

## Notice of annual general meeting in Rusta AB (publ)

**The shareholders of Rusta AB (publ), reg. no. 556280-2115 (the "Company" or "Rusta"), are hereby given notice of the annual general meeting on Friday, 19 September 2025 at 09:00 (CEST) at Scandic Infra City, Kanalvägen 10, SE-194 61 Upplands Väsby, Sweden. Entry and registration begins at 08:30 (CEST).**

### RIGHT TO PARTICIPATE AT THE ANNUAL GENERAL MEETING

Shareholders wishing to participate at the annual general meeting must:

- be entered in the share register kept by Euroclear Sweden AB ("**Euroclear**") on Thursday, 11 September 2025 or, if the shares are registered in the name of a nominee, request that the nominee registers the shares in the shareholder's own name for voting purposes in such time that the registration is completed on Monday, 15 September 2025; and
- give notice of attendance in accordance with the instructions set out under the heading "*Attendance in person or by proxy*" no later than on Monday, 15 September 2025 or submit a postal vote in accordance with the instructions set out under the heading "*Postal voting*" no later than on Monday, 15 September 2025.

### Attendance in person or by proxy

Shareholders wishing to participate at the annual general meeting in person or by proxy shall notify the Company no later than on Monday, 15 September 2025, either:

- electronically on the Company's website (<https://investors.rusta.com/en/>);
- by email to [proxy@computershare.se](mailto:proxy@computershare.se);
- by telephone to +46 (0)771-24 64 00 on weekdays between 09:00 and 16:00 (CEST); or
- by post to Computershare AB, "Rusta AB (publ) AGM", Gustav III:s Boulevard 34, SE-169 73 Solna, Sweden.

The notification shall state the shareholder's full name, personal identification number or corporate identification number, address, phone number and, where applicable, the number of accompanying advisors (no more than two).

Shareholders who do not wish to participate in person or exercise their voting rights by postal voting may exercise their voting rights at the annual general meeting through a proxy with a written, signed and dated power of attorney. If the power of attorney is issued by a legal entity, a copy of the certificate of registration or an equivalent authorisation document for the legal entity must be enclosed.

In order to facilitate the entry and registration at the annual general meeting, powers of attorney, certificates of registration and other authorisation documents should be sent by email to [proxy@computershare.se](mailto:proxy@computershare.se) or by post to Computershare AB, "Rusta AB (publ) AGM", Gustav III:s Boulevard 34, SE-169 73 Solna, Sweden so that they are received by the Company no later than on Monday, 15 September 2025. Please note that a notification of attendance to the annual general

meeting must be made even if the shareholder wishes to exercise its voting rights at the annual general meeting through a proxy. A submitted power of attorney is not considered as a notification of attendance to the annual general meeting. A form of power of attorney is available on the Company's website (<https://investors.rusta.com/en/>).

## Postal voting

Shareholders who wish to exercise their voting rights at the annual general meeting through postal voting must use the postal voting form and follow the instructions that are available on the Company's website (<https://investors.rusta.com/en/>). The postal voting form must be received no later than on Monday, 15 September 2025. The postal voting form shall either:

- be submitted electronically in accordance with the instructions on the Company's website (<https://investors.rusta.com/en/>);
- be submitted by email to [proxy@computershare.se](mailto:proxy@computershare.se); or
- be submitted by post to Computershare AB, "Rusta AB (publ) AGM", Gustav III:s Boulevard 34, SE-169 73 Solna, Sweden.

## Personal data

Personal data obtained from the share register, notifications of attendance to the annual general meeting and information regarding proxies will be used for registration, preparation of the voting list for the annual general meeting and, where applicable, the minutes of the annual general meeting.

For more information on how personal data is processed in connection with the annual general meeting, please refer to Euroclear's and Computershare AB's respective privacy policies that are available on their respective websites (<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf> and <https://www.computershare.com/se/gm-gdpr#English>).

## PROPOSED AGENDA

1. Opening of the meeting
2. Election of chair of the meeting
3. Preparation and approval of the voting list
4. Election of one or two persons to verify the minutes
5. Determination of whether the meeting has been duly convened
6. Approval of the agenda
7. Presentation of the annual report and the auditor's report as well as the consolidated financial statements and the auditor's report on the consolidated financial statements
8. Resolutions on:
  1. adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet;
  2. allocation of the Company's result according to the adopted balance sheet; and
  3. discharge of liability for the members of the board of directors and the CEO
9. Determination of the number of members of the board of directors and auditors
10. Determination of fees to be paid to the board of directors and the auditor
11. Election of the board of directors and the auditor
12. Resolution on approval of the remuneration report
13. Resolutions on:
  1. implementation of a long-term incentive programme; and

2. authorisation for the board of directors to resolve on acquisitions and transfers of own shares as well as a resolution on transfer of own shares

#### 14. Closing of the meeting

### PROPOSED RESOLUTIONS

#### Item 2 – Election of chair of the meeting

The nomination committee proposes that Carl Westerberg, member of the Swedish Bar Association, or, in his absence, the person appointed by a representative of the nomination committee, shall be appointed as chair of the annual general meeting.

Item 8 (b) – Resolution on allocation of the Company's result according to the adopted balance sheet  
The board of directors proposes a dividend of SEK 1.45 per share. The board of directors proposes that Tuesday, 23 September 2025 shall be the record date for the dividend. If the annual general meeting resolves in accordance with the board of directors' proposal, payment of the dividend is expected to be made through Euroclear on Friday, 26 September 2025.

Items 9, 10 and 11 – Determination of the number of members of the board of directors and auditors, determination of fees to be paid to the board of directors and the auditor and election of the board of directors and the auditor

The nomination committee proposes, for the period of time until the close of the next annual general meeting:

- That the board of directors shall consist of eight (8) members without deputies.
- That the Company shall have one registered accounting firm as auditor.
- That fees to the board of directors shall, unchanged from the previous year, be paid with SEK 1,000,000 to the chair of the board of directors and SEK 450,000 to each of the other members of the board of directors elected by a general meeting.
- That fees to the members of the board of directors' committees shall be paid with SEK 140,000 to the chair of the audit committee, SEK 60,000 to each of the other members of the audit committee, SEK 80,000 to the chair of the expansion committee and SEK 40,000 to each of the other members of the expansion committee. If the board of directors decides to establish a remuneration committee, a fee of SEK 80,000 shall be paid to the chair and SEK 40,000 to each of the other members of the remuneration committee.
- That fees to the Company's auditor shall be paid in accordance with approved invoice.
- Re-election of the members of the board of directors Anders Forsgren, Björn Forssell, Claes Eriksson, Claus Juel-Jensen, Maria Edsman and Victor Forsgren as well as election of Eva-Lotta Sjöstedt and Åsa Källenius as new members of the board of directors.
- That Claus Juel-Jensen shall be the chair of the board of directors.
- Re-election of Öhrlings PricewaterhouseCoopers AB as the Company's auditor.

Erik Haegerstrand and Ann-Sofi Danielsson have informed the nomination committee that they are not available for re-election. The nomination committee wishes to thank both Erik Haegerstrand and Ann-Sofi Danielsson for their commendable contributions to the board of directors, not least in connection with the IPO of Rusta.

The nomination committee's complete proposals and motivated statement as well as a presentation of the proposed members of the board of directors and an assessment of their independence in relation to the Company, the senior executives and the Company's major shareholders is available on the Company's website (<https://investors.rusta.com/en/>).

Item 13 – Resolution on (a) implementation of a long-term incentive programme; and (b) authorisation for the board of directors to resolve on acquisitions and transfers of own shares as well as a resolution on transfer of own shares

The board of directors proposes that the annual general meeting resolves on implementation of a long-term share and performance based incentive programme ("**LTIP 2025**") for members of the executive management and certain other key employees in the Rusta group (the "**Group**") in accordance with the principle terms and conditions further set out in item (a) below. For the purpose of securing the Company's commitments under LTIP 2025 and thereto related costs, the board of directors further proposes that the annual general meeting resolves on (i) authorisation for the board of directors to resolve on acquisitions and transfers of own shares and (ii) transfer of own shares in accordance with what is set out under item (b) below.

## **Resolution on (a) implementation of a long-term incentive programme**

### **Motive**

The principle motive for implementing LTIP 2025 is to align the interests of the executive management and other key employees with the interests of the shareholders in order to ensure maximum long-term value growth and to promote shareholding in the Company. LTIP 2025 is further deemed to facilitate the Company's recruitment and retention of members of the executive management and other key employees.

At the annual general meeting on 1 September 2023, it was resolved, in accordance with the board of directors' proposal, to implement a long-term share and performance based incentive programme for members of the executive management and other certain other key employees ("**LTIP 2023**"). The board of directors' intention was to create a long-term structure for the programme, and to, following evaluation of the programme, present corresponding proposals at general meetings in the coming years. Taking the board of directors' intention for LTIP 2023 and the subsequent evaluation into consideration, a proposal, which was later adopted, for an incentive program, was submitted to the annual general meeting on 20 September 2024 ("**LTIP 2024**") having, in general, the same structure and content as LTIP 2023. The proposal for LTIP 2025 has been prepared taking the board of directors' original intention for LTIP 2023 and the subsequent evaluation of LTIP 2023 and LTIP 2024 into consideration.

It remains the board of directors' intention that the structure for the programme shall be long-term and it is therefore the board of directors' intention to, following evaluation of the programme, present corresponding proposals for general meetings in the coming years. It is the board of directors' intention that a new programme is to be implemented each year.

## ***LTIP 2025 in brief***

LTIP 2025 encompasses up to 40 employees consisting of members of the executive management and certain other key employees, as further defined below (each such person is referred to below as a **"Participant"** and together the **"Participants"**). To participate in LTIP 2025, the Participant is required to have a shareholding in the Company in accordance with the terms and conditions of the programme and allocate such shares to the programme (the **"Savings Shares"**). Provided that the Savings Shares are retained during the determined vesting period of three years and that the Participant remains employed within the Group during the entire vesting period, the Participant will for each Savings Share be entitled to receive 0.5 shares in the Company free of charge (**"Matching Shares"**) and – provided that the performance target as further defined below are fulfilled – a maximum of 5 additional shares in the Company (the **"Performance Shares"**, and the right underlying the receipt of the Matching Shares and the Performance Shares collectively being referred to below as the **"Share Right"**).

In accordance with the board of directors' proposal, a maximum of 238,162 shares in the Company may be awarded as Matching Shares and Performance Shares under LTIP 2025, corresponding to approximately 0.16 per cent of all shares and votes in the Company.

## ***The Participants of LTIP 2025***

The Participants of LTIP 2025 consist of four categories of employees. The first category comprises the Company's executive management, excluding the CEO, as well as CEO's and sales managers of the Company's sales markets (up to 12 persons) (**"Category 1"**), the second category comprises certain key employees in management functions (up to 2 persons) (**"Category 2"**), the third category comprises employees deemed to have significant responsibilities within the Group (up to 8 persons) (**"Category 3"**) and the fourth category comprises employees with special responsibilities within the Group (up to 18 persons) (**"Category 4"**).

## ***The Participant's investment***

In order to participate in LTIP 2025, the Participant is required to enter into an agreement with the Company and maintain a shareholding in the Company during the Vesting Period, as specified below, and allocate these shares as Savings Shares to LTIP 2025. The Savings Shares can either be acquired for LTIP 2025 or be already held shares provided that the shares have not already been allocated to an ongoing incentive programme. To be eligible to participate in LTIP 2025, the Participant, regardless of category, must allocate Savings Shares up to an amount at least equal to the maximum investment amount for the Participants in Category 4. The total number of Savings Shares that may be allocated by a Participant under LTIP 2025 shall further be limited to the maximum investment amount for each category (the **"Investment Amount"**), as set out below. The Investment Amount shall, after the annual general meeting but before agreements regarding participation in LTIP 2025 is entered into with the Participants, be converted into a fixed minimum and maximum number of Savings Shares that each Participant may allocate to LTIP 2025. This is done by dividing each Participant's Investment Amount by the volume-weighted average price paid for the Company's share on Nasdaq Stockholm during the period from and including 22 September 2025 up to and including

29 September 2025 (the **"Payment Price"**), whereby the nearest whole number of shares (rounded downwards) shall constitute the respective Participant's highest and lowest number of Savings Shares within LTIP 2025. This means that the actual number of Savings Shares per Participant will be calculated after the Payment Price has been determined.

If the Payment Price during said period is low enough that the number of Share Rights which the total maximum number of Savings Shares, calculated in accordance with the above, may entitle to thereby exceeds 238,162, the number of Savings Shares that each Participant may allocate shall be reduced *pro rata* to the extent required for the programme to comprise a maximum of 238,162 Share Rights.

Category	Maximum number of Participants per category	Minimum Investment Amount per Participant (SEK)	Maximum Investment Amount per Participant (SEK)
1	12	30,000	135,000
2	2	30,000	70,000
3	8	30,000	60,000
4	18	30,000	30,000

To the extent that the Participants do not already hold shares in the Company, the Savings Shares shall be acquired at market price through acquisitions on Nasdaq Stockholm no later than two months from the date on which the Participant entered into an agreement with the Company regarding participation in LTIP 2025. If the Participant is prevented from acquiring the Savings Shares during this period pursuant to market abuse rules or similar rules, or for other reasons in exceptional cases, the board of directors shall be entitled to extend the investment period for the relevant Participants, however, by no more than two months. Savings Shares held by the Participant prior to the expiry of the investment period (including any extension) shall be deemed to have been held by the Participant at the start of LTIP 2025.

The Participants shall, after recalculation of the Investment Amount to a fixed maximum and minimum number of Savings Shares as set out above, allocate at most the maximum number of Savings Shares for the Participant's respective category and at least the maximum number of Savings Shares for Category 4. For Participants in Category 4, the maximum number of Savings Shares is therefore also the minimum number of Savings Shares required to participate in LTIP 2025. For Participants in Category 1, a number of Savings Shares in the range between Category 1 and 4 is required. For Participants in Category 2, a number of Savings Shares in the range between Category 2 and 4 is required. For Participants in Category 3, a number of Savings Shares in the range between Category 3 and 4 is required.

### ***Vesting Period and award of shares under Share Rights***

The vesting period commences on the date on which the Participants enter into an agreement with the Company regarding participation in LTIP 2025 and continues until the date falling three years thereafter (the **"Vesting Period"**). Any award of shares under Share Rights shall normally be made within two months from the publication of the Company's interim report for the period May – July 2028.

In the event that the Participants cannot be awarded shares pursuant to applicable law, at a reasonable cost or with reasonable administrative efforts, the board of directors may decide to offer the Participants an award in cash instead.

### ***Conditions for Share Rights***

For each Savings Share held during the Vesting Period, the Participant will, after the end of the Vesting Period, be awarded 0.5 Matching Shares and a maximum of 5 Performance Shares. All Share Rights shall further be subject to the following conditions:

- Share Rights cannot be transferred or pledged.
- The right to be awarded shares pursuant to Share Rights requires that the Participant has not disposed of the Savings Shares that have formed the basis for the award of the Share Rights during the Vesting Period and, with certain exceptions, that the Participant remains employed within the Group during the Vesting Period. The board of directors may in special cases grant exemptions from these requirements. The award of Performance Shares is further subject to the fulfilment of certain performance targets as further described under the heading “*Performance targets*” below.
- Shares in the Company are awarded free of charge.
- Each Share Right entitles the Participant to one (1) share in the Company. If the number of Share Rights is not a whole number, the number will be rounded down and no compensation will be paid for any excess fractions of Share Rights that cannot be utilised.
- A prerequisite for participation in LTIP 2025 is that such participation is legally possible and that, in the Company’s judgement, such participation can be made with reasonable administrative costs and financial efforts for the Company.

### ***Performance targets***

The performance targets are divided into three targets – target 1, target 2 and target 3 – which are described in more detail below. For awards of Performance Shares, first, fulfilment of target 1 is required and then the remaining two targets (targets 2 and 3) are weighted 50 per cent each. The number of Share Rights that entitle to awards of shares depends on the extent to which the targets are met in relation to the minimum and maximum levels set for each target. The fact that a target is weighted at 50 per cent means that 50 per cent of the maximum number of Performance Shares are awarded if the degree of fulfilment for that target reaches the maximum level and the other conditions for an award are met. The “**Performance Period**” means the period from and including 1 May 2025 up to and including 30 April 2028.

Target 1	Target 1 consists of the Group's adjusted EBITA margin. For target 1 to be fulfilled, the Group's adjusted EBITA margin must amount to at least 5 per cent for the financial year 2027/2028, <i>i.e.</i> the last financial year of the Performance Period. Target 1 constitutes the minimum level that must be reached or exceeded in order for the Share Rights to entitle the Participant to awards of Performance Shares in accordance with targets 2 and 3.
Target 2	Target 2 consists of the Group's average annual adjusted EBITA growth measured over the Performance Period. Target 2 is measured as an average of the outcome for each of the financial years 2025/2026, 2026/2027 and 2027/2028. For the minimum award, which is 20 per cent, under target 2, the average annual adjusted EBITA growth must amount to at least 9 per cent measured over the Performance Period (the minimum level). For a full award under target 2, the average annual adjusted EBITA growth must amount to at least 19 per cent measured over the Performance Period (the maximum level). If the adjusted EBITA margin is below the maximum level but above the minimum level, the award of Performance Shares shall be made in accordance with the threshold levels (cliff-vesting) set out below:
<b>Threshold level</b>	<b>Share of total number of Performance Shares for the sub-target</b>
9 %	20 %
14 %	50 %
19 %	100 %

Target 3	Target 3 consists of the average annual sales growth in existing stores, <i>i.e.</i> excluding newly opened stores, in accordance with the Company's definition of the key performance indicator, also referred to as like-for-like ("LFL") growth, measured over the Performance Period. Target 3 is measured as an average of the outcome for each of the financial years 2025/2026, 2026/2027 and 2027/2028. For the minimum award, which is 20 per cent, under target 3, the average annual LFL growth must amount to at least 3 per cent measured over the Performance Period (the minimum level). For a full award under target 3, the average annual LFL growth must amount to at least 5 per cent measured over the Performance Period (maximum level). If the LFL growth is below the maximum level but above the minimum level, the award of Performance Shares shall be made in accordance with the threshold levels (cliff-vesting) set out below:
<b>Threshold level</b>	<b>Share of total number of Performance Shares for the sub-target</b>
3 %	20 %
4 %	50 %
5 %	100 %

## Design and administration

The board of directors shall be responsible for the design and administration of LTIP 2025 within the framework of the terms and conditions and guidelines set out above. In this respect, the board of directors is entitled, *inter alia*, to determine what, in addition to a direct personal investment, shall be deemed to constitute an investment in the Company's shares which can be allocated to LTIP 2025 as Savings Shares (*e.g.* an investment in shares in the Company made by a Participant within a pension insurance or through a company wholly owned by the Participant). However, the awards of Share Rights and shares shall always be made to a Participant personally. The board of directors shall further be entitled to make adjustments to adhere to specific rules or market conditions outside Sweden or, if delivery of shares to Participants outside of Sweden cannot be completed at reasonable costs and with reasonable administrative efforts, make country-specific adjustments and/or offer cash settlement. The board of directors shall, in case of extraordinary events or if the conditions for the award of Performance Shares are no longer reasonable, be entitled to adjust the minimum level of performance target 1, whereby the adjustment shall aim to maintain an appropriate target level and



the overall purpose of LTIP 2025. In the event of significant changes in the Group or its business environment that would render the adopted terms and conditions for the Share Rights under LTIP 2025 no longer appropriate or unreasonable, the board of directors shall also be authorised to make other adjustments. The board of directors shall also have the right to cancel the programme.

Before finally determining the number of shares to be awarded under the Share Rights, the board of directors shall assess whether the outcome of LTIP 2025 is reasonable. This assessment shall be made in relation to the Company's and the Group's financial results and position, the conditions on the stock market and other considerations. If the board of directors, in its assessment, determines that the outcome is not reasonable, the board of directors shall reduce the number of shares to be awarded.

The Company has the right, if so decided by the board of directors, but not the obligation, to withhold and sell, prior to delivery of shares to the Participants, the number of shares required to cover the cost of withholding and paying taxes and social security costs on behalf of the Participants in respect of the Share Rights for transfer to tax authorities. In such case, the net number of shares will be delivered to the Participants after the number of shares has been reduced by the number of shares withheld by the Company for such purposes.

In the event of a takeover bid, merger or other similar transaction or event affecting the Company, the board of directors shall be entitled to determine that all or a portion of the Share Rights shall be vested which may result in the early award of shares or that the Share Rights shall be exchanged for new share rights.

The board of directors shall be entitled to make such adjustments as may be required due to legal or administrative circumstances, and shall have the right to delegate its rights and obligations in relation to the LTIP 2025 to a remuneration committee or other similar committee of the board of directors.

### ***Scope of the programme***

As set out under the heading "*LTIP 2025 in brief*" above, the maximum number of shares in the Company that may be awarded to participants under LTIP 2025 shall amount to no more than 238,162 shares, corresponding to approximately 0.16 per cent of all shares and votes in the Company. As LTIP 2025 does not lead to an increased number of shares in the Company, no dilution effect in terms of existing shares will arise for the Company's existing shareholders.

The number of shares to which each Share Right entitles to shall, as further determined by the board of directors, be able to be subject to recalculation due to bonus issues, share splits or reverse share splits, rights issues or similar corporate events, taking into account customary practice for corresponding types of incentive programmes. Similarly, the maximum number of shares that may be awarded to the Participants under LTIP 2025 may be subject to recalculation due to bonus issues, share splits or reverse share splits, rights issues or similar corporate events, subject to the terms and conditions determined by the board of directors, taking into account customary practice for similar incentive programmes.

***Costs, hedging measures and effects on key ratios***

The Company will account for costs based on the fair value of the Share Rights at time of the award, in accordance with IFRS 2. The costs are recorded as personnel costs in the income statement over the Vesting Period. Further, the Participant outcome will give rise to social security costs for the Company. The amount of the social security costs will be calculated based on the development of the share price of the Company's share during the Vesting Period.

Based on assumptions of a share price of SEK 75.5 at the start of the programme and at the award of the Share Rights, that all the Participants offered to participate in the programme participate, that each of them makes the maximum investment and retains their Savings Shares during the Vesting Period, that the employee turnover among the Participants amounts to zero per cent during the Vesting Period, a 100 per cent fulfilment of the performance targets, an increase in share price of 50 per cent from the start of the programme until shares are awarded and unchanged percentages for social security costs, the cost for LTIP 2025 is estimated to amount to approximately SEK 26.5 million, of which approximately SEK 8.5 million constitutes social security costs.

In the event of a share price increase of 100 per cent from the start of the programme until shares are awarded, unchanged percentages for social security costs and based on the same assumptions regarding participation and outcome as set out in the paragraph above, the cost of LTIP 2025 is estimated to amount to approximately SEK 29.3 million, of which approximately SEK 11.3 million constitutes social security costs.

The cost of LTIP 2025 should be seen in relation to the Group's total personnel costs, which during the financial year 2024/2025 amounted to approximately SEK 1.9 billion, including social security costs.

In order to secure the Company's commitments under LTIP 2025 and to hedge thereto related costs, the board of directors proposes that the annual general meeting resolves to authorise the board of directors to resolve on acquisitions and transfers of own shares as well as a transfer of own shares in accordance with what is set out under item (b) below. Of the number of shares covered by the proposed acquisition authorisation, 74,831 shares are intended to constitute a hedging measure for social security costs that may arise within the framework of LTIP 2025. If a sufficient majority for resolution on authorisation for the board of directors to resolve on acquisitions and transfers of own shares as well as transfer of own shares in accordance with item (b) below is not obtained, the board of directors proposes that the board of directors is granted the ability to secure the Company's obligations under LTIP 2025 by entering into a share swap agreement with a third party, according to which the third party shall be entitled to acquire and transfer shares in the Company (including to the Participants) in accordance with the terms and conditions of LTIP 2025. If the Company hedges its obligations under LTIP 2025 by entering into a share swap agreement with a third party, costs for such share swap agreement will also be payable. The board of directors is of the opinion that acquisitions and transfers of own shares is preferable to a share swap agreement with a third party as the costs of a share swap agreement are expected to be higher than the costs of carrying out the acquisitions and transfers of own shares.

The 238,162 shares that may be awarded to the Participants free of charge may result in a dilution of earnings per share of approximately 0.16 per cent.

It is the board of directors' assessment that the positive effects on the Company's financial results that are expected due to an increased shareholding among the Participants and the possibility of further awards of shares under LTIP 2025 outweigh the costs related to the programme.

### ***Other incentive programmes***

As of the date of this notice there are two outstanding share-related incentive programmes in the Company, LTIP 2023 and LTIP 2024. The participants in both programs were offered to acquire, or allocate already held, shares in the Company as savings shares. Provided that the participants in the programs hold their savings shares for a period of three years and continue to be employed by the Group, the participants will be able to receive 0.5 matching shares per savings share and, if certain performance targets set out in the terms and conditions of programs are met, up to 5 additional performance shares per savings share. Under LTIP 2024, the Company's CEO is, instead of what is stated regarding the other participants, entitled to receive a maximum of 7 performance shares for each savings share on otherwise the same terms as the other participants but is not entitled to receive any matching shares. The matching shares and the performance shares are shares in the Company which are received free of charge. The number of outstanding share rights amounts to 163,396 for LTIP 2023 and 414,376 for LTIP 2024.

For more information regarding the outstanding incentive programmes described above, please see note 12 in the Company's annual report for the financial year 2024/2025, which will be available at the Company and on the Company's website (<https://investors.rusta.com/en/>) no later than three weeks before the annual general meeting

### **Resolution on (b) authorisation for the board of directors to resolve on acquisitions and transfers of own shares and resolution on transfer of own shares**

#### ***Authorisation for the board of directors to resolve on acquisitions of own shares***

The board of directors proposes that the annual general meeting resolves to authorise the board of directors to, during the period until the next annual general meeting, on one or multiple occasions, resolve to acquire own shares as follows:

- A maximum of 312,993 shares may be acquired.
- Shares shall be acquired on Nasdaq Stockholm at a price per share within the registered price interval at any given time, i.e. the interval between the highest bid price and the lowest ask price, and in accordance with the rules set out in Nasdaq Stockholm's Rule Book for Issuers applicable at the time. In the case of acquisitions carried out by brokerage firms on behalf of the Company, the price of the shares may, however, correspond to the volume-weighted average price during the period in which the shares were acquired, even if the volume-weighted average price on the date of delivery to the Company is outside the price interval.
- Payment for the shares shall be made in cash.
- Acquisitions may be made for the purpose of securing the Company's commitments and costs in connection with LTIP 2025.

- The number of shares that may be acquired may be recalculated as a result of an intervening bonus issue, share split or reverse share split, rights issue and/or other similar corporate events that affects the number of shares in the Company. However, the maximum number of shares in the Company that may be acquired, after recalculation, shall never exceed 0.20 per cent of the total number of shares in the Company at the time.

The board of directors has presented a motivated statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act which will be available at the Company and on the Company's website (<https://investors.rusta.com/en/>).

### ***Authorisation for the board of directors to resolve on transfers of own shares***

The board of directors proposes that the annual general meeting resolves to authorise the board of directors to, during the period until the next annual general meeting, on one or multiple occasions, resolve on transfers own shares as follows:

- Transfers of own shares may be made of up to the number of shares that, at any given time, are held by the Company.
- Own shares may be transferred on Nasdaq Stockholm at a price per share within the registered price interval at any given time, i.e. the interval between the highest bid price and the lowest ask price, and in accordance with the rules set out in Nasdaq Stockholm's Rule Book for Issuers applicable at the time.

The reason for the board of directors' proposal is to provide the Company with the opportunity to continuously adapt the number of shares acquired to secure commitments and costs (including social security costs) within the framework of LTIP 2025 and previously implemented incentive programmes.

### ***Resolution on transfer of own shares to Participants of LTIP 2025***

The board of directors proposes that the annual general meeting resolves on a transfer of own shares in accordance with the following:

- A maximum of 238,162 shares may be transferred free of charge to the Participants in LTIP 2025.
- The right to acquire shares free of charge shall, with deviation from the shareholders' preferential rights, be granted to the Participants in LTIP 2025.
- Transfer of shares shall be made free of charge at the time and in accordance with the other terms and conditions on which the Participants in LTIP 2025 are entitled to be awarded shares.
- The number of shares that may be transferred under LTIP 2025 may be recalculated as a result of an intervening bonus issue, share split or reverse share split, rights issue and/or other similar corporate events affecting the number of shares in the Company. However, the number of shares that may be transferred may never exceed the number of shares held by the Company.

The reason for the deviation from the shareholders' preferential rights is that the transfer of the shares is part of the implementation of LTIP 2025.

## **Preparation of the proposal**

The board of directors' proposal for a resolution under this item 13 has been prepared by the board of directors in consultation with external advisors. The board of directors has decided to submit the proposal to the annual general meeting.

## **MAJORITY REQUIREMENTS**

A valid resolution under item 13(b) above requires that the resolution is supported by shareholders representing at least nine-tenths (9/10) of both the votes cast and the shares represented at the meeting.

## **NUMBER OF SHARES AND VOTES**

As of the date of this notice, the total number of shares and votes in the Company amounts to 153,528,969. The Company holds 577,333 own shares as of the date of this notice.

## **SHAREHOLDERS' RIGHT TO REQUEST 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 significant harm to the Company, provide information in respect of any circumstances which may affect the assessment of a matter on the agenda and any circumstances that may affect the assessment of the Company's financial position. The duty to provide information shall also apply to the Company's relationship with another group company, the consolidated accounts and such circumstances regarding subsidiaries that are referred to in the preceding sentence.

## **AVAILABLE DOCUMENTS**

Documentation that shall be made available before the annual general meeting according to the Swedish Companies Act and the Swedish Corporate Governance Code will be kept available at the Company's offices at Kanalvägen 12, SE-194 61 Upplands Väsby, Sweden, and on the Company's website (<https://investors.rusta.com/en/>) no later than three weeks before the annual general meeting. The documents will also be sent without delay and at no cost to the shareholders who request it and state their postal address. Such a request may be sent to the contact information set out under the heading "*Attendance in person or by proxy*" above. The documents will also be available at the annual general meeting.

\* \* \*

Upplands Väsby in August 2025

**Rusta AB (publ)**

*The board of directors*

## **Attachments**

[Notice of annual general meeting in Rusta AB \(publ\)](#)