

# GENOVA

## NOTICE OF ANNUAL GENERAL MEETING

The shareholders of Genova Property Group AB (publ), reg. no. 556864-8116, are hereby given notice of the Annual General Meeting to be held on Wednesday 6 May 2026 at 10.00 a.m. (CEST) at Gernandt & Danielsson Advokatbyrå KB, Hamngatan 2, SE-111 47 Stockholm, Sweden.

The Board has decided, pursuant to Chapter 7, Section 4 a of the Swedish Companies Act (2005:551) and Article 11.7 of the company's Articles of Association, that shareholders may exercise their voting rights at the Annual General Meeting also by postal voting. Shareholders may therefore choose to exercise their voting rights at the Annual General Meeting in person, through proxy or through postal voting.

## EXERCISE OF VOTING RIGHTS AT THE ANNUAL GENERAL MEETING

Shareholders who wish to exercise their voting rights at the Annual General Meeting must:

- be recorded in the share register maintained by Euroclear Sweden AB on Monday 27 April 2026, and
- notify the company of their intention to attend the Annual General Meeting no later than Wednesday 29 April 2026, according to the instructions under the heading "Notification of attendance in person or by proxy" below, or by submitting their postal vote in accordance with the instructions under the heading "Instructions for postal voting" below no later than Wednesday 29 April 2026.

## SHAREHOLDERS WITH NOMINEE-REGISTERED SHARES

Shareholders whose shares are registered in the name of a nominee must, in addition to giving notice of their attendance, request that the shares are registered in Euroclear Sweden AB's share register in order to participate in the Annual General Meeting (voting rights registration) so that the shareholder is registered in Euroclear Sweden AB's share register on Wednesday 29 April 2026. Please note that this procedure also applies with respect to shares held in a bank's shareholder deposit account and certain investment saving accounts (ISK). Registration referred to above may be temporary.

## NOTIFICATION OF ATTENDANCE IN PERSON OR BY PROXY

Notification of attendance is given in writing to Computershare AB, "Genova's AGM", P.O. Box 149, SE-182 12 Danderyd, Sweden. A complete form must be received by Computershare AB no later than Wednesday 29 April 2026. Notification can also be submitted by e-mail to [proxy@computershare.se](mailto:proxy@computershare.se). Shareholders who are natural persons and proxies may also give notification electronically on the company's website, [www.genova.se](http://www.genova.se) or by telephone +46 (0) 771-24 64 00. The notification shall state name, personal or corporate identity number and registered shareholding.

Shareholders not attending the Annual General Meeting in person may exercise their rights at the Annual General Meeting through proxy holding a written, signed and dated power of attorney. Power of attorney forms are available on the company's website, [www.genova.se](http://www.genova.se). The power of attorney form can also be obtained from the company. A power of attorney issued by a legal entity must be accompanied by a copy of the certificate of registration or corresponding document of authority for the legal entity. In order to facilitate admission at the Annual General Meeting, power of attorneys, certificates of registration and other authorisation documents should be submitted to the company at Computershare AB, "Genova's AGM", P.O. Box 149, SE-182 12 Danderyd, Sweden, well in advance of the Annual General Meeting and by Wednesday 29 April 2026 at the latest.

## INSTRUCTIONS FOR POSTAL VOTING

Shareholders who wish to exercise their voting rights by postal voting shall use the postal voting form and follow the instructions available at the company's website, [www.genova.se](http://www.genova.se), and at the company's office, Smålandsgatan 12, SE-111 46 Stockholm, Sweden. A complete and signed postal voting form

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should be sent by post to Computershare AB, "Genova's AGM", P.O. Box 149, SE-182 12 Danderyd, Sweden. The completed form must be received by Computershare AB no later than Wednesday 29 April 2026. The completed and signed postal voting form may also be submitted electronically to [proxy@computershare.se](mailto:proxy@computershare.se). Shareholders may also cast their postal votes electronically through verification with BankID via the company's website, [www.genova.se](http://www.genova.se). If a shareholder casts a postal vote by proxy, a written and dated power of attorney shall be enclosed with the postal voting form. Power of attorney forms are sent upon request and are also available on the company's website, [www.genova.se](http://www.genova.se). If the shareholder is a legal entity, a certificate of registration or other authorisation document must be enclosed with the postal voting form.

The shareholder may not include special instructions or conditions in the postal vote. In such case, the postal vote will be considered invalid. Further instructions and conditions can be found in the postal voting form.

Anyone wishing to withdraw their postal vote and instead exercise their voting rights at the Annual General Meeting in person or through proxy must notify the Annual General Meeting's secretariat before the Annual General Meeting is opened.

## ADVISORS

Shareholders may be accompanied by one or two advisors at the Annual General Meeting, provided that the shareholder has notified the company in connection with the shareholder's notification to the Annual General Meeting in the manner stated above.

## PROCESSING OF PERSONAL DATA

For information on how personal data is processed in connection with the Annual General Meeting, refer to Euroclear Sweden AB's and Computershare AB's respective privacy policies available on their respective websites, <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf> respectively <https://www.computershare.com/se/gm-gdpr#English>.

## PROPOSED AGENDA

1. Opening of the meeting
2. Election of the Chairman of the meeting
3. Election of one or two persons to verify the minutes
4. Preparation and approval of the voting register
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 for the financial year 2025
8. Resolution on:
  - a. Adoption of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet for the financial year 2025
  - b. Disposition of the company's profit or loss according to the adopted balance sheet
  - c. Discharge from liability for the Board members and the Chief Executive Officer for the period covered by the accounts
9. Determination of Board remuneration and auditor fees
10. Election of Board members, Chairman of the Board and auditor
11. Resolution on the approval of the remuneration report
12. Resolution on authorisation for the Board to resolve on new issue of ordinary shares, warrants and convertibles
13. Resolution on authorisation for the Board to resolve on repurchase of own ordinary shares
14. Resolution on authorisation for the Board to resolve on transfer of own ordinary shares
15. Closing of the meeting

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## PROPOSED RESOLUTIONS

### **Proposal in respect of election of the Chairman of the meeting (item 2)**

The Nomination Committee proposes that the Chairman of the Board, Mikael Borg, is elected Chairman of the Annual General Meeting 2026.

### **Preparation and approval of the voting register (item 4)**

The Board proposes that the register of shares represented at the Annual General Meeting and postal votes received by the company is approved as voting register for the Annual General Meeting.

### **Proposal in respect of disposition of the company's profit or loss according to the adopted balance sheet (item 8.b)**

The Board of Directors proposes a dividend of SEK 0.92 per share, to be paid in four instalments of SEK 0.23 per share on each occasion, and that Friday 8 May 2026, Monday 10 August 2026, Monday 9 November 2026, and Monday 8 February 2027 shall be the record dates for the dividend.

If the Annual General Meeting resolves in accordance with the Board of Directors' proposal, the dividend is expected to be paid on Wednesday 13 May 2026, Thursday 13 August 2026, Thursday 12 November 2026, and Thursday 11 February 2027 through Euroclear Sweden AB.

The Board of Directors further proposes that the Annual General Meeting resolves that the new ordinary shares that may be issued pursuant to the Annual General Meeting's authorisation under item 12 shall carry the right to dividends as from the date on which they have been entered in the share register maintained by Euroclear Sweden AB. The same shall apply to ordinary shares that may be subscribed for through the exercise of warrants and ordinary shares into which convertibles may be converted in accordance with the authorisation. In the event of a maximum utilisation of the authorisation, a dividend for additional ordinary shares of a maximum of SEK 8,643,515 may be distributed.

### **Proposal in respect of determination of Board remuneration and auditor fees (item 9)**

The Nomination Committee proposes that the total remuneration paid to the Board members, including remuneration to the members of the Committees, shall be SEK 2,755,000 (SEK 2,970,000), distributed in accordance with the following:

- SEK 575,000 (SEK 550,000) is paid to the Chairman of the Board,
- SEK 300,000 (SEK 290,000) is paid to each other Board member elected by the Annual General Meeting,
- SEK 200,000 (SEK 200,000) is paid to the Chairman of the Audit Committee,
- SEK 175,000 (SEK 175,000) is paid to each other member of the Audit Committee,
- SEK 50,000 (SEK 50,000) is paid to the Chairman of the Remuneration Committee, and
- SEK 40,000 (SEK 40,000) is paid to each other member of the Remuneration Committee.

The Nomination Committee proposes that the auditor's fees shall be paid as per approved account.

### **Proposal in respect of election of Board members, Chairman of the Board and auditor (item 10)**

The Nomination Committee proposes that the Board of Directors, elected by the Annual General Meeting, shall consist of six ordinary members without deputies.

The Nomination Committee proposes re-election of Mikael Borg as Chairman of the Board. The Nomination Committee proposes re-election of Mikael Borg (Board member since 2019), Micael Bile (Board member since 2014), Andreas Eneskjöld (Board member since 2014), Erika Olsén (Board member since 2017), Karin Larsson (Board member since 2025), and Mattias Björk (Board member

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since 2025) as ordinary Board members until the close of the next Annual General Meeting. Maria Rankka (Board member since 2019) has declined re-election.

Information about the proposed Board members is available on the company's website, [www.genova.se](http://www.genova.se).

The Nomination Committee proposes that the company shall have one auditor without deputy auditors. The Nomination Committee proposes re-election of Ernst & Young Aktiebolag until the close of the next Annual General Meeting. Ernst & Young Aktiebolag has declared that Oskar Wall intends to continue as the auditor in charge.

The Nomination Committee proposes no changes of the principles of the Nomination Committee's composition or of the instructions to the Nomination Committee and, accordingly, proposes that the instructions to the Nomination Committee shall be the same as for the preceding year.

The instructions to the Nomination Committee adopted by the Annual General Meeting 2020 are available on the company's website, [www.genova.se](http://www.genova.se).

## **Proposal in respect of resolution on the approval of the remuneration report (item 11)**

The Board's remuneration report for 2025 (the "**Remuneration Report**") provides an outline of how the remuneration guidelines for senior executives adopted by the Annual General Meeting on 3 May 2023 have been applied during 2025. The Remuneration Report also provides details on the remuneration of the company's Chief Executive Officer. The Remuneration Report has been prepared in compliance with Chapter 8, Sections 53 a – 53 b of the Swedish Companies Act (2005:551) and the Rules on Remuneration of the Board and Executive Management and on Incentive Programmes issued by the Stock Market Self-Regulation Committee (Sw. *Aktiemarknadens Självregleringskommitté*). No derogations from the procedure for implementation of the remuneration guidelines for senior executives and no derogations from the application of the remuneration guidelines for senior executives were made in 2025. The Remuneration Report is available on the company's website, [www.genova.se](http://www.genova.se).

The Board proposes that the Annual General Meeting approves the Remuneration Report.

## **Proposal in respect of resolution on authorisation for the Board to resolve on new issue of ordinary shares, warrants and convertibles (item 12)**

The Board proposes that the Annual General Meeting resolves to authorise the Board to, up until the next Annual General Meeting, on one or several occasions, and with or without preferential rights for the shareholders, resolve on a new issue of ordinary shares or warrants or convertibles attributable to such shares. The new issue of shares, warrants or convertibles in accordance with the authorisation is to be paid in cash, in kind or by way of set-off. The Board's authorisation shall be limited in that the total number of ordinary shares, the number of ordinary shares to which convertibles may be converted into and the number of ordinary shares that may be subscribed for by way of exercise of warrants issued under the authorisation is limited to a maximum of twenty (20) percent of the total number of ordinary shares in the company at the time of the first new issue resolution (where, for the avoidance of doubt, ordinary shares issued based on this authorisation shall not be included in the calculation of the number of ordinary shares in the company at the time of the resolution of a new share issue).

The reason for the authorisation and the reason for the possible deviation from the shareholders' preferential rights in connection with a new share issues is, where applicable, to (i) enable payment with own shares in connection with acquisitions of companies, businesses or real property, or (ii) offer shares to investors in connection with capital raising and/or broadening the shareholder base.

The new share issues shall be made on a marketable subscription price, taking into account any discount on market terms where applicable. If the Board finds it appropriate to facilitate delivery of shares in connection with raising of capital and/or broadening the shareholder base, the new shares may be subscribed for by a bank or a securities company at a subscription price corresponding to the quota value, provided that a commitment of contribution to the company of a value corresponding to the

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difference between a marketable subscription price with a possible deduction for marketable discount and the newly issued shares' quota value has been obtained.

## *Majority requirement*

The resolution is valid only where supported by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the meeting.

## *Authorisation*

The Board shall be authorised to make any minor adjustments in the Annual General Meeting's resolution that may be required in connection with registration of the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

## **Proposal in respect of resolution on authorisation for the Board to resolve on repurchase of own ordinary shares (item 13)**

The Board proposes that the Annual General Meeting resolves to authorise the Board to resolve on repurchase of own ordinary shares on the following terms and conditions.

The Board may exercise the authorisation on one or several occasions until the next Annual General Meeting.

Repurchase may be done of so many ordinary shares that the company's holding of own ordinary shares, following the purchase, amounts to a maximum of ten (10) percent of all shares in the company. Repurchase of own ordinary shares shall be made on Nasdaq Stockholm. Repurchase of own ordinary shares shall be made in accordance with the price limitations set out in the Nasdaq Nordic Main Market Rulebook for Issuers of Shares, which provides, among other things, that shares may not be purchased at a price higher than the higher of the price of the last independent trade and the highest current independent purchase bid on Nasdaq Stockholm. Repurchase of own ordinary shares may not be made at a price lower than the lowest price at which an independent acquisition can be made. Payment for acquired ordinary shares shall be made in cash.

The rationale for the authorisation is to enable the Board to customize and improve the company's capital structure and thereby create additional shareholder value and/or to enable the use of repurchased own ordinary shares as consideration for, or as financing of, acquisitions of companies, businesses or real property (including payment of any earn-out).

The Board shall have the right to decide on other terms and conditions for the repurchase of own ordinary shares in accordance with the authorisation.

## *Majority requirement*

The resolution is valid only where supported by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the meeting.

## *Authorisation*

The Board shall be authorised to make any minor adjustments in the Annual General Meeting's resolution that may be required in connection with registration of the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

## **Proposal in respect of resolution on authorisation for the Board to resolve on transfer of own ordinary shares (item 14)**

The Board proposes that the Annual General Meeting resolves to authorise the Board to resolve on transfer of own ordinary shares on the following terms and conditions.

The Board may exercise the authorisation on one or several occasions until the next Annual General Meeting.

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Transfer may be made of own ordinary shares that the company holds at the time of the Board's decision. Transfers of own ordinary shares may be made on Nasdaq Stockholm and in other ways than on Nasdaq Stockholm. Transfer of own ordinary shares on Nasdaq Stockholm shall be made at a price per ordinary share within the prevailing price interval for the ordinary shares on Nasdaq Stockholm. Transfer of own ordinary shares in other ways than on Nasdaq Stockholm may be made with deviation from the shareholders' preferential right at a price per ordinary share which is not less than on market terms. Thus, a marketable discount in relation to the ordinary share's market price may be applied. Payment for ordinary shares transferred in any other way than on Nasdaq Stockholm may be made in cash, in kind or by way of set-off.

The rationale for a possible deviation from the shareholders' preferential rights in the event of transfer of own ordinary shares in any other way than on Nasdaq Stockholm is to enable the use of own ordinary shares as consideration for, or as financing of, acquisitions of companies, businesses or real property (including payment of any earn-out).

The Board shall have the right to decide on other terms and conditions for the transfer of own ordinary shares in accordance with the authorisation.

### *Majority requirement*

The resolution is valid only where supported by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the meeting.

### *Authorisation*

The Board shall be authorised to make any minor adjustments in the Annual General Meeting's resolution that may be required in connection with registration of the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

## **OTHER**

### **Shareholders' right to request information**

Pursuant to Chapter 7, Section 32 of the Swedish Companies Act, the company's Board and Chief Executive Officer shall, if requested by any shareholder, and if the Board considers that it can take place without significant harm to the company, provide information at the Annual General Meeting in respect of circumstances which may affect the assessment of an item on the agenda, as well as the company's or a group company's financial position and the company's relationship to other group companies.

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

The total amount of shares in the company at the time of issue of this notice is 46,975,629, corresponding to a total of 46,975,629 votes. The company holds 529,326 own shares as of 31 March 2026.

### **Documents**

The accounts and auditor's report, the complete proposals and other documents that shall be made available prior to the Annual General Meeting pursuant to the Swedish Companies Act or the Swedish Corporate Governance Code will be made available at the company and on the company's website, [www.genova.se](http://www.genova.se), on Wednesday 15 April 2026 at the latest, and will also be sent free of charge to shareholders who so request from the Company and state their postal address. All documents referred to above will be presented at the Annual General Meeting.

The general meeting register of shareholders will also be made available at the company.

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Stockholm in March 2026  
Genova Property Group AB (publ)  
The Board