

Notice to Annual General Meeting 2026 of Vestum AB (publ)

The board of directors in Vestum AB (publ) convenes an annual general meeting on Wednesday, 29 April 2026 at 10:00 (CEST) on the company's premises at Kungsgatan 26, SE-111 35 Stockholm, Sweden.

The English text is an unofficial translation of the Swedish original. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.

NOTICE OF ANNUAL GENERAL MEETING IN VESTUM AB (PUBL)

The shareholders of Vestum AB (publ), reg. no. 556578-2496 (the "**Company**"), are hereby summoned to the annual general meeting on Wednesday 29 April 2026 at 10:00 (CEST) on the Company's premises at Kungsgatan 26, SE-111 35 Stockholm, Sweden. Entry and registration begin at 09:30 (CEST).

The board of directors has, pursuant to Chapter 7, Section 4 a of the Swedish Companies Act (Sw. *Aktiebolagslagen (2005:551)*) and the Company's articles of association, decided that the shareholders shall be able to exercise their voting rights by post prior to the annual general meeting. Accordingly, shareholders may choose to participate in the annual general meeting in person, by proxy or through postal voting.

Exercise of voting rights at the annual general meeting

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

1. be registered in the share register kept by Euroclear Sweden AB on Tuesday, 21 April 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 on Thursday, 23 April 2026; and
2. give notice of attendance in accordance with the instructions set out under the heading "*Notification of attendance in person or by proxy*" or submit a postal vote in accordance with the instructions set out under the heading "*Instructions for postal voting*" no later than on Thursday, 23 April 2026.

Notification of attendance in person or by proxy

Shareholders who wish to attend the annual general meeting in person or by proxy shall give notice to the Company of this not later than on Thursday, 23 April 2026 either by e-mail to arsstamma@vestum.se or by post to Vestum AB (publ), Kungsgatan 26, SE-111 35 Stockholm, Sweden (Attn: Annual General Meeting 2026).

The notification shall state the shareholder's name or company name, personal identification number or corporate identification number, address, phone number and, where applicable, the number of accompanying assistants.

Shareholders who do not wish to participate in person or exercise their voting rights by postal voting may exercise their voting rights at the annual general meeting through a proxy with a written, signed and dated power of attorney. If the power of attorney is prepared by a legal entity, a copy of the certificate of registration or an equivalent authorisation document for the legal entity must be enclosed.

In order to facilitate the registration at the annual general meeting, powers of attorney, certificates of registration and other authorisation documents should be received by the Company at the address Vestum AB (publ), Kungsgatan 26, SE-111 35 Stockholm, Sweden (Attn: Annual General Meeting 2026), not later than on Thursday, 23 April 2026. Please note that notification of attendance at the annual general meeting must be made even if the shareholder wishes to exercise its voting rights at the annual general meeting through a proxy. A submitted power of attorney is not considered as a notification of attendance at the annual general meeting. A form of power of attorney in Swedish and in English is available on the Company's website (www.vestum.se).

Instructions for postal voting

Shareholders who wish to exercise their voting rights through postal voting must use the postal voting form that is available on the Company's website (www.vestum.se). The postal vote must be received by the Company not later than Thursday, 23 April 2026. The postal voting form shall be sent to the Company either by e-mail to arsstamma@vestum.se or by post to Vestum AB (publ), Kungsgatan 26, SE-111 35 Stockholm, Sweden (Attn: Annual General Meeting 2026).

Shareholders who wish to revoke a submitted postal vote and instead exercise their voting rights by attending the annual general meeting in person or by proxy must notify the secretariat of the annual general meeting before the annual general meeting opens.

If a shareholder votes by proxy, a power of attorney shall be enclosed with the voting form. If the shareholder is a legal entity, a certificate of registration or a corresponding authorisation documents must be enclosed with the form. Shareholders may not make a vote conditional or submit other instructions to the Company through this form. If the shareholder has provided the form with special instructions or conditions, or changed or made additions in the pre-printed text, the postal vote is invalid in its entirety.

Proposed agenda

1. Election of the chairman of the annual general meeting
2. Election of one or two persons to verify the minutes
3. Preparation and approval of the voting list
4. Resolution on whether the annual general meeting has been duly convened
5. Approval of the agenda
6. Presentation of the annual report and the auditor's report, the consolidated financial report and the auditor's report of the consolidated financial report 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) disposition of the company's profit or loss as shown in the adopted balance sheet
- c) discharge of liability of members of the board of directors and managing director
- d) approval of the remuneration report
- 8. Determination of the number of members of the board of directors and deputies
- 9. Determination of the remuneration to the members of the board of directors and the auditor
- 10. Election of the members of the board of directors and the auditor
- 11. Resolution on the nomination committee
- 12. Resolution on an authorisation for the board of directors to resolve on issuances of shares, warrants and/or convertible instruments
- 13. Resolution on an authorisation for the board of directors to resolve on acquisitions and transfers of treasury shares
- 14. Resolution on guidelines for executive remuneration
- 15. Closing of the annual general meeting

Proposed resolutions

Item 1 – Election of the chairman of the annual general meeting

The nomination committee, consisting of Conny Ryk (RYK GROUP AB), Per Ericsson (Rosenqvist Gruppen AB) and Richard Torgersson (Nordea Funds) proposes that Olle Nykvist, General Counsel at the Company, shall be appointed as chairman of the annual general meeting or, in his absence, the person appointed by a representative of the nomination committee.

Item 2 – Election of one or two persons to verify the minutes

The board of directors proposes that the annual general meeting elects one or two persons that are proposed by the chairman of the general meeting and who are not a board member of, or employed by, the Company to attest the minutes of the general meeting. The assignment to attest the minutes shall also include verifying the voting list and that the received postal votes are correctly reflected in the minutes of the general meeting.

Item 7 b) – Resolution on disposition of the company's profit or loss as shown in the adopted balance sheet

The board of directors proposes that no dividends shall be paid for the financial year 2025 and that the result shall be carried forward.

Item 7 c) – Resolution on discharge of liability of members of the board of directors and managing director

Resolutions on discharge from liability shall be made by individual resolutions in the following order:

1. Conny Ryk (board member and chairman of the board of directors)
2. Per Åhlgren (member of the board of directors)
3. Johan Heijbel (member of the board of directors)
4. Anders Rosenqvist (member of the board of directors)
5. Caroline Atelius (member of the board of directors)
6. Simon Göthberg (managing director)

Item 7 d) – Resolution on approval of the remuneration report

The board of directors' remuneration report for 2025 (the "**Remuneration Report**") provides an outline of how the guidelines for executive remuneration have been implemented during 2025. The Remuneration Report has been prepared in accordance with Chapter 8, Sections 53 a–53 b of the Swedish Companies Act and the Rules on Remuneration of the Board and Executive Management and on Incentive Programmes issued by the Stock Market Self-Regulation Committee.

There have been no deviations from the procedure for the implementation of and no derogations from the application of the guidelines for executive remuneration in 2025.

The Remuneration Report for 2025 is available on the Company's website (www.vestum.se).

The board of directors proposes that the annual general meeting approve the Remuneration Report.

Regarding the board of directors' proposal for new guidelines for executive remuneration, see item 14.

Item 8 – Determination of the number of members of the board of directors and deputies

The nomination committee proposes that the general meeting resolves that the board of directors, for the time until the close of the next annual general meeting, shall comprise of five (5) board members without deputies.

Item 9 – Determination of remuneration to the members of the board of directors and the auditor

The nomination committee proposes that the annual general meeting resolves on remuneration to the board of directors, for the period until the end of the next annual general meeting, as follows:

- i) SEK 1,000,000 (unchanged) shall be paid to the chairman of the board of directors; and SEK 250,000 (unchanged) shall be paid to each of the other members of the board of directors elected by the general meeting that are not employed by the Company; and
- ii) SEK 100,000 (unchanged) shall be paid to the chairman of the audit committee and SEK 50,000 (unchanged) shall be paid to each of the other members of the audit committee; and
- iii) SEK 50,000 (unchanged) shall be paid to the chairman of the remuneration committee and SEK 25,000 (unchanged) to each of the other members of the remuneration committee.

The nomination committee also proposes that the annual general meeting resolves that the fees to the auditor shall be paid against approved invoice.

Item 10 – Election of the members of the board of directors and the auditor

The nomination committee proposes that the annual general meeting, for the period until the end of the next annual general meeting, resolves on the election of:

- Members of the board of directors:

1. Per Åhlgren (re-election)
2. Johan Heijbel (re-election)
3. Anders Rosenqvist (re-election)
4. Caroline Atelius (re-election)

- Chairman of the board of directors:

5. Conny Ryk (re-election)

- Auditor:

6. Öhrlings PricewaterhouseCoopers AB (re-election)

Information regarding proposed members of the board of directors

Information of the members of the board of directors that are proposed to be re-elected can be found on the Company's website (www.vestum.se).

Considering the rules on board members' independence set out in the Swedish Corporate Governance Code, the nomination committee is of the opinion that three of five proposed board members – Per Åhlgren, Johan Heijbel and Caroline Atelius – are independent in relation to the Company, its senior management and its major shareholders. The nomination committee is of the opinion that Conny Ryk and Anders Rosenqvist are not independent in relation to the Company's major shareholders and that Conny Ryk is not independent in relation to the Company and the Company's senior executives.

Item 11 – Resolution on the nomination committee

The nomination committee proposes that the instruction for the appointment of the members of the nomination committee, adopted at the 2022 annual general meeting, shall continue to apply until further notice. The instruction is published on the Company's website (www.vestum.se).

Item 12 – Resolution on an authorisation for the board of directors to resolve on issuances of shares, warrants and/or convertible instruments

The board of directors proposes that the annual general meeting resolves on authorisation for the Company's board of directors to, at one or several occasions during the period up until the next annual general meeting, with or without deviation from the shareholders' preferential rights, resolve upon the issuance of new shares, warrants and/or convertible instruments. The reason for the deviation from the shareholders' preferential rights shall, in such case, be to satisfy the Company's capital needs, secure the Company's continued operations and development, and enable future acquisitions. The board of directors shall have the right to resolve that payments shall be made in in cash, in kind, through set-off or otherwise with conditions. In the event that new shares are issued with deviation from the shareholder's preferential rights, the new share issue shall be carried out on market terms.

The authorisation shall be limited so that the board of directors may not resolve upon issues of shares, convertibles or warrants that entail that the total number of shares that are issued, issued through conversion of convertibles or issued through exercise of warrants exceeds 10% of the total number of shares in the Company at the time the board of directors exercises the authorisation for the first time.

The board of directors, the managing director or the person appointed by the board of directors shall be authorised to make minor adjustments to the resolution as may be required in connection with the registration with the Swedish Companies Registration Office (Sw. *Bolagsverket*).

A resolution pursuant to item 12 is valid only where supported by shareholders holding not less than two-thirds of the votes cast as well as the shares represented at the annual general meeting.

Item 13 – Resolution on an authorisation for the board of directors to resolve on acquisitions and transfers of treasury shares

The board of directors proposes that the annual general meeting resolves on authorisation for the Company's board of directors to, at one or several occasions during the period up until the next annual general meeting, resolve upon acquisitions and transfers of treasury shares on the following terms.

Acquisitions may be made of a maximum of so many shares that the Company's holding of treasury shares, following the acquisition, amounts to a maximum of 10% of all shares in the Company. Acquisitions of treasury shares shall be made on Nasdaq Stockholm. Acquisitions of treasury shares shall be made at a price per share within the at each time prevailing price interval for the shares on Nasdaq Stockholm. 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 by other means than on Nasdaq Stockholm. Transfers of treasury shares shall be made at market terms. Payment for treasury shares transferred may be made in cash, in-kind or by set-off. Transfers of treasury shares may be made with deviation from the shareholders' preferential rights.

The reason for an acquisition or a transfer of treasury shares, and the reason for any transfer with deviation from the shareholders' preferential rights, shall be to: (i) optimise the company's capital structure or (ii) use the shares as consideration (including earn-out consideration) in connection with, or as financing of, acquisitions of companies or businesses.

A resolution pursuant to item 13 is valid only where supported by shareholders holding not less than two-thirds of the votes cast as well as the shares represented at the annual general meeting.

Item 14 – Resolution on guidelines for executive remuneration

The Board of Directors proposes that the AGM adopts the following guidelines for executive remuneration.

Guidelines for executive remuneration

The guidelines cover salaries and other remuneration to the CEO and other persons in the Company's management (senior executives). The guidelines shall be applied for remuneration agreed upon, and changes made to existing agreements, after adoption of these guidelines at the AGM 2026. These guidelines do not apply to any remuneration decided or approved by the general meeting.

The guidelines' promotion of the Company's business strategy, long-term interests and sustainability

Vestum is an industrial group that provides services and products to the infrastructure sector. Vestum has the most prominent specialists with extensive industry experience and strong positions in regional markets. For further information about the Company's business strategy, see <https://www.vestum.se/en/about-vestum/>.

A prerequisite for the successful implementation of the Company's business strategy and safeguarding of its long-term interests, including its sustainability, is that the Company is able to recruit and retain qualified personnel with the right competence. To this end, it is necessary that the Company offers competitive remuneration. These guidelines enable the Company to offer the senior executives a competitive total remuneration.

It is noted that the AGM of the Company may resolve to implement incentive programs for its employees. Such incentive programmes are not covered by these guidelines.

Types of remuneration

Remuneration and other terms of employment shall be on market terms in order for the Company to be able to retain and recruit competent senior executives. The compensation may consist of a fixed cash salary, variable cash remuneration, pension benefits, insurance and other benefits. Additionally, the general meeting may – irrespective of these guidelines – resolve on, among other things, share-related or share price-related remuneration. To the extent that a member of the Board of Directors performs work on behalf of the Company in addition to the board assignment, market term consultancy fees may be paid to such board member.

Fixed cash salary

The senior executives shall receive a fixed base salary in line with market terms and based on the individual's area of responsibility, competence and experience. The fixed cash salary shall be reviewed annually for each calendar year.

Variable cash remuneration

The senior executives shall be able to receive annual variable cash remuneration and such remuneration must be designed to promote the Company's long-term value creation. The variable remuneration shall be linked to predetermined and measurable criteria. The satisfaction of criteria for awarding variable cash remuneration shall be measured over a period of one year. The variable cash remuneration may amount to a maximum of 50 per cent of the total fixed cash salary during the measurement period.

When the measurement period for meeting the criteria for payment of variable cash remuneration has ended, it shall be determined to what extent the criteria have been met. The Remuneration Committee is responsible for the assessment of variable cash remuneration to the CEO. The CEO is responsible for the assessment of other senior executives. For financial objectives, the evaluation shall be based on the latest financial information made public by the Company.

The Board of Directors shall have the possibility, under applicable law or contractual provisions, to in whole or in part reclaim variable remuneration paid on incorrect grounds.

Pension

For the CEO, pension benefits, including health insurance, shall be premium defined. Variable cash remuneration shall not qualify for pension benefits. The pension premiums for premium defined pension shall amount to not more than 30 per cent of the fixed annual cash salary.

For other senior executives, pension benefits, including health insurance, shall be premium defined unless the senior executive concerned is subject to defined benefit pension under mandatory collective agreement provisions. Variable cash remuneration shall qualify for pension benefits to the extent required by mandatory collective agreement provisions. The pension premiums for premium defined pension shall amount to not more than 30 per cent of the fixed annual cash salary.

For employments governed by rules other than Swedish, pension benefits and other benefits may be duly adjusted for compliance with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines.

Other benefits

Other benefits may include e.g., life insurance, health insurance and wellness allowance. Such benefits may in total amount to a maximum of 10 per cent of the fixed annual cash salary.

Termination of employment

In the event of termination by the Company, the notice period is a maximum of twelve months for the CEO and for other senior executives. Fixed cash salary during the notice period and severance pay, including any compensation for non-compete undertakings, may not in total exceed an amount equivalent to the fixed cash salary for 24 months for the CEO and twelve months for other senior executives. In the event of termination by the executive, the notice period may not exceed twelve months. No severance pay shall be paid in the event of termination by the executive.

Salary and employment conditions for employees

In the preparation of the Board of Directors' proposal for these remuneration guidelines, salary and employment conditions for employees of the Company have been taken into account by including information on the employees' total income, the components of the remuneration and increase and growth rate over time, in the Remuneration Committee's and the Board of Directors' basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable.

The decision-making process to determine, review and implement the guidelines

The Board of Directors has established a Remuneration Committee. The committee's tasks include preparing the Board of Directors' decision to propose guidelines for executive remuneration. The Board of Directors shall prepare a proposal for new guidelines at least every fourth year and submit it to the AGM. The guidelines shall be in force until new guidelines are adopted by the general meeting. The Remuneration Committee shall also monitor and evaluate programs for variable remuneration for the executive management, the application of the guidelines for executive remuneration as well as the current remuneration structures and compensation levels in the Company. The CEO and other members of the executive management do not participate in the Board of Directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

Derogation from the guidelines

The Board of Directors may temporarily resolve to derogate from the guidelines, in whole or in part, if in a specific case there is special cause for the derogation and a derogation is necessary to serve the Company's long-term interests, including its sustainability, or to ensure the Company's financial viability. As set out above, the Remuneration Committee's tasks include preparing the Board of Directors' resolutions in remuneration-related matters. This includes any resolutions to derogate from the guidelines.

Number of shares and votes

As of the date of this notice, the total number of shares and votes in the Company amounts to 375,809,468. The Company does not hold any treasury shares as of the date of this notice.

Shareholders' right to request information

The board of directors and the managing director shall, if any shareholder so requests and the board of directors believes that it can be done without significant harm to the Company, provide information in respect of any circumstances which may affect the assessment of a matter on the agenda and any circumstances that may affect the assessment of the Company's financial position. The duty to provide information shall also apply to the Company's relationship with another group company, the consolidated financial report and such circumstances regarding subsidiaries that are referred to in the preceding sentence.

Available documents

Complete proposals and other documentation that shall be kept available before the annual general meeting will be kept available at the Company at address Kungsgatan 26, SE-111 35 Stockholm, Sweden and on the Company's website (www.vestum.se) not later than three weeks before the annual general meeting. The documents will also be sent to the shareholders who request it and state their postal address. Such a request may be sent to Vestum AB (publ), Kungsgatan 26, SE-111 35 Stockholm, Sweden (Attn: Annual General Meeting 2026) or by e-mail to arsstamma@vestum.se.

Processing of personal data

For information on how personal data is processed in connection with the general meeting, please refer to the privacy policy available on Euroclear Sweden AB's website: www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf.

Stockholm in March 2026

Vestum AB (publ)

The Board of Directors

For additional information, please contact:

Olle Nykvist, General Counsel, Vestum AB (publ)

Email: olle.nykvist@vestum.se

About Vestum

Vestum is an industrial group that provides services and products to the infrastructure sector. We have the most prominent specialists with extensive industry experience and strong positions in regional markets. With about 1,500 employees, we operate in Scandinavia and the United Kingdom.

For additional information, please visit: www.vestum.se

Vestum's share is traded under the short name VESTUM on Nasdaq Stockholm.

Attachments

[Notice to Annual General Meeting 2026 of Vestum AB \(publ\)](#)