

*Translation of the Swedish original*

**Minutes** kept at the annual general meeting in Fasadgruppen Group AB (publ), 559158-4122, on 21 May 2026 at Uggelviksgatan 2A in Stockholm

**§1 Opening of the meeting and election of a chairman of the meeting**

The annual general meeting was opened by the Daniel Sveen, member of the Swedish Bar Association, who was elected as chairman of the annual general meeting.

It was noted that Jacob Linder had been asked to keep the minutes of the meeting.

It was noted that the board, in accordance with the provisions of the company's articles of association, had approved that certain persons that did not meet the requirements for participation in the meeting set out in the Swedish Companies Act and in the articles of association were present as guests without a right to vote or ask questions.

**§ 2 Preparation and approval of the voting register**

It was resolved to approve the attached register, appendix 1, as voting register for the meeting.

**§ 3 Approval of the agenda**

It was resolved to approve the agenda proposed in the notice of the meeting.

**§ 4 Election of one person to attest the minutes**

Caroline Sjösten, representing Swedbank Robur, was elected to attest the minutes of the meeting together with Daniel Sveen.

**§ 5 Determination of whether the meeting had been duly convened**

It was noted that the notice of the general meeting had been available at the company's website since 20 April 2026 and that it was published in the Swedish Official Gazette (*Sw. Post- och Inrikes Tidningar*) on 22 April 2026 as well as that information that the notice had taken place was announced in Svenska Dagbladet on 22 April 2026.

It was declared that the meeting had been duly convened.

**§ 6 Submission of the annual report and auditor's report and the consolidated financial statements and auditor's report for the group as well as the remuneration report and the auditor's statement on compliance with the remuneration guidelines**

It was noted that the company's CEO, Martin Jacobsson, provided information on the operations during the financial year 2025 and answered questions from the shareholders.

It was noted that Maria Ekelund, auditor in charge from Deloitte AB, presented the audit report of the parent company as well as the group for the financial year 2025.

The annual report and the consolidated financial statements for the financial year 2025, the auditor's report and the auditor's report for the group for the financial year 2025 as well as the remuneration report and the auditor's statement on compliance with the remuneration guidelines were submitted to the meeting.

#### **§ 7 (a) Resolution on adoption of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet**

It was resolved to adopt the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet for the financial year 2025.

#### **§ 7 (b) Resolution on allocation of the company's profit according to the adopted balance sheet**

It was resolved, in accordance with the board of directors' proposal, 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.

#### **§ 7 (c) Resolution on discharge from liability for the board members and the CEO**

It was resolved to discharge the board members and the CEO from liability for the financial year 2025.

It was noted that the board members and the CEO did not participate in the resolution regarding the discharge from their own liability.

#### **§ 7 (d) Resolution on approval of the remuneration report**

It was resolved to approve the remuneration report for the financial year 2025.

#### **§ 8 Determination of the number of members of the board of directors**

It was resolved, in accordance with the nomination committee's proposal, that the board of directors is to consist of seven board members without deputies for the time until the close of the next annual general meeting.

#### **§ 9 Determination of fees for the board of directors**

It was resolved, in accordance with the nomination committee's proposal, that the fees to the board members, for the period until the close of the next annual general meeting, shall be SEK 570,000 to the chairman of the board of directors, SEK 400,000 to the vice chairman of the board of directors and 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 and SEK 33,000 to each of the other members of the board of directors' audit committee as well as SEK 54,000 to the chairman of the board of directors' remuneration committee and SEK 26,000 to each of the other members of the board of directors' remuneration committee.

#### **§ 10 Election of the board of directors, the chairman of the board of directors and the vice chairman of the board of directors**

It was resolved, in accordance with the nomination committee's proposal, to re-elect Tomas Ståhl, Gunilla Öhman, Christina Lindbäck, Mats Karlsson, Magnus Meyer, Mikael Karlsson and Mikael Matts as board members for the period until the close of the next annual general meeting. It was also resolved, in accordance with the nomination committee's proposal, to re-elect Mikael Karlsson as chairman of the board of directors for the period until the close of the next annual general meeting. It was further resolved, in accordance with the nomination committee's proposal, to elect Magnus Meyer as vice chairman of the board of directors for the period until the close of the next annual general meeting.

#### **§ 11 Determination of fees for the auditor**

It was resolved, in accordance with the nomination committee's proposal, that the fees to the auditor shall be paid in accordance with approved invoice.

#### **§ 12 Election of the auditor**

It was resolved, in accordance with the nomination committee's proposal, to re-elect Deloitte AB as the company's auditor for the period until the close of the next annual general meeting.

#### **§ 13 Resolution on implementation of a long-term incentive programme consisting of hurdle shares**

It was resolved, in accordance with the board of directors' proposal, on (a) the establishment of a long-term incentive programme based on C1-shares (LTIP 2026/2029), (b) an amendment of the articles of association and (c) a directed issue of C1-shares, appendix 2.

It was noted that the required majority was reached since the resolution was supported by shareholders holding not less than nine-tenths (9/10) of both the votes cast and the shares represented at the meeting.

#### **§ 14 Resolution on authorisation for the board of directors to resolve on issuances of shares**

It was resolved to authorise the board of directors to resolve on issuances of shares in accordance with appendix 3.

It was noted that the required majority was reached since the resolution was supported by shareholders holding not less than two-thirds (2/3) of both the votes cast and the shares represented at the meeting.

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

It was resolved, in accordance with the board of directors' proposal, to authorise the board of directors to resolve on acquisitions and transfers of treasury shares, appendix 4.

It was noted that the required majority was reached since the resolution was supported by shareholders holding not less than two-thirds (2/3) of both the votes cast and the shares represented at the meeting.

**§ 16 Closing of the meeting**

The meeting was declared closed.

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### **Item 13: Resolution on implementation of a long-term incentive programme consisting of warrants**

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**").

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

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.

### **Special majority rules**

A resolution in accordance with this 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.

\* \* \*

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

## **Articles of association**

**Fasadgruppen Group AB (publ)**  
**(559158-4122)**

### **§ 1 Company name**

The company's name is Fasadgruppen Group AB (publ).

### **§ 2 Registered office**

The company shall have its registered office in Stockholm.

### **§ 3 Object of the company**

The objects of the company's business is to purchase, divest, own and administer shares and securities as well as to conduct other activities compatible therewith.

### **§ 4 Share capital**

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

### **§ 5 Number of shares**

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

### **§ 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.

### **§ 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.

### **§ 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.

## **§ 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.

## **§ 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.

#### **§ 11 Board of directors**

The board of directors shall consist of not less than three members and not more than ten members without deputy members.

#### **§ 12 Auditor**

The company shall have one auditor. A registered accounting firm may be appointed as auditor.

#### **§ 13 Notices of general meetings**

Notice of a general meeting shall be made by an announcement in the Swedish Official Swedish Gazette and by making the notice available on the company's website. The company shall advertise in Svenska Dagbladet that notice has been made.

#### **§ 14 Right to participate at general meetings**

Shareholders who wish to attend a general meeting must give notice of attendance to the company not later than the day set out in the notice to attend the general meeting.

Shareholders may be accompanied by not more than two advisers at the general meeting, however, only if the shareholder has notified the company of the number of advisers in the manner stated in the previous paragraph.

The board of directors may resolve that persons not being shareholders of the company shall be entitled, on the conditions stipulated by the board of directors, to attend or in any other manner follow the discussions at a general meeting.

The board of directors may collect powers of attorney in accordance with the procedure described in Chapter 7, Section 4 of the Swedish Companies Act.

The board of directors may, before a general meeting, decide that the shareholders shall have the right to exercise their voting rights by post in accordance with Chapter 7, Section 4 a of the Swedish Companies Act.

### **§ 15 Matters to be addressed at annual general meetings**

The following matters shall be addressed at annual general meetings:

1. Election of 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 verify the minutes
5. Determination of whether the meeting has been duly convened
6. Submission of the annual report and the auditor's report and, where applicable, the consolidated financial statements and the auditor's report for the group
7. Resolutions regarding:
  - a) Adoption of the income statement and the balance sheet and, where applicable, the consolidated income statement and the consolidated balance sheet
  - b) Allocation of the company's profit or loss according to the adopted balance sheet
  - c) Discharge from liability for the members of the board of directors and the CEO
8. Determination of the number of members of the board of directors
9. Determination of the fees to be paid to the members of the board of directors and the auditor
10. Election of members of the board of directors and auditor

### **§ 16 Financial year**

The company's financial year shall be the calendar year.

### **§ 17 CSD clause**

The company's shares shall be registered in a central securities depository register pursuant to the Swedish Central Securities Depositories and Financial Instruments Accounts Act.

\* \* \*

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

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 10 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 and additional documents**

A resolution in accordance with this item 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.

The board of directors' reasoned statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act will be made available on the company's website, <https://corporate.fasadgruppen.se>, not later than three weeks prior to the meeting.

\* \* \*

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