

## **NOTICE OF EXTRAORDINARY GENERAL MEETING FOR BYHMGARD AB**

The shareholders of Byhmgard AB (publ), reg. no. 556856-0246 (the “Company”), are hereby invited to attend an Extraordinary General Meeting (also constituting the second control meeting) to be held on Friday, 23 January 2026, at 10:00 a.m., at Riddargatan 13A, SE-114 51 Stockholm, Sweden.

### **Right to attend the meeting**

Shareholders who wish to participate in the Meeting must:

(i) be recorded in the share register maintained by Euroclear Sweden AB as of Thursday, 15 January 2026, and

(ii) notify the Company of their intention to attend no later than Wednesday, 21 January 2026, by e-mail to: **cb@byhmgard.com**.

The notification shall include the shareholder’s name, personal identity number or corporate registration number, address, telephone number, e-mail address, number of any assistants, and information regarding shareholdings.

A proxy form for shareholders wishing to be represented by proxy will be made available on the Company’s website **<https://byhmgard.com/>**. Shareholders represented by proxy must issue a dated power of attorney for the proxy holder. If the power of attorney is issued by a legal entity, a certified copy of the certificate of registration or equivalent authorization document must be enclosed. The power of attorney and registration certificate should be sent to the Company well in advance of the Meeting at the address stated above. The power of attorney may not be older than five (5) years.

Shareholders whose shares are registered in the name of a nominee through a bank or other nominee must, in order to be entitled to participate in the Meeting, temporarily register the shares in their own name with Euroclear Sweden AB. Such registration must be completed by Thursday, 15 January 2026, and the nominee should therefore be notified well in advance of this date. However, voting rights registrations requested by shareholders in such time that the nominee has completed the registration no later than 19 January 2026 will be taken into account when preparing the share register.

### **Matters to be addressed at the Meeting**

#### **Proposed agenda**

1. Election of the Chairman of the Meeting
2. Establishment and approval of the electoral roll
3. Election of one or two persons to adjust protocol

4. Determination of whether the Meeting has been duly convened
5. Approval of the agenda
6. Presentation of the balance sheet for liquidation purposes and the auditor's statement, and documents pursuant to Chapter 25, Section 4 of the Swedish Companies Act
7. Resolution on whether the Company shall continue its operations or enter into liquidation
8. Closing of the Meeting

### **Proposed resolutions**

#### **Item 7 – Resolution on whether the Company shall continue its operations or enter into liquidation**

As previously announced, the Board of Directors has prepared a balance sheet for liquidation purposes (the first control balance sheet, "CBR 1") in accordance with the Swedish Companies Act and had it reviewed by the Company's auditor. This control balance sheet was presented at an Extraordinary General Meeting held on 23 May 2025 (also constituting the first control meeting). The Meeting resolved, in accordance with the Board's proposal, that the Company should not enter into liquidation and that the Company's operations should continue.

As a consequence thereof, the Board of Directors is required to convene an Extraordinary General Meeting (the second control meeting) and will at such meeting present a second control balance sheet in accordance with Chapter 25, Sections 14 and 16 of the Swedish Companies Act (2005:551), together with the auditor's statement thereon.

If the second control balance sheet shows that the Company's equity at the time of the Meeting does not amount to at least the registered share capital, the Extraordinary General Meeting shall resolve on whether the Company shall enter into liquidation or continue its operations.

#### **The Board's primary proposal – continued operations**

Since the first control meeting, the Company has primarily undertaken the following measures in order to restore its equity. By resolution of an Extraordinary General Meeting held on 20 October 2025, the Company carried out an acquisition by issuing **838,697,353 newly issued shares** through a directed set-off issue, whereby the Company's share capital increased by **SEK 209,674,338.25**. At the Extraordinary General Meeting held on 20 October 2025, it was also resolved to carry out an additional directed set-off issue of **3,773,428 newly issued shares**, whereby the Company's share capital increased by **SEK 943,357**. In total, **842,470,781 shares** were issued and the Company's share capital increased by **SEK 210,617,695.25**.

Taken together, the above measures lead the Board of Directors to the assessment that the second control balance sheet will show that the Company's equity amounts to at least the registered share capital. The Board therefore proposes that the Company's operations shall continue.

**The Board's secondary proposal – liquidation**

Under the Swedish Companies Act, the Board of Directors is required to present a proposal for liquidation, even if its primary proposal is that the Company shall continue its operations. Accordingly, the Board proposes, provided that the Extraordinary General Meeting does not resolve in accordance with the Board's primary proposal above, that the Company shall be placed into liquidation.

The basis for the Board's secondary proposal would be that the Company's equity is below the registered share capital in accordance with the second control balance sheet prepared by the Board and presented at the Extraordinary General Meeting. Any resolution to place the Company into liquidation is proposed to take effect as of the date on which the Swedish Companies Registration Office (Bolagsverket) appoints a liquidator.

**For additional information, please contact:**

Christian Byhmer, CEO. Mobile: 073-528 91 90,

**About Byhmgard**

Byhmgard AB develops, construct and invest in utility scale energy storage projects (BESS) in Europe. The business involves project development, EPC, software optimization and long term operations. The company vision is to deliver critical energy infrastructure to enable Europe's energy transition smarter and more cost efficient.