

**Proposal by the Board of Directors of Nobia AB (publ), reg. no. 556528-2752, regarding authorisation for the Board of Directors to acquire and sell treasury shares**

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**Acquisitions of treasury shares**

The Board of Directors of Nobia AB (publ) (“Nobia”) proposes that the Annual General Meeting authorises the Board of Directors to resolve to acquire treasury shares in accordance with the following.

1. Acquisitions may be made on Nasdaq Stockholm or in accordance with a tender offer to all Nobia shareholders.
2. Acquisitions of shares may not result in the total holding of treasury shares, at any time, exceeding ten (10) per cent of all shares in Nobia.
3. Acquisitions of shares on Nasdaq Stockholm may only be affected at a price within the currently effective registered price interval on Nasdaq Stockholm, meaning the price interval between the highest bid price and the lowest ask price.
4. Acquisitions in accordance with a tender offer according to 1 above shall be affected at a price corresponding to the lowest share price at the time of the offer with a maximum upward divergence of twenty (20) per cent.
5. The authorisation may be used on one or several occasions, but only until the 2020 Annual General Meeting.

The Board of Director’s report pursuant to Chapter 19 Section 22 of the Swedish Companies Act will be available at Nobia and on Nobia’s webpage, [www.nobia.com](http://www.nobia.com), at the latest three weeks prior to the Annual General Meeting and will be sent, free of charge, to shareholders who so request and inform the company of their address.

**Sales of treasury shares**

The Board also proposes that the Annual General Meeting authorises the Board of Directors to resolve to sell treasury shares in accordance with the following.

1. Sales of shares may only take place outside Nasdaq Stockholm, with or without deviation from the shareholders’ preferential rights and with or without payment in kind or payment by way of set-off. Such sales may be made at a price in cash or value for obtained property corresponding to the price for the sold Nobia shares at the time of the sale, with a divergence found reasonable by the Board of Directors.
2. The number of shares that may be sold should not amount to more than ten (10) per cent of the total number of shares in Nobia.
3. Sales in connection with company acquisitions may be made at a market value as decided by the Board of Directors.
4. The authorisation may be used on one or more occasions, but only until the 2020 Annual General Meeting.

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The purpose of the abovementioned authorisations to acquire and sell treasury shares is to finance the acquisition of operations through payment with treasury shares and to continuously be able to adapt Nobia’s capital structure and thereby contribute to an increase in value for shareholders and enable the assurance of costs and delivery in connection with the Nobia Group’s long-term performance share plans.

The possibility to deviate from the shareholders’ preferential rights at sales of treasury shares is justified by the fact that such sales may be made with greater speed, flexibility and are more cost-effective than a sale to all shareholders. The company cannot provide shareholders the possibility to exercise any preferential right if the company’s treasury shares are used with the purpose of enabling financing company acquisitions or as a part of the execution of the Group’s long-term performance share plans.

**Report by the Board of Directors of Nobia AB (publ), reg. no. 556528-2752, pursuant to Chapter 19 Section 22 of the Swedish Companies Act**

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**Nobia's and the Nobia Group's financial position**

Nobia AB (publ)'s ("Nobia") and the Nobia Group's financial position as of 31 December 2018 is presented in the annual report for the financial year 2018. Furthermore, the principles applied for valuation of assets, provisions and debt are also presented in the annual report. The proposal on authorisation for the Board of Directors regarding acquisition of treasury shares amounts to a maximum of ten (10) per cent of all shares in Nobia.

**The justification of the authorisation**

With reference to the abovementioned and what has otherwise come to the knowledge of the Board of Directors, the Board of Directors' assessment is that the proposed authorisation is justifiable with reference to requirements on the amount of Nobia's and the Group's equity in light of the nature, scope and risks associated with the business; and Nobia's and the Group's consolidation requirements, liquidity and financial position in general.

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Board of Directors in April 2019