



RUGVISTA

## Notice of Annual General Meeting in Rugvista Group AB (publ)

The shareholders of Rugvista Group AB (publ), Reg. No. 559037-7882, are invited to attend the Annual General Meeting, to be held on Thursday May 21, 2026 at 11:00 at the Company's premises at Lodgatan 11 in Malmö, Sweden. Registration for the Annual General Meeting will commence at 10:30.

The Board of Directors has decided that shareholders may exercise their voting rights at the Annual General Meeting also by postal voting in accordance with the provisions in Rugvista Group AB's articles of association.

### Right to participate and notification

#### Participation at the meeting venue

A person who wishes to attend the meeting venue, in person or by proxy, must

- be listed as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances on May 12, 2026, and
- give notice of participation no later than May 15, 2026 to the company by mail to Rugvista Group AB (publ), "Annual General Meeting", c/o Euroclear Sweden AB, P.O Box 191, SE-101 23 Stockholm, Sweden, by email to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com), by telephone +46(0)8 402 90 78 or via the company's website [www.rugvistagroup.com/agm/agm-2026/](http://www.rugvistagroup.com/agm/agm-2026/).

In connection with notification, the shareholder must state its name, personal- or corporate identity number, address, telephone number and the number of assistants, if any (maximum two).

If the shareholder is represented by a proxy, a written and dated power of attorney signed by the shareholder shall be issued for the proxy. If the shareholder is a legal entity, a registration certificate or corresponding authorization document must be enclosed. In order to facilitate registration at the General Meeting, the power of attorney, registration certificate and other authorization documents should be received by the company at the address stated above no later than May 15, 2026. Proxy forms in Swedish and English are available at the company's website [www.rugvistagroup.com/agm/agm-2026/](http://www.rugvistagroup.com/agm/agm-2026/), and will also be sent to shareholders who request it and inform the company of their postal address.

#### Participation by postal voting

A person who wishes to participate in the Annual General Meeting by postal voting, in person or by proxy, must

- be listed as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances on May 12, 2026, and
- give notice of participation no later than May 15, 2026 by casting its postal vote in accordance with the instructions below so that the postal vote is received by Euroclear Sweden AB no later than that day.

A shareholder who has submitted its postal vote may also attend the meeting venue, provided that notification has been given in accordance with the instructions set out under the heading *Participation at the meeting venue* above.

A special form shall be used for postal voting. The postal voting form is available at the company's website [www.rugvistagroup.com/agm/agm-2026/](http://www.rugvistagroup.com/agm/agm-2026/). The completed and signed postal voting form may be sent by mail to Rugvista Group AB (publ), "Annual General Meeting", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden or by email to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com). The



RUGVISTA

completed form must be received by the company no later than May 15, 2026. Shareholders may also submit the postal vote electronically through verification with BankID via Euroclear Sweden AB's website [www.euroclear.com/sweden/generalmeetings/](http://www.euroclear.com/sweden/generalmeetings/).

Shareholders may not provide specific instructions or conditions to the postal voting form. If so, the postal vote in its entirety is invalid. Further instructions and conditions are included in the postal voting form.

If the shareholder submits its postal vote by proxy, a written and dated power of attorney signed by the shareholder shall be enclosed with the postal voting form. If the shareholder is a legal entity, a registration certificate or corresponding authorization document must be enclosed with the form. Proxy forms in Swedish and English are available at the company's website, [www.rugvistagroup.com/agm/agm-2026/](http://www.rugvistagroup.com/agm/agm-2026/), and will also be sent to shareholders who request it and inform the company of their postal address.

### Nominee registered shares

In order to be entitled to participate in the Annual General Meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of participation for the General Meeting, register its shares in its own name so that the shareholder is listed in the presentation of the share register as of May 12, 2026. Such re-registration may be temporary (voting rights registration), and a request for such voting rights registration shall be made to the nominee in accordance with the nominee's routines, at such time in advance as decided by the nominee. Voting rights registrations that have been made by the nominee no later than May 15, 2026 will be taken into account in the presentation of the share register.

### Proposed agenda

1. Opening of the Annual General Meeting
2. Election of Chairperson of the General Meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to approve the minutes
6. Determination of whether the General Meeting has been duly convened
7. Presentation of the annual report and the auditor's report, the consolidated annual report and the consolidated auditor's report, the Board of Directors' remuneration report as well as the auditor's statement regarding whether the guidelines for remuneration to senior executives have been complied with
8. Presentation by the CEO
9. Resolution on
  - a. adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet
  - b. approval of the Board of Directors' remuneration report
  - c. appropriation of the company's earnings in accordance with the adopted balance sheet, and
  - d. discharge from liability of the Board members and the CEO
10. Resolution on the number of Board members and deputy Board members
11. Resolution on remuneration for the Board members
12. Election of Board members and the Chairperson of the Board
  - a. Martin Benckert (re-election)
  - b. Magnus Dimert (re-election)
  - c. Ludvig Friberger (re-election)
  - d. Hanna Graflund Sleyman (re-election)
  - e. Patrik Berntsson (re-election)
  - f. Jennie Högstedt Björk (re-election)
  - g. Martin Benckert as Chairperson of the Board (re-election)
13. Resolution on the number of auditors and deputy auditors



RUGVISTA

14. Resolution on remuneration for the auditor
15. Election of auditor
16. Resolution on instruction for the Nomination Committee
17. Resolution on guidelines for remuneration to senior executives
18. Resolution on long-term incentive program (LTIP 2026)
19. Closing of the Annual General Meeting

### **Proposal regarding election of Chairperson of the General Meeting (item 2)**

The Nomination Committee has consisted of chairperson Gunnar Mattsson (representing madHat AB), Niclas Röken (representing Alcur Fonder), and Martin Benckert (chairperson of the Board).

The Nomination Committee proposes that Jakob Wijkander, attorney at law, is elected Chairperson of the Annual General Meeting.

### **Preparation and approval of the voting list (item 3)**

The voting list presented for approval is the voting list prepared by Euroclear Sweden AB on behalf of the company, and based on the general meeting share register, shareholders having given notice of participation and being present at the meeting venue, and received postal votes.

### **Proposal regarding appropriation of the company's earnings (item 9c)**

The Board of Directors proposes a dividend of SEK 5 per share and that record date for the dividend shall be May 25, 2026. If the General Meeting resolves to approve the proposal, it is estimated that the dividend is paid by Euroclear Sweden AB on May 28, 2026.

### **Proposal on the number of Board members and deputy Board members (item 10)**

The Nomination Committee proposes that the Board of Directors shall consist of six Board members with no deputy Board members.

### **Proposal on remuneration for the Board members (item 11)**

The Nomination Committee proposes that fees for the Board of Directors should be paid with SEK 480,000 to the Chairperson of the Board and with SEK 265,000 to each of the other non-employed Board members elected by the General Meeting

### **Proposal on election of Board members and the Chairperson of the Board (item 12)**

The Nomination Committee proposes re-election of the Board members Martin Benckert, Magnus Dimert, Ludvig Friberger, Hanna Graflund Sleyman, Patrik Berntsson, and Jennie Högstedt Björk. It is proposed that Martin Benckert be re-elected as Chairperson of the Board.

### **Proposal on the number of auditors and deputy auditors (item 13)**

The Nomination Committee proposes that the company shall have one registered audit firm as auditor, with no deputy auditor.

### **Proposal on remuneration for the auditor (item 14)**

The Nomination Committee proposes that fees to the company's auditor, like previous years, are paid in accordance with normal standards and approved invoice.



RUGVISTA

### **Proposal on election of auditor (item 15)**

In accordance with the Board of Directors' recommendation, the Nomination Committee proposes re-election of Ernst & Young AB as auditor for the period until the end of the next Annual General Meeting. Ernst & Young AB has announced that, if elected, Hanna Fehland will continue as auditor in charge.

### **Resolution on instruction for the Nomination Committee (item 16)**

The Nomination Committee proposes that the instructions for the Nomination Committee be revised regarding the process for appointing shareholder representatives. The following updated instructions for the Nomination Committee are proposed for adoption at the Annual General Meeting.

The Nomination Committee shall consist of the Chairperson of the Board of Directors and one representative from each of the three largest shareholders in Rugvista Group AB (publ) (the "Company") in terms of votes based on owner-registered shareholders (grouped by ownership) in the share register maintained by Euroclear Sweden AB as of the last banking day in September each year or other reliable ownership information at that time.[1] Shareholders who are not registered in the share register maintained by Euroclear Sweden AB and who wish to exercise their right to participate in the Nomination Committee shall notify the Chairperson of the Board and be able to verify their ownership.

The Chairperson of the Board shall, as soon as possible after the last banking day in September each year, contact shareholders as described above. If any of the three largest shareholders choose to waive their right to appoint a member to the Nomination Committee, or otherwise may be considered to have waived such right, the right shall pass to the next largest shareholder who, after these three shareholders, have the largest shareholding in the Company based on voting rights. Provided that the nomination committee consists of at least three members, the Chairperson of the Board only needs to repeat the procedure until a total of ten shareholders have been asked. The Chairperson of the Nomination Committee shall be the member appointed by the largest shareholder in terms of voting rights, unless the Nomination Committee unanimously appoints another member. The composition of the Nomination Committee, specifying which shareholder has appointed each member, shall be announced on the Company's website no later than six months before the Annual General Meeting. The term of office of the Nomination Committee shall be for the period until a new Nomination Committee has been appointed.

The Chairperson of the Board of Directors shall convene the Nomination Committee for its first meeting and shall also, as part of the Nomination Committee's work, provide the Nomination Committee with information regarding the Board's work, needs for specific competencies, etc., which may be of importance to the work of the Nomination Committee.

If a shareholder who has appointed a member to the Nomination Committee no longer belongs to the three largest shareholders in terms of voting rights at a time falling no later than three months before the Annual General Meeting, the member appointed by that shareholder shall offer to resign, and the shareholder who has become one of the three largest shareholders in terms of voting rights shall have the right to appoint a representative to the Nomination Committee. If such a change in ownership occurs later than three months before the Annual General Meeting, or only entails marginal changes in voting rights, the composition of the already formed Nomination Committee shall not be changed. However, shareholders who become one of the three largest shareholders in terms of voting rights due to a more significant change in voting rights later than three months before the Annual General Meeting shall have the right to appoint a representative to be co-opted to the Nomination Committee.

In the event that a member leaves the Nomination Committee before its work is completed, a replacement shall first be appointed by the shareholder who appointed the member and secondly by the next largest shareholder in terms of voting rights who has not appointed a member. Shareholders who have appointed a representative as a member of the Nomination Committee have the right to discharge



such a member and appoint a new representative as a member. Changes in the composition of the Nomination Committee shall be announced immediately.

All information received by the members of the Nomination Committee within the scope of their assignment or otherwise received from the Company shall be treated as strictly confidential and may not be disclosed to third parties before the information has been made public. The proposals, reports, and opinions of the Nomination Committee shall be communicated to the Company in due time to ensure compliance with the Swedish Corporate Governance Code. No remuneration shall be paid to the members of the Nomination Committee. The Company shall reimburse reasonable expenses associated with the performance of the Nomination Committee's duties.

The Nomination Committee shall perform its duties in accordance with the Swedish Corporate Governance Code.

This instruction applies until the General Meeting decides otherwise.

[1] Shareholders who have publicly announced and notified the Company that they have entered into a written agreement to exercise their voting rights jointly in a long-term common position regarding the management of the Company shall be considered as one shareholder.

### **Resolution on guidelines for remuneration to senior executives (item 17)**

The Board of Directors proposes that the Annual General Meeting adopt revised guidelines for remuneration to senior executives as follows. Compared with the previously applicable guidelines, the proposal entails that the description of the company's vision has been updated, as well as certain minor editorial changes.

These guidelines apply in respect of senior executives of Rugvista Group, which consist of individuals who from time to time are part of the company's executive management. The guidelines shall apply to any remuneration or amendments to previously agreed remuneration, agreed after the guidelines have become effective in accordance with the resolution of the Annual General Meeting. The guidelines do not apply to any remuneration decided or approved by the General Meeting.

Employment conditions of a member of the executive management subject to other rules than Swedish, may be duly adjusted for compliance with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines.

To the extent a member of the Board of Directors performs services for the company in addition to the Board assignment, these guidelines shall apply to any remuneration (e.g. consultancy fees) for such work.

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

The company's vision is to be "the go-to brand for quality rugs". Working towards the vision the company is guided by its mission "To help people to a home they love". A prerequisite for a successful implementation of the company's business strategy and safeguarding of the company's long-term interests, including its sustainability, is that the company is able to recruit and retain qualified co-workers. This requires that the company can offer competitive remuneration. These guidelines enable the company to offer its senior executives a total remuneration that is competitive.

For information about existing incentive plans that have been adopted by the General Meeting and thereby are excluded from these guidelines please see Rugvista Group's website <https://www.rugvistagroup.com/sv/>. Any future share-based incentive plans will be decided by the General Meeting.



RUGVISTA

Variable cash remuneration that is subject to these guidelines shall promote implementation of the company's business strategy, the company's long-term interests, including its sustainability.

### **Types of remuneration etc.,**

The remuneration shall be on market conditions and may consist of fixed cash remuneration, variable cash remuneration (bonus), pension benefits and other benefits. Additionally and irrespective of these guidelines the General Meeting may resolve on, amongst other things, share- or share-price related remuneration.

### **Fixed remuneration**

Fixed cash remuneration shall be on market conditions and determined based on the responsibility, mandate, competence and experience of each member of the executive management.

### **Variable remuneration**

In addition to fixed cash remuneration variable cash remuneration may be part of the remuneration to senior executives. Any resolution regarding variable cash remuneration as part of total remuneration shall be made by the Board of Directors.

Variable cash remuneration under these guidelines shall be linked to one or more predetermined and measurable criteria designed to promote the company's strategy, long-term interests including sustainability, or the senior executive's long-term development. The criteria can be financial, non-financial, individual and/or joint, qualitative and/or quantitative. Variable cash remuneration may amount to a maximum of 50 percent of the yearly fixed cash remuneration.

Satisfaction of the criteria for awarding variable cash remuneration shall be measurable for a measurement period of one year. When the measurement period for satisfaction of the criteria for payment of variable cash remuneration has come to an end the Board of Directors shall evaluate the extent to which the criteria have been satisfied.

Variable cash remuneration can be paid after the measurement period has ended or be subject to deferred payment.

### **Extraordinary remuneration**

Additional cash remuneration may be awarded in extraordinary circumstances, provided that such extraordinary arrangements are limited in time and only made on an individual basis, either for the purpose of recruiting or retaining executives, or as remuneration for extraordinary performance beyond the individual's ordinary tasks. Such remuneration may not exceed an amount corresponding to 50 percent of the fixed annual cash salary and may not be paid more than once each year per individual. Any resolution on such remuneration shall be made by the Board of Directors.

### **Pension benefits**

Pension benefits, including health insurance, for the CEO shall be premium based and the pension premiums shall amount to a maximum of 30 percent of the CEO's fixed annual cash salary. Other senior executives shall be covered by ITP1 in accordance with the applicable collective agreement, or similar pension benefit. For executives covered by ITP1, the insurance premium shall be based on each member's yearly fixed base salary and other pensionable covered income in accordance with ITP1. ITP1 means that the company pays a premium of 4.5 percent of the executive's pensionable covered income up to 7.5 income base amounts and 30 percent over 7.5 income base amounts. In addition, other senior executives may receive an additional premium based pension provision in the form of a fixed monthly amount, which can amount to a maximum of 6 percent of the current fixed monthly cash salary when determining such provision for pension.



### **Other benefits**

Other benefits may include, for example, life insurance, medical insurance, and company car. Such benefits may totally amount to no more than 15 percent of the fixed yearly base salary.

### **Remuneration to members of the Board of Directors**

In the event a member of the Board of Directors performs services for the company in addition to the Board assignment, specific remuneration (e.g. consultancy fees) can be awarded for such services provided that such services contribute to the implementation of the company's business strategy and safeguarding of the company's long-term interests, including its sustainability. The annual consultancy fee must be on market conditions and be put in relation to the benefit it brings to the company, and may never, for each member of the Board, exceed three times the applicable board remuneration.

Remuneration to a member of the Board of Directors, and other terms, shall be resolved on by the Board of Directors.

### **Termination of employment**

Upon termination of employment, the notice period may not exceed six months, unless otherwise is provided by mandatory law or collective agreement. Fixed cash salary during the notice period and severance pay may together not exceed an amount equivalent to the fixed cash salary for fifteen months. If notice of termination is made by a senior executive, the notice period may not exceed six months, with no right to severance pay.

Additionally, compensation may be paid for non-compete undertakings. Such compensation shall compensate for loss of income and shall only be paid in so far as the senior executive is not entitled to severance pay. Such compensation shall amount to not more than 60 percent of the fixed cash salary at the time of termination, unless otherwise provided by mandatory collective agreement provisions, and be paid during the time the non-compete undertaking is applicable, at longest for twelve months.

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

In the preparation of the Board of Directors' proposal for these remuneration guidelines, salary and employment conditions for employees of Rugvista Group have been taken into account by including information on the employees' total income, the components of the remuneration and increase and growth rate over time, in the Board of Directors' basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable.

### **The decision-making process to determine, review, and implement the guidelines**

The Board of Directors shall prepare a proposal for new guidelines at least every fourth year and submit it to the Annual General Meeting. The guidelines shall be in force until new guidelines are adopted by the General Meeting. The Board of Directors shall also monitor and evaluate programs for variable remuneration for the executive management (if any), the application of the guidelines for remuneration to senior executives as well as the applicable remuneration structures and remuneration levels in the company. The CEO and other members of the executive management do not participate in the Board of Directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

### **Deviation from the guidelines**

The Board of Directors may temporarily resolve to deviate from the guidelines, in whole or in part, if in a specific case there is special cause for the deviation and a deviation is necessary to serve the company's long-term interests, including its sustainability, or to ensure the company's financial viability.

### **Description of material changes of the guidelines and how the views of shareholders' have been taken into consideration**

The current guidelines for remuneration to senior executives were adopted on a General Meeting held



May 25, 2023. These guidelines, which are proposed for the 2026 Annual General Meeting, correspond largely with the guidelines resolved upon by the General Meeting held May 25, 2023, however, the description of the company's vision has been updated.

No comments or questions on the remuneration guidelines have emerged in connection with general meeting proceedings.

### **Resolution on long term incentive program (LTIP 2026) (item 18)**

The Board of Directors of Rugvista Group AB (publ) ("**Rugvista**" or the "**Company**") proposes that the Annual General Meeting on 21 May 2026 resolves on adoption of an employee stock option program ("**Employee Stock Option Program 2026**") for senior executives and other key persons in Rugvista (the "**Participants**"), in accordance with items (A) and (B) below.

The purpose of Employee Stock Option Program 2026 is to offer the Participants the opportunity to receive remuneration that is related to and dependent on the long-term value growth for Rugvista's shareholders that the Participants help to create. The Board of Directors believes that it is to the benefit of the Company and its shareholders that the Participants, in this way, are given a personal ownership interest in the Company. The structure of the program, with a minimum vesting period of three years for the employee stock options, is considered to contribute to the achievement of the Company's long-term business plan, strategy and financial targets.

In order to implement Employee Stock Option Program 2026, the Board of Directors proposes that the Annual General Meeting resolves on a directed issue of warrants and transfer of warrants to the Participants in accordance with item (B) below.

#### **A. The Board of Directors' proposal for resolution on adoption of Employee Stock Option Program 2026**

The Board of Directors proposes that the Annual General Meeting resolves to implement Employee Stock Option Program 2026 mainly on the following terms:

1. The Employee Stock Option Program 2026 shall comprise no more than 234,601 employee stock options.
2. Each employee stock option entitles the holder to acquire one (1) warrant free of charge, which entitles to subscription of one (1) share in the Company at a subscription price corresponding to 135 percent of the volume-weighted average price of the Company's share on Nasdaq First North Premier Growth Market during the period from and including 22 May 2026 up to and including the day falling 30 calendar days thereafter, however, not less than the quota value of the share (the "**Exercise Price**").
3. The Exercise Price, as well as the number of shares to which each employee stock option entitles to subscription, may be subject to recalculation in the event of a bonus issue, share split, rights issue and similar actions, in which case the recalculation terms in the complete terms and conditions of warrants of series 2026/2029 shall apply. Furthermore, recalculation may take place when subscribing for shares through a so-called net strike formula (cashless exercise). Net strike means that when exercising the warrant, the holder pays a reduced subscription price (corresponding to the quota value) for the subscription of shares, in exchange for receiving a reduced number of shares (corresponding to the net value of the warrant after deduction of the previous subscription price). When subscribing through cashless exercise, the dilution effect for existing shareholders is reduced, as is the capital contribution to the Company.
4. Participants in Employee Stock Option Program 2026 shall be offered a maximum number of employee stock options which, at the time of allotment of the employee stock options, corresponds to a total value of:





RUGVISTA

- a. SEK 1,320,000 for the CEO (one person);
  - b. SEK 100,000 for other senior executives (four persons);
  - c. SEK 100,000 for other key persons (four persons); and
  - d. SEK 100,000 for new employees under category (b) above who were hired no later than 22 November 2026 (three persons).
5. No more than 22,371 employee stock options in total may be allotted to persons under (d) above. For such persons, the Board shall have the right to apply adjusted, corresponding periods and dates for, inter alia, notification of participation in the program and allotment of employee stock options. The reason why such persons may be allotted warrants at such time that the Vesting Period may be less than three (3) years is that the Board of Directors considers it essential that such new employees, for the reasons that apply to the program in general, are also given the opportunity to participate in a value growth in the Company's share already at the beginning of their employment.
  6. The allotment of employee stock options to Participants shall take place no later than 8 June 2026. The Board of Directors is entitled to postpone the allotment date if Participants are prevented from being allotted employee stock options due to applicable rules on insider trading or similar.
  7. The allotted employee stock options are vested during a period commencing on the date on which the Participant enters into the agreement on employee stock options and ending on 1 August 2029 (the "**Vesting Period**"). Subject to the restrictions below, the exercise of employee stock options requires that the Participant is employed by the Company throughout the entire Vesting Period. If the Participant's employment with the Company is terminated by: (i) termination by the Participant himself or herself; or (ii) termination by the Company in the event of objective grounds for termination for personal reasons or after summary dismissal, before the employee stock options have been vested as set out above, all employee stock options will lapse. If the Participant's employment with the Company is terminated for reasons other than those stated above, the Participant shall have the right to retain the number of employee stock options already vested, *pro rata* to the portion of the Vesting Period that has elapsed at the time of termination of employment, whereupon the remaining employee stock options will lapse. The Board of Directors shall, however, have the right to resolve that a Participant shall be entitled to retain the number of employee stock options already vested as described above, despite the fact that the Participant's employment with the Company has been terminated for the reasons set out above. No performance conditions are set for the exercise of employee stock options, as the Board of Directors considers that the terms of the program otherwise create strong incentives for Participants to contribute to the development of the Company's position and promote long-term sustainable decisions in order to achieve results in line with the Company's vision and overall strategy.
  8. The employee stock options shall not constitute securities and shall not be transferable or pledgeable.
  9. The employee stock options shall be allotted free of charge.
  10. Participants may exercise allotted and vested employee stock options from and including 1 August 2029 (however, no earlier than the date after the publication of the Company's interim report for the second quarter of 2029) up to and including the date that falls three (3) months thereafter. The period during which the option rights may be exercised may be extended if Participants are prevented from exercising their option rights due to applicable rules on insider trading or similar.



11. Participation in Employee Stock Option Program 2026 is conditional upon such participation being permitted, and the Company deeming such participation feasible at reasonable administrative and financial costs.
12. The employee stock options shall be governed by a separate agreement with the Participant. The Board of Directors shall be responsible for the detailed design and handling of Employee Stock Option Program 2026 within the terms and guidelines set out above. In extraordinary circumstances, the Board of Directors shall have the right to limit the scope of or prematurely terminate Employee Stock Option Program 2026, in whole or in part.

**B. The Board of Directors' proposal for resolution on a directed issue of warrants and approval of transfer of warrants**

In order to enable delivery of shares to the Participants, the Board of Directors proposes that the Annual General Meeting resolves on a directed issue of no more than of 234,601 warrants of series 2026/2029, and to approve that the Company may transfer 234 601 warrants of series 2026/2029 to the Participants free of charge.

1. The number of warrants amounts to no more than 234,601.
2. The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, only be granted to the Company, with the right and obligation for the Company to, on one or several occasions, transfer the warrants free of charge to the Participants.
3. The reason for the deviation from the shareholders' preferential rights is that the warrants shall ensure the delivery of shares within the framework of Employee Stock Option Program 2026.
4. The warrants are issued free of charge.
5. Subscription of the warrants shall be made on a separate subscription list no later than 8 June 2026. The Board of Directors shall have the right to extend the subscription period. Oversubscription cannot take place.
6. Subscription of shares by support of the warrants may take place during the period from and including 1 August 2029 (however, no earlier than the date after the publication of the Company's interim report for the second quarter of 2029) up to and including the date that falls four (4) months thereafter. The period during which the option rights may be exercised may be extended if Participants are prevented from exercising their option rights due to applicable rules on insider trading or similar.
7. Each (1) warrant entitles to subscription of one (1) share in the Company.
8. The subscription price per share upon subscription of new shares shall correspond to 135 percent of the volume-weighted average price of the Company's share on Nasdaq First North Premier Growth Market during the period from and including 22 May 2026 up to and including the date falling 30 calendar days thereafter, however, not less than the quota value of the share. The part of the subscription price that exceeds the quota value shall be added to the non-restricted premium reserve.
9. In the event that all warrants are subscribed for and exercised for subscription of shares, the share capital may increase by no more than SEK 11,730.05.
10. The new shares issued after subscription by support of the warrants shall entitle to dividend for the first time on the record date for dividends that occurs closest after the subscription has been effected.



RUGVISTA

11. The warrants may be subject to recalculation in accordance with customary recalculation principles due to, inter alia, bonus issue, reverse share split or share split, rights issue or similar actions. Furthermore, recalculation may take place when subscribing for shares through a so-called net strike formula.

The CEO, or the person appointed by the CEO, shall have the right to make minor adjustments which may prove necessary in connection with registration with the Swedish Companies Registration Office.

The warrants shall otherwise be subject to the terms set out in the complete terms and conditions for the warrants, which are available on the Company's website. As set out in the complete terms and conditions, the subscription price, as well as the number of shares that each warrant entitles to subscription of, may be subject to recalculation in the event of a bonus issue, new issue and under some other circumstances. Furthermore, recalculation may take place when subscribing for shares through a so-called net strike formula.

### **Dilution, existing incentive programs and effect on key figures**

Assuming that all 234,601 warrants in Employee Stock Option Program 2026 are exercised for subscription of new shares, the Company's share capital will increase by a maximum of SEK 11,730.05, resulting in a maximum dilution effect equivalent to approximately 1.12 percent. The Company has an ongoing incentive program: LTIP 2023. Under LTIP 2023, a total of 25,000 warrants have been allotted and transferred to participants, where each warrant entitles to subscription of 1.05 shares, corresponding to a maximum dilution effect of approximately 0.13 percent. In the event that the Annual General Meeting resolves on the proposed dividend, each warrant under LTIP 2023 preliminarily entitles to subscription of 1.13 shares, corresponding to a maximum dilution effect of approximately 0.14 percent. In total, LTIP 2023 and the Employee Stock Option Program 2026 have a maximum aggregated dilution effect of approximately 1.24 percent, considering the in total 25,000 allotted and outstanding warrants under LTIP 2023 before recalculation due to dividends. In the event that the Annual General Meeting resolves on the proposed dividend, LTIP 2023 and Employee Stock Option Program 2026 will have a maximum aggregated dilution effect of approximately 1.25 percent, considering the in total 25,000 allotted and outstanding warrants under LTIP 2023.

The above is subject to re-calculations of the warrants in accordance with the customary re-calculation terms stated in the full terms and conditions. In the event of subscription through net strike, the number of shares subscribed will be reduced further, which reduces the dilution effect for existing shareholders. All dilution effects have been calculated as the number of additional shares in each program in relation to the number of existing and additional shares in each program.

Employee Stock Option Program 2026 is expected to have a marginal effect on the Company's key figures.

### **Costs**

Employee Stock Option Program 2026 will be reported in accordance with IFRS 2, which means that the employee stock options will be expensed as non-cash personnel costs over the Vesting Period. Costs related to the employee stock options are estimated to amount to SEK 2,420,000, excluding social contributions, accounted in accordance with IFRS 2 based on the following assumptions: (i) that 234,601 employee stock options are allotted, and (ii) that the volume-weighted average share price at the beginning of the Employee Stock Option Program 2026 is SEK 63 per share. Based on the same assumptions as above, and subject to social contributions of 31.42 percent, and a share price increase of 50 percent from the start of Employee Stock Option Program 2026 until the employee stock options are exercised, the costs for social contributions are estimated to amount to SEK 696,575. The total cost for the Employee Stock Option Program 2026 in accordance with IFRS 2, including social security costs, is therefore estimated at SEK 3,116,575. Based on the same assumptions as above and a term of the employee stock options of 3.4 years, the estimated yearly cost amounts to a total of SEK 916,529. The total dilution effect for the Employee Stock Option Program 2026, based on the same assumptions as above and full subscription through net strike, is estimated to 0.11 percent.



RUGVISTA

## Preparation of the proposal

The proposal for Employee Stock Option Program 2026 has been prepared by the Company's Board of Directors in consultation with external advisors.

## Majority requirement

The Board of Directors' proposals for resolution on adoption of Employee Stock Option Program 2026 under items (A) and (B) constitute a joint proposal and shall be made as one resolution. Resolution in accordance with the above is valid only when supported by shareholders representing no less than nine tenths (9/10) of both the votes cast and the shares represented at the Annual General Meeting.

## Available documentation

The complete proposals of the Nomination Committee with respect to items 2 and 10-16, as well as its motivated statement, are available on the company's website, [www.rugvistagroup.com/agm/agm-2026/](http://www.rugvistagroup.com/agm/agm-2026/).

The annual report and the auditor's report, the consolidated annual report and the consolidated auditor's report, the Board of Directors' motivated statement in connection with the proposed dividend, the Board of Directors' remuneration report, the full proposals from the Board of Directors for resolutions under items 17 and 18 as well as the auditor's statement regarding the guidelines for remuneration to senior executives will be available at the company and on the company's website, [www.rugvistagroup.com/agm/agm-2026/](http://www.rugvistagroup.com/agm/agm-2026/), three weeks before the Annual General Meeting, at the latest. The documents will be sent to shareholders who request it and inform the company of their postal address.

## Shareholders' right to receive information

The Board of Directors and the CEO shall, if any shareholder requests it and the Board of Directors believes that it can be done without material harm to the company, at the Annual General Meeting provide information regarding circumstances that may affect the assessment of an item on the agenda, circumstances that can affect the assessment of the company's or any subsidiaries' financial situation and information regarding the company's relation to any other group company.

## Number of shares and votes in the company

At the time of this notice, the total number of shares in the company amounts to 20,785,140. The company's shares are of the same class and the total number of votes in the company amounts to 20,785,140.

## Processing of personal data

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).

If you have questions regarding our processing of your personal data, you can contact us by emailing [dataprotection@rugvista.com](mailto:dataprotection@rugvista.com). Rugvista Group AB has company registration number 559037-7882 and the Board's registered office is in Malmö.

---

Malmö in April 2026

The Board of Directors of Rugvista Group AB (publ)

Rugvista Group AB (publ)  
Lodgatan 11, 211 24 Malmö, Sweden  
Org. nr: 559037-7882

[investorrelations@rugvistagroup.com](mailto:investorrelations@rugvistagroup.com)  
[www.rugvistagroup.com](http://www.rugvistagroup.com)



*This information was submitted for publication on 15 April 2026 at 08:30 CET.*

## Contact information

**Ebba Ljungerud**, CEO

**Joakim Tuvner**, CFO

[InvestorRelations@rugvistagroup.com](mailto:InvestorRelations@rugvistagroup.com)

## Certified advisor

FNCA Sweden AB

## About Rugvista

Rugvista is one of Europe's leading "direct-to-consumer" e-commerce players and markets carpets and rugs through its own web-shops available in 20 different languages using the brands Rugvista and CarpetVista. The company was founded in 2005 and offers a wide and relevant selection of high-quality design- and traditional carpets and rugs at attractive prices. Rugvista offers its EU-based customers free deliveries and returns free of charge.

The Rugvista Group AB (publ) share is traded on Nasdaq First North Premier Growth Market under the ticker symbol "RUG" and the company has its headquarters in Malmö, Sweden.