

## **NOTICE OF THE EXTRORDINARY GENERAL MEETING IN WALL TO WALL GROUP AB**

**Shareholders in Wall To Wall Group AB, reg. no. 559309-8790, (the "Company") are hereby invited to attend the Extraordinary General Meeting on 30 June 2025 at 10 a.m. in Wigge & Partners Advokat KB's offices at Birger Jarlsgatan 25 in Stockholm, Sweden. Registration for the meeting starts at 9.30 a.m.**

### **Conditions for participation**

Shareholders who wish to attend the meeting shall be recorded as a shareholder in the share register prepared by Euroclear Sweden AB concerning the circumstances on 19 June 2025 and give notice of participation no later than 24 June 2025. The notification should be sent by post to Wall To Wall Group AB, "EGM 2025", Box 5712, 114 87 Stockholm, Sweden, or by e-mail to [aleksander.markovic@walltowallgroup.com](mailto:aleksander.markovic@walltowallgroup.com).

**The notification must state the** name, date of birth, registration number, address, telephone number and number of assistants (maximum two), if any.

### **Nominee registered shares**

Shareholders who have their shares registered by a nominee must, to attend the meeting, temporarily have the shares registered in their own name with Euroclear Sweden AB. Shareholders must inform their nominees hereof well in advance of 19 June 2025. Voting right registrations completed by the nominee not later than 24 June are taken into account when preparing the share register.

### **Proxies**

If a shareholder intends to be represented at the Extraordinary General Meeting by proxy, a power of attorney must be issued for the proxy. The power of attorney must be in writing, dated and signed by the shareholder.

If the shareholder is a legal entity, a registration certificate or a corresponding document shall be enclosed to the form. The power of attorney in original, certificate of registration or corresponding documents of authority should be sent to the Company at the address stated above well in advance of the Extraordinary General Meeting. the power of attorney and other authorisation documents have not been submitted in advance, these must be presented at the meeting.

A form of a power of attorney is available on the Company's website, [www.walltowallgroup.se](http://www.walltowallgroup.se), and will be sent free of charge to shareholders who request it and provide their postal address.

**Proposed agenda**

1. Opening of the meeting
2. Election of Chairman for the meeting
3. Preparation and approval of the voting list
4. Election of one or two persons to approve the minutes
5. Determination of whether the meeting has been duly convened
6. Approval of the agenda
7. The Board of Directors' proposal for a resolution on approval of share transfer
8. The Board of Directors' proposal for a resolution on reduction of the share capital through a directed redemption of shares and increase of the share capital through a bonus issue
9. Conclusion of the meeting

**Proposals for resolutions*****The Board of Directors' proposal for a resolution on approval of share transfer (item 7)***

The Company has entered into a share transfer agreement with one of its shareholders, JVG AB, regarding the divestment of the shares (the "**Shares**") in Coatab Rörteknik AB, Reg. No. 559358-4633 ("**Coatab**").

As consideration for the Shares, JVG shall, pursuant to the share transfer agreement, pay through the redemption by the Company of no more than 189,073 Class A shares in the Company, corresponding to a total value of SEK 10,966,234. In addition, JVG may be required to pay a supplementary cash consideration.

The share transfer agreement is conditional upon approval by the general meeting of the Company in accordance with the provisions of Chapter 16 of the Swedish Companies Act (Sw. aktiebolagslagen). In order for the resolution to be valid, it must be supported by shareholders representing at least nine-tenths of both the votes cast and the shares represented at the meeting. Furthermore, the share transfer agreement is conditional upon the general meeting resolving in accordance with the Board of Directors' proposal for a reduction of the share capital through a directed redemption of shares and an increase of the share capital through a bonus issue, as set out under item 8(b) below.

For further information regarding the divestment, please refer to the Company's press release dated 28 May 2025.

***The Board of Directors' proposal for a resolution on reduction of the share capital through a directed redemption of shares and increase of the share capital through a bonus issue (item 8)***

The Board of Directors proposes that the General Meeting resolves that the company's share capital shall (a) be reduced for repayment to shareholders through a directed redemption of shares and (b) be increased by way of a bonus issue without issuance of new shares. The resolutions under items (a) and (b) below are proposed to be conditional upon each other and the resolutions are therefore proposed to be taken together, as one resolution.

*(a) Reduction of the share capital through a directed redemption of shares*

The Board of Directors proposes that the General Meeting resolves that the Company's share capital shall be reduced by SEK 48,110,176,532 for repayment to the shareholder JVG AB, Reg. No. 556792-4716 ("**JVG**"). The reduction shall be carried out through a directed redemption of no more than 189,073 Class A shares held by JVG in the Company, each with a quota value of SEK 0.254453, in exchange for repayment in the form of in-kind consideration consisting of up to 25,000 shares in Coatab Rörteknik AB, Reg. No. 559358-4633 ("Coatab") (the "**Consideration Shares**"). All shares in Coatab were recorded in the Company's balance sheet as of 28 May 2025 at a book value of SEK 10,966,234.

JVG has consented to the redemption and will register the Class A shares for redemption by submitting a notification on a separate subscription list no later than 30 June 2025. However, the Board of Directors shall have the right to extend the notification period.

Payment for the redeemed Class A shares shall be made as soon as possible following the registration of the general meeting's resolution on the reduction of the share capital with the Swedish Companies Registration Office (Sw. Bolagsverket). The record date for the reduction of the share capital through redemption is estimated to be 30 June 2025.

Following the completion of the capital reduction, the Company's share capital will amount to no less than SEK 3,447,884,364,763, divided among no less than 13,550,186 shares, of which 11,550,186 are Class A shares and 2,000,000 are Class B shares. The reduction of the share capital under this proposal is conditional upon the general meeting resolving on a bonus issue in accordance with the Board of Directors' proposal below. It is noted that the proposed bonus issue and the proposed reduction of the share capital together will not reduce either the Company's restricted equity or its share capital. Therefore, no approval from the Swedish Companies Registration Office or a general court is required for the reduction. The Board of Directors has prepared a reasoned statement in accordance with Chapter 20, Section 8 of the Swedish Companies Act, Appendix 1, which has been reviewed by the Company's auditor, Appendix 2.

Following the most recent resolution on value transfer, SEK 978,781,812 remains available under the distributable amount pursuant to Chapter 17, Section 3, first paragraph of the Swedish Companies Act. As a result of the reduction, the Consideration Shares with a book value of SEK 10,966,234 will be distributed to JVG. In addition to the quota value of SEK 0.254453 per share, this corresponds to an average value of approximately SEK 57.745547 per Class A share, i.e., a total of SEK 58.00 per Class A share.

The reason that only JVG shall be entitled to have shares redeemed is that, in the Board of Directors' assessment, the divestment of the Consideration Shares and their underlying assets represents a step in the optimisation of Wall to Wall Group's service portfolio within pipe relining, and is in line with the Company's communicated strategy to streamline materials and methods. The Board of Directors of Wall to Wall considers this to be in the best interests of the Company and all its shareholders.

The redemption price per Class A share has been determined by the Board of Directors (i) based on arm's length negotiations with JVG and (ii) with reference to the volume-weighted average price of Wall to Wall's Class A shares during the period 17 April 2025 to 19 May 2025. The Board of Directors therefore considers the redemption price to be on market terms.

The Board of Directors, or anyone appointed by the Board, is authorised to make such minor adjustments to this resolution as may be required in connection with its registration.

*(b) Increase of the share capital through a bonus issue without issuing new shares*

In order to achieve a time-efficient redemption procedure in accordance with item 8 (a) above without requiring approval from the Swedish Companies Registration Office or a general court, the Board of Directors proposes that the general meeting resolve to increase the Company's share capital by SEK 48,110.176532 through a transfer of SEK 48,110.176532 from unrestricted equity in accordance with the most recently adopted balance sheet.

The bonus issue shall be carried out without the issuance of new shares.

Following the completion of the reduction and bonus issue as set out above, the Company's share capital will amount to SEK 3,495,994.541295, divided among a total of 13,550,186 shares, of which 11,550,186 are Class A shares and 2,000,000 are Class B shares (following the reduction of the share capital through the redemption of shares in accordance with item 8 (a) above).

### **Majority rules**

Resolution in accordance with item 8 requires approval of at least two thirds of the votes cast and the shares represented at the Extraordinary General Meeting.

### **Questions and shareholders' right to receive information**

The shareholders are reminded of their right to receive information from the Board and the CEO in accordance with Chapter 7 Section 32 of the Swedish Companies Act. Shareholders who wish to submit questions in advance are welcome to do so through Wall To Wall Group AB, "EGM 2025", Box 5712, 114 87 Stockholm, Sweden or by email to [aleksander.markovic@walltowallgroup.com](mailto:aleksander.markovic@walltowallgroup.com).

**Shares and votes**

The total number of shares in the Company as of the date of this notice amounts to 13,739,259, of which 11,739,259 consist of shares of series A corresponding to 11,739,259 votes and 2,000,000 consist of shares of series B corresponding to 2,000,000 votes, whereby the total number of votes amounts to 13,739,259. As of 28 May 2025 the Company holds 258,000 shares of series A, corresponding to 258,000 votes, which cannot be represented at the Extraordinary General Meeting.

**Complete proposals etcetera**

- Proxy form
- Auditor's statement pursuant to Chapter 12, Section 7 and Chapter 20, Section 12 of the Swedish Companies Act
- Auditor's statement pursuant to Chapter 20, Section 8 of the Swedish Companies Act
- Auditor's statement pursuant to Chapter 20, Section 14 of the Swedish Companies Act
- The Board of Directors' proposal for resolution on reduction and increase of the share capital
- The Board of Directors' report pursuant to Chapter 12, Section 7 and Chapter 20, Section 12 of the Swedish Companies Act
- The Board of Directors' report pursuant to Chapter 20, Section 8 of the Swedish Companies Act
- The Board of Directors' report pursuant to Chapter 20, Section 13 of the Swedish Companies Act

will be available at the Company's offices on Linnégatan 2 in Stockholm, Sweden, and on the Company's website, [www.walltowallgroup.se](http://www.walltowallgroup.se). Copies of the above-mentioned documents will be sent upon request to shareholders who provide their postal address.

For information on how the Company processes your personal data, please refer to the privacy policy available on Euroclear Sweden AB's website:

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

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Stockholm in May 2025

**Wall To Wall Group AB (publ)**

*The Board of Directors*

**Contacts**

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**About Wall to Wall Group AB**

Wall to Wall Group is primarily active within property related pipe flushing and relining. Wall to Wall's customers mainly consist of commercial property managers and housing cooperatives. Wall to Wall Group has a clear growth strategy with a focus on both acquisitions and organic growth, including through greenfieldings in new locations. The head office is located in Stockholm.

**Attachments**

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