

Appendix 7a – The board of directors’ reasoned statement on the related party transaction pursuant to the Swedish Securities Council’s ruling AMN 2019:25

In accordance with the ruling of the Swedish Securities Council AMN 2019:25, certain related party transactions shall be subject to approval of the general meeting. Transactions subject to approval by the general meeting are transactions that, alone or together with other transactions carried out with the same related party during the past year, have a value of at least SEK 1 million and correspond to at least one percent of the company's value (calculated as total market capitalisation).

In connection with the extraordinary general meeting in Nordrest Holding AB, reg. no. 556943-6560 (the “**Company**”), the board of directors has proposed that the general meeting resolves to carry out a significant related party transaction in accordance with the following.

Background and rationale for the transaction

The transaction relates to the shares in a property company, TD Fastighet AB, reg. no. 559395-5114 (“TD Fastighet”), which owns the property in Varberg where the Company’s subsidiary Outmeals AB conducts its operations. Over the past several years, Outmeals has experienced strong growth, resulting in a continuous need for larger premises covering production, warehousing/logistics, and office functions. As the availability of suitable facilities in Varberg has been limited, a land area was acquired in 2023 and a new building was constructed, tailored to Outmeals’ operational needs. To avoid capital tied up in property assets, the land acquisition and construction were financed by TD Fastighet, primarily owned by the Company’s principal shareholder Thomas Dahlstedt, with the intention that the shares in TD Fastighet would be divested to an appropriate external property owner once construction was completed. Outmeals signed a lease agreement with TD Fastighet and moved into the premises upon completion in late 2024.

However, the Company now assesses that Outmeals’ continued growth likely requires even larger premises going forward. There is an opportunity to expand the existing facility, and the Board has therefore concluded that it is in the Company’s interest to acquire the shares in TD Fastighet. While the Board has considered the capital commitment this entails, it believes that as the property is of strategic importance to Outmeals, the benefits of controlling future facility expansion outweigh this consideration.

The Company is acquiring the shares in TD Fastighet at an underlying property value corresponding to the incurred land acquisition and construction costs.

Board proposal

The board of directors proposes that the general meeting approve a significant related party transaction between the Company and Thinc Holding 2 AB, reg. no. 556900-1166 (“**Thinc**”). The object of the transaction is all 250 shares in TD fastighet AB, reg. no. 559395-5114 (“**TD fastighet**”), which are intended to be acquired by the Company subject to the general meeting’s approval.

Thinc, and indirectly Thomas Dahlstedt, owns approximately 75 percent of the shares in TD fastighet. Thinc is controlled and owned by Thomas Dahlstedt, who is also a member of the board of directors and the CEO of the Company. Thomas Dahlstedt is thereby an indirect seller of the shares in TD fastighet and is to be regarded as a related party to the Company.

The total transaction value amounts to approximately SEK 83 million. The purchase price shall be paid by the Company through (i) the assumption of TD fastighet’s external debt, which, according to the most recent annual report, amounted to SEK 48 million (with final determination as of the closing date of the transaction), (ii) settlement of TD fastighet’s shareholder debt of SEK 35.3 million, and (iii) a cash consideration of approximately SEK 70,000 to be paid by the Company on the closing date, corresponding to TD fastighet’s equity according to the most recent annual report (with final determination as of the

closing date). The value that the related party is expected to receive through the transaction amounts to approximately SEK 63 million. Subject to the general meeting's approval of the related party transaction, the transaction is expected to be completed as soon as possible after such approval. The board's assessment is that the terms of the transaction are on market terms and that the share purchase agreement otherwise contains reasonable and customary provisions.

As Thomas Dahlstedt is the CEO and a member of the board of directors of the Company, and the consideration that may be paid to Thomas Dahlstedt (directly or indirectly) within the framework of the transaction exceeds the stipulated threshold, the proposal constitutes a significant related party transaction that is covered by the rules.

For a valid resolution, the proposal must be supported by shareholders representing more than half of the votes cast at the general meeting. In the general meeting's decision regarding the approval of a related party transaction, shares held by the related party shall not be considered.

In accordance with AMN 2019:25, the board of directors shall, prior to the general meeting that is to decide on the significant related party transaction, provide a reasoned statement on the proposed related party transaction. Therefore, the board of directors of the Company has provided this statement.

Stockholm in December, 2025

The board of directors of Nordrest Holding AB