**DRAFT RESOLUTIONS OF THE EXTRAORDINARY GENERAL MEETING OF NORDIC FIBREBOARD AS TO BE HELD ON THE 1st OF September 2025**

1. **Merger of Nordic Fibreboard AS and Pärnu Riverside Development OÜ**

Supervisory Board’s proposal: Approve the merger agreement (Annex 1) signed between the Company and Pärnu Riverside Development OÜ, and carry out the merger under the terms set forth in the merger agreement, whereby the Company will be the acquiring company and Pärnu Riverside Development OÜ will be the acquired company. The share capital of the Company will not be increased during the merger. As a result of the merger, Pärnu Riverside Development OÜ will cease to exist, and the Company will become its legal successor.

In accordance with § 393 section 2 of the Commercial Code no merger report will be prepared.

In accordance with § 394 section 2 the merger agreement does not need to be audited.

1. **Conditional increase of Nordic Fibreboard AS share capital for the purpose of public offering of shares**

Supervisory Board’s proposal: Conditionally increase the Company’s share capital by 400,000 euros, with the new conditional size of the share capital being 849,906.1 euros. The purpose of the conditional increase is to arrange a public offering of the Company’s shares and list them on the secondary list of the Nasdaq Tallinn Stock Exchange. The public offering of shares will be organized by the Management Board of the Company. The Management Board is authorized to determine the terms of the public offering of shares not defined in this resolution. The number of new shares to be issued will be decided by the Management Board, up to the conditional share capital limit. Participation in the conditional increase is limited only to existing shareholders of the Company, who will have preemptive subscription rights in proportion to their shareholding. The list of shareholders entitled to use the preemptive right will be determined as of the end of the business day on 15 September 2025 in the Nasdaq CSD settlement system. The issue price of the shares is 0.50 euros per share, of which 0.10 euros is the nominal value and 0.40 euros is the premium. The issue price of the shares has been determined based on the company's difficult financial situation and liquidity problems, which are due to the fact that the market has not recovered to the extent expected and the company needs to make necessary investments to continue production. The subscription and payment period for the shares is from 12 September to 26 September 2025. Payment for the new shares will be made in cash. The new shares will be allocated according to subscription orders but not exceeding the preemptive rights of the respective subscriber. Any excess subscribed shares will be allocated proportionally among the subscribers based on their preemptive rights (but not exceeding the number of shares subscribed by the person). If the total subscriptions exceed the number of shares intended for issuance, the final allocation of shares will be decided by the Supervisory Board of the Company. If not all new shares are subscribed during the subscription period, the Management Board may extend the subscription period or cancel the unsubscribed shares. The newly issued shares will be entitled to dividends starting from the financial year 2025.

1. **Admission of Nordic Fibreboard AS new shares to trading on the additional list of Nasdaq Tallinn Stock Exchange**

Supervisory Board’s proposal: Apply for the admission of the new shares of the Company to trading on the additional list of Nasdaq Tallinn Stock Exchange.