

# **Notice to extraordinary general meeting in Fasadgruppen Group AB (publ)**

Fasadgruppen Group AB (publ), 559158-4122, will hold an extraordinary general meeting at 09.30 CET on 6 March 2026 at Gernandt & Danielsson Advokatbyrå at Hamngatan 2 in Stockholm. The entrance to the meeting will open at 09.00 CET.

The board of directors has decided, in accordance with the company's articles of association, that shareholders shall have the possibility to exercise their voting rights by postal voting prior to the general meeting. Shareholders may therefore choose to exercise their voting rights at the general meeting by attending in person, through a proxy or by postal voting.

## **Vote at the extraordinary general meeting**

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

- be entered as a shareholder in the share register kept by Euroclear Sweden AB on the record date 26 February 2026, or, if the shares are registered in the name of a nominee, request that the shares are registered in the shareholder's own name for voting purposes in such time that the registration is completed by 2 March 2026, and
- give notice of attendance at the general meeting to the company in accordance with the instructions set out in the section "*Notice of attendance for participating in person or through a proxy*" no later than on 2 March 2026 or submit a postal vote in accordance with the instructions set out in the section "*Voting by post*" no later than on 2 March 2026.

## **Notice of attendance for participating in person or through a proxy**

Those who wish to participate in the general meeting in person or through a proxy shall give notice of attendance no later than on 2 March 2026 either:

- through a digital form on the company's website, <https://corporate.fasadgruppen.se> (only applicable to private individuals),
- by e-mail to [proxy@computershare.se](mailto:proxy@computershare.se),
- by post to Computershare AB, Gustav III:s Boulevard 34, SE-169 73 Solna (Att. "Fasadgruppen's extraordinary general meeting"), or
- by telephone to +46 (0)771-24 64 00 on weekdays between 09.00 and 16.00 CET.

The notice of attendance shall state 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 general meeting in person or exercise their voting rights by postal voting may exercise their voting rights at the 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 registration at the general meeting, proxy forms, certificates of registration and other documents of authority should be submitted either by e-mail to [proxy@computershare.se](mailto:proxy@computershare.se) or by post to Computershare AB, Gustav III:s Boulevard 34, 169 73 Solna, Sweden (Att. "Fasadgruppen's extraordinary general meeting") no later than on 2 March 2026.

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

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

### **Voting by post**

Those who wish to exercise their voting rights by postal voting shall use the voting form and follow the instructions available on the company's website, <https://corporate.fasadgruppen.se>. The postal vote must be received by the company no later than on 2 March 2026. The postal voting form shall be sent either:

- electronically in accordance with the instructions available on the company's website, <https://corporate.fasadgruppen.se>,
- by e-mail to [proxy@computershare.se](mailto:proxy@computershare.se), or
- by post to Gustav III:s Boulevard 34, SE-169 73 Solna (Att. "Fasadgruppen's extraordinary general meeting").

If a shareholder postal votes by proxy, a signed and dated power of attorney shall be enclosed with the postal voting form. A proxy form is available upon request and on the company's website, <https://corporate.fasadgruppen.se>. If the power of attorney has been issued by a legal entity, a certificate of incorporation or other authorization document shall be enclosed with the voting form.

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

## Proposed agenda

1. Election of chair of the meeting
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Election of one or two persons to verify the minutes
5. Determination whether the meeting has been duly convened
6. Resolution on amendment of § 4 and § 5 of the articles of association
7. Resolution on approval of the board of directors' resolution to issue shares with preferential rights for the company's shareholders
8. Closing of the meeting

## Proposed resolutions

### **Item 6: Resolution on amendment of § 4 and § 5 of the articles of association**

#### **Background**

As of the date of this notice, the company's share capital amounts to SEK 2,691,605.65 and the number of shares in the company is 53,832,113. According to § 4 of the company's articles of association, the share capital shall not be more than SEK 4,000,000, and according to § 5 the number of shares in the company shall not be more than 80,000,000. According to item 7 on the proposed agenda, the board of directors proposes that the general meeting resolves on a new issue of up to 33,573,670 shares with preferential rights for the company's shareholders. In order to enable the rights issue, the board of directors proposes that § 4 and § 5 of the company's articles of association are amended as follows.

#### **Proposal**

##### Current wording of § 4

“The share capital shall be not less than SEK 1,000,000 and not more than SEK 4,000,000.”

##### Proposed new wording of § 4

“The share capital shall be not less than SEK 2,500,000 and not more than SEK 10,000,000.”

##### Current wording of § 5

“The number of shares shall be not less than 20,000,000 and not more than 80,000,000.”

### Proposed new wording of § 5

“The number of shares shall be not less than 50,000,000 and not more than 200,000,000.”

### **Item 7: Resolution on approval of the board of directors' resolution to issue shares with preferential rights for the company's shareholders**

#### **Background**

On 3 February 2026, the company announced that the board of directors had resolved on a new issue of shares with preferential rights for the company's shareholders of approximately SEK 504 million, subject to subsequent approval by an extraordinary general meeting. For more information, please see the press release regarding the rights issue on the company's website, <https://corporate.fasadgruppen.se>.

#### **Proposal**

The board of directors proposes that the extraordinary general meeting resolves to approve the board of directors' resolution on 3 February 2026 to issue shares with preferential rights for the company's shareholders on the following terms and conditions.

#### Amount by which the share capital is to be increased

The share capital shall be increased by a maximum of SEK 1,678,683.50.

#### Number of shares to be issued

A maximum of 33,573,670 shares shall be issued.

#### Subscription price

The subscription price shall be SEK 15 per share. The part of the subscription price exceeding the shares' quota value shall be allocated to the non-restricted statutory reserve (Sw. *den fria överkursfonden*).

#### Subscription rights

Those who are registered as shareholders in the share register maintained by Euroclear Sweden AB on the record date on 12 March 2026 shall have preferential rights to subscribe for shares. Shareholders shall receive one (1) subscription right for each existing share held on 12 March 2026. Eight (8) subscription rights shall entitle to subscription for five (5) new shares. Only entire new shares can be subscribed for (no fractions).

Should all new shares not be subscribed for with subscription rights, the board of directors shall resolve on the allotment of the remaining shares to those who

subscribed for shares without subscription rights in accordance with the following principles:

- Firstly, such shares shall be allotted to those who also subscribed for new shares with subscription rights, regardless if they were shareholders on the record date on 12 March 2026 or not, in proportion to the number of subscription rights each such person exercised for subscription for shares, and where this is not possible, by drawing of lots.
- Secondly, such shares shall be allotted to others who applied for subscription without subscription rights and, in case of oversubscription, in proportion to the number of shares that each such person has applied to subscribe for, and where this is not possible, by drawing of lots.
- Thirdly, such shares shall be allotted to those who have subscribed for shares pursuant to guarantee undertakings towards the company, in accordance with the terms of the undertakings.

#### Subscription period and payment

Subscription for new shares by exercise of subscription rights shall be made by payment in cash during the period 16–30 March 2026.

Subscription for shares without subscription rights shall be made on a separate subscription list during the period 16–30 March 2026. Payment for shares subscribed for without subscription rights shall be made through payment in cash no later than the third business day following notification of allotment of shares.

The board of directors shall have the right to extend the subscription period and postpone the date for payment.

#### Record date

The record date for determining who shall have preferential rights to subscribe for new shares and thus receive subscription rights shall be 12 March 2026.

#### Right to dividend

The new shares shall entitle to dividends for the first time on the first record date for dividends that occurs after the registration of the shares with the Swedish Companies Registration Office.

#### The company's holding of own shares

As of the date of this notice, the company holds 114,234 own shares in treasury. Shares held by the company shall not entitle to subscription for new shares.

#### Authorisation to make minor amendments

The board of directors, or any person appointed by the board of directors, shall be authorised to make such minor adjustments of the resolution as may be necessary

in connection with the registration of the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

#### **Conditional resolution**

The resolution on the approval of the board of directors' resolution to issue shares with preferential rights for the company's shareholders under item 7 on the proposed agenda requires that, and is conditional upon, the general meeting also resolving to amend the company's articles of association in accordance with the board of directors' proposal under item 6 on the proposed agenda.

#### **Special majority requirement**

A resolution in accordance with item 6 is valid only when supported by shareholders holding not less than two-thirds (2/3) of the votes cast as well as the shares represented at the meeting.

Shareholders representing a total of 34.4 per cent of all shares and votes in the company have undertaken to vote in favour of the proposals under items 6 and 7 on the proposed agenda.

#### **Number of shares and votes**

As of the date of this notice, the total number of shares and votes in the company amounts to 53,832,113. As of the date of this notice, the company holds 114,234 own shares in treasury, which will not carry any voting rights at the general meeting or entitle to subscription for new shares in the rights issue proposed by the board of directors under item 7 on the proposed agenda.

#### **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, provide information on any circumstances that may affect the assessment of a matter on the agenda.

#### **Available documents**

Documents that shall be made available prior to the extraordinary general meeting in accordance with the Swedish Companies Act will be made available at the Company's office, Lilla Bantorget 11, SE-111 23 Stockholm, and at the company's website, <https://corporate.fasadgruppen.se>. The documents will be sent to shareholders who so request and who inform the Company of their address. Such request can be sent to Fasadgruppen Group AB (publ), Lilla Bantorget 11, SE-111 23 Stockholm (Att. "Extraordinary general meeting 2026").

#### **Processing of personal data**

For information on how personal data is processed in connection with the general meeting, see the privacy notices of Euroclear Sweden AB and Computershare AB

available on their respective websites,  
<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf> and <https://www.computershare.com/se/gm-gdpr#English>.

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Stockholm, February 2026  
Fasadgruppen Group AB (publ)  
*The board of directors*