

---

NOT FOR RELEASE, DISTRIBUTION OR PUBLICATION, DIRECTLY OR INDIRECTLY, IN OR INTO, THE UNITED STATES OF AMERICA, AUSTRALIA, BELARUS, HONG KONG, JAPAN, CANADA, NEW ZEALAND, RUSSIA, SINGAPORE, SOUTH AFRICA, SOUTH KOREA OR ANY OTHER JURISDICTION IN WHICH THE RELEASE, DISTRIBUTION OR PUBLICATION WOULD BE UNLAWFUL OR REQUIRE REGISTRATION OR ANY OTHER MEASURE.

## Wästbygg Gruppen announces final terms of rights issue

The Board of Directors of Wästbygg Gruppen AB (publ) (“Wästbygg Group” or “the Company”) resolved on 13 January 2026, subject to approval at the extraordinary general meeting on 25 February 2026, on an issue of shares of Class A and units, consisting of shares of Class B and warrants, with preferential rights for the Company’s existing shareholders (the “Rights Issue”). The board of directors has today decided on the final terms for the Rights Issue, including the subscription price for one share of Class A and one unit, as well as the maximum number of shares to be issued.

### Summary

- The subscription price in the Rights Issue has been set to SEK 4.65 per unit, corresponding to SEK 1.55 per share of Class B. The subscription price has, in accordance with the principles set out in the Company’s press release of 13 January 2026, been set at a discount to TERP (theoretical share price after separation of unit rights) of at least 35 percent based on the volume-weighted average share price of the Company’s share of Class B on Nasdaq Stockholm during the period from and including 20 February 2026 up to and including 24 February 2026, multiplied by three (3) (rounded down to the nearest SEK 0.05) (i.e. SEK 4.65 per unit corresponding to a TERP discount of approximately 36 percent). The subscription price for one share of Class A shall correspond to the subscription price for one share of Class B.
- Anyone who is registered as a shareholder in Wästbygg Group on the record date, 2 March 2026, will receive three (3) subscription rights per one (1) existing share of Class A in the Company. One (1) subscription right entitles the holder to subscribe for one (1) share of Class A. Furthermore, anyone who is registered as a shareholder in Wästbygg Group on the record date, 2 March 2026, will receive three (3) unit rights per one (1) existing share of Class B in the Company. Each unit consists of three (3) shares of Class B and one (1) warrant series TO 1. The warrants series TO 1 are intended to be admitted to trading on Nasdaq Stockholm.
- The Rights Issue entails the issuance of a maximum of 2 976 000 shares of Class A and a maximum of 50 752 264 units, corresponding to 152 256 792 shares of Class B and 50 752 264 warrants series TO 1.
- One (1) warrant series TO 1 entitles the holder to subscription of one (1) share of Class B in the Company during the period from and including 12 March 2029 up to and including 26 March 2029 at a subscription price of SEK 3.10.

- Upon full subscription in the Rights Issue, Wästbygg Group will initially receive approximately SEK 241 million before issue costs. In the event the warrants series TO 1 is fully exercised for subscription of new shares of Class B, the Company will receive additional proceeds after the end of the exercise period in March 2029, amounting to approximately SEK 157 million before issue costs (without taking into account any recalculation under the terms of the warrants).
- The subscription period in the Rights Issue will run from and including 4 March 2026 up to and including 18 March 2026.
- The Company intends to use the net proceeds from the Rights Issue for (i) repayment of the Company's bridge loan financing and (ii) general corporate purposes, including financing of working capital to strengthen the Company's operational and financial flexibility.
- The Rights Issue is covered by subscription undertakings and guarantee commitments amounting up to approximately SEK 191 million, corresponding to approximately 79 percent of the Rights Issue.

### Terms of the Rights Issue

The rights issue was decided by the Board of Directors on 13 January 2026 and will be submitted for approval at an extraordinary general meeting on 25 February 2026. Anyone who is registered as a shareholder in Wästbygg Group on the record date, 2 March 2026, will receive three (3) subscription rights per one (1) existing share of Class A in Wästbygg Group. One (1) subscription right entitle the holder to subscribe for one (1) share of Class A. Furthermore, anyone who is registered as a shareholder in Wästbygg Group on the record date, 2 March 2026, will receive three (3) unit rights per one (1) existing share of Class B in the Company. Three (3) unit rights entitle the holder to subscribe for one (1) unit. Each unit consists of three (3) shares of Class B and one (1) warrant series TO 1. The warrants series TO 1 are intended to be admitted to trading on Nasdaq Stockholm.

The subscription price in the Rights Issue has been set to SEK 4.65 per unit, corresponding to SEK 1.55 per share of Class B. The subscription price has, in accordance with the principles set out in the Company's press release of 13 January 2026, been set at a discount to TERP (theoretical share price after separation of unit rights) of at least 35 percent based on the volume-weighted average share price of the Company's share of Class B on Nasdaq Stockholm during the period from and including 20 February 2026 up to and including 24 February 2026, multiplied by three (3) (rounded down to the nearest SEK 0.05) (i.e. SEK 4.65 per unit corresponding to a TERP discount of approximately 36 percent). The warrants series TO 1 are issued free of charge. One (1) warrant series TO 1 entitles the holder to subscription for one (1) share of Class B in the Company during the period 12 March 2029 up to and including 26 March 2029 at a subscription price of SEK 3.10. The subscription price for one share of Class A shall correspond to the subscription price for one share of Class B. Upon full subscription in the Rights Issue, Wästbygg Group will initially receive approximately SEK 241 million before issue costs. In the event the warrants series TO 1 are fully exercised for subscription of new shares of Class B, the Company will receive additional proceeds after the end of the exercise period in March 2029, amounting to approximately SEK 157 million before issue costs (without taking into account any recalculation under the terms of the warrants).

Subscription of shares of Class A and units with or without preferential rights shall be made during the period from and including 4 March 2026 up to and including 18 March 2026. Subscription rights and unit rights that are not exercised during the subscription period become invalid and lose their value.

---

Trading in unit rights takes place on Nasdaq Stockholm during the period from and including 4 March 2026 up to and including 16 March 2026 and trading in BTU (paid subscribed units) during the period from and including 4 March 2026 up to and including 27 March 2026. Subscription rights for shares of Class A and paid subscribed shares of Class A will not be admitted to trading on Nasdaq Stockholm or any other marketplace.

If not all shares and units are subscribed for by exercise of subscription rights and unit rights, allotment of the remaining shares and units shall be made within the highest amount of the Rights Issue: firstly, to those who have subscribed for shares and units by exercise of subscription rights and unit rights (regardless of whether they were shareholders on the record date or not) and who have applied for subscription of shares and units without exercise of subscription rights and unit rights and if allotment to these cannot be made in full, allotment shall be made pro rata in relation to the number of subscription rights and unit rights that each and every one of those, who have applied for subscription of shares and units without exercise of subscription rights and unit rights, have exercised for subscription of shares and units; secondly, to those who have subscribed for shares and units without exercise of subscription rights and unit rights and if allotment to these cannot be made in full, allotment shall be made pro rata in relation to the number of shares and units the subscriber in total has applied for subscription of shares and units; and thirdly, to those who have provided guarantee commitments with regard to subscription of shares and units, in proportion to such guarantee commitments. To the extent that allotment in any section above cannot be done pro rata, allotment shall be determined by drawing of lots.

Upon full subscription in the Rights Issue, the share capital will increase by a maximum of SEK 17 248 088 to SEK 22 997 451 by the issuance of a maximum of 2 976 000 new shares of Class A and a maximum of 152 256 792 new shares of Class B, resulting in that the total number of outstanding shares in the Company will increase from 51 744 264 to 206 977 056, whereof 3 968 000 are shares of Class A and 203 009 056 are shares of Class B. Shareholders who choose not to participate in the Rights Issue will, provided that the Rights Issue is fully subscribed, have their ownership of shares diluted by approximately 75 percent, but are able to financially compensate for this dilution by selling their subscription rights and unit rights.

If all warrants series TO 1 are fully exercised for subscription of new shares of Class B in the Company, the share capital will increase by an additional SEK 5 639 140 to SEK 28 636 591, by the issuance of an additional maximum of 50 752 264 shares of Class B, resulting in that the total number of outstanding shares in the Company will increase to 257 729 320, whereof 3 968 000 are shares of Class A and 253 761 320 are shares of Class B. Shareholders who choose not to exercise their warrants will have their ownership of shares of Class B diluted by an additional approximately 20 percent.

The total dilution effect in the event that both the Rights Issue and all warrants series TO 1 are subscribed for, and exercised, in full, amounts to approximately 80 percent.

#### **Subscription undertakings and guarantee commitments**

The Company has received subscription undertakings from a number of existing shareholders, including M2 Holding AB and associated companies, amounting in total to approximately SEK 101 million, corresponding to approximately 42 percent of the Rights Issue. No compensation will be paid for subscription undertakings.

The Company has also entered into agreements with a number of external investors and existing shareholders on guarantee commitments of a total of approximately SEK 90 million, corresponding to approximately 37 percent of the Rights Issue. For the guarantees, according to the guarantee agreements, cash compensation is paid with 11 percent of the guaranteed amount, corresponding to a total of approximately SEK 10 million, or 13 percent of the guaranteed amount, corresponding to a total of approximately SEK 12 million in the form of newly issued units in the Company, with the same terms and conditions as for units in the Rights Issue, including the subscription price in the Rights Issue. Those guarantors who have also provided a portion of the bridge loan may, at their sole discretion, instead of settling any guarantee commitments in cash, fulfil such commitments by setting off, in whole or in part, the satisfaction of their guarantee commitments against repayment of the bridge loan.

In total, the Rights Issue is covered by subscription undertakings and guarantee commitments amounting up to approximately SEK 191 million, corresponding to approximately 79 percent of the Rights Issue.

In order to enable issue of units as guarantee compensation to the guarantors who choose to receive guarantee compensation in the form of newly issued units, the Board of Directors has proposed that the extraordinary general meeting, among other things, resolves on approval of the Rights Issue and authorization for the Board of Directors to resolve on issue of such units to guarantors.

#### **Preliminary time plan for the Rights Issue**

Extraordinary general meeting to approve the Rights Issue	25 February 2026
Last day of trading in shares including right to receive subscription rights	26 February 2026
First day of trading in shares excluding right to receive subscription rights	27 February 2026
Estimated date of publication of the Prospectus	2 March 2026
Record date for right to receive subscription rights	2 March 2026
Trading in unit rights	4 March – 16 March 2026
Subscription period	4 March – 18 March 2026
Trading in paid subscribed units (BTU)	4 March – 27 March 2026
Announcement of the final outcome of the Rights Issue	27 March 2026

#### **Prospectus**

---

Full terms and conditions for the Rights Issue, as well as other information about the Company will be presented in the prospectus that the Company is expected to publish around 2 March 2026 (the “**Prospectus**”).

### **Advisors**

Arctic Securities AS acts as Sole Bookrunner in connection with the Rights Issue and the bridge loan. Setterwalls Advokatbyrå is legal advisor to the Company in connection with the Rights Issue and Gernandt & Danielsson is legal advisor to the Sole Bookrunner.

### **For more information, please contact:**

Patrik Mellgren, CEO, Wästbygg Gruppen AB (publ)

E-mail: [patrik.mellgren@wbgr.se](mailto:patrik.mellgren@wbgr.se)

Cell phone: +46 72 856 22 00

[wbgr.se](http://wbgr.se)

*This information was submitted for publication, through the agency of the contact person set out above, on 2026-02-24 at 23.30 CET.*

### **About Wästbygg Group**

Wästbygg Group is a listed construction and development company, specialized in properties within logistics, industry, residential, commercial and community service. We are an experienced and long-term partner – built on trust.

The group comprises Logistic Contractor AB, Wästbygg AB and Rekab Entreprenad AB. The operations are conducted in the most expansive markets in Sweden and within Logistic Contractor also in the neighbouring Nordic countries. In 2025, the group had sales of SEK 4.0 billion and 350 employees.

### **Important information**

The information in this press release does not contain or constitute an offer to acquire, subscribe or otherwise trade in shares, warrants or other securities in Wästbygg Group. No action has been taken and measures will not be taken to permit a public offering in any jurisdictions other than Sweden. Any invitation to the persons concerned to subscribe for units in Wästbygg Group will only be made through the Prospectus that Wästbygg Group estimates to publish on or around 2 March 2026 on Wästbygg Group’s website, [www.wbgr.se](http://www.wbgr.se). The upcoming approval of the Prospectus by the Swedish Financial Supervisory Authority shall not be regarded as an approval of the shares, warrants or any other securities.

This release is not a prospectus in accordance with the definition in the Prospectus Regulation (EU) 2017/1129 (“**Prospectus Regulation**”) and has not been approved by any regulatory authority in any jurisdiction. This announcement does not identify or suggest, or purport to identify or suggest, the risks (direct or indirect) that may be associated with an investment in shares, warrants or other securities in Wästbygg Group. In order for investors to fully understand the potential risks and

---

benefits associated with a decision to participate in the Rights Issue, any investment decision should only be made based on the information in the Prospectus. Thus, investors are encouraged to review the Prospectus in its entirety. In accordance with article 2 k of the Prospectus Regulation this press release constitutes an **advertisement**.

The information in this press release may not be released, distributed or published, directly or indirectly, in or into the United States of America, Australia, Belarus, Canada, Hong Kong, Japan, New Zealand, Russia, Singapore, South Africa, South Korea or any other jurisdiction in which such action would be unlawful or would require registration or any other measures than those required by Swedish law. Actions in violation of these restrictions may constitute a violation of applicable securities laws. No shares, warrants or other securities in Wästbygg Group have been registered, and no shares, warrants or other securities will be registered, under the United States Securities Act of 1933, as amended (the "**Securities Act**") or the securities legislation of any state or other jurisdiction in the United States of America and no shares, warrants or other securities may be offered, sold or otherwise transferred, directly or indirectly, in or into the United States of America, except under an available exemption from, or in a transaction not subject to, the registration requirements under the Securities Act and in compliance with the securities legislation in the relevant state or any other jurisdiction of the United States of America.

Within the European Economic Area ("**EEA**"), no public offering of shares, warrants or other securities ("**Securities**") is made in other countries than Sweden. In other member states of the EU, such an offering of Securities may only be made in accordance with the Prospectus Regulation. In other member states of the EEA which have implemented the Prospectus Regulation in its national legislation, any offer of Securities may only be made in accordance with an applicable exemption in the Prospectus Regulation and/or in accordance with an applicable exemption under a relevant national implementation measure. In other member states of the EEA which have not implemented the Prospectus Regulation in its national legislation, any offer of Securities may only be made in accordance with an applicable exemption under national law.

In the United Kingdom, this document and any other materials in relation to the securities described herein is only being distributed to, and is only directed at, and any investment or investment activity to which this document relates is available only to, and will be engaged in only with, "qualified investors" (within the meaning of the United Kingdom version of the EU Prospectus Regulation (2017/1129/ EU) which is part of United Kingdom law by virtue of the European Union (Withdrawal) Act 2018) who are (i) persons having professional experience in matters relating to investments who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**"); (ii) high net worth entities etc. falling within Article 49 (2)(a) to (d) of the Order; or (iii) such other persons to whom such investment or investment activity may lawfully be made available under the Order (all such persons together being referred to as "relevant persons"). In the United Kingdom, any investment or investment activity to which this communication relates is available only to, and will be engaged in only with, relevant persons. Persons who are not relevant persons should not take any action on the basis of this press release and should not act or rely on it.

This press release may contain forward-looking statements which reflect the Company's current view on future events and financial and operational development. Words such as "*intend*", "*will*", "*expect*", "*anticipate*", "*may*", "*believe*", "*plan*", "*estimate*" and other expressions which imply indications or

---

predictions of future development or trends, and which are not based on historical facts, are intended to identify forward-looking statements. Forward-looking statements inherently involve both known and unknown risks and uncertainties as they depend on future events and circumstances. Forward-looking statements do not guarantee future results or development and the actual outcome could differ materially from the forward-looking statements.

This information, opinions and forward-looking statements contained in this press release applies only as of the date hereof and may be subject to change without notice. Wästbygg Group makes no commitment to publicly update or revise any forward-looking statements, future events or similar circumstances other than as required by applicable law.

Arctic Securities AS is acting for Wästbygg Group in connection with the transaction and no one else and will not be responsible to anyone other than Wästbygg Group for providing the protections afforded to its clients nor for giving advice in relation to the transaction or any other matter referred to herein.

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

#### **Attachments**

---

[Wästbygg Gruppen announces final terms of rights issue](#)