand redemption of their shares at the Extraordinary General Meeting deciding on the cross-border conversion before the resolution on the cross-border conversion is made, provided that the shareholder who demands redemption of their shares also votes against the cross-border conversion at the Extraordinary General Meeting. A shareholder wishing to have shares redeemed had to submit an electronic redemption claim or fill in the redemption form available at the General Meeting and return it duly completed to the secretary of the General Meeting. It was recorded that the General Meeting reserved an opportunity to demand redemption of shareholders' shares before deciding on the cross-border conversion.

It was recorded that no vote was required. It was noted that the expression of a dissenting opinion was considered as a vote against the cross-border conversion.

It was recorded that four (4) shareholders, representing a total of 7,949 shares and votes, presented a redemption claim and voted against the cross-border conversion by expressing a dissenting opinion. A total of 7,949 NYAB shares were therefore demanded to be redeemed, corresponding to approximately 0.001 per cent of the shares and votes represented at the meeting and approximately 0.001 per cent of all shares and votes in the company.

It was resolved in accordance with the proposal of the Board of Directors to approve the cross-border conversion in accordance with the Cross-border Conversion Plan, and the Cross-border Conversion Plan was approved.

It was noted that the total number of votes against on this item by shareholders were 7,949 and a total number of abstaining votes were 0. A list of shareholders who demanded redemption and voted against on this item was attached to the minutes (**Attachment 5**).

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

It was noted that the Board of Directors had proposed that the General Meeting would resolve 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.

The proposal of the Board of Directors was attached to the minutes (**Attachment 6**).

It was resolved in accordance with the proposal of the Board of Directors to issue new shares to NYAB itself and to transfer such shares to participants in NYAB's existing share-based incentive plans.

8 Authorisation of the Board of Directors to resolve on issuances

It was noted that the Board of Directors had proposed that the General Meeting authorises 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 authorisation 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 authorisation shall come into effect and replace prior authorisations in the company upon the completion of the above-mentioned cross-border conversion. The authorisation is valid until the next Annual General Meeting, however no later than 30 June 2025.

The proposal of the Board of Directors was attached to the minutes (**Attachment 7**).

It was resolved in accordance with the proposal of the Board of Directors to authorise the Board of Directors to resolve on issuances.

9 Closing of the meeting

It was noted that all items on the agenda had been considered and no other items had been notified to be considered. It was recorded that all the shareholders present had supported the resolutions made in the General Meeting unless otherwise stated in the minutes.

It was noted that the minutes of the Extraordinary General Meeting will be made available for shareholders on the company's website as of 13 May 2024 at the latest.

Chairman closed the meeting at 13.45 EEST.

[signature page follows]

MINUTES 2/2024**NYAB Plc (2393685–6)***(Unofficial translation of the Finnish original)***Signatures****In fidem**

SONJA SIGGBERG
Sonja Siggberg
Chairman of the General Meeting

MARKO PELTONEN
Marko Peltonen
Secretary of the General Meeting

Minutes scrutinised and approved

JUKKA JUOLA
Jukka Juola
Scrutineer of the minutes

ATTACHMENTS:

Attachment 1 / Notice to the meeting

Attachment 2 / Cross-border Conversion Plan

Attachment 3 / Voting list in the beginning of meeting and powers of attorney

Attachment 4 / Instructions regarding the Nomination Committee

Attachment 5 / A list of shareholders who demanded redemption and voted against on the cross-border conversion

Attachment 6 / Proposal by the Board of Directors to issue new shares to NYAB itself and to transfer such shares to participants in NYAB's existing share-based incentive plans

Attachment 7 / Proposal by the Board of Directors to authorise the Board of Directors to resolve on issuances