

INSTRUCTIONS

Appendix 2 – Notice to attend the AGM on 27 April 2017

Proxy instructions / Postal vote

The annual general meeting of Nordic Waterproofing Holding A/S will be held on Thursday 27 April 2017 at 10:00 am CET at IVA Konferenscenter, Grev Turegatan 16 in Stockholm, Sweden.

Nomination of proxy and postal voting

If you do not wish to attend or are prevented from attending the general meeting, you may authorise a person as your proxy to represent you at the general meeting or submit a postal vote. Proxy nominations/instructions must be received by the company no later than **Friday 21 April 2017**. Postal votes must be received by the company no later than **Wednesday 26 April at 12 noon CET**.

Name and address:

ID number:

This form must be returned to:

Nordic Waterproofing Holding A/S,
Drottninggatan 11
SE-252 23 Helsingborg, Sweden

or

agm@nordicwaterproofing.com

ID number MUST be indicated to identify you as a shareholder.

Please note that the company cannot be held responsible for any delay in submitting the material.
This form must be received by the company no later than 21 April 2017 - however, for postal votes no later than 26 April 2017 at 12 noon CET - by returning the form by regular mail to Nordic Waterproofing Holding A/S, Drottninggatan 11, SE-252 21 Helsingborg, Sweden or by email (scanned copy) to **agm@nordicwaterproofing.com**.

PLEASE TICK ONE BOX ONLY:

I hereby give proxy to the chairman of the board of directors of Nordic Waterproofing Holding A/S, or a substitute duly appointed by him, to attend and vote on my/our behalf at the general meeting in accordance with the recommendations by the board of directors.

I hereby give proxy to:

Name and address (please use block letters)

to attend and vote on my/our behalf at the general meeting.

I request admission card for an advisor to my proxy holder:

Name and address (please use block letters)

Proxy instructions: In the table on the next page, I have indicated how I wish the chairman of the board of directors, or a substitute duly appointed by him, to vote on my behalf at the general meeting. Please note that this proxy will only be used if a vote is requested by a third party.

Voting by post: In the table on the next page, I have indicated how I wish to vote at the general meeting. Please note that postal votes cannot be withdrawn, and that they will also be cast in case of proposed amendments to the items on the agenda.

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PROXY INSTRUCTIONS / POSTAL VOTE

The annual general meeting of Nordic Waterproofing Holding A/S will be held on Thursday 27 April 2017 at 10:00 am CET at IVA Konferenscenter, Grev Turegatan 16 in Stockholm, Sweden.

Items on the agenda of the annual general meeting to be held on Thursday 27 April 2017 (short form, please refer to the notice for the complete agenda):	FOR	AGAINST	ABSTAIN	Recommendation by the Board
1. The board of directors' report				
2. Adoption of the annual report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	For
3. Appropriation of profit or settlement of loss	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	For
4. Resolution to grant discharge	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	For
5. Election of members of the board of directors				
a) Ulf Gundemark (chairman)	<input type="checkbox"/>		<input type="checkbox"/>	For
b) Holger Carsten Hansen	<input type="checkbox"/>		<input type="checkbox"/>	For
c) Povl Christian Lütken Frigast	<input type="checkbox"/>		<input type="checkbox"/>	For
d) Jørgen Jensen	<input type="checkbox"/>		<input type="checkbox"/>	For
e) Riitta Palomäki	<input type="checkbox"/>		<input type="checkbox"/>	For
f) Mats O. Paulsson	<input type="checkbox"/>		<input type="checkbox"/>	For
g) Kristina Willgård	<input type="checkbox"/>		<input type="checkbox"/>	For
6. Election of and remuneration for the auditor				
a) Pricewaterhouse-Coopers Statsautoriseret Revisionspartnerskab	<input type="checkbox"/>		<input type="checkbox"/>	For
b) Remuneration for the auditor	<input type="checkbox"/>		<input type="checkbox"/>	For
7. Proposals from the board of directors and shareholders, if any:				
1) Resolution to adopt general guidelines for incentive-based remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	For
2) Resolution to authorize the board of directors to acquire treasury shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	For
3) Resolution to authorize the board of directors to resolve to establish a Long Term Incentive Program 2017	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	For
4) Resolution to authorize the transfer of treasury shares to persons eligible to participate in the Long Term Incentive Program 2017	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	For
5) Resolution to approve the remuneration of the board of directors for the financial year 2017	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	For
6) Resolution to authorize the board of directors to increase the share capital of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	For
8. Authorization to the chairman of the general meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	For

If you have not nominated a proxy or failed to indicate that you wish to vote by post, but have otherwise properly completed the table above, your instructions will be treated as a postal vote.

Date

Signature

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