

## **Notice to the Annual General Meeting in Beijer Ref AB (publ)**

The shareholders of **Beijer Ref AB (publ)**, corporate ID no. 556040-8113, are hereby invited to the Annual General Meeting (the "AGM") to be held on 23 April 2026, at 14.00 at Malmö Börshus, Skeppsbron 2, in Malmö, Sweden. Registration for the AGM will begin at 13.30.

The board of directors has resolved, in accordance with the provisions of the company's Articles of Association, that shareholders may exercise voting rights in advance by so-called postal voting.

### **A. RIGHT TO PARTICIPATE, NOTIFICATION OF ATTENDANCE AND POSTAL VOTING**

A shareholder who wishes to attend the AGM venue or who wishes to exercise its voting rights by postal voting, must be recorded in the share register maintained by Euroclear Sweden AB as per 15 April 2026; **and** must

- (i) in the event of participation at the AGM venue: give notice of attendance to the company no later than by 17 April 2026, kindly before 16:00.

Notice of attendance is submitted by regular mail to Beijer Ref AB, "AGM", c/o Computershare AB, P.O. Box 149, SE-182 12 Danderyd, Sweden, by email to proxy@computershare.se, by telephone +46 (0)771 24 64 00, or electronically through the company's website, <https://www.beijerref.com/annual-general-meeting/annual-general-meeting-2026>. The notice of attendance shall include name of shareholder, personal or corporate identity number, address, telephone number, and if relevant, name of proxy holder and number of any assistants (not more than two); and/or

- (ii) in the event of exercising voting rights by postal voting: give notice hereof by submitting its postal vote to the company no later than by 17 April 2026, kindly before 16:00.

A special form shall be used for postal voting. The form is available on the company's website, <https://www.beijerref.com/annual-general-meeting/annual-general-meeting-2026>. The completed and signed form shall be sent to Beijer Ref by regular mail to Beijer Ref AB, "AGM", c/o Computershare AB, P.O. Box 149, SE-182 12 Danderyd, Sweden or by e-mail to proxy@computershare.se. Shareholders may also cast their votes electronically by verifying with BankID via the company's website, <https://www.beijerref.com/annual-general-meeting/annual-general-meeting-2026>.

A shareholder who wishes to attend the AGM venue in person or by proxy must give notice of this in accordance with the instructions in (i) above. Hence, a notice of participation only through postal voting is not sufficient for a person who wishes to attend the AGM venue.

If a shareholder is represented by proxy, a written and dated power of attorney signed by the shareholder must be issued to the proxy and submitted to the company. A proxy form is available on the company's website, <https://www.beijerref.com/annual-general-meeting/annual-general-meeting-2026>. Further, if the shareholder is a legal entity, a registration certificate or other authorisation document must be submitted to the company. In order to facilitate the registration process, proxies and registration certificates and any other authorisation documents are requested to be received by the company at the above address in connection with submitting the notice of attendance or postal vote.

The shareholder may not provide a postal vote with specific instructions or conditions. If so, the entire vote is invalid. Further instructions and conditions are included in the form for postal voting.

Shareholders whose shares are nominee-registered must temporarily re-register their shares in their own name in the shareholders' register maintained by Euroclear Sweden AB in order to participate in the AGM (so called voting rights registration). The shareholders' register as of the record date 15 April 2026 will include voting rights registrations made no later than 17 April 2026. Therefore, shareholders must, in accordance with the respective nominee's routines, in due time before said date request their nominee to carry out such voting rights registration.

## B. AGENDA FOR THE MEETING

### PROPOSAL FOR AGENDA

1. Election of the chairperson of the meeting
2. Drawing up and approval of the voting register
3. Approval of the agenda
4. Election of two persons to attest the minutes
5. Determination that the meeting has been duly convened
6. Address by the CEO
7. Presentation of the annual accounts and audit report of the company and the group, the assurance report of the sustainability report for the group, and the statement by the auditor on the compliance of the guidelines for remuneration to senior executives
8. Resolution regarding:
  - (a) adoption of the profit and loss account and balance sheet of the company and of the consolidated profit and loss account and consolidated balance sheet of the group
  - (b) allocation of the company's profit or loss in accordance with the adopted balance sheet and determination of record date for dividend
  - (c) approval of the remuneration report
  - (d) discharge from liability for the members of the board of directors and the managing director
9. Determination of the number of board members
10. Determination of the remuneration to the board members elected by the general meeting
11. Determination of remuneration to the auditors
12. Election of board members
  - (a) Per Bertland (re-election)
  - (b) Nathalie Delbreuve (re-election)
  - (c) Albert Gustafsson (re-election)
  - (d) Kerstin Lindvall (re-election)
  - (e) Joen Magnusson (re-election)
  - (f) Frida Norrbom Sams (re-election)
  - (g) William Striebe (re-election)
  - (h) Per Bertland as the chairperson of the board
13. Election of auditors
14. Resolution to authorise the board of directors to resolve on a new share issue
15. Resolution on (A) implementation of a long-term share-based incentive program LTI 2026, (B) acquisition and transfer of own shares, alternatively (C) other hedging measures
16. Closing of the Meeting

### PROPOSALS

#### ***Item 2 – Drawing up and approval of the voting register***

The voting list proposed for approval is the voting list drawn up by Computershare AB on behalf of the company, based on the register of shareholders for the Annual General Meeting, shareholders having given notice of participation and being present at the meeting venue, and postal votes received.

#### ***Item 8 (b) – Dividend***

From the unappropriated retained earnings of SEK 15,221,478,309, dividend shall be paid in the total amount of SEK 1.50 per share. Payment shall be made in two instalments of SEK 0.75 per share for the first instalment and SEK 0.75 per share for the second instalment. It is proposed that the record date for the first instalment be 27 April 2026 and 27 October 2026 for the second instalment. If the Annual General Meeting resolves to accept this proposal, the first instalment will be due to be paid from Euroclear on 30 April 2026 and the second instalment on 30 October 2026.

**Item 1, 9–13 – Election and fees**

The Nomination Committee, consisting of the chairperson of the Nomination Committee Juho Frilander (EQT), Joen Magnusson (own and related holdings), Per Bertland (own and related holdings), Vegard Torsnes (Norges Bank) and Erik Ståhl Hallengren (SEB Asset Management), has submitted the following proposals.

**Item 1** – The Nomination Committee proposes the lawyer Madeleine Rydberger as chairperson of the Annual General Meeting.

**Item 9** – The board of directors shall consist of seven members and no deputy members.

**Item 10** – Fees shall be paid in the amount of SEK 1,350,000 to the chairperson of the board and SEK 610,000 to each of the members of the board. Fees paid to the Audit Committee of the board of directors will be the additional amount of SEK 300,000 to the chairperson of the Committee and SEK 190,000 to the members of the Committee. Fees paid to the Remuneration Committee of the board of directors will be the additional amount of SEK 150,000 to the chairperson of the Committee and SEK 85,000 to the members of the Remuneration Committee.

**Item 11** – The auditors' fees shall be paid according to approved invoice.

**Item 12** – Per Bertland, Nathalie Delbreuve, Albert Gustafsson, Kerstin Lindvall, Joen Magnusson, Frida Norrbom Sams and William Striebe shall be re-elected as members of the board of directors, until the end of the next Annual General Meeting. Kate Swann has declined re-election. Per Bertland shall be elected as chairperson of the board of directors.

Further information about the proposed board members can be found on the company's website <https://www.beijerref.com/investors/corporate-governance/board-and-group-management>.

**Item 13** – The registered accounting firm Deloitte AB shall be re-elected for a term of office to last until the end of the following Annual General Meeting. If the proposed auditing company is elected, it has been informed that the authorised auditor Richard Peters will be the auditor in charge.

**Item 14 – Resolution to authorise the board of directors to resolve on a new share issue**

The board of directors proposes that the general meeting authorise the board of directors to, on one or more occasions during the period up to the next Annual General Meeting, resolve to issue as many new shares as correspond to a maximum of 10 percent of the company's total number of shares at the time of the resolution. The share issue may be with or without deviation from the shareholders' preferential rights, by payment in cash, by contribution in kind or by set-off.

The purpose of the authorisation and the reason for the deviation from the shareholders' preferential right is to pursue the company's acquisition strategy by enabling acquisitions by payment in Beijer Ref shares (contribution in kind) or flexibility in the financing of acquisitions. The share issue price shall be determined in accordance with market conditions, which may include customary discounts. Other terms may be resolved by the board of directors.

The board of directors, or anyone appointed by the board of directors, shall be authorised to make such minor adjustments of the resolution that may be necessary in connection with registration with the Swedish Companies Registration Office.

The proposal is subject to the support of shareholders representing at least two-thirds of the votes cast and the shares represented at the meeting.

**Item 15 – Resolution on (A) implementation of a long-term share-based incentive program LTI 2026, (B) acquisition and transfer of own shares, alternatively (C) other hedging measures**

The board of directors of Beijer Ref AB ("Beijer Ref") proposes that the annual general meeting 2026 resolves to establish a long-term share-based incentive program ("LTI 2026" or the "Program") for group management and other key individuals with the Beijer Ref group of companies (the "Group").

The proposed program is in all material respects consistent with the previous year's program.

LTI 2026 is a performance-based incentive program with an element of personal financial investment. The performance targets used to assess the outcome of the Program are (i) growth in profit per share and (ii) a measurable sustainability target to reduce Beijer Ref's Scope 3 greenhouse gas emissions, both as further determined by the Board of Directors. Both performance targets have a clear link to the long-term interests of the shareholders.

The overall purpose of LTI 2026 is to strengthen the company's growth by motivating and retaining personnel with key competence.

The board of directors is of the opinion that recurring long-term incentive programs are an important part of the Group's total remuneration package and therefore intends to annually propose incentive programs for approval by the annual general meeting.

*(A) Resolution on the establishment of LTI 2026*

LTI 2026 is proposed to include approximately 150 participants whereof group management (currently 7 persons) and other key individuals of the Group.

LTI 2026 comprises a maximum of 600,000 B-shares in Beijer Ref which may be transferred to participants based on performance targets under the terms and conditions of the Program and as dividend compensation in accordance with the terms and conditions of the Program and/or which may be transferred on the market, in order to, in terms of liquidity, hedge costs for the Program, mainly social security contributions and cash settlement in certain countries.

*Participants and own investment*

In order to be entitled to participate in LTI 2026, the participants are required to acquire and allocate own B-shares in Beijer Ref to the Program or to allocate shares already held by the participant (and not allocated to other LTI-programs) (hereinafter referred to as "**Investment Shares**"), as set out below.

For each Investment Share, the company will allocate a maximum number of so-called performance share rights, corresponding to the same number of underlying B-shares in Beijer Ref ("**Performance Share Rights**"). Allocated Performance Share Rights are vested during the duration of the Program based on achieved performance targets. The vested number of Performance Share Rights at the end of the program entitles the holder to receive a corresponding number of B shares in Beijer Ref, free of charge, as follows.

Investment Shares may be allocated to LTI 2026 during the period 11 May 2026 – 24 May 2026 (the "**Investment Period**"). If a participant enters into employment after the Investment Period or if a participant possesses inside information and is therefore prevented from acquiring Investment Shares during the Investment Period, the board of directors shall be entitled to extend or postpone the Investment Period in individual cases, however no later than 31 December 2026.

LTI 2026 shall include the following employee categories and the participant may allocate a maximum of the following number of Investment Shares to LTI 2026. Based on the number of Investment Shares, the participant receives the following allocation of a certain number of Performance Share Rights per Investment Share. At the time of this proposal, the maximum number of Investment Shares corresponds in value to approximately 6–10 percent of the participant's fixed annual salary.

| <b>Position</b>   | <b>Maximum number of Investment Shares (per participant)</b> | <b>Allocated Performance Share Rights per Investment Share / Total</b> |
|---|--|--|
| CEO (1 person)  | 7,725  | 9 / 69,525   |
| Part of group management and other key individuals (category A) (around 6 individuals)  | 1,850  | 7.5 / 13,875   |
| Part of group management and other key individuals (category B) (around 18 individuals) | 940  | 7.5 / 7,050  |
| Other key individuals (category C) (around 25 individuals)                              | 835  | 6 / 5,010  |
| Other key individuals (category D) (around 40 individuals)                              | 550  | 4.5 / 2,475  |
| Other key individuals (category E) (around 60 individuals)                              | 365  | 3 / 1,095  |

#### *Performance targets and vesting*

Allocated Performance Share Rights are subject to vesting during the term of the Program, with duration up to and including the date of Beijer Ref's annual general meeting 2029. Allocated shares, together with any dividend compensation as described below, will be distributed to the participant after the annual general meeting 2029.

The number of allocated Performance Share Rights that may be vested depends on achievement of performance targets relating to (i) the growth in profit per share<sup>1</sup> (90 percent weight in the allotment) and (ii) the reduction of emissions (10 percent weight in the allotment). Prior to the start of the Investment Period, the board of directors will decide on performance targets as described above. This takes place in the form of a minimum target level and a stretch target level relating to (i) each of the financial years 2026, 2027 and 2028, and (ii) minimum target levels and stretch target levels for the entire period 2026–2028 (based on the targets per financial year).

If the minimum target level for any performance period is not reached, no Performance Share Rights shall be vested. If the stretch target level for a financial year is reached, one third of the total number of allocated Performance Share Rights shall be vested. If the stretch target level for the entire performance period 2026–2028 is achieved, the entire number of allocated Performance Share Rights shall be vested. If the outcome falls between the minimum and stretch target level in any case, the vesting shall be calculated linearly. The participant's individual vesting of allocated Performance Share Rights is thereby determined as the highest of the outcome for each individual financial year 2026, 2027 and 2028 compared to the entire performance period 2026–2028.

#### *Receiving B-shares in Beijer Ref*

Each Performance Share Right vested entitles the participant to receive allotment and payment of one share of series B in Beijer Ref, free of charge. The number of vested Performance Share Rights and the corresponding allotment of shares is determined by the board of directors in connection with the company's year-end report for 2026, 2027, 2028, respectively, based on the terms and conditions of the Program, but subject to continued vesting up to and including the annual general meeting 2029. In addition, a dividend compensation is received corresponding to the share dividend during the vesting period on the allotted number of shares up to and including the time of payment. The company shall have the right to pay the dividend compensation in cash or in shares of series B, where the number of shares is determined based on the closing price during the first day the share is traded without the right to (first) dividend in 2027, 2028 and 2029, respectively.

<sup>1</sup> Profit per share after dilution excluding items affecting comparability.

Example: An employee in category C has invested in and allocated 835 Investment Shares to LTI 2026. The employee can thus vest a maximum of 5,010 Performance Share Rights, either a maximum of 1,670 per financial year 2026, 2027 and 2028 or a maximum of 5,010 for the period 2026–2028. The employee's individual vesting of allocated Performance Share Rights is determined as the highest of the outcome for each individual financial year 2026, 2027 and 2028 compared to the entire performance period 2026–2028. The number of vested Performance Share Rights and the corresponding allotment of shares is subject to continued vesting up to and including the annual general meeting 2029 and will be distributed to the participant thereafter.

A condition for receiving allotment and payment of shares is that the Participant has retained all of his/her Investment Shares up to and including the annual general meeting 2029, and at such date remains employed by the Group and has not terminated his/her employment (with customary exceptions).

The number of B shares that each Performance Share Right may entitle the participant to receive shall be subject to recalculation due to corporate events such as new issues, splits, mergers or similar dispositions.

Performance Share Rights are not transferable or possible to pledge.

#### *Preparation and administration*

The board of directors shall be responsible for preparing the details of the terms and conditions of LTI 2026, in accordance with the mentioned terms and guidelines.

The board of directors shall be entitled to make reasonable adjustments to meet specific regulations or market conditions abroad, such as deviating from the investment requirement and/or offering cash settlement to participants. To this end, the board of directors shall have the right to implement an alternative incentive arrangement for employees in such countries where participation in LTI 2026 is not appropriate, whereby the alternative arrangement shall, as far as practically possible, correspond to the terms and conditions of LTI 2026. The board of directors shall also be entitled to make other reasonable adjustments if there are significant changes to the Group's operations, external factors or similar, that would lead to that the decided terms and conditions of LTI 2026 are no longer appropriate. Such adjustments also include the right for the board of directors to resolve on a reduction of the allocation of shares if, taking into account Beijer Ref's results and financial position, the Group's development in general and the conditions on the stock market, the allocation would be clearly unreasonable.

In the event that the board of directors considers that delivery of shares under LTI 2026 in any individual case cannot be made at reasonable costs, with reasonable administrative efforts or due to specific market conditions or specific rules, participants may instead be offered cash settlement.

Participation in LTI 2026 requires that the participation can legally take place and that the participation, according to Beijer Ref's assessment, can be carried out with reasonable costs.

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 Share Rights shall be (fully or partially) vested and shares 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 targets, the remaining duration of the Program and other factors deemed relevant by the board of directors.

#### *Scope and cost of the program*

LTI 2026 comprises a maximum of 600,000 shares of series B which corresponds to approximately 0.12 percent of the total outstanding shares in the company.

The costs for LTI 2026, which are reported in the income statement, are calculated in accordance with the accounting standard IFRS 2 and UFR 7 and are accrued over the vesting period. The calculation has been carried out with the following assumptions: (i) a share price for Beijer Ref's B-shares of SEK 135.25 upon implementation of the program (corresponding to the closing price on 23 February 2026), (ii) an annual share price increase for Beijer Ref's B-share of 10 percent per year, (iii) an annual dividend based on the consensus estimate 2026–2028, (iv) full participation in the program and (v) average social security contributions of 25 percent. Furthermore, assuming an average achievement

of the performance targets of 50 percent and an annual employee turnover of 10 percent, this entails an estimated accounting cost for LTI 2026 of approximately SEK 38.2 million, of which approximately SEK 9.7 million relates to social security contributions. At maximum fulfillment of the performance targets and an annual share price increase of 20 percent, the corresponding cost is approximately SEK 81.9 million, of which SEK 24.8 million relates to social security contributions. In the scenarios described, LTI 2026 would affect profit per share by SEK -0.02 and SEK -0.05 per year per share, respectively on pro forma basis for 2025.

The board of directors intends to present fulfilment of performance-based conditions in its future Annual Reports and Remuneration Reports.

The board of directors considers that the positive results expected to arise from executives and other key individuals increasing their shareholding through LTI 2026 outweigh the costs attributable to LTI 2026.

#### *Hedging measures and dilution*

The board of directors proposes that the general meeting as a main alternative resolves that the company's obligations in connection with LTI 2026 are fulfilled through acquisition and transfer of own shares in accordance with item (B) below. In the event that the required majority for item (B) below cannot be met, the board of directors proposes that Beijer Ref shall be able to enter into so-called share swap agreement with a third party, in accordance with item (C) below. None of the hedging alternatives entail an increase in the number of shares in the company and consequently no dilution effect in the number of issued shares will arise for existing shareholders.

#### *(B) Resolution on authorisation for the board of directors to resolve on acquisition of own shares and transfer of own shares to participants in the Program.*

##### *(i) Acquisition of own shares*

In order to ensure Beijer Ref's delivery of shares to participants in the company's long-term incentive programs, as well as to secure the payment of future social security contributions attributable to the delivery of shares, the board of directors proposes that the annual general meeting resolves to authorise the board of directors to acquire a maximum of 600,000 shares of series B in the company before the annual general meeting 2027. Acquisitions shall take place on Nasdaq Stockholm and pursuant to Nasdaq Stockholm's Nordic Main Market Rulebook for Issuers of Shares. Acquisitions shall be made in compliance with the pricing restrictions set out in Nasdaq Stockholm's Nordic Main Market Rulebook for Issuers of Shares which provides that the purchase shares may not be made at a price higher than the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase is carried out. Purchases may not be made at a lower price than the lowest price at which an independent purchase may be made. Acquisitions shall be paid for in cash and may take place on one or several occasions up to the next annual general meeting.

##### *(ii) Transfer of repurchased shares to participants in the Program*

In view of LTI 2026, the board of directors proposes that the annual general meeting resolves to transfer shares in Beijer Ref as follows. A maximum of 600,000 B-shares may be transferred. The right to acquire B-shares shall, with deviation from the preferential rights of the shareholders, be granted to the persons participating in LTI 2026, with the right for each participant to acquire a maximum number of shares that follows from the terms and conditions of LTI 2026. Transfer of B-shares to participants in LTI 2026 shall be made free of charge at the time and on the terms and conditions of LTI 2026 that participants in LTI 2026 are entitled to be allotted shares. The number of shares that may be transferred shall be recalculated in the event of an intervening bonus issue, share split, rights issue and similar corporate actions.

The transfer of own shares is part of the proposed LTI 2026 and the board of directors considers it to be beneficial to the company and the shareholders that participants in the Program are offered the opportunity to become shareholders in the company under the terms and conditions of LTI 2026.

Since LTI 2026 is initially not expected to give rise to a need for cash settlement or payment of social security contributions, the board of directors has decided not to propose to the annual general meeting 2026 to resolve on transfers of own shares on a regulated market to secure such payments in terms of liquidity. However, before any transfers of Beijer Ref shares take place to participants in LTI 2026, 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.

(C) Share swap agreement with a third party

The board of directors proposes that the general meeting, in the event that a sufficient majority according to item (B) above cannot be met, resolves to hedge the financial exposure that LTI 2026 is expected to entail by Beijer Ref being able to enter into a so-called share swap agreement with third party on market terms, whereby the third party in its own name shall be able to acquire and transfer shares in Beijer Ref to the participants.

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For a description of the company's other ongoing incentive programs, please refer to note 6 in the annual report for 2025 and the board's remuneration report for 2025. In addition to the programs described therein, there are no other long-term incentive programs in the company.

LTI 2026 has been prepared by the remuneration committee of the board of directors, discussed at board meetings and prepared in consultation with external advisors.

The resolution of the meeting under item (A) above requires a majority of more than half of the votes cast. For a valid resolution under item (B) 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 (C) above requires a majority of more than half of the votes cast.

The resolution of the meeting on LTI 2026 under item (A) above is conditional upon the general meeting either resolving in accordance with the board of directors' proposal under item (B) above or in accordance with the board of directors' proposal under item (C) above.

#### **C. AVAILABLE DOCUMENTS ETC**

The Nomination Committee's reasoned statement, proxy form and postal voting form are available at the company's website, <https://www.beijerref.com/annual-general-meeting/annual-general-meeting-2026>. The accounting documents, the auditors' report, the assurance report of the sustainability report and other documents to be held available for shareholders according to the Swedish Companies Act, will be available at the company and on the company's website no later than three weeks before the AGM. The documents will be distributed free of charge to shareholders who so request and state their postal address.

At the time of publication of this notice, the total number of shares in the company is 509,085,926 representing a total of 760,639,526 votes, of which 27,950,400 are shares of series A, representing 279,504,000 votes, and 481,135,526 are shares of series B, representing an equal amount of votes, of which 2,180,400 shares of series B are held by the company which may not be represented at the meeting.

#### **D. SHAREHOLDERS' RIGHT TO REQUEST INFORMATION**

The board of directors and the managing director shall, if any shareholder so requests, and if the board of directors considers that this can be done without significant harm for the company, give information on circumstances that may affect the judgement of an item on the agenda, circumstances that may affect the judgement of the company's or subsidiary's financial situation and the company's relationship with other group companies.

#### **E. PROCESSING OF PERSONAL DATA**

For information on how your personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>. If you have questions regarding our processing of your personal data, you can contact us by emailing [info@beijerref.com](mailto:info@beijerref.com). Beijer Ref AB (publ) has corporate ID no. 556040-8113 and the Board's registered office is in Malmö.

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Malmö, March 2026  
The Board of Directors  
Beijer Ref AB (publ)