

Notice of annual general meeting in Fasadgruppen Group AB (publ)

Fasadgruppen Group AB (publ), 559158-4122, holds its annual general meeting on Thursday 21 May 2026 at 13:00 pm (CEST) at Uggelviksgatan 2A in Stockholm. The entrance opens and the registration starts at 12:30 pm (CEST).

The board of directors has decided that shareholders prior to the general meeting shall have the right to exercise their voting rights by postal voting. Consequently, shareholders may choose to exercise their voting rights at the annual general meeting by attending in person, through a proxy or by postal voting.

Vote at the annual general meeting

Those who wish to exercise their voting rights at the annual general meeting shall:

- be entered as a shareholder in the share register kept by Euroclear Sweden AB on Tuesday 12 May 2026 or, if the shares are registered in the name of a nominee, request that the nominee registers the shares in the shareholder's own name for voting purposes in such time that the registration is completed by Friday 15 May 2026, and
- give notice of attendance at the annual general meeting in accordance with the instructions set out in the section "*Notice of attendance for participating in person or through a proxy*" or submit a postal vote in accordance with the instructions set out under the heading "*Instructions for voting by post*" no later than Friday 15 May 2026.

Notice of attendance for participating in person or through a proxy

Those who wish to participate at the annual general meeting in person or through a proxy shall give notice of attendance no later than Friday 15 May 2026 either:

- through a digital form available on the company's website, <https://corporate.fasadgruppen.se> (applicable only to natural persons),
- by post to Fasadgruppen Group AB (publ), Lilla Bantorget 11, SE-111 23 Stockholm (Att. "Annual general meeting 2026").

The notice of attendance shall state name or company name, date of birth or corporate identification number, address, telephone number and, where relevant, the number of accompanying advisors (not more than two).

Those who do not wish to attend the annual general meeting in person or exercise their voting rights by postal voting may exercise their voting rights at the annual general meeting through a proxy in possession of a written, signed and dated proxy form. A proxy form issued by a legal entity must be accompanied by a copy of a certificate of registration or a corresponding document of authority for the legal entity.

To facilitate the entrance at the annual general meeting, proxy forms, certificates of registration and other documents of authority should be submitted to the company at Fasadgruppen Group AB (publ), Lilla Bantorget 11, SE-111 23 Stockholm (Att. "Annual general meeting 2026") well in advance prior to the annual general meeting and no later than Friday 15 May 2026.

Please note that notice of attendance must be given even if a shareholder wishes to exercise its rights at the annual general meeting through a proxy. A submitted proxy form does not count as a notice of attendance.

A proxy form is available on the company's website, <https://corporate.fasadgruppen.se>.

Instructions for voting by post

Shareholders who wish to exercise their right to vote at the annual general meeting by submitting a postal vote shall use the digital postal voting form and follow the instructions that are available on the company's website, <https://corporate.fasadgruppen.se>. The postal vote must be received by the company no later than Friday 15 May 2026.

If a postal vote is submitted by proxy, a written and dated power of attorney shall be enclosed with the digital postal voting form. A proxy form is available upon request and is also available on the company's website, <https://corporate.fasadgruppen.se>. If the proxy is issued by a legal entity, a certificate of registration or other corresponding authorisation document shall be enclosed with the postal voting form.

The service for digital postal voting is provided by Poströsta.se (www.postrosta.se). Shareholders with questions regarding the digital postal voting form may contact support@postrosta.se.

Those who wish to withdraw a submitted postal vote and instead exercise their voting rights by participating at the annual general meeting in person or through a proxy must give notice thereof to the general meeting's secretariat prior to the opening of the annual general meeting.

Proposed agenda

1. Election of a chairman of the meeting
2. Preparation and approval of the voting register
3. Approval of the agenda
4. Election of one or two persons to attest the minutes
5. Determination of whether the meeting was duly convened
6. Submission of the annual report and the auditor's report, the consolidated financial statements and the auditor's report for the group as well as the remuneration report and the auditor's statement on compliance with the remuneration guidelines

7. Resolution on:

- (a) adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet
 - (b) allocation of the company's profit according to the adopted balance sheet
 - (c) discharge from liability for the board members and the CEO
 - (d) approval of the remuneration report
8. Determination of the number of members of the board of directors
9. Determination of fees for the board of directors
10. (a)-(i) Election of the board of directors, the chairman of the board of directors and the deputy chairman of the board of directors
11. Determination of fees for the auditor
12. Election of the auditor
13. Resolution on implementation of a long-term incentive programme consisting of hurdle shares
14. Resolution on authorisation for the board of directors to resolve on issuances of shares
15. Resolution on authorisation for the board of directors to resolve on acquisitions and transfers of treasury shares
16. Closing of the meeting

PROPOSED RESOLUTIONS

Item 1: Election of a chairman of the meeting

The nomination committee proposes that Daniel Sveen, member of the Swedish Bar Association (Sw. *Advokatsamfundet*), shall be elected as chairman of the meeting.

Item 7(b): Resolution on allocation of the company's profit according to the adopted balance sheet

The board of directors proposes that no dividend shall be paid for the financial year 2025 and that the funds at the disposal of the general meeting shall be carried forward.

Item 8: Determination of the number of members of the board of directors

The nomination committee proposes that the number of board members elected by the annual general meeting shall be seven without deputies.

Item 9: Determination of fees for the board of directors

The nomination committee proposes that the following fees are paid to the board members for the period until the next annual general meeting:

- SEK 570,000 to the chairman of the board of directors
- SEK 400,000 to the deputy chairman of the board of directors

- SEK 280,000 to each of the other board members elected by the annual general meeting
- SEK 88,000 to the chairman of the board of directors' audit committee
- SEK 33,000 to each of the other members of the board of directors' audit committee
- SEK 54,000 to the chairman of the board of directors' remuneration committee
- SEK 26,000 to each of the other members of the board of directors' remuneration committee

The nomination committee has informed the company that the nomination committee wishes that the board of directors introduces a policy requiring that a board member who does not already hold such a shareholding in the company is expected to, over a five-year period, acquire a shareholding in the company with a total market value corresponding to at least one year's board fee (before tax but excluding any fees for committee work). The board of directors has confirmed that it intends to introduce such a policy following the annual general meeting.

Item 10: Election of the board of directors, the chairman of the board of directors and the deputy chairman of the board of directors

The nomination committee proposes that the following persons are elected as board members, chairman of the board of directors and deputy chairman of the board of directors for the period until the close of the next annual general meeting:

Board members

- a) Tomas Ståhl (re-election)
- b) Gunilla Öhman (re-election)
- c) Christina Lindbäck (re-election)
- d) Mats Karlsson (re-election)
- e) Magnus Meyer (re-election)
- f) Mikael Karlsson (re-election)
- g) Mikael Matts (re-election)

Deputy chairman of the board of directors (newly established position)

- h) Magnus Meyer (new election)

Chairman of the board of directors

- i) Mikael Karlsson (re-election)

The nomination committee's complete proposal, including a presentation of the proposed board members and an assessment of their independence in relation to the company, the senior management and major shareholders, is available on the company's website, <https://corporate.fasadgruppen.se>.

Item 11: Determination of fees for the auditor

The nomination committee proposes that the fees to the auditor are paid in accordance with approved invoice.

Item 12: Election of the auditor

The nomination committee proposes that the company shall have one auditor without deputies and that Deloitte AB is re-elected as auditor for the period until the close of the next annual general meeting.

Item 13: Resolution on implementation of a long-term incentive programme consisting of hurdle shares

The board of directors proposes that the annual general meeting resolves on the implementation of a long-term incentive programme for employees in the group based on C1 shares (“**LTIP 2026/2029**”), amendment of the articles of association and a directed issue of C1 shares in accordance with items (a)-(c) below.

(a) Implementation of a long-term incentive programme based on C1 shares**LTIP 2026/2029 in brief**

LTIP 2026/2029 comprises up to 120 participants and up to 1,331,000 newly established convertible and redeemable C1 shares.

C1 shares are unlisted so-called “hurdle shares”. The hurdle shares may be converted into listed ordinary shares in the company in accordance with certain conditions linked to the share price of the company’s ordinary share on Nasdaq Stockholm exceeding a predetermined hurdle price at the end of the incentive programme. If the share price does not exceed the hurdle price, no conversion into ordinary shares will take place and outstanding C1 shares will be redeemed without consideration.

The reason for the programme is to create conditions for retaining and recruiting competent personnel to the group, to increase the motivation amongst the participants, increase their loyalty to the company and align their interests with that of the company’s shareholders as well as to promote an individual shareholding in the company and thereby promote shareholder value and the long-term value growth of the company.

Key terms

1. C1 shares, which is a new convertible and redeemable share class, shall be introduced in the company’s articles of association and issued to the participants in the programme.

2. The “**Start Price**” for the programme shall be the latest closing price of the company’s ordinary share on Nasdaq Stockholm when the participant subscribes for its C1 shares, which is preliminarily expected to be the closing price on 29 May 2026. The “**Hurdle Price**” for the programme shall be the price corresponding to 125 per cent of the Start Price. The “**Final Price**” for the programme shall be the volume-weighted average price of the company’s ordinary share on Nasdaq Stockholm during five trading days immediately preceding the day falling three years after the day on which the participant subscribed for its C1 shares, which is preliminarily expected to be 24–30 May 2029. Regardless of what the volume-weighted average price actually amounts to, the Final Price shall, however, be limited to a maximum of 250 per cent of the Start Price.
3. If the Final Price exceeds the Hurdle Price, the participant shall, through conversion of C1 shares, receive such number of ordinary shares that corresponds to the difference in value between the Final Price and the Hurdle Price, calculated in accordance with the conversion provision that the board of directors proposes to be introduced in the company’s articles of association pursuant to item (b) below. If the Final Price is lower than the Hurdle Price, no conversion of C1 shares into ordinary shares shall take place. The C1 shares that are not converted into ordinary shares shall instead be redeemed in accordance with the redemption provision that the board of directors proposes to be introduced in the company’s articles of association pursuant to item (b) below.
4. Participation in the programme shall require that the participant has entered into an agreement with the company which shall contain, *inter alia*, certain restrictions on the participant’s ability to transfer C1 shares and obligations to request that the company redeems certain or all of the participant’s C1 shares (for example in the event that the participant’s employment in the group is terminated). The board of directors shall be authorised to determine the detailed terms and conditions of this agreement.
5. The subscription price for the C1 shares that the participants shall pay to the company to participate in the programme shall correspond to the market value of the C1 shares. The valuation of the C1 shares shall be made by PwC in connection with the participants’ subscription of the C1 shares.
6. C1 shares shall carry one-tenth of a vote at general meetings of the company but shall not carry rights to any dividends during the term of the programme.

Preliminary subscription price and valuation

According to a preliminary valuation made by PwC in accordance with the Black & Scholes valuation model, the subscription price for each C1 share shall amount to SEK 2.53.

The preliminary valuation is based on the assumption that the share price of the company's ordinary share on Nasdaq Stockholm amounts to SEK 21.65 at the start of the incentive programme and that the hurdle price amounts to SEK 27.06 (corresponding to 125 per cent of the preliminary start price) and that the final price is limited to SEK 54.13 (corresponding to 250 per cent of the preliminary start price) as well as assumptions regarding the variables risk-free interest rate, expected future volatility in the ordinary share, time until a potential conversion of C1 shares into ordinary shares and illiquidity in the C1 shares.

The final subscription price will be determined by PwC in accordance with the Black & Scholes valuation model in connection with the participants' subscription of the C1 shares.

Number of C1 shares per participant

The programme shall comprise not more than 1,331,000 C1 shares and up to 120 employees in the group may participate in the programme.

The right to participate in the programme and the allocation of C1 shares between the participants shall be determined by the board of directors in accordance with the following principles.

1. The participants in the programme shall be divided into three groups: group 1, group 2 and group 3. Group 1 shall consist of the CEO. Group 2 shall consist of the other members of the senior management (seven persons in total). Group 3 shall consist of other key employees of the group (112 persons in total). Board members of the company may not participate in the programme.
2. Participants in group 1 shall be guaranteed to subscribe for 325,000 C1 shares, participants in group 2 shall be guaranteed to subscribe for up to 100,000 C1 shares each and participants in group 3 shall be guaranteed to subscribe for up to 40,000 C1 shares each. The number of C1 shares that each participant in group 2 and group 3, respectively, will actually be offered to subscribe for within the above limitations depends on the participant's position and shall be determined based on the participant's position and responsibility within the group. The aggregate number of C1 shares that all participants in group 2 shall be guaranteed to subscribe for shall not exceed 500,000 and the aggregate number of C1 shares that all participants in group 3 shall be guaranteed to subscribe for shall not exceed 506,000.
3. If C1 shares remain after all applications have been satisfied up to the initially offered levels, the board of directors shall have a right, but not an obligation, to offer the remaining C1 shares to participants who have applied to subscribe for additional C1 shares. If the remaining C1 shares are not sufficient to satisfy all applications for such oversubscription, the remaining C1 shares shall be allotted on a *pro rata* basis in relation to the number of C1 shares that each participant

was initially offered to subscribe for. A participant's oversubscription shall, however, never exceed the number of C1 shares corresponding to 50 per cent of the participant's guaranteed allotment level pursuant to item 2 above.

4. If C1 shares still remain after the application of items 2–3 above, the board of directors may offer new members of the senior management team or other key persons that have been recruited up to and including 31 October 2026 to participate in the programme and thereby subscribe for C1 shares within the volume limitations set out in items 2–3 above. The subscription price, Start Price, Hurdle Price and Final Price will also in such case be determined based on the principles set out under “*Key terms*”, but shall always be calculated from the day on which the new participant actually subscribes for its C1 shares.

Estimated costs

Since the subscription price for the C1 shares will correspond to the market value of the C1 shares, the subscription for shares by employees in Sweden, Denmark, Finland, Norway and the United Kingdom of Great Britain and Northern Ireland (the “**UK**”) is not expected to give rise to any social security costs for the group. However, the programme will give rise to certain limited costs related to fees for consultants working with the preparation and administration of the incentive programme.

Illustrative dilution effect

The table below contains an illustrative example of the total number of ordinary shares that the participants may receive following conversion of C1 shares at the end of the programme. The example is based on the preliminary valuation and the assumptions set out under the heading “*Preliminary subscription price and valuation*” above. The actual outcome will be determined in accordance with the terms set out under the heading “*Key terms*” above and the new provisions in the company's articles of association that the board of directors proposes pursuant to item (b) below. The dilution effect in the example is based on the assumption that, immediately prior to the conversion of the C1 shares, there are 87,405,783 ordinary shares in the company and that outstanding C1 shares are excluded from the calculation.

Final Price (SEK)	Number of new ordinary shares	Dilution (%)
27.06 (equivalent to the preliminary hurdle price)	0	0
30.00	130,327	0.15
35.00	301,851	0.34

40.00	430,495	0.49
45.00	530,551	0.60
54.13 (equivalent to the preliminary price cap)	665,500	0.76

Preparation of the proposal

LTIP 2026/2029 has been prepared by the company's remuneration committee in consultation with external advisers and the board of directors. The board of directors has resolved to propose the programme to the annual general meeting.

Other outstanding incentive programmes

The annual general meeting 2023 resolved to implement a long-term incentive programme consisting of 500,000 warrants of series 2023/2026. Each warrant of series 2023/2026 entitles, following recalculation due to the company's rights issue that was completed in April 2026, the holder to subscribe for 1.15 shares at a price of SEK 90.40 per share. As of the date of this notice, 213,410 warrants of series 2023/2026 are held by 68 employees in the group. The remaining 286,590 warrants of series 2023/2026 are held by the company.

The annual general meeting 2024 resolved to implement a long-term incentive programme consisting of 500,000 warrants of series 2024/2027. Each warrant of series 2024/2027 entitles, following recalculation due to the company's rights issue that was completed in April 2026, the holder to subscribe for 1.15 shares at a price of SEK 72.60 per share. As of the date of this notice, 137,023 warrants of series 2024/2027 are held by 41 employees in the group. The remaining 362,977 warrants of series 2024/2027 are held by the company.

The annual general meeting 2025 resolved to implement a long-term incentive programme consisting of 545,000 warrants of series 2025/2028. Each warrant of series 2025/2028 entitles, following recalculation due to the company's rights issue that was completed in April 2026, the holder to subscribe for 1.15 shares at a price of SEK 26.00 per share. As of the date of this notice, 348,562 warrants of series 2025/2028 are held by 77 employees in the group. The remaining 196,438 warrants of series 2025/2028 are held by the company.

For more information on existing incentive programmes in the company, please visit the company's website, <https://corporate.fasadgruppen.se>.

(b) Amendment of the articles of association

In order to enable the implementation of LTIP 2026/2029, the board of directors proposes that the below new Section 6, Section 7, Section 8, Section 9 and Section 10 are introduced in the company's articles of association (whereby the numbering of subsequent provisions shall be adjusted accordingly).

The board of directors' complete proposal for new articles of association is available on the company's website, <https://corporate.fasadgruppen.se>.

Section 6 Share classes

Shares may be issued in two classes, ordinary shares and C1 shares. Ordinary shares may be issued up to a number corresponding to the maximum number of shares that may be issued pursuant to Section 5 of the articles of association. Not more than 1,331,000 C1 shares may be issued.

Section 7 Voting rights and rights to dividends, etc.

Ordinary shares shall carry one vote per share and C1 shares shall carry one-tenth of a vote per share.

Each ordinary share shall carry equal rights to the company's assets and profits. C1 shares shall not carry any right to dividends. Upon the dissolution of the company, C1 shares shall carry equal rights to the company's assets as ordinary shares, however not exceeding an amount corresponding to the quota value of the share.

Section 8 Pre-emption rights in connection with issuances

If the company resolves to issue new ordinary shares and C1 shares or only ordinary shares or only C1 shares against payment other than contribution in-kind, holders of ordinary shares and C1 shares, respectively, shall have pre-emption rights to subscribe for new shares of the same share class in proportion to the number of shares of such share class held by the holder (primary pre-emption rights). Shares not subscribed for with primary pre-emption rights shall be offered to all shareholders for subscription (subsidiary pre-emption rights). If the shares offered are not sufficient for the subscription made with subsidiary pre-emption rights, the shares shall be allocated between the subscribers in proportion to the number of shares they hold and, to the extent this is not possible, by drawing of lots.

If the company resolves to issue warrants or convertibles against payment other than contribution in kind, holders of shares shall have pre-emption rights to subscribe for warrants as if the issuance concerned the shares that may be subscribed for pursuant to the option right and pre-emption rights to subscribe for convertibles as if the issuance concerned the shares that the convertibles may be converted into, respectively.

If the company resolves to increase the share capital through a bonus issue with issuance of new shares, new shares shall be issued of each share class in proportion to the number of shares of the same class previously outstanding. Existing shares of a certain share class shall in such case carry rights to new shares of the same share class. This provision shall not entail any restriction on the possibility to issue shares of a new class through a bonus issue, following the requisite amendment of the articles of association.

This provision shall not entail any restriction on the possibilities to resolve on a cash issue or a set-off issue with deviation from the shareholders' pre-emption rights.

Section 9 Conversion provision

A C1 share shall, following a resolution by the board of directors, be converted into an ordinary share. The board of directors shall as soon as possible and no later than within two weeks after the below condition for conversion has been satisfied resolve on such conversion.

The condition for conversion is that the volume-weighted average price of the company's ordinary share on Nasdaq Stockholm during five trading days immediately preceding the day falling three years after the day on which the C1 share was subscribed for (the "**Final Price 2029**") amounts to at least 125 per cent (the "**Hurdle Price 2026**") of the latest closing price of the company's ordinary share on Nasdaq Stockholm when the C1 share was subscribed for (the "**Start Price 2026**").

If applicable, a resolution on conversion of C1 shares into ordinary shares shall also be conditional upon any potentially required regulatory approvals having been obtained.

If the condition for conversion is fulfilled, the board of directors shall resolve to convert a certain number of C1 shares into an equal number of ordinary shares. The number of C1 shares to be converted shall be calculated in accordance with the below formula. When applying the formula, the Final Price 2029 shall, irrespective of the actual volume-weighted average price during the relevant period, be limited to a price corresponding to 250 per cent of the Start Price 2026 (the "**Price Cap 2026**").

$$\text{Number of C1 shares to be converted} = \frac{(\text{Final Price 2029} - \text{Hurdle Price 2026}) \times \text{the number of outstanding C1 shares} \times \text{recalculation factor}}{\text{Final Price 2029}}$$

The recalculation factor upon issuance of the C1 shares amounts to one (1).

Only a whole number of C1 shares may be converted. If the application of the above formula would result in a decimal number, the number shall be rounded down to the nearest whole number of C1 shares.

Conversion shall be made on a *pro rata* basis in relation to each shareholder's holding of C1 shares at the time of the resolution on conversion.

The board of directors shall immediately following a resolution to convert C1 shares into ordinary shares notify such conversion to the Swedish Companies Registration Office (Sw. *Bolagsverket*) for registration. The conversion is executed when

registration has been completed and the conversion has been recorded in the central securities depository register.

The Hurdle Price 2026, the Price Cap 2026 and the recalculation factor shall be subject to recalculation in the event of a reverse share split or share split, bonus issue, rights issue, dividend, reduction of the share capital with repayment to shareholders, partial demerger, repurchase of shares by way of an offer to all shareholders or similar corporate events occurring prior to conversion, based on customary principles for recalculation in option- and share-based incentive programmes on the equity market, if such recalculation is fair and reasonable in order to put the holder of C1 shares in substantially the same financial position as before such event. Such recalculation shall be carried out by the board of directors and confirmed by an independent party.

Section 10 Redemption provision

Reduction of the share capital, however not below the minimum permitted share capital, may be made following a resolution by the board of directors pursuant to this provision.

Following the board of directors' resolution on conversion of C1 shares into ordinary shares pursuant to Section 9 of the articles of association or the board of directors having established that the Final Price 2029 does not exceed the Hurdle Price 2026 and consequently that no conversion of C1 shares shall take place, the board of directors shall resolve on redemption of all C1 shares that have not been converted into ordinary shares. No consideration shall be paid upon such redemption of C1 shares.

Redemption of C1 shares may also take place in other cases upon request by the holder of C1 shares and following a resolution by the board of directors. Upon such redemption of C1 shares, the consideration shall amount to the lower of (a) the subscription price for the C1 share and (b) the market value of the C1 share at the time of the holder's request for redemption, as determined by the board of directors based on an independent valuation.

Upon a resolution to reduce the share capital through redemption of C1 shares, an amount corresponding to the reduction amount shall be allocated to the statutory reserve if the requisite funds are available.

The board of directors shall immediately following a resolution on redemption of C1 shares notify such redemption to the Swedish Companies Registration Office for registration. The redemption is executed when registration has been completed and the redemption has been recorded in the central securities depository register.

If applicable, a resolution on redemption of C1 shares shall be conditional upon any potentially required regulatory approvals having been obtained.

(c) Directed issue of C1 shares

The board of directors proposes that the annual general meeting resolves on a directed new issue of C1 shares on the following terms and conditions.

Amount by which the share capital shall be increased

The share capital shall be increased by not more than SEK 66,550.

Number of shares to be issued

Not more than 1,331,000 C1 shares shall be issued.

Subscription price

The subscription price for each C1 share shall correspond to the market value of the C1 share at the time of subscription of the share but shall never be less than the quota value of the share. The market value shall be determined through an independent valuation based on the Black & Scholes valuation model. The part of the subscription price exceeding the quota value of the share shall be transferred to the non-restricted share premium reserve (*Sw. den fria överkursfonden*).

According to a preliminary valuation based on the Black & Scholes valuation model, the subscription price shall amount to SEK 2.53 for each C1 share. The preliminary valuation is based on the assumption that the share price of the company's ordinary share on Nasdaq Stockholm amounts to SEK 21.65 at the start of the incentive programme and that the hurdle price amounts to SEK 27.06 (corresponding to 125 per cent of the preliminary start price of LTIP 2026/2029) and that the final price of LTIP 2026/2029 is limited to SEK 54.13 (corresponding to 250 per cent of the preliminary start price) as well as assumptions regarding the variables risk-free interest rate, expected future volatility in the ordinary share, time until a potential conversion of C1 shares into ordinary shares and illiquidity in the C1 shares.

Right to subscribe

The right to subscribe for the C1 shares shall, with deviation from the shareholders' pre-emption rights, rest solely with participants in LTIP 2026/2029.

Reason for deviation from the shareholders' pre-emption rights

The reason for the deviation from the shareholders' pre-emption rights is to enable the implementation of LTIP 2026/2029 and thereby create conditions for retaining and recruiting competent personnel to the group, increase the motivation amongst the participants, increase their loyalty to the company and align their interests with that of the company's shareholders as well as promote an individual shareholding in the company and thereby promote shareholder value and the long-term value growth of the company.

Subscription period and payment

Subscription of the C1 shares shall take place no later than 31 October 2026 on a separate subscription list.

Payment for subscribed C1 shares shall be made no later than 31 October 2026.

The board of directors shall be entitled to extend the period for subscription and payment.

Right to dividends

C1 shares do not carry any right to dividends.

Conversion and redemption provisions

The new C1 shares shall be subject to the conversion and redemption provisions set out in the articles of association.

Amendment of the articles of association

The resolution on the issue of C1 shares is conditional upon the general meeting resolving to amend the company's articles of association in accordance with item (b) above.

Authorisation

The board of directors, or any person appointed by the board of directors, shall be authorised to make such minor adjustments to the resolution pursuant to items (a)–(c) as may be necessary in connection with registration with the Swedish Companies Registration Office and Euroclear Sweden AB and to make such minor adjustments to LTIP 2026/2029 as are necessary due to applicable foreign laws and regulations.

Item 14: Resolution on authorisation for the board of directors to resolve on issuances of shares

The board of directors proposes that the board of directors is authorised to resolve on issuances of shares in the company on the following terms and conditions.

The board of directors may exercise the authorisation on one or several occasions until the next annual general meeting. The total number of shares issued pursuant to the authorisation shall not exceed 20 per cent of the total number of shares in the company as of the date of the general meeting's resolution. The board of directors may resolve on issuances of shares with deviation from the shareholders' pre-emption rights. If the board of directors resolves on an issuance of shares with deviation from the shareholders' pre-emption rights, the reason for the deviation shall be to use the shares or the issue proceeds as consideration (including earn-out) for, or as financing of, acquisitions of companies or businesses. Issued shares may be paid in cash, in-kind or by set-off.

Item 15: Resolution on authorisation for the board of directors to resolve on acquisitions and transfers of treasury shares

The board of directors proposes that the board of directors is authorised to resolve on acquisitions and transfers of shares in the company on the following terms and conditions.

The board of directors may exercise the authorisation on one or several occasions until the next annual general meeting.

Acquisitions may be made of so many shares that the company's holding of treasury shares, following the acquisition, amounts to a maximum of ten per cent of all shares in the company. Acquisitions of treasury shares shall be made on Nasdaq Stockholm. Acquisitions of shares shall be made in accordance with the price limitations set out in the Nasdaq Nordic Main Market Rulebook for Issuers of Shares, which provides, among other things, that shares may not be purchased at a price higher than the higher of the price of the last independent trade and the highest current independent purchase bid on Nasdaq Stockholm. Acquisitions may not be made at a price lower than the lowest price at which an independent acquisition can be made. Payment for acquired treasury shares shall be made in cash.

Transfers may be made of treasury shares held by the company at the time of the board of directors' resolution to transfer the shares. Transfers of treasury shares may be made on Nasdaq Stockholm or by other means than on Nasdaq Stockholm. Transfers of own shares on Nasdaq Stockholm may only be made at the highest price of the last independent purchase bid on Nasdaq Stockholm. Payment for treasury shares transferred on Nasdaq Stockholm shall be made in cash. Transfers of treasury shares by other means than on Nasdaq Stockholm shall be made at market terms, meaning that a market discount compared to the price of the last independent trade on Nasdaq Stockholm may be applied. Payment for treasury shares transferred by other means than on Nasdaq Stockholm may be made in cash, in-kind or by set-off. Transfers of treasury shares by other means than on Nasdaq Stockholm may be made with deviation from the shareholders' pre-emption rights.

The reason for an acquisition or a transfer of treasury shares, and the reason for any transfer with deviation from the shareholders' pre-emption rights, shall be to (a) optimise the company's capital structure, (b) use the shares or the issue proceeds as consideration (including earn-out) for, or as financing of, acquisitions of companies or businesses or (c) enable the securing of costs and obligations to deliver shares related to share-related incentive programs.

Special majority rules

A resolution in accordance with item 13 is valid only where supported by shareholders holding not less than nine-tenths (9/10) of the votes cast as well as the shares represented at the meeting.

A resolution in accordance with items 14 and 15 is valid only where supported by shareholders holding not less than two-thirds (2/3) of the votes cast as well as the shares represented at the meeting.

Number of shares and votes

As of the date of this notice, the total number of shares and votes in the company amounts to 87,405,783. The company holds 114,234 own shares in treasury as of the date of this notice.

Shareholders' right to request information

The board of directors and the CEO shall, if a shareholder so requests, and the board of directors believes that it can be done without material harm to the company, at the annual general meeting provide information on any circumstances that may affect the assessment of a matter on the agenda, or any circumstances that may affect the assessment of the company's or its subsidiaries' financial position. The duty to give information also applies to the company's relationship with another group company and the consolidated financial statements.

Available documents

Documents that shall be made available prior to the annual general meeting pursuant to the Swedish Companies Act will be made available at the company, Lilla Bantorget 11, SE-111 23 Stockholm, and at the company's website, <https://corporate.fasadgruppen.se>, not later than three weeks prior to the annual general meeting. The documents will also be sent to shareholders who so request and inform the company of their address. Such a request can be sent to Fasadgruppen Group AB (publ), Lilla Bantorget 11, SE-111 23 Stockholm (Att. "Annual general meeting 2026").

Processing of personal data

For information about the processing of personal data in connection with the annual general meeting, see the privacy notice on Euroclear Sweden AB's website, <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Stockholm in April 2026
Fasadgruppen Group AB (publ)
The board of directors