

Protokoll fört vid årsstämma i
Genova Property Group AB
(publ), org.nr 556864-8116, den
6 maj 2026, kl. 10.00 – 10.21 i
Stockholm.

*Minutes kept at the annual general
meeting in Genova Property Group
AB (publ), reg. no. 556864-8116,
held on 6 May 2026, at 10.00 – 10.21
a.m. in Stockholm.*

§ 1 Öppnande av stämman / Opening of the meeting

Stämman öppnades av styrelsens ordförande Mikael Borg.

The meeting was declared opened by the Chairman of the Board Mikael Borg.

§ 2 Val av ordförande vid stämman / Election of the Chairman of the meeting

Beslutades att välja styrelsens ordförande Mikael Borg till ordförande vid stämman.

The Chairman of the Board Mikael Borg was elected chairman of the meeting.

Ordföranden meddelade att biträdande jurist Erik Schwartz för dagens protokoll.

The chairman informed that the associate Erik Schwartz will keep the minutes of the meeting.

Det antecknades att aktieägare har kunnat utöva sin rösträtt vid stämman genom poströstning i enlighet med 7 kap. 4 a § aktiebolagslagen och § 11.7 i bolagets bolagsordning.

It was noted that the shareholders have been able to exercise their voting rights at the meeting by post pursuant to Chapter 7, Section 4 a of the Swedish Companies Act and Article 11.7 of the company's Articles of Association.

Kallelsen bifogas som bilaga 1.

The notice of the annual general meeting is attached as appendix 1.

Det formulär för poströstning som använts bifogas som bilaga 2.

The form for postal voting is attached as appendix 2.

§ 3 Val av en eller två justeringsmän / Election of one or two persons to verify the minutes

Utsågs Johan Henriks, företrädare för aktieägaren Länsförsäkringar Fondförvaltning AB (publ), att jämte ordföranden justera protokollet.

Johan Henriks, representing the shareholder Länsförsäkringar Fondförvaltning AB (publ), was elected to verify the minutes together with the chairman.

§ 4 Upprättande och godkännande av röstlängd / Preparation and approval of the voting register

Godkändes bifogad förteckning över närvarande aktieägare, varvid aktieägare som utövat sin rösträtt vid stämman genom poströstning registrerats som närvarande, bilaga 3, att gälla som röstlängd vid stämman.

The attached list of present shareholders, whereby shareholders having exercised their voting rights by post have been registered as present, appendix 3, was approved as voting register at the meeting.

§ 5 Prövning av om stämman blivit behörigen sammankallad / Determination of whether the meeting has been duly convened

Det konstaterades att kallelse till bolagsstämman varit publicerad på bolagets webbplats sedan den 31 mars 2026 och infördes i Post- och Inrikes Tidningar den 7 april 2026 samt att information om att kallelse skett annonserats i Svenska Dagbladet den 7 april 2026. Konstaterades därför att stämman var i behörig ordning sammankallad.

It was noted that the notice of the meeting has been published on the company's website since 31 March 2026 and was published in the Swedish Official Gazette on 7 April 2026 and that information of the notice of the meeting was published in Svenska Dagbladet on 7 April 2026. The meeting was declared duly convened.

§ 6 Godkännande av dagordningen / Approval of the agenda

Beslutades att godkänna den i kallelsen intagna dagordningen.

The agenda included in the notice of the annual general meeting was approved.

§ 7 Framläggande av årsredovisningen och revisionsberättelsen för räkenskapsåret 2025 / Presentation of the annual report and the auditor's report for the financial year 2025

Framlades årsredovisningen och revisionsberättelsen samt koncernredovisningen och koncernrevisionsberättelsen för räkenskapsåret 2025.

The annual report and auditor's report as well as the consolidated annual report and the consolidated auditor's report for the financial year 2025 were presented.

Verkställande direktören, Michael Moschewitz, höll anförande.
The Chief Executive Officer, Michael Moschewitz, held a presentation.

Bolagets huvudansvarige revisor, Oskar Wall, föredrog revisionsberättelsen.
The company's auditor-in-charge, Oskar Wall, gave a presentation on the auditor's report.

§ 8 a) Beslut om fastställande av resultaträkningen och balansräkningen samt koncernresultaträkningen och koncernbalansräkningen för räkenskapsåret 2025 / Resolution on adoption of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet for the financial year 2025

Beslutades att fastställa resultat- och balansräkningen samt koncernresultaträkningen och koncernbalansräkningen för räkenskapsåret 2025.
It was resolved to adopt the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet for the financial year 2025.

§ 8 b) Beslut om dispositioner beträffande bolagets resultat enligt fastställd balansräkning / Resolution on disposition of the company's profit or loss according to the adopted balance sheet

Beslutades om utdelning i enlighet med styrelsens förslag, som intaget i kallelsen, bilaga 1.
It was resolved on a dividend in accordance with the Board's proposal, included in the notice of the annual general meeting, appendix 1.

§ 8 c) Beslut om ansvarsfrihet åt styrelseledamöter och verkställande direktör för den tid redovisningen omfattar / Resolution on discharge from liability for the Board members and the Chief Executive Officer for the period covered by the accounts

Noterades att revisorn i revisionsberättelsen tillstyrkt ansvarsfrihet för styrelsens ledamöter och verkställande direktör för förvaltningen under räkenskapsåret 2025.
It was noted that the auditor in the auditor's report had recommended the annual general meeting to discharge the Board members and the Chief Executive Officer from liability for the financial year 2025.

Beslutades att bevilja styrelsens ledamöter och den verkställande direktören ansvarsfrihet för förvaltningen under räkenskapsåret 2025.
It was resolved to grant the Board members and the Chief Executive Officer discharge from liability for the financial year 2025.

Det antecknades att styrelsens ledamöter och den verkställande direktören inte deltog i besluten avseende den egna ansvarsfriheten.

It was noted that the Board members and the Chief Executive Officer did not participate in the resolution to grant discharge from liability in respect of themselves.

§ 9 Fastställande av arvoden till styrelsen och revisor / *Determination of Board remuneration and auditor fees*

Beslutades i enlighet med valberedningens förslag, som intaget i kallelsen, bilaga 1, om styrelsearvode om 575 000 kronor (föregående år 550 000 kronor) till styrelsens ordförande och om 300 000 kronor (föregående år 290 000 kronor) till vardera ledamot. Årsstämman beslutade vidare, i enlighet med valberedningens förslag, att oförändrat arvode till ordföranden i styrelsens revisionsutskott ska utgå med 200 000 kronor och med 175 000 kronor till vardera ledamot samt om oförändrat arvode om 50 000 kronor till ordföranden i styrelsens ersättningsutskott och om 40 000 kronor till vardera ledamot.

It was resolved, in accordance with the nomination committee's proposal, as included in the notice of the annual general meeting, appendix 1, on remuneration to the Board members of SEK 575,000 (previous year SEK 550,000) to the Chairman of the Board and SEK 300,000 (previous year SEK 290,000) to each of the Board members. Further, the annual general meeting resolved, in accordance with the nomination committee's proposal, on unchanged remuneration of SEK 200,000 to the Chairman of the Board's audit committee and SEK 175,000 to each member and on unchanged remuneration of SEK 50,000 to the Chairman of the Board's remuneration committee and SEK 40,000 to each member.

Beslutades att arvode till revisor ska utgå enligt godkänd räkning.

It was resolved that remuneration to the auditor shall be paid as per approved invoice.

§ 10 Val av styrelseledamöter, styrelseordförande och revisor / *Election of Board members, Chairman of the Board and auditor*

Beslutades i enlighet med valberedningens förslag, som intaget i kallelsen, bilaga 1, att styrelsen ska bestå av sex ledamöter utan suppleanter och att bolaget ska ha en revisor utan suppleant.

It was resolved, in accordance with the nomination committee's proposal, included in the notice of the annual general meeting, appendix 1, that the number of Board members shall be six without deputy members and that the company shall have one auditor without deputy auditor.

Beslutades vidare i enlighet med valberedningens förslag, som intaget i kallelsen, bilaga 1, om omval av styrelseledamöterna Mikael Borg, Micael Bile, Andreas Eneskjöld, Erika Olsén, Karin Larsson och Mattias Björk för perioden fram till

slutet av nästa årsstämma. Mikael Borg omvaldes som styrelseordförande för samma period.

It was further resolved, in accordance with the nomination committee's proposal, as included in the notice of the annual general meeting, appendix 1, to re-elect Mikael Borg, Micael Bile, Andreas Eneskjöld, Erika Olsén, Karin Larsson and Mattias Björk as Board members until the close of the next annual general meeting. Mikael Borg was re-elected as Chairman of the Board for the same period.

Beslutades vidare i enlighet med valberedningens förslag, som intaget i kallelsen, bilaga 1, att för perioden fram till slutet av nästa årsstämma omvälja det auktoriserade revisionsbolaget Ernst & Young Aktiebolag till revisor. Noterades att Ernst & Young Aktiebolag meddelat att auktoriserade revisorn Oskar Wall avser att fortsätta som huvudansvarig revisor.

It was further resolved, in accordance with the nomination committee's proposal, included in the notice of the annual general meeting, appendix 1, to re-elect the registered public accounting firm Ernst & Young Aktiebolag as auditor until the close of the next annual general meeting. It was noted that Ernst & Young Aktiebolag had informed that the authorised public accountant Oskar Wall intends to continue as auditor-in-charge.

§ 11 Beslut om godkännande av ersättningsrapport / Resolution on the approval of the remuneration report

Beslutades i enlighet med styrelsens förslag, som intaget i kallelsen, bilaga 1, att godkänna ersättningsrapporten för 2025, bilaga 4.

It was resolved, in accordance with the Board's proposal, as included in the notice of the annual general meeting, appendix 1, to approve the remuneration report for 2025, appendix 4.

§ 12 Beslut om bemyndigande för styrelsen att besluta om nyemission av stamaktier, teckningsoptioner och konvertibler / Resolution on authorisation for the Board to resolve on new issue of ordinary shares, warrants and convertibles

Beslutades i enlighet med styrelsens förslag, som intaget i kallelsen, bilaga 1, att bemyndiga styrelsen att, för tiden intill nästa årsstämma, vid ett eller flera tillfällen, och med eller utan företrädesrätt för aktieägarna, fatta beslut om nyemission av stamaktier eller teckningsoptioner eller konvertibler avseende sådana aktier motsvarande högst tjugo (20) procent av det sammanlagda antalet stamaktier i bolaget vid tidpunkten för det första emissionsbeslutet.

It was resolved, in accordance with the Board's proposal, as included in the notice of the annual general meeting, appendix 1, to authorise the Board to, up until the next annual general meeting, on one or several occasions, with or without preferential rights for the shareholders, resolve on new issue of ordinary shares or warrants or convertibles

attributable to such shares corresponding to not more than twenty (20) percent of the total number of ordinary shares in the company at the time of the first new issue resolution.

Antecknades att ordföranden meddelat att de instrument som kan utfärdas enligt bemyndigandet således uppgår till motsvarande högst 20 procent av det sammanlagda antalet stamaktier i bolaget, samt att syftet med bemyndigandet är att kunna utnyttja rådande möjligheter på fastighetsmarknaden för att förvärva fastigheter eller fastighetsbolag. Riktade kontanta nyemissioner i syfte att erbjuda aktier till investerare i samband med kapitalanskaffningar och/eller ägarspridningar kommer inte att överstiga 10 procent. Om en riktad kontant nyemission genomförs är avsikten att det kommer att ske genom ett så kallat ABB-förfarande där befintliga storägare och potentiella nya större ägare erbjuds att delta.

It was noted that the chairman had informed that the securities that may be issued pursuant to the authorisation consequently amount to not more than 20 percent of the total number of ordinary shares in the company and that the purpose of the authorisation is to be able to take advantage of current opportunities on the real property market to acquire real property or real property companies. Directed cash issues made in order to offer shares to investors in connection with capital raising and/or broadening the shareholder base will not exceed 10 percent. The intention is that any directed cash issue will be made through an accelerated bookbuilding procedure where current major owners and potential new larger owners will be offered to participate.

Antecknades att beslutet biträdades av aktieägare som representerar 90,19 procent av såväl de vid stämman avgivna rösterna som de vid stämman företrädda aktierna.

It was noted that the resolution was supported by shareholders holding 90.19 percent of both the votes cast and the shares represented at the meeting.

Antecknades att Swedbank Robur Kapitalinvest och Handelsbanken Sverige Index Criteria röstade emot beslutet.

It was noted that Swedbank Robur Kapitalinvest and Handelsbanken Sverige Index Criteria voted against the resolution.

§ 13 Beslut om bemyndigande för styrelsen att besluta om återköp av egna stamaktier / Resolution on authorisation for the Board to resolve on repurchase of own ordinary shares

Beslutades i enlighet med styrelsens förslag, som intaget i kallelsen, bilaga 1, att bemyndiga styrelsen att, vid ett eller flera tillfällen före nästa årsstämma, besluta om återköp av egna stamaktier.

It was resolved, in accordance with the Board's proposal, as included in the notice of the annual general meeting, appendix 1, to authorise the Board to, on one or several occasions until the next annual general meeting, resolve on repurchase of own ordinary shares.

Antecknades att beslutet biträdades av aktieägare som representerar mer än två tredjedelar av såväl de vid stämman avgivna rösterna som de vid stämman företrädda aktierna.

It was noted that the resolution was supported by shareholders holding more than two-thirds of both the votes cast and the shares represented at the meeting.

§ 14 Beslut om bemyndigande för styrelsen att besluta om överlåtelse av egna stamaktier / Resolution on authorisation for the Board to resolve on transfer of own ordinary shares

Beslutades i enlighet med styrelsens förslag, som intaget i kallelsen, bilaga 1, att bemyndiga styrelsen att, vid ett eller flera tillfällen före nästa årsstämma, besluta om överlåtelse av egna stamaktier.

It was resolved, in accordance with the Board's proposal, as included in the notice of the annual general meeting, appendix 1, to authorise the Board to, on one or several occasions until the next annual general meeting, resolve on transfer of own ordinary shares.

Antecknades att beslutet biträdades av aktieägare som representerar mer än två tredjedelar av såväl de vid stämman avgivna rösterna som de vid stämman företrädda aktierna.

It was noted that the resolution was supported by shareholders holding more than two-thirds of both the votes cast and the shares represented at the meeting.

§ 15 Stämmans avslutande / Closing of the meeting

Stämman förklarades avslutad.

The meeting was declared closed.

* * *

Vid protokollet

Minutes kept by

Erik Schwartz

Justerat:

Verified:

Mikael Borg

Johan Henriks

Bilaga 1 – Kallelse / Appendix 1 – Notice

Se separat dokument. / *Separately attached.*

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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. Shareholders who are natural persons and proxies may also give notification electronically on the company's website, 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. 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, 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. Shareholders may also cast their postal votes electronically through verification with BankID via the company's website, 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. 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.

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.

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.

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.

GENOVA

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, 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.

GENOVA

* * *

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

Bilaga 2 – Formulär för poströstning / Appendix 2 – Form for postal voting

Se separat dokument. / *Separately attached.*



**Genova Property Group AB (publ) Annual General Meeting
Wednesday 6 May 2026**

Form for postal voting

The form must be received by Computershare AB (which administers the Annual General Meeting and the forms for Genova Property Group AB (publ)) no later than Wednesday 29 April 2026.

The following shareholder registers and hereby exercises by postal voting (advance voting) their right to vote for all of the shareholder's shares in Genova Property Group AB (publ), 556864-8116, at the Annual General Meeting on Wednesday 6 May 2026. The voting right is exercised in accordance with the below marked voting options.

Information about you

For information on how your personal data is processed in connection with the Annual General Meeting, visit <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf> and <https://www.computershare.com/se/gm-gdpr#English>.

Are you a shareholder or a representative of a shareholder? *

I am a shareholder I represent a shareholder

Assurance (if the undersigned is a legal representative for a shareholder that is a legal entity): I, the undersigned, am a board member, CEO or authorised signatory of the shareholder and solemnly declare that I am authorised to submit this postal vote on behalf of the shareholder and that the content of the postal vote corresponds to the shareholder's decisions.

Assurance (if the undersigned represents the shareholder by proxy): I, the undersigned, solemnly declare that the enclosed power of attorney corresponds to the original and that it has not been revoked.

Information about postal voting

- > Print, fill in the information above and mark one of the selected answer options under each item below.
- > Sign and send the form to Computershare AB so that the form is available to Computershare by the last date for voting as above. The form must be sent by post to Computershare AB, "Genova's AGM", P.O. Box 149, SE-182 12 Danderyd, Sweden or electronically via e-mail to proxy@computershare.se.
- > If the shareholder has provided the form with special instructions or conditions, or changed or made additions in printed text, the vote (ie the postal vote in its entirety) is invalid. Incomplete or incorrectly completed forms may be disregarded.
- > Please note that a shareholder whose shares are registered in the name of a nominee must re-register the shares in their own name in order to exercise its voting rights.
- > Only one form per shareholder will be considered. If more than one form is submitted, only the most recently submitted form will be considered.
- > Last date for voting is the time when postal voting can be revoked at the latest. To revoke a postal vote, contact Computershare AB via post Computershare AB, "Genova's AGM", P.O. Box 149, SE-182 12 Danderyd, Sweden, via e-mail to proxy@computershare.se or by phone: +46 (0)771 24 64 00.
- > For complete proposals for decisions, please see the notice and complete proposals on the company's website.
- > If you represent a shareholder, you need to attach a power of attorney or registration certificate showing that you have the right to represent the shareholder.

Who will sign?

1. If the shareholder is a natural person who votes by mail in person, it is the shareholder himself who must sign the form.
2. If the postal vote is cast by a representative (proxy) for a shareholder, it is the representative who must sign the form.
3. If the postal vote is cast by a deputy for a legal entity, the deputy must sign the form.

Proposed agenda for the Annual General Meeting in Genova Property Group AB (publ) on Wednesday 6 May 2026

2. Election of the Chairman of the meeting

2.1 Mikael Borg *

Yes No Abstain

4. Preparation and approval of the voting register *

Yes No Abstain

5. Determination of whether the meeting has been duly convened *

Yes No Abstain

6. Approval of the agenda *

Yes No Abstain

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 *

Yes No Abstain

b. Disposition of the company's profit or loss according to the adopted balance sheet *

Yes No Abstain

c. Discharge from liability for the Board members and the Chief Executive Officer for the period covered by the accounts

i. Mikael Borg (Chairman) *

Yes No Abstain

ii. Micael Bile (Board member) *

Yes No Abstain

iii. Andreas Eneskjöld (Board member) *

Yes No Abstain

iv. Erika Olsén (Board member) *

Yes No Abstain

v. Maria Rankka (Board member) *

Yes

No

Abstain

vi. Karin Larsson (Board member) *

Yes

No

Abstain

vii. Mattias Björk (Board member) *

Yes

No

Abstain

viii. Michael Moschewitz (CEO) *

Yes

No

Abstain

9. Determination of Board remuneration and auditor fees

9.1 Remuneration to the board members *

Yes

No

Abstain

9.2 Fees to the auditor *

Yes

No

Abstain

10. Election of Board members, Chairman of the Board and auditor

Election of Board members

i. Mikael Borg (re-election) *

Yes

No

Abstain

ii. Micael Bile (re-election) *

Yes

No

Abstain

iii. Andreas Eneskjöld (re-election) *

Yes

No

Abstain

iv. Erika Olsén (re-election) *

Yes

No

Abstain

v. Karin Larsson (re-election) *

Yes

No

Abstain

vi. Mattias Björk (re-election) *

Yes

No

Abstain

Election of Chairman of the Board

vii. Mikael Borg (re-election) *

Yes

No

Abstain

Election of auditor

viii. Ernst & Young Aktiebolag (re-election) *

Yes

No

Abstain

11. Resolution on the approval of the remuneration report *

Yes

No

Abstain

12. Resolution on authorisation for the Board to resolve on new issue of ordinary shares, warrants and convertibles *

Yes

No

Abstain

13. Resolution on authorisation for the Board to resolve on repurchase of own ordinary shares *

Yes

No

Abstain

14. Resolution on authorisation for the Board to resolve on transfer of own ordinary shares *

Yes

No

Abstain

Bilaga 3 – Närvarande aktieägare / Appendix 3 – Present shareholders

Se separat dokument. / *Separately attached.*

Bilaga 4 – Styrelsens ersättningsrapport / Appendix 4 – The Board's remuneration report

Se separat dokument. / *Separately attached.*

Remuneration report for the financial year 2025

Introduction

This report describes how the remuneration guidelines for senior executives of Genova Property Group AB (publ), first adopted by the Annual General Meeting 2021 and adjusted by the Annual General Meeting 2023, have been applied in 2025. The report also provides details on the remuneration of the company's Chief Executive Officer. The remuneration report has been prepared in compliance with the Swedish Companies Act 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*). Further information on executive remuneration required by Chapter 5, Sections 40–44 of the Annual Accounts Act (1995:1554) is available in note 10 in the Annual Report 2025. Remuneration of the Board is not covered by this report. Such remuneration is resolved annually by the Annual General Meeting and is disclosed in note 10 in the Annual Report 2025. No other remuneration has been paid to the Board members.

The Remuneration Committee's work

In 2025, the Remuneration Committee consisted of Mikael Borg (Chairman), Andreas Eneskjöld and Erika Olsén. Four meetings were held during the year. The minutes of the Remuneration Committee's meetings are made available to all of the Board members and the Chairman of the committee regularly reports to the Board. The Remuneration Committee prepares the Board's decisions on remuneration matters. Further information on the work of the company's Remuneration Committee in 2025 is set out in the corporate governance report, available on page 76 in the Annual Report 2025.

The company's development in 2025

The Chief Executive Officer summarizes the company's overall result in the statement on page 6 of the Annual Report 2025. Genova's business model, which combines stable cash flows from investment properties with investments in value-creating development, enables us to generate cash flows and profitability in both the short and long term. Property management developed positively during the year, with strengthened net operating income. Our tenant mix, comprising a high proportion of residential units, public sector and supermarkets, continues to contribute to stability. Historically, a significant portion of Genova's value creation has come from the development of building rights and our own projects. During the period 2018-2025, our development operations accounted for 44 percent of Genova's total profit, corresponding to approximately SEK 1.1 billion. Overall, our building rights portfolio has an estimated surplus value of approximately SEK 1.5 billion, which is currently not reflected in our balance sheet.

The company's remuneration guidelines: scope, purpose and derogations

A prerequisite for the successful implementation of the company's business strategy and safeguarding of its long-term interests, including its sustainability, is that the company is able to recruit and retain qualified personnel. To this end, the company must offer remuneration and other terms of employment with the purpose of ensuring the company's access to senior executives with the competence that the company needs. The company's guidelines for remuneration to senior executives enable the company to offer the senior executives a competitive total remuneration. Under the remuneration guidelines, the remuneration to senior executives of the company shall be on market terms and competitive. The remuneration to senior executives may consist of fixed cash salary, variable cash remuneration, pension and other benefits.

Decisions on variable cash remuneration shall be reported to the Remuneration Committee of the Board and shall be based on extraordinary performances in relation to defined and measurable criteria and be maximized in relation to the fixed cash salary and be decided by the Chief Executive Officer in consultation with the Chairman of the Board. The defined and measurable criteria shall be designed to promote the company's business strategy, long-term interests and sustainability. As stated above, the outcome of the variable cash remuneration shall be based on measurable criteria. The variable cash remuneration shall be based on (i) the outcome in relation to the company's adopted financial targets, and (ii) the fulfilment of set individual targets. The variable cash remuneration for each senior executive may amount to not more than 40 percent of the fixed cash salary. According to the guidelines, the Chief Executive Officer shall not obtain any variable cash remuneration.

In 2025, the company has complied with the applicable remuneration guidelines adopted by the Annual General Meeting. No derogations from the guidelines and no derogations from the decision-making process, that according to the guidelines must be applied in order to set out the remuneration, have been made. A summary of the guidelines is presented on page 82 in the Annual Report. The full guidelines are available on Genova's webpage. The auditor's statement regarding the company's compliance with the guidelines will be available at <https://genova.se/investors/corporate-governance/> no later than three weeks before the Annual General Meeting 2026. No remuneration to senior executives has been reclaimed by the company.

Outstanding and during the year completed incentive programmes

Genova currently has two outstanding incentive programmes: one incentive programme running until and including July 2026 and one incentive programme running until and including July 2028. Both incentive programmes are based on warrants issued to the wholly-owned subsidiary Genova Fastigheter AB for transfer to employees and consultants of the company. Senior executives, including the Chief Executive Officer, have been offered to subscribe for warrants in the incentive programmes in the same way as other employees and consultants in the company. The incentive programmes were resolved on the Annual General Meetings of the company.

Incentive programme 2023/2026: The Annual General Meeting 2023 resolved to issue a maximum of 400,000 warrants. Each warrant entitles the holder to subscribe for one new ordinary share in the company for SEK 85.90 per ordinary share during the period from and including 1 July 2026 up to and including the date that follows 30 calendar days thereafter. A total of 400,000 warrants were issued, which have been subscribed for by the company's subsidiary Genova Fastigheter AB, which in turn has transferred 396,000 warrants to employees and consultants of the company. All employees and consultants of the company have been offered to participate in the incentive programme. The price (option premium) has been determined on marketable grounds using the Black & Scholes valuation model, with the valuation being carried out by Svalner Skatt & Transaktion. The company has subsidised the price of the warrants in form of a cash bonus by repaying the amount paid for the warrants by the participants.

The Chief Executive Officer was allotted 68,000 warrants of series 2023/2026.

Incentive programme 2025/2028: The Annual General Meeting 2025 resolved to issue a maximum of 400,000 warrants. Each warrant entitles the holder to subscribe for one new ordinary share in the company for SEK 56.38 per ordinary share during the period from and including 1 July 2028 up to and including the date that follows 30 calendar days thereafter. A total of 400,000 warrants were issued, which have been subscribed for by the company's subsidiary Genova Fastigheter AB, which in turn has transferred 375,000 warrants to employees of the company. All employees and consultants of

the company have been offered to participate in the incentive programme. The price (option premium) has been determined on marketable grounds using the Black & Scholes valuation model, with the valuation being carried out by Svalner Skatt & Transaktion. The company has subsidised the price of the warrants in form of a cash bonus by repaying the amount paid for the warrants by the participants.

The Chief Executive Officer was allotted 70,000 warrants of series 2025/2028.

Name	The main conditions of the warrant programme				Financial year 2025			
					Opening balance	During the year		Closing balance
	Programme	Option premium and date of allotment	Subscription period	Subscription price	Warrants held at the beginning of the year	Allotted	Exercised	Warrants held at the end of the year
CEO Michael Moschewitz	2023/2026	SEK 2.36 2023-05-11	2026-07-01 to and including 2026-07-31	85.90	68,000	-	-	68,000
CEO Michael Moschewitz	2025/2028	SEK 4.00 2025-05-12	2028-07-01 to and including 2028-07-31	56.38	-	70,000	-	70,000

Total remuneration of the CEO in 2025 (2024 in brackets)

MSEK	Fixed remuneration	Variable remuneration ¹	Other benefits ²	Pension benefit ³	Total remuneration	Proportion fixed/variable remuneration
CEO Michael Moschewitz	6.1 (5.8)	0 (0)	0.2 (0.2)	0.9 (0.9)	7.2 (6.9)	100/0 (100/0)

¹ Variable remuneration relates to cash bonus in connection with allotment of warrants.

² Car benefit and health care insurance benefit.

³ Pension expense relates in its entirety to base salary and is premium defined.

Changes of remuneration and the company's income from property management over the last five reported financial years

MSEK	2025	2025 vs 2024	2024 vs 2023	2023 vs 2022	2022 vs 2021	2021 vs 2020	2020 vs 2019
Remuneration to CEO ^{1,2}	7.2	+0.3 (+4%)	+1.7 (+33%)	+0.2 (+4%)	+0.9 (+23%)	-3.1 (-48%)	+3.2 (+97%)
Remuneration to former CEO	-	-	-	-	-	-	-
Income from property management	131.3	-8.2 (-6%)	+78.9 (+130%)	-60.2 (-49.8%)	+21.6 (+22%)	+38.4 (+63%)	+20.0 (+49%)
Profit before tax	357.1	+138.4 (+63%)	+697.4 (+146%)	-802.9 (-247.6%)	-474.5 (-59%)	+324.6 (+69%)	-236.8 (-33%)
Average remuneration on a full time equivalent basis of employees in the group ³	0.7	9%	+/-0	+/-0	10%	+/-0	-13%

¹ Any gratuity is not included in the comparison.

² In 2019 and 2020 one-time compensations were paid to the CEO for achieved targets under the former CEO agreement, which affect the comparison figures 2020 vs 2019. Any gratuity is not included in the comparison.

³ Excluding members of the senior executives.

Remuneration guidelines for senior executives 2026

The Board proposes that the remuneration guidelines for senior executives remain unchanged for 2026.

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