



WALLENSTAM

Notice to attend the Annual General Meeting of Wallenstam AB (publ)

The shareholders of Wallenstam AB (publ) corporate id. no. 556072-1523 (registered office: Gothenburg), are called to attend the Annual General Meeting (AGM) on Tuesday, April 28, 2026 at 4.00 p.m. at the Elite Park Avenue Hotel, Kungsporsavenyen 36–38 in Gothenburg. The venue opens for registration at 2.30 p.m. Light refreshments will be served before the AGM.

Please note that a bag ban applies at the Annual General Meeting. Bag storage will be available in the cloakroom. Exceptions are made for persons who, for medical reasons, need to bring a bag. Permitted bags will be subject to inspection prior to entry.

Notification etc.

a. Attending the meeting venue in person

Shareholders who wish to attend the meeting venue in person or by proxy must be registered as a shareholder in the share register kept by Euroclear Sweden AB by April 20, 2026, and must also notify the company of their intention to participate in the AGM no later than April 22, 2026.

Notice of participation at the AGM can be made in the following ways:

- by phone +46 31 743 95 91
- by post to Wallenstam AB (publ), FAO: Louise Wingstrand, SE- 401 84 Gothenburg, Sweden
- via Wallenstam's website at www.wallenstam.se/arsstamma

During notification, the shareholder must state:

- name (business name)
- social security number (company registration number)
- address and telephone number
- the name and social security number of any proxy
- the number of any accompanying assistants (no more than two)

For those who wish to be represented by a proxy, a written and dated power of attorney signed by the shareholder must be attached to the notification and presented at the meeting. A form of proxy is available on Wallenstam's website, www.wallenstam.se/arsstamma. If the shareholder is a legal person, a registration certificate, or if such document does not exist, other corresponding authorization documentation must be attached.

b. Participation by postal voting

Shareholders who wish to participate in the AGM by postal voting must be registered as a shareholder in the share register kept by Euroclear Sweden AB by April 20, 2026, and must also notify the company of their intention to participate in the AGM by submitting a postal voting form in accordance with the instructions below, so that the postal vote is received by Euroclear Sweden AB no later than April 22, 2026.



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A special form shall be used for postal voting. The form is available on Wallenstam's website, www.wallenstam.se/arsstamma. The completed and signed form may be sent by post to Wallenstam AB (publ), Annual General Meeting, c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm or by e-mail to generalmeetingservice@euroclear.com stating Wallenstam in the subject line. The completed and signed form must be received by Euroclear Sweden AB no later than April 22, 2026. Shareholders may also submit the postal vote electronically by verifying with BankID via Euroclear Sweden AB's website <https://www.euroclear.com/sweden/generalmeetings/>.

Shareholders may not provide specific instructions or conditions in the voting form. If so, the vote (i.e. the postal vote, in its entirety), is invalid.

If the shareholder postal votes by proxy, a written and dated power of attorney signed by the shareholder must be attached to the form. A form of proxy is available on Wallenstam's website, www.wallenstam.se/arsstamma. If the shareholder is a legal person, a registration certificate or other corresponding authorization document must be attached to the form.

Further instructions and conditions are provided in the postal voting form.

A person who wishes to attend the meeting venue in person or by proxy, must give notice in accordance with the instructions stated under a) above. Hence, a notice of participation only through postal voting is not sufficient for a person who wishes to attend the meeting venue.

Nominee-registered shares

In order to be entitled to participate in the AGM, a shareholder whose shares are registered in the name of a nominee, must, in addition to giving notice of participation in the AGM, register its shares in its own name so that it is registered as a shareholder in the share register kept by Euroclear Sweden AB by April 20, 2026. Such registration may be temporary (so-called voting rights registration), and request for such voting rights registration shall be made to the nominee, in accordance with the nominee's routines, at such a time as decided by the nominee. Voting rights registrations that have been made no later than April 22, 2026, will be taken into account in the presentation of the share register.

Questions about the AGM

For questions about the AGM, please contact Euroclear Sweden AB by telephone +46 8 402 91 33 (Monday–Friday 9.00 a.m.–4.00 p.m.) or Louise Wingstrand at Wallenstam AB by telephone +46 31 743 95 91.

Proposed agenda

1. Opening of the meeting
2. Election of the chairman of the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to verify the minutes
6. Determination of whether the meeting has been duly convened
7. Statements by the Chairman of the Board of Directors and the Managing Director



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8. Presentation of the annual accounts and consolidated annual accounts as well as the audit report for the parent company and the Group
9. Resolution regarding the adoption of the income statement and balance sheet and also the consolidated income statement and consolidated balance sheet
10. Resolution regarding the allocation of the company's profit in accordance with the adopted balance sheet
11. Resolution regarding discharge from liability for the members of the Board of Directors and the Managing Director
12. Resolution regarding the number of members of the Board of Directors and the number of auditors
13. Resolution regarding the fees to be paid to the members of the Board of Directors and the auditor
14. Election of the Chairman of the Board of Directors and other members of the Board of Directors
15. Election of the auditor
16. Election of the Nomination Committee
17. Presentation of the Board of Director's remuneration report for approval
18. Resolution regarding the adoption of guidelines for remuneration to senior executives
19. Resolution on reduction of the share capital through cancellation of shares
20. Resolution regarding establishment of a synthetic options scheme
21. Resolution regarding authorization for the Board of Directors to decide on acquisitions of the company's own shares
22. Resolution regarding authorization for the Board of Directors to decide on transfers of the company's own shares
23. Closing of the AGM

Motions

Item 2: The Nomination Committee proposes that Lars-Åke Bokenberger be elected as chairman of the meeting.

Item 10: The Board of Directors proposes that a dividend of SEK 0.55 per share be paid for the financial year 2025, to be distributed in two payments of SEK 0.30 per share and SEK 0.25 per share, respectively. The record day for the first payment is proposed to be April 30, 2026, and October 28, 2026, for the second payment. If the AGM resolves in accordance with the proposal, Euroclear Sweden AB is expected to execute the first payment on May 6, 2026, and the second payment on November 2, 2026.

Item 12: The Nomination Committee proposes that six members of the Board of Directors be appointed and that one auditor be appointed.

Item 13: The Nomination Committee proposes that remuneration to the members of the Board of Directors should be paid as follows (resolution for year 2025 in parenthesis):

Chairman of the Board of Directors	SEK 1,200,000	(1,100,000)
Vice Chairman	SEK 320,000	(310,000)
Other members, who are not employed by the company	SEK 210,000	(200,000)



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The sums include compensation for committee work. It is noted that Rebecka Wallenstam is employed by the company and therefore will not receive compensation for Board work. Furthermore, it is proposed that 700,000 (1,000,000) should be paid in extra directors' fees to the Chairman of the Board of Directors. The intention, like the preceding year, is that Lars-Åke Bokenberger in his chairmanship position shall assist the company management to a significant extent during the year. The proposed compensation to the members of the Board of Directors thus amounts to SEK 2,150,000 (2,010,000) plus SEK 700,000 (1,000,000), which will be SEK 2,850,000 (3,010,000) in total.

The Nomination Committee proposes that fees be paid to the auditor according to approved invoice.

Item 14: The Nomination Committee proposes the re-election of Lars-Åke Bokenberger, Karin Mattsson, Agneta Wallenstam, Mikael Söderlund, Rebecka Wallenstam and Karl Engelbrektson. It is proposed to re-elect Lars-Åke Bokenberger as the Chairman of the Board of Directors.

A presentation of the individuals proposed by the Nomination Committee for election to the Board of Directors, as well as the Nomination Committee's reasoned statement regarding the proposed Board of Directors, are available on Wallenstam's website, www.wallenstam.se/arsstamma.

Item 15: The Nomination Committee proposes that KPMG be elected as Wallenstam's auditor for the period until the end of the 2027 AGM. KPMG has advised that Mathias Arvidsson will be the chief auditor if the AGM elects KPMG as auditor. The Nomination Committee's proposal is in line with the Audit Committee's recommendation concerning election of the auditor.

Item 16: The Nomination Committee proposes that a new Nomination Committee be appointed for the 2027 AGM in accordance with the following:

If the AGM approves the Nomination Committee's proposal with regard to the Chairman of the Board of Directors, Lars-Åke Bokenberger is proposed for election as a member of the Nomination Committee in his capacity as Chairman of the Board of Directors, otherwise the individual elected as Chairman. It is further proposed that Hans Wallenstam (principal shareholder) and Dick Bergqvist (AMF) be elected as members of the Nomination Committee. Dick Bergqvist is proposed to be elected Chairman of the Nomination Committee

Should a member resign prematurely, the remaining members shall if necessary appoint a new member in line with what is stated above, to serve on the Nomination Committee until a new Nomination Committee is appointed.

The Nomination Committee shall fulfill the duties that arise under the Swedish Corporate Governance Code.

Item 18: The Board of Director's proposal for guidelines for remuneration to senior executives in the company, regarding agreements entered into during the period from the 2026 AGM,



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corresponds with the guidelines adopted at the 2024 AGM, however with the adjustment that the number of paid vacation days that may be carried forward to a later vacation year may not exceed 30, instead of 40 as previously.

Item 19: The Board of Directors proposes that the Annual General Meeting resolves to reduce the company's share capital by a maximum of SEK 10,000,000 for allocation to unrestricted equity to be used in accordance with a resolution by the Annual General Meeting. The reduction shall be effected through the cancellation of all Class B shares held by the company on the date of the Annual General Meeting following previously completed acquisitions. The CEO shall be authorized to make such minor adjustments to this resolution as may prove necessary in connection with its registration. It is noted that the reduction requires authorization from the Swedish Companies Registration Office or, in disputed cases, from a general court in order to be executed.

Item 20:

The Board of Directors proposes that the AGM resolves to introduce a cash-settled options scheme, which is related to the market price of Wallenstam's B share ("the Wallenstam share") as listed on Nasdaq Stockholm. The program ("the Options scheme") is proposed to be directed to all permanently employed personnel in Wallenstam, who does not already participate in an on-going options scheme, and is to be carried out through the issue of synthetic options as below.

Wallenstam has previously carried out a number of synthetic options schemes, which were directed to all permanently employed personnel in the company. The most recently completed options scheme expired in May 2021. The company and Board of Directors have very good experience from this type of options scheme. Like previous options schemes, the proposed Options scheme is expected to encourage commitment and increase motivation among the employees. Wallenstam's Board of Directors is therefore of the view that the Options scheme will be of benefit for Wallenstam's shareholders as, aside from what is stated above, it will also attract skilled employees.

It should be noted that Wallenstam already has an on-going options scheme since 2023 which expire on March 1, 2027. Employees who participate in the on-going options scheme on the start date for the Options scheme will not be offered to participate in the Options scheme. As part of the Options scheme it is decided that employees who participate in the on-going options scheme which was resolved by the AGM 2023 will be offered to terminate that in advance in order to be able to participate in the Options scheme.

Since the options in the Options scheme are synthetic, the Options scheme does not result in any dilution of shareholdings.

In order to carry out the Options scheme, the Board of Directors proposes that the AGM resolves on the principal terms and conditions for issuing the synthetic options as below. The proposal has been drawn up together with external advisors and has been considered and subsequently adopted by the Board of Directors.



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The principal terms and conditions of the Options scheme

The Board of Directors, or whoever is appointed by the Board of Directors, shall be responsible for the more detailed design and management of the Options scheme within the framework of the guidelines specified below and according to the following principal terms and conditions.

1. All permanently employed personnel in Wallenstam (of whom six persons today constitute senior executives) who does not already participate in the on-going options scheme shall be invited to acquire synthetic options. Members of the Board of Directors of Wallenstam, who are not also employed by Wallenstam, shall not be covered by the offer. In total, a maximum of 10,000,000 synthetic options shall be issued in the Options scheme. Senior executives shall be offered not more than 100,000 synthetic options per person and other employees shall be offered not more than 40,000 synthetic options per person.

Allocation of synthetic options to senior executives shall be prepared by the Remuneration Committee and decided by the Board of Directors.

Allocation of synthetic options among the rest of the employees shall be determined by the Board of Directors, or whoever is appointed by the Board of Directors, whereupon the employee's position and area of responsibility shall be considered, among other things.

2. Employees shall be allocated the synthetic options free of charge. The employee pays tax subsequently on the arising taxable benefit. In order to determine the market value, a market valuation shall be performed of the synthetic options on the date they are allocated to the employee. The market value, which shall be approximately SEK 5 per option, shall be calculated by using the Black & Scholes valuation model and reviewed by an independent valuation company.¹ Wallenstam shall be able to offer the employee the possibility of financing the acquisition of options.
3. The issuance of synthetic options to the employee shall occur by means of an agreement being entered into between Wallenstam and the employee, on the following principal terms and conditions:
 - a. The start date must not be later than the 2027 AGM. The expiration date shall be March 1, 2031.
 - b. One synthetic option gives the option holder the right to obtain a cash amount equivalent to the value of the Wallenstam share, i.e. the closing price according to Nasdaq Stockholm's official price list, on the date redemption of the option is called for ("the Redemption date"), less the strike price. The strike price shall be determined so that the market value of the option on the grant date, calculated according to item 2 above, amounts to approximately SEK 5.

¹ According to a preliminary such calculation performed by Wallenstam the strike price will be SEK 50 assuming a market value of a synthetic option of SEK 5, an option grant date (start date) on April 30, 2026, a share price at the option grant date of SEK 45 per share, a risk free interest of 2.42 percent and a maximum value per synthetic option of SEK 30.



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- c. Irrespective of how the share price develops, Wallenstam will never redeem any synthetic option for a higher price than SEK 30 per option (maximum option redemption amount). The maximum value per synthetic option for the option holder on the Redemption date is thus SEK 30.
- d. The option holder has the right to call for redemption of the synthetic options on the expiration date, i.e. March 1, 2031. However, if the Wallenstam share before this date reaches such a quoted closing price according to Nasdaq Stockholm's official price list that the maximum option redemption amount of SEK 30 per option is reached, Wallenstam and the option holder have the possibility to call for early redemption.
- e. The options shall be freely transferable, but subject to a pre-emption right for Wallenstam to acquire the options.

Costs of the options scheme for Wallenstam

Wallenstam pays social security contributions on the benefit that it implies for the employee to receive synthetic options free of charge. The costs for social security contributions calculated at an assumed market value per synthetic option of approximately SEK 5 do not exceed SEK 13,000,000. The future cost for Wallenstam in respect of issued synthetic options depends on the price trend in the Wallenstam share. The total cost for redemption of the Option scheme at the maximum option redemption amount amounts to SEK 300,000,000 calculated on a total of 10,000,000 issued synthetic options. In addition, there are other expenses such as compensation to external advisors and for administration of the scheme. However, the total cost of the Options scheme for Wallenstam shall never exceed SEK 320,000,000.

Authorization to adjust the Options scheme

The Board of Directors, or whoever is appointed by the Board of Directors, shall have the right during the term of the Options scheme to make changes in the Options scheme to the extent deemed necessary or appropriate in view of the existing circumstances, for example in order to comply with legal, administrative or fiscal requirements. However, any adjustments must not mean that the essential terms of the Options scheme change or that the Options scheme becomes significantly more expensive.

Item 19: The Board of Directors proposes that the AGM resolves to authorize the Board of Directors, on one or more occasions until the next AGM, to take decisions regarding the acquisition of as many of its own B shares on Nasdaq Stockholm or another regulated market, such that the company's holding at any one time does not exceed 10 percent of all shares in the company. Such acquisitions shall take place at the best available price for the company. The restrictions on the highest and lowest price arising under applicable stock exchange rules must be observed. The purpose of the authorization to acquire the company's own shares is to provide the Board of Directors with the freedom of action to adjust the company's capital structure and create value for the company's shareholders.

Item 21: The Board of Directors proposes that the AGM resolves to authorize the Board of Directors, on one or more occasions until the next AGM, to take decisions regarding the acquisition of as many of its own B shares on Nasdaq Stockholm or another regulated market, such that the company's holding at any one time does not exceed 10 percent of all shares in the



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company. Such acquisitions shall take place at the best available price for the company. The restrictions on the highest and lowest price arising under applicable stock exchange rules must be observed. The purpose of the authorization to acquire the company's own shares is to provide the Board of Directors with the freedom of action to adjust the company's capital structure and create value for the company's shareholders.

Item 22: The Board of Directors proposes that the AGM resolves to authorize the Board of Directors, on one or more occasions until the date of the next AGM, to take decisions on the transfer of the company's own shares, as follows:

The Board of Directors may decide to transfer the company's own shares on Nasdaq Stockholm or another regulated market. The Board of Directors may also – with or without preferential rights for shareholders – take decisions regarding the transfer of the company's own shares by other means than through Nasdaq Stockholm or another regulated market. Transfer may take place against cash payment, for valuable consideration in other assets than cash or by offsetting debt through the company's transfer of shares in exchange for a claim against the company. The Board of Director's decision regarding transfer must be executed within the time period determined by the Board of Directors. Transfers shall take place at the best available price for the company and may not exceed the number of shares held by the company at the time of transfer. The restrictions on the highest and lowest price arising under applicable stock exchange rules must be observed.

The purpose of the proposed authorization is to:

- promote a more efficient capital structure in the company, which is anticipated to have a positive effect on the price of the company's shares and thus contribute to creating the largest possible return for the shareholders,
- create flexibility in the company's ability to distribute capital to the shareholders,
- continually adapt the company's capital structure to its capital requirements at any given time in order to contribute to increased shareholder value, and
- enable the financing of acquisitions through payment with the company's own shares.

Special majority requirements

For a resolution to be valid under items 19, 21 and 22, the proposal must be supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting

Number of shares and votes

At the time of issue of this convening notice, the number of shares in the company totaled 660,000,000, distributed among 69,000,000 A shares, which carry ten votes each and 591,000,000 B shares, which carry one vote each. Thus the number of votes in the company totaled 1,281,000,000. As of the date of issuance of this notice, the company holds 24 000 000 treasury shares.

Documents

The Nomination Committee's and Board of Directors' proposals and reasoned statements are available on the company's website at www.wallenstam.se/arsstamma and at the company's office at Kungsportsavenyen 2, Gothenburg. The Remuneration Report, Annual Report, Audit



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Report and the Auditor's Statement pursuant to Chapter 8, Section 54 of the Swedish Companies Act (2005:551) and other complete decision data will all be available as above no later than April 7, 2026.

The above documents will also be sent to shareholders who so request and who provide their mail address or e-mail address. To have the documents sent, please contact Louise Wingstrand by telephone +46 31 743 95 91.

Disclosures

The Board of Directors and the Managing Director shall, if any shareholder so requests and the Board of Directors considers that it may occur without material harm to the company, disclose information at the AGM about circumstances that may affect the assessment of an item on the agenda and circumstances that may affect the assessment of the company's or its subsidiaries' financial situation and the company's relationship with other Group companies.

Processing of personal data

For information about how your personal data are processed, see:

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

If you have any questions regarding our processing of personal data, please contact us via email at dataskydd@wallenstam.se.

Gothenburg, March 2026
Wallenstam AB (publ)
Board of Directors