

**The Board of Director's proposed resolutions etc. for
the Annual General Meeting in Wästbygg Gruppen AB
(publ), to be held on May 5, 2022, at 15.00 p.m.**

Item 8 (b) – The Board of Directors proposed resolution regarding the disposition of the Company’s profit according to the adopted balance sheet

The Board of Directors proposes that the funds at the disposal of the Annual General Meeting of SEK 1,551,031,283 be disposed so that a total amount of SEK 112,579,000, equivalent to SEK 3.50 per dividend-entitled share, is paid to the shareholders and that SEK 1,438,452,283 be carried forward. The Board of Directors proposes that 9 May 2022 be adopted as the record date. If the Annual General Meeting approves the proposal, payment is expected to take place through Euroclear Sweden AB on or around 12 May 2022.

Gothenburg, March 2022

The Board of Directors of Wästbygg Gruppen AB (publ)

Item 12 – The Board of Directors proposed resolution on the implementation of a long-term incentive program regarding certain employees (LTI 2022)

The Board of Directors of Wästbygg proposes that the annual general meeting to be held on May 5, 2022, resolves to establish a long-term incentive program in the form of a performance-based share saving program (“**LTI 2022**”) for certain employees in the Wästbygg Group in accordance with the terms and conditions set forth below.

Background

The LTI 2022 is a variable long-term incentive program that provides senior management and key personnel (approx. 60 people) the opportunity to receive a cash bonus that, after deduction for taxes, shall be used to acquire B shares in Wästbygg. The overall purpose of the LTI 2022 is to align the interests of the Company’s employees and shareholders and thus ensure a maximal long-term creation of value. LTI 2022 is also intended to create a long-term focus on the profit trend, growth and sustainability among the participants. The LTI 2022 is further considered to increase the Company's ability to recruit and retain current and future senior executives and other key personnel. The LTI 2022 is one part of an overall competitive compensation package to senior executives. The Board of Directors is therefore of the opinion that the proposed LTI 2022 is to the benefit of the Company and its shareholders. It is the Board of Directors intention to evaluate the LTI 2022 in the following year and the ambition is further to propose programs similar to the LTI 2022 to future annual general meetings. The Board of Directors further intends to put forth a proposal regarding the repurchase and transfer of the Company's own shares required to complete the implementation of the LTI 2022 to the participants to the 2023 annual general meeting.

Terms and conditions for the LTI 2022

1. The LTI 2022 shall include employees in three categories. The first category includes the group CEO, the second category includes other group management and the third category includes other company management and function leads. Employees that have been recruited but have not yet started their employment in the Wästbygg group when notice of participation in the program is due, can be offered to participate under the condition that the employment is initiated.
2. The LTI 2022 provides an opportunity for the participants to receive a cash bonus corresponding to their respective annual salary multiplied with the growth factor (the average of the growth factor over the last three (3) years) (the “**Growth Target**”). The Growth Target constitutes 85 percent of the maximum bonus amount in accordance with Item 8. The remaining 15 percent of the maximum bonus amount represents a sustainability target involving a reduced carbon footprint in absolute figures for the Group, (“**the Sustainability Target**”).
3. The fulfilment of the Growth Target and the Sustainability Target shall be assessed by the Board of Directors in connection with the publication of the Year-end Report

for 2022, after which the approved bonus amount will be paid. The right to obtain a bonus is dependent on the participant still being an employee of the Company at the time of the issuing of the year-end report and that the participant has not terminated his/her employment or had his/her employment terminated for personal reasons.

4. Prior to determining and paying the bonus amount, the Board of Directors shall determine whether payment according to the principles set forth above is appropriate considering the Company's profits or loss, financial position as well as market conditions and other relevant conditions. If the Board of Directors determines that such payment is not appropriate, the Board may decide to reduce the bonus amount to be paid.
5. The participants shall, in order to participate in the program, use the full bonus amount received under the LTI 2022, after deduction for taxes, to acquire B shares in the Company ("**Saving Shares**"). The Company may assign an administrator to acquire the Saving Shares on behalf of the participants to simplify the control and administration of LTI 2022.
6. The investment in Saving Shares shall be made through the acquisition of B shares no later than December 31, 2023, (the "**Investment Period**"). The Board of Directors shall be entitled to prolong the Investment Period if the participants have been unable to acquire said shares due to applicable insider regulations.
7. If the Saving Shares are retained from the expiration of the Investment Period until December 31, 2026, (the "**Saving Period**") and the participant has continued his/her employment with the Company or another company in the Wästbygg group during the entire Saving Period the participant has the right to obtain additional B shares in the Company free of charge ("**Matching Shares**"). The transfer of Matching Shares to the participant is conditional upon the following annual general meetings resolution regarding the repurchase and transfer of the Company's own shares.
8. The maximum bonus amount that each participant may obtain under the LTI 2022 is limited to the percentages of the participant's fixed annual salary as set forth below.

Position	Maximum number of Matching Shares per Saving Share	Maximum bonus amount % of fixed annual salary
Group CEO	1	15 %
Other group management and certain key employees	1	10 %
Other company management	1	6 %

9. Prior to determining the number of Matching Shares to be allotted, the Board of Directors shall determine whether allotment in accordance with the principles set forth above is appropriate considering the Company's profits or loss, financial position as well as market conditions and other relevant conditions. If the Board of Directors determines that such distribution is not appropriate, the Board may decide to reduce the number of Matching Shares to be allotted.
10. The number of Matching Shares to be obtained based on Saving Shares may be subject to recalculation due to bonus issues, share splits and reverse share splits, rights issues and similar events.
11. Allotment of Matching Shares shall take place within 30 days from the publication of the year-end report for the 2026 fiscal year.
12. Participation in the LTI 2022 is conditional upon such participation being legally possible and that such participation can be made possible without unreasonable administrative costs for the Company, according to the Company's opinion.
13. In accordance with point 14 below, the Board of Directors shall in some cases have the right to decide on the proportional allotment of Matching Shares if the participant's employment has been terminated before the expiration of the Saving Period.
14. The LTI 2022 shall be governed by separate agreements with each participant. The Board of Directors shall be responsible for the detailed design and management of the LTI 2022 within the principal terms and conditions set forth above. The Board of Directors shall moreover be entitled to make minor adjustments in the terms and conditions if required by legal or administrative circumstances. The Board of Directors may also make minor adjustments and deviations from the terms and conditions due to other local rules and market practices. In the event of a public takeover bid, a sale of the Company's business, liquidation, merger or any other such transaction affecting the Company, the Board of Directors shall be entitled to resolve that the Matching Shares (partially or in full) shall be obtained and allotted on completion of such transaction. The Board shall make this resolution with regard to the remainder of the Saving Period as well as other factors deemed relevant.
15. Wästbygg pays the social security contributions for bonuses that are paid through the LTI 2022. The compensation under the LTI further includes vacation pay and shall not be pensionable. However, if the compensation is pensionable according to an applicable collective agreement the compensation paid under the LTI 2022 shall also include pension provisions.

Administration of the LTI 2022

The Board of Directors shall be responsible for the detailed design and management of the LTI 2022 within the principal terms and conditions set forth above. The Board of Directors shall moreover be entitled to make minor adjustments in the terms and conditions if required by legal or administrative circumstances. The Board of Directors may also make minor adjustments and deviations from the terms and conditions due to other local rules and market practices.

Costs, affections on key figures and already established incentive programs

The Board of Directors has made a preliminary cost calculation for the LTI 2022. The costs of the LTI 2022, which are reported in connection to the profit and loss statement, are calculated in accordance with the accounting standard IFRS 2 and accrued over the vesting period, which ends in December 2026.

The costs of the LTI 2022 are based on the LTI 2022 comprising a maximum of 40 participants. In total, the costs of the LTI 2022, when calculated in accordance with the IFRS 2, are estimated to amount to approximately SEK 3,350,000, excluding social security contributions. The costs for social security contributions and pension are estimated to amount to a total of approximately SEK 1,050,000, based on the presumptions set forth above and an average tax rate for social security contributions of 31.42 percent.

The estimated cost of SEK 4,400,000, including social security contributions, amounts to approximately 1 percent of the Company's total personnel costs for the fiscal year 2021. The calculations are made on the basis of the persons who are currently intended to be covered by LTI 2022 and on their present salary levels. The costs may change if the number of people covered by LTI 2022 changes.

The Annual General Meeting 2021 resolved on the implementation of LTI 2021. The outcome of LTI 2021 and of the Company's STI programme are described in detail in the Company's Annual Report.

The preparation process

The proposal for LTI 2022 has been prepared in consultation with external advisers. The Board resolved that the final proposal be presented to the Annual General Meeting 2022.

Majority requirement

The Board of Director's proposal regarding the implementation of a long-term incentive program (LTI 2022) as set forth above requires the approval of shareholders representing more than 50 percent of the votes cast at the annual general meeting.

Gothenburg, March 2022

The Board of Directors of Wästbygg Gruppen AB (publ)

Item 13 – The Board of Directors proposed resolution regarding the adoption of guidelines for remuneration to senior management

The Board of Directors proposes that the annual general meeting adopts the following guidelines for remuneration and other terms of employment for the Company's senior management to apply until further notice, however, no later than the 2026 annual general meeting. The guidelines also include any potential remuneration to members of the Board in addition to the remuneration paid due to that person's appointment as Board member. The guidelines include remunerations arising from agreements as well as potential changes in remunerations already agreed upon which take place after the annual general meeting has adopted the guidelines. The guidelines do not include remunerations which are to be decided by the annual general meeting, such as remunerations for members of the Board.

General information

The class B shares of Wästbygg Gruppen AB (publ) (“**the Wästbygg Group**” or “**the Company**”) are listed on Nasdaq Stockholm, which is a regulated market. The Remuneration Policy has been adopted for the purpose of setting guidelines for salaries and other remuneration for the Chief Executive Officer and other senior executives in accordance with the requirements of the Swedish Code of Corporate Governance (“**the Code**”).

Quality assurance and calibration of the Company's salaries are carried out by the Company's HR manager using Mercer's IPE methodology, annual salary surveys as well as salary comparisons. Comparisons are made with both the construction industry as well as other industries in accordance with the laws and other regulations applicable in the different countries where Wästbygg conducts business.

The Company offers all employees a short-term incentive programme (STI) in accordance with the Wästbygg Group's current profit sharing plan at any time. Senior executives and key individuals designated by the Board will also be offered, subject to the approval of the Annual General Meeting, a long-term incentive programme (LTI) in accordance with the Wästbygg Group's current loyalty programme at any time.

In order for Wästbygg to implement its business strategy and safeguard its long-term interests, including sustainability, Wästbygg is required to have the ability to recruit and retain qualified employees. To achieve this, Wästbygg must be able to offer a competitive total remuneration, which is enabled by these guidelines. Additional information regarding Wästbygg's vision and business concept can be found in Wästbygg's annual financial reports, published on <https://group.wastbygg.se/sv/investerare/rapporter-och-presentationer-2419/>.

Components for individual compensation

Basic principles

Wästbygg's starting point is that remuneration shall be paid on terms aimed at attracting, motivating and retaining competent employees. The Company's incentive programme shall strengthen the link between the employees' short-term and long-term objectives, which is why the remuneration of senior executives, over and above their salaries and short-term incentives, may also consist of long-term incentives which are reasonable in relation to market practice. The remuneration shall not be discriminatory on grounds of gender, transgender identity or expression, ethnic origin, religion or other belief, disability, sexual orientation and age or other irrelevant circumstances. The guidelines constitute part of the Company's business strategy, by motivating the development and performance of the Company's short-term and long-term goals in the business plan, and thereby contributing to the Company's long-term interests and sustainability.

Fixed salary

The managing director and other senior executives shall be offered a fixed salary based on the individual's job description, competence, position, responsibility, performance and other market factors. The salary shall be determined per calendar year with an annual salary review on January 1. The fixed salary for senior management shall under a year of normal performance account for approximately 50-80 percent of the monthly cash salary paid to a senior executive.

Variable remuneration

All of the Company's employees are included in a joint short-term incentive program ("STI") in which the levels are based on the employee's position and responsibility in accordance with the Company's chosen job evaluation system. STI is intended to strengthen the link between the employees' performance and the Company's objectives in the short term, and is based on the achievement of targets for defined key performance indicators including profit, Group margin and a sustainability parameter. In a year of normal performance outcomes, STI constitutes 5-35% of cash monthly salary, depending on position, with a maximum outcome (ceiling) of 10-70%.

Senior executives and certain key individuals are covered by a common long-term incentive programme (LTI) in which the levels are based on the executive's position and responsibilities, which is based on the Company's approved work evaluation system. LTI is intended to strengthen the link between the senior executives' performance and the Company's long-term objectives. LTI consists of a conditional share-purchase programme, in which the employee receives a matching share per conditional share, provided that the employee is still employed and holds conditional shares after three years. LTI for one year consists of a maximum of 6-15%, depending on position and the outcome based on the achievement of targets for defined key performance indicators in sales growth and sustainability. The LTI programme for each trading year is conditional on the approval of the Annual General Meeting.

Pension and other benefits

Wästbygg offers managing directors and deputy managing directors a fixed percentage plan for pension provisions. Pension for this group of senior executives refers to 30 per cent of the fixed monthly salary, not including the variable incentive programs. Other employees as well as other senior executives are covered by the Company's ITP plans. All of the Company's employees have the right to take part in other benefits provided by the Company in accordance with the policies in force at the given time, such as policies for company cars etc.

Termination notice and severance pay

For the managing director and other senior executives, the notice period is between six and a maximum of twelve months. Managing directors and deputy managing directors may, in addition to salary during the notice period, receive severance pay with a settlement. Where severance pay is offered it shall not exceed a period of 12 months or amount to more than the total compensation received when the employment is terminated.

Consulting assignments for board members

To the extent that a Board member carries out any work on behalf of the Company, apart from Board work, consultancy remunerations and potentially other remunerations for that work may be paid to the Board member. The remuneration shall be in accordance with market practices and remuneration as well as other conditions for the assignment shall be decided by the Board of Directors.

Outstanding remuneration commitments

A report on potential outstanding remuneration commitments that the Company has in regard to managing directors or other senior executives can be found in the Company's annual financial report.

Deviations from the guidelines

The Board of Directors shall be entitled to deviate from the guidelines set forth above when special circumstances so require.

Significant changes to the guidelines

The proposed guidelines presented at Annual General Meeting 2022 do not involve any significant changes in relation to Wästbygg's existing remuneration guidelines apart from the parts which describe the achievement of targets for outcomes of STI and LTI, where sustainability has been added as a metric.

Gothenburg, March 2022

The Board of Directors of Wästbygg Gruppen AB (publ)

Item 14 (a) and (b) – Resolution on the authorisation of the Board of Directors to decide on the acquisition (a) and disposal (b) of the Company’s own shares

(a) – The Board of Directors proposes that the General Meeting resolves to authorise the Board to decide on the acquisition of the Company’s own B shares. The purpose of the authorisation on the acquisition of the Company’s own shares is to give the Board increased flexibility and the opportunity to adapt the Company’s capital structure on an ongoing basis and thereby increase shareholder value and enable the Board to take advantage of attractive acquisition opportunities by financing the acquisition of companies, businesses or assets, in whole or in part, and also to provide the Company’s current LTI programme at any time with the Company’s own shares.

In the light of the above, the Board proposes that the Annual General Meeting authorises the Board to decide on the acquisition of the Company’s own shares on the following terms and conditions:

- a) Acquisitions may be made on Nasdaq Stockholm (“**the Stock Exchange**”).
- b) Acquisitions may be made on one or more occasions before the Annual General Meeting 2023.
- c) Acquisitions may be made up to a maximum of the number of shares that ensures that the Company’s total holdings after the acquisition amount to a maximum of one-tenth of all shares in the Company.
- d) Acquisitions on the Stock Exchange may only be made at a price per share of which is within the registered price range at any time, or, in the event that the Board gives a Stock Exchange member the assignment of accumulating a certain number of the Company’s shares in his/her own book over a certain time period, at a price per share within the current price range at any time, or the equivalent volume-weighted average price.
- e) Payment for acquired shares in the Company shall be made in cash.
- f) In the event of acquisitions, all applicable provisions in the Stock Exchange’s rules are to be complied with.

In relation to the proposal, the Board of Directors has issued an opinion on the soundness of the proposal in accordance with Chap. 19 § 22 of the Swedish Companies Act (2005:551), which is attached to the proposal, **Annexe 1**.

(b) – The Board of Directors proposes that the General Meeting resolves to authorise the Board to decide on the disposal of the Company’s own B shares. The purpose of the authorisation on the disposal of the Company’s own shares, as well as the departure from the shareholders’ preferential right, is to give the Board, in a corresponding way, the opportunity to adapt the Company’s capital structure on an ongoing basis and thereby increase

shareholder value and enable the Board to take advantage of attractive acquisition opportunities by financing the acquisition of companies, businesses or assets, in whole or in part. It is to be noted that all transfers of bought-back shares to the participants in the Company's current LTI programme at any time is subject to the approval of the General Meeting.

The Board of Directors proposes that the Annual General Meeting authorises the Board to decide on the disposal of the Company's own B shares on the following terms and conditions:

- a) Disposals may be made on the Stock Exchange and/or in another manner with or without departure from the shareholders' preferential right, and with or without non-cash consideration, set-off of receivables from the Company or otherwise with conditions.
- b) Disposals may be made on one or more occasions before the Annual General Meeting 2023.
- c) Disposals of B shares on the Stock Exchange may take place only at a price per share which is within the registered price range at any time.
- d) Disposals which take place in another manner may take place at a price in money or value of the property received which is equivalent to the Stock Exchange price at the time of the disposal of the B shares which are being disposed of with a departure which the Board finds appropriate.
- e) The Board of Directors has the right to determine other conditions for the disposals.

It is proposed that both the shares which are held by the Company on the date of the Notice of the Annual General Meeting 2022 and the shares which are acquired under the authorisation which is requested in accordance with (a) above, be available for disposal under this authorisation. On the date of the Notice of the Annual General Meeting 2022, Wästbygg holds 600,000 of its own B shares, equivalent to around 1.8 percent of the total number of outstanding shares in the Company.

Majority requirement

A valid resolution on each of the above proposals requires that the resolution is supported by shareholders with at least two-thirds of both the votes cast and the shares represented at the General Meeting.

Gothenburg, March 2022

The Board of Directors of Wästbygg Gruppen AB (publ)

Item 15 – Resolution on the authorisation of the Board of Directors to decide on a share issue

The Board proposes that the Annual General Meeting authorises the Board, for the period until the next Annual General Meeting, to decide on a new issue of B shares, warrants and/or convertibles. The issue may take place with or without departure from the shareholders' preferential right, and with or without non-cash consideration, set-off of receivables from the Company or otherwise with conditions.

The rationale for the proposal and the reason for the deviation from the shareholders' preferential right and/or the opportunity to resolve on a new issue with provisions on non-cash consideration, set-off or otherwise with conditions, is to give the board flexibility in financing and enabling an accelerated expansion and development of the Group, its market and product, for example through the acquisition of companies, businesses and assets for which payment will be made wholly or partly in newly-issued shares and/or to enable the Board of Directors to acquire capital rapidly for such acquisitions.

The number of B shares issued under the authorisation, through the exercise of options and the conversion of convertibles which are issued under the authorisation, may be a maximum of 3,234,016 shares, which, on full subscription, corresponds to a dilution of around ten percent of all shares in the Company on the date of the Notice of the Annual General Meeting 2022. The maximum number of shares issued under the authorisation, through the exercise of options and the conversion of convertibles which are issued under the authorisation, shall be recalculated in the event of a bonus issue (with the issue of new shares), a split or consolidation occurs in the Company. The issue shall take place on market terms. The Board of Directors has the right to determine other conditions for the share issues.

Authorisation in respect of adjustments

The Board of Directors or a person appointed by the Board of Directors is authorised to make the minor formal adjustments to the decision which may prove necessary in connection with registration with Bolagsverket (the Swedish Companies Registration Office).

Majority requirement

A valid resolution in accordance with the above requires that the resolution is supported by shareholders with at least two-thirds of both the votes cast and the shares represented at the General Meeting.

Gothenburg, March 2022

The Board of Directors of Wästbygg Gruppen AB (publ)