

## **NOTICE OF THE ANNUAL 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 Annual General Meeting on 15 April 2024 at 11:00 CEST in Wigge & Partners Advokat KB's offices at Birger Jarlsgatan 25 in Stockholm, Sweden. Registration for the meeting starts at 10:30 CEST.**

### **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 5 April 2024 and give notice of participation no later than 9 April 2024. The notification should be sent by post to Wall To Wall Group AB, "AGM 2024", Box 5712, 114 87 Stockholm, Sweden, or by e-mail to [linus.marmstedt@walltowallgroup.com](mailto:linus.marmstedt@walltowallgroup.com). The notification must state the name, date of birth, registration number, address, telephone number and number of attending 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 5 April 2024. Voting right registrations completed by the nominee not later than 9 April are taken into account when preparing the share register.

### **Proxies**

If a shareholder intends to be represented at the Annual 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 Annual 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. Presentation of the Annual Report and the Auditors' Report, 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 of the Directors of the Board of Directors and the CEO
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1. Determination of the number of Directors and Auditors
  2. Determination of remuneration to the Directors and the Auditor elected by the meeting
  3. Election of Directors as well as Chair of the Board of Directors
  4. Election of Auditor
  5. Resolution on guidelines for remuneration to senior executives
  6. Presentation of the Board of Directors's remuneration report for approval
  7. Resolution on authorisation for the Board of Directors to issue shares etc.
  8. Resolution on authorisation for the Board of Directors to repurchase and transfer the Company's own shares
  9. Conclusion of the meeting

## **Proposals for resolutions**

### ***The nomination committee's proposals for resolutions***

The nomination committee, consisting of Ulf Strömsten (appointed by Servisen Investment Management AB and AGB Kronolund Aktiebolag and Chairperson of the nomination committee), Håkan Roos (appointed by Roosgruppen), Anna Strömberg (appointed by Carnegie Fonder), as well as Ingrid Bonde (Chair of the Board), proposes the following.

#### ***Election of Chairman for the meeting (item 2)***

to elect Ingrid Bonde or, in case she is prevented the person assigned by the nomination committee instead, as Chairman.

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

that the Board of Directors shall consist of five ordinary members, without deputy members.

that one registered auditing company as auditor and no deputy auditors shall be appointed.

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

that a fee and other remuneration for board assignments to directors who are not employed by the Company shall be payable with SEK 500,000 (500,000) to the Chair of the Board and with SEK 250,000 (250,000) each to the other directors.

that a fee for work in the Audit committee to Directors not employed by the Company shall be payable with SEK 75,000 (0) to the Chair of the Audit committee and with SEK 50,000 (0) each to the other members of the Audit committee.

that fees to the Auditor shall be paid upon approval of their invoice.

***Election of Directors as well as Chair of the Board of Directors (item 12)***

- a. The Nomination Committee proposes re-election of:
  - 1. Ingrid Bonde
  - 2. Anders Böös
  - 3. Anders Lönnqvist
  - 4. Lars Wedenborn

The Nomination Committee proposes new election of:

- 1. Maria Sidén

- a. The Nomination Committee proposes new election of Anders Böös as Chair of the Board

all for the period until the end of the 2025 Annual General Meeting.

It was noted that Ulrika Hagdahl has declined re-election.

**Information about the proposed new Director of the Board:**

Maria Sidén, born 1976

Maria is currently the CFO of the real estate company Stenvalvet and has previously held a similar position at Veidekke Bygg, John Mattson Fastigheter and BTH Bygg och Bostad. She has a master's degree in economics and also an accounting background from Ernst & Young. Through her background, Maria has broad experience in property management and also worked during her time at John Mattson with the company's IPO. Maria does not hold any shares or warrants in the Company as of the date of this Notice.

Information about the other proposed board members can be found on the Company's website, [www.walltowallgroup.se](http://www.walltowallgroup.se).

***Election of Auditor (item 13)***

that Öhrlings PricewaterhouseCoopers AB ("**PwC**") is re-elected as audit company in accordance with the Audit committee's recommendation. PwC has informed that the 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 Directors' proposals for resolutions***

***Allocation of the Company's profit as shown in the Balance Sheet adopted by the meeting and record date (item 9b)***

The Board of Directors proposes a dividend for the financial year 2023 of SEK one (1) per share. The Board of Directors proposes 17 April 2024 as record date for the dividend. If the meeting decides according to the proposal the dividend is expected to be distributed by Euroclear Sweden on 22 April 2024.

***Resolution on guidelines for remuneration to senior executives (item 14)***

The Board of Directors proposes that the Annual General Meeting adopts the following guidelines for remuneration to senior executives.

*General*

The guidelines shall apply to remuneration that has been agreed upon or to changes in already agreed remunerations after the guidelines have been adopted by the general meeting. The guidelines do not apply to remunerations that has been resolved by the general meeting and any remuneration through shares, warrants, convertibles or other share-related instruments such as synthetic options or employ stock options shall therefore be resolved by the general meeting.

*Deviations from the guidelines*

The Board of Directors shall be entitled to deviate from the guidelines, for example with respect to recruitments of senior executives on the global labor market to be able to offer competitive terms and conditions, in an individual case if there are special reasons for it and a deviation is necessary to ensure the Company's long term interests and sustainability or to ensure the Company's economic viability. In connection with business acquisitions the sellers may become employed by the Company or one of its subsidiaries. Parts of the purchase price in such situations can be structured so that these occur after the closing date of the transaction. This means that employees of the Company or one of its subsidiaries may receive compensation as a result of business acquisitions that deviate from the guidelines in this document. These compensations refer to the employee's role as a seller in the transaction, and not as an employee.

These guidelines apply to the CEO and other senior executives in the company and all other remuneration to members of the board except fees to the Board of Directors.

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

The Company active owner of subsidiaries within the business services sector. The purpose of the company is to create shareholder value through a strong commitment in and active cooperation with its subsidiaries.

The guidelines shall contribute to the possibility to create conditions for a successful implementation of the Company's business strategy and to promote the Company's long-term interests, including its sustainability.

For more information regarding the Company's business strategy, please see [www.walltowallgroup.se](http://www.walltowallgroup.se).

*The forms of remuneration etc.*

The remuneration to the senior executives in the Company shall comprise of fixed salary, possible variable cash remuneration and other customary benefits and pension payments. The total remuneration, including pension benefits, shall, on a yearly basis, be in line with market practice and competitive on the labor market where the senior executive is based and take into account the individual qualifications and experiences of the senior executive as well as reflecting any notable achievements. The fixed salary shall be revised on a yearly basis.

*Fixed salary*

The senior executives' fixed salary is to be competitive and based on the individual senior executive's competences, responsibilities and performance.

*Variable remuneration*

The senior executives may receive variable remuneration in addition to fixed salaries. Variable cash remuneration is conditional upon the fulfilment of defined and measurable goals which should be determined by results. The variable cash remuneration should at most amount to 100 percent of the annual fixed salary for the respective senior executive. The measurement period for variable cash remuneration shall, as a rule, be based on performance over a period of approximately twelve months. Variable cash remuneration shall be calculated proportionally during the vesting period and requires continued employment.

The targets for receiving variable cash remuneration may include share based or financial targets, operative goals and goals for sustainability and social responsibility and employee engagement. The variable cash remuneration shall be based on strategic and business critical initiatives and projects which ensures alignment with the business plan and business strategy for a continued sustainable business. The variable cash remuneration shall also be designed to encourage desirable behavior and with the aim of achieving greater community of interest between the participating senior executive and the Company's shareholders in order to contribute to the Company's long term interest.

Terms for variable cash remuneration should be designed so that the Board of Directors may limit or omit payment of variable cash remuneration, provided that exceptional economic circumstances are at hand or if it motivated because of any other reasons, if the Board of Directors finds the payments unreasonable and incompatible with the Company's responsible in relation to its shareholders. The Board of Directors shall also have the right to pay variable remuneration on individual level in special circumstances for extraordinary achievements or during the year change the criteria for fulfillment of bonus targets if special reasons for it and a deviation is necessary to ensure the Company's long term interests and sustainability or to ensure the Company's economic viability. Such remuneration may not exceed an amount corresponding to 30 percent of the fixed annual salary and not be paid more than once a year per individual. A resolution for such remuneration shall be made by the Board of Directors.

#### *Pensions*

Pension benefits for the CEO and other senior executives must reflect customary market terms, compared with that which generally applies to executives in comparable positions in other companies, and should normally be based upon defined premium pension plans.

Variable cash remuneration shall not entitle to pension if it is not compelled by compulsory collective agreement provisions applicable to the senior executive. Pension premiums for defined contribution schemes shall amount to a maximum of 30 percent of the fixed annual cash salary.

#### *Other benefits*

The Company may provide other benefits to senior executives. Such other benefits may include company car and company healthcare etc. Such benefits shall correspond to what can be considered reasonable in relation to market practice in the market where each senior executive is active and may amount to a maximum of 20 percent of the fixed annual cash salary.

#### *Consultancy fees*

Payment of consultancy fees and additional remuneration may be paid to directors after decision by the Board of Directors, if a director performs services on behalf of the Company, which do not constitute board work. Such remuneration shall be designed in accordance with these guidelines.

*Notice of termination and severance pay*

Fixed salary during the notice period and any severance pay shall in total not exceed an amount corresponding to a maximum of a two years' fixed salary. The maximum mutual notice period in any senior executive's contract may be no more than twelve months during which time salary payment will continue. The Company shall not allow any additional contractual severance payments. In the event of termination by the executive, the notice period may not exceed six months, without the right to severance pay.

*Preparation, decision processes etc.*

Decisions regarding salary and other remuneration to the managing director and other senior executives are prepared, within the scope of the guidelines resolved upon by the general meeting, by the remuneration committee and resolved on by the Board of Directors.

The remuneration committee shall also prepare the Board of Directors' decisions on issues concerning principles for remuneration. The remuneration committee shall also monitor and evaluate programs for variable remuneration, both ongoing and those that have ended during the year, for the senior executives and monitor and evaluate the application of these guidelines for remuneration to the senior executives, as well as and current remuneration structures and levels in the Company.

The Board of Directors shall prepare proposals for new guidelines at least every four years and submit the proposal for resolution at the annual general meeting. The guidelines shall apply until new guidelines have been adopted by the annual general meeting.

Within the scope and on the basis of the guidelines, the Board of Directors shall annually decide on the specific revised remuneration terms for the CEO and each senior executive and make such other decisions on compensation to senior executives that may be required. The CEO or other senior executives shall 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.

The Board of Directors shall annually prepare a remuneration report regarding the compensation to the senior executives and the remuneration report shall be made available to the shareholders on the Company's website by the board no later than three weeks prior to the annual general meeting.

Day to day costs such as travel expenses for the CEO are approved by the chairman of the board. Other day-to-day costs are approved by the CEO. Pay-out of short-term variable remuneration to senior executives and the CEO is subject to approval from the Board of Directors. Eligibility for share-related incentive program must be approved by the Board of Directors based on proposals approved at the annual general meeting.

Compliance with guidelines shall annually be controlled through such as collection of documented annual targets for short-term variable pay.

The results of the controls are summarized and reported to the remuneration committee.

***Presentation of the Board of Directors's remuneration report for approval (item 15)***

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

***Resolution on authorisation for the Board of Directors to issue shares etc. (item 16)***

The Board of Directors proposes that the Annual General Meeting resolves to, during the period until the next Annual General Meeting, authorize the Board of Directors to, on one or more occasions, with or without deviation from the shareholders' preferential rights, resolve to issue new shares of Class A and/or issue convertibles convertible into Class A shares and/or issue warrants entitling to subscription of Class A shares. by non-cash consideration, by set-off and/or on other terms.

If the Board of Directors resolves to issue shares with deviation from the shareholders' preferential rights, the reason for this shall be to enable payment through own financial instruments in connection with any acquisitions that the Company may make and to enable capital to be raised 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) per cent of the Company's share capital at the time of the first exercise of the authorisation.

The Chairman of Board or the CEO shall be authorised to make any minor adjustments required to register the resolution above with the Swedish Companies Registration Office or Euroclear Sweden AB.

***Resolution on authorisation for Board of Directors to repurchase and transfer the Company's own shares (item 17)***

The Board of Directors proposes that the general meeting authorises the board to, until the next Annual General Meeting, on one or several occasions, acquire its own shares. Purchases may be made up to a maximum number of shares that the Company's holding of own shares corresponds to no more than one tenth (1/10) of all shares in the Company.



The shares may be acquired through offers to all shareholders or through trading on the Nasdaq Stockholm. If purchased on the Nasdaq Stockholm the price will correspond to the market price at the time of the acquisition with a deviation that does not exceed the registered price interval on each occasion. The main reason for possible purchases is to give the Company flexibility regarding its equity and thereby optimize the capital structure of the Company. Possible purchases may also enable own shares to be used as payment for, or financing of, acquisitions of companies and to be able to fulfil undertakings in accordance with future incentive programmes.

The Board of Directors also proposes that the general meeting authorises the board to, on one or several occasions, until the next Annual General Meeting, transfer its own shares owned by the Company at the time of the Board of Directors' decision. The shares may be acquired through trading on the Nasdaq Stockholm at the registered price interval on each occasion. The transfer of shares acquired according to the above may take place outside of Nasdaq Stockholm with or without deviating from shareholders' preferential rights and with or without provisions of contribution or set-offs. The transfer of shares may in other words be used as payment in connection with acquisitions. This transfer may be for a price in money or the value of received asset which, for acquisitions, corresponds to the market price at the time of the transfer.

The Chairman of Board or the CEO shall be authorised to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office.

### **Majority rules**

Resolutions in accordance with items 16 and 17 requires approval of at least two thirds of the votes cast and the shares represented at the Annual General Meeting.

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

The shareholders are reminded of their 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 through Wall To Wall Group AB, "AGM 2024", Box 5712, 114 87 Stockholm, Sweden or by email to [linus.marmstedt@walltowallgroup.com](mailto:linus.marmstedt@walltowallgroup.com).

### **Shares and votes**

The total number of shares in the Company as of the date of this notice amounts to 13,817,291, of which 11,817,291 consist of shares of series A corresponding to 11,817,291 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 13,817,291. As of the date of this notice the Company holds 50 707 shares of series B, corresponding to 50 707 votes, which cannot be represented at the Annual General Meeting.

### **Complete proposals etcetera**

- Annual Report, Auditor's Report, Consolidated Financial Statements, Auditor's Report on the Consolidated Financial Statements,
- the Nomination Committee's complete proposals for resolutions and statement,
- remuneration report,
- the Board of Directors' statement pursuant to Chapter 19. Section 22 of the Swedish Companies Act, and
- auditor's statement in accordance with Chapter 8. Section 54 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.

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Stockholm in March 2024

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

*The Board of Directors*

### **Contacts**

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### **About Wall to Wall Group AB**

Wall to Wall's operations are mainly conducted via the subsidiary Wall to Wall, which is 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**

**NOTICE OF THE ANNUAL GENERAL MEETING IN WALL TO WALL GROUP AB**