

NOTICE OF ANNUAL GENERAL MEETING IN WALL TO WALL GROUP AB

Shareholders in Wall To Wall Group AB, org.nr 559309-8790, (the "Company") are hereby invited to attend the Annual General Meeting on 26 May 2026 at 11.00 a.m. in the Company's premises at Nybrogatan 16 in Stockholm. Registration for the Annual General Meeting will commence at 10.30 a.m.

Conditions for participation

Shareholders who are registered as shareholders in the share register maintained by Euroclear Sweden AB on 18 May 2026 and who notify their intention to attend the Annual General Meeting no later than 20 May 2026 are entitled to participate in the Annual General Meeting. Notification of attendance should be sent by post to Wall To Wall Group AB, "AGM 2026", Box 5712, SE-114 87 Stockholm, Sweden, or by e-mail to johan.wewel@walltowallgroup.com. Notification of attendance must include name, personal identity number or corporate identity number, address, telephone number and number of assistants (maximum two), if any.

Nominee registered holdings

Shareholders whose shares are registered in the name of a nominee must, to exercise their voting rights at the Annual General Meeting, temporarily register their shares in their own name with Euroclear Sweden AB. Shareholders must notify their nominee of this well in advance of 18 May 2026. However, voting rights registration that has been requested by shareholders in such time that the registration has been made by the nominee no later than 20 May will be considered in the preparation of the share register.

Proxies

If a shareholder intends to be represented at the Annual General Meeting by a proxy, a power of attorney shall be issued for the proxy. The power of attorney shall be in writing, dated and signed by the shareholder. If the shareholder is a legal entity, a copy of the certificate of registration or equivalent document of authority shall be attached to the notification. The original power of attorney as well as the certificate of registration and other authority documents should be sent to the Company well in advance of the Annual General Meeting at the address stated above. If a power of attorney and other authority documents have not been submitted in advance, they shall be presented at the meeting.

A proxy form is available on the Company's website, www.walltowallgroup.se, and will be sent free of charge to shareholders who request it and state 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. Presentation of the Annual Report and the Auditors' Report as well as the Consolidated Accounts and the Auditors' Report on the Consolidated Accounts, and the Auditor's opinion on whether the current guidelines for remuneration for senior executives have been followed
8. Presentation by the CEO
9. Resolution on
 - a) adoption of the Income Statement and Balance Sheet as well as the Consolidated Income Statement and Consolidated Balance Sheet
 - b) allocation of the Company's profit as shown in the Balance Sheet adopted by the meeting and record date
 - c) discharge from liability for the members of the Board of Directors and the CEO
10. Determination of the number of Directors and Auditors
11. Determination of remuneration to the Directors and the Auditor elected by the meeting
12. Election of Directors and Chairman of the Board
13. Election of Auditor
14. Presentation of the Board's remuneration report for approval
15. Resolution on authorisation for the Board to issue shares, etc.
16. Resolution on authorisation to acquire and transfer the Company's own shares
17. Termination of LTIP 2025
18. Resolution on
 - a) LTIP 2026
 - b) Transfer of own shares
19. Conclusion of the meeting

Proposal for resolutions

The Nomination Committee's proposal for resolutions

The Nomination Committee, which consists of Ulf Strömsten (Chairman of the Nomination Committee, appointed by AGB Kronolund AB and Servisen Investment Management AB), Gustav Andersson (appointed by Carnegie Fonder AB), Staffan Persson (appointed by Swedia Capital AB), and Anders Böös (Chairman of the Board), proposes the following.

Election of Chairman for the meeting (item 2)

that Anders Böös or, if he is prevented from attending, the person assigned by the Nomination Committee instead, is elected Chairman.

Determination of the number of Directors and Auditors (item 10)

that the Board of Directors shall consist of six members, with no deputies.

that one registered auditing company without a deputy auditor shall be appointed.

Determination of remuneration to the Directors and the Auditor elected by the meeting (item 11)

that remuneration to the Board of Directors and other remuneration for Board assignments to Board members who are not employed by the Company shall be paid in the amount of SEK 500,000 (500,000) to the Chairman of the Board and SEK 250,000 (250,000) to each of the other Board members.

that remuneration for the work of the Audit Committee to Board members who are not employed by the Company shall be paid in the amount of SEK 75,000 (75,000) to the Chairman of the Audit Committee and SEK 50,000 (50,000) to each of the other members of the Audit Committee.

that fees to the auditor shall be paid in accordance with approved invoices.

Election of Directors and Chairman of the Board of Directors (item 12)

a) The Nomination Committee proposes re-election of the following members:

1. Ingrid Bonde
2. Anders Böös
3. Anders Lönnqvist
4. Lars Wedenborn
5. Maria Sidén

The Nomination Committee proposes the election of the following members:

6. Helena Hed

b) The Nomination Committee proposes re-election of Anders Böös as Chairman of the Board.

all for the period until the end of the 2027 Annual General Meeting.

Information about the proposed new Board member:

Helena Hed, born 1975

Helena currently works as a business area manager in the construction company NCC and has previously worked for 15 years in the consulting company Sweco and thus has many years of experience in project management. She has a Master of Science in Civil Engineering from Luleå University of Technology. Helena owns 3,500 shares in the Company as of the day of this notice.

Information about the proposed members of the Board of Directors can be found on the Company's website, www.walltowallgroup.se.

Election of Auditor (item 13)

that Öhrlings PricewaterhouseCoopers AB ("**PwC**") be re-elected as auditing firm in accordance with the Audit Committee's recommendation. PwC has announced that Authorised Public Accountant Nicklas Kullberg will continue as auditor in charge if the Annual General Meeting resolves in accordance with the proposal.

The Board of Director's proposal for resolution

Allocation of the Company's profit in accordance with the adopted Balance Sheet (item 9b)

The Board of Directors proposes not to decide on a dividend for the financial year 2025 at the Annual General Meeting.

The Board of Directors intends to reconsider the issue of dividend for the full year 2025 after the end of the third quarter of 2026 and may then submit a proposal for a dividend for 2025 and convene an Extraordinary General Meeting to decide on this.

Presentation of the Board of Directors' remuneration report for approval (item 14)

The Board of Directors proposes that the Annual General Meeting approves the remuneration report.

Resolution on authorisation for the Board to issue shares, etc. (item 15)

The Board of Directors proposes that the Annual General Meeting resolves, until the next Annual General Meeting, to authorise the Board of Directors to, on one or more occasions, with or without deviation from the shareholders' preferential rights, resolve on a new issue of Class A shares and/or an issue of convertibles that may be converted into Class A shares and/or an issue of warrants entitling to subscription of Class A shares.

If the Board of Directors resolves to issue shares with deviation from the shareholders' preferential rights, the reason shall be to enable payment through own financial instruments in connection with any acquisitions that the Company may make and to enable capital raising in connection with and for the purpose of financing such acquisitions. The number of shares that may be issued, the number of shares that convertibles may be converted into and the number of shares that may be subscribed for through the exercise of warrants may not exceed ten (10) percent of the Company's share capital at the time of the first exercise of the authorization.

It is proposed that the Chairman of the Board of Directors and the CEO be authorised to make such minor adjustments to the above resolutions as may prove necessary in connection with the registration thereof with the Swedish Companies Registration Office and Euroclear Sweden AB.

Resolution on authorisation for the Board of Directors to acquire and transfer the company's own shares (item 16)

The Board of Directors proposes that the Annual General Meeting authorises the Board of Directors to, on one or more occasions until the next Annual General Meeting, resolve on the acquisition of the Company's own shares. Acquisitions may be made of a maximum of so many shares that the Company's holding of own shares after the acquisition amounts to a maximum of one tenth (1/10) of all shares in the Company.

The shares may be acquired partly through an offer directed to all shareholders and partly through trading on Nasdaq Stockholm. When trading on Nasdaq Stockholm, the price shall not exceed the higher of the prices for the most recent independent trading and the highest current independent bid on Nasdaq Stockholm and shall otherwise be made in accordance with Nasdaq Stockholm's rules for issuers. The main purpose of any acquisition is for the Company to achieve flexibility regarding equity and thereby be able to optimize the Company's capital structure. Any acquisitions may also enable treasury shares to be used as payment for or financing of company acquisitions and to be able to meet commitments and social security contributions within the framework of incentive programs.

It is also proposed that the Board of Directors be authorized, on one or more occasions until the next Annual General Meeting, to decide on the transfer of the company's own shares held by the Company at the time of the Board's transfer decision. The transfer may be made through trading on Nasdaq Stockholm at a price within the registered price interval at any given time and shall otherwise be made in accordance with Nasdaq Stockholm's rules for issuers. Transfer of shares acquired in accordance with the above may also take place outside Nasdaq Stockholm, with or without deviation from the shareholders' preferential rights and with or without provisions on contribution in kind or right of set-off. Transfer of own shares may thus be used as a means of payment in connection with company acquisitions. Such transfer may be made at a price in cash or value of property received which, in the case of a company acquisition, corresponds to an estimated market value.

It is proposed that the Chairman of the Board of Directors and the CEO be authorised to make such minor adjustments to the above resolutions as may prove necessary in connection with the registration thereof with the Swedish Companies Registration Office.

Termination of LTIP 2025 (item 17)

The Company's existing long-term incentive program (LTIP 2025) is not expected to yield any outcome. The program is linked to a market condition (that the Company's share shall outperform the Carnegie Small Cap Index by 5 percentage points) which, given the development to date, is not considered to be met, which is why the incentive program is expected to expire. The Board of Directors therefore intends to terminate LTIP 2025. The shares reserved for the program are released and intended to be allocated to LTIP 2026.

Resolution on LTIP 2026 (item 18a)

Background

In order for the Company to successfully implement its business strategy and safeguard its long-term interests, including with regard to sustainability, it is a prerequisite that the Company is able to recruit and retain qualified employees. Remuneration shall encourage good performance. Performance is evaluated from a multi-year perspective based on predetermined financial targets.

Share-based remuneration is a means of recruiting, motivating and retaining important expertise in the Company. Furthermore, employees' shareholding creates and strengthens a long-term commitment in accordance with the interests of the shareholders.

Evaluation and preparation

The Company's share program 2026 ("**LTIP 2026**") has been prepared by the Board of Directors and the Board's Remuneration Committee. The Remuneration Committee shall also monitor participation in the program.

The preparation has focused on the award criteria as well as on the efficiency, attractiveness and competitiveness of the program. Market and societal trends, shareholder preferences and regulatory requirements have been taken into account.

In light of this preparation and discussions with the Company's major shareholders, the Board of Directors proposes that the Annual General Meeting resolves on a long-term share program for Group Management, business area managers and key employees in the Company ("**Participants**").

LTIP 2026 provides scope for risk adjustment and the final outcome may therefore be reduced in part or in full in accordance with the Company's remuneration policy, the Board of Directors' assessment and applicable regulations. This means, among other things, that the number of Performance Shares (as defined below) that a Participant may receive through the program may be reduced or completely discontinued in certain cases, for example if the outcome would result in unreasonable effects.

The Board of Directors and the Remuneration Committee are of the opinion that the proposal provides a good balance between motivating the Participants and providing long-term, well-balanced and competitive compensation.

Terms and Conditions

LTIP 2026 is a purely performance-based program aimed at Group Management, business area managers and key employees in the Company, including the CEO, but not at board members of the Company. The program comprises up to 20 people and runs from 2026 to April 2029.

Each Participant will be allotted an individually determined number of performance shares ("**Performance Shares**") in the Company. Performance Shares are allotted without the requirement for own investment. The program is divided into three groups with a fixed share ceiling per group. Allotment per person within each group is proposed by the CEO for approval by the Remuneration Committee. The number of participants per group is determined by the CEO within the framework of each group. The Board of Directors approves the share ceiling per group and the group definitions. The CEO decides on individual allocation within Group A (but not for himself), B and C. The Board of Directors makes a separate decision on allotment to the CEO.

Group	Full description	Shares in the group	Share of programmes
Group A – Management Team	Group Management including CEO	200,000	80%
Group B – Next level	Business Area Managers and Key Employees	37,500	15%

Group C — Others	Additional key personnel at the CEO's discretion	12,500	5%
Total	Maximum 20 participants	250,000	100%
Dilution: approximately 1.85%, based on 13,500,000 outstanding shares.			

The measurement period for the performance targets is calendar year 2026. The outcome will be determined at the end of the year 2026. The Performance Shares vest in three equal parts: April 2027, April 2028 and April 2029. In order for the ownership of the Performance Shares to be transferred to the Participants, certain conditions must be fulfilled as of 30 April 2027, 2028 and 2029, respectively. One third of the Performance Shares will vest at each of these times, provided that the conditions are met. A Participant who fulfils the conditions as of 30 April 2027 and 2028, but not 2029, is thus entitled to receive two-thirds of the Performance Shares. The conditions that must be fulfilled are that the Participant at such time is permanently employed by the Company or who has approved by an agreement by the board of directors that the termination of employment shall not affect the participation. Furthermore, the performance targets must have been met. The ownership of Performance Shares shall be transferred to the Participant within three months of the conditions for the transfer of ownership of such Performance Shares having been fulfilled.

The program entails an obligation for the Company to deliver a maximum of 250,000 shares to the Participants.

Each Participant is allotted a maximum number of shares at the start of the program. The actual number of shares delivered at vesting is calculated as a proportion of this maximum, based on the Company's outcome against the targets. Shares that are not delivered due to the outcome below the target will be cancelled at no cost to the Company. The performance targets refer to:

Objectives	Weight
EBITA margin for the financial year 2026	80%
Net working capital in relation to sales in 2026	20%

Allocation

The maximum number of shares that may be allotted under LTIP 2026 is 250,000 shares. The maximum number of shares under the program corresponds to approximately 1.85 percent of the total number of shares in the Company (based on 13,500,000 shares). Delivery of shares is proposed to be made with existing shares in the Company's own ownership (i.e. shares that the Company has already repurchased).

Performance Shares shall be shares in the Company with the right to dividends. The right to Performance Shares are not securities that can be sold, pledged or transferred to another party.

Other

Before the final outcome of LTIP 2026 is determined, the Board of Directors shall assess whether the outcome, including from a risk perspective, is reasonable with regard to the Company's results and financial position, conditions on the stock market, circumstances attributable to the individual Participant and other circumstances. If this is not deemed to be the case, the Board of Directors has the right to adjust or reset the outcome. The resolved change shall be announced in connection with the Company's first financial report after the resolution.

The Board of Directors is authorised to make changes to the Company's LTIP 2026 from time to time, if deemed advisable by the Board of Directors or the Remuneration Committee, and provided that the program after such changes is within the framework of the program's total number of shares, total number of shares in relation to the total number of shares in the Company and the maximum estimated cost.

Taxation

The program has been designed so that the Participants are normally taxed for the benefit of receiving shares only in the income year in which the shares are received, i.e. 2027, 2028 and 2029. The taxable benefit value that arises is normally calculated as the latest price paid on the day the shares are received. The benefit value is taxed with the holders as income from employment, which means that, in most cases, social security contributions will be charged to the employer.

Cost

The cost is determined at the allotment date. Thereafter, the cost picture is only affected by the updated probability assessment. The cost is accrued per tranche and reversed in its entirety at 0% outcome.

Social security contributions are set aside on an ongoing basis and reversed if the outcome is 0%.

Hedging arrangements and transfer of shares

The company owns own shares through a buy-back program and LTIP 2026 is hedged through the use of already repurchased own shares.

The Board of Directors believes that transfer of own shares in accordance with the above is the most cost-effective and flexible method for carrying out the transfer of Performance Shares to the Participants under the program.

The Board of Directors has the right to adjust or reset the outcome in the event of unreasonable effects.

Resolution on transfer of own shares (item 18b)

The Board of Directors proposes that the Annual General Meeting resolves that a maximum of 250,000 acquired shares in the Company may be transferred/allotted as follows:

i) Preferential rights to be allotted to the shares shall be granted to the Participants who are entitled to receive shares under LTIP 2026 (in accordance with the resolution in item 18a), with the right for each Participant to receive a maximum of the number of shares that follows from the terms and conditions of the program. Furthermore, subsidiaries of the Company shall have the right to acquire shares free of charge, whereby such subsidiary shall, within the framework of the terms and conditions of the program, be obliged to immediately transfer the shares to the Participants; and

ii) The Participants' right to receive shares may be exercised during the period during which the Participants are entitled to receive shares under LTIP 2026.

Majority requirements

Valid resolutions under items 15 and 16 require that they are supported by shareholders holding at least two-thirds of both the votes cast and the shares represented at the Annual General Meeting. A valid resolution under item 18b requires that it is supported by shareholders holding at least nine-tenths of both the votes cast and the shares represented at the Annual General Meeting.

Issues and shareholders' right to receive information

Shareholders are reminded of the right to receive information from the Board of Directors 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 via Wall To Wall Group AB, "AGM 2026", Box 5712, SE-114 87 Stockholm, Sweden, or by e-mail to johan.wewel@walltowallgroup.com.

Shares and votes

The total number of shares in the Company as of the date of this notice amounts to 13,710,381, of which 11,710,381 consist of shares of series A corresponding to 11,710,381 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 13,710,381. As of April 20, 2026, the Company holds 362,351 shares of series A, corresponding to 362,351 votes, which cannot be represented at the Annual General Meeting. The Company repurchases shares on an ongoing basis, whereby this number may change.

Full suggestions and more

- The Annual Report, the Auditor's Report, the Consolidated Financial Statements, the Auditor's Report on the Group,
- the Nomination Committee's complete proposals for resolutions and reasoned statement,
- the remuneration report;
- the auditor's statement pursuant to Chapter 19. Section 24 of the Swedish Companies Act
- the Board of Directors' statement pursuant to Chapter 19. Section 22 of the Swedish Companies Act

will be available at the Company's office at Nybrogatan 16 in Stockholm and on the Company's website, www.walltowallgroup.se from 28 April 2026. Copies of the above-mentioned documents will be sent upon request to shareholders who state 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/Integritetspolicy-bolagsstammor-svenska.pdf>.

Stockholm , April 2026
Wall To Wall Group AB (publ)
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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