



Motion on transfer of own Series B shares to participants of LTI 2024 share savings program

The 2024 AGM resolved to establish the LTI 2024 share savings program and to secure the Company's commitments under the program through a share-swap agreement with a third party.

The Board is still of the opinion that the transfer of own shares, a proposal that was not approved by the 2024 AGM, is the most cost-effective method to secure the commitments under LTI 2024, and thereby beneficial for shareholders compared with a share-swap agreement with a third party.

The proposal for the LTI 2024 share savings program stated that the program could comprise a maximum of 450,000 shares, including shares intended to cover social security fees. The program has now started, and currently comprises a maximum of just under 300,000 shares, of which a maximum of 240,000 performance shares. This corresponds to approximately 0.31 percent of the total number of registered shares (excluding the treasury holding).

To be able to deliver shares under the LTI 2024 share savings program, the Board proposes that the AGM vote to approve the transfer of own Series B shares in NCC based on the following terms and conditions.

1. The number of Series B shares that may be transferred for allocation of performance shares to participants in the LTI 2024 share savings program may not exceed 240,000.
2. Transfer of performance shares to the participants will be free of charge.
3. The number of shares that will be transferred under the LTI 2024 share savings program may be subject to recalculation due to a bonus issue, splits and/or reverse splits of shares, preferential rights issues or similar events impacting the number of shares in NCC.
4. The rationale for the derogation of the existing shareholders' preemptive rights when transferring the own shares is to facilitate NCC's transfer of performance shares to the participants in the LTI 2024 share savings program.