



# Annual General Meeting 2026

March 19, 2026

**NILFISK**

# Nilfisk Annual General Meeting 2026

## Agenda

- 1** Report by the Board of Directors on the Company's activities in 2025
- 2** **Presentation of the audited Annual Report**, containing the annual and consolidated accounts, the statements of the Management and Board of Directors, the auditor's report, and reviews for the year
- 3** Adoption of the audited Annual Report
- 4** Proposal by the Board of Directors for the distribution of profits
- 5** Resolution regarding discharge of Management and Board of Directors from their liabilities
- 6** Adoption of the Remuneration Report
- 7** Remuneration of the Board of Directors
- 8** Election of Board members
- 9** Election of one or more public accountants
- 10** Proposals from the Board of Directors and the shareholders
- 11** Any other business

# Agenda item 1

- 1** Report by the Board of Directors on the Company's activities in 2025
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- 8 Election of Board members
- 9 Election of one or more public accountants
- 10 **Proposals from the Board of Directors and the shareholders**
  - a) The Board of Directors proposes that the general meeting approves an updated remuneration policy
  - b) The Board of Directors proposes to amend and extend the current authorization to issue new shares (with and without pre-emptive right for the existing shareholders) in Article 3 of the Articles of Association
  - c) The Board of Directors proposes to cancel the current authorization to issue warrants in Article 4 of the Articles of Association
  - d) The Board of Directors proposes to amend and extend the current authorization to raise convertible loans in Article 5 of the Articles of Association
- 11 Any other business

# The work of the Board of Directors

## Meetings in 2025

Board and committee	Members	Number of meetings
Board of Directors	Peter Nilsson (Chair), René Svendsen-Tune <sup>1</sup> , Are Dragesund (Deputy Chair) <sup>2</sup> , Franck Falezan <sup>3</sup> , Bengt Thorsson, Ole Kristian Jødahl <sup>4</sup> , Viveka Ekberg, Gerner Raj Andersen, Marcus Faber Kappendrup, Nadia Roya Damiri <sup>5</sup> , Claus Dalmose <sup>6</sup> , Wannie Hansen <sup>7</sup> , Alexander Kjær Rasmussen <sup>8</sup>	10
Audit Committee	Bengt Thorsson, Viveka Ekberg	5
Remuneration Committee	Peter Nilsson, Are Dragesund <sup>2</sup> , Ole Kristian Jødahl <sup>4</sup>	4
Nomination Committee	Peter Nilsson, Are Dragesund <sup>2</sup>	2

1 Member and Deputy Chair of the Board of Directors, and member of the Nomination Committee until March 19, 2025.

2 Member of the Remuneration Committee until March 19, 2025. Deputy Chair and member of the Nomination Committee since March 19, 2025.

3 Member of the Nomination Committee until March 19, 2025.

4 Member of the Remuneration Committee since March 19, 2025.

5 Member of the Board of Directors until October 9, 2025.

6 Member of the Board of Directors until September 23, 2025.

7 Member of the Board of Directors since September 23, 2025

8 Member of the Board of Directors since October 9, 2025.

# Board of Directors

## Proposed re-elected

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Peter Nilsson



Are Dragesund



Franck Falezan



Bengt Thorsson



Viveka Ekberg

## Not up for re-election

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Ole Kristian Jødahl



Gerner Raj Andersen



Marcus Faber  
Kappendrup




Mads Keller

Newly elected Board members elected by the employees (enter the Board after the Annual General Meeting on March 19, 2026)

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# Agenda item 2, 3, and 4

- 1 Report by the Board of Directors on the Company's activities in 2024
- 2 Presentation of the audited Annual Report**, containing the annual and consolidated accounts, the statements of the Management and Board of Directors, the auditor's report, and reviews for the year
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A year of focused execution

# FY 2025: Growth in EMEA and APAC

996.3 mEUR  
Revenue

0.2%  
Organic growth

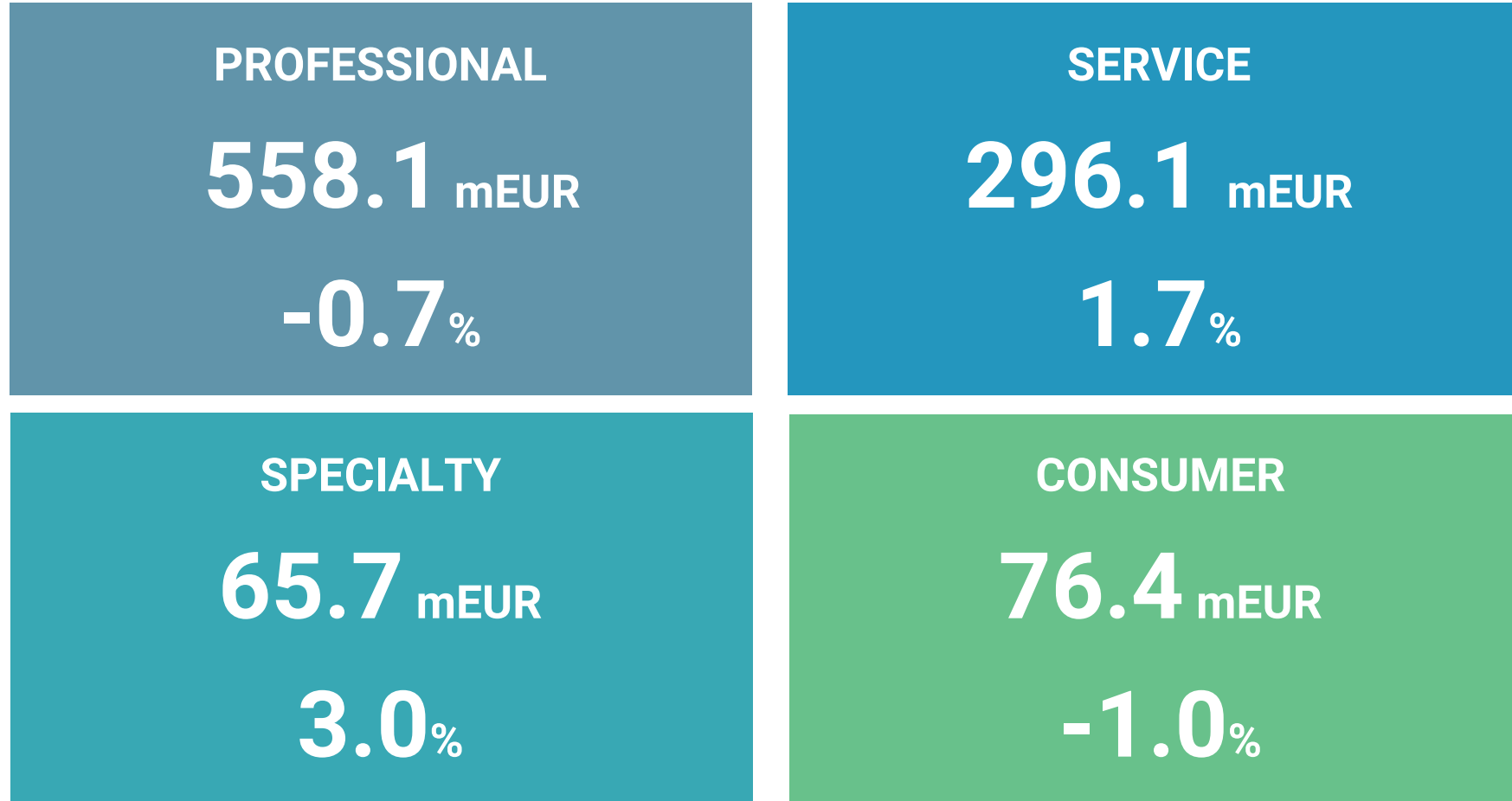
42.0%  
Gross margin

13.0%  
EBITDA margin (bsi)



# Progress across most business areas offset volatile Consumer demand

Revenue (mEUR), organic revenue growth (%)

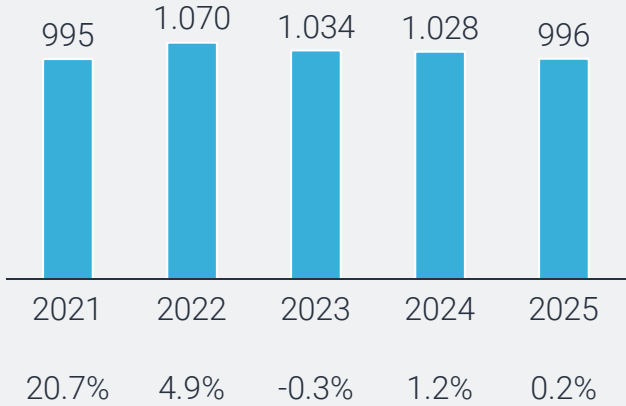


# Consistent performance in EMEA and APAC partially offset by backlog effects in the Americas

Revenue (mEUR), organic revenue growth (%)

0.2%

Organic revenue growth 2025



**Americas region**  
**301.3 mEUR**  
**-4.9%**

**EMEA region**  
**620.6 mEUR**  
**2.3%**

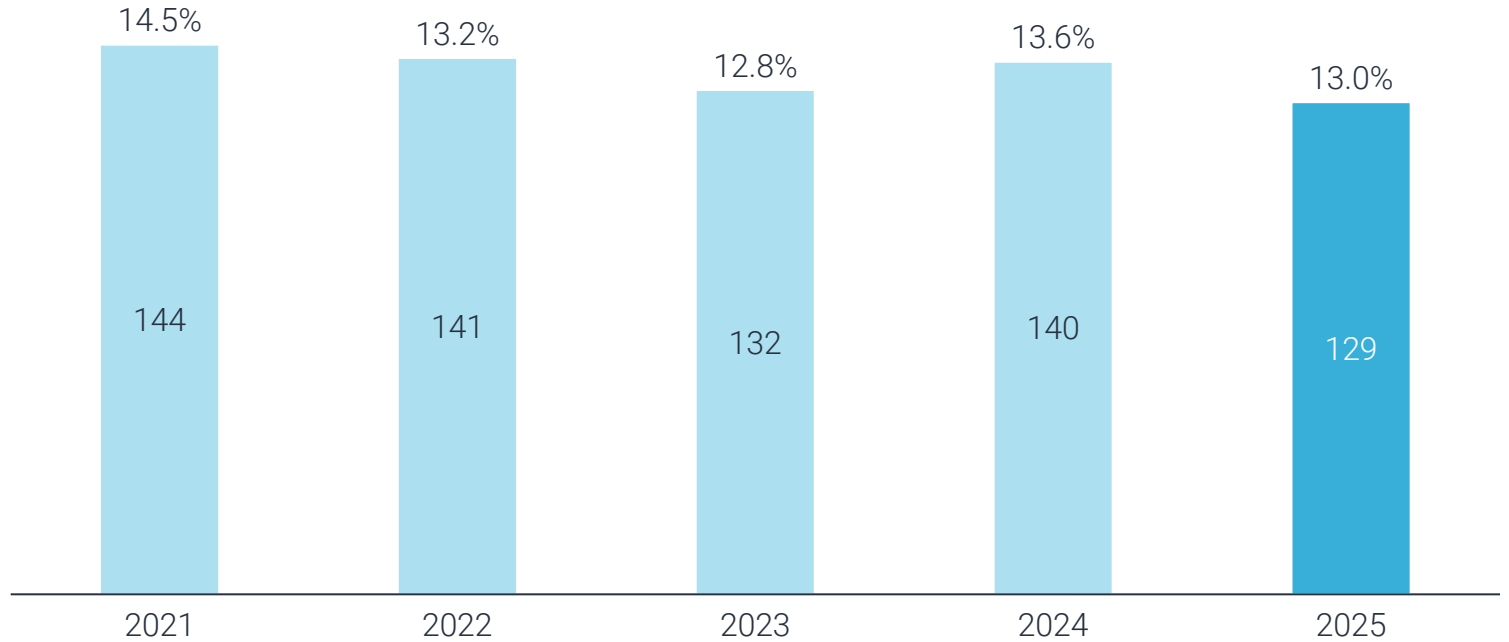
**APAC region**  
**74.4 mEUR**  
**3.9%**

# EBITDA margin bsi in line with the updated guidance outlook

EBITDA bsi (mEUR), EBITDA margin bsi (%)

13.0%

EBITDA margin bsi 2025



\* In 2025 share of profit from associates has been reclassified to be included within operating profit. The 2024 figure has been restated, however figures from 2021-2023 have not been restated.

# Progress on strategic roadmap during 2025

	Improve competitive position in North America	Enhance the operating model	Execute structural efficiency improvements
Progress in 2025	<ul style="list-style-type: none"><li>✓ Improved the growth profile in North America</li><li>✓ Restructured the operational footprint, including consolidation of manufacturing in Mexico</li><li>✓ Strengthened US commercial execution, increasing sales focus and delivery performance</li><li>✓ Reduced backlog effects and improved delivery performance over the year</li><li>✓ Advanced portfolio and operational actions to address continued soft demand</li></ul>	<ul style="list-style-type: none"><li>✓ Implemented a simpler operating model with clear ownership and accountability</li><li>✓ Strengthened regional ownership and execution across functions</li><li>✓ Shifted decision-making closer to customers through decentralization</li><li>✓ Improved the ability to tailor value propositions and manage performance locally</li></ul>	<ul style="list-style-type: none"><li>✓ Delivered targeted overhead cost savings and workforce reductions</li><li>✓ Optimized the production footprint through consolidations in Hungary and Mexico</li><li>✓ Advanced supply chain optimization to improve resilience and efficiency</li><li>✓ Completed the divestment of the US high-pressure washer business</li><li>✓ Strengthened working capital discipline and cash generation</li></ul>

# Outlook for 2026



**-1% - 2%**

Organic revenue  
growth



**7% - 9%**

EBIT margin  
before special items

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# Agenda item 5

**5**

**Resolution regarding discharge of Management and Board of Directors from their liabilities**

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# Agenda item 6

## 6

### Adoption of the Remuneration Report

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**CEO:** Overview of full year remuneration for CEO Jon Sintorn

**CFO:** Carl Bandhold started as CFO March 24, 2025, shown compensation elements are from March 24 and forward

**Former CFO:** Reinhard Mayer held the position as CFO until March 18, 2025. Remuneration including settlement included in the report.

**Short-term incentives** for 2025 saw an increase compared to 2024. Payout percentage was 54.1% out of 100%

#### LTI 2022: PSP Program

- Program did meet vesting criteria for the scope 3 Co2 reduction. Hence, the program vested with 20%

#### LTI 2025: PSP Program (vesting in 2028)

- For PSP award, Nilfisk made a total award of 139,122 contingent performance shares to members of the Executive Management Board and the Nilfisk Leadership Team\*.

#### LTI 2025: MIP

- During 2025 385,320 warrants have been awarded, and 80,012 warrants lapsed.

\* Only members of the Nilfisk Leadership Team End of year are included

# Agenda item 7

## 7

### Remuneration of BoD

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- **Members of the Board of Directors shall be remunerated as follows:**

- The Board of Directors proposes to maintain the same level of remuneration for the Board of Directors in 2026 as in 2025 and thus that each ordinary member of the Board of Directors shall receive a base fee of DKK 375.000.
- It is further proposed that the Chair shall continue to receive 3 times the base fee and the Deputy Chair shall continue to receive 2 times the base fee.

- **Further, work in Board Committees shall be remunerated as follows:**

- The Chair of the Audit Committee receives 2/3 of the base fee;
- The other member of the Audit Committee receives 1/3 of the base fee;
- The Chairs of the Remuneration Committee and the Nomination Committee each receive 1/3 of the base fee;
- The other members of the Remuneration Committee and the Nomination Committee each receive DKK 100,000

# Agenda item 8

## 8

### Election of Board members

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- The Board of Directors proposes re-election for a one-year term of the shareholder elected board members Peter Nilsson, Are Dragesund, Franck Falezan, Bengt Thorsson, and Viveka Ekberg.
- Ole Kristian Jødahl has decided to step down from the Board of Directors at the Annual General Meeting when his election period expires and will consequently not be up for re-election.
- Are Dragesund and Franck Falezan are considered non-independent due to their affiliation with Ferd AS and PrimeStone Capital LLP, respectively. The rest of the nominated candidates are considered independent.
- A description of the background and other executive functions (CVs) held by the persons up for election is attached and is available on the Company's website, [www.nilfisk.com](http://www.nilfisk.com).

# Board of Directors

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Peter Nilsson



Are Dragesund



Franck Falezan



Bengt Thorsson



Viveka Ekberg

## Not up for re-election

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Ole Kristian Jødahl



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# Agenda item 9

## 9

### Election of one or more public accountants

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- The Board of Directors proposes that Deloitte Statsautoriseret Revisionspartnerselskab, CVR-no. 33 96 35 56, is re-elected as the Company's auditor in accordance with the Audit Committee's recommendation.
- The Board of Directors further propose that Deloitte Statsautoriseret Revisionspartnerselskab, CVR-no. 33 96 35 56, is re-elected as the Company's auditor for sustainability purposes in accordance with the Audit Committee's recommendation.
- The Audit Committee is not influenced by any third parties and has not been subject to any agreement which limits the General Meeting's choice of auditor to certain auditors or audit firms.

# Agenda item 10(a)

**10**

## **Proposals from the Board of Directors and the shareholders**

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- No proposals have been submitted by the Board of Directors or the shareholders.

# Agenda item 11

**11**

**Any other business**

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Thank you