

Minutes taken at the Annual General Meeting (AGM) of NCC AB, Corporate Registration Number 556034-5174, held between 3:30 p.m.-4:27 p.m. on Wednesday, May 7, 2025, at Hotel At Six, Brunkebergstorg 6, Stockholm, Sweden.

Attending shareholders:

As shown in the attached registry that was prepared by the AGM, *Appendix 1*.

Also participating were:

Chairman of the Board Alf Göransson, Board members Ida Aall Gram, Simon de Château, Cecilia Fasth, Mats Jönsson and Daniel Kjørberg Siraj, the Board's employee representatives Harald Stjernström and Karl-Gunnar Sivertsson and the deputy employee representatives Bengt Göransson and Thomas Gustafsson, members of the Nomination Committee Trond Stabekk (Chair) and Anna Magnusson, Authorized Public Accountant Patrik Adolfson, CEO Tomas Carlsson and General Counsel Ann-Marie Hedbeck. (Board member Birgit Nørgaard and employee representative Karl-Johan Andersson were not in attendance.)

Item 1

The AGM was opened by the Chairman of the Board Alf Göransson.

Item 2

The AGM elected, in accordance with the Nomination Committee's proposal, Alf Göransson as the Chairman to preside over the Meeting.

The Chairman entrusted Ann-Marie Hedbeck, General Counsel of NCC AB, to be the secretary of the AGM and to take the minutes of the Meeting.

Item 3

The AGM resolved to approve the list prepared by Euroclear Sweden AB on behalf of the Company, *Appendix 1*, with the number of shares and voting rights specified therein as the list of shareholders entitled to vote at the Meeting.

Item 4

The AGM resolved to approve the agenda proposed in the notification convening the Meeting.

The opinions and statements by the Board and the Nomination Committee and other documents prior to the AGM, which have been available to shareholders in accordance with the Swedish Companies Act and Swedish Code of Corporate Governance, were presented.

Item 5

The AGM resolved that, in addition to the Chairman, today's minutes were to be verified by Jakob Nordmark, representing Livförsäkringsbolaget Skandia, ömsesidigt, and Fredrik Rylander, representing DNB Fonder and Odin Fonder.

Item 6

It was noted that the notification was published in *Post- och Inrikes Tidningar* and had been available on NCC's website since April 3, 2025. An announcement that the notice convening the AGM had been issued was also published in *Dagens Nyheter* and *Svenska Dagbladet* on the same date.

The AGM resolved that the AGM had been duly convened.

Item 7

The Chairman, also the Chairman of the Board, presented a report on the work of the Board during 2024.

The CEO subsequently issued a report on the performance of the NCC Group during 2024.

Item 8

During the Q&A session that followed, shareholders' questions were answered by the Chairman and the CEO.

Item 9

The Chairman confirmed that the Annual Report and Auditors' Report as well as the consolidated financial statements and the Auditors' Report on the consolidated financial statements had been presented.

Authorized Public Accountant Patrik Adolfson gave an account of the audit activities in 2024 and presented parts of the Auditors' Report.

Item 10

The AGM resolved to adopt the income statement and balance sheet and consolidated income statement and consolidated balance sheet for the 2024 fiscal year as included in the Annual Report.

Item 11

The AGM resolved that SEK 9.00 per share and an extra dividend of SEK 2.00 per share be paid to shareholders, and that the remainder be carried forward according to the Board's motion.

The AGM resolved that the dividend would be divided between two occasions and set May 9, 2025 as the record date for the first cash dividend, with the extra dividend included, of SEK 6.50 per share and November 7, 2025 as the record date for the second cash dividend of SEK 4.50 per share. Payment is expected to be made on May 14, 2025 and November 12, 2025, respectively.

Item 12

The AGM resolved to approve the Board of Directors' proposal for a remuneration report, pursuant to Chapter 8, Section 53a of the Swedish Companies Act, *Appendix 2*.

Item 13

The AGM resolved that the Board of Directors and the CEO be discharged from liability for their administration during the 2024 fiscal year.

It was noted that the CEO and Board members who attended the Meeting in their capacity as shareholder or proxy did not participate in passing this resolution.

Item 14

In accordance with the Nomination Committee's proposal, the AGM resolved that the Board is to consist of, in addition to the members and deputy members that the employees are entitled to appoint, seven members elected by the AGM.

Item 15

In accordance with the Nomination Committee's proposal, the AGM resolved that the members elected by the AGM be paid director fees in a total amount of SEK 4,983,500, distributed so that the Chairman of the Board receives SEK 1,661,300 and each other member elected by the AGM receive SEK 553,700.

In accordance with the Nomination Committee's proposal, the AGM also resolved that specific fees would be payable in an amount of SEK 180,000 to the Chairman of the Audit Committee and of SEK 130,000 to each member of the Audit Committee, that specific fees would be payable in an amount of SEK 129,500 to the Chairman of the Project Committee and of SEK 103,500 to the other member of the Project Committee, and that specific fees would be payable in an amount of SEK 103,500 to the Chairman of the Compensation and Competence Committee and of SEK 51,750 to each member of the Compensation and Competence Committee.

In accordance with the Nomination Committee's proposal, the AGM resolved that the auditor be remunerated in return for approved invoices.

Item 16

In accordance with the Nomination Committee's proposal, the Meeting elected the regular Board members Alf Göransson, Ida Aall Gram, Simon de Château, Cecilia Fasth, Mats Jönsson, Daniel Kjørberg Siraj and Birgit Nørgaard (all re-elections).

In accordance with the Nomination Committee's proposal, Alf Göransson was re-elected Chairman of the Board.

Item 17

In accordance with the Nomination Committee's proposal, the AGM resolved to elect the registered auditing firm Öhrlings PricewaterhouseCoopers AB (PwC) as Auditor of the Company until the close of the 2026 AGM. It was noted that PwC had appointed Patrik Adolfson as Auditor-in-Charge.

Item 18

The Chairman presented the Nomination Committee's proposal to elect as members of the Nomination Committee Trond Stabekk (OBOS), Anna Magnusson (Första AP-fonden) and Mattias Sjödin (Carnegie Fonder), with Trond Stabekk as Chairman of the Nomination Committee.

The AGM resolved in accordance with the Nomination Committee's proposal.

The AGM noted that the Chairman of the Board had been co-opted as a member of the Nomination Committee in accordance with the prevailing instructions for the Nomination Committee, although he is not entitled to vote.

Item 19

The AGM resolved to approve the guidelines for executive remuneration in accordance with the Board's motion, *Appendix 3*.

Item 20

The AGM resolved to approve items 20 A and 20 C, as set out in *Appendix 4*:

- (A) Introduction of a long-term performance-based incentive program (LTI 2025 share savings program),
- (C) Share swap agreement with a third party in connection with the LTI 2025 share savings program.

Item 21

The AGM resolved to approve transfer of own Series B shares to participants of LTI 2024 share savings program, as set out in *Appendix 5*.

The AGM noted that the resolution above was supported by shareholders representing at least nine-tenths of both the votes cast and the shares represented at the AGM.

Item 22

The AGM resolved to authorize the Board to repurchase own Series B shares in accordance with the Board's proposal in *Appendix 6*.

The AGM noted that the resolution was supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the AGM.

Item 23

The Chairman declared the AGM closed.

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Verified by:

Minutes:

Alf Göransson  
Chairman

Ann-Marie Hedbeck

Jakob Nordmark

Fredrik Rylander