

**The Board of Director's complete proposals to the extraordinary general meeting in Wästbygg Gruppen AB (publ) on 21 October 2021 (items 7 and 8)**

## Item 7 – Resolution on authorisation for the Board of Directors to resolve on acquisition of own class B shares

### Background

Wästbygg Gruppen AB (publ) (the "**Company**") has on 24 September 2021 entered into a share sale and purchase agreement (the "**Agreement**") with Trekcyd AB (the "**Seller**") regarding the acquisition of all shares in Rekab Entreprenad AB (the "**Target**"). Pursuant to the Agreement, the purchase price shall be paid in cash and in kind by way of transfer of class B shares in the Company (the "**Remuneration Shares**"). The Remuneration Shares shall be transferred to the Seller (which in turn is owned by key employees in the Target), in two separate tranches; the Remuneration Shares I shall be transferred no later than 31 March 2022 and the Remuneration Shares II shall be transferred on the third anniversary of the closing date, which is planned to occur on the turn of the month of October/November 2021 (the "**Closing Date**"). The Remuneration Shares shall equal to an amount in SEK of 82,800,000 based on the volume-weighted average share price for the Company's class B shares on the Exchange the ten (10) preceding business days prior to the Closing Date.

### Proposal

In light of the above, the Board of Directors proposes that the general meeting authorises the Board of Directors to resolve on the acquisition of own class B shares. The purpose of the authorisation is to secure the delivery of the Remuneration Shares to the Seller in accordance with the terms of the Agreement. Furthermore, the purpose of the authorisation for the acquisition of the company's own shares is to give the Board of Directors greater freedom of action and the ability to continuously adapt the company's capital structure and thereby contribute to increased shareholder value while also enabling the Board of Directors to exploit attractive acquisition opportunities by fully or partially finance the acquisition of companies, business or assets and the Company's at any given time LTI programme with the company's own shares.

In light of the above, the Board of Directors proposes that the general meeting authorises the Board of Directors to resolve on the acquisition of the company's own shares on the following terms:

- a) Acquisition shall take place on Nasdaq Stockholm (the "**Exchange**").
- b) Acquisition shall be on one or more occasions before the 2022 Annual General Meeting.
- c) The total amount of acquired shares after the acquisition can in total amount to no more than one-tenth of all shares in the company.
- d) Acquisition on the Exchange shall solely be at a price per share that lies within the registered share price range at that time, or in the event that the Board of Directors assigns an Exchange member to accumulate a specific amount of the company's

shares in its own holding for a specific period at a price per share within the price range at that time or corresponding volume-weighted average share price.

- e) Payment for the company's own shares shall be made in cash.
- f) Upon acquisition the applicable regulations of the Exchange shall be observed.

The Board of Directors has in connection with the proposal submitted observations on the proposal's justification pursuant to Chapter 19, Section 22 of the Companies Act, which is annexed to the proposal as **Appendix 1**. Copies of the Board of Director's report and the auditor's statement pursuant to Chapter 19, section 24 item 3 and 4 of the Companies Act is annexed to the proposal as **Appendix 2-3**.

Pursuant to Chapter 19, Section 23 of the Companies Act, the Board of Directors hereby gives notice that the portion of the disposable amount pursuant to Chapter 17, section 3, first paragraph of the Companies Act which is available after the most recently adopted resolution regarding a value transfer amounts to SEK 1,311,707,763.

#### **Majority requirement**

For a decision to be valid for each of the proposals above it is required that the decision is supported by shareholders representing at least two-thirds of the votes cast and the shares represented at the general meeting.

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Gothenburg, September 2021

Wästbygg Gruppen AB (publ)

The Board of Directors

## Item 8 – Resolution on transfer of own shares to persons included in the so-called “Leo-sphere” pursuant to Chapter 16 of the Companies Act

### Background

Pursuant to the Agreement, the purchase price for the share in the Target shall be paid in cash and in kind by way of transfer of the Remuneration Shares. The Remuneration Shares I shall be transferred to the Seller (which in turn is owned by key employees in the Target), in an amount equal to SEK 41,200,000. The Remuneration Shares II shall be transferred to the Seller on the same terms in an amount equal to SEK 41,200,000. In total, the value of the Remuneration Shares shall amount equal to SEK 82,800,000 based on the volume-weighted average share price for the Company’s class B shares on the Exchange the ten (10) preceding business days prior to the Closing Date. The key employees own shares in the Seller corresponding to 45 % of the shares and votes and are employed in the Target.

### Proposal

The Board of Directors proposes that the general meeting resolves that a maximum of 910,800 class B shares are transferred to subscriber whom is subject to the provisions of Chapter 16 of the Companies Act, the so-called “Leo law”. The purpose of the authorisation is to secure the delivery of the Remuneration Shares to the Seller in accordance with the terms of the Agreement. The Board of Directors deems that the Seller’s shareholding in the Company is of material importance for the growth and development of the Target, which in turn is deemed to be beneficial for the shareholders of the Company. The calculation of the maximum amount of share to be transferred is based on a subscription price of SEK 100, which is an estimate of the volume-weighted average share price for the Company’s class B shares on the Exchange the ten (10) preceding business days prior to the Closing Date, with percentage mark-up of 10 percent as a safety margin.

In addition, the following terms shall apply to the resolution:

- a) The right to acquire the shares shall, with deviation from the shareholders’ pre-emption rights, be granted to the below stated company. The finally determined amount of shares that the subscriber shall have the right to acquire shall be calculated by *dividing* SEK 82,800,000 with the volume-weighted average share price for the Company’s class B shares on the Exchange the ten (10) preceding business days prior to the Closing Date.

<b>Subscriber</b>	<b>Maximum subscription amount (SEK)*</b>
Trekcyd AB	82,800,000
<b>TOTAL</b>	<b>82,800,000</b>

- b) The purpose of the deviation of the shareholders' pre-emption rights is to secure the delivery of the Remuneration Shares in accordance with the Agreement.
- c) The subscriber shall subscribe for the share within the third anniversary from 1 December 2021. Payment for the shares shall be made by way of a set-off (*Sw. kvittning*) of a promissory note issued by the subscriber to the Company in an amount equal to SEK 82,800,000. The Board of Directors shall have the right to extend the subscription period.
- d) Subscription of the shares shall be made to an amount equal to SEK 82,800,000 based on the volume-weighted average share price for the Company's class B shares on the Exchange the ten (10) preceding business days prior to the Closing Date. The subscription price is deemed by the Board of Directors to correspond to the market value. The Board of Directors, or the person appointed by the Board of Directors from among its members, shall be authorised to decide, prior to the commencement of the period of time referred to in c), on the amount to be paid for each share.
- e) Oversubscription is not permitted. In the event not all of the shares are subscribed for, the unsubscribed shares shall be sold through the care of the Company.
- f) The shares entitle the holder to a dividend as from the date on which the shares are registered with a securities institution.
- g) The subscriber's right to acquire the Remuneration Shares are conditional upon the completion of the transfer of shares in the Target from the Seller to the Company and that the Seller fulfils all the conditions for the Remuneration Shares in accordance with the Agreement.
- h) The maximum amount of shares that may be transferred to the subscriber may be recalculated in the event of rights issues, share splits, reverse share splits or similar events.

Copies of the Board of Director's report and the auditor's statement pursuant to Chapter 19, section 35 (with reference to Chapter 13, section 6) of the Companies Act is annexed to the proposal as **Appendix 2-3**. Copies of the Board of Director's report and the auditor's statement pursuant to Chapter 19, section 35 (with reference to Chapter 13, section 7 and 8) of the Companies Act is annexed to the proposal as **Appendix 4-5**.

### **Majority requirements**

A resolution in accordance with the Board of Director's proposal under item 8 is only valid if supported by shareholders holding not less than nine-tenths (9/10) of the votes cast as well as the shares represented at the general meeting in accordance with Chapter 16 of the Swedish Companies Act, due to key employees in the Target also being shareholders in the Seller and that class B shares in the Company shall be used as remuneration for the shares in the Target.

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Gothenburg, September 2021

Wästbygg Gruppen AB (publ)

The Board of Directors