

# Notice of Annual General Meeting 2026 of Arlandastad Group AB (publ)

Arlandastad Group AB (publ), corporate reg. no. 556694-0978, (the "Company"), will hold its Annual General Meeting on April 23, 2026, at 10.00 a.m. CEST at At Six, Brunkebergstorg 6, Stockholm, Sweden. Registration for the meeting will begin at 9.30 a.m.

## Registration and participation

Shareholders who wish to participate in the Annual General Meeting must:

- be registered as a shareholder in the share register prepared by Euroclear Sweden AB as of April 15, 2026, and
- notify the Company of their intention to participate no later than April 17, 2026.

Notification of attendance may be made in writing to the Company at the address Arlandastad Group AB, "Annual General Meeting", Box 214, SE-190 47 Stockholm-Arlanda or by e-mail to [bolagsstamma@arlandastad.se](mailto:bolagsstamma@arlandastad.se). When registering, please state your name or company name, personal identity number or corporate identity number, address and daytime telephone number. The notification procedure for the registration of assistants (maximum two) is as described above. See also below for further information on the processing of personal data.

## Nominee-registered shares

In order to be entitled to participate in the Annual General Meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of participation in the Annual General Meeting, register the shares in their own name so that the shareholder is included in the presentation of the share register as of April 15, 2026. Such registration may be temporary (so-called voting rights registration) and is requested from the nominee in accordance with the nominee's procedures at such time in advance as determined by the nominee.

Voting rights registrations made by the nominee no later than April 17, 2026, will be considered in the preparation of the share register.

## Power of attorney

If a shareholder participates by proxy, a written and dated power of attorney signed by the shareholder shall be attached to the notification of attendance at the Annual General Meeting or presented by the proxy no later than at the Annual General Meeting. If the power of attorney has been issued by a legal entity, a copy of the certificate of registration or, if no such document exists, a corresponding document of authority must be attached. A proxy form is available at the Company and on the Company's website <https://arlandastadgroup.se/sv>.

## Number of shares and votes

The total number of shares and votes in the Company at the time of publication of this notice is 63,255,586.

## Shareholders' right to receive information

The Board of Directors and the CEO shall, at the Annual General Meeting, if any shareholder so requests, and the Board of Directors considers that it can be done without material harm to the Company, provide information on circumstances that may affect the assessment of an item on the agenda, circumstances that may affect the assessment of the Company's or its subsidiaries' financial situation, and the Company's relationship with other group companies.

Shareholders who wish to submit questions in advance may do so to Arlandastad Group AB, "Annual General Meeting", Box 214, SE-190 47 Stockholm-Arlanda or by e-mail to [bolagsstamma@arlandastad.se](mailto:bolagsstamma@arlandastad.se).

## Documents etc.

The Board of Directors' and the Nomination Committee's complete proposal for resolution and the Board's reasoned statement on the proposed dividend will be available at the Company and on the Company's website <https://arlandastadgroup.se/sv> no later than three (3) weeks prior to the Annual General Meeting. The documents will also be sent to shareholders who so request and who state their postal address.

The Annual Report and the Auditor's Report will be available at the Company and on the Company's website <https://arlandastadgroup.se/sv> no later than March 26, 2026. The documents will also be sent to shareholders who so request and who state their postal address.

### Processing of personal data

Personal data retrieved from the share register, notification of participation in the Annual General Meeting and information about proxies will be used for registration, preparation of the voting list for the Annual General Meeting and, where applicable, minutes of the Annual General Meeting. For information on how your personal data is processed, see also: [https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy\\_bolagsstammor-svenska.pdf](https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy_bolagsstammor-svenska.pdf)

### Agenda

1. Election of Chairman of the Meeting
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Election of persons to verify the minutes
5. Determination of whether the meeting has been duly convened
6. Presentation of the Annual Report and the Auditor's Report as well as the Consolidated Financial Statements and the Auditor's Report on the Group for 2025
7. Address by the CEO
8. Resolutions on
  - a) determination of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet for 2025
  - b) disposition of the Company's profit in accordance with the adopted balance sheet and resolution on record date for dividend
  - c) discharge from liability for the members of the Board of Directors and the CEO
9. Determination of fees to the members of the Board of Directors and the auditor
10. Determination of the number of members of the Board of Directors and deputy members of the Board of Directors and auditors and deputy auditors
11. Election of the Board of Directors, Chairman of the Board of Directors and auditor
12. Resolution on a long-term incentive program, LTIP 2026, and issue and transfer of warrants
13. Resolution on authorization to the Board of Directors to resolve on new issues of shares, etc.
14. Closing of the Meeting

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### Item 1 Chairman of the Annual General Meeting

The Nomination Committee of Arlandastad Group AB (publ), consisting of Erik Lautmann, (appointed by Styviken Invest A/S), Chairman, Per Taube (appointed by Gelba Management AB) and Leiv Synnes (appointed by Samhällsbyggnadsbolaget i Norden AB), proposes Maria Lindegård Eiderholm, Advokatfirman Glimstedt, as Chairman of the Annual General Meeting 2026, or, if she is prevented from attending, the person appointed by the Nomination Committee instead.

### Item 6 Presentation of the Annual Report and the Auditor's Report as well as the Consolidated Financial Statements and the Auditor's Report on the Group for 2025

The Annual Report and the Auditor's Report as well as the Consolidated Financial Statements and the Auditor's Report on the Group for 2025 will be available at the Company and on the Company's website no later than March 26, 2026.

### Item 8 b) Resolution on appropriation of the Company's profit in accordance with the adopted balance sheet and resolution on record date for dividend

The Board of Directors proposes that of the earnings at the disposal of the Annual General Meeting, SEK 633,330,510, SEK 98,046,158, shall be distributed to the shareholders and that the remainder be carried forward. The total amount proposed to be distributed to shareholders and the total amount proposed to be carried forward is based on all outstanding shares on March 18, 2026. A dividend of SEK 1.55 per share is proposed. The proposed record date for the dividend is June 25, 2026. With this record date, the dividend is expected to be paid by Euroclear on June 30, 2026.

### Item 9 Fees to the Board of Directors and auditor

The Nomination Committee proposes that remuneration to the Board of Directors shall be paid, for the period until the end of the next Annual General Meeting, in the amount of SEK 500,000 to the Chairman and SEK 200,000 to each of the Board members elected by the Annual General Meeting who are not employed by the Company or other group companies.

The Nomination Committee further proposes that remuneration shall be paid to the members of the Audit Committee, for the period until the end of the next Annual General Meeting, in the amount of SEK 100,000 to the Chairman and SEK 50,000 to each of the members who are not employed by the Arlandastad Group.

The Nomination Committee further proposes that the auditor's fee shall be paid on an ongoing basis in accordance with the Company's approved invoice.

**Item 10 Determination of the number of members of the Board of Directors and deputy members of the Board of Directors and auditors and deputy auditors**

The Nomination Committee proposes that the number of Board members until the next Annual General Meeting shall be five (5) Board members with no deputies.

The Nomination Committee further proposes that the Company shall have one (1) auditor and no deputy auditor until the next Annual General Meeting has been held.

**Item 11 Election of the Board of Directors, Chairman of the Board of Directors and auditors**

Board of Directors

The Nomination Committee proposes re-election of the Board members Peter Wågström, Per Taube, Peter Markborn, Leif West, and Krister Karlsson.

The Nomination Committee also proposes re-election of the Chairman of the Board, Leif West.

Information about the Board members proposed for re-election is available on the Company's website <https://arlandastadgroup.se/sv/bolagsstyrning/styrelsen>

Auditor

The Nomination Committee proposes the re-election of KPMG AB as the Company's auditor with the authorized public accountant Marc Karlsson as auditor in charge.

**Item 12 Long-term incentive program, LTIP 2026, and issue and transfer of warrants**

In accordance with the recommendation of the Remuneration Committee, the Board of Directors of Arlandastad Group AB (publ) (the "Company") proposes that the Annual General Meeting 2026 resolves on (A) a long-term incentive program ("LTIP 2026"), (B) issue of warrants and (C) transfer of shares and/or warrants, in accordance with the below.

***Background and rationale***

The Board of Directors believes that it is in the interest of the Company and its shareholders that employees in the Company's Group Management, including the CEO, and key employees selected by the Board of Directors who are employed by the Company, in total not more than fifteen (15) persons (the "Participants") is engaged in the Company's development by being offered a number of share rights free of charge (each a "Share Right") in an incentive program that vests over three years based on performance specified below. The purpose of the proposal is to reward long-term and sustainable value creation and to increase the alignment of interests between the Participants and the Company's shareholders.

In light of the terms and conditions, the size of the allotment and the fact that the participants in LTIP 2026 will have a lower opportunity for short-term variable salary, the Board of Directors believes that LTIP 2026, in accordance with the below, is fair and beneficial for the Company and its shareholders.

The Board intends to return annually with a similar proposal for a program.

**A. *The Board's proposal for implementation of LTIP 2026***

The Board of Directors proposes that the Company's Annual General Meeting resolves to implement LTIP 2026 mainly in accordance with the following guidelines.

LTIP 2026 shall consist of a maximum of 60,000 Share Rights, which shall entitle the holder to subscribe for a corresponding number of shares, in accordance with the below.

Each Share Right entitles the holder to acquire one (1) warrant free of charge entitling to subscribe for (1) new share in the Company for a cash consideration at a subscription price corresponding to the quota value for the Company's shares in force at any given time, rounded up to three decimal places. The subscription price and the number of shares that each Share Right entitles to may be subject to recalculation as a result of a bonus issue, split, rights issue, and similar measures, whereby the recalculation terms and conditions in the complete warrant terms and conditions shall apply.

The maximum allotment of Share Rights in LTIP 2026 to be offered to the Participants corresponds to the value of two (2) month's salary. Each Participant may be allotted a maximum of the number of Share Rights corresponding to the value of two months' salary divided by the volume-weighted average price of completed trades in the Company's share during twenty (20) trading days on Nasdaq First North Premier immediately prior to the Allotment Date. The Allotment Date is the day when the Board of Directors decides on participations in LTIP 2026.

If delivery of warrants and shares under LTIP 2026 cannot be made at reasonable costs, with reasonable administrative efforts or due to special market conditions, participants may instead be offered full or partial cash settlement.

The Share Rights vest over three years from the date of allotment according to performance. The performance measurement period is the period January 1, 2026 – December 31, 2028. The allotted Share Rights will vest based on a performance measure measuring relative growth of shareholders' total shareholder return ("Total Shareholder Return" or "TSR") on the median to upper quartile scale compared to a group of 15 peer companies (the "Reference Group")<sup>1</sup> and the Company's TSR. The reference group is decided by the Board of Directors on the basis of a proposal from the Remuneration Committee. TSR is measured for each constituent company in the Reference Group as the growth of the share price plus reinvested dividends from an average over three (3) months prior to the first day of the measurement period to an average over three (3) months prior to the last day of the measurement period. The participants will receive allotment as follows after the end of the Vesting Period:

- If the Company's TSR is in the upper quartile in relation to the Reference Group, the Participant will receive full allotment of Share Rights.
- If the Company's TSR is between the median and the upper quartile in relation to the Reference Group, the Participant will receive a pro-rata share depending on the Company's TSR between one third (1/3) of the full allotment (median) and the full allotment of Share Rights (upper quartile), whereby the number of Share Rights shall be rounded up to a whole number.
- If the Company's TSR is the same as the median in the Reference Group, the Participant will receive one third (1/3) of the full allotment of Share Rights, whereby the number of Share Rights shall be rounded up to one whole number.
- If the Company's TSR is lower than the median in the Reference Group, the Participant will not receive any allotment of Share Rights.

The Board of Directors shall have the right to decide that all or certain vested Share Rights shall be cancelled or reclaimed if the Company's relative TSR performance is a result of intentional or grossly misleading misstatements in the financial statements or gross misconduct. The Board of Directors shall also in exceptional cases be able to reduce or postpone vesting of the Share Rights if, in the opinion of the Board of Directors, the Company's TSR does not reflect the underlying business results.

In order to further increase the alignment of interests with shareholders, the Participants in the Group Management shall, over time, build up a holding of the Company's shares corresponding to fifty percent of the annual level of the base salary, for everyone except the CEO, who over time shall build up a holding of the Company's shares corresponding to one hundred percent of the annual level of the base salary, by retaining at least half of the vested shares after tax (the Board of Directors shall have the right to waive this condition under certain circumstances, e.g. if the Participant's employment is terminated as a result of long-term illness) or through own acquisition of shares.

In the event of a change of ownership in connection with delisting, vesting will be accelerated, if at least fifty (50) percent of the votes in the Company are controlled by someone or a joint venture that is not Gelba Management AB or a company in a group of companies with Gelba Management AB. The Measurement and Vesting Period shall then end during the last complete quarter, and the maximum number of Share Rights is calculated to be pro-rata in relation to the original Vesting Period and the new Vesting Period.

Vesting requires that the Participant continues to be employed by the Company during the Vesting Period. If a Participant unilaterally resigns or is terminated or dismissed due to misconduct during the Vesting Period (so-called bad leaver), all Share Rights that have not been exercised at the time of termination or dismissal will lapse. If the employment is terminated for other reasons, e.g. lack of work or illness, or if the Board of Directors so decides, the Participant may acquire vested Share Rights pro-rata in relation to the length of time the Participant has been employed during the Vesting Period and may be exercised at the ordinary time of exercise.

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<sup>1</sup> The reference group contain of the following companies shares; Atrium Ljungberg B, Catena, Sagax A, Stendörren Fastigheter B, Fastighetsbolaget Emilshus B, Platzer Fastigheter Holding B, Fastpartner A, Fabege, NP3 Fastigheter, Nyfosa, Logistea A, Castellum, Corem Property Group B, Diös Fastigheter och Swedish Logistic Property B. TSR kommer att mätas i svenska kronor (SEK) för samtliga bolag och i övrigt enligt best practice.

The Share Rights shall not constitute securities and shall not be transferable, pledged or otherwise sold. However, the rights under the Share Rights are transferred to the estate in connection with the death of the participant. The Participants are also not entitled to exercise any shareholder rights corresponding to the Share Rights during the Vesting Period but are entitled to receive compensation corresponding to any dividend decided by the Company during the Vesting Period for the Share Rights vested by the Participant.

The holders may exercise vested Share Rights during the period from and including three (3) years after the Allotment Date and up to and including December 31, 2029, with the right for the Board of Directors to extend this period if there should be obstacles to the participants' acquisitions during the period or if a so-called closed period or other similar period when there is inside information in the Company should occur, however, with the ambition that vested Share Rights shall be exercised as soon as possible after vesting.

The Share Rights shall be settled in separate agreements with each Participant. The Board of Directors and the Remuneration Committee shall be responsible for the design and management of LTIP 2026 within the framework of the main terms and conditions set out above. In connection therewith, the Board of Directors shall have the right to make adjustments to meet special rules or market conditions abroad. The Board of Directors shall also be entitled to make other adjustments, including, among other things, the right to decide on reduced allotment of shares or changes to the performance target, in the event that there are significant changes in the Group, or its operating environment, or in connection with public takeover bids, which would result in the resolved terms and conditions for LTIP 2026 no longer being appropriate. The Board of Directors, or a committee specially appointed by the Board of Directors for these purposes, shall also be responsible for the administration of LTIP 2026.

#### **B. The Board of Directors' proposal for issue of warrants**

In order to enable the Company's delivery of shares under LTIP 2026, the Board of Directors proposes that the Annual General Meeting resolves to issue a maximum of 60,000 warrants, free of charge, to the Company. Each warrant entitles the holder to subscribe for one (1) share in Arlandastad Group AB (publ) during the period from registration of the warrants with the Swedish Companies Registration Office and up to and including December 31, 2029, at a subscription price corresponding to the quota value for the Company's shares in force at any given time, rounded up to three decimal places. If the warrants are exercised in full, the share capital at the current quota value will increase by SEK 540. Subscription of warrants shall take place no later than

October 23, 2026. However, the Board of Directors has the right to extend the subscription period. Oversubscription may not take place. Complete proposals for resolutions are available on the Company's website <https://arlandastadgroup.se/sv> no later than three (3) weeks prior to the Annual General Meeting.

#### **C. The Board of Directors' proposal for approval of transfer of shares and/or warrants**

The Board of Directors proposes that the Annual General Meeting resolves to approve that the Company shall transfer warrants to the Participants in LTIP 2026 in connection with the exercise of the Share Rights in accordance with the terms and conditions set out in item A to secure the Company's obligations in relation to LTIP 2026. Transfer of the warrants shall be made free of charge.

The number of warrants that may be transferred to the Participants in LTIP 2026 shall be subject to recalculation as a result of an intervening bonus issue, reverse share split or share split, new share issue with preferential rights for the shareholders and/or other similar events. Transfer of warrants shall take place at the time and in accordance with the other terms and conditions that participants in LTIP 2026 are entitled to receive allotment of shares. The reasons for the deviation from the shareholders' preferential rights are that the transfer of the shares is part of the implementation of LTIP 2026. Therefore, the Board of Directors considers it to be to the Company's advantage to transfer warrants in accordance with the proposal.

#### ***Dilution effect, market value, costs, etc.***

The Board of Directors' proposal for a resolution on the issue of warrants entails a dilution effect corresponding to a maximum of approximately 0.1 percent of the shares and votes in the Company if the proposed warrants are exercised in full. The dilution effect is calculated as the ratio between the additional shares for which the warrants will be exercised and the number of current shares and the additional shares for which the warrants will be exercised. LTIP 2026 is expected to have only a marginal effect on the Company's key ratios.

The Share Rights do not have a market value as they are not transferable. The costs for LTIP 2026 are based on the IFRS 2 reporting standard and are expensed during the Vesting Period. The Board of Directors has calculated the theoretical value of the Share Rights in accordance with the "Black-Scholes" formula and certain assumptions. The Board of Directors has made a preliminary cost estimate for LTIP 2026, which is based on a share price at the time of allotment of SEK 33.80 and a conservative estimate that 70 percent of the maximum number of Share Rights will be allotted and vested, long-term interest of 2.8 percent and expected dividends of SEK 3.50 per year.

The Board of Directors' assessment is that upon full allotment of Share Rights and full exercise of these in LTIP 2026, it will give rise to costs excluding social security contributions for the Company amounting to approximately SEK 1,500,000 and costs mainly related to administration and social security costs amounting to approximately SEK 500,000. However, the total costs for social security contributions will depend on the number of Share Rights that will vest and the value of the benefit that the Participant will receive.

All calculations above are only preliminary and are only intended to illustrate the costs that LTIP 2026 may entail. Actual costs may therefore differ from those set out above.

***Previous incentive programs in Arlandastad Group AB (publ)***

The 2023 Annual General Meeting resolved on a long-term incentive program ("LTIP 2023") as well as the issuance of warrants and transfer of shares and/or warrants. LTIP 2023 shall consist of a maximum of 40,000 Share Rights, which shall entitle the holder to subscribe for a corresponding number of shares. Each Share Right entitles the holder to acquire one (1) warrant free of charge entitling to subscribe for (1) new share in the Company for a cash consideration at a subscription price corresponding to the quota value for the Company's shares in force at any given time, rounded up to three decimal places. LTIP 2023 will not provide any shares to the participants in the long-term incentive program.

The 2024 Annual General Meeting resolved on a long-term incentive program ("LTIP 2024") as well as the issuance of warrants and transfer of shares and/or warrants. LTIP 2024 shall consist of a maximum of 60,000 Share Rights, which shall entitle the holder to subscribe for a corresponding number of shares. Each Share Right entitles the holder to acquire one (1) warrant free of charge entitling to subscribe for (1) new share in the Company for a cash consideration at a subscription price corresponding to the quota value for the Company's shares in force at any given time, rounded up to three decimal places.

The 2025 Annual General Meeting resolved on a long-term incentive program ("LTIP 2025") as well as the issuance of warrants and transfer of shares and/or warrants. LTIP 2025 shall consist of a maximum of 60,000 Share Rights, which shall entitle the holder to subscribe for a corresponding number of shares. Each Share Right entitles the holder to acquire one (1) warrant free of charge entitling to subscribe for (1) new share in the Company for a cash consideration at a subscription price corresponding to the quota value for the Company's shares in force at any given time, rounded up to three decimal places. The terms and conditions for LTIP 2023, LTIP 2024 and LTIP 2025 correspond to the terms and conditions proposed for LTIP 2026.

There are no other outstanding share-based incentive programs in the Company.

***Preparation of the proposal***

The proposal has been prepared by the Board of Directors together with external advisors.

The Board of Directors proposes that the Chairman of the Board of Directors or a person authorized by him or her be authorized to make such minor adjustments to the above resolutions as may prove necessary, e.g. in connection with the registration of the resolution on the issue of warrants with the Swedish Companies Registration Office.

**Majority rules**

The Board of Directors' proposal regarding LTIP 2026 in accordance with section A, and also the issue of warrants in accordance with section B and the transfer of shares in accordance with section C, constitutes a combined proposal and shall be made as one resolution. A valid resolution requires the support of shareholders representing at least nine-tenths (9/10) of both the votes cast and the shares represented at the general meeting.

**Item 13 Resolution on authorization to the Board of Directors to resolve on new issues of shares, etc.**

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors to, for the period until the next Annual General Meeting, authorize the Board of Directors to, on one or more occasions, decide on: new issue of shares, issue of convertibles and/or issue of warrants, against cash payment and/or with provision for contribution in kind or set-off or otherwise be able to be reconciled with the terms and conditions referred to in Chapter 2. Section 5, second paragraph, 1-3 and 5 of the Swedish Companies Act within the framework of the Company's stated share capital.

Issues may be made with deviation from the shareholders' preferential rights. The Board of Directors' authorization shall be limited to issue resolutions that entail a dilution of the share capital at the Annual General Meeting amounting to a maximum of ten (10) percent.

The purpose is primarily to be able to raise new capital to increase the Company's flexibility and ability to accelerate the development of the Company's operations or in connection with acquisitions of companies or properties.

The Board of Directors or a person appointed by the Board of Directors shall have the right to make such minor adjustments to the above resolutions as may prove necessary in connection with the registration of the resolution.



Majority rules

The Annual General Meeting's resolution to authorize the Board of Directors to resolve on a new issue of shares in accordance with item 13 above requires that shareholders representing at least two-thirds of both the votes cast and the shares represented at the Annual General Meeting vote in favor of the proposal.

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Stockholm, March 2026  
Arlandastad Group AB (publ) Board of Directors