

This is an unofficial translation of the Swedish original wording. In case of differences between the English translation and the Swedish original, the Swedish text shall prevail.

Minutes of the Annual General Meeting
in Bufab AB (publ), corporate
identity no 556685-6240, held on
Thursday 24 April 2025 in Värnamo

§ 1 Opening of the Annual General Meeting

The Meeting was opened by the Chairman of the Board of Directors, Bengt Liljedahl, who welcomed the present shareholders to the Meeting.

The Chairman informed that shareholders, in accordance with the Articles of Association, have had the opportunity to postal vote prior to the Meeting.

The Meeting approved the presence of certain persons who are not shareholders at the Meeting.

The Chairman informed that the approved minutes will be published on the Company's website.

§ 2 Election of Chairman of the Meeting

The Meeting resolved to elect Bengt Liljedahl as Chairman of the Meeting.

It was noted that the Board of Directors had requested attorney Jakob Wijkander to keep the minutes at the Meeting.

§ 3 Preparation and approval of the voting list

A list of shareholders voting by post or who were present in person or through a representative at the Meeting was established, see Appendix 1. The list was approved as the voting list for the Meeting.

§ 4 Approval of the agenda

The Meeting resolved to approve the proposed agenda included in the notice convening the Meeting.

§ 5 Election of one or two persons to verify the minutes

Oscar Bergman, representing Swedbank Robur Fonder, and Johan Sjöström, representing the Second Swedish National Pension Fund, were appointed to approve the minutes together with the Chairman.

§ 6 Determination as to whether the Meeting has been duly convened

Jakob Wijkander informed that a notice convening the Meeting had been published in the Swedish Official Gazette (Sw. *Post- och Inrikes Tidningar*) on 21 March 2025 and that the notice was made available at the Company's website on 18 March 2025. Further, on 21 March 2025, an advertisement regarding the convening notice was inserted in Svenska Dagbladet. The Meeting was declared to be duly convened.

§ 7 Presentation of the annual report and the audit report as well as the consolidated financial statements and the audit report of the group

The Chairman informed that the annual report of the Company and the group, together with the balance sheet and the income statement for the financial year 2024 has been available at the Company and on the Company's website since 26 March 2025, and was available at the Meeting. It was noted that the abovementioned documents thereby had been duly presented at the Meeting.

The Chairman further informed that a statement from the auditor on the compliance with applicable guidelines for remuneration to senior executives, the Board of Directors' complete proposals pursuant to item 17-20 and a statement by the Board of Directors pursuant to Chapter 18, Section 4 and Chapter 19, Section 22 of the Swedish Companies Act, respectively, have been available at the Company and on the Company's website three weeks before the Meeting, and were available at the Meeting. It was noted that the abovementioned documents thereby had been duly presented at the Meeting.

Johan Rippe, authorised public accountant, reported on the work of the auditors and presented the auditor's report and the group auditor's report for the financial year 2024.

The shareholders were given the opportunity to ask questions.

§ 8 Speech by the CEO

The CEO of the Company, Erik Lundén, presented a report on the financial year 2024.

The shareholders were given the opportunity to ask questions.

§ 9 a Resolution regarding adoption of the profit and loss statement and the balance sheet as well as the consolidated profit and loss statement and the consolidated balance sheet

The Meeting resolved to adopt the presented statement of profit and loss and balance sheet and consolidated statement of profit and loss and consolidated balance sheet, all as per 31 December 2024.

§ 9 b Resolution regarding appropriation of the Company's profit or loss pursuant to the adopted balance sheet

The Chairman presented the Board of Directors' proposal that a cash dividend of SEK 5.25 per share shall be declared to the shareholders for the financial year 2024, and that the record date for right to dividend shall be 28 April 2025.

The Meeting resolved in accordance with the proposal of the Board.

§ 9 c Resolution regarding discharge from liability of the Board members and the CEO

The Meeting resolved that the Board of Directors and the CEO should be discharged from liability for the financial year 2024. It was noted that the members of the Board of Directors and the CEO did not participate in the decision regarding their discharge from liability.

§ 10 Report on the work of the Nomination Committee

Fredrik Liljedahl, Chairman of the Nomination Committee, presented the work of the Nomination Committee ahead of the Annual General Meeting 2025, the background to the Committee's proposals and the Nomination Committee's proposal concerning number of Board members and auditors, remuneration to the Board members and the auditor and election of Board members and auditor.

The shareholders were given the opportunity to ask questions.

§ 11 Determination of the number of Board members

The Meeting resolved in accordance with the proposal of the Nomination Committee that the number of Board members shall be seven, with no deputy members.

§ 12 Determination of the number of auditors and deputy auditors

The Meeting resolved in accordance with the proposal of the Nomination Committee that the number of auditors shall be one registered public accounting firm and no deputies.

§ 13 Determination of the remuneration to the Board members

The Meeting resolved in accordance with the proposal of the Nomination Committee that the fees to the Board members shall amount to SEK 900,000 to the Chairman and SEK 365,000 to each of the other members elected at a general meeting and not employed by the Company. For committee work it was resolved that a remuneration of SEK 160,000 shall be paid to the Chairman of the Audit Committee, that a remuneration of SEK 70,000 shall be paid to each of the other members of the Audit Committee, that a remuneration of SEK 50,000 shall be paid to the Chairman of the Remuneration Committee and that a remuneration of SEK 35,000 shall be paid to each of the other members of the Remuneration Committee.

§ 14 Determination of the remuneration to the auditors

The Meeting resolved in accordance with the proposal of the Nomination Committee that the fee to the Auditor shall be paid as per approved invoice.

§ 15 Election of members and Chairman of the Board

The Chairman informed that the assignments that the proposed Board Members have in other companies are set forth in the materials for the Meeting.

The Meeting resolved in accordance with the Nomination Committee's proposal on re-election of the Board members Bengt Liljedahl, Hans Björstrand, Per-Arne Blomquist, Anna Liljedahl, Eva Nilsagård and Bertil Persson and new election of Caroline Reuterskiöld, all for the period until the close of the next Annual General Meeting. Further, the Meeting re-elected Bengt Liljedahl as the Chairman of the Board of Directors.

§ 16 Election of auditor

The Meeting resolved in accordance with the Nomination Committee's proposal, for the period up to and including the next Annual General Meeting, to elect the accounting company Öhrlings PricewaterhouseCoopers AB as the Company's auditor. It was noted that Öhrlings PricewaterhouseCoopers AB had informed the Company that authorised public accountant Johan Rippe will be auditor in charge.

§ 17 Resolution on approval of remuneration report

The Chairman informed of the Board of Directors' remuneration report for 2024.

The shareholders were given the opportunity to ask questions.

The Meeting resolved to adopt the Board of Directors' remuneration report, Appendix 2.

§ 18 Resolution on share split and amendment to the Articles of Association

The Chairman presented the Board of Directors' proposal on share split and amendment to the Articles of Association.

The shareholders were given the opportunity to ask questions.

The Meeting resolved in accordance with the Board's proposal, Appendix 3. It was noted that the resolution was adopted unanimously, and that the resolution was thus taken with the required majority of two-thirds of the votes cast as well as of the shares represented at the Meeting.

§ 19 Resolution on (A) implementation of a long-term incentive program and (B) hedging measures related thereto

The Chairman presented the Board of Directors' proposal to implement a long-term incentive program and the two alternative proposals on hedging measures related thereto.

The shareholders were given the opportunity to ask questions.

The Meeting resolved in accordance with the Board of Directors' proposal under item (A) in combination with the Board of Directors' primary proposal on hedging measures under item (B)I., Appendix 4. It was noted that the resolution was adopted unanimously, with the exception of those shareholders with a total holding of approximately 0.37 per cent of the shares represented at the Meeting who by postal vote or otherwise had previously notified that they abstain or vote against the proposal, , and that the resolution was thus taken with the required majority of nine-tenths of the votes cast as well as of the shares represented at the Meeting.

§ 20 Resolution on authorisation to transfer shares in the Company

The Chairman presented the Board of Directors' proposal on authorisation to transfer shares in the Company.

The shareholders were given the opportunity to ask questions.

The Meeting resolved in accordance with the Board's proposal, Appendix 5. It was noted that the resolution was adopted unanimously, with the exception of those shareholders with a total holding of approximately 0.01 per cent of the shares represented at the Meeting who by postal vote or otherwise had previously notified that they abstain or vote against the proposal, and that the resolution was thus taken with the required majority of two-thirds of the votes cast as well as of the shares represented at the Meeting.

§ 21 Closing of the Meeting

The Chairman then closed the Meeting.

Nothing further was considered.

As above:

Jakob Wijkander

Approved:

Bengt Liljedahl

Oscar Bergman

Johan Sjöström



Remuneration report 2024

Introduction

This report describes how the guidelines for executive remuneration of Bufab AB (publ), adopted by the annual general meeting 2024, were implemented in 2024. The report also provides information on remuneration to the CEO and the vice CEO a summary of the company's outstanding share- related and share price-related incentive plans. The report has been prepared in accordance with the Swedish Companies Act and the Remuneration Rules issued by the Swedish Corporate Governance Board.

Further information on executive remuneration is available in note 6 (Employees, personnel expenses and fees paid to directors and auditors) on pages 68-70 in the annual report 2024. Information on the work of the remuneration committee in 2024 is set out in the corporate governance report available on page 98 in the annual report 2024.

Remuneration of the board of directors is not covered by this report. Such remuneration is resolved annually by the annual general meeting and disclosed in note 6 on page 69 in the annual report 2024.

Key developments 2024

The CEO summarises the company's overall performance in his statement on page 6-7 in the annual report 2024.

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

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 can recruit and retain qualified personnel. To this end, the company must offer competitive remuneration.

The company's remuneration guidelines enable the company to offer executives a competitive total remuneration. Under the remuneration guidelines, executive remuneration shall be on market terms and may consist of the following components: fixed cash salary, variable cash remuneration, pension benefits, other benefits and in special cases additional variable cash remuneration. The variable cash remuneration shall be linked to predetermined and measurable criteria which can be financial or non-financial. The criteria shall primarily relate to the company's results and may be individual. Furthermore, the criteria shall relate to the overall progress of the group, although criteria related to specific business areas may occur. The criteria shall be designed to contribute to the company's business strategy and long-term interests.

The guidelines in summary are found on page 50 in the annual report 2024. The complete guidelines are available at the company's homepage on the tab investors/corporategovernance/remuneration [Bufab's remuneration guidelines](https://www.bufabgroup.com/en/investors/corporategovernance/remuneration). In 2024, the company has complied with the applicable remuneration guidelines adopted by the general meeting. No deviations from the guidelines have been decided and no derogations from the procedure for implementation of the guidelines have been made. The auditor's report regarding the company's compliance with the guidelines is available on <https://www.bufabgroup.com/en/investors/general-meetings/archive>. No remuneration has been reclaimed. In addition to remuneration covered by the remuneration guidelines, the annual general meetings of the company have resolved to implement long-term share- related incentive plans.

Total CEO and vice CEO remuneration in 2024 (mSEK*)

Name of director (position)	Time of employment	Fixed remuneration	Variable remuneration	Extraordinary items*****	Pension expense	Total remuneration	Proportion if fixed and variable***
		Base salary**	Other benefits* **	One year****			**
Erik Lundén (CEO)	January-December	5.4	0.1	1.2	1.6	9.8	88%/12%
Johan Lindqvist (Vice CEO)	January-December	3.3	0.2	0.5	1.0	5.2	90%/10%
Total		8.7	0.3	1.7	2.6	15.0	89%/11%

* The table reports remuneration earned in 2024. Multiyear variable remuneration is not paid.

** Paid and expensed base salary including holiday pay.

*** Health insurance, car benefit.

**** Variable remuneration earned in 2024 in accordance with the fulfilment of the performance criteria that follows of the table below.

***** Pension expense (column 4), which in its entirety relates to base salary and is premium defined, has been reported entirely as fixed remuneration.

*****Reserve for gross salary compensation regarding the call option.

Application of performance criteria

The performance measures for the CEO and vice CEO's variable remuneration have been selected to deliver the company's strategy and to encourage behavior which is in the long-term interest of the company. In the selection of performance measures, the strategic objectives and short-term and long-term business priorities for 2024 have been taken into account.

Performance of the CEO and vice CEO in the reported financial year: variable cash remuneration

Name of director (position)	Time of employment	1. Description of the criteria related to the remuneration component	2. Relative weighting of the performance criteria	3. a) Measured performance and b) actual award/remuneration outcome
Erik Lundén (CEO)	January - December	1. Increase Bufab's Earning per share 2024 vs 2023	30%	a) 0% b) 0 mSEK
		2. Bufabs operating margin 2024	35%	a) 23% b) 0,25 mSEK
		3. Cash conversion 2024	25%	a) 100% b) 0,68 mSEK
		4. Reduction in Bufab Groups carbon dioxide emissions 2024 vs 2023	10%	a) 100% b) 0,27 mSEK
Johan Lindqvist (Vice CEO)	January - December	1. Increase Bufab's Earning per Share 2024 vs 2023	15%	a) 0% b) 0 mSEK
		2. Region Europe North & East operating margin 2024	50%	a) 0% b) 0 mSEK
		3. Region Europe North & East cash conversion 2024	25%	a) 100% b) 0,4 mSEK
		4. Reduction in Region Europe North & East carbon dioxide emissions 2024 vs 2023	10%	a) 60% b) 0,1 mSEK

Longterm share-based incentive programs

The company have under 2024 had four share option programs outstanding (2021/2024, 2022/2025, 2023/2026 and 2024/2027) for the executive management and other key employees within the group. Participants in the programs have been given the opportunity to invest in call options at a price corresponding to the market value, which has been determined through a Black & Scholes valuation. Each call option entitles to the acquisition of one share in the company for a period of approximately six months, which for each program begins three years after the implementation of the program. The purchase price for shares corresponds to 115 per cent of the volume-weighted average price for the company's share on Nasdaq Stockholm during five trading days in connection with the implementation of each program. The redemption period in the call option program 2021/2024 was during May 2024 - November 2024, which means that the program has ended. Further information about the call option programs can be found on page 78-79 in the annual report for 2024.

Erik Lundén (CEO)

During 2024, Erik Lundén acquired, within the framework of the call option program 2024/2027, 12,000 call options in the company at a price of SEK 90.87 per call option. As of December 31, 2024, Erik Lundén held a total of 63,000 call options in the company, distributed over the following programs:

Incentive program	Allocation period	Exercise period	Price of the call options acquisition	Redemptions price, share	Holding of call options, December 31, 2024
Call option program 2024-2027	27 May 2024	15 May 2027 - 15 November 2027	90.87	436.17	12 000
Call option program 2023-2026	15 May 2023	12 May 2026 - 15 November 2026	92.9	407.49	25 000
Call option program 2022-2025	12 May 2022	11 May 2025 - 15 November 2025	60.84	331.96	26 000
Total					63 000

Johan Lindqvist (vice CEO)

During 2024, Johan Lindqvist did not acquire any call options, within the framework of the call option program 2024/2027. The call option program 2021/2024 ended during May 2024 – November 2024 and Johan Lindqvist required under the redemption period 7,500 shares in the company at the price of SEK 261.25 per share.

Incentive program	Allocation period	Exercise period	Price of the call options acquisition	Redemptions price, share	Holding of call options, December 31, 2024
Call option program 2023-2026	15 May 2023	12 May 2026 - 15 November 2026	92.9	407.49	2 000
Call option program 2022-2025	12 May 2022	11 May 2025 - 15 November 2025	60.84	331.96	5 000
Total					7 000

Comparative information on the change of remuneration and company performance

Changes in remuneration and company performance during the last five financial years (RFY) (mSEK)

	RFY 2024 vs RFY 2023	RFY 2024	RFY 2023	RFY 2022	RFY 2021	RFY 2020
CEO remuneration (total)	21%	9.8	8.1	8.1*	8.2***	5.6****
Vice CEO remuneration (total)	6%	5.2	4.9	1.80**	-	-
Group operating profit (EBITA)	-8%	959	1043	990	695	482
Average remuneration on a full-time equivalent basis of employees of the group's Swedish companies*****	7%	0.59	0.55	0.55	0.54	0.52

* Johan Lindqvist for the period Jan-Aug 2022 and Erik Lundén for the period Sep-Dec 2022.

** Johan Lindqvist for the period September-December 2022.

*** Jörgen Rosengren for the period Jan-Aug 2021 and Johan Lindqvist for the period Sep-Dec 2021.

**** Jörgen Rosengren for the entire fiscal year.

***** Excluding member in the Groups Executive Management Team.

The Board of Directors' proposal on share split and amendment to the Articles of Association

For the purpose of achieving an appropriate number of shares and facilitating trade in the Company's listed shares on Nasdaq Stockholm, the Board of Directors proposes that the Annual General Meeting resolves as follows.

- To increase the number of shares in the Company by dividing each share in five (5) shares (share split 5:1).
- To authorise the Board of Directors to determine the record date for the share split, which may not, however, occur before the date on which the resolution is registered with the Swedish Companies Registration Office.
- That, in order to adapt the limits for the number of shares, § 4 of the Articles of Association be amended as follows:

"The share capital shall be not less than SEK 500,000 and not more than SEK 2,000,000. The number of shares shall be not less than 180,000,000 and not more than 720,000,000."

after which the Articles of Association will have the enclosed wording, Appendix.

- To authorise the CEO, or anyone appointed by the CEO, to make any adjustments in the resolution which are required for registration with the Swedish Companies Registration Office or Euroclear Sweden AB's processing.

After performed share split, the number of shares in the Company will increase from 38,110,533 to 190,552,665. The proposed share split means that the quota value of the share changes from approximately SEK 0.0144 to approximately SEK 0.0029.

The resolution by the meeting requires the support of shareholders representing at least two thirds of both the votes cast and the shares represented at the meeting.

Värnamo in March 2025
Bufab AB (publ)
The Board of Directors

Appendix A – Articles of Association Bufab AB (publ)**Articles of Association****1 § Business name**

The company's business name (*Sw. företagsnamn*) is Bufab AB (publ).

2 § Registered office

The board of directors' registered office shall be situated in Stockholm, Sweden.

3 § Object of the company's business

The object of the company's business is to, directly or indirectly, own and manage real property and other property, as well as to carry out other activities compatible therewith.

4 § Share capital and shares

The share capital shall be not less than SEK 500,000 and not more than SEK 2,000,000. The number of shares shall be not less than 180,000,000 and not more than 720,000,000.

5 § Euroclear company

The company's shares shall be registered in a securities register in accordance with the Swedish Central Securities Depositories and Financial Instruments Accounts Act (1998:1479).

6 § Financial year

The company's financial year shall be calendar year.

7 § Board of directors

The board of directors elected by the shareholders' meeting shall consist of not less than three (3) members and not more than ten (10) members with not more than three (3) deputy members.

8 § Auditor

The company shall have not less than one (1) and not more than two (2) auditors and not more than two (2) deputy auditors. As auditor and, when applicable, deputy auditor, shall an authorized public accountant or a registered public accounting firm be elected.

9 § Notice of shareholders' meeting

Notice of shareholders' meeting shall be published in the Swedish Official Gazette and be kept available on the company's website. At the time of the notice, an announcement with information that the notice has been issued shall be published in Svenska Dagbladet.

10 § Participation in shareholders' meetings

Shareholders who wish to participate in a shareholders' meeting shall be registered as shareholders on a transcript of the entire share register on the record date for the General Meeting, which is established in accordance with the Swedish Companies Act (2005:551), and shall also provide notification of their intention to attend the meeting no later than on the date stipulated in the notice convening the shareholders' meeting. The latter mentioned day must not be a Sunday, any other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and must not be more than the fifth weekday prior to the meeting. If a shareholder wishes to be joined by counsel (not more than two counsels) at the shareholders' meeting the number of counsels must be stated in the notice of participation.

11 § Place for shareholders' meeting

Shareholders' meeting shall be held in Stockholm or Värnamo, Sweden.

12 § Business at shareholders' meetings

The following business shall be addressed at annual shareholders' meetings:

1. election of a chairman of the meeting;
2. preparation and approval of the voting list;
3. approval of the agenda;
4. election of one or two persons who shall approve the minutes of the meeting;
5. determination of whether the meeting was duly convened;
6. submission of the annual report and the auditors' report and, where applicable, the consolidated financial statements and the auditors' report for the group;
7. resolutions regarding the adoption of the income statement and the balance sheet and, when applicable, the consolidated income statement and the consolidated balance sheet;
8. resolutions regarding allocation of the company's profits or losses in accordance with the adopted balance sheet;
9. resolutions regarding discharge of the members of the board of directors and the managing director from liability;
10. determination of the number of members and deputy members of the board of directors and, where applicable, the number of auditors and deputy auditors;
11. determination of fees for members of the board of directors and auditors;
12. election of the members of the board of directors and, where applicable, auditors and deputy auditors;
13. other matters, which rest upon the shareholders' meeting according to the Swedish Companies Act or the company's articles of association.

13 § Collection of proxies and postal voting

The Board of Directors may collect proxies pursuant to the procedure stated in Chapter 7, Section 4, second paragraph of the Swedish Companies Act (2005:551).

The Board of Directors may decide before a General Meeting that the shareholders shall be able to exercise their voting rights by post before the General Meeting pursuant to the procedure stated in Chapter 7, Section 4 a of the Swedish Companies Act (2005:551).

Articles of association for Bufab AB (publ), registration number 556685-6240, adopted by the AGM on April 24, 2025.

The Board of Directors' proposal on (A) implementation of a long-term incentive programme and (B) hedging measures related thereto

The Board of Directors of Bufab AB (publ) proposes that the Annual General Meeting resolves on a long-term share-based incentive programme ("**LTI 2025/2028**" or the "**Programme**") for senior executives in the Bufab Group.

Since 2017, Bufab's Annual General Meeting has resolved on annual incentive programmes based on call options. Prior to the Annual General Meeting 2025, the Board of Directors has, through the Remuneration Committee and in consultation with external advisors, conducted a detailed evaluation of the previous incentive programmes and alternative programmes, as well as analysed and compared programmes of other listed companies. Based on this evaluation, the Board of Directors has resolved to propose to the Annual General Meeting 2025 the adoption of a new incentive programme, LTI 2025/2028, which is a performance-based share savings programme. As with the Company's previous incentive programmes, participation in LTI 2025/2028 will require a personal investment by the participant, which aims to align the interests of employees and shareholders and thereby ensure maximum long-term value creation. Based on the achievement of certain pre-determined performance conditions, participants in LTI 2025/2028 will, at the end of the programme period, free of charge, receive a number of performance shares, which is intended to motivate employees to increase the value of the Company through performance during the programme period. The Programme is also intended to facilitate the recruitment and retention of key employees and to create a long-term focus on the Company's performance and growth among the participants.

(A) Resolution on the implementation of LTI 2025/2028

- i. LTI 2025/2028 shall comprise of 20 senior executives within the Bufab Group, divided into three categories: the CEO of Bufab ("**Category 1**"), other members of the group management (currently 7 persons) ("**Category 2**"), and CEOs of Bufab's subsidiaries and certain other pre-identified key persons (12 persons) ("**Category 3**").
- ii. In order to participate in LTI 2025/2028, the participants are required to acquire and allocate shares in Bufab to the Programme, or allocate shares already held in Bufab to the Programme (the "**Investment Shares**").
- iii. The allocation of Investment Shares to LTI 2025/2028 shall be made no later than 14 June 2025. If a participant enter into employment after 14 June 2025 or if a participant possess inside information and is therefore prevented from acquiring Investment Shares within this period, the Board of Directors shall be entitled to extend or postpone the final date for allocation of Investment Shares to the Programme in individual cases, but not later than 31 December 2025. The reason why the allocation period may be extended for these participants, which means that the time between the start and the end of the Vesting Period (as defined below) may be less than three years, is to enable the Company to offer competitive remuneration in order to attract and retain employees, both in the Swedish and international market.
- iv. For each Investment Share, the participants have the possibility to, free of charge, either by Bufab, by another company in the Bufab Group or by a designated third party, be allotted shares in accordance with the terms set out in Section vi., subject to continued employment and that the participant has retained the Investment Shares over the entire Vesting Period (as defined below) and the fulfilment of certain performance conditions (as further described in Section viii.) (the "**Performance Shares**").
- v. The Performance Shares will be allocated after the expiry of the vesting period, which runs from and including 15 June 2025 up to and including 15 June 2028, or from the later date on which the participant allocates Investment Shares to LTI 2025/2028 in accordance with Section iii. (the "**Vesting Period**").

- vi. The following categories of participants may allocate the following maximum number of Investment Shares in LTI 2025/2028, with the possibility of being allotted the following number of Performance Shares per Investment Share and the total maximum number of Performance Shares.¹

Category	Maximum number of Investment Shares (per participant)*	Maximum number of Performance Shares per Investment Share	Total maximum number of Performance Shares (per participant)
Category 1	16,000	7	112,000
Category 2	4,750	5	23,750
Category 3	2,000	4	8,000

* The maximum number of Investment Shares at the time of this proposal corresponds in value to approximately 17-25 per cent of the executive's fixed annual salary.

- vii. LTI 2025/2028 shall comprise a maximum of 516,547² shares in Bufab, of which a maximum of 374,250 Performance Shares. The remaining 142,297 shares are such shares that may be transferred by Bufab in order to cover cash flow effects associated with LTI 2025/2028, primarily social security contributions.
- viii. The allotment of Performance Shares is subject to the achievement of performance conditions relating to (a) Bufab's EBITA growth, where EBITA (as reported) for the financial year 2024 is compared to EBITA (as reported) for the financial year 2027, which is weighted 80%, and (b) absolute compounded TSR³ for the Bufab share between May 2025 and May 2028, which is weighted 20% (the "**Performance Conditions**").
- ix. The Performance Conditions include a minimum level which must be achieved for any allocation of Performance Shares and a maximum level in excess of which no additional Performance Shares will be allocated. If the Performance Conditions are achieved between the minimum level and the maximum level, linear allotment shall be made.
- x. The minimum and maximum levels of the Performance Conditions will be set by the Board of Directors prior to commencement of the Programme. These conditions are considered commercially sensitive and will be disclosed retrospectively. Information about the minimum and maximum levels, as well as the outcome of the Performance Conditions, will be presented in the annual report for the financial year 2028.
- xi. The allotment of Performance Shares is, subject to the below, conditional upon the participant retaining the Investment Shares and employment within the Bufab Group over the entire Vesting Period, unless good leaver rules apply. The allotment of Performance Shares to a so called good leaver will be proportionately adjusted for time served during the Vesting Period and the extent to which the Performance Conditions have been achieved by the time of termination of employment. Investment Shares disposed prior to the end of the Vesting Period

¹ The maximum number of Investment Shares (per participant), the maximum number of Performance Shares per Investment Share and the total maximum number of Performance Shares (per participant) assumes that the Annual General Meeting resolves on a 5:1 share split in accordance with item 18 on the agenda. In the event that the Annual General Meeting does not resolve on a share split in accordance with the proposal, the following shall apply in relation to each category.

Category 1: 3,200, 7 and 22,400.

Category 2: 950, 5 and 4,750.

Category 3: 400, 4 and 1,600.

² The maximum total number of shares assumes that the Annual General Meeting resolves on a share split of 5:1 shares in accordance with agenda item 18. In the event that the Annual General Meeting does not resolve on a share split in accordance with the proposal, the total number of shares shall amount to a maximum of 103,309 shares, of which a maximum of 74,850 Performance Shares and 28,459 shares to cover cash flow effects associated with social security contributions.

³ Total Shareholder Return, where the initial share value is calculated as the volume weighted average price during 10 trading days as from and including 19 May 2025 and the ending share value is calculated as the volume weighted average price during 10 trading days as from and including 15 May 2028, added with any dividends distributions during the period.

shall not be included in the calculation for determining the allotment of Performance Shares.

- xii. The number of Performance Shares shall be subject to recalculation in the event of any intervening bonus issue, split, reverse split, rights issue and/or similar corporate events. In the event of a split, reverse split, merger or demerger, the TSR scale shall be subject to adjustment.

Preparation and administration

The Board of Directors shall be responsible for the detailed design and administration of the Programme within the framework of the above main terms and conditions. Participation in LTI 2025/2028 presupposes that such participation is legally possible in the various jurisdictions concerned and that the administrative costs and financial efforts are reasonable in the opinion of the Board of Directors. The Board of Directors shall be entitled to make such local and other adjustments to the Programme as it deems necessary or appropriate to establish and implement the Programme at reasonable administrative costs and with reasonable financial efforts or due to specific rules or market conditions, such as deviating from the investment requirement and/or offering cash settlement to participants.

The Board of Directors shall be entitled to make adjustments to the terms and conditions of LTI 2025/2028, if it so deems appropriate, should changes occur in the Company or its operating environment that would entail that the terms and conditions of LTI 2025/2028 are no longer appropriate or in line with the original purpose. Such adjustments shall only be made to fulfil the main objectives of LTI 2025/2028.

The Board of Directors shall be entitled to reduce the number of Performance Shares that are subject to allotment or, wholly or partially, terminate LTI 2025/2028 in advance if significant changes in the Bufab Group or in the market occurs which, in the opinion of the Board of Directors, would result in a situation where the conditions for allotment of Performance Shares become unreasonable. Such adjustments also include the right of the Board of Directors to resolve on a reduction of the allotment of Performance Shares if the allotment would be clearly unreasonable, taking into account Bufab's results and financial position, the group's development in general and the conditions on the stock market. In the event that allotment of Performance Shares has been made based on misstated information, or if actions have been taken by a participant which could result in material damage to the Bufab Group's reputation, the Board of Directors may resolve to reclaim whole or part of the Performance Shares allotted to such participant.

In the event of a public takeover bid, sale of the Company's business, liquidation, merger or similar events, the Board of Directors shall be entitled to resolve that the Performance Shares shall be (fully or partially) vested and be allotted in connection with the completion of such transaction. The Board of Directors shall make this decision based on the level of achievement of the Performance Conditions, the remainder of the Vesting Period and other factors deemed relevant by the Board of Directors.

Estimated costs and impact on key figures⁴

The costs for LTI 2025/2028, which are reported in the income statement, are calculated in accordance with the accounting standard IFRS 2 and are accrued over the Vesting Period. Assuming (i) a share price for Bufab's shares of SEK 435 at the implementation of LTI 2025/2028 (corresponding to the closing price on 14 March 2025), (ii) an annual share price increase for Bufab's share of 15 per cent, (iii) 100 per cent achievement of the Performance Conditions and allotment of the maximum number of Performance Shares, (iv) that all 20 participants allocate the maximum number of Investment Shares to the Programme, and (v) average social security contributions of 25 per cent, the total costs for the Programme in accordance with IFRS 2 are estimated to amount to approximately SEK 44.8 million, of which approximately SEK 12.3 million relates to social security contributions, which would affect earnings per share by SEK -0.34 for 2024.

⁴ The cost estimates are based on a share price for the Bufab share before the Annual General Meeting has resolved on a 5:1 share split in accordance with item 18 on the agenda and before such share split has been implemented. However, the implementation of the share split is not expected to have any material impact on the cost estimate.

Assuming (i) an annual share price increase for Bufab's share of 10 per cent and (ii) 50 per cent achievement of the Performance Conditions and allotment of half of the maximum number of Performance Shares (all other things being equal), the total costs of the Programme in accordance with IFRS 2 are estimated to amount to approximately SEK 21.6 million, of which approximately SEK 5.4 million relates to social security contributions, which would affect earnings per share by SEK -0.17 for 2024.

The Board of Directors considers that the positive effects on earnings expected to arise from senior executives increasing their shareholding in Bufab through LTI 2025/2028 outweigh the costs attributable to LTI 2025/2028.

Hedging measures and dilution

The Board of Directors proposes that the Annual General Meeting as a main alternative resolves that the company's obligations under LTI 2025/2028 are fulfilled through acquisition and transfer of own shares in accordance with item (B).I below. In the event that the required majority for item (B).I below cannot be met, the Board of Directors proposes that Bufab shall be able to enter into a so-called equity swap agreement with a third party, in accordance with item (B).II below. None of the hedging alternatives entail any increase in the number of existing shares in the Company and consequently no dilution effect in the number of issued shares will arise for existing shareholders.

LTI 2025/2028 comprises a maximum of 516,547 shares in Bufab, corresponding to approximately 0.19 per cent of the total number of outstanding shares in the Company. The effects on key figures and earnings per share are therefore marginal.

(B) Hedging measures in respect of LTI 2025/2028

I. Resolution on authorisation for the Board of Directors to resolve on acquisition of own shares and resolution on transfer of own shares

In order to ensure Bufab's delivery of Performance Shares to the participants in the Programme and any future incentive programmes, as well as to secure the payment of future social security contributions attributable to the delivery of Performance Shares, the Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors to resolve on acquisition of own shares as follows.

- i. A maximum of 516,547⁵ own shares may be acquired.
- ii. Acquisition of shares may only be made on Nasdaq Stockholm.
- iii. Acquisitions shall be made at a price within the price interval applicable from time to time on Nasdaq Stockholm, i.e. the interval between the highest buying price and the lowest selling price.
- iv. Acquisitions shall be paid for in cash.
- v. The authorisation may be exercised on one or more occasions until the next Annual General Meeting.

⁵ The maximum number of shares that may be acquired assumes that the Annual General Meeting resolves on a share split 5:1 in accordance with item 18 on the agenda. In the event that the Annual General Meeting does not resolve on a share split in accordance with the proposal, the maximum number of own shares that may be acquired shall be 103,309 shares.

In order to ensure delivery of Performance Shares to the participants in LTI 2025/2028, the Board of Directors proposes that the Annual General Meeting resolves that the Company, with deviation from the shareholders' preferential rights, transfers own shares as follows.

- i. A maximum of 374,250⁶ shares in Bufab may be transferred free of charge to participants in LTI 2025/2028.
- ii. The right to acquire shares in Bufab free of charge shall – with deviation from the shareholders' preferential rights – be granted to participants in LTI 2025/2028, with a right for each participant to acquire a maximum number of shares in accordance with the terms and conditions of LTI 2025/2028.
- iii. Transfers of shares in Bufab shall be made free of charge at the time and on the other terms and conditions that the participants in LTI 2025/2028 are entitled to be allotted Performance Shares.
- iv. The number of shares in Bufab that may be transferred under LTI 2025/2028 shall be subject to recalculation as a result of any intervening bonus issue, split, reverse split, rights issue and/or other similar corporate events.

The reason for the deviation from the shareholders' preferential rights is that Bufab wishes to implement the proposed LTI 2025/2028. Therefore, and in light of the above, the Board of Directors considers it to be beneficial to Bufab and the shareholders that the participants in LTI 2025/2028 are offered to become shareholders in Bufab.

Shares that have been acquired by the Company, and which are not transferred to participants in the Programme, may be transferred to participants in previous incentive programmes or future incentive programmes resolved by the General Meeting of the Company. Also, such shares acquired by the Company under previous incentive programmes may be transferred to participants in the Programme, in previous incentive programmes or in future incentive programmes resolved by the General Meeting. Transfers shall be made in accordance with the rules applicable to the relevant incentive programme.

Since LTI 2025/2028 is initially not expected to give rise to a need for cash settlement or payment of social security contributions, the Board of Directors has resolved not to propose to the Annual General Meeting 2025 to resolve on transfers of own shares on a regulated market to secure such payments in terms of liquidity. However, before any transfers of Bufab shares take place to participants in LTI 2025/2028 during spring 2028, the Board of Directors may propose to a later General Meeting to resolve that transfers may be made of own shares on a regulated market to secure such payments.

II. Equity swap agreement with a third party

The Board of Directors proposes that the Annual General Meeting, in the event that the required majority for item (B).I above cannot be met, resolves to hedge the financial exposure that LTI 2025/2028 is expected to entail by enabling Bufab to enter into an equity swap agreement with a third party on terms in accordance with market practice, whereby the third party undertakes, in its own name and in exchange for a fee, to acquire and transfer shares in Bufab to the participants in accordance with the terms of the Programme.

⁶ The maximum number of shares that may be acquired assumes that the Annual General Meeting resolves on a share split 5:1 in accordance with item 18 on the agenda. In the event that the Annual General Meeting does not resolve on a share split in accordance with the proposal, the number of shares that may be transferred to participants in LTI 2025/2028 shall amount to a maximum of 74,850 shares.

Majority requirements

The resolution of the Annual General Meeting under item (A) above requires a majority of more than half of the votes cast. For a valid resolution under item (B).I above, the resolution must be supported by shareholders holding at least nine-tenths of both the votes cast and the shares represented at the meeting. A valid resolution in accordance with the proposal under item (B).II above requires a majority of more than half of the votes cast.

The resolution of the Annual General Meeting on LTI 2025/2028 under item (A) above is conditional upon the Annual General Meeting either resolving in accordance with the Board of Director's proposal under item (B).I above or in accordance with the Board of Director's proposal under item (B).II above.

Värnamo in March 2025
Bufab AB (publ)
The Board of Directors

The Board of Directors' proposal of authorisation to transfer shares in the Company

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors to, on one or more occasions during the period up until the next Annual General Meeting, resolve upon transfer of the Company's own shares according to the following terms.

- The maximum number of shares to be transferred may not exceed the number of own shares held by the Company at the time of the Board of Directors' resolution, provided that the Company always holds such a number of shares that the Company needs to ensure delivery of shares under the Company's ongoing long-term incentive programs (including any recalculation).
- Transfer of the Company's own shares may only take place on Nasdaq Stockholm at a price within the share price interval registered at each point in time, meaning the interval between the highest purchase price and the lowest selling price.

The purpose of the authorisation is to enable the Company to transfer such shares that the Company has repurchased in order to ensure delivery of shares within the framework of one of the Company's long-term incentive programs, but which, partly as a result of the structure of the incentive programs, have not been used for delivery of shares to participants in such incentive programs.

The resolution by the meeting requires the support of shareholders representing at least two thirds of both the votes cast and the shares represented at the meeting.

Värnamo in March 2025
Bufab AB (publ)
The Board of Directors