



# Notice to Annual General Meeting of Logistea AB

The shareholders in Logistea AB, reg. no 556627-6241, are hereby given notice to the Annual General Meeting that will be held on Friday 8 May 2026 at 10.00 a.m. CEST at Advokatfirman Cederquist's office, Hovslagargatan 3, Stockholm, Sweden. Registration begins at 09.30 a.m. CEST.

The board of directors has resolved that shareholders may also exercise their voting right at the Annual General Meeting by postal voting pursuant to the provisions in the articles of association of Logistea.

## **Right to attend and notice etc.**

Shareholders wishing to attend the Annual General Meeting

*shall* be entered as shareholder in the share register kept by Euroclear Sweden AB concerning the circumstances on Wednesday 29 April 2026; and

*shall* give notice of their attendance at the general meeting to the company no later than Monday 4 May 2026.

Notice of attendance may be given by e-mail to [morwarid.sediqi@cederquist.se](mailto:morwarid.sediqi@cederquist.se), by post to Advokatfirman Cederquist, P.O. Box 1670, SE-111 96, Stockholm, Sweden, Att: Morwarid Sediqi (mark the envelope with "Logistea AB, AGM 2026"), or by phone +46 (0)8 522 065 40 on weekdays between 9.00 a.m. and 4.00 p.m. CEST. When giving notice, please state your name or company name, address, telephone number, personal identification number or company registration number, and any assistants at the Annual General Meeting, if applicable.

Shareholders who wish to use the possibility of postal voting shall do so in accordance with the instructions under the heading "*Participation through postal voting*" below. Such postal voting does not require any further notice of attendance.

## **Nominee-registered shares**

To be entitled to attend the general meeting, shareholders whose shares are nominee-registered must, in addition to giving notice of attendance at the general meeting, register such shares in their own names so that the shareholder is recorded in the share register concerning the circumstances on Wednesday 29 April 2026. Such registration may be temporary (so-called voting right registration) and a request for such registration shall be made to the nominee in accordance with the nominee's routines in such time in advance as decided by the nominee. Voting right registrations effected no later than the second banking day after 29 April 2026 will be considered in the preparation of the share register.

## **Information to holders of Norwegian depository receipts**

- Holders of depository receipts registered with the Norwegian Central Securities Depository (VPS) who are not registered with Euroclear Sweden AB, Sweden, and who wish to be entitled to vote at the Annual General Meeting must notify DNB Bank ASA no later than 27 April 2026 at

12.00 p.m. CEST. The notification is made on a special notification form that is sent by post to the depository receipt holders and is also available on the company's website, [www.logistea.se](http://www.logistea.se). Notifications should be sent to DNB Bank ASA, Verdipapirservice, PB 1600 Sentrum, N-0021 Oslo, Norway, or by e-mail to [vote@dnb.no](mailto:vote@dnb.no).

- DNB Bank ASA will, upon receipt of the notification made in accordance with the above, temporarily register the shares with Euroclear Sweden AB in the name of the shareholder. In addition, depository receipt holders registered with the VPS must notify the company as described above under "*Right to attend and notice etc.*" in order to participate and vote at the Annual General Meeting. Depository receipt holders registered with the VPS who have only registered with the company may participate in the Annual General Meeting without voting rights, if the general meeting decides so.

### **Proxy etc.**

Shareholders who wish to attend the meeting venue in person or through a proxy representative are entitled to bring one or two assistants. Shareholders who wish to bring assistants shall state this in connection with the notice of attendance. Shareholders represented by a 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 copy of a certificate of incorporation, or if such document does not exist, a corresponding authorisation document shall be enclosed. In order to facilitate the registration at the general meeting, the power of attorney and certificate of incorporation and other documents of authority should be provided to and received by the company at the address stated above no later than Monday 4 May 2026. A proxy form is available on the company's website, [www.logistea.se/en/](http://www.logistea.se/en/).

### **Participation through postal voting**

A designated form shall be used for postal voting. The postal voting form is available on Logistea's website, [www.logistea.se/en/](http://www.logistea.se/en/). The postal voting form is considered as a notice of attendance at the Annual General Meeting.

Completed and signed postal voting form shall be received by Logistea no later than Monday 4 May 2026. The completed and signed form shall be sent by post to Advokatfirman Cederquist, P.O. Box 1670, SE-111 96, Stockholm, Sweden, Att: Morwarid Sediqi (mark the envelope with "Logistea AB, AGM 2026"), or by e-mail to [morwarid.sediqi@cederquist.se](mailto:morwarid.sediqi@cederquist.se).

The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the postal vote in its entirety) is invalid. Further instructions and conditions are included in the form for postal voting.

If a shareholder casts a postal vote through proxy, a written and dated power of attorney signed by the shareholder shall be enclosed with the postal voting form. The proxy form is available at Logistea's website, [www.logistea.se/en/](http://www.logistea.se/en/). If the shareholder is a legal entity, a certificate of incorporation or a corresponding authorisation document shall be enclosed with the form.

## Proposed agenda

1. Opening of the meeting.
2. Election of chairman of the meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons to verify the minutes.
6. Determination of whether the meeting has been duly convened.
7. Presentation by the CEO.
8. Presentation of the annual report and the auditor's report and the consolidated financial statements and the audit report on the consolidated financial statements.
9. Resolutions on:
  - a. adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet;
  - b. disposition of the company's earnings in accordance with the adopted balance sheet; and
  - c. discharge from liability for the directors of the board and the CEO.
10. Determination of the number of directors of the board and the number of auditors and deputy auditors.
11. Determination of remuneration to the directors of the board and the auditor.
12. Election of directors and chairman of the board of directors.
13. Election of auditor.
14. Resolution on guidelines for remuneration to senior executives.
15. Resolution on approval of the remuneration report.
16. Resolution on implementation of a long-term incentive program 2026/2029, including resolution on a directed issue of warrants with subsequent transfer to the participants.
17. Resolution on authorisation for the board of directors to resolve on new issue of ordinary shares.
18. Resolution on authorisation for the board of directors to resolve on acquisition and transfer of own ordinary shares.
19. Resolution on repurchase and set-off offers regarding warrants series 2023/2026 comprising (A) approval of conditional offers to repurchase warrants and (B) approval of the board's proposed resolution regarding directed issues of shares of class B.
20. Resolution to amend the articles of association (payment of dividend).
21. Resolution to amend the articles of association (conversion of shares).
22. Closing of the meeting.

## **Proposed resolutions**

Logistea's nomination committee, which for the Annual General Meeting 2026 consists of Rutger Arnhult (as representative of M2 Capital Management AB, and chairman of the nomination committee), Gabriel Cronstedt (as representative of Nordika), Frida Olsson (as representative of Fjärde AP-fonden), Johannes Wingborg (as representative of Länsförsäkringar Fondförvaltning AB) and Patrik Tillman (as chairman of Logistea AB), has submitted proposals for resolutions regarding items 2 and 10–13 on the agenda.

### ***Election of chairman of the meeting, item 2***

The nomination committee proposes the chairman of the board of directors, Patrik Tillman, as chairman of the Annual General Meeting.

### ***Resolution on disposition of the company's earnings in accordance with the adopted balance sheet, item 9 b)***

The board of directors proposes that the Annual General Meeting resolves on a dividend in a total amount of SEK 0.20 per ordinary share for the financial year 2025. The dividend is proposed to be paid in four instalments. As the record date for the first payment of SEK 0.05, the board of directors proposes Tuesday 12 May 2026, for the second payment of SEK 0.05 per ordinary share, Wednesday 30 September 2026 is proposed, for the third payment of SEK 0.05 per ordinary share, Thursday 30 December 2026 is proposed, and for the fourth payment of SEK 0.05, Wednesday 31 March 2027 is proposed. If the Annual General Meeting resolves in accordance with the proposal, the dividend is expected to be distributed by Euroclear Sweden AB on the third banking day after each respective record date.

### ***Determination of the number of directors of the board and the number of auditors and deputy auditors, item 10***

The nomination committee proposes that the number of directors of the board of the company, for the period until the end of the next Annual General Meeting, shall be five. The nomination committee proposes that the number of auditors shall be one registered accounting firm with no deputy auditor.

### ***Determination of remuneration to the directors of the board and the auditor, item 11***

For the period until the end of the next Annual General Meeting, the nomination committee proposes that remuneration to the board of directors shall be paid and distributed as follows.

- The chairman of the board of directors: SEK 400,000 (previously SEK 375,000)
- Each of the other directors of the board: SEK 200,000 (previously SEK 180,000)
- The chairman of the audit committee: SEK 100,000 (previously SEK 80,000)
- Each of the other members of the audit committee: SEK 50,000 (previously SEK 40,000)
- No additional remuneration is paid to directors performing committee work in committees other than the audit committee.

Remuneration to the auditor is proposed to be paid in accordance with approved invoices.

### ***Election of directors and chairman of the board of directors, item 12***

The nomination committee proposes that the directors Patrik Tillman, Mia Arnhult, Anneli Lindblom and Kristoffer Formo shall be re-elected for the period until the end of the next Annual General Meeting. Jonas Grandér has declined re-election. Further, Gabriel Cronstedt is proposed as new director for the

period until the end of the next Annual General Meeting. Patrik Tillman is proposed as chairman of the board of directors.

### ***Election of auditor, item 13***

In accordance with the audit committee's recommendation, the nomination committee proposes that the registered accounting firm Ernst & Young Aktiebolag is re-elected as the company's auditor for the period until the end of the next Annual General Meeting. Ernst & Young Aktiebolag has informed that if it is re-elected, Gabriel Novella will continue as the auditor in charge.

### ***Resolution on guidelines for remuneration to senior executives, item 14***

The board proposes that the Annual General Meeting resolves on the following guidelines for salary and other remuneration for the company's senior executives, to apply no longer than until the end of the Annual General Meeting 2030.

The guidelines apply to senior executives of the company. The guidelines shall apply to remuneration agreed, and changes made to remuneration already agreed, after the guidelines have been adopted by the 2026 Annual General Meeting.

### **The guidelines' promotion of Logistea's business strategy, long-term interests and sustainability**

An overall objective of the operations in Logistea is to create good development of shareholder value over time, which shall be achieved by implementing Logistea's business strategy. For further information on the company's business strategy, please see the company's website [www.logistea.se](http://www.logistea.se).

A successful implementation of the company's business strategy and the safeguarding of the company's long-term interests, including its sustainability, requires that the company can recruit and retain qualified employees. Logistea shall therefore have the remuneration levels and employment conditions required to recruit and retain senior executives with good competence and capacity to achieve set goals, implement the business strategy and safeguard the company's long-term interests, including its sustainability work. Marketability and competitiveness shall apply as overall principles for the remuneration to senior executives, which these guidelines enable.

### **The forms of remuneration**

Logistea shall offer market-based and competitive remuneration in relation to responsibility and authority. The remuneration shall also be based on factors such as the importance of the work tasks, the employee's competence, experience, and performance. The remuneration shall consist of a fixed salary, any variable remuneration, pension benefits and other benefits. In addition – and independently of these guidelines – the general meeting may decide on, for example, share and share price related remunerations.

#### **Fixed salary**

Remuneration for satisfactory performance shall be paid in the form of a fixed salary. The fixed salary shall be based on market conditions and determined with regard to competence, area of responsibility and performance. Senior executives do not receive remuneration for board assignments in the company or its subsidiaries.

#### **Variable remuneration**

In addition to fixed salary, variable remuneration that rewards clearly target-related performance in simple and transparent structures shall be able to be offered. The variable remunerations shall be linked

to predetermined measurable criteria which shall be designed to promote the company's business strategy and long-term interests, including sustainability. The criteria shall be established annually by the remuneration committee and the board of directors respectively. Variable remuneration shall be based on outcomes in relation to set targets, both in relation to the company's results and in relation to individual performance, with the possibility to consider how the work effort contributes to the company's long-term interests. By linking the senior executives' remuneration to the company's performance and sustainability, the targets promote the implementation of the company's business strategy, long-term interests and competitiveness. The fulfilment of criteria for the payment of variable remuneration shall be measurable over a period of one year.

At the end of the measurement period for fulfilment of criteria for payment of variable remuneration, the extent to which the criteria have been fulfilled shall be assessed and determined. As regards financial targets, the assessment shall be based on the company's most recently published financial information. During the annual evaluation, the remuneration committee or, where applicable, the board of directors may adjust the targets and/or remuneration for both positive and negative extraordinary events, reorganizations and structural changes. Variable remuneration may amount to a maximum of 75 percent of the fixed annual salary and is paid in the form of cash non-pensionable salary.

Additional variable remuneration may be paid in extraordinary circumstances, provided that such extraordinary arrangements are limited in time and are only made on an individual basis either for the purpose of recruiting or retaining executives, or as remuneration for extraordinary work efforts in addition to the person's regular duties. The board of directors may decide that such additional remuneration shall be conditional on reinvestment in the company's shares. Such additional variable remuneration may not exceed an amount corresponding to 25 percent of the fixed annual salary and may not be paid more than once a year per individual. Decisions on such remuneration shall be made by the board of directors after preparation by the remuneration committee. Furthermore, the board of directors is entitled to reclaim variable remuneration paid based on information that has subsequently proved to be incorrect and misleadingly presented.

The company may grant certain remuneration linked to senior executives' and other key employees' acquisitions of shares or share-related instruments under share-based and share price-related incentive programs. Such remuneration shall normally not exceed 15 percent of the employee's annual fixed remuneration. Share-based and share price-related incentive programs shall, where applicable, be resolved by the general meeting and are therefore not covered by these guidelines. For more information on outstanding share-based and share price-related incentive programs, please refer to the company's website, [www.logistea.se](http://www.logistea.se).

### **Pension benefits**

Senior executives shall receive pension benefits in the form of retirement pension and waiver of premium, which shall be defined contribution, as well as health insurance, which shall be defined benefit. Variable remuneration shall not be pensionable, unless otherwise provided by mandatory collective agreement provisions applicable to the senior executive at the time of payment. Senior executives' pension benefits may not exceed 30 percent of the fixed annual salary, including vacation pay. The retirement age is 65 years.

### **Other benefits**

Other benefits for senior executives may include, inter alia, health insurance, mobile phone and car benefit. Premiums and other costs related to such benefits may not exceed ten percent of the total fixed annual salary for the senior executive.

### **Notice of termination and severance pay**

The notice period shall, in case of termination by the company, not exceed twelve months. Upon termination by the company, fixed salary during the notice period and severance pay may not exceed an amount corresponding to the fixed salary for two years. In the event of termination by the senior executive, the notice period shall not exceed six months, with no right to severance pay.

In addition, remuneration for any non-competition undertaking may be paid. Such remuneration shall compensate for any loss of income and shall only be paid during the period that the senior executive is not entitled to severance pay. The monthly remuneration shall amount to a maximum of 50 percent of the average monthly income for the twelve months preceding the termination of employment. The remuneration shall be paid for the duration of the non-compete undertaking, which shall be no more than nine months after the termination of employment.

### **Salary and employment conditions for other employees**

In the preparation of the board of directors' proposal for these remuneration guidelines, the salary and employment conditions for Logistea's other employees have been taken into account by including information on the employees' total remuneration, the components of the remuneration and the increase and rate of increase over time as part of the remuneration committee's and the board of directors' basis for decision when evaluating the reasonableness of the guidelines and the limitations resulting from them.

### **Preparation and decision-making process**

According to the Swedish Corporate Governance Code, the board of directors shall establish a remuneration committee which, in relation to the board of directors, shall have a preparatory function regarding remuneration principles, remuneration and other terms of employment for senior executives. The remuneration committee shall prepare the board of directors' decision on proposals for guidelines for remuneration to senior executives, remuneration and other terms of employment for this group and evaluate the application of the guidelines adopted by the Annual General Meeting. The board of directors shall prepare a proposal for new guidelines at least every four years and present the proposal for resolution at the Annual General Meeting. The guidelines shall apply until new guidelines are adopted by the general meeting. In case there is a need for significant changes to the guidelines, the board of directors shall prepare a proposal for new guidelines.

The remuneration committee shall also, within the framework of the guidelines adopted by the Annual General Meeting, prepare proposals regarding remuneration to the CEO and other senior executives. Furthermore, the remuneration committee shall monitor and evaluate during the year ongoing and completed programs for variable remuneration to senior executives as well as current remuneration structures and remuneration levels in Logistea. In addition, the remuneration committee shall annually prepare a remuneration report on the remuneration to senior executives of Logistea. When the remuneration committee and the board of directors consider and decide on remuneration-related matters, the CEO or other senior executives who are members of the group management shall not be present, to the extent they are affected by the matters.

## **Deviation of the guidelines**

The board of directors may temporarily resolve to deviate from the guidelines, in whole or in part, if there are specific reasons for doing so in an individual case and a deviation is necessary to meet Logistea's long-term interests, including its sustainability, or to ensure the company's financial viability. As stated above, the remuneration committee's tasks include preparing the board of directors' decisions on remuneration matters, including decisions on deviations from the guidelines.

## **Description of changes to the guidelines etc.**

Compared to the guidelines for remuneration to senior executives adopted by the 2024 Annual General Meeting, the proposal entails (i) an adjustment regarding the maximum amount of variable remuneration, which could previously amount to no more than 50 percent of the fixed annual salary and is now proposed to amount to no more than 75 percent of the fixed annual salary, and (ii) that the company may grant variable remuneration linked to senior executives' and other key employees' acquisitions of share-related instruments under share-based or share price-related incentive programs.

The board of directors has not received any comments from shareholders on the existing guidelines for remuneration to senior executives.

## ***Resolution on approval of the remuneration report, item 15***

The board of directors proposes that the Annual General Meeting resolves to approve the board of directors' remuneration report according to Chapter 8, Section 53 a of the Swedish Companies Act.

## ***Resolution on implementation of a long-term incentive program 2026/2029, including resolution on a directed issue of warrants with subsequent transfer to the participants, item 16***

The board of directors proposes that the Annual General Meeting resolves to implement a long-term incentive program ("LTIP 2026/2029") to certain existing and any future senior executives, key persons and employees in the company (the "**Participants**") by issuing warrants to a wholly owned subsidiary of Logistea (the "**Subsidiary**") and approve that the Subsidiary transfers these warrants to the Participants.

The issue is proposed to comprise a maximum of 1,027,000 warrants entitling to subscription of a maximum of 1,027,000 new ordinary shares of class B in Logistea, whereby the share capital may increase by a maximum of SEK 513,500, with reservation for possible recalculation in accordance with the full terms and conditions.

The right to subscribe for the warrants is granted, with deviation from the shareholders' preferential rights, to the Subsidiary which shall have the right and obligation to transfer the warrants to the Participants.

The warrants are issued free of charge to the Subsidiary while the transfer to the Participants shall be made against a payment corresponding to the market value based on the Black & Scholes valuation model.

The reason for the proposal is that the employees, through the implementation of an incentive program, are expected to have a personal and long-term ownership commitment, which is expected to lead to an increased interest in the business and the development of the results, increase the motivation, entail that Logistea may be able to retain and recruit competent and committed personnel, as well as result in an increased shareholder value for all shareholders.

## 1 ISSUE OF WARRANTS

- 1.1 The board of directors of Logistea proposes that the Annual General Meeting resolves that the company shall issue a maximum of 1,027,000 warrants and that each warrant entitles the holder to subscribe for one (1) ordinary share of class B in Logistea. Pursuant to item 1.8 below, net value settlement shall apply upon exercise of the warrants, which means that recalculation of the number of ordinary shares of class B for which each warrant entitles the holder to subscribe shall be made.
- 1.2 The right to subscribe for warrants shall, with deviation from the shareholders' preferential rights, be granted to the Subsidiary. Over-subscription is not possible.
- 1.3 The reasons for the deviation from the shareholders' preferential rights is to promote the Participants' long-term commitment to Logistea by allowing them to participate in the company's share development and thereby promote the company's business and the value of the company's shares.
- 1.4 The warrants are issued free of charge to the Subsidiary.
- 1.5 Subscription of the warrants shall be made on a subscription list no later than 30 June 2026. The board of directors shall be entitled to extend the subscription period.
- 1.6 The warrants may be exercised to subscribe for ordinary shares of class B in Logistea during three periods: (i) a three-week period from the day following the publication of the company's year-end report for the period 1 January – 31 December 2028, but not earlier than 2 January 2029 and not later than 9 March 2029, (ii) a three-week period from the day after the publication of the company's interim report for the period 1 January – 31 March 2029, but not earlier than 3 April 2029 and not later than 11 June 2029, and (iii) a three-week period from the day following the publication of the company's interim report for the period 1 January – 30 June 2029, but not earlier than 2 July 2029 and not later than 10 September 2029. If any warrant holder is prevented from subscribing for shares during this period due to applicable insider regulation, the board of directors shall be entitled to allow the warrant holder to instead subscribe for shares as soon as he or she is no longer prevented from doing so, but not later than 30 calendar days after the impediment has ceased.
- 1.7 Upon exercise of the warrants, a recalculation for net value settlement shall apply in accordance with the full terms and conditions of the warrants, whereby the subscription price for each ordinary share of class B shall correspond to the share's quota value of SEK 0.5 and the warrants shall entitle the holder to subscribe for a recalculated, and as a starting point lower, number of shares than would have been the case had no recalculation been applied.
- 1.8 The subscription price per ordinary share of class B shall be 120 percent of the average price of the ordinary share of class B during the Measurement Period (as defined below). The average price of the ordinary share of class B during the Measurement Period is the average volume weighted price paid for the share on Nasdaq Stockholm during the period from 28 April 2026 up to and including 5 May 2026 (the "**Measurement Period**"). If Logistea has inside information during this period, the board of directors shall be entitled to postpone the Measurement Period for the average volume weighted price paid for the share. If the ordinary share of class B has not been traded for at least five (5) trading days at the start of the Measurement Period, the Measurement Period shall be postponed accordingly. The subscription price thus calculated shall be rounded to the nearest whole SEK 0.10, whereby SEK 0.05 shall be rounded up. The

subscription price may not be lower than the quota value of the ordinary share of class B. If the subscription price exceeds the quota value, the excess amount (the premium) shall be included in the unrestricted share premium reserve in the company's balance sheet.

- 1.9 Shares subscribed for through the exercise of the warrants carry the right to dividends as of the first record date occurring after subscription of the shares by exercise of the warrants has been executed.
- 1.10 Complete terms and conditions for the warrants are set out in "Terms and conditions for warrants of series 2026/2029", which are kept available in Swedish on the company's website, [www.logistea.se/en/](http://www.logistea.se/en/).

## 2 APPROVAL OF TRANSFER OF WARRANTS TO SENIOR EXECUTIVES AND EMPLOYEES

- 2.1 The board of directors proposes that the general meeting approves that the Subsidiary transfers a maximum of 1,027,000 warrants in LTIP 2026/2029 to the Participants, or otherwise dispose of the warrants in order to secure the commitments due to LTIP 2026/2029.
- 2.2 The right to acquire the warrants shall be granted to the Participants in accordance with the principles set out in 2.5 below. A condition for the Participants to be entitled to acquire warrants is that they sign an agreement with the Subsidiary regarding, *inter alia*, pre-emption rights and/or repurchase rights for the Subsidiary in certain cases.
- 2.3 The warrants shall be offered to the Participants at a price corresponding to an estimated market value for the warrants using the Black & Scholes valuation model. The valuation shall be made by an independent valuation institute. For acquisitions made by new Participants after the end of the initial application period, a new market price shall be determined in a corresponding manner. The value of the warrants has preliminary been calculated to SEK 1.14 per warrant. The preliminary valuation has been conducted by an independent valuation institute, People & Corporate Performance AB. The valuation of the theoretical market value of the warrants is based on a value of the company's ordinary share of class B of SEK 13.06 (which corresponds to the closing price of Logistea's ordinary share of class B on 31 March 2026), a subscription price for subscription of one ordinary share of class B of SEK 15.70, that the term of the warrants is approximately 3 years, certain assumptions on risk-free interest and future dividends, and an assumed volatility level during the term of the warrants of 25 percent.
- 2.4 Warrants shall be transferred to the Participants during 2026, as soon as practically possible after the Annual General Meeting.
- 2.5 Allotment shall be made to the following categories of senior executives, employees and key persons. In total, LTIP 2026/2029 may include around 29 persons.

Category	Granted number of warrants per Participant <sup>1)</sup>	Maximum number of warrants per Participant
CEO and deputy CEO (2 persons)	130,000  Total within the category: 260,000	180,000
Other management group	97,500	135,000

(5 persons)	Total within the category: 487,500	
Other senior executives (4 persons)	26,000 Total within the category: 104,000	35,500
Other employees (18 persons)	9,750 Total within the category: 175,500	13,500

1) In case of new recruitments, the individual allotment shall be adaptable to allow for the participation of such new recruits.

- 2.6 If warrants remain after all applications have been satisfied up to the guarantee level according to the table in section 2.5, the remaining number may be allotted to Participants, regardless of category. However, such allotment may at most mean that the maximum number of warrants per person within a certain category amount to the maximum number set out in the table in section 2.5. If not all Participants who wish to subscribe for the maximum number of warrants set out in the table in section 2.5 are able to do so, the remaining warrants shall be allotted to these Participants pro rata in relation to the number of warrants subscribed for, however, at most up to the maximum level set out in the table in section 2.5. The board of directors of the company decides on the final allotment.
- 2.7 The maximum number of Participants that may be included in the program also includes future employees and key persons within Logistea provided that they start their employment no later than in 2026. For such acquisitions and allotments, the terms and conditions shall be equivalent to what is stated in this proposal. This means, among other things, that acquisitions shall be made at the current market value.
- 2.8 The company intends to subsidise the option premium by reimbursing the amount paid by the participant as payment for the warrants in the form of cash compensation. A participant's entitlement to compensation is conditional upon the participant still being employed within the Logistea group on 1 August 2028, not having resigned or been given notice of termination, and not having transferred their warrants. Only premiums for warrants up to and including the guaranteed number for each participant shall be subsidised, as set out in item 2.5 above.

### 3 MISCELLANEOUS

#### 3.1 Dilution

Based on the number of shares in the company at the time of issuing the notice to the Annual General Meeting, the proposed incentive program, upon exercise of all warrants, entails a dilution of approximately 0.20 percent of the number of shares in the company and 0.14 percent of the number of votes. The recalculation applied pursuant to item 1.8 above means that each warrant as a starting point entitles to a lower number of ordinary shares of class B and that the expected dilution of the program is thus lower than the maximum dilution according to the above.

### 3.2 Net value settlement

Upon net value settlement, the subscription price for each share shall correspond to SEK 0.5 (corresponding to the quota value of the share) and the warrants shall entitle to a recalculated, generally lower, number of shares. However, the warrants shall not entitle to more than one (1) ordinary share of class B per warrant, subject to any recalculation in accordance with the complete terms and conditions for the warrants. Assuming that the subscription price for the ordinary shares of class B that the warrants entitle to subscription of are set at SEK 15.70, the recalculation at full subscription by exercising all 1,027,000 warrants yields the following outcome at the average share prices set out below during the first five trading days following the first day the subscription period in which the warrants are exercised for subscription:

*Illustrative calculation example based on an assumed subscription price of SEK 15.70*

Share price	Total dilution (shares/votes)	Total number of new ordinary shares of class B
17.50	0.02% / 0.01%	108,741
20.00	0.04% / 0.03%	226,467
22.50	0.06% / 0.04%	317,436
25.00	0.08% / 0.05%	389,841

Recalculation of the number of shares that each warrant entitles to subscription of shall be carried out by the company in accordance with the following formula:

$$\begin{aligned} \text{recalculated number of} & & & \text{The ordinary share of class B's average price during the first} \\ \text{ordinary shares of class B that} & & & \text{five trading days following the first day in the subscription} \\ \text{each warrant entitles to} & = & & \text{period during which the warrants are exercised ("Actual Share} \\ \text{subscription of} & & & \text{Price")} \text{ reduced by the subscription price} \\ & & & \hline & & & \text{Actual Share Price reduced by SEK 0.50 (corresponding to the} \\ & & & \text{quota value of the share)} \end{aligned}$$

### 3.3 Costs and impact on key ratios

Logistea's costs for the program are, aside from costs to prepare and administrate the warrant program, limited to costs arising in Norway related to social security contributions (Sw. *socialavgifter*) and costs for the subsidy (see below). Assuming full participation by all participants in Norway and a 100 percent increase in Logistea's share price during the term of the program, these costs would not exceed approximately SEK 233,886.

The total cost of the subsidy (item 2.8 above), based on the assumptions regarding option value set out above, is estimated at a maximum of approximately SEK 1 million, including social security costs, over the entire term of the warrant program. The company will receive an amount corresponding to the aggregate option premiums, which will be recognised in equity, and the subsidy will therefore have a limited impact on liquidity (approximately SEK 50,000).

The dilution effect of the warrants may affect key ratios per share in accordance with applicable accounting standards.

If the company would repurchase warrants in cases where this is possible according to the separate agreements with the Participants, the estimated issue proceeds relating to repurchased warrants would not be realised and any premium already paid would be refunded depending on the pricing of the repurchase.

The company considers offering loans to Participants for the acquisition of warrants under LTIP 2026/2029, to the extent it is compatible with Chapter 21 of the Swedish Companies Act.

#### 3.4 Other outstanding share-related incentive programs

Logistea has three outstanding warrant programs established in 2023, 2024 and 2025 respectively for employees and consultants. Apart from these, there are no outstanding share-related incentive programs in Logistea. More information about Logistea's outstanding incentive programs can be found on Logistea's website, [www.logistea.se/en/](http://www.logistea.se/en/), and in note 27 in Logistea's annual report for 2025.

#### 3.5 Preparation of the program

The principles for LTIP 2026/2029 have been prepared by the company's board of directors and remuneration committee. The proposal has been prepared with the support of external advisors and after consultations with shareholders. The board of directors has subsequently decided to submit this proposal to the general meeting. Except for the employees who prepared the matter according to instructions from the board of directors, no employee who may be covered by the program has participated in the preparation of the terms and conditions.

#### ***Resolution on authorisation for the board of directors to resolve on new issue of ordinary shares, item 17***

The board of directors proposes that the board of directors be authorised, within the limits of the articles of association applicable at the time of exercise of the authorisation, on one or several occasions during the period until the next Annual General Meeting, to decide on new issues of ordinary shares of class B with or without deviation from the shareholders' preferential rights, alternatively, in case of resolutions on new issues with preferential rights for shareholders, resolutions on new issues of ordinary shares of class A and class B. Based on the authorisation, the number of shares that may be issued may correspond to an increase of a maximum of twenty (20) percent of the total number of shares issued in the company at the time of the Annual General Meeting, subject to the limitation set out in the final paragraph below. The shares may be subscribed for in cash, by contribution in kind or by way of set-off or on terms set out in Chapter 2, Section 5 of the Swedish Companies Act. The purpose of the authorisation is to increase the company's financial flexibility and the board of directors' scope for action. If the board of directors decides on a share issue with deviation from the shareholders' preferential rights, the reason shall be to enable external fundraising for the financing of the company's business, acquisitions of properties or property-owning companies and/or acquisition of other companies or operations. A new issue decided by virtue of the authorisation which takes place with deviation from the shareholders' preferential rights shall be in line with market terms.

When exercising the authorisation, and where the number of shares issued exceeds ten (10) percent of the total number of shares issued in the company at the time of the Annual General Meeting, the excess number of shares may only be issued where the shares are to be paid for in kind or by way of set-off, and for the purpose of acquiring properties or property-owning companies, and an individual subscriber shall be entitled to subscribe for a maximum of two (2) percent of the total number of shares issued by the company at the time of the Annual General Meeting.

***Resolution on authorisation for the board of directors to resolve on acquisition and transfer of own ordinary shares, item 18***

The board of directors proposes that the general meeting authorises the board of directors to, on one or several occasions for the period until the next Annual General Meeting, resolve to acquire a maximum number of own ordinary shares so that the company holds a maximum of five percent of all shares in the company at any time following the acquisition. Acquisitions may only be conducted on Nasdaq Stockholm and may not be carried out at a price that exceeds the higher of the prices for the most recent independent trade and the highest current bid on Nasdaq Stockholm. Acquisitions may not be made at a price below the lowest possible market price. The company may assign a stock exchange member to accumulate a certain amount of own shares by proprietary trading during a certain time period and on the day of delivery pay for the shares at a price corresponding to the volume-weighted average price based on the total trading during that period. Payment for own ordinary shares shall be made in cash.

The board of directors further proposes that the annual general meeting authorises the board of directors to, on one or more occasions for the period until the next Annual General Meeting, resolve to transfer the company's own ordinary shares. Such transfer of ordinary shares may be made of up to the total number of own ordinary shares held by the company from time to time. Transfers may be made on or outside Nasdaq Stockholm, including a right to resolve to deviate from the shareholders' pre-emptive rights. Transfer of ordinary shares on Nasdaq Stockholm shall be made at a price within the price interval applicable from time to time. Transfer of ordinary shares outside Nasdaq Stockholm shall be made at a cash price or a value of property received corresponding to an assessed market value at the time of the transfer of the ordinary shares in the company being transferred.

The purpose of the above authorisation regarding repurchase of own ordinary shares is to adjust the company's capital structure according to the capital requirements from time to time, thereby contributing to an increased shareholder value, as well as to be able to transfer own ordinary shares as payment, or in order to finance acquisitions of real property companies or business for real property, or in order to finance real property investments. The purpose of the authorisation does not include trading in the company's own shares for short-term profit.

***Resolution on repurchase and set-off offers in respect of warrants series 2023/2026, comprising (A) approval of conditional offers to repurchase warrants and (B) approval of the board's proposed resolution regarding directed issues of shares of class B, item 19***

**Background**

At the Annual General Meeting of Logitea held on 5 May 2023, it was resolved to issue warrants as part of the establishment of an incentive program for senior executives, key individuals and employees of the company ("**LTIP 2023/2026**"). Within the framework of LTIP 2023/2026, a total of 1,640,000 warrants were initially issued and transferred to employees. As of the date of the notice convening the Annual General Meeting, LTIP 2023/2026 comprises 1,512,586 warrants (the "**Warrants**") held by a total of 13 warrant holders (the "**Warrant Holders**").

The Warrants may be exercised to subscribe for one (1) ordinary share of class B<sup>1</sup> per warrant in Logitea during a four-week period commencing on the day following the publication of the company's interim report for the period 1 January–31 March 2026, however not earlier than 1 April 2026 and not

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<sup>1</sup> Subject to any recalculation in accordance with the warrant terms.

later than 10 June 2026. The company intends to publish the interim report for the period 1 January – 31 March 2026 on 28 April 2026, which means that the subscription period expires on 27 May 2026.

The outstanding Warrants entitle the holder to subscribe for ordinary shares of class B in Logistea corresponding to a dilution of approximately 0.30 percent of the number of shares and approximately 0.21 percent of the number of votes.<sup>2</sup>

The board of directors of Logistea now proposes that the Annual General Meeting approves that the company, on three (3) separate occasions occurring during the period in which the Warrants may be exercised, makes offers to the Warrant Holders to transfer all Warrants to Logistea at a price corresponding to the market value of the transferred Warrants, with payment for the Warrants being made in the form of newly issued ordinary shares of class B in Logistea.

By participating in the offers, which is voluntary, the Warrant Holders' need to finance payment of the Warrants' exercise price, for example by selling shares in Logistea, is reduced, thereby facilitating the exercise of the Warrants. For Logistea, the offers mean that the company will not receive any subscription proceeds for the Warrants and that the dilution of the share capital and voting rights in the company for existing shareholders as a result of exercise of the Warrants will be lower than if the Warrants are exercised in accordance with the terms and conditions of the Warrants.

The offers are not expected to result in any additional tax costs or transaction fees for the company. The repurchase transactions are not expected to have any impact on Logistea's equity, given that the offers are conditional upon the board of directors determining that the conditions are met for the claim for consideration that arises for participants in connection with acceptance of the offers to be used by way of set-off as payment for the issued ordinary shares of class B. Accordingly, Logistea will not pay any cash consideration for the Warrants (other than for any excess claim for consideration that could not be used for set-off), meaning that distributable funds will not be affected.

The board's proposal under this item has been prepared by the board of directors and its remuneration committee.

Items (A) and (B) below are conditional upon each other and are adopted as one joint resolution.

#### **(A) Approval of conditional offers to repurchase warrants**

The board of directors proposes that the Annual General Meeting resolves to approve Logistea's offers to the Warrant Holders on the terms set out below.

- Up to 1,512,586 Warrants 2023/2026, i.e. the Warrants outstanding under Logistea's LTIP 2023/2026, may be repurchased through the offers.
- The repurchases shall be carried out at the market value of the Warrants, based on the volume-weighted average price paid for Logistea's ordinary share of class B on Nasdaq Stockholm during a period of five trading days ending the day on which each offer is declared unconditional (see below). The calculation of the market value in each offer shall be performed by an independent party based on customary valuation principles for warrants on the Swedish market (Black & Scholes).

Of the 1,512,586 Warrants outstanding, 242,934 are held by Logistea's CEO.

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<sup>2</sup> Based on the number of outstanding shares and votes in Logistea as of the date of this notice and subject to any recalculation in accordance with the warrant terms.

The offers shall be conditional upon (i) the general meeting resolving to approve the board's proposed resolution on new issues of ordinary shares of class B in accordance with item (B) below and (ii) the board of directors determining that the conditions are met for the claim for consideration that arose for participants in connection with the acceptance of each offer to be used by way of set-off as payment for the ordinary shares of class B issued in accordance with item (B) below. The first repurchase offer is expected to be declared unconditional on 8 May 2026 (the "**Repurchase Offer 1**"), the second repurchase offer is expected to be declared unconditional on 15 May 2026 (the "**Repurchase Offer 2**"), and the third repurchase offer is expected to be declared unconditional on 22 May 2026 (the "**Repurchase Offer 3**").

The Warrants repurchased by the company will either lapse or be cancelled, depending on what is deemed most appropriate.

Warrant Holders who do not accept the offers may, without being affected by the offers, exercise their Warrants for subscription of ordinary shares of class B during the subscription period in accordance with the applicable terms and conditions of the Warrants.

#### **(B) Approval of the board's proposed resolution regarding directed issues of shares of class B**

The board of directors proposes that the Annual General Meeting resolves to approve the board's proposal regarding three (3) directed issues of ordinary shares of class B on the terms set out below. The first new issue is referred to below as "**New Issue 1**", the second new issue is referred to below as "**New Issue 2**", and the third new issue is referred to below as "**New Issue 3**", and together the new issues are referred to as the "**New Issues**" and each individually as a "**New Issue**".

Through each New Issue, a total of up to 1,675,195 ordinary shares of class B shall be issued and the share capital may therefore increase by a maximum of SEK 837,597.5 as a result of each New Issue.

As stated above, the intention is that the ordinary shares of class B shall be issued as part of the implementation of repurchase and set-off offers, and the final number of ordinary shares of class B issued and allotted is intended to be determined based on the number of Warrants tendered in each offer and the market value of the Warrants and the company's ordinary share of class B based on the volume-weighted average price paid for Logistea's ordinary share of class B on Nasdaq Stockholm during a period of five trading days ending on the day each offer is declared unconditional.

The right to participate in New Issue 1 shall be granted to those Warrant Holders who have accepted Repurchase Offer 1 during the preceding application period. New Issue 1 shall be conditional upon the board of directors declaring Repurchase Offer 1 unconditional, which is expected to take place on 8 May 2026.

The right to participate in New Issue 2 shall be granted to those Warrant Holders who have accepted Repurchase Offer 2 during the preceding application period. New Issue 2 shall be conditional upon the board of directors declaring Repurchase Offer 2 unconditional, which is expected to take place on 15 May 2026.

The right to participate in New Issue 3 shall be granted to those Warrant Holders who have accepted Repurchase Offer 3 during the preceding application period. New Issue 3 shall be conditional upon the board of directors declaring Repurchase Offer 3 unconditional, which is expected to take place on 22 May 2026.

### *Subscription Price*

The subscription price for each New Issue shall correspond to the market value (however never lower than the share's quotient value) of the ordinary share of class B, based on the volume-weighted average paid price for Logistea's ordinary share of class B on Nasdaq Stockholm during a period of five trading days ending on the dates set out below.

- New Issue 1: 8 May 2026;
- New Issue 2: 15 May 2026; and
- New Issue 3: 22 May 2026.

The premium shall be transferred to the unrestricted share premium reserve.

### *Subscription rights and the reasons for deviating from shareholders' preferential rights*

The right to subscribe for the ordinary shares of class B shall, in deviation from the shareholders' preferential rights, be granted to the Warrant Holders as set out above.

The reason for the deviation from shareholders' preferential rights is to implement the repurchase and set-off offers, which is deemed to be in the interests of the company and the Warrant Holders.

### *Subscription, allocation and payment period*

Subscription for the new ordinary shares of class B under each New Issue shall be made on a subscription list during the periods set out below. Cash payment shall be made simultaneously with subscription.

- New Issue 1: No earlier than after the close of trading on 8 May 2026 and no later than 15 May 2026;
- New Issue 2: No earlier than after the close of trading on 15 May 2026 and no later than 22 May 2026; and
- New Issue 3: No earlier than after the close of trading on 22 May 2026 and no later than 27 May 2026.

Allocation of the ordinary shares of class B shall be made to those entitled to subscribe as set out above. The board shall be entitled to extend the subscription period and the payment deadline. It is noted that the board is entitled to set off amounts retrospectively.

### *Right to dividends*

The new ordinary shares of class B shall be entitled to dividends for the first time on the record date for dividends that falls immediately after the ordinary shares of class B have been registered with the Swedish Companies Registration Office and entered in the register of shareholders maintained by Euroclear Sweden AB.

### ***Resolution to amend the articles of association (payment of dividend), item 20***

The board proposes that the Annual General Meeting resolves to amend § 5 of the articles of association so that the current provision regarding the timing of dividend payments in respect of ordinary shares of class A and class B is removed, in order not to restrict the board's flexibility. The proposed articles of association in their entirety are kept available in Swedish on the company's website, [www.logistea.se/en/](http://www.logistea.se/en/).

### **Resolution to amend the articles of association (conversion of shares), item 21**

The board of directors proposes that the Annual General Meeting resolves to amend § 5 of the articles of association so that the current provision on conversion of ordinary shares of class A into ordinary shares of class B, instead of being optional, becomes mandatory following a resolution by the board of directors. The board of directors intends to resolve on the conversion of all ordinary shares of class A into ordinary shares of class B within two weeks of the Annual General Meeting. The purpose of the proposal and information regarding voting undertakings received in support of the proposal are set out in the press release ("*Logistea's board of directors intends to propose that all Class A shares in the company be converted into Class B shares*") published by the company on 19 March 2026. The proposed articles of association in their entirety are kept available in Swedish on the company's website, [www.logistea.se/en/](http://www.logistea.se/en/).

### **Majority requirements**

A resolution by the Annual General Meeting in accordance with items 16 and 19 (resolution on implementation of a long-term incentive program 2026/2029, including resolution on a directed issue of warrants with subsequent transfer to the participants, and resolution on repurchase and set-off offers regarding warrants) is valid only where supported by shareholders representing at least nine tenths of both the votes cast and the shares represented at the meeting. The Annual General Meeting's resolution regarding items 17, 18 and 20 (resolution on authorisation for the board of directors to resolve on new issue of shares, resolution on authorisation for the board of directors to resolve on acquisition and transfer of own ordinary shares and resolution to amend the articles of association (payment of dividend)) are valid only where supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the meeting. The Annual General Meeting's resolution under item 21 (resolution to amend the articles of association (conversion of shares)) is valid only if supported by shareholders representing (i) at least two-thirds of both the votes cast and the shares represented at the meeting, (ii) at least half of all ordinary shares of class A, and (iii) nine-tenths of the ordinary shares of class A represented at the Annual General Meeting.

### **Authorisation**

The CEO, or anyone appointed by the CEO, shall be authorised to make the minor adjustments in the meeting's resolutions that may be required in connection with registration at the Swedish Companies Registration Office or due to other formal requirements.

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

At the time of issuing this notice, the total number of shares in the company is 510,559,896, of which 23,157,486 are ordinary shares of class A with one vote per share and 487,402,410 are ordinary shares of class B with one tenth of a vote per share. The total number of votes amounts to 71,897,727. At the time of issuing this notice, the company held no shares in treasury.

### **Right to information**

The board of directors and the CEO shall, if any shareholder so requests and the board of directors believes that it can be done without material harm to the company, at the general meeting provide information regarding circumstances that may affect the assessment of an item on the agenda and circumstances that may affect the assessment of the company's financial situation. The obligation to

provide information also applies to the company's relationship to another group company, the consolidated financial statements and the circumstances mentioned above with regard to subsidiaries.

### **Miscellaneous**

The complete proposals of the board of directors and the nomination committee, the nomination committees motivated statement and information on the proposed directors are available at Logistea at the company's head office at Ingmar Bergmans gata 4, Stockholm, Sweden, and at the company's website, [www.logistea.se/en/](http://www.logistea.se/en/).

The annual report, the auditor's statement, consolidated financial statement, consolidated audit report, the board of director's remuneration report, the auditor's statement pursuant to Chapter 8, Section 54 of the Swedish Companies Act on the application of guidelines for remuneration to senior executives, the board's statement pursuant to Chapter 18, Section 4 of the Swedish Companies Act and the board's statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act are held available at the company's head office and website from no later than three weeks before the Annual General Meeting. The documents will also be sent to any shareholder who so requests and provide their postal or e-mail address.

### **Personal data processing**

For information on how personal data is processed, please see [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

**Stockholm in April 2026**

**Logistea AB (publ)**

**The board of directors**