

Notice to attend extraordinary general meeting in Nordic Waterproofing Holding A/S

To the shareholders in Nordic Waterproofing Holding A/S, company registration (CVR) no. 33 39 53 61 (the "Company"), notice is hereby given of an extraordinary general meeting of the Company to be held on Thursday 15 October 2020 at 10.00 CEST at the Company's office at Rönnowsgatan 12 in Helsingborg, Sweden.

PROPOSED AGENDA

1. Proposal to approve completion of the cross-border merger between the Company and Nordic Waterproofing Holding AB
2. Proposal to authorise the chairman of the general meeting

PROPOSALS FOR RESOLUTIONS

Item 1. Proposal to approve completion of the cross-border down-stream merger between the Company and Nordic Waterproofing Holding AB

The board of directors proposes to approve completion of the cross-border down-stream merger between the Company as the discontinuing company and Nordic Waterproofing Holding AB as the continuing company in accordance with the joint merger plan, dated 11 September 2020, prepared jointly by the boards of directors of the Company and Nordic Waterproofing Holding AB which was made public by the Danish Business Authority on 11 September 2020.

The following documents have been made available for the shareholders of the Company on the webpage of the Company on 11 September 2020:

- The joint merger plan, dated 11 September 2020, prepared jointly by the boards of directors of the Company and Nordic Waterproofing Holding AB, including appendices in accordance with the following:
 - approved annual reports of the Company and Nordic Waterproofing Holding AB, respectively, for the past three financial years;
 - interim reports of the Company for the period 1 January – 30 June 2019 and 1 January – 30 June 2020;
 - articles of association of Nordic Waterproofing Holding AB;
 - a merger statement regarding the Company, dated 11 September 2020, prepared by the board of directors of the Company;
 - a report pursuant to Chapter 23, Section 10, second and third paragraphs of the Swedish Companies Act, prepared by the board of directors of Nordic Waterproofing Holding AB;

- the Company's audited interim balance sheet for the Company for the period 1 January – 30 June 2020;
- the valuation experts' statements on the merger plan including the consideration offered, and declaration on the creditors' position, dated 11 September 2020, prepared by Deloitte Statsautoriseret Revisionspartnerselskab; and
- auditor's statement from Deloitte AB.

Subject to certain conditions, a shareholder of the Company may be entitled to be redeemed by the Company in connection with completion of the merger accordance with section 286 and section 110 of Danish Companies Act. Shareholders wishing to be redeemed are requested to make a declaration to this effect at the general meeting before the voting procedure on the proposal to approve completion of the merger is initiated.

The redemption of a shareholder is conditional upon that (i) the shareholder has voted against the proposal to approve completion of the merger, (ii) the shareholder declare to the general meeting where the merger is approved that the he/she wishes to exercise the right to be redeemed after having been requested to do so before the voting procedure on the proposal to approve completion of the merger, and (iii) the shareholder no later than four (4) weeks after the general meeting makes a written demand to be redeemed.

The execution of the merger presupposes that the merger plan is adopted by the general meeting of both the Company and of Nordic Waterproofing Holding AB, respectively. A resolution by the general meeting of Nordic Waterproofing Holding AB to approve the merger plan will be conditional upon that not more than ten (10) per cent of the votes cast and the shares represented at the extraordinary general meeting in the Company oppose the merger and, in connection therewith, request redemption of shares at the extraordinary general meeting in the Company.

Item 2. Proposal to authorise the chairman of the general meeting

The board of directors proposes that the chairman of the general meeting be authorised, with right of substitution, to register the resolution adopted at the general meeting with the Danish Business Authority (Danish: Erhvervsstyrelsen) and to make such minor amendments or additions to these minutes as might be requested by the Danish Business Authority in order to carry out registration.

SHARE CAPITAL AND VOTING RIGHTS

The share capital of the Company amounts to nominally DKK 24,083,935, divided into shares of nominally DKK 1.00. Each share of nominally DKK 1.00 entitles the holder to one vote at the general meeting.

Total number of shares:	24,083,935
Total number of votes:	24,083,935

REGISTRATION DATE, ADMISSION CARDS, PROXY AND POSTAL VOTE

Registration date

The shareholders' right to attend and cast their votes at the Company's extraordinary general meeting is determined on the basis of the number of shares held by the shareholders on the date of registration. Only shareholders holding shares in the Company on the registration date are entitled to attend and vote at the general meeting.

The date of registration is Thursday 8 October 2020.

The number of shares held by each shareholder in the Company on the date of registration is calculated as of the expiry of the registration date. The calculation will be based on the registration of shares in the register of shareholders and such duly documented notifications to the Company regarding the acquisition of shares that have not yet been recorded in the register of shareholders but have been received by the Company before expiry of the registration date.

In order to be recorded in the register of shareholders, information about shareholdings must be substantiated by the presentation of a transcript from VP Securities A/S or other similar documentation that may not be more than one month old. Such documentation must be received by the Company before the expiry of the registration date.

Admission cards

A shareholder or proxy wishing to attend the general meeting must submit a request for an admission card so that it has been received by the Company no later than Friday 9 October 2020, at 11.59 pm CEST. Admission cards can be requested by submitting the request for admission card form by regular mail to Nordic Waterproofing Holding A/S, Rönnowsgatan 12, SE-252 25 Helsingborg, Sweden or by email (scanned copy) to egm@nordicwaterproofing.com. The request for admission card form is attached to this notice as Appendix 1 and is also available on the website of the Company, www.nordicwaterproofing.com. If an admission card has been lost or otherwise not received by a shareholder who has submitted a request, a new admission card can be obtained at the venue of the general meeting upon presentation of identification.

Proxy

A shareholder may be represented at the general meeting by proxy. The shareholder who elects to appoint a proxy must submit a proxy form so that it has been received by the Company no later than Friday 9 October 2020, at 11.59 pm CEST. The proxy form can be submitted by regular mail to Nordic Waterproofing Holding A/S, Rönnowsgatan 12, SE-252 25 Helsingborg, Sweden or by email (scanned copy) to egm@nordicwaterproofing.com. The proxy form is attached to this notice as Appendix 2 and is also available on the website of the Company, www.nordicwaterproofing.com.

Postal vote

A shareholder may vote by post before the general meeting is held. The shareholder who elects to vote by post must submit his/her postal vote so that it has been received by the Company no later Wednesday 14 October 2020, at 12 noon CEST. The postal vote can be submitted by regular mail to Nordic Waterproofing Holding A/S, Rönnowsgatan 12, SE-252 25 Helsingborg, Sweden or by email (scanned copy) to egm@nordicwaterproofing.com. The form to be used for voting by post is attached to this notice as Appendix 2 and is also available on the website of the Company, www.nordicwaterproofing.com. A vote by post that has been received by the Company cannot be revoked. A postal vote is also binding and cannot be withdrawn if the shareholder attends the general meeting.

Please note that letters may be in the mail for several days.

INFORMATION TO SHAREHOLDERS WHO HOLD THEIR SHARES THROUGH EUROCLEAR SWEDEN AB

The following information is to shareholders who hold their shares through Euroclear Sweden AB ("Euroclear Sweden").

In order to attend the general meeting and exercise your voting rights, you must register your voting rights in the register of shareholders kept by Euroclear Sweden (the "Register of Shareholders") and complete the admission card form (Appendix 1) in accordance with the instructions set out above.

If you want to exercise your voting right by proxy or by postal vote, you must also register your voting rights in the Register of Shareholders and complete the proxy or postal vote form (Appendix 2) in accordance with the instructions set out above.

Registration process for voting rights – Direct-registered holders:

Shareholders who hold their shares on an account directly with Euroclear Sweden, a CSD-account (Swedish: VP-konto) will automatically be included in the register of shareholders and do not have to perform any registration regarding voting rights.

Registration process for voting rights – Nominee-registered holders:

To be registered and entitled to vote at the general meeting, shareholders who hold shares via a nominee must act in accordance with the instructions set out below:

Nominee-registered shareholders must request the nominee to register their shares in their own name in the register of shareholders. The request for registration of voting rights shall be submitted to the nominee in sufficient time to allow the registration to be effective and completed at Euroclear Sweden on 8 October 2020. Such registration may be temporary.

PUBLICATION OF NOTICE

The agenda and the full text of the proposed resolutions are included in this notice.

This notice, including the agenda and all documents referred to in the agenda, the full text of the proposed resolutions, information about the total number of shares and votes on the date of the notice, the request for admission card form, the proxy form, and the form to be used for voting by post will be available on 14 September 2020 at www.nordicwaterproofing.com under "Corporate Governance".

MAJORITY REQUIREMENTS

The following requirements for adoption of the proposed resolutions must be fulfilled in order for the proposed resolutions to be considered adopted:

The proposed resolution under item 1 can be adopted by at least 2/3 of the votes cast as well as at least 2/3 of the share capital represented at the general meeting.

The proposed resolution under item 2 can be adopted by a simple majority of votes.

SHAREHOLDER QUESTIONS

The shareholders may submit questions in writing in relation to the agenda and the documents for the purpose of the extraordinary general meeting. Questions may be submitted by post or by email to egm@nordicwaterproofing.com. Questions will be answered in writing or orally at the extraordinary general meeting. Questions must be received by the Company by 11 October 2020 at the latest.

PROCESSING OF PERSONAL DATA

For information on how your personal data is processed in connection with the extraordinary general meeting, visit <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

Vejen, 14 September 2020

Board of directors of Nordic Waterproofing Holding A/S

For further information, please contact:

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Nordic Waterproofing in brief

Nordic Waterproofing is one of the leading providers in the waterproofing market in northern Europe. The Company provides high-quality products and solutions for waterproofing in Sweden, Finland, Denmark, Norway, Belgium, the Netherlands, Poland, the United Kingdom and Germany. Nordic Waterproofing also provides installation services through wholly-owned subsidiaries in Finland and through part-owned franchise companies in Denmark. The Company markets its products and solutions under more than ten brands, all with an extensive heritage, most of which are among the most established and well-recognized brands in waterproofing in their respective markets, such as Mataka, Trebolit, Phønix Tag Materialer, Kerabit, Nortett, SealEco, Distri Pond, SPT-Painting, Taasinge Elementer, RVT and Veg Tech. Nordic Waterproofing is listed in the Mid Cap segment on Nasdaq Stockholm with the stock ticker NWG.

For more information about Nordic Waterproofing, visit www.nordicwaterproofing.com