

## **Notice of extraordinary general meeting in Nordrest Holding AB**

The shareholders of Nordrest Holding AB, company reg. no. 556943-6560, (the "Company"), are hereby invited to an extraordinary general meeting on Friday, December 19, 2025, at 10:00 CET at the premises of Setterwalls Advokatbyrå at Sturegatan 10, 114 36 Stockholm. The entrance to the meeting room opens at 9:45 CET.

### **Right to participate and notice to attend**

#### *Participation through physical attendance*

Shareholders who wish to participate in the extraordinary general meeting, in person or through a proxy, must:

- (i) be registered in the share register maintained by Euroclear Sweden AB on the record date, which is Thursday, December 11, 2025,
- (ii) register themselves and any assistants (maximum two) in writing by post to Setterwalls Advokatbyrå AB, Att: Alice Witting Isaksson, P.O. Box 112 35, 404 25 Gothenburg or by email to [alice.witting.isaksson@setterwalls.se](mailto:alice.witting.isaksson@setterwalls.se) no later than Monday, December 15, 2025. The notification should state the full name, personal or organization number, shareholding, address, telephone number and, where applicable, information about representatives, proxies or assistants. Where applicable, the notification should be accompanied by powers of attorney, registration certificates and other authorization documents.

#### *Participation by postal voting*

Shareholders who wish to participate in the extraordinary general meeting by advance voting (i.e., postal voting), in person, or by proxy shall:

- (i) be registered in the share register maintained by Euroclear Sweden AB on the record date, which is Thursday, December 11, 2025,
- (ii) register by casting their postal vote in accordance with the instructions below so that the postal vote is received by the Company no later than Monday, December 15, 2025.

A special form must be used for postal voting. The form is available on the Company's website, [holding.nordrest.se](http://holding.nordrest.se). A shareholder who exercises their voting rights by postal voting does not need to register separately for the meeting. The postal voting form applies as a notification to the meeting.

The completed postal voting form shall be sent in writing by post to Setterwalls Advokatbyrå AB, Att: Alice Witting Isaksson, P.O. Box 112 35, 404 25 Gothenburg or by email to [alice.witting.isaksson@setterwalls.se](mailto:alice.witting.isaksson@setterwalls.se). If the shareholder is a legal entity, a certificate of registration or other document of authority shall be enclosed with the form. The same applies if the shareholder votes in advance through a proxy. The shareholder may not provide the postal vote with special instructions or conditions. If so, the vote is invalid.

Complete instructions for postal voting can be found in the postal voting form.

Please note that anyone who wishes to attend the meeting in person or through a proxy must register in accordance with the instructions under the heading "Participation through physical attendance" above. This means that advance voting alone is not sufficient for those who wish to attend the meeting.

### **Nominee-registered shares**

To be entitled to participate in the extraordinary general meeting, shareholders who have had their shares registered with a nominee must temporarily re-register the shares in their own name. Shareholders who

wish to make such re-registration, so-called voting rights registration, must notify their nominee well in advance of December 15, 2025. The re-registration must be effected with Euroclear Sweden AB no later than December 15, 2025.

#### **Proxies etc.**

Shareholders represented by proxy shall issue a written and dated power of attorney for the proxy. If the power of attorney is issued by a legal entity, a certified copy of the registration certificate, or equivalent authorization document, showing that the persons who have signed the power of attorney are authorized signatories for the legal entity, shall be attached to the power of attorney. The power of attorney may not be more than one year old, however, the power of attorney may be older than one year if it is clear that it is valid for a longer period, up to a maximum of five years. To facilitate admission to the meeting, a copy of the power of attorney and any registration certificate should be sent to the Company at the above address no later than Monday, December 15, 2025. The original power of attorney and registration certificate must also be presented at the meeting. Power of attorney certificates are also accepted.

Power of attorney forms will be available on the Company's website, [holding.nordrest.se](http://holding.nordrest.se), and will be sent free of charge to shareholders who request them and provide their postal address.

#### **Participation via video link**

Shareholders may participate in the meeting, either in person or by proxy, remotely via video link. Those who wish to participate remotely and wish to exercise their voting rights will not be able to do so via video link but must exercise their voting rights either by proxy or by advance voting. Detailed instructions regarding electronic participation will be sent no later than Thursday, December 18, 2025 to shareholders who no later than Monday, 15 December 2025 have registered their participation via video link in writing by mail to Setterwalls Advokatbyrå AB, Att: Alice Witting Isaksson, P.O. Box 112 35, 404 25 Gothenburg or by email to [alice.witting.isaksson@setterwalls.se](mailto:alice.witting.isaksson@setterwalls.se).

The following rules apply to those participating online via video link (which the participant accepts by choosing to participate online). It is not possible to vote, request the floor, submit proposals or objections, or request a vote (ballot). Since it is not possible to check whether any outsiders are following the meeting online, the possibility of participating online requires that the meeting decides that even those who are not shareholders shall have the right to follow the meeting.

#### **Proposed agenda**

1. Opening of the meeting and election of chairman of the meeting
2. Preparation and approval of the voting list
3. Approval of the proposed agenda
4. Election of one or two persons to verify the minutes
5. Determination of whether the meeting has been duly convened
6. Resolution regarding authorization for the board of directors to resolve on issue of shares, warrants and/or convertibles
7. Resolution on the execution of a related party transaction in accordance with Chapter 16a of the Swedish Companies Act
8. Closing of the meeting

#### **Proposed decisions**

**Item 1: Election of chairman of the meeting**

The board of directors proposes that Simon Lassa from Setterwalls Advokatbyrå be elected as chairman of the meeting or, if unable to attend, the person he designates.

**Item 6: Resolution regarding authorization for the board of directors to resolve on issue of shares, warrants and/or convertibles**

The board of directors proposes that the extraordinary general meeting resolves to authorize the board of directors to, up until the next annual general meeting, on one or more occasions, resolve on new issue of shares, warrants, and/or issue of convertibles, with or without deviation from the shareholders' preferential rights, to a number corresponding to a maximum of twenty (20) percent of the total number of shares in the Company at the time when the authorization is first exercised, to be paid in cash, through non-cash consideration and/or through set-off.

The purpose of the board of directors being able to decide on issues without preferential rights for shareholders as described above is primarily to enable the raising of new capital to increase the Company's flexibility or in connection with acquisitions.

The issue of new shares, warrants or convertibles pursuant to the authorization shall be carried out on customary terms under prevailing market conditions. If the board of directors deems it appropriate to enable the delivery of shares in connection with an issue as described above, this may be done at a subscription price corresponding to the quotient value of the shares.

The board of directors, or the person appointed by the board of directors, shall be granted the right to make any adjustments that may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office.

**Item 7: Resolution on the execution of a related party transaction in accordance with Chapter 16a of the Swedish Companies Act**

The board of directors proposes that the general meeting resolve to approve a significant related party transaction between the Company and Thinc Holding 2 AB, reg. no. 556900-1166 ("Thinc"), subject to Chapter 16a of the Swedish Companies Act. The following conditions shall apply to the resolution.

On 2 December 2025, the Company entered into a share purchase agreement with Thinc, SenPh AB, reg. no. 559336-4481, and Ljumb AB, reg. no. 559477-6956 (together, the "Sellers") regarding the Company's acquisition of all 250 shares in TD fastighet AB, reg. no. 559395-5114 ("TD fastighet").

Thinc, i.e., one of the Sellers, is controlled and owned by Thomas Dahlstedt, who is also a member of the board of directors and CEO of the Company. Thomas Dahlstedt is thus indirectly a seller of the shares in TD fastighet and is to be regarded as a related party to the Company. The Company's acquisition of TD fastighet from Thinc is therefore subject to Chapter 16a of the Swedish Companies Act.

Thinc, and indirectly Thomas Dahlstedt, owns approximately 75 percent of the shares in TD fastighet. 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 of directors of the Company has, in connection with the proposal under this item 7, submitted a report on the transaction. The report is set out in **appendix 7a**.

In the general meeting's decision regarding approval of a related party transaction, shares held by the related party shall not be taken into account.

**Majority requirements**

A valid resolution under item 6 requires that the proposal is supported by shareholders with at least two thirds of both the votes cast and shares represented at the extraordinary general meeting. For a decision to be valid under item 7, it must be supported by shareholders representing more than half of the votes cast at the meeting.

#### **Number of shares and votes**

At the time of issuing this notice, the total number of shares in the Company amounts to 12,725,926. The Company does not hold any of its own shares.

#### **Other**

Power of attorney forms, complete proposals for resolutions, and other documents that must be made available in accordance with the Swedish Companies Act will be available no later than two weeks prior to the meeting. All of the above documents will be available at the Company and on the Company's website, [holding.nordrest.se](http://holding.nordrest.se), as above, and will be sent to shareholders who request them and provide their email or postal address.

Shareholders are informed of their right pursuant to Chapter 7, Section 32 of the Swedish Companies Act (2005:551) to request information from the board of directors and the CEO at the general meeting.

#### **Processing of personal data**

For information on how your personal data is processed, please refer to the privacy policy available on Euroclear Sweden AB's website:

<https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>.

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Stockholm in December, 2025

The board of directors of Nordrest Holding AB