



Long-term performance-based incentive program (LTI 2025 share savings program)

Program in summary

The purposes of the LTI 2025 share savings program are to:

- ensure continued focus on the Company's long-term profitability and value growth,
- create prerequisites for retaining and recruiting key personnel,
- provide competitive remuneration, and
- create increased focus on the Company's long-term sustainability targets in respect of climate and environment (carbon dioxide emissions) and health and safety (reductions in work-related accidents).

The program will run for three years and entail that the participants themselves invest in the Company's own shares, "savings shares". After the period expires, if and to the extent that the performance targets for the program have been met, each savings share will provide entitlement to the receipt of two to five "performance shares," according to the conditions and principles stated below.

Conditions for the program

The Board proposes that the AGM resolve to introduce the LTI 2025 share savings program, comprising at most 340,000 Series B NCC shares, which also include shares that may be transferred to cover costs related to the program, according to the following principal conditions:

1. Up to 240 senior executives and other key personnel in the Group will be offered an opportunity to participate in the LTI 2025 share savings program.
2. A condition for participation in the LTI 2025 share savings program is that, at the start of the program, the participants, using their own funds, acquire Series B NCC shares ("savings shares") at market price for an amount capped at 4 to 8 percent of the respective participant's basic annual salary for 2024 ("basic salary").
3. Acquisitions of savings shares must take place no later than June 15, 2025, with the Board of Directors authorized to extend this period should any impediments to the participants' acquisitions arise during the period.
4. If the savings shares are retained for a period through until the end of the savings period, three years after the start of the program, and the participant remains in the employment of the NCC Group, each savings share will thereafter provide the participant with entitlement to a maximum of two to five Series B NCC shares ("performance shares"). A condition for this is that the performance requirements stated in Item 6 have been fulfilled. Performance shares will be obtained free of charge within 60 days of the 2027 AGM.
5. The participants are divided into four categories.
 - The CEO (one person) is entitled to acquire savings shares for an amount corresponding to not more than 8 percent of his basic salary and may receive a maximum of five performance shares for each savings share held.

This is a translation. In case of any discrepancies, the Swedish original shall prevail.



- Other members of Group Management (11 persons) are entitled to acquire savings shares for an amount corresponding to not more than 6 percent of their respective basic salary and may receive a maximum of four performance shares for each savings share held.
- Division Managers etc. (about 40 persons) are entitled to acquire savings shares for an amount corresponding to not more than 4 percent of their respective basic salary and may receive a maximum of three performance shares for each savings share held.
- Key personnel line/staff units (about 190 persons) are entitled to acquire savings shares for an amount corresponding to not more than 4 percent of their respective basic salary and may receive a maximum of two performance shares for each savings share held.

Assuming an average share price of SEK 180 at the date of acquisition and that all participants acquire the maximum number of shares, participants in each category could receive the number of shares shown in the table below:

LTI 2025 share savings program (the table is an example based on certain assumptions)	CEO	Other Group Management	Division Managers etc.	Other key personnel	Total
Number of participants	1	11	40	188	240
Cap % of basic salary	8.0%	6.0%	4.0%	4.0%	
Maximum number of savings shares, average	4,928	1,157	511	356	
Maximum number of savings shares for the group	4,928	12,727	20,433	66,939	105,024
Allotment, number of performance shares per savings share	5	4	3	2	
Maximum number of performance shares in total for the group	24,640	50,907	61,298	133,872	270,718
Maximum number of shares to cover social security fees	4,928	10,181	12,260	26,774	54,144
Total maximum number of shares to be allotted/transferred by NCC					324,862

- The performance targets during the savings period focus on long-term value performance in the form of earnings per share ("performance target 1"), a reduction in the Group's carbon emissions ("performance target 2") and a reduction in the number of work-related accidents ("performance target 3"). Of the allotment of performance shares, 90 percent will pertain to performance target 1, 5 percent to performance target 2 and 5 percent to performance target 3.

Performance target 1: Earnings per share

Performance target 1 pertains to NCC's earnings per share (EPS) for 2025, 2026 and 2027. The allotment of performance shares will be based on the minimum and maximum target levels established by the Board for each year during the period. The outcome will be calculated annually, whereby one third of the performance shares will be measured against the outcome for 2025, one third will be measured against the outcome for 2026 and one third will be measured against the outcome for 2027: i.e. 30 percent of the total outcome of the program for each year.

In the opinion of the Board, the objectives will be well balanced. The target ranges will be communicated in conjunction with the 2028 AGM.



If the minimum level for the year in question is not achieved, no performance shares will be awarded. If the maximum target level for the year in question is achieved or exceeded, performance shares connected to performance target 1 will be awarded at a rate of 100 percent for that year, i.e. 30 percent of the total outcome. If the minimum level is exceeded but the maximum level is not achieved, allotment will occur linearly within the span.

Performance target 2: Climate and environment

NCC strives to eliminate emissions from the entire value chain, increase energy efficiency and enable adaptation to climate change. NCC's previous target was to achieve a 60-percent reduction in CO₂e (tons)/SEK M within Scopes 1 and 2 by 2030 compared with 2015. Scope 1 pertains to emissions related to fuel consumption in asphalt plants, and from own vehicles and machinery. Scope 2 pertains to emissions related to the production of electricity, district heating and district cooling used in the operations. At June 30, 2024, the emission intensity was 1.80 CO₂e (tons)/SEK M, which meant the target had been achieved.

Work to develop new targets has been ongoing in 2024, and NCC's new target is to achieve a 75-percent reduction in CO₂e (tons)/SEK M within Scopes 1 and 2 by 2030 compared with 2015.

At the end of 2024, the figure was 1.96 according to preliminary estimates (end of January 2025). A linear reduction from 1.96 in 2024 to 1.3 in 2030, would result in 1.63 at the end of 2027, and the Board is therefore proposing to set the target at 1.63 CO₂e (tons)/SEK M at the end of 2027.

If the target level is not achieved, no performance shares will be awarded. If the target level is achieved, performance shares connected to performance target 2 will be awarded at a rate of 100 percent.

Performance target 3: Health & Safety

NCC strives to reduce the number of accidents and completely eliminate serious accidents and incidents. This is measured through the metric of LTIF4, meaning work-related accidents resulting in more than four calendar days of absence per million hours worked by NCC's employees. At year-end 2024, LTIF4 amounted to 3.3.

The Board proposes that the target is that LTIF4 at the end of 2027 will not exceed 2.0.

If the target level is not achieved, no performance shares will be awarded. If the target level is achieved, performance shares connected to performance target 3 will be awarded at a rate of 100 percent.

7. Prior to definitively establishing the number of performance shares to be awarded, the Board must assess whether allotment according to the principles in Items 5 and 6 is reasonable, taking into account NCC's earnings and financial position, conditions in the stock market and other circumstances. If, in the opinion of the Board of Directors, this is not the case, the Board will be authorized to reduce the number of performance shares that are awarded, to the lower number of shares that the Board deems fit.
8. The number of performance shares that may be obtained on the basis of savings shares may be subject to recalculation due to a bonus issue, splits and/or reverse splits of shares, preferential rights issues or similar events significantly impacting the number of shares in NCC. In connection with such a change in the number of shares, performance target 1 may also be



recalculated. Adjustments must also be made for major share repurchases and new EPS target figures set by the Compensation and Competence Committee and the Board of Directors at the time of the decision to repurchase.

9. If significant changes occur in the NCC Group or in the market that the Board believes would make the conditions for allocation of performance shares under LTI 2025 unreasonable, the Board is entitled to, in whole or in part, adjust and recalculate the performance targets.
10. A condition for participation in the LTI 2025 share savings program is that such participation is legally permitted and that, in NCC's assessment, participation is possible with reasonable administrative costs and financial input.
11. The Board of Directors will be responsible for the more detailed presentation and management of the LTI 2025 share savings program within the framework of the main terms and conditions stated above and will also be entitled to make such minor adjustments to these terms and conditions that may be required due to legal or administrative circumstances. The Board will also be entitled to make adjustments to and derogate from the terms and conditions due to local regulations and prevailing standard market practice.

LTI 2025 share savings program costs and impact on important key figures

The LTI 2025 share savings program will comprise a total of not more than 340,000 own Series B shares (including shares to cover social security fees), corresponding to about 0.34 percent (0.45*) of the total number of shares and about 0.21 percent (0.22*) of the number of voting rights in the Company.

The cost of the LTI 2025 share savings program will be based on the IFRS 2 accounting standard and be allocated over three years. Assuming a share price of SEK 180 at the date of acquisition and the maximum outcome, the cost for the LTI 2025 share savings program, including estimated costs for social security fees, will be about SEK 58.5 M (55.9*). This corresponds to a value of approximately 0.34 percent (0.45*) of the total number of shares in the Company at December 31, 2024.

Assuming a positive share price trend of 10 percent during the term of the program, the cost will increase to SEK 64.3 M and, assuming a 20-percent rise, the cost will increase to SEK 70.2 M.

Given the above conditions and assumptions, the annual cost of LTI 2025, including social security fees, is estimated to amount to a maximum of approximately SEK 19.5 M** (18.6*) This cost may be compared with NCC's total personnel costs, including social security fees, of SEK 12,042 M for 2024.

The maximum value that a participant may receive at allotment of Series B shares is limited to an amount per share that corresponds to 400 percent of the share price. The share price is calculated on the basis of the average last price paid for NCC Series B shares during a period of ten trading days immediately following the date of the 2025 AGM, a period when the share is traded ex-rights to dividends.

The costs and dilution are expected to have a marginal impact on NCC's key figures.

The free-of-charge transfer of a maximum of 280,000 performance shares to the participants in the LTI 2025 share savings program is estimated to correspond to

* Refers to LTI 2024, which was adopted by the 2024 AGM.

** The cost of estimated target fulfillment will be charged against profit for the respective year.



dilution of earnings per share by not more than about 0.29 percent (the maximum number of shares that can be distributed through the program divided by the total number of shares, excluding the Company's treasury holding).

Preparation of the matter

The LTI 2025 share savings program has been prepared and approved by the Compensation and Competence Committee and the Board of Directors. Neither the CEO nor other senior executives who may be encompassed by the LTI 2025 share savings program have participated in the Board of Directors' processing of and decisions concerning the motion.

20 C. Third-party share-swap agreements due to LTI 2025 share savings program

Should it not be possible to gain the requisite majority for item 20 B above, the Board proposes that the AGM resolve to secure the anticipated financial exposure in respect of the LTI 2025 share savings program by permitting NCC to enter into share-swap agreements with a third party on normal market terms, whereby the third party will be able to acquire Series B NCC shares in its own name and transfer them to employees who participate in the LTI 2025 share savings program. The additional cost for such share handling may be estimated at between SEK 0.5 M and SEK 1 M.