

## Notice of Written Procedure

*Denna kallelse till obligationsinnehavarna är endast utformad på engelska.*

Stockholm, 1 October 2025

**To holders of the SEK 1,250,000,000 senior unsecured floating rate bonds with ISIN: SE0025159254 (the “Bonds”) issued by Meko AB (the “Issuer”) on 18 June 2025.**

**This voting request for procedure in writing has been sent on 1 October 2025 to Bondholders directly registered in the debt register (Sw. *skuldbok*) kept by Euroclear Sweden AB (the “CSD”). The voting request has also been published on the website of the Agent (as defined below), in accordance with the terms and conditions of the Bonds dated 10 June 2025 (the “Terms and Conditions”). If you are an authorised nominee under the Swedish Central Securities Depositories and Financial Instruments (Accounts) Act or if you otherwise are holding Bonds on behalf of someone else on a Securities Account, please forward this notice to the holder you represent as soon as possible. For further information, please see below under section 5.6 (*Voting rights and authorisation*).**

### Key information:

#### **Written Procedure**

Record Date for being eligible to vote: 6 October 2025

Deadline for voting: 15:00 (CEST) on 20 October 2025

Early Voting Deadline (to be eligible for Early Bird Fee): 15:00 (CEST) on 8 October 2025

Quorum requirement: At least 20 per cent. of the Adjusted Nominal Amount

Majority requirement: More than 50 per cent. of the Adjusted Nominal Amount for which Bondholders reply in this Written Procedure

Consent Fee: 0.50 per cent. of the Nominal Amount

Early Bird Fee: 0.25 per cent. of the Nominal Amount for which a Bondholder replies in this Written Procedure by the Early Voting Deadline

Nordic Trustee & Agency AB (publ) in its capacity as agent (the “**Agent**”) for the holders of the Bonds (the “**Bondholders**”) in the above mentioned bond issue with ISIN SE0025159254 issued by Meko AB, reg. no. 556392-1971 (the “**Issuer**”), hereby, at the request of the Issuer, initiates a procedure in writing, whereby Bondholders can vote for or against the requests presented herein (the “**Written Procedure**”).

All capitalised terms used herein and not otherwise defined in this notice (the “**Notice**”) shall have the meanings assigned to them in the Terms and Conditions.

Bondholders participate in the Written Procedure by completing and sending the voting form, attached hereto as Schedule 1 (Voting form) (the “**Voting Form**”), and, if applicable, the power of attorney/authorisation/proof of ownership, attached hereto as Schedule 2 (Power of attorney/Authorisation/Proof of ownership) (the “**Power of Attorney**”), if the Bonds are held in custody other than by the CSD, to the Agent. Please contact the securities firm through which you hold your Bonds if you are unsure how your Bonds are registered or if you require authorisation or other assistance to participate.

The Agent must receive the Voting Form no later than 15:00 (CEST) on 20 October 2025 either by mail, courier or email to the Agent using the contact details set out in section 5.10 below. Votes received thereafter may be disregarded. Votes received after the Early Voting Deadline (15:00 CEST on 8 October 2025) are not eligible for the Early Bird Fee (each as defined and further described below).

To be eligible to participate in the Written Procedure, a person must meet the criteria for being a Bondholder on 6 October 2025 (the “**Record Date**”). This means that the person must be registered on a Securities Account with the CSD, as a direct registered owner (Sw. *direktregistrerad ägare*) or authorised nominee (Sw. *förvaltare*) with respect to one or several Bonds.

The Issuer has appointed Skandinaviska Enskilda Banken AB (publ) as solicitation agent (the “**Consent Solicitation Agent**”) for the purpose of this Written Procedure. The Consent Solicitation Agent is an agent of the Issuer and owes no duty to any Bondholder or person authorised by a Bondholder. Nothing herein shall constitute a recommendation to the Bondholders by the Consent Solicitation Agent. The Request is made solely by the Issuer and is presented to the Bondholders without any evaluation, advice or recommendations from the Consent Solicitation Agent. Each Bondholder must independently evaluate whether the Request is acceptable or not and vote accordingly.

*Disclaimer and limitation of liability:* The Request (as defined below) is presented to the Bondholders, without any evaluation, advice or recommendations from the Agent whatsoever. The role of the Agent under this Written Procedure is solely mechanical and administrative in nature. The Agent has not reviewed or assessed this Notice or the Request (and their effects, should they be adopted) from a legal or commercial perspective of the Bondholders and the Agent expressly disclaims any liability whatsoever related to the content of this Notice and the Request (and their effects, should they be adopted). The Bondholders are recommended to seek legal advice in order to independently evaluate whether the Request (and its effects) is acceptable or not. The Agent may assume that any documentation and other evidence delivered to it or to be entered into by it in relation to the Written Procedure is accurate, legally valid, correct and complete and the Agent does not have to verify the contents of such documentation or evidence.

## **1 Background**

The annual general meeting in the Issuer held on 15 May 2025 resolved to make a dividend distribution of which approximately SEK 110 million is to be paid out to the shareholders on or around 20 November 2025, with the record date for the dividend distribution being 17 November 2025 as stipulated in the resolution (the “**Dividend Distribution**”). The Issuer is practicably unable to cancel the Dividend Distribution since such cancellation would require unanimous consent of its shareholders.

Pursuant to paragraph (c) of Clause 12.1.2 (*Distribution*) of the Terms and Conditions, the Issuer is permitted to make a distribution to its shareholders if, inter alia, the Incurrence Test is met (tested

on a *pro forma* basis including the relevant distribution). Pursuant to Clause 11.1 (*Incurrence Test*) of the Terms and Conditions, the Incurrence Test is met if:

- (a) the Net Debt to EBITDA Ratio for the latest Test Period is not greater than three point five (3.50); and
- (b) EBITDA to Net Interest Expenses Ratio for the latest Test Period is equal to or greater than 3.00:1.00,

in each case calculated and adjusted in accordance with Clause 11.3 (*Calculation and adjustment*) of the Terms and Conditions.

The Group has recently experienced a more challenging market environment as further described in the PDF published on the Issuer's website (<https://meko.com/investors/financial-information/financing/>) which has led the Issuer to believe that it potentially may not be able to meet the Net Debt to EBITDA Ratio in the Incurrence Test. Consequently, the Issuer is seeking a waiver from the Bondholders in order for the Dividend Distribution to be permitted under the Terms and Conditions, together with approval of certain other amendments to the Terms and Conditions, including an amendment to change the timing of the Incurrence Test date in connection with certain distributions, in line with the Swedish Securities Markets Association's "Standard Terms and Conditions for Bonds".

## 2 Requests

The waiver set out in section 2.1 (*Waiver*) and the amendment request set out in section 2.2 (*Amendment request*) shall jointly be referred to as the "**Request**".

### 2.1 Waiver

The Bondholders are hereby requested to consent to that the Issuer may make the Dividend Distribution as described in this Written Procedure even if Net Debt to EBITDA Ratio for the latest Test Period is greater than three point five (3.50) when making the payment and consent to unconditionally and irrevocably waive the requirement for the Issuer to submit a Compliance Certificate in relation to making the Dividend Distribution.

Such waiver shall only apply to the Dividend Distribution contemplated by this Written Procedure.

### 2.2 Amendment request

The Bondholders are hereby requested to approve certain amendments to the Terms and Conditions, as set out below. The Terms and Conditions as amended hereby shall be referred to as the "**Amended Terms and Conditions**".

Clause 11.2.3 of the Terms and Conditions shall be amended to read as follows:

- (a) The calculation of the ratio of Net Debt to EBITDA shall be made as per a testing date determined by the Issuer (the "**Test Date**") which shall be:
  - (i) a date which falls as close as practically possible to the date of the relevant incurrence of the new Financial Indebtedness or the making of the relevant Restricted Payment (as applicable) which requires ~~that satisfaction of~~ the Incurrence Test, ~~is met however~~ provided that such date shall not be earlier than three (3) months prior to the relevant incurrence ~~or~~ payment; ~~date (the "Test Date")~~; or

- (ii) where the Restricted Payment requires a resolution by the shareholders, the date of such resolution.

### 3 Voting indications

In the context of the aforementioned Request, the Issuer has held discussions with certain larger Bondholders representing approximately 43.00 per cent. of the Adjusted Nominal Amount, and such larger Bondholders have undertaken to vote in favour of the Request.

### 4 Effective Date

The Request shall be deemed approved immediately upon expiry of the voting period and satisfaction of the requisite quorum participation and receipt of the required majority as set forth in section 5.8 (*Quorum*) and 5.9 (*Majority*) or if earlier, when a requisite majority of consents of the Adjusted Nominal Amount have been received by the Agent (the “**Effective Date**”).

The Issuer and the Agent shall enter into the Amended Terms and Conditions on the Effective Date.

### 5 Written Procedure

The following instructions need to be adhered to in the Written Procedure.

#### 5.1 Final date to participate in the Written Procedure

The Agent must have received the votes by mail, courier or email to the address indicated below no later than 15:00 CEST on 20 October 2025. Votes received thereafter may be disregarded.

Votes received after the Early Voting Deadline (15:00 CEST on 8 October 2025) are not eligible for the Early Bird Fee (each as defined below).

#### 5.2 Decision procedure

The Agent will determine if received replies are eligible to participate in the Written Procedure as valid votes.

When a requisite majority of consents of the total Adjusted Nominal Amount have been received by the Agent, the Request shall be deemed to be approved, even if the time period for replies in the Written Procedure has not yet expired (noting that the Written Procedure cannot be concluded prior to the deadline for voting to be eligible for the Early Bird Fee).

Information about the decision taken in the Written Procedure will be sent by notice to the Bondholders and be published on the websites of the Issuer and the Agent.

The Agent may also share information about the Written Procedure directly with the Consent Solicitation Agent.

A matter decided in the Written Procedure will be binding for all Bondholders, irrespective of them responding in the Written Procedure.

#### 5.3 Consent fee

Subject to the satisfaction of the conditions set forth in section 5.4 (*Fee conditions*), a consent fee will be paid by the Issuer to the Bondholders if the Request is approved under the Written Procedure (the “**Consent Fee**”). The Consent Fee will be an amount equal to 0.50 per cent. of the Nominal Amount of each Bond, and shall be calculated based on the aggregate principal amount held by the relevant Bondholder on the Record Date. Please note that a Bondholder that has voted in the Written

Procedure but is not registered in the debt register on 27 October 2025 as a direct registered owner or authorised nominee with respect to one or several Bonds, will not be entitled to the Consent Fee.

The Agent does not administer the Consent Fee and is not involved in or in any way responsible for the Consent Fee.

Any payment of the Consent Fee will be effected to Bondholders through the CSD, which will credit the income account (Sw. *avkastningskonto*) to which interest payments on the Bonds are made to the relevant Bondholder.

The settlement for payment of the Consent Fee is expected to occur on or around 3 November 2025. Payments are expected to be made without withholding or deduction for any applicable taxes. Each Bondholder must make its own determination as to whether or not it is required to pay tax on any amounts it receives in connection with the Request.

#### 5.4 **Early Bird Fee**

If the Request is approved by the Bondholders, a consent fee amounting to 0.25 per cent. of the Nominal Amount for which a Bondholder has voted (the “**Early Bird Fee**”), will be paid to each Bondholder who has submitted a valid Voting Form (Schedule 1) to the Agent no later than by 15:00 CEST on 8 October 2025 (the “**Early Voting Deadline**”) (regardless if the Request is approved before or after the Early Voting Deadline).

In relation to each Bondholder, payment of the Early Bird Fee is conditional upon:

- (a) the relevant Bondholder, on the Record Date (being 6 October 2025) being registered as a direct registered owner of a Securities Account or registered as authorised nominee in a Securities Account with respect to one or several Bonds, in each case pursuant to the debt register;
- (b) the relevant Bondholder having submitted a valid Voting Form (Schedule 1), and, if applicable, a Power of Attorney/Authorisation (Schedule 2) to the Agent no later than by the Early Voting Deadline; and
- (c) the Voting Form submitted by the Bondholder includes complete payment information including the relevant bank account to which the Early Bird Fee can be paid and the Bondholder giving consent to the Agent sharing such details with the Issuer and Consent Solicitation Agent to effect the payment.

Subject to the above conditions, the Issuer shall procure that the Early Bird Fee is paid to all eligible Bondholders within ten (10) Business Days of the Effective Date. Payment of the Early Bird Fee will be made without withholding or deduction of any tax. The Bondholders are solely responsible to seek legal and tax advice in order to independently evaluate whether any tax shall be paid on any amounts received in connection with the Early Bird Fee. The Issuer expressly disclaim any liability whatsoever related to the Early Bird Fee and any effects thereof.

The Agent does not administer the Early Bird Fee and is not involved in or in any way responsible for the Early Bird Fee.

#### 5.5 **Fee conditions**

Payment of the Consent Fee as stated in section 5.3 (Consent fee) and the Early Bird Fee as stated in section 5.4 (*Early Bird Fee*) is conditional upon the quorum and majority requirements being satisfied, such that the Request is duly approved in the Written Procedure.

## **5.6 Voting rights and authorisation**

Anyone who intends to participate in the Written Procedure must on the Record Date (6 October 2025) be registered in the debt register as:

- (a) a direct registered owner of a Securities Account; or
- (b) an authorised nominee in a Securities Account, with respect to one or several Bonds.

## **5.7 Bonds registered with a nominee**

If you are not registered as a direct registered owner as set forth in paragraph (a) of section 5.7 above, but your Bonds are held through a registered authorised nominee or another intermediary as set forth in paragraph (b) of section 5.7 above, you may have two different options to influence the voting for the Bonds:

- (a) you can ask the authorised nominee or other intermediary that holds the Bonds on your behalf to vote in its own name as instructed by you; or
- (b) you can obtain a Power of Attorney (Schedule 2) from the authorised nominee or other intermediary and send in your own Voting Form based on the authorisation. If you hold your Bonds through several intermediaries, you will need to obtain authorisation directly from the intermediary that is registered in the debt register as a Bondholder of the Securities Account, or from each intermediary in the chain of holders, starting with the intermediary that is registered in the debt register as a Bondholder of the Securities Account as authorised nominee or direct registered owner.

Whether one or both of these options are available to you depends on the agreement between you and the authorised nominee or other intermediary that holds the Bonds on your behalf (and the agreement between the intermediaries, if there are more than one).

The Agent recommends that you contact the securities firm that holds the Bonds on your behalf for assistance, if you wish to participate in the Written Procedure and do not know how your Bonds are registered or need authorisation or other assistance to participate. Bonds owned by the Issuer, another group company or an affiliate do not entitle to any voting rights.

## **5.8 Quorum**

To approve the Request, Bondholders representing at least twenty (20) per cent. of the Adjusted Nominal Amount must reply to the Request in the Written Procedure in order to form a quorum.

If a quorum does not exist, the Agent shall initiate a second Written Procedure, provided that the Request has not been withdrawn by the Issuer. No quorum requirement will apply to such second Written Procedure. At the option of each Bondholder, a voting form provided at or before 15:00 (CEST) on 20 October 2025 in respect of the Written Procedure shall also remain valid for any such second Written Procedure.

## **5.9 Majority**

At least fifty (50) per cent. of the Adjusted Nominal Amount for which Bondholders reply under the Written Procedure must consent to the Request.

## **5.10 General**

The Issuer may, at its option and in its sole discretion, at any time amend, extend, re-open or terminate the Written Procedure or the terms of the Written Procedure in accordance with the Terms and Conditions of the Bonds.

## **5.11 Address for sending replies**

Return the Voting Form (Schedule 1) and, if applicable, the Power of Attorney (Schedule 2) or other sufficient evidence, if the Bonds are held in custody other than with the CSD, by regular mail, by scanned copy by email, or by courier to:

### **By regular mail:**

Nordic Trustee & Agency AB (publ)  
Attn: Written Procedure MEKO AB (publ)  
Address: Norrlandsgatan 16  
SE-111 43 Stockholm

### **By courier:**

Nordic Trustee & Agency AB (publ)  
Attn: Written Procedure MEKO AB (publ)  
Address: Norrlandsgatan 16  
SE-111 43 Stockholm

### **By email:**

[voting.sweden@nordictrustee.com](mailto:voting.sweden@nordictrustee.com)

## **6 Further information**

For further questions to the Issuer regarding the Request, the administration of the Written Procedure and in relation to voting in the Written Procedure, please contact:

**The Agent** on [voting.sweden@nordictrustee.com](mailto:voting.sweden@nordictrustee.com) or +46 8 783 79 00

or

**Skandinaviska Enskilda Banken AB (publ)** as solicitation agent and paying agent on [liabilitymanagementdcm@seb.se](mailto:liabilitymanagementdcm@seb.se).

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**Stockholm, 1 October 2025**

**Nordic Trustee & Agency AB (publ)**

as Agent

**Enclosed:**

<b>Schedule 1</b>	Voting Form
<b>Schedule 2</b>	Power of Attorney/Authorisation/Proof of Ownership



VOTING FORM

For the Written Procedure initiated on 1 October 2025 for the senior unsecured bonds with ISIN SE0025159254 issued by Meko AB (the "Issuer").

The Issuer requests the Bondholders to approve the Request set out in the notice for the Written Procedure. If a quorum does not exist in the Written Procedure, the Agent shall initiate a second Written Procedure provided that the Request has not been withdrawn by the Issuer. No quorum requirement will apply to such second Written Procedure.

The Agent is hereby empowered to enter into all necessary documentation required to implement the Request, in the event the Request is approved.

By signing this voting form, the undersigned hereby authorises the Agent to share the undersigned person/entity's identity and voting action with the Issuer and with Skandinaviska Enskilda Banken AB (publ) as solicitation agent and paying agent, including a copy of the voting form and any appendices to the voting form (including any Power of Attorney).

The undersigned hereby (put a cross in the appropriate box) votes for alternative:

A) Approve

☐

B) Reject

☐

C) Refrain from voting

☐

with respect to the Request.

The undersigned hereby confirms (put a cross in the appropriate box) that this voting form shall constitute a vote also for a second Written Procedure (if any) pursuant to Clause 15.4.7 (*Majority, quorum and other provisions*) of the Terms and Conditions with respect to the Request:

Confirmed

☐

Not confirmed

☐

**Reply**

Name of person/entity voting:

\_\_\_\_\_

Name of the beneficial holder  
of the Bonds being voted for:<sup>1</sup>

\_\_\_\_\_

Nominal Amount voted for:

\_\_\_\_\_

Reg.no/id.no and country  
of incorporation/domicile:

\_\_\_\_\_

Securities Account number at Euroclear Sweden: \_\_\_\_\_  
(if applicable)

Name and Securities Account number of custodian(s): \_\_\_\_\_  
(if applicable)

<sup>1</sup> If the beneficial holder is different from the undersigned, it is a requirement to include the name of the beneficial holder in order to obtain the Early Bird Fee.

Account details for payment of the Early  
Bird Fee (as applicable):

Name of bank: \_\_\_\_\_

Bank Account number: \_\_\_\_\_

Name of account holder: \_\_\_\_\_

Clearing number: \_\_\_\_\_

IBAN: \_\_\_\_\_

SWIFT: \_\_\_\_\_

**Signature:**

\_\_\_\_\_

Name in print: \_\_\_\_\_

Email: \_\_\_\_\_

Tel: \_\_\_\_\_

**NOTE: Please attach a power of attorney/authorisation if the person/entity voting is not registered on the Securities Account as a direct registered owner or authorised nominee. The voting form shall be signed by an authorised signatory. A certified copy of a registration certificate or a corresponding authorisation document for the legal entity shall be appended to the voting form for any legal entity voting. The registration certificate, where applicable, may not be older than one year.**

**POWER OF ATTORNEY/AUTHORISATION/PROOF OF OWNERSHIP<sup>1</sup>**

Written Procedure initiated on 1 October 2025 for the senior unsecured bonds with ISIN SE0025159254 issued by Meko AB (the "Issuer").

Authorised Person (Sw. *befullmäktigad*)<sup>2</sup>: \_\_\_\_\_

Nominal Amount<sup>3</sup>: \_\_\_\_\_

Grantor of authority (Sw. *fullmaktsgivaren*)<sup>4</sup>: \_\_\_\_\_

We hereby confirm that the Authorised Person specified above has the right to vote for the Nominal Amount set out above.

We represent an aggregate Nominal Amount of<sup>5</sup>: \_\_\_\_\_

We are (put a cross in the appropriate box):

<input type="checkbox"/>
<input type="checkbox"/>
<input type="checkbox"/>

Registered as authorised nominee on a Securities Account

Registered as direct registered owner on a Securities Account

Other intermediary and hold the Bonds

through:<sup>6</sup> \_\_\_\_\_

Date:

**Signature:**

\_\_\_\_\_

<sup>1</sup> Use this form to confirm a person's/entity's authority to vote if the person/entity is not registered as a direct registered owner or authorised nominee.

<sup>2</sup> Insert the name of the person/entity that should be authorised to vote.

<sup>3</sup> Insert the aggregate nominal amount the Authorised Person should be able to vote for.

<sup>4</sup> Insert the name of entity/person confirming the authority.

<sup>5</sup> The total Nominal Amount the undersigned represents.

<sup>6</sup> Mark this option if the undersigned is not registered as authorised nominee or direct registered owner in the Securities Account kept by the CSD. Please insert the name of the firm the undersigned holds the Bonds through.