

Notice of Annual General Meeting in Nimbus Group AB (publ) 2026

Shareholders in Nimbus Group AB (publ) (the "**Company**"), reg. no. 556903-6568, are hereby invited to attend the Annual General Meeting on 19 May 2025 at 2 p.m. on the premises of the Company on Talattagatan 10, 426 76 Västra Frölunda, Sweden. Registration for the Meeting starts at 1:30 p.m. The Board of Directors has decided that shareholders may also be able to exercise their voting rights by post prior to the Meeting in accordance with the Company's Articles of Association.

Following the Annual General Meeting, the Company will arrange a product demonstration in proximity to the Meeting premises, which the shareholders are cordially invited to participate in.

Notification

Shareholders who wish to attend the Meeting:

- shall be recorded in the share register kept by Euroclear Sweden AB concerning the circumstances on 8 May 2026,
- and vote by post in accordance with the instructions under the heading "Postal voting" below or notify their attendance at the Meeting by no later than 12 May 2026.

The notification should be sent by post to Wigge & Partners Law KB, "Nimbus Group's Annual General Meeting 2026", Birger Jarlsgatan 25, 111 45 Stockholm, Sweden, or by e-mail to bolagsstamma@wiggepartners.se. The notification must state the name, date of birth, registration number, address, telephone number and number of assistants (maximum two), if any.

Nominee registered shares

Shareholders who have their shares registered by a nominee must, to attend the meeting, in addition to voting by post or notify their attendance to the meeting, have the shares registered in their own name so that the shareholders are included in the prepared share register as of 8 May 2026. Such registration may be temporary (so-called voting rights registration) and is requested from the nominee in accordance with the nominee's procedures at such time in advance as the nominee determines. Voting rights registrations made by the nominee no later than on 12 May 2026 will be taken into account in the preparation of the register of shareholders.

Postal voting

A special form must be used for postal voting. The postal voting form is available on the Company's website, <https://nimbusgroup.se/en/annual-general-meeting-2026/>, and at the Company's premises on Talattagatan 10, 426 76 Västra Frölunda, Sweden. The completed and signed form for postal voting must be sent by post to Wigge & Partners Law KB, "Nimbus Group's Annual General Meeting 2026", Birger Jarlsgatan 25, 111 45 Stockholm, or by e-mail to bolagsstamma@wiggepartners.se. The complete form must be received by Wigge & Partners no later than 12 May 2026. Shareholders who are natural persons may also vote by post electronically by verification with BankID via the Company's website no later than on 12 May 2026. The shareholder may not provide the postal vote with special instructions or conditions. If this is done, the entire postal vote is invalid. Additional instructions and conditions are provided in the form for postal voting.

Power of attorney

Shareholders represented by proxy must issue a written and dated power of attorney signed by the shareholder on behalf of the proxy. The power of attorney may not be older than one year, unless a longer period is specified in the power of attorney (maximum five years). The power of attorney is available on the Company's website, <https://nimbusgroup.se/en/annual-general-meeting-2026/>. If

the power of attorney is issued by a legal entity, the certificate of registration or an equivalent authorisation document must be attached. The power of attorney and any authorisation document must be sent to Wigge & Partners Law KB, "Nimbus Group's Annual General Meeting 2026", Birger Jarlsgatan 25, 111 45 Stockholm, or by e-mail to bolagsstamma@wiggepartners.se, no later than on 12 May 2026.

Shares and votes

As of the date of this notice, there are 42,631,182 shares and votes in the Company, none of which are held by the Company.

Information to shareholders

The Board of Directors and the Chief Executive Officer shall, if requested by a shareholder and if the Board of Directors considers that this can be done without material damage to the Company, provide information on circumstances which may affect the assessment of an item on the agenda and on circumstances which may affect the financial situation of the Company or its subsidiaries.

Proposed agenda

1. Opening of the Meeting
2. Election of Chairman for the Meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to approve the minutes
6. Determination of whether the Meeting has been duly convened
7. Presentation of
 - a. the annual accounts and the consolidated accounts for the financial year 2025
 - b. the auditor's report and the consolidated auditor's report for the financial year 2025
8. Presentation by the CEO, Johan Inden
9. Resolution on
 - a. approval of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet for the financial year 2025,
 - b. distribution of the Company's profit or loss in accordance with the approved balance sheet, and
 - c. discharge from liability for the Board of Directors and the CEO.
10. The Nomination Committees' presentation
11. Determination on the number of members of the Board of Directors and auditors
12. Determination on remuneration to the Board of Directors and the auditors
13. Election of the Board of Directors
14. Election of the Chairman of the Board of Directors
15. Election of audit firm or auditors
16. Resolution on an incentive programme for the executive management
17. Resolution on authorisation for the Board of Directors to resolve on acquisition and transfer of own shares
18. Resolution on authorisation for the Board of Directors to resolve on new share issues, with or without preferential rights for the shareholders of the Company
19. Conclusion of the Meeting

Proposals for resolution

2. Election of Chairman for the Meeting

The Nomination Committee proposes that Henrik Fritz is elected Chairman for the Meeting, or, if he is prevented from attending, the person designated by the Board.

9 b. Resolution on distribution of the Company's profit or loss in accordance with the approved balance sheet

The Board of Directors proposes that the Annual General Meeting resolves to pay no dividend for the financial year 2025 and that available earnings are rebalanced.

11. Determination on the number of members of the Board of Directors and auditors

The Nomination Committee proposes that the Board of Directors shall consist of six (6) members appointed by the Annual General Meeting without any deputy members and that one (1) registered audit firm without a deputy auditor should be elected.

12. Determination on remuneration to the Board of Directors and auditors

The Nomination Committee proposes, for the period up to the end of the next Annual General Meeting, compensation on an annual basis according to the following:

- 500,000 (500,000) SEK to the Chairman of the Board of Directors
- 300,000 (300,000) SEK to each of the other members of the Board of Directors
- 125,000 (125,000) SEK to the Chairman of the audit committee
- 50,000 (50,000) SEK to each of the other members of the audit committee
- 75,000 (75,000) SEK to the Chairman of the remuneration committee
- 50,000 (50,000) SEK to each of the other members of the remuneration committee

The Nomination Committee proposes that the remuneration to the auditor shall be paid against approved invoice.

13. Election of the Board of Directors

The Nomination Committee proposes, for the period up to the end of the next Annual General Meeting, re-election of Mats Engblom, Per Hesselmark, Eva Nilsagård, Gustav Lindner, Henrik Patek and new election of Otto Drakenberg as the Board of Directors.

Lars Hygrell and Johanna Lundberg have declined re-election.

Per Hesselmark, Gustav Lindner, Henrik Patek and Otto Drakenberg are not deemed independent in relation to the main shareholders of the Company. All members of the Board of Directors are deemed independent in relation to the Company and the executive management of the Company.

14. Election of the Chairman of the Board of Directors

The Nomination Committee proposes re-election of Mats Engblom as Chairman of the Board of Directors for the period up to the end of the next Annual General Meeting.

15. Election of audit firm or auditors

The Nomination Committee proposes re-election of the registered auditing firm Öhrlings PricewaterhouseCoopers AB, with Authorized Public Accountant Magnus Lagerberg as auditor-in-charge for the period up to the end of the next Annual General Meeting.

16. Resolution on an incentive programme for the executive management

The Board of Directors proposes that the Annual General Meeting resolves to adopt an incentive programme as set out below.

Proposal for resolution on long-term incentive programme

The Board of Directors of Nimbus Group AB (publ), reg. no. 556903-6568, ("**Nimbus Group**" or the "**Company**") proposes that the Annual General Meeting, in accordance with what is stated below, resolves on a long-term incentive programme for senior executives in the group in order to stimulate them to continued long-term commitment, continued good performance and to increase the group's attractiveness as an employer. The successful implementation of the Group's business strategy and the preservation of its long-term interests depend on the Group being able to retain the best talent and their loyalty, and on the Company's senior executives in the Group ("**Participants**") continuing to deliver good results and to perform at a very high level. The Board considers it important and in the interest of all shareholders that the Group Management has a long-term interest in the positive development of the Company's share price. In addition, the Board wishes to encourage Participants to make investments in the Company.

In light of the above, the Board of Directors proposes that the Annual General Meeting resolves to (a) introduce a long-term incentive programme ("**LTIP 2026/2029**") for Participants and (b) carry out a directed issue of a maximum of 729 381 warrants and approval of transfer.

a) Implementation of LTIP 2026/2029

The Board of Directors proposes that the Annual General Meeting resolves to implement a long-term incentive programme, LTIP 2026/2029, comprising a maximum of 555 000 share rights in the Company, according to the following main terms and conditions:

- Up to 12 senior executives of the Group will be offered participation in LTIP 2026/2029.
- The allotment of share rights requires that (i) the Participant's employment with Nimbus Group has not been terminated and (ii) that the Participant has entered into a separate agreement with Nimbus Group which, among other things, regulates what shall apply if the Participant's employment with Nimbus Group is later terminated (customary so-called good leaver/bad leaver terms).
- The share rights shall be granted to the Participant free of charge and will be granted on 30 June 2026. The Board of Directors may, however, extend the allocation period up to and including the time of the next Annual General Meeting.
- The maximum value of allotted share rights to which Participants are entitled is set out below. The calculation of the number of instruments that may be allocated has been based on the volume-weighted average share price for March 2026, which amounted to SEK 12.78. The number of allotted share rights is decided by the Board of Directors and is linked to the financial key ratio decided by the Board of Directors, EBITA for the year 2028. The key ratio is intended to relate to the Company's financial targets and reflect the Company's strategic long-term goals.

Category	Maximum allocation of share rights per Category	
Category 1 (maximum 12 Participants)	CEO and senior executives	10-100% of Annual Salary (555 000 share rights in total)

- Each share right entitles the Participant to be allotted, free of charge, one (1) share in Nimbus ("Performance Shares") as soon as practicable after the end of the programme period, provided that the conditions for receiving Performance Shares are met. Allocation of Performance Shares is made by the participant in the programme receiving warrants of series 2026/2029 free of charge, which are exchanged for shares in accordance with the terms and conditions hereof.
- The right to receive Performance Shares is non-transferable.
- Participation in the Programme presupposes that this can be done in accordance with the laws in force in the countries concerned and that, in the opinion of the Governing Board, such participation can be achieved with reasonable administrative costs and financial efforts.
- The number of Performance Shares shall be subject to customary recalculation as a result of interim share splits and reverse share splits, bonus issues, rights issues and/or other similar corporate events.
- The Board of Directors shall be responsible for the detailed design and management of LTIP 2026/2029 within the framework of the main terms and conditions set out above and shall also be authorised to make such minor adjustments to these terms and conditions as may be required for legal or administrative reasons. In addition, the Board of Directors shall be authorised to make adjustments to and deviations from the terms and conditions due to local rules in jurisdictions other than Sweden and prevailing market practice.

b) Directed issue of warrants

In order to ensure delivery of Performance Shares in LTIP 2026/2029, the Board of Directors proposes that the Annual General Meeting resolves to issue warrants on the following terms:

- The Company shall issue a maximum of 729 381 warrants of series 2026/2029 (the "**Warrants**"), of which a maximum of 555 000 warrants are intended to secure delivery of shares under LTIP 2026/2029 and a maximum of 174 381 warrants are intended to hedge the Company's exposure to social security contribution costs arising from the programme.
- The right to subscribe for the Warrants shall, with deviation from the shareholders' preferential rights, be granted to the Company's wholly owned subsidiary Nimbus Group Operations AB, reg. no. 556812-2104 ("**Nimbus Group Operations**").
- Oversubscription is not possible.
- The Warrants shall be subscribed for on a separate subscription list no later than 6 June 2026. The Board of Directors is entitled to extend the subscription period. The warrants are allotted free of charge.
- Each Warrant entitles the holder to subscribe for one (1) new share in the Company during the period 15 May 2029 to 15 July 2029. In the event that this period would fall during a so-called closed period or other similar period when there is insider information in the Company, the Board of Directors may decide to extend the period.
- The exercise price upon exercise of the Warrant shall be SEK 0.0556.
- Shares issued as a result of subscription carry the right to dividend for the first time on the record date for dividend that occurs immediately after registration of the new share issue with the Swedish Companies Registration Office and the shares have been entered in the share register maintained by Euroclear Sweden AB.
- The full terms and conditions of the Warrants are set out in the warrant terms. As stated therein, the subscription price, as well as the number of shares that the Warrants entitle to

subscribe for, may be recalculated in the event of a share split, bonus issue, new share issue and in certain other cases.

- The increase of the Company's share capital will, upon exercise of the Warrants, amount to a maximum of SEK 40 554 based on a quotient value of SEK 0.0556, however, subject to the increase that may be caused by a recalculation of the subscription price and the number of shares that each Warrant entitles to subscribe for may occur as a result of a share split, share issues, etc.
- The reason for the deviation from the shareholders' preferential rights is to enable the Company to transfer Performance Shares to the participants in LTIP 2026/2029.
- Upon full subscription with the support of all Warrants, a maximum of 729 381 new shares may be issued, which corresponds to a dilution of approximately one point seven (1.7) per cent of the total number of shares as well as of the total number of votes in the Company, however, subject to the increase that may be caused by the recalculation of the subscription price and the number of shares that each Warrant entitles to subscribe for may occur as a result of certain events set out in the terms and conditions of the Warrants. The dilution is calculated as the total number of new shares divided by the total number of shares after the increase in the number of shares and the total number of new votes divided by the total number of votes after the increase in the number of votes.
- The Board of Directors is authorised to make such minor adjustments to the Annual General Meeting's resolutions as may be required in connection with registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

Further information

Costs for the Company and effects on key figures

The Board of Directors estimates that LTIP 2026/2029 will result in costs partly in the form of accounting salary costs and partly in the form of social security contributions.

The accounting salary costs depend on the number of Performance Shares that are earned and are recognised as an expense and have a cash flow effect. Based on (i) the assumption that 100 per cent of the Performance Shares included in LTIP 2026/2029 will be allotted, meaning that 555 000 Performance Share rights will be earned and (ii) that the price of the company's share is SEK 20.00 when LTIP 2026/2029 is terminated, the accounting salary costs (including social security contributions) for the Performance Shares are estimated to amount to a total of approximately SEK 10.6 million during the period 2026-2029 based on the market value of the Performance Shares at the time of calculation. As LTIP 2026/2029 does not include any share price related performance criteria, the share rights are valued based on the market value of the share.

The costs of the programme depend in part on the share price at the time of the introduction of the programme. If the share price were to fall by 20 per cent, the related costs would fall accordingly.

The total costs for LTIP 2026/2029 will be distributed over the years 2026-2029. As all Performance Shares will vest in 2029, the costs will be distributed evenly over the period.

It should be noted that all calculations above are preliminary, based on assumptions and are only intended to provide an illustration of the costs that LTIP 2026/2029 may entail. Actual costs may therefore differ from those set out above.

Other than the costs of administration, implementation and evaluation of LTIP 2026/2029, no additional costs are expected to be incurred in connection with LTIP 2026/2029.

Hedging measures for LTIP 2026/2029

The Company's wholly-owned subsidiary Nimbus Group Operations has undertaken to ensure delivery of Performance Shares to the participants in LTIP 2026/2029 free of charge. The Company's wholly-owned subsidiary Nimbus Group Operations may thereby, in its own name, acquire and transfer shares to the participants in accordance with LTIP 2026/2029.

Other share-based incentive programs

The Company has three outstanding incentive programs, LTIP 2023/2026, LTIP 2024/2027 and LTIP 2025/2028. See the Company's annual report for further information.

Preparation of the proposal

The proposal has been prepared in consultation with the Remuneration Committee and external consultants and adopted by the Board of Directors. Neither the CEO, CFO nor any other person who may be covered by LTIP 2026/2029 has participated in the Board of Directors' preparation and resolution on the proposal.

17. Resolution on authorisation for the Board of Directors to resolve on acquisition and transfer of own shares

The Board of Directors proposes that the Annual General Meeting authorises the Board of Directors to decide on the acquisition and transfer of own shares on or outside Nasdaq Stockholm First North Growth Market or in accordance with an offer of acquisition made to all shareholders. The authorisation may be exercised on one or more occasions until the next Annual General Meeting. The authorisation is conditional upon acquisitions of own shares being permitted under the Swedish Companies Act at the time of the Board of Directors' resolution to acquire shares.

A maximum of so many shares may be acquired that the Company's holdings, including shares that have otherwise been acquired and held, will not exceed five per cent of all shares in the Company. Transfer in accordance with the authorisation may be made of all own shares held by the Company at the time of the Board of Directors' decision.

The purpose of the proposal is to give the Board of Directors increased scope for action and the opportunity to continuously adapt the Company's capital structure, thereby contributing to increased shareholder value and to capture attractive business opportunities by fully or partially financing corporate acquisitions with own shares and to secure undertakings and social security contributions under outstanding incentive programs.

18. Resolution on authorisation for the Board of Directors to resolve on new share issues, with or without preferential rights for the shareholders of the Company

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors, on one or more occasions, to decide on new share issues, with or without deviation from the preferential rights of the shareholders, for the period up to the end of the next Annual General Meeting.

The number of shares issued pursuant to the authorisation may not exceed an increase of ten (10) percent of the share capital based on the share capital of the Company at the time of the Annual General Meeting 2026.

Payment shall, in addition to cash payment, be made by way of contribution or set-off, or otherwise be provided with conditions. If the Board of Directors decides to issue new shares with deviation from the preferential rights of the shareholders, the reason for this shall be to provide the Company with new owners of strategic importance to the Company or to implement acquisition agreements, alternatively to procure capital for such acquisitions.

The Chairman of the Board of Directors and the Chief Executive Officer shall be authorised to make minor adjustments in the decisions above that may prove necessary in connection with a registration with the Swedish Companies Registration Office.

The Nomination Committee

The Nomination Committee consists of the Chairman Hans Ramel (R12 Kapital AB), Håkan Roos (RoosGruppen AB), Gustav Linder (Celox Holdign AB), as well as Mats Engblom (Chairman of the Board of Directors of the Company). The Nomination Committee consists of four Directors appointed annually and consists of one representative of each of the four largest shareholders as of the last banking day in August, in accordance with the Company's principles for appointing the Nomination Committee.

Majority rules

A resolution by the Annual General Meeting in accordance with items 17 and 18 require that it is supported by shareholders representing at least two thirds of the votes cast and shares represented at the Annual General Meeting.

A resolution by the Annual General Meeting in accordance with item 16 a requires that it is supported by at least half of the votes cast and shares represented at the Annual General Meeting. A resolution by the Annual General Meeting in accordance with item 16 b requires that it is supported by shareholders representing at least nine-tenths of the votes cast and shares represented at the Annual General Meeting.

Further information

The Board of Directors' complete proposals for resolution, the Nomination Committees' complete proposal for resolutions and reasoned opinion, the annual accounts and the auditor's report as well as the consolidated annual accounts and consolidated auditor's report are presented by making them available on the Company's website, <https://nimbusgroup.se/en/event/annual-general-meeting-2026/>, and at the Company's office at Talattagatan 10, in Västra Frölunda, Sweden. Copies of the above-mentioned documents will be sent immediately and free of charge, to shareholders who request it and provide their postal address. The Annual General Meeting share register is also available at the Company's office.

Processing of personal data

For information on how your personal data is processed, see <https://wiggepartners.se/en/privacy-policy/> and <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Gothenburg in April 2026
Nimbus Group AB (publ)
The Board of Directors