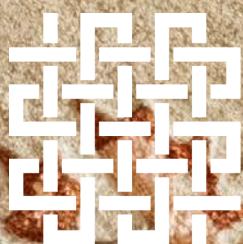


Rugvista Group AB (publ)

# Annual Report and Sustainability Report 2025



RUGVISTA

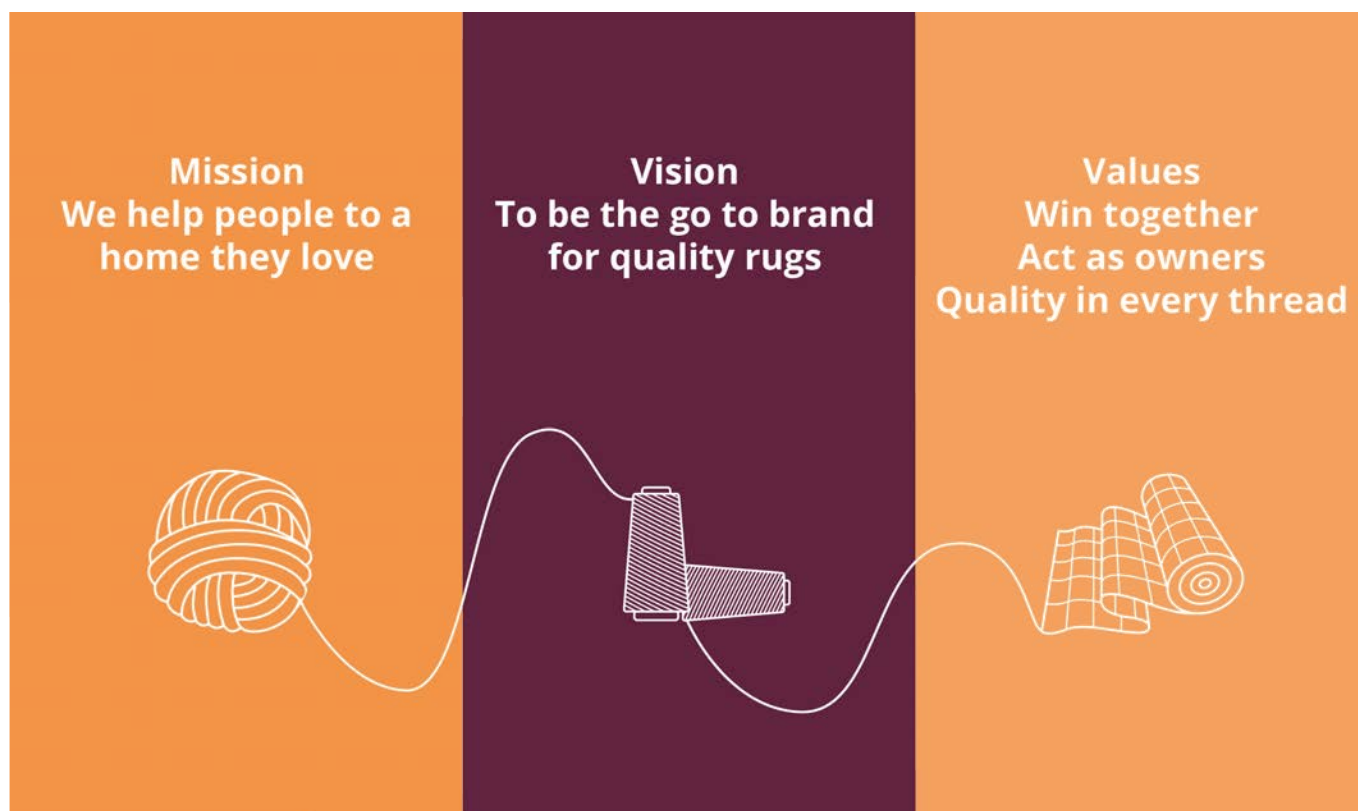
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# A world-class customer experience

Rugvista sells rugs online and is one of Europe's leading "direct-to-consumer" (D2C) e-retailers. Since its inception in 2005, the company has focused on delivering a world-class digital shopping experience and achieving high customer satisfaction. Rugvista offers a broad and relevant range of high-quality, affordable design and traditional rugs. The majority of the assortment consists of self-developed or carefully selected products available exclusively through Rugvista.



## The year in brief

*"Despite a challenging market and external environment, we delivered a strong full-year performance with organic growth of 16.3% and an operating margin of 10%, while implementing the largest operational change in the company's history: the move to our new warehouse and office."*

Ebba Ljungerud, CEO

**Net revenue**

**784** MSEK

**EBIT**

**79** MSEK

**Cash and cash equivalents**

**242** MSEK

**Website visits**

**48** million

**Trustpilot-value**

**4,6** average

**New customers**

**270** thousand

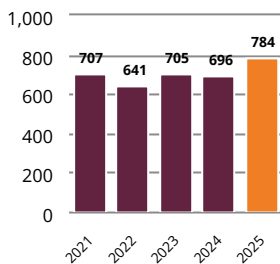
(See definitions and rationale for key figures)

## Selected key figures

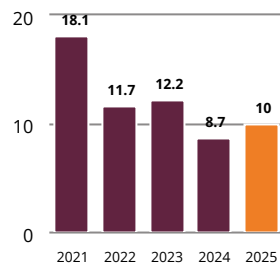
(See *definitions and rationale for key figures*)

SEK thousand if not stated otherwise	January - December	
	2025	2024
Net revenue	784 390	694 847
Net revenue growth	12,9%	-1,0%
Organic net revenue growth	16,3%	-1,0%
Gross profit	496 316	432 022
Gross margin, %	63,3%	62,2%
Operating profit (EBIT)	78 508	60 705
Operating margin (EBIT margin), %	10,0%	8,7%
Profit for the period	62 496	51 771
Profit margin, %	8,0%	7,5%
Earnings per share, SEK	3,01	2,49
Number of website visits, million	47,8	34,7
Number of orders, thousand	380	327
Average order value (AoV), SEK	2 901	2 940
Average return rate, %	14,8%	14,3%

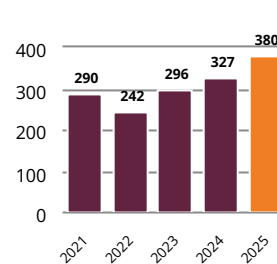
Net revenue MSEK



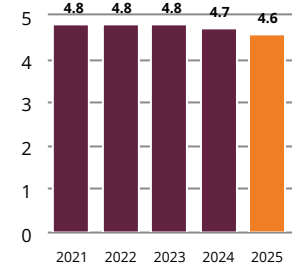
EBIT margin %



Number of orders (thousand)



Trustpilot score



## Financial goals

Rugvista's strategic framework and financial goals were adopted in connection with the company's listing in 2021. During 2025, the company has worked through and updated the framework to clarify Rugvista's direction and guide us in our mission: – We help people to a home to love. In connection with this, the board has decided on updated financial goals that reflect the company's development and plans going forward.

### Financial goals in the medium to long term and dividend policy

- **Growth:** double-digit organic growth (the previous goal was to organically increase net sales by around 20%).
- **Profitability:** the company aims to maintain an EBIT margin of over fifteen percent (unchanged)
- **Dividend policy:** the group invests its resources in growth and business development. In addition, Rugvista Group's goal is to distribute up to 50% of the year's result to shareholders.

# Strong growth during a year of great change



*“Our focus is clear: Rugvista will grow with quality. This means that we want to continue to attract many new customers – but also strengthen the mix, increase relevance and gradually improve revenue per order through assortment, presentation and pricing.”*

**Ebba Ljungerud**

## Dear shareholders,

2025 was the year when Rugvista took a clear step forward – in a market situation that was still characterized by cautious households and uneven demand for consumer durables. Despite the market and external situation, we delivered a strong full year with organic growth of 16.3% and an operating margin of 10%, while we carried out the largest operational change in the company's history: the move to our new warehouse and office.

Although the uncertainty in the external environment persisted, we saw that the conditions gradually improved during the year. Lower interest rates in Europe contributed to a slightly better sentiment and a more stable inflation picture, although the purchasing power of many households was still under pressure. At the same time, e-commerce continued to develop, with renewed growth and a clearer focus on sustainability and trust in the customer experience – something that is fully in line with our strategy.

### More accurate marketing – and a stronger inflow of new customers

One of the clearest changes during 2025 was that our efforts to be visible earlier in the customer's purchasing process really took off. During the year, traffic increased sharply, not least through a broader channel selection and better timing in the customer journey. We built brand interest while continuing to develop the data-driven work in the entire customer journey/sales funnel – from traffic acquisition to the experience on the site and onwards to repurchase.

The effect was seen in the growth in both order volumes and new customers. At the same time, we are humble in the face of the fact that conversion rates and demand varied more than we were used to – especially during campaign periods, where Black Month had a slower start than we had seen before but also a strong finish.

### Orders and order value – the right balance over time

During 2025, we continued to work actively with the balance between the number of orders and average order value (AoV). We are well aware of the pattern: when the order value increases, volumes are negatively affected – and vice versa. During the year, we made several changes to the sites and in our commercial management to find a more sustainable balance over the season, campaigns, and markets.

Our focus is clear: Rugvista should grow with quality. This means that we want to continue to attract many new customers – but also strengthen the mix, increase relevance, and gradually improve revenue per order through assortment, presentation, and pricing.

### The assortment – fewer designs, better launches and stronger product storytelling

2025 was also an important year for our assortment. We continued the shift towards fewer designs and better launches of each individual design, with clearer priorities and higher commercial precision. During the year, we launched a large number of new products, both in classic and modern collections, and we worked methodically to ensure the right balance in colors and sizes in our largest categories.

At the same time, we continued to develop what makes Rugvista unique: the meeting between tradition and renewal. During the year, we saw examples of how craftsmanship can get new expression – such as when we, together with suppliers, enabled the weaving of classic Kelims in a new Nordic color palette through dyed wool. It is in such initiatives that our product idea becomes most clear: timeless design, strong material knowledge, and an assortment that inspires.

The outdoor segment also continued to develop well, and we saw a positive direction within handmade rugs – a testament to the fact that customers appreciate both quality and clear design.

### The Move – a new base for the next growth phase

The largest operational milestone during 2025 was the move to our new warehouse and office. We gained access on June 1 and already in early July, the majority of order flow went through the new facility. During the year, we completed the move according to plan and at the same time carried out the replacement of the warehouse management system (WMS). The fact that we were able to do this without major impact on delivery capability or customer experience is an achievement we are very proud of.

The new warehouse not only gives us higher capacity and more efficient flows – it also gives us better flexibility in peak season, better planning ability, and a modern foundation for continued expansion. During Q4, it became extra clear how important this is,

when the high campaign volumes put pressure on both the warehouse, customer service, and freight partners. The lesson is clear: continued focus on capacity, planning, and robustness in the entire logistics chain is crucial to maximizing the potential of our new facility.

### **Sustainability – more integrated in offerings and ways of working**

Sustainability work continued to strengthen during 2025, with a focus on responsible production, material selection, and transparency in the value chain. We also continue to work on new regulatory requirements and have, among other things, increased our internal ability to work structured with both impact and risks. For us, sustainability is not a side track, but a part of how we build a stronger company – through better decisions, clearer requirements, and an offering that holds over time.

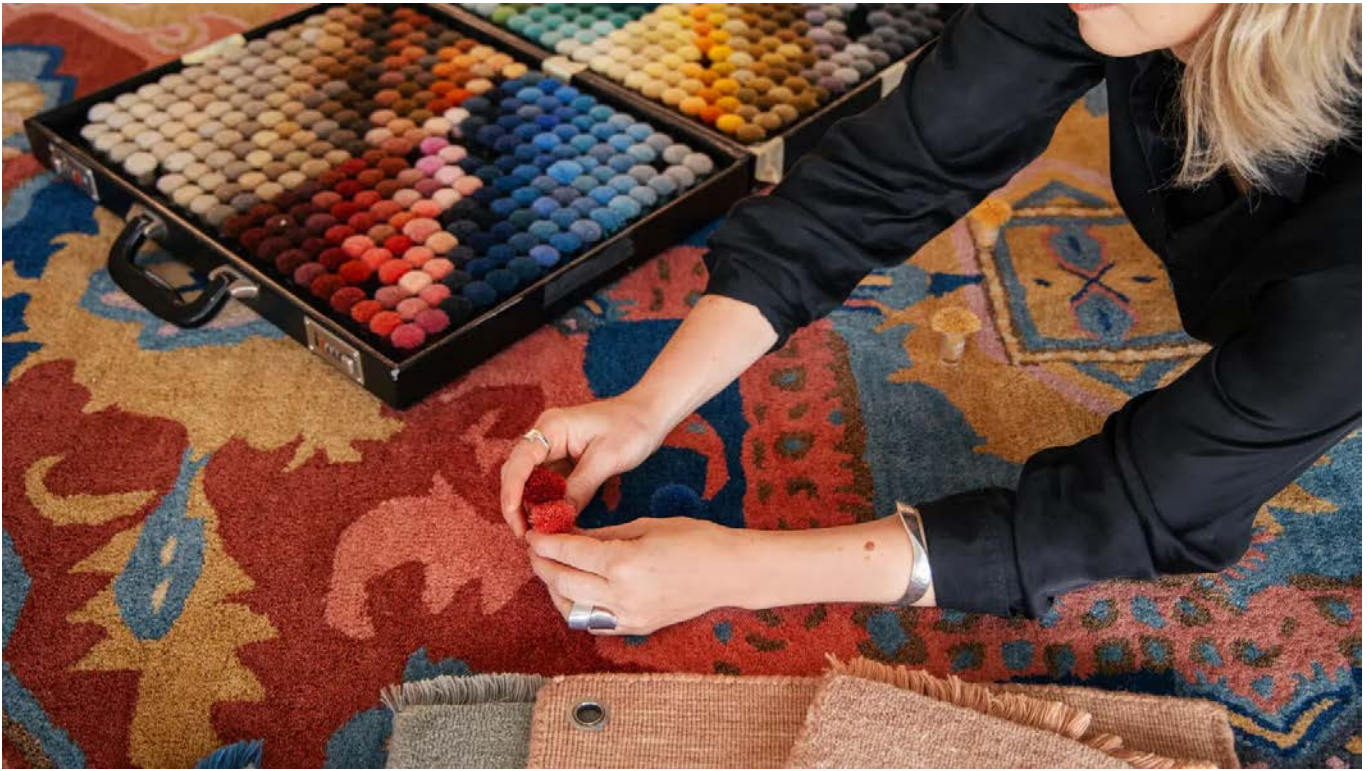
### **Forward – clear priorities and updated financial targets**

Against the background of our delivery in 2025 and a review of our strategic framework, we have updated our financial targets for the medium to long term: a growth target of two-digit organic growth, and an unchanged profitability target of 15% EBIT margin. This reflects both our ambition and our view of what is required going forward: continued efficiency, better mix, and discipline in line with growth.

We enter 2026 with a stable foundation and a clear starting point in our mission, which has followed us from the company's start, – to help people to a home to love. In our strategic work going forward, we will continue to focus on improving the customer experience, strengthening the assortment, and developing our operational capacity – at the same time as we drive growth with maintained financial discipline.

Finally, I would like to extend a warm thank you to all employees for your fantastic work during the year – not least through the move – and thank you to our customers and shareholders for your continued trust. Together, we continue to develop Rugvista and create value over time.

**Ebba Ljungerud**  
*CEO Rugvista Group*



## Rugvista's operations

Rugvista sells rugs online and owns the brands Rugvista and Carpetvista. Rugvista is one of Europe's leading direct-to-consumer (D2C) e-commerce retailers. Founded in 2005, the Company has since its inception strived to offer a world-class digital shopping experience and to achieve high customer satisfaction. Rugvista offers a broad and relevant range of high-quality, affordable design and traditional rugs. The majority of the assortment consists of proprietary or carefully selected products available exclusively through us.

In 2025, Rugvista Group had an average of 93.7 full-time employees. Throughout the entire organization, we focus on our mission — to help people create homes to love. This means that throughout the value chain and in all parts of our organization, we maintain a customer perspective and work to ensure a world-class customer experience and high customer satisfaction. Rugvista's sales are affected by seasonal variations and are typically higher during the fourth and first quarters.

Rugvista Group is headquartered in Malmö, Sweden, where its warehouse is also located. The Company's share is traded on Nasdaq First North Premier Growth Market under the ticker symbol 'RUG'. More information about Rugvista can be found on the company's website [www.rugvistagroup.com](http://www.rugvistagroup.com).

# Rugvista's business model

“Our Direct-to-Customer business model is a strategic advantage.”

Our business model is a Direct-to-Customer (D2C) model without intermediaries in the value chain. Key components of our D2C model include our in-house design and product development, where we collaborate directly with various producers for the manufacturing of our proprietary assortment. We then sell our products directly to the end-customer through our web stores. This business model enables us to offer high-quality rugs at competitive prices while maintaining a good gross margin. Our ambition is for our web stores to provide a world-class customer experience that continuously evolves to meet changing customer needs and expectations.

Internal processes, systems, and infrastructure are continuously adapted and optimized based on the business to ensure operational efficiency and, above all, the best possible experience for our customers. The scalability of the D2C business model is a further advantage. It is a flexible model that requires only modest investments in production facilities and personnel. Instead of owning and operating our own production facilities, we collaborate with leading producers, primarily in India, Egypt, and Turkey. We can adjust the selection and number of producers we work with as our requirements evolve and change. The business model, combined with our position as one of Europe’s leading online rug retailers, also provides economies of scale in the form of favorable purchasing terms, more efficient marketing investments, operational efficiency, and leverage on fixed costs

## Strengths and competitive advantages

We have a strong track record of profitable growth since our inception in 2005. Along the way, some years have been more successful than others. 2025 was a year in which we, despite continued global uncertainty, again saw solid organic growth following some challenging years where European households were pressured by significant uncertainty, high inflation, and high interest rates.

One explanation for our history of profitable growth lies in our strengths and competitive advantages, which also serve as the starting point for our vision to become 'the go-to brand for quality rugs.' Below, we further elaborate on our primary strengths and competitive advantages.

### Customer Offer

We continuously develop our customer offering based on trends, data, and evolving customer needs. Some of the key components of our customer offering include:

- **A Broad range** of design and traditional rugs across various categories, styles, colors, and sizes
- **Affordable and high-quality** products within our assortment of unique traditional rugs as well as within Rugvista Essentials, Rugvista Core, and Rugvista Premium
- **A Convenient and seamless** digital shopping experience with a focus on user-friendliness
- **Free shipping and free returns** with locally adapted delivery options
- **Free and accessible customer service** in approximately 20 different languages
- **A high trust factor** thanks to excellent customer and product reviews
- **Collaboration with reputable suppliers**
- **Locally relevant** and secure payment options

## Rugvista's D2C – model

### **In-house developed assortment**

- Solid product and assortment expertise
- In-house design, product development, and purchasing
- A broad and carefully curated product range of affordable quality products

*Value for money for the customer & good gross margin*

### **Tailored infrastructure**

- Bespoke warehouse and order management.
- Self-developed e-commerce platform with "best-in-breed" components
- Customer-focused digital shopping experience optimized for the rug product category
- In-house performance marketing, own channel marketing and content creation

*Commercially agile*

### **Strong customer focus**

- Localized communication
- Customer-centric support with product expertise available in multiple languages
- Generous customer terms such as free shipping and returns

*High customer satisfaction*

## **Proven product and assortment expertise**

We possess extensive experience and expertise within the rug product category. This enables us to develop and offer a broad and relevant range of high-quality, affordable design and traditional rugs. The purchasing power resulting from our scale allows us to procure products at favorable prices and terms. We can then pass these benefits on to our customers, which is a key reason why our products offer such high value for money.

Rugvista's assortment is developed for and adapted to customer needs, expectations, and current trends within the home interior category. Customer surveys and sales data, combined with trend forecasting, are used to continuously refine and adapt the assortment as preferences, trends, and needs evolve.

## **World-class customer satisfaction and a growing customer base**

After every order placed, we ask our customers for feedback through a survey regarding the customer experience to measure satisfaction. Following the delivery of products, we also follow up on customer satisfaction at a product level. We are very proud of our high average customer satisfaction rating of 4.6 and are dedicated to maintaining and strengthening this score.

Ensuring that our customers are satisfied after making a purchase from us is our highest priority, and we view satisfied customers as a fundamental prerequisite for our future profitable growth.

During 2025, our customer base grew by approximately 270,000 individuals. We consider our growing customer base a vital asset for future growth, particularly given the high level of customer satisfaction we maintain.

## **Leading position in a market where scale is key**

We are one of the leading players in the European online rug market. Our scale and digital business model provide significant economies of scale compared to physical rug stores and smaller digital competitors. These advantages include the ability to negotiate favorable prices and terms for the procurement of products and services, more efficient marketing, the capacity to offer a broader and more comprehensive assortment, and the ability to attract and recruit top-tier talent.

## **High cash generation**

Our ability to generate positive cash flow enables continued investments in an improved customer offering and business development aimed at further enhancing our long-term prospects. During 2025, the company carried out a significant investment in fixed assets related to the establishment of our new office and logistics center. In a normal year, the investment requirement is substantially lower, meaning that the business generates strong operating cash flow and exhibits high cash conversion.

## **Tailored infrastructure, technical platform and data-driven organization**

Our overall technology platform primarily consists of proprietary software combined with third-party components. This has enabled us to maintain a technology platform tailored to our specific needs and processes. The platform is based on open-source technology and utilizes Amazon Web Services (AWS) as its operating environment. This overarching technical architecture is intended to make our technology platform scalable, reliable, and future-proof.

We view technology and data as levers to drive further development and efficiency improvements across both operational and commercial processes. We utilize data to better understand customer needs and trends, as well as to identify improvement opportunities in our offering and other commercial processes. Functionality and algorithms have also been developed to automate, optimize or support recurring internal processes, which has resulted in efficiency and quality improvements within several of the company's functions.

# The rugs market

## Size and forecast

Rugs are part of the broader category of home furnishings products. According to our latest study<sup>1</sup> the European home furnishings market was valued at SEK 2,170 billion in 2019, with an average annual growth of 12.3% between 2015 and 2019. Within this category, carpets accounted for SEK 193 billion, equivalent to around 9% of the total market. E-commerce was estimated to account for 16% of sales, and our assessment is that this share increased to 18-20% during the pandemic years 2020 and 2021.

According to a more recent study from 2025 by Straits Research, online sales of rugs have grown faster than offline over the past five years, with an annual growth rate of 5.5% compared to 3.8% for traditional sales. The market for rugs ("area rugs") in Europe is estimated to be USD 13.7 billion, of which USD 4.9 billion is generated through online channels, which corresponds to 36% of total carpet sales online.

2025 was characterized by continued low economic activity with weak consumer confidence, despite the macro economy stabilizing somewhat compared to the previous year. Consumers' purchasing power was not affected to the same extent by rising interest rates or cost inflation, but households' caution and reluctance to make larger investments remained.

The outlook for 2026 is still uncertain despite positive macroeconomic indicators of lower inflation and interest rates. Consumer confidence is still weak and households appear to be cautious. Despite this, there are good growth opportunities in the medium to long term, thanks to the low e-commerce share in the rugs market, positive trends in the home furnishings category, and structural changes in the European carpet market.

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<sup>1</sup> The study was conducted by Technavio, 2020, on behalf of Rugvista.



## Market trends

The rugs market is largely inspired by and driven by the same trends and factors that influence the home furnishings market. These factors include, among other things, the desire for the home and home furnishings to reflect the individual's personality. This is a megatrend that we believe has been going on for the last 10-15 years in Europe and we expect it to continue in the foreseeable future.

## Structural trends in the European rugs market

We are convinced that certain structural macro trends will also drive the transition from physical to digital carpet sales in Europe in the future. These trends are described in more detail below.

## Accessibility and convenience

For many customers, digital commerce can mean a more accessible and convenient shopping experience compared to shopping in a physical store. General benefits of e-commerce include the ability to shop without being limited to store hours, the ability to shop remotely, and the ability to shop using different types of digital devices based on the buyer's preference (mobile, laptop, tablet).

Convenience factors include that a large assortment can be more easily organized and visualized digitally, that customers can easily search for products or services that meet their needs, access to fast and often free shipping, secure payment methods, and smooth return routines often without additional cost to the customer. Digital commerce also means that the customer can make their purchases without physically going to the store and handling the product. This is particularly valuable for relatively bulky and heavy goods such as rugs. Rugs are also a product that very rarely gets damaged during delivery, making it possible to distribute the products in good condition directly to the end customer's home.

## Selection

By visiting a webshop, the visitor can quickly access a wide and relevant selection of rugs, which can be filtered based on a large number of different parameters. Webshops can generally offer a much wider range, which is an advantage compared to physical stores where store space is often limited.

An advantage for the product category carpets compared to many other product categories is that carpets do not deteriorate when stored for a longer period and that trend sensitivity is lower than for example fashion. E-commerce retailers of carpets can therefore inventory a wide range of products without incurring high inventory risk.

E-commerce retailers can also, compared to physical stores, more quickly optimize the assortment based on customer demand and customer preferences by using data to identify consumer behavior and offer customers a more relevant assortment.

## Demographic factors

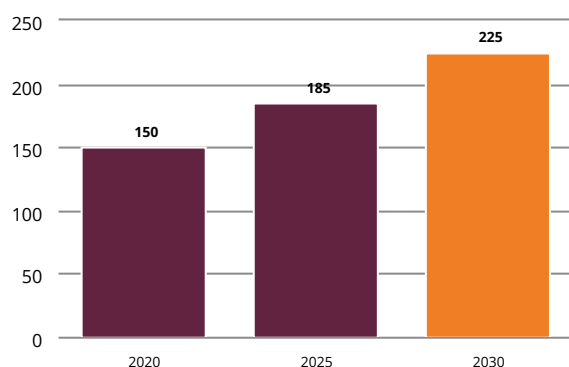
We assess that younger consumers (Generation Millennials and later - see fact box) generally have a higher propensity to shop online compared to older consumers. This customer group is likely to contribute to e-commerce increasing as a share of the total market as they establish themselves in the labor market, increase their disposable income, and start moving into their own homes.

Our perception is that a larger proportion of rugs will be purchased from a webshop in the future due to a larger proportion of the market having an established behavior of buying products and services from digital stores.

We also see that middle-aged and older consumers are becoming increasingly willing and accustomed to e-commerce. The fact that even older consumers have become more accustomed to shopping from digital stores is expected to result in a broader target group for webshops in general.

Number of people in Europe aged 25 or over from millennial or later generations (millions)

### Number of people in Europe



Source: European population statistics. By generation millennium refers to people born in 1980 or later.

## Competition

The sale of rugs in Europe, both for physical and digital sales, is fragmented. We divide the different types of rugs retailers on the European market into four overarching types.

### Traditional retailers

Traditional carpet retailers focus mainly on sales in physical stores and can be divided into two subtypes.

Subtype one is small local physical carpet stores that only offer a limited carpet range of a certain type. A large part of these stores offer traditional handmade rugs, but some stores focus on offering design carpets that have been produced in several copies per type, as well as wall-to-wall rugs. The stores that offer wall-to-wall carpets often offer the possibility of buying custom-made carpets and other flooring alternatives.

Subtype two is local physical furniture or home furnishings stores. These retailers often have furniture and other home furnishings products as their main focus, but the selection of carpets is often limited.

### Large and medium-sized home furnishings chains

Large and medium-sized home furnishings chains are retailers that offer a wide range of products for the home. Some of these focus on home improvement products, some on furniture, while others focus more on products that can be classified as home textiles. Some of these actors offer a selection of all these product categories.

Historically, these chains have focused on sales in physical stores, but in recent years, they have also developed webshops.

### Digital stores

Digital department stores are retailers that operate e-commerce in a large number of product categories. Within this type of retailer, there are two subtypes.

Subtype one is actors that offer a very wide range of products within several different mega-categories, such as books, clothing, sports equipment, furniture, and home textiles, including rugs.

Subtype two is actors that offer a wide range of product types within the mega-category home furnishings.

### Digital math specialists

Digital rug specialists focus on selling rugs and related products through online stores. There are many digital rug stores in Europe but only a few are large and offer their assortment to a larger part of European countries. The larger players often take advantage of being able to offer a wide range of different types of rugs at favorable prices. Most also have a business that is specialized in e-commerce.



### Rugvista's customer target groups

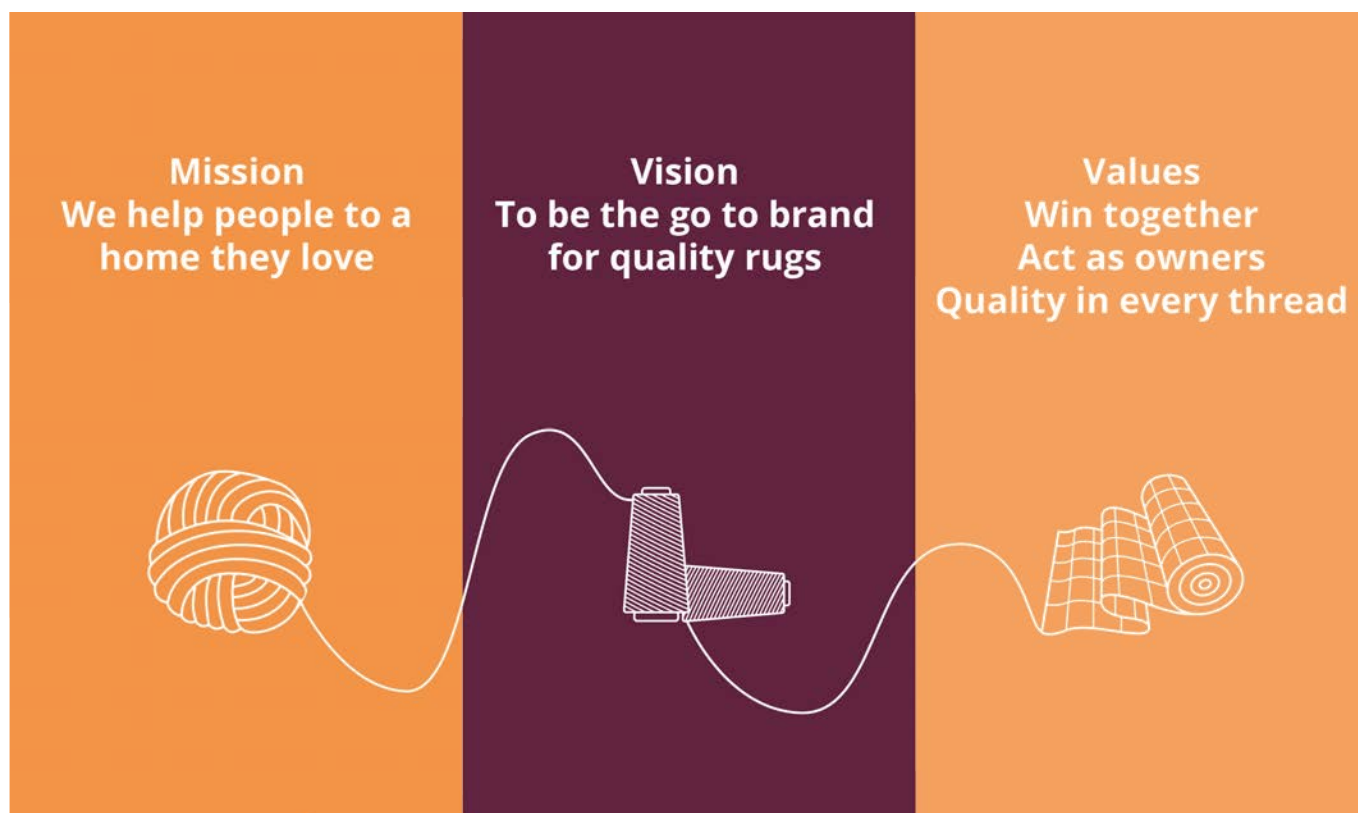
At Rugvista, we start from the idea that rugs can elevate every home and that we can help people create homes to love. With thoughtful design and a carefully curated selection, we make quality and design more accessible. We combine inspiration and guidance with a smooth online shopping experience and help customers choose rugs that perfect the room and create homes that feel personal over time. We want Rugvista to be the safe first choice for quality rugs that add comfort and beauty to everyday life.

Rugvista caters to a broad target audience with different needs, style preferences, and budgets. By starting from and understanding our six customer groups, we can offer clearer choices, better guidance, and more relevant communication. Our customer groups are: Home Decorator, Premium Shopper, Rug Enthusiast, Bargain Hunter, Functional Shopper, and Sustainable Shopper.

# Mission, vision and values

Rugvista was founded in 2005 and has, since its inception, been customer-centric with a steadfast focus on customer satisfaction. Delivering an extraordinary customer experience remains our most important task.

During the year, Rugvista updated its strategic framework to clarify Rugvista's long-term direction and provide guidance in our daily work. The framework includes our mission, vision, and values. We strive to ensure that the Company's strategic initiatives, decisions, and priorities are always anchored in our mission and our vision



*"Through our products, we help our customers to homes they love! With this as our mission, we formulate strategic themes that guide our work toward achieving our ambitious vision of becoming "the go-to brand for quality rugs"."*

Ebba Ljungerud, CEO

## Our mission

*"We help people to a home they love."*

Our mission expresses our fundamental driving force and passion. Through our products, we have the privilege of inspiring and helping our customers furnish rooms and homes that reflect their personalities and needs - a trust we deeply value and strive to uphold.

We want our assortment, our customer offering, and the experience we provide, whether in our web shops or through our other channels, to be designed to meet and support the customer wherever they are.

We aim to:

- offer and present a relevant and carefully curated selection of quality rugs
- provide visitors to our web stores with an experience tailored specifically to them
- help customers find the right product and make the best possible choice
- provide inspiration when choosing a rug for a specific interior style or room
- offer product recommendations based on diverse customer needs, such as outdoor use, washability, etc.
- convey the craftsmanship behind traditional authentic rugs, as well as the traditions, history and origins of specific patterns and colors within our traditional assortment
- naturally, assist our customers should anything go wrong with a delivery or if they wish to make a return

## Our vision

“To be the go-to brand for quality rugs.”

We have an ambitious vision that reflects the goal we are working toward. Our vision is to be the obvious choice, the go-to brand for quality rugs, for any customer looking to purchase a rug. Our vision defines how we perceive our role within the rug industry as well as how we want our customers and business partners to perceive Rugvista.

The vision is addressed to customers as well as shareholders and business partners.



## Our values

Our three values, **Win together**, **Act as owners**, and **Quality in every thread**, are the guiding principles that shape how we act, prioritize, and steer the business.

## Strategic cornerstones of Rugvista's operations

### Customer-relevant, design-driven assortment

Rugvista's assortment is continuously developed based on solid product expertise, data, customer insights, and identified trends. Our in-house design team follows an established design and assortment strategy, which in turn is always to be anchored in our brand strategy. The design palette also includes a curated and broad selection of traditional and unique products. Looking ahead, we aim to further complement the range through selected collaborations with style ambassadors and guest designers to strengthen brand appeal, traffic, and engagement.

Our broad and carefully curated assortment has always been one of our primary strengths. The majority of our products are developed in-house. We view this as a core strength and competitive advantage that we intend to leverage further, ensuring that visitors to our web shops understand that our assortment is developed in-house and available exclusively through us.

### A world-class digital experience

We operate from a customer-centric perspective, aiming to make buying a rug online simple, inspiring, and convenient. We want to offer a customer journey that feels personal, tailored, and frictionless, an area where we are constantly working on further improvements and development. We strive to design the customer journey to adapt to the customer's product needs and preferences regarding how they find their perfect rug. To win customers in the markets where we operate, we also work continuously to localize our customer offering. In 2025, we enhanced the capabilities for both showcasing and discovering the assortment, while creating a richer, more inspiring, and informative customer journey. This is also part of our preparation for the next shift in digital commerce: AI-driven search and recommendation experiences as well as agentic shopping.

### Brand and marketing excellence

By consistently communicating and delivering our offering, we aim to continue building a well-known and beloved brand. The Rugvista brand should reflect our own design expression and style-consciousness, as well as the solid product expertise and passion

for craftsmanship behind our curated selection of traditional and unique products. Increased awareness of our in-house design and product expertise is expected over time to drive both higher loyalty and stronger brand recognition. We strive to drive precise, data-driven marketing throughout the entire customer journey, from creating awareness and demand to ensuring a cohesive brand experience from advertisement to website, and through to the purchase and delivery experience.

In 2025, we particularly strengthened our presence earlier in the customers' purchasing process to build brand interest, while continuing to develop our data-driven work across the entire sales funnel - from traffic acquisition to the on-site experience and through to repeat purchases.

### **Operational excellence**

Through a focus on data-driven, system-based productivity, clear workflows, and more standardized processes, we work continuously to improve our organization and strengthen our ability to scale the business. This work encompasses the entire organization and all flows, from purchasing, warehousing, logistics, and customer service to technology, marketing, finance, HR, and other functions. Clarifying and ensuring accountability throughout the value chain (end-to-end) and improving execution through shared principles, priorities, and KPIs are key components of effective cross-functional collaboration within the organization.

The foundation for our work with operational excellence and scalability is our employees and our shared corporate culture. Our values, Win Together, Act as Owners, and Quality in Every Thread, guide us in how we prioritize, collaborate, and improve based on customer benefit and quality. This work is ongoing, but the direction is clear: a robust, efficient, and long-term scalable business where the entire organization works toward the same goals. We view AI, data, and technology, alongside maintaining high customer satisfaction, as enablers and levers for all initiatives within operational excellence.

### **Responsibility as standard**

We aim to take responsibility for our operations and our footprint, earning the trust of customers, suppliers and the market. This means, among other things, that sustainability and transparency toward customers and the market are guiding principles for us in all parts of the business. In 2025, our sustainability efforts focused on responsible production, material choices, and transparency in the value chain. For us, sustainability is not a side project, it is part of how we build a stronger company - through better decision making, clearer requirements, and an offering that lasts over time.



# Sustainability Report

Rugvista is one of Europe's leading online rug retailers. Our mission, *We help people to a home they love*, entails a responsibility for how our products are developed, produced, and distributed.

Our impact arises across multiple stages of the value chain, from material selection and manufacturing to logistics and use by customers. Sustainability is therefore an integral part of our business and a core element of how we build Rugvista for the long term. We focus on the areas where our impact is greatest and where we have the strongest ability to drive improvement.

To strengthen transparency and traceability in the value chain, we have continued to develop our sustainability efforts and reporting. In 2025, Rugvista was certified according to GRS and RCS. The certification covers our handling and traceability of certified materials within the supply chain and enables the sale of products that meet the respective standards.

The report describes how we work with our most material sustainability topics, the targets we have set, and how progress is monitored through key metrics and concrete actions.

## About the report

*This sustainability report has been prepared in accordance with the Swedish Annual Accounts Act (Chapter 6). The reporting is based on the GRI Standards (2021). A GRI Content Index, including our Statement of Use, is published separately on [rugvistagroup.com](https://rugvistagroup.com). The report covers Rugvista's own operations as well as material parts of the value chain, including the supply chain and logistics. The reporting period covers 1 January–31 December 2025. The report is published annually and is presented together with Rugvista's financial reporting. The previous sustainability report was published in April 2024.*

*"Combining design, quality, and responsibility is central to how we develop Rugvista. To me, sustainability is about focusing on the areas where we can make a real difference, from material choices and climate impact to working conditions in the supply chain. With clearer priorities and increased transparency, we strengthen both our business and our responsibility."*

Ebba Ljungerud, CEO Rugvista Group AB

## Rugvista's sustainability strategy

Sustainability is a guiding principle in Rugvista's operations and shapes how we make decisions, develop our assortment, and collaborate across the value chain. Our approach aims to create long-term value by balancing sustainability ambitions with customer experience and competitiveness.

In 2025, we further developed our sustainability strategy and clarified our focus in the areas where our impact and business risks are greatest. The strategy is structured around three focus areas – Planet, People, and Governance – which reflect our most material sustainability topics and form the basis for targets, priorities, and follow-up.

- **Planet** covers our efforts to reduce environmental and climate impact through sustainable material choices, resource efficiency, reduced emissions, and an increased focus on circular solutions.
- **People** focuses on working conditions in the supply chain as well as a safe and inclusive work environment within our own organization.
- **Governance** covers responsible business conduct through codes of conduct, clear requirements, and structured follow-up. This means that work within Planet and People is carried out with clear governance, systematic follow-up, and in accordance with applicable regulations.

We implement the strategy through clear requirements in the supply chain, the material matrix as a guiding tool for product and material choices, validated climate targets, and continuous monitoring of key metrics. The priorities are based on Rugvista's double materiality assessment and are integrated into the company's risk management and strategic governance. Identified sustainability risks and opportunities form the basis for actions and follow-up and are reported in the Planet, People, and Governance sections, as well as specifically in the Sustainability Risks section.

# The UN Sustainable Development Goals

Rugvista is a participant in the UN Global Compact and operates in line with the initiative's ten principles on human rights, labour standards, environment, and anti-corruption. The UN Sustainable Development Goals (SDGs) provide an overarching framework for our sustainability strategy.

Our prioritization of the Sustainable Development Goals has evolved over time. In 2025, we refined our selection of priority goals based on our double materiality assessment and our evaluation of where Rugvista has the greatest impact and the strongest opportunity to contribute in a measurable way.

Below, we present the Sustainable Development Goals that Rugvista prioritizes for the period 2025–2030, and how these are linked to our focus areas and targets.

## Priority Sustainable Development Goals 2025–2030



### SDG 12: Responsible consumption and production

**Linked to:** Resource use and circular economy (Planet)

**Focus:** Material choices and circular solutions

**2030 target:** 50% more sustainable materials (share of purchased weight)

*See section Planet*



### SDG 13: Climate action

**Linked to:** Climate change (Planet)

**Focus:** Emissions reduction in our own operations and in the supply chain

**2030 targets:** -50% in Scope 1–2 emissions (base year 2019), Halve CO<sub>2</sub>e per sqm of purchased rugs (base year 2021)

*See section Planet*



### SDG 8: Decent work and economic growth

**Linked to:** Own workforce and workers in the value chain (People)

**Focus:** A safe and inclusive work environment internally, as well as social compliance, audits, and improvement plans among suppliers

**2030 targets:** Employee Engagement Index (EEI) 85, 100% of suppliers covered by our code of conduct and third-party audits

*See section People*



### SDG 16: Peace, justice and strong institutions

**Linked to:** Responsible business conduct (Governance)

**Focus:** Transparency in the supply chain, anti-corruption, and responsible business relationships

**2030 target:** Full transparency across Tier 2 suppliers and zero tolerance for corruption

*See section Governance*

*Rugvista's sustainability work is conducted in close collaboration with external initiatives and industry organizations. In addition to the priority Sustainable Development Goals, we also contribute to other goals through initiatives such as promoting equality and inclusion. These efforts are reported within Planet, People, and Governance but are currently not defined as priority SDGs.*

# Sustainability governance

Rugvista's sustainability work is governed through policies, codes of conduct, and measurable targets that are integrated into the company's strategy, risk management, and operational processes.

Our governing documents are based on international frameworks such as the UN Global Compact, the UN Guiding Principles on Business and Human Rights (UNGP), the ILO's core conventions, and the OECD Guidelines.

The Board of Directors holds overall responsibility for sustainability governance. Operational responsibility is delegated to the CEO and the Management Team. The Chief Organization & Sustainability Officer (COSO) leads the sustainability work and reports to the CEO. The Sustainability Manager, who reports to the COSO, is responsible for day-to-day implementation and drives the work cross-functionally within the organization.

The COSO presents the company's sustainability work to the Board of Directors annually, including material topics, target achievement, and regulatory compliance. Sustainability-related risks and opportunities are monitored on an ongoing basis within the company's risk management framework.

Compliance in the supply chain is ensured through third-party audits conducted via amfori BSCI and Label STEP, as well as through training initiatives that support continuous improvement among suppliers. All employees receive sustainability training as part of their onboarding and are covered by the company's code of conduct.

## Memberships, frameworks and certifications

Rugvista participates in several international initiatives and certification programmes that support our work on supplier responsibility, material choices, and regulatory compliance. These collaborations contribute to increased transparency, clearer requirements, and continuous improvement across the value chain.

**amfori BEPI:** An environmental initiative that supports suppliers in improving resource efficiency, chemical management, and reducing environmental impact through structured monitoring and self-assessment.

**amfori BSCI:** A global initiative for social compliance that strengthens working conditions in the supply chain through a shared code of conduct, risk assessments, training programmes, and third-party audits.

**Care & Fair:** A non-profit initiative within the rug industry that finances schooling, healthcare, and adult education in regions where hand-knotted rugs are produced.

**Diversity Charter:** A network and initiative that promotes increased diversity and inclusion in the workplace through knowledge sharing, training initiatives, and joint commitments related to equal treatment and non-discrimination.

**Good Wool Collective:** A Swedish initiative that promotes sustainable wool production through improved animal welfare, traceability, and collaboration across the value chain.

**GRS (Global Recycled Standard) and RCS (Recycled Claim Standard):** Certifications that verify and track recycled materials and set requirements for social, environmental, and chemical aspects of production.

**Label STEP:** A non-profit organisation that works to improve working conditions in the handmade rug industry through third-party audits, monitoring, and training initiatives for producers and home-based weavers.

**OEKO-TEX® Standard 100:** A product certification that verifies that materials meet strict requirements for chemical content and are tested for substances that may be harmful to human health.

**RISE Kemikaliegruppen:** An industry network that provides guidance on chemical management and environmental legislation. Compliance with the group's restricted substances list, in line with EU regulations, is a requirement for Rugvista's suppliers.

**Svensk Handel (Swedish Trade Federation):** A trade and employer organization representing retail companies in Sweden, providing support in labour law, collective agreements, training, statistics, and public affairs related to the long-term competitiveness and sustainability of the retail sector.

**Textile Exchange:** A global organization driving the development of more sustainable fibers, materials, and supply chains through industry collaboration and standard-setting.

**UN Global Compact:** A global initiative for responsible business based on ten principles covering human rights, labour standards, environment, and anti-corruption.

Read more about our collaborations at <https://www.rugvistagroup.com/sustainability/collaborations-and-memberships/>

# Value chain and double materiality assessment

Rugvista's value chain forms the basis of our double materiality assessment. By analyzing where in the value chain our impact, as well as our business risks and opportunities, arise, we can identify and prioritize the sustainability topics that are most material to the company.

## Value chain

The value chain covers the entire lifecycle of our rugs, from design and material choices to production, transport, sales, and use by customers. The largest share of our environmental and climate impact arises from materials and manufacturing in the supply chain.

To reduce this impact, we work with clear supplier requirements, the development of more sustainable material choices, and initiatives that strengthen circularity through reuse and recycling. The value chain is a key foundation for our priorities within Planet, People, and Governance.



## Double materiality assessment

In 2024, Rugvista conducted a double materiality assessment based on the principles of ESRS and CSRD. The assessment continues to form the basis for our sustainability priorities.

Although Rugvista is not currently subject to CSRD, we continue to develop our sustainability reporting in line with the principles of the EU regulatory framework. This work strengthens our ability to identify and manage sustainability-related risks and opportunities, while contributing to increased transparency and more structured reporting.

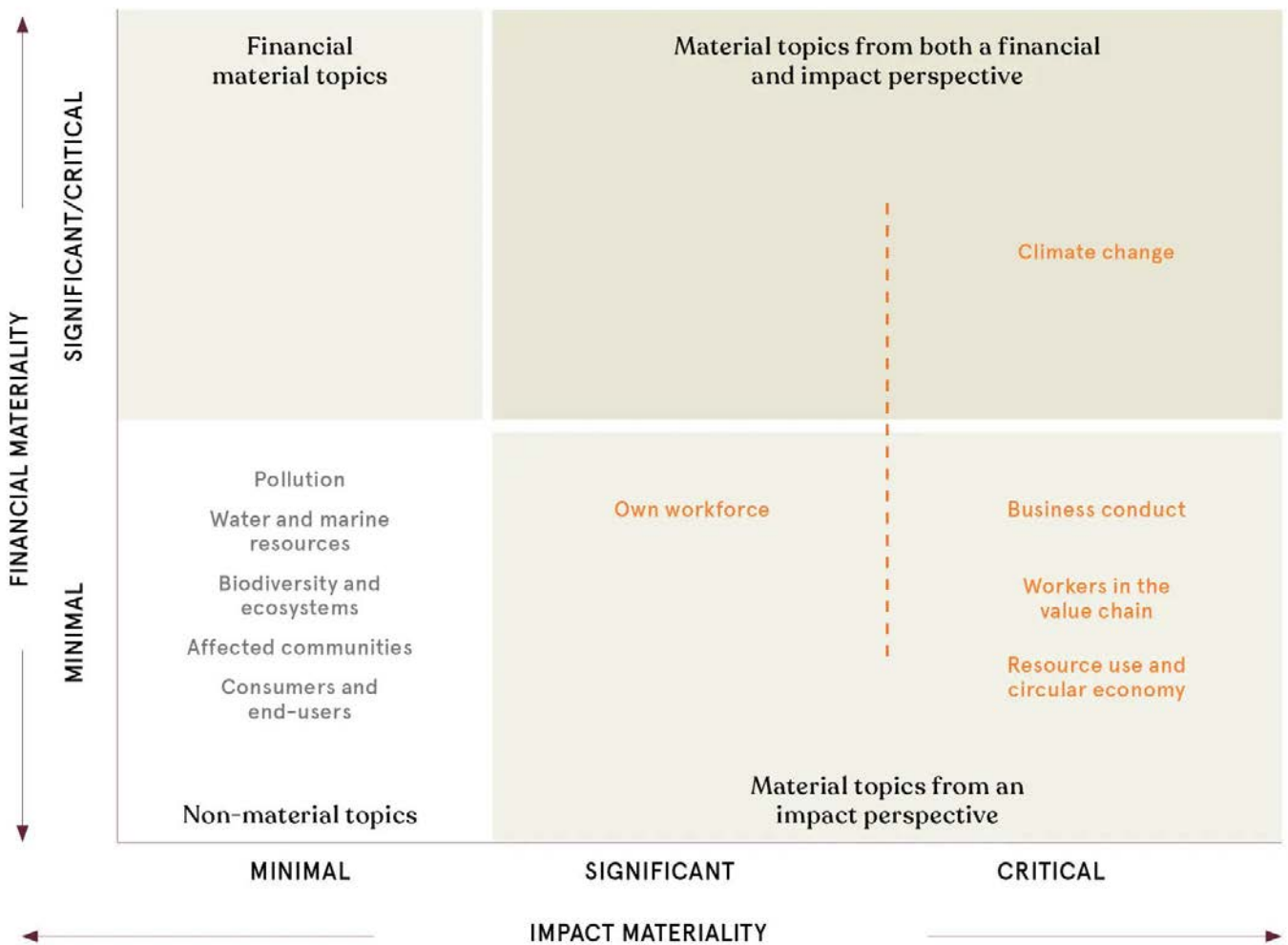
The assessment was based on a systematic mapping of actual and potential impacts, as well as an evaluation of financial risks and opportunities across the value chain. Stakeholder dialogue, internal workshops, and analysis of the business model were central components of the process.

The results have provided a clearer prioritisation of Rugvista's most material sustainability topics and form the basis for our strategy, targets, and follow-up. The identified topics include both those that are material from an impact perspective and those that are financially significant to the company.

**Process for the double materiality assessment**

<h2 style="text-align: center;">01</h2> <p><b>Update and scope</b></p> <p>The work was based on Rugvista's previous materiality assessment and was updated through a review of the business model, value chain, and relevant sustainability topics.</p> <p>Stakeholder engagement was conducted through interviews, internal workshops, and customer insights. Nature was included as part of the analysis in line with ESRS.</p>	<h2 style="text-align: center;">02</h2> <p><b>Identification of impacts, risks, and opportunities</b></p> <p>Actual and potential impacts, as well as financial risks and opportunities, were identified through industry analysis, internal discussions, and insights from stakeholder engagement. The work covered both impacts on people and the environment, as well as risks and opportunities related to Rugvista's operations and value chain.</p>	<h2 style="text-align: center;">03</h2> <p><b>Assessment and prioritization</b></p> <p>All topics were assessed using a structured scoring model and clearly defined thresholds. The assessment covered the severity and likelihood of impacts, as well as financial relevance. The results formed the basis for prioritizing Rugvista's most material sustainability topics.</p>
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Below, Rugvista's material topics are presented based on the double materiality assessment (DMA). The diagram shows which topics have been assessed as material from an impact perspective, a financial perspective, or both.





## Planet



Rugvista's environmental strategy is underpinned by the principle that responsible business practices are a prerequisite for long-term value creation. Our objective is to decouple growth from resource use through optimized material choices and more circular flows. By switching to materials with lower carbon footprints, we mitigate our primary impact within the value chain and contribute to sustainable development.

## Material topic

### Climate change

Climate change is Rugvista's most material sustainability topic and is directly integrated into our business strategy, risk management, and long-term competitiveness. Reducing our carbon footprint is a business-critical priority to future-proof the company, meet increasing demands for transparency, and contribute to sustainable development.

Impact area	2030 targets	2025 outcome	Status
<b>Scope 1 &amp; 2</b> Company vehicles, energy, and district heating	Halve absolute CO <sub>2</sub> e emissions (base year 2019: 228.70 tons)	102.40 tons	2030 goal met - new goal set in 2026
<b>Scope 3</b> Business travel and employee commuting	Halve CO <sub>2</sub> e emissions per employee (base year 2019: 1.21 tons)	1.09 tons	Increased from 2024
<b>Scope 3</b> (Purchased goods, energy use at suppliers, upstream transportation)	Halve CO <sub>2</sub> e emissions per square meter of purchased rug (base year 2021: 48 kg/m <sup>2</sup> )	24.54 kg/m <sup>2</sup>	2030 goal met - new goal set in 2026

*Current goals extend to 2030 and are based on scientific methodology to support the Paris Agreement's 1.5-degree goal. Goals achieved ahead of schedule in 2025 will be reviewed and updated in 2026.*

### Calculation method, boundaries and comparability

Our climate calculations follow the GHG Protocol and cover Rugvista Group according to the principle of operational control. The organizational boundary encompasses our own operations and relevant emissions within the value chain, including those related to suppliers and raw materials. The calculations are based on emission factors from established sources such as UK DESNZ and Ecoinvent and are updated annually. In 2025, we increased the share of primary data from suppliers and further refined our approach to the collection and calculation of climate data. This has reduced our reliance on secondary data and provided more accurate results that better reflect our actual climate impact.

This year's outcome shows an overall positive development, largely driven by strengthened data quality and an increased share of primary data. This, in turn, affects comparability with previous years, as historical figures have not yet been recalculated. In 2026, we will establish new base years in conjunction with a revision of several sustainability and climate goals. In this process, we will also recalculate historical comparison figures where relevant to ensure robust and consistent follow-up going forward.

Climate data (Scope 1-3) for the reporting period 2025 has undergone an external independent review by a climate consultant. The review has covered the calculation basis, data sources, and plausibility checks according to the GHG Protocol's methodology. The review covers the climate calculations and not the narrative text in the report. A full account of Rugvista's climate impact per reporting category can be found at the end of this chapter.

#### Scope 1 & 2 - Own operations

Scope 1 and 2 cover emissions from company vehicles, energy use in warehouses and offices, and district heating. These emissions account for less than 1% of Rugvista's total climate impact, but represent areas where we exercise direct operational control. In 2025, previous warehouse operations were consolidated into a unified headquarters and logistics center in Malmö. The new facility is constructed in accordance with BREEAM certification requirements. The property is equipped with a solar panel system, enabling the production of renewable electricity and more efficient energy management.

Against the background of the move to a unified headquarters and logistics center in Malmö and the fact that Rugvista's 2030 goal for emission reduction in Scope 1 and 2 has been met ahead of schedule, a new base year and a new emission goal will be established in 2026 to ensure consistent and accurate follow-up.

#### Scope 3 - Indirect emissions

Scope 3 comprises indirect emissions within the value chain and accounts for approximately 98% of our climate impact. These include purchased goods and services, energy use at suppliers, upstream and downstream transportation, waste, business travel, and employee commuting.

Scope 3 is primarily driven by emissions in the raw material stage (93%), including the extraction and processing of fibers, followed by factory-related emissions from our manufacturing partners (2.5%). Waste is described in more detail in the section Resource Use and Circular Economy.

### Supply chain and material selection

Our work with Scope 3 is centered on the three areas where we possess the greatest opportunity to exert an impact: material selection, factory-level emissions from suppliers, and transportation. In 2025, we deepened our dialogue with our strategic suppliers and increased the share of primary data in our calculations through enhanced data collection. The work also comprises concrete preparations for the introduction of Digital Product Passports (DPP).

The next step is to more accurately correlate material and supplier data to enable prioritization of the right actions, with a rigorous focus on the segments of the value chain that account for the highest emissions.

Main area Scope 3	Methodology	Progress 2025	Strategic benefit
Production partners (factory emissions)	Systematic collection and verification of emission data through supplier visits and questionnaires.	Increased collection and verification of emission data and readiness preparations for Digital Product Passes (DPP).	Enables early detection of deviations, drives supplier development and enhances transparency towards customers.
Materials & transport	Calculation per square meter of purchased rug.	Increased the share of primary data for materials and within the value chain.	Ensures that emission reductions align with the roadmap towards 2030.
Material selection	Collaboration with strategic partners for the substitution of conventional materials.	Deepened collaboration with key suppliers with a focus on actions that yield the greatest impacts.	Mitigates our climate impact through actions in the most emission-intensive segments.



### Certification as an enabler (GRS & RCS)

During the year, Rugvista achieved its own certification according to the Global Recycled Standard (GRS) and the Recycled Claim Standard (RCS), both of which verify the recycled fiber content in our products. For us, this forms the foundation for an unbroken value chain based on trust – from recycled raw materials to the customer receiving their rug. The certification is a strategic enabler that allows us to verify our environmental claims with high precision and communicate transparently with our customers.

Through this initiative, we strengthen our market position and ensure our preparedness for future requirements regarding transparency and product labeling. As a direct result of this work, we expect to begin labeling specific products as certified on our website during 2026, facilitating informed choices for our customers.

## Transportation and returns

All transports take place through external logistics partners and we utilize primary data for all flows. This means that our emission calculations are based on actual transport data (such as fuel type, driving distance, and filling degree), which ensures high precision in our CO2 reporting.

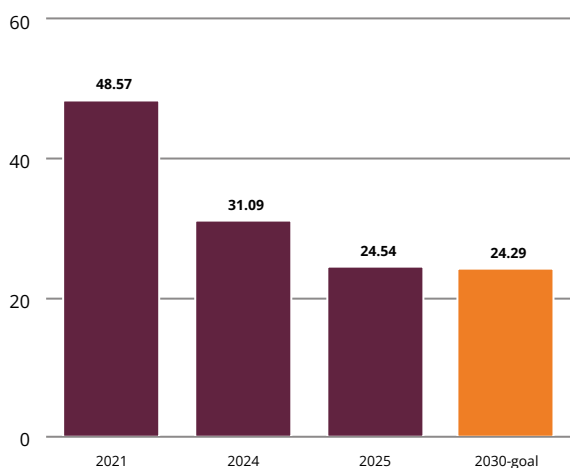
In 2025, our total emissions from outgoing transports decreased by 38 percent in absolute terms, despite sales volume increasing by 19 percent measured in square meters sold. This represents a clear decoupling between growth and climate impact in our outgoing transports. The main reason is a strategic transition from air freight to road transport, which reduced emissions from air freight by approximately 59 percent. Changes in our carrier mix during the year also contributed to reducing emissions. Overall, the climate intensity per square meter sold decreased by 48 percent.

As the return rate has increased slightly, we are initiating a cross-functional project in 2026 to analyze the underlying causes and identify measures to mitigate return flows.

*We report our emissions per square meter to provide a representative picture of our efficiency, regardless of volume growth. Total climate impact per reporting category can be found at the end of this chapter.*

Key figures	Unit	Outcome 2024	Outcome 2025
Inbound transports	kg CO2e/sqm purchased rug	0.61	0.55
Outbound transports	kg CO2e/sqm sold rug	1.15	0.60
Return rate	%	14.3%	14.8%

### Kg CO2e from rugs purchased



**CO2e per kg of purchased rug is an intensity metric that illustrates how our emissions develop independently of volume growth. It provides a transparent representation of changes in CO2e related to purchased materials, factory-level emissions, and upstream transport.**



### On site in the wool value chain

Wool is one of our most important natural materials, but also the fiber in our range that has the greatest climate footprint. At the same time, upstream traceability in the value chain is often limited, which makes it difficult to fully ensure environmental consideration, social conditions, and animal welfare. In India, where most of our wool originates, the availability of certified wool is currently limited.

To meet these challenges, we initiated a project in 2025 with a focus on increased transparency. Through site visits to Indian sheep farms, washing facilities, and spinning mills, we have gained a deeper understanding of how wool is handled and where the greatest environmental impacts occur. This knowledge makes it possible to work more strategically with improvements, for example through regenerative methods directly at farm level.

The work continues in 2026 together with suppliers and experts. Our goal is to achieve full traceability down to the farm level and thereby take active responsibility for reducing GHG emissions from wool where we can have the greatest impact.

### Business travel and employee commuting

At the end of the year, we entered into an agreement with an external travel agency service to ensure compliance with our guidelines and enable systematic follow-up of business travelers' climate impact, including ongoing access to primary emissions data.

To promote more sustainable commuting, we continue to offer subsidized public transportation cards and the opportunity to lease electric bicycles at a favorable price. In connection with the move to new premises, we have also installed more charging stations and offer subsidized charging to facilitate the transition to electric vehicles.

*“Reducing our climate impact through lower emissions is a business-critical priority, but to create a sustainable business model we need to consider the entire life cycle of our rugs. This means taking a holistic approach to how our products are designed, used and ultimately recycled - a circular journey that we describe in more detail in the next section.”*

**Tove Palm, Sustainability Manager**

## Rugvista's climate impact by reporting category

Emission source in accordance with the reporting categories of the GHG Protocol	Data source	Emission factor	Ton CO2e 2025	Ton CO2e 2024	Ton CO2e 2021 (base year scope 3)	Ton CO2e 2019 (baseyear scope 1&2)	Share in % 2025
<b>Scope 1</b>							
Company cars	Based on odometer	DESNZ, 2025	2.44	2.65	8.00	9.70	0,0%
Electricity (on-site solar power)	Actual from suppliers	Primary data	0.00				
<b>Scope 2</b>							
District heating	Invoices	Energiföretagen, 2024	98.75	100.34	46.00	219 (Reported in total)	0,2%
Electricity (location-based)	Invoices	AIB 2024, DESNZ 2025	1.09	0.68	100.00		
Electricity (market-based)	Invoices	Vattenfall EPD	0.12	0.19	Reported together with location-based		0,0%
<b>Scope 3</b>							
3.1 Purchased goods and services	Supplier questionnaires, invoices, purchase data	Ecoinvent, 2023	47,410	40,893	60,055	N/A	93.0%
3.1 Purchased goods and services (supplier manufacturing)	Supplier questionnaires	UN 2022, IPCC 2006	1,273	2,041	Reported together with 3.1	N/A	2.5%
3.3 Fuel- and energy-related activities not included in Scope 1 or 2	Supplier questionnaires	DESNZ, 2025	13.33	11.15	7.00	N/A	0.03%
3.4 Upstream transportation and distribution	Actual from supplier	Primary data	1,127	865	3,037	N/A	2.2%
3.5 Waste	Invoices	DESNZ, 2025	0.84	0.11			0.0%
3.6 Business travel	Employee questionnaires	DESNZ, 2025	56.22	22	4	67 (Reported with 3.7)	0.1%
3.7 Employee commuting	Employee questionnaires	DESNZ, 2025	49.80	42	17		0.1%
3.9 Downstream transportation and distribution	Actual from suppliers	Primary data	918	1,486	Reported together with 3.4	N/A	1.8%
<b>Total (Market Based)</b>			<b>50,950</b>	<b>45,463</b>	<b>63,274</b>		<b>100.0</b>

## Material topic

### Resource use and circular economy

Every fiber and every piece of packaging represents an invested resource. For Rugvista, the circular economy entails taking responsibility for how these resources are utilized, preserved, and extended throughout the product's entire life cycle. The circular transformation is characterized by significant complexity and places high demands on strategic prioritization, structured follow-up, and transparent communication with customers, suppliers and the organization.

Impact area	2030 targets	2025 outcome	Status
<b>Purchased rugs made of more sustainable materials</b> Certified, reused, recycled, or recyclable	50% of total purchased weight	20.31%	According to plan
<b>Packaging materials</b> Own packaging	100% recycled or bio-based material	47%	According to plan

## Framework for circular design

During 2025, we initiated the development of an internal framework – Design for Circularity. The purpose is to establish a structured model for integrating circular principles into design, purchasing, and supplier processes. The work is being carried out incrementally, from analyzing circular potential and regulatory requirements to establishing principles, goals, and practical implementation.

Year	Focus	Activity
2025	Analysis & Dialogue	Category-specific analysis of circular potential and dialogue with suppliers and certification bodies in preparation for Digital Product Passports (DPP).
2026	Framework, goals & implementation	Finalizing the <i>Design for Circularity</i> framework, updating circular goals, and commencing implementation in design and purchasing processes.

## Our unique rugs: Innate circularity meets new requirements

Our handmade, unique rugs represent, in many respects, the most sustainable form of consumption. They are crafted from natural materials, possess a long lifespan, and carry an inherent second-hand value that makes them rarely exit the circular loop. From a resource use perspective, these products are already pioneers.

However, during 2025, we faced challenges in how these unique handicrafts align with future regulatory frameworks and circular certifications. Standardized industrial production models often create complexity for vintage products where each rug has its own history. Our work continues in 2026, where our ambition is to find methods that actually reward our unique rugs rather than excluding them. We aim to ensure that the unique nature of the handicraft is recognized in new standards so that transparency and artisanal traditions can coexist.

## Implemented and ongoing circular initiatives 2025

In parallel with our strategic analysis, we have executed concrete actions during the year to reduce resource consumption and increase the share of circular materials in our operations. Below is a summary of both the improvements achieved in 2025 and the ongoing initiatives contributing to enhanced circularity.

### Packaging materials

The share of recycled plastic in our own packaging increased from 30 percent to 47 percent. This reduces the use of fossil-based plastic and mitigates emissions within Scope 3.

### Suppliers' packaging

During 2025, the share of suppliers using at least 20 percent recycled material in their packaging increased. The change was achieved through structured dialogue with relevant suppliers.

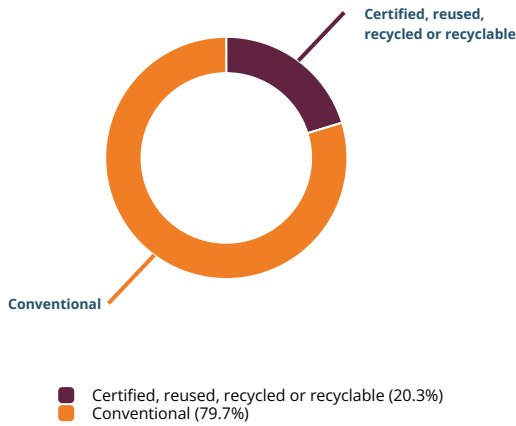
### Collaboration with Mjuk

During the year, a partnership was initiated with the circular platform Mjuk. The purpose is to provide rugs with transport damage or aesthetic defects the opportunity for resale as an alternative to disposal.

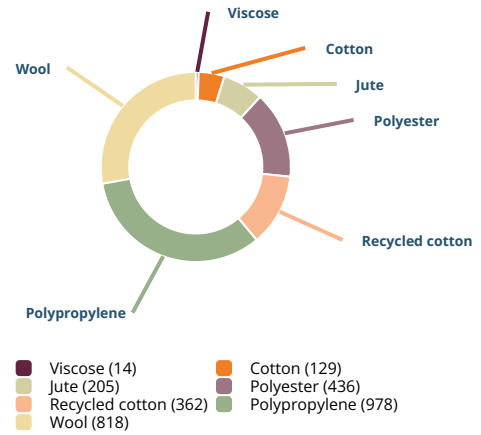
### Rugvista RE:USE

Through our collaboration with Tradera, Customers on the Swedish market can sell their Rugvista rug at no cost via the platform. The initiative facilitates life-cycle extension and supports circular use. The usage is currently limited, but the possibility is available and communicated through our Swedish website.

## Purchase of sustainable material



## Purchases by material category, tonnes

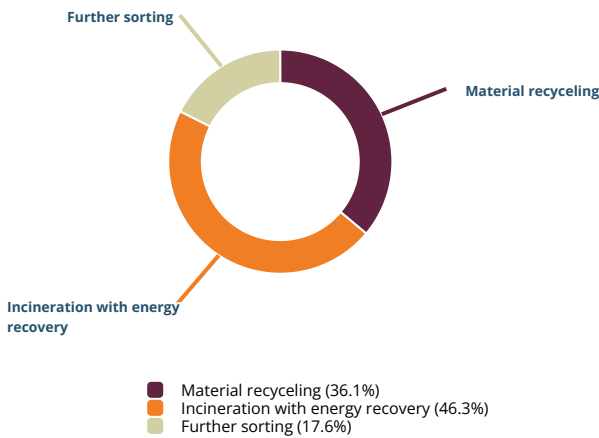


## Waste from own operations

Our internal waste volume is minimal relative to production, but we strive to ensure responsible management where we exercise direct operational control. The majority of our internal waste consists of soft plastic, hard plastic, and corrugated cardboard.

With the relocation to our new warehouse in 2025, we are accelerating our efforts. The building's BREEAM certification sets stringent requirements for the facility's waste infrastructure, providing the optimal framework to maximize source separation and mitigate the volume of unsorted waste.

## Waste own operations



## Environmental impact in the supply chain

Beyond emissions related to raw materials, a significant portion of our environmental impact occurs in the production stage. This makes close collaboration, clear requirements, and rigorous supply chain monitoring essential. All suppliers, both new and existing, are subject to our minimum requirements. These include that suppliers are socially third-party audited, have signed our Code of Conduct, and comply with our Animal Welfare Policy and REACH Chemical Policy. We also require transparency and information regarding the next tier in the chain (at least Tier 2).

## Chemicals and certification

Chemical management is a priority area, driven by both upcoming product information requirements (DPP) and customer expectations. In 2025, 86% (67%) of suppliers of newly manufactured rugs were certified according to OEKO-TEX. For products that still lack external certification, we ensure compliance through testing in independent laboratories. We also support prioritized suppliers in the work of executing and completing relevant certification processes.

## Data-driven evaluation and management

In 2025, our annual supplier survey was expanded to strengthen transparency around the origin of raw materials (Country of Origin) and refine data within areas such as energy use, water consumption, and waste management. In 2026, the assessment will be further developed by integrating factory-related environmental impact as a structured parameter in our supplier evaluation. This

improves comparability between suppliers and provides a more systematic basis for dialogue and prioritization of actions that mitigate environmental impact in the supply chain.

### Audits and handling of deviations

New suppliers are screened based on environmental criteria as part of our onboarding process. All new suppliers during the year underwent such screening. Existing suppliers are monitored through external audits, which include environmental modules with assessment of compliance with environmental legislation, permits, chemical management, and waste management. Identified deviations are addressed through corrective action plans (CAP) with follow-up alongside the supplier.

Significant environmental impact refers to suppliers where screening or audits have identified serious violations of environmental legislation, systematic deficiencies in environmental management, or a risk of significant negative environmental impact. In 2025, no suppliers with significant environmental impact were identified.

Below is the environmental result table for suppliers. It is new for 2025, hence there is no comparison data from previous years.

### Supplier assessment and results - Environment

Indicator	Result 2025
New suppliers screened based on environmental criteria	2 (100%)
Suppliers assessed for environmental impact	100%
Suppliers identified with significant environmental impact	0%
Supplier relationships terminated due to environmental deficiencies	0%



### Dialogue for future requirements

In 2025, we visited our prioritized suppliers in India. The purpose was, among other things, to prepare our suppliers for upcoming regulatory requirements while gaining insight into the producers' own perspectives on the transition. The visits provided a deeper understanding of how production is organized and how, for example, production waste is already utilized to a significant extent as a resource.

We also noted that the suppliers in several cases possess more detailed environmental data than has previously been reported. At the same time, it became clear that full transparency throughout the material chain remains a challenge. The work therefore continues in close dialogue with the suppliers to strengthen traceability, transparency, and data quality.



## People



Employees and workers in our supply chain are fundamental to Rugvista’s operations and long-term value creation. We work to ensure safe, fair, and inclusive working conditions, both within our own organization and across the supply chain.

### Material topic

#### Own workforce

An engaged and competent organisation is essential to Rugvista’s continued development. We strive to provide a safe and supportive work environment where employees have the conditions to contribute and grow. The most material topics for our own workforce are social dialogue, health and safety, training and skills development, working hours, and diversity.

Impact area	2030 targets	2025 outcome	Status
Good working conditions and well-being	Achieve an Employee Engagement Index (EEI) of at least 85	EEI: 79	Ongoing
Training and skills development	The employee development framework to be fully implemented for all employees across the Group	79% compliance with the framework	Ongoing according to plan
Equal treatment and equal opportunities for all	Balanced gender distribution (40–60%) in the Management Team	62.5% women, 37.5% men (as of 31 December 2025)	Ongoing

## Employee engagement and work environment

Our employees drive the development of the business, strengthen the customer experience, and contribute to Rugvista's long-term competitiveness and profitable growth. To succeed in our mission to help people create a home they love, we rely on a culture characterised by engagement, quality, and collaboration.

During 2025, we continued to develop our employer offering and to promote a safe, inclusive, and supportive work environment. Employee insights are an important part of our governance and are captured through recurring surveys, workplace meetings, and ongoing dialogue with managers and safety representatives. This feedback is used to inform priorities and drive concrete improvement actions.

## Culture and values

Culture is a central part of how we lead and develop the business. It is reflected in how we collaborate, make decisions, and interact with our customers, and is essential for translating strategy into concrete action. During the year, we introduced new values to clarify expectations, strengthen accountability, and create a clearer link between strategy and execution:

**Act as owners**

**Win together**

**Quality in every thread**

To ensure that the values become an integrated part of the business, we have established a Values Committee that, together with People & Organization, drives implementation across the organisation.



## Enhanced governance of employee engagement

During 2025, Rugvista further developed its approach to monitoring employee engagement in order to create more cohesive and business-aligned governance of the factors that influence well-being, motivation, and retention. As part of this, the Employee Engagement Index (EEI) was introduced as the primary key metric. EEI is based on four dimensions:

- Overall experience
- Pride
- Motivation
- Intention to stay.

The index is based on a five-point scale and converted into a score between 0 and 100. The first measurement was conducted in Q4 2025 and established a baseline. From 2026 onwards, EEI will be monitored on a quarterly basis. eNPS will continue to be measured annually to ensure comparability over time.

### EEI results 2025

The first EEI measurement resulted in a score of 79, which, according to our interpretation model, corresponds to a good and stable level of engagement. Motivation was the strongest dimension, while overall experience, pride, and intention to stay were at stable

levels. Rugvista's target is to reach at least 83 by 2028 and at least 85 by 2030. The analysis also indicates potential to improve organisational clarity and strengthen cross-functional collaboration.

### Improved eNPS during the year

In Q4 2025, eNPS reached 18, representing a clear improvement compared to -14 in the previous year. The result reflects the efforts made during the year to strengthen organizational structure, collaboration, and clarity.

### Diversity and inclusion

Rugvista has an international organization with employees from a wide range of backgrounds and countries. In 2025, we established an Inclusion Committee that meets regularly and works to strengthen inclusion and employee participation across the organisation. As part of this work, we conducted internal surveys to capture employee perspectives and identify areas for improvement. Rugvista is also a member of the Diversity Charter and operates in line with the initiative's purpose of promoting inclusion and equal treatment in the workplace.

A concrete outcome of this work is that, in 2026, Rugvista will offer language courses in Swedish and German to facilitate integration and support greater inclusion for employees who do not speak the language of the country in which they live and work.

### Employee development framework

Rugvista has an employee development framework that provides structure to the dialogue between managers and employees through structured feedback, goal-setting and performance reviews, individual development plans, calibration across managers, salary reviews, and at least quarterly check-ins.

In 2025, the framework was fully implemented for 79% of employees. Ensuring consistent implementation across the organization is a prioritized development area. On average, employees completed 19 hours of training during the year (excluding temporary staff), an increase of 6 hours compared to 2024. This means that our long-term target of at least 16 hours has already been exceeded. Several training initiatives were linked to our new logistics centre. With a new learning platform being implemented in 2026, the ambition is to maintain 16–20 training hours per employee per year through to 2030.

Attracting, developing, and retaining the right skills and capabilities is essential to Rugvista's continued development and ability to execute its strategy. In 2026, we will therefore further develop the framework to strengthen structured skills development, continuous learning, and long-term career development within the company.

*"Our culture is defined by curiosity, accountability, and a drive to perform. It forms the foundation for how we create value, both today and in the long term."*

Patricia Rajkovic Widgren, Chief Organization & Sustainability Officer

### Compensation and collective agreements

Rugvista is covered by collective agreements for both white-collar and blue-collar employees. For white-collar employees, individual salary setting is applied in accordance with the applicable collective agreement, while salary development for blue-collar employees follows the agreed increases resulting from annual negotiations. As part of our work on equal treatment, we conduct an annual pay review to identify and address any unjustified pay differences.

We offer a wellness allowance, benefits that support a sustainable lifestyle, and subsidized public transport for commuting. Rugvista is a member of Svensk Handel (the Swedish Trade Federation) and has collective agreements with Handelsanställdas Förbund and Unionen.

### Organizational and social work environment

The annual OSA survey (Organizational and Social Work Environment survey) complements the EEI and provides deeper insights into workload, recovery, psychological safety, and leadership. In 2025, the response rate was 81%. The results show consistently strong levels across all areas. Areas for improvement have primarily been identified in workload, recovery, and skills development, where there is potential for further improvement. The results form the basis for prioritized actions at both team and functional levels.

Preventing workplace harassment is a priority within our work environment efforts and is monitored on an ongoing basis, as well as through the OSA survey. In 2025, no cases were reported.

### Health, safety, and sick leave

Rugvista works systematically to promote a safe and healthy work environment through risk assessments, preventive measures, and incident monitoring. In 2025, sick leave decreased to 1.7% (4.3%) for blue-collar employees and to 0.9% (2.4%) for white-collar employees, meaning that we have already achieved our 2030 targets. The number of accidents and incidents also decreased to 2 (5). This development is assessed to be clearly linked to our systematic and long-term work environment efforts.

As part of our health promotion initiatives, we also established a new gym at our premises in Malmö during the year, available to all employees. We also offer free yoga sessions and group training activities during lunchtime.

### Grievance mechanisms and whistleblowing

Rugvista provides an external and independent whistleblowing channel that enables employees and other stakeholders to report suspected misconduct or serious breaches, including anonymously. The channel is available via the intranet and is governed by our whistleblowing policy. Reports are handled by People & Organization and, where necessary, escalated to relevant functions such as the CLO, CEO, or the Board of Directors. All cases are handled in accordance with established procedures that ensure confidentiality, due process, and protection against retaliation.

In 2025, no reports were received through the whistleblowing channel.



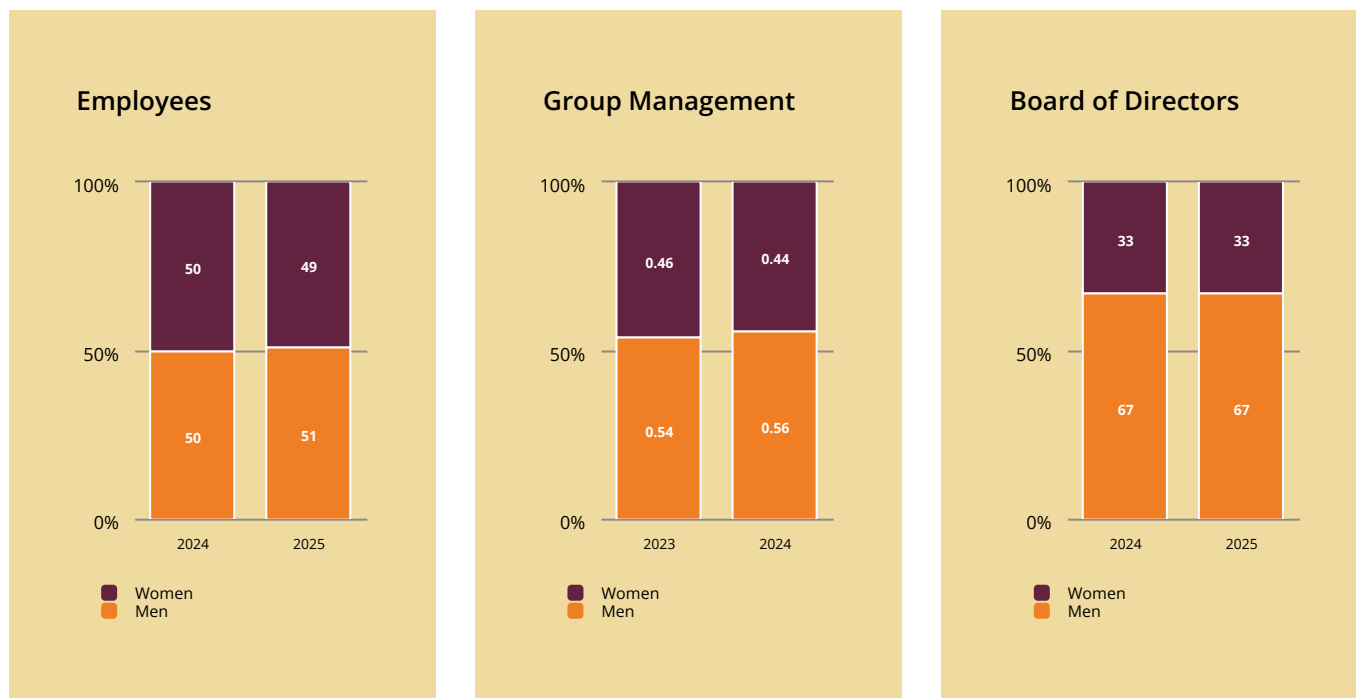
### New premises and 20 years of growth

In 2025, Rugvista moved into new premises in Malmö and Berlin. The new environments are designed to enhance collaboration, efficiency, and employee well-being. In Malmö, the new warehouse and logistics centre have enabled more modern workflows and improved conditions for both productivity and the work environment.

In connection with the move, we also celebrated Rugvista’s 20th anniversary together with employees and external partners and stakeholders. It was an opportunity to recognize the shared journey that has shaped the company, while also looking ahead with a continued focus on growth, operational development, and long-term value creation.

### Workforce structure and composition

As of 31 December 2025, Rugvista had a total of 103 employees, measured as headcount, of whom 49% (50%) were women. The average number of full-time equivalents (FTEs) during the period January–December was 93.7 (98.6).



The distribution of employees, Board of Directors, and Group Management refers to headcount as of 31 December 2025.

#### Composition of total workforce

(FTE, average 2025)	FTE
Employees	93.7
Temporary agency staff	17.6
<b>Total</b>	<b>111.4</b>

#### Employment type and employment level

(headcount as of 31 December 2025)	Number
Permanent employees	97
Fixed-term employees	6
Full-time	97
Part-time	6
<b>Total number of employees</b>	<b>103</b>

**Age distribution of employees (headcount as of 31 December 2025)**

	2025
<30	16%
>30 - <50	65%
>50	19%
<b>Total</b>	<b>100%</b>

**Key metrics and target tracking - employees and work environment**

	Goal 2030	Result 2025	Result 2024
Training hours per employee	16	19	13
Sick leave - warehouse	3%	1.7%	4.3%
Sick leave - office	3%	0.9%	2.4%
Employee turnover (%)	10-20%	13.5%	11.5%
Accidents / incidents	0	2	5



**Material topic**

**Workers in the value chain**

Every product we purchase is the result of people's work in several stages of our value chain. For Rugvista, it is a fundamental principle that working conditions in production should be responsible and fully aligned with our requirements. Since almost all production takes place outside Sweden and largely outside the EU, regulatory frameworks and oversight often diverge from domestic conditions. This places high demands on structured supplier governance and clear social requirements within our purchasing process.

**Supplier management and requirements**

Our expectations of suppliers are defined in our Supplier Code of Conduct, which outlines basic rights for workers in the supply chain. These requirements encompass working hours, compensation, health and safety, freedom of association, and the strict prohibition of child and forced labor. These standards are communicated during onboarding and form the basis for our ongoing monitoring.

Compliance is followed up through external frameworks and audits, as well as ongoing supplier dialogue. For the majority of our supplier base, we utilize amfori BSCI. For suppliers of handmade rugs, we engage Label STEP, which also covers smaller production units and home-based weavers.

The audits are conducted in accordance with our Supplier Code of Conduct and aim to monitor compliance and identify serious violations. When deviations are identified, corrective action plans (CAP) are established and followed up within the agreed timeframe. Serious or recurring deficiencies may lead to stricter measures and, in the absence of improvement, a review of the business relationship.

Our approach is to drive continuous improvements together with our suppliers over time, rather than considering compliance as a static state.

### Risk profile and identified deficiencies

The results for 2025 indicate that basic labor law requirements are generally respected by our suppliers. At the same time, recurring deficiencies are identified that are typical for the industry and the regions where production is situated. These deviations mainly concern deficiencies in governance and systems rather than violations of fundamental rights.

During the year, the most frequent deviations concerned:

- Discrepancies between statutory minimum wages and estimated living wage levels
- Working hours and overtime, particularly related to documentation and compliance with local thresholds.
- Basic working conditions, such as sanitary facilities, access to first aid, and emergency procedures

These areas are prioritized in the dialogue with the affected suppliers and are addressed through corrective action plans with the support of Label STEP and amfori BSCI.

During the year, amfori BSCI further developed its approach to following up on deviations, entailing clearer requirements for documentation of implemented measures and more structured verification during follow-up audits. Suppliers are also offered targeted training addressing identified deficiencies. The objective is to enhance follow-up mechanisms over time and ensure that corrective actions yield tangible improvements. Furthermore, we have initiated similar collaboration with Label STEP to reinforce and streamline the monitoring of identified deviations within their framework.

### Audits and results - amfori BSCI

The results from the amfori BSCI assessments are presented in the table below. The change compared to the previous year is mainly attributable to a slightly modified supplier base and minor deviations that affected the grading.

The results serve as a basis for prioritizing action plans and follow-up within identified risk areas. No Zero Tolerance<sup>1</sup> incidents were identified during the year.

amfori BSCI			
	2023	2024	Result 2025
Share A+B	66.7%	94.1%	85.7%
Share C	27.8%	5.9%	15%
Share D	5.6%	0%	0%
Zero Tolerance incidents	0%	0%	0%

<sup>1</sup> Zero Tolerance encompasses the most severe violations, such as child labor, forced labor, or immediate danger to the lives and health of employees.

### Audits and results – Label STEP

The audits are conducted in accordance with Label STEP’s established methodology and underpin our ongoing monitoring of compliance. The findings serve as a foundation for dialogue with suppliers and for identifying and prioritizing remedial measures. The audit scope encompasses parameters largely aligned with amfori BSCI – such as occupational health and safety, wages and compensation, working hours, the prohibition of child labor and forced labor, non-discrimination, and requirements related to transparency.

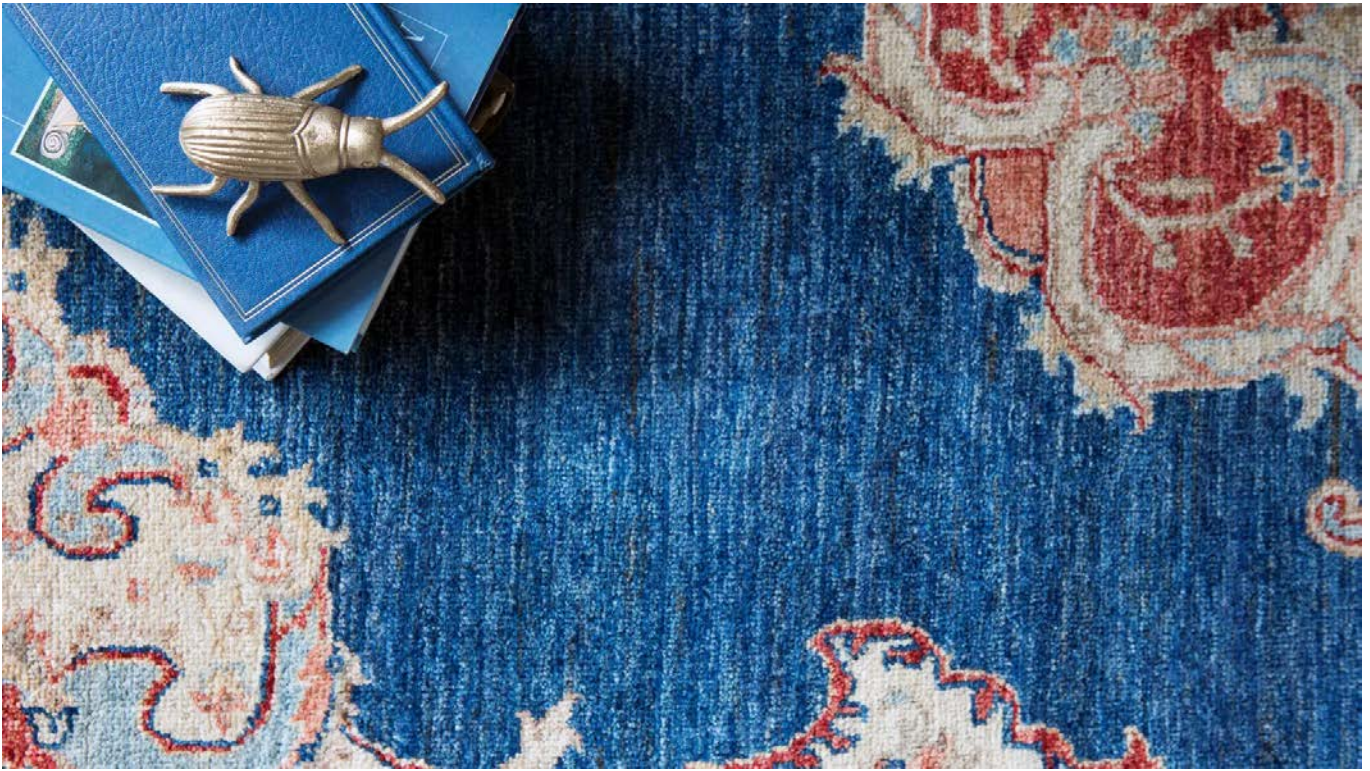
At the same time, Label STEP maintains a specialized industry and supply chain focus for rug and textile production, ensuring that requirements and follow-up points are tailored specifically to the artisanal nature of the production process. No critical non-compliances were identified in 2025.

### Grievance mechanisms and whistleblowing in the value chain

Suppliers enrolled in amfori BSCI have access to amfori’s dedicated whistleblower function, Speak for Change. During the previous reporting period, this system contributed to the identification of significant transparency deficiencies in a potential supplier, resulting in a strategic decision to forego the partnership.

For other suppliers and stakeholders in the value chain, Rugvista maintains an independent, third-party whistleblowing channel available on our corporate website. In 2026, we will intensify our efforts to increase awareness and accessibility of this channel throughout the supply chain. In 2025, no cases were identified through these systems.





## Governance



Responsible business conduct is a prerequisite for Rugvista’s long-term value creation and for the trust of customers, investors, and business partners. Within Governance, we work to ensure transparency, ethical business conduct, and compliance through clear codes of conduct, supplier requirements, and structured monitoring. Governance provides the framework for our sustainability work and ensures that activities within Planet and People are integrated into the company’s governance, monitoring, and risk management, and are conducted in accordance with applicable regulations.

### Material topic

#### Business conduct

Rugvista’s business is built on long-term relationships with suppliers and other business partners. Through responsible sourcing practices, clear requirements, and continuous monitoring, we work to promote good working conditions, responsible business relationships, and continuous improvement across the supply chain.

We also work to strengthen awareness of business ethics and responsible conduct throughout the organisation. This includes preventive measures, clear internal guidelines, and mechanisms to identify, report, and address deviations.

Impact area	2030 targets	2025 outcome	Status
Responsible business conduct and compliance	100% of all suppliers to have signed Rugvista’s Code of Conduct	100%	Achieved – continuously maintained
Transparency	100% of all Tier 2 suppliers to be mapped	100%	Achieved – continuously maintained
Corruption and bribery	All identified incidents to be investigated and addressed	No incidents identified	Ongoing

## Codes of conduct and governing documents

Rugvista's codes of conduct and policy documents are key governance tools to ensure ethical business conduct and compliance within both our own organisation and the supply chain. These documents define the requirements and expectations applicable to employees, suppliers, and other business partners. Policies and guidelines are reviewed regularly and updated as needed.

Key governing documents include:

- Rugvista's code of conduct for employees
- Rugvista's code of conduct for suppliers
- Rugvista's anti-corruption policy
- Rugvista's whistleblowing policy
- UK Modern Slavery Act statement

Rugvista's Board of Directors, management, and all employees are subject to the company's Code of Conduct and are expected to act in accordance with our ethical guidelines, company principles, and applicable laws. The Code of Conduct is communicated upon employment and is available to all employees. Compliance is monitored through internal controls, training initiatives, and established reporting channels.

For suppliers, signing the Supplier Code of Conduct is a requirement as part of the business relationship. Compliance is monitored through third-party audits and structured dialogue related to identified risks and areas for improvement.

## Compliance with laws and regulations

Rugvista works to ensure compliance with applicable laws and regulations, as well as internal governing documents. This includes internal controls and ongoing monitoring of relevant risks related to sustainability and business conduct.

In 2025, Rugvista had no material cases of non-compliance with laws and regulations. There were also no fines or sanctions related to regulatory breaches.

## Anti-corruption and prevention

Corruption risks may arise in some of the regions where our suppliers operate. Rugvista has zero tolerance for corruption and works proactively through clear guidelines, requirements for business partners, and training initiatives for relevant roles within the organisation.

In 2025, no confirmed cases of corruption were identified. There were no reported cases of employees being dismissed or subject to disciplinary action due to corruption, and no business relationships were terminated or not renewed due to corruption-related breaches.

## Transparency in the supply chain

Transparency in the supply chain is a key part of Rugvista's work on responsible business conduct. We work with a limited number of strategic suppliers, prioritising long-term partnerships and continuous improvement in social and environmental compliance.

All production facilities are subject to regular third-party audits conducted through amfori BSCI or Label STEP. Prior to entering into new partnerships, we conduct risk assessments with a particular focus on working conditions, environmental impact, and compliance with our requirements.

To strengthen traceability and integrate sustainability risks into our supplier governance, we work systematically to map the supply chain beyond Tier 1. During the year, we mapped 100% of our Tier 2 suppliers as part of our risk-based due diligence process. The next step is to continue mapping Tier 3 and Tier 4, with a focus on the parts of the value chain where sustainability risks are assessed to be greatest. This work aims to progressively increase transparency, strengthen risk assessments, and ensure responsible business relationships across the value chain.

## External whistleblowing function

Rugvista provides an external whistleblowing service via 2Secure, enabling anonymous reporting of suspected misconduct or violations related to our codes of conduct. The service is available to both employees and workers within our supply chain. All reports are handled confidentially and assessed in accordance with Rugvista's whistleblowing policy. In 2025, Rugvista received no reports through the whistleblowing channel.

# Sustainability risks

Rugvista's most significant sustainability risks have been identified through the double materiality assessment and are linked to our focus areas: Planet, People, and Governance. These risks include both environmental and social impacts, as well as financial and business implications for the company.

In addition to business-specific risks, Rugvista is also affected by external factors such as regulatory changes, geopolitical developments, and trends in global supply chains.

Through clear requirements, structured monitoring, and long-term partnerships, we work systematically to identify, assess, and manage these risks. The most material risks and our overall approach to managing them are outlined below.

## Focus area Planet

### Climate change

Rugvista's climate impact primarily arises in the value chain, particularly in the production of materials such as wool and cotton, as well as in transport. Increasing regulatory requirements, evolving customer expectations, and climate-related disruptions in the supply chain may affect costs, delivery capability, and long-term competitiveness.

**Risk management:** Climate targets aligned with the Paris Agreement, ongoing monitoring of emissions across the value chain, and steering of material choices through Rugvista's material matrix. Climate data is also used in supplier dialogue and follow-up. *See the Planet section for more information.*

### Resource use and circular economy

Rugvista's products rely on natural raw materials such as wool and cotton. Limited availability, price volatility, or increasing regulatory requirements may affect costs and access to materials in the supply chain.

**Risk management:** Increasing the share of certified and recycled materials, as well as developing more resource-efficient and circular solutions. Material use is monitored through purchasing data and supplier dialogue. *See the Planet section for more information.*

## Focus area People

### Workers in the value chain

Rugvista's rugs are manufactured by suppliers in several production countries, primarily in India and Turkey. In these regions, there is a risk of inadequate working conditions, including in areas such as occupational health and safety, working hours, wages, and freedom of association. Such issues may affect Rugvista's reputation, business relationships, and regulatory compliance.

**Risk management:** All suppliers are required to comply with Rugvista's Code of Conduct. Compliance is monitored through third-party audits, supplier dialogue, and corrective action plans where deficiencies are identified. Rugvista also conducts its own supplier visits and works with suppliers on improvement plans based on audit results. Audits are primarily conducted within the frameworks of amfori BSCI and Label STEP. *See the People section for more information.*

### Own workforce

Risks related to workload, working conditions, and access to skills may affect employee well-being, engagement, and the company's long-term development.

**Risk management:** Working conditions and engagement are monitored through employee surveys, dialogue between managers and employees, and a systematic approach to the work environment. The results are used to inform improvement actions and organizational development.

*See the People section for more information.*

## Focus area Governance

### Responsible business conduct and compliance

Failure to comply with laws, regulations, or internal guidelines may lead to sanctions, business risks, and reputational damage.

**Risk management:** Codes of Conduct for employees and suppliers, internal controls, training initiatives, and established reporting channels. Compliance is monitored through internal controls and supplier audits. *See the Governance section for more information.*

### Corruption and unethical business conduct

Operations in certain supplier regions entail increased exposure to corruption risks in business relationships.

**Risk management:** Zero tolerance for corruption, clear policies, training initiatives, and an external whistleblowing service for reporting suspected breaches. *See the Governance section for more information.*

### Political and social risks

Geopolitical developments, trade restrictions, conflicts, and social unrest in supplier regions may affect the supply chain, production stability, and delivery capability.

**Risk management:** Diversification of the supplier base, ongoing risk assessments, and collaboration with external initiatives such as amfori and Label STEP.

*See the Governance section for more information.*

# The auditor's statement regarding the statutory sustainability report

To the General Meeting of Rugvista Group AB (publ), reg. no. 559037-7882

## Assignment and division of responsibilities

The Board of Directors is responsible for the sustainability report for the year 2025 on pages 15–39 and for ensuring that it has been prepared in accordance with the Annual Accounts Act in its version applicable prior to 1 July 2024.

## Scope and focus of the examination

Our examination has been conducted in accordance with FAR's recommendation RevR 12, *The auditor's opinion on the statutory sustainability report*. This means that our examination of the sustainability report has a different focus and is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and generally accepted auditing standards in Sweden. We believe that this examination provides us with a sufficient basis for our opinion.

## Statement

A sustainability report has been prepared.

Malmö on April 14, 2026  
Ernst & Young AB

## HANNA FEHLAND

Authorized Public Accountant



# Corporate Governance Report



## Rugvista's corporate governance

Rugvista Group AB (publ) is a Swedish public limited company whose shares are listed on the Nasdaq First North Premier Growth Market since March 2021. "Rugvista Group" or "the Company" refers, depending on the context, to Rugvista Group AB (publ) (corporate identity number 559037-7882) or the group in which Rugvista Group AB (publ) is the parent company. The role of corporate governance in Rugvista Group is to create conditions for active and responsible ownership, a clear division of responsibilities between the corporate bodies, and to prevent conflicts of interest. Well-functioning corporate governance is a prerequisite for maintaining the market's confidence in the Company and creating value for the Company's stakeholders. The Company's principles for corporate governance apply to all companies in the group, which currently consists of the Company and its wholly-owned subsidiaries: Rugvista AB (registration number 556458-9207) and Rugvista GmbH (registration number HRB 256883B). This corporate governance report has been prepared in accordance with the Annual Accounts Act and the Swedish Code of Corporate Governance ("the Code") and has been reviewed by the Company's auditor.

### Corporate governance principles

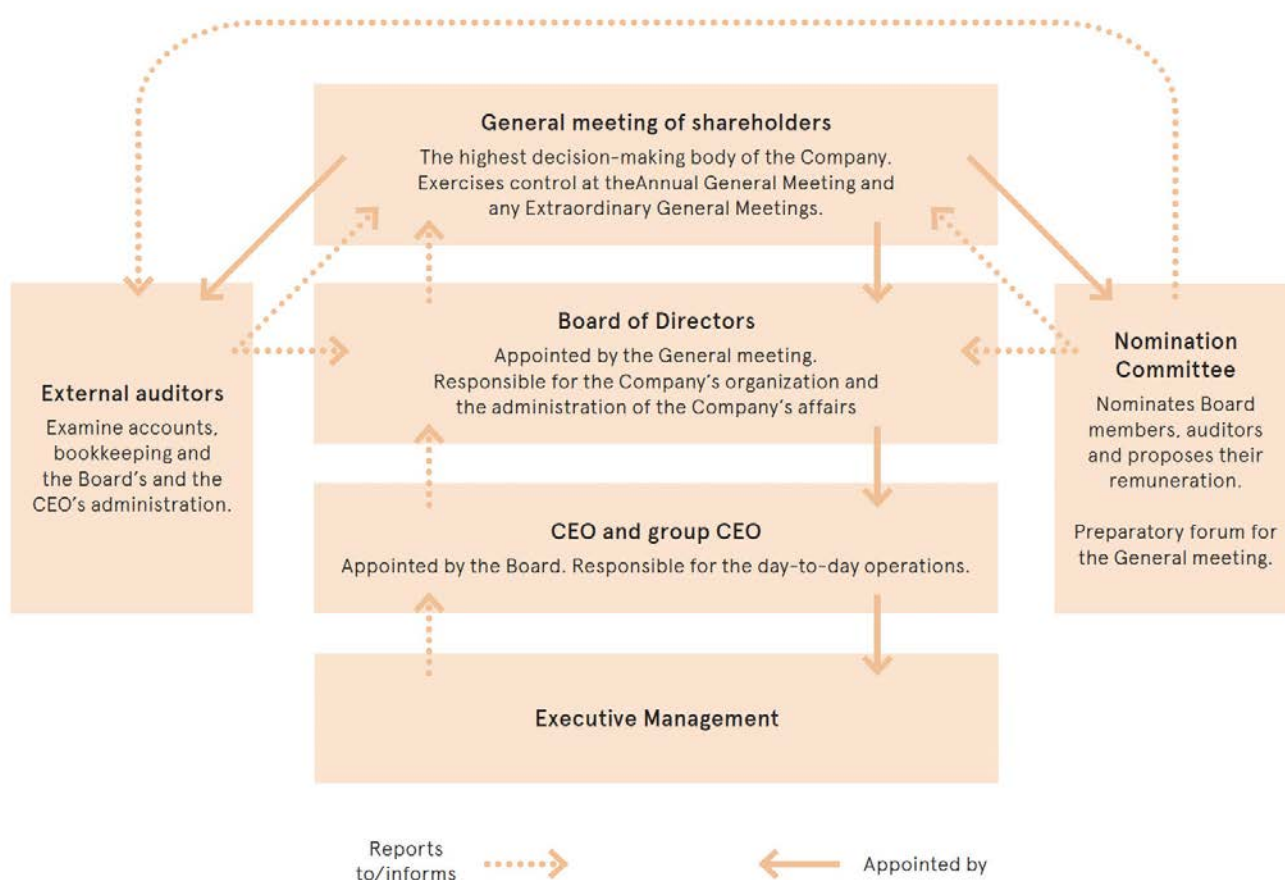
The company's corporate governance is based mainly on the rules of the Companies Act (2005:551), the Annual Accounts Act (1995:1554), the Company's Articles of Association, its Code of Conduct and other internal governing documents. In addition to the above, the Company also applies Nasdaq First North Premier's Rulebook for issuers and the Code, as well as other applicable laws and regulations. Fundamental to the Company's corporate governance is also the Company's corporate culture, way of working and values. Information on the principles of corporate governance for Rugvista Group can also be found on the Company's website [www.rugvistagroup.com](http://www.rugvistagroup.com).

### Swedish Code of Corporate Governance

The Code is part of the self-regulation of the corporate sector and sets standards for good corporate governance. The code applies to Swedish companies whose shares are listed on a regulated market and should also be applied to companies listed on the Nasdaq First North Premier Growth Market. The currently applicable Code is available on the website of the Swedish Corporate Governance Board [www.bolagsstyrning.se](http://www.bolagsstyrning.se). The code is based on the principle "comply or explain" which means that a company applying the Code may deviate from individual rules and choose other solutions that it considers better suited to the company's special circumstances, but then an explanation must be given where the reasons for the deviation and the solution chosen instead are presented. The cases where the Company deviates from the Code are reported below. Code rule 4.1 is applied as the Company's diversity policy. Read more in the Company's **Sustainability report** about the Company's work with diversity.

Code rule	Deviation and explanation/comment
7.1 regarding board committees in general.	The Board of Directors have resolved to not establish special committees. The entire Board of Directors perform the tasks of such committees. For a further description of the option chosen by the Company please see the section regarding board committees.
7.2 regarding audit committee.	The Board of Directors have resolved to not establish an audit committee. The entire Board of Directors performs the tasks of such a committee. For a further description of the option chosen by the Company please see the section regarding board committees.
7.3-7.5 regarding remuneration committee.	The Board of Directors have resolved to not establish a remuneration committee. The entire Board of Directors performs the tasks of such a committee. For a further description of the option chosen by the Company please see the section regarding board committees.
8.1 para 3 regarding separate internal audit function.	The Board of Directors have resolved to not establish a separate internal audit function. The Board of Directors evaluates the need for such a function annually. For a further description of the option chosen by the Company please see the section regarding internal audit and the description of Rugvista's framework for internal control and risk management.

## Corporate governance structure



## The share and largest shareholder

The first trading day for Rugvista Group AB (publ) shares on the Nasdaq First North Premier Growth Market was March 18, 2021. The share's ISIN code: SE0015659834. The company's share register is kept by Euroclear Sweden AB. The total number of shares in the Company as of December 31, 2025 was 20,785,140 and each share entitles to one (1) vote.

The 10 largest shareholders as of December 30, 2025 are listed in the table below.

Owner	Number of shares	Share of capital	Share of votes
Madhat AB	3 790 301	18.2%	18.2%
Alcur Fonder AB	2 387 543	11.5%	11.5%
Futur Pension Försäkringsaktiebolag	1 828 041	8.8%	8.8%
Indexon AB	1 490 204	7.2%	7.2%
Nordnet Pensionsförsäkring AB	1 251 849	6.0%	6.0%
SIX SIS AG	1 070 157	5.1%	5.1%
Movestic Livförsäkring AB	1 046 178	5.0%	5.0%
BANK JULIUS BAER & CO LTD	922 894	4.4%	4.4%
CBLB / UCITS	813 026	3.9%	3.9%
Försäkringsaktiebolaget Avanza Pension	597 070	2.9%	2.9%
<b>Total for the ten largest shareholders</b>	<b>15 197 263</b>	<b>73.1%</b>	<b>73.1%</b>
<b>Total number of outstanding shares</b>	<b>20 785 140</b>	<b>100,0%</b>	<b>100,0%</b>

## General Meeting

The General Meeting of shareholders is the Company's highest decision-making body and the forum where the shareholders exercise their voting rights. The Annual General Meeting of the Company is held every year within six months from the end of the financial year. In addition to the Annual General Meeting, Extraordinary General Meetings can be convened as needed. Notice convening a General Meeting shall, according to the Articles of Association, be made through announcement in the Swedish Official Gazette as well as on the Company's website. Announcement that notice convening a general meeting has been issued shall also be advertised in Dagens Industri. Before each General Meeting, the Company also publishes a press release with the notice in its entirety. According to the Articles of Association, General Meetings are held in Malmö municipality where the Company has its registered office, or in Stockholm.

At the Annual General Meeting, the shareholders decide on issues such as adoption of income statement and balance sheet, allocation of the Company's results, decision on discharge from liability for the members of the Board of Directors and the CEO, composition of the Nomination Committee, election of members of the Board of Directors (including Chairperson of the Board) and auditor, remuneration to the members of the Board of Directors and the auditor, and guidelines for remuneration to senior executives. At the meeting, the shareholders of RugVista Group may also decide on other matters of importance to the Company, such as any amendments to the Articles of Association.

Shareholders who wish to have a matter dealt with at a General Meeting shall request this in writing to the Board of Directors. Such a request shall normally be received by the Board of Directors no later than seven weeks before the meeting. The Articles of Association do not contain any special provisions regarding the appointment and dismissal of members of the Board of Directors, restrictions on the transferability of shares, or amendments to the Articles of Association. The Articles of Association are available on the Company's website [www.rugvistagroup.com](http://www.rugvistagroup.com). The guidelines for remuneration to senior executives are determined at least every four years. Currently, there are no authorizations granted by the General Meeting to the Board of Directors to decide that the Company shall issue new shares.

## Annual General Meeting 2025

The Annual General Meeting was held on May 21, 2025. Decisions included, among other things:

- Adoption of income statement and balance sheet as well as consolidated income statement and consolidated balance sheet
- Approval of the Board's report on remuneration in accordance with Chapter 8, Section 53 a of the Swedish Companies Act
- Decision on the allocation of the year's result, entailing a decision on a dividend of SEK 1.25 per share, with the record date of May 23, 2025
- Decision on discharge from liability for the Board members and the CEO
- Determination of the fees for the Board and the auditor
- Re-election of the Board members Martin Benckert, Magnus Dimert, Ludvig Friberger, Hanna Graflund Sleyman, Patrik Berntsson and Ebba Ljungerud for the period until the next Annual General Meeting, as well as the election of Jennie Högstedt Björk as a new Board member for the period until the next Annual General Meeting. Martin Benckert was re-elected as Chairperson of the Board
- Election of auditor

The Company's next Annual General Meeting will be held on May 21, 2026, with the possibility of postal voting. For more information about the 2026 Annual General Meeting, see the Company's website [www.rugvistagroup.com](http://www.rugvistagroup.com).

## Extraordinary General Meetings 2025

No Extraordinary General Meetings have been held in 2025.

## Right to participate in General Meetings

All shareholders who on the record date, six banking days prior to the General Meeting, are directly recorded in the Company's share register maintained by Euroclear Sweden, and who have notified the Company of their intention to attend no later than the date stated in the convening notice, have the right to participate in the General Meeting and vote for the number of shares they hold. The Company's articles of association contain no restrictions on the number of votes each shareholder may cast at a General Meeting.

Shareholders who have their shares nominee-registered through a bank or other nominee must, in addition to registering for the General Meeting, request that their shares be temporarily registered in their own name in the share register kept by Euroclear Sweden (so-called voting rights registration) in order to participate in the General Meeting. For more information, see the Company's website.

## Nomination Committee

### The work of the Nomination Committee

The Nomination Committee represents the shareholders of the Company and has the task to prepare and present proposals for decisions regarding, among other things, the number of Board members, the election of Board members, Chairperson of the Board, and remuneration to Board members. The Nomination Committee also prepares a proposal regarding the election of auditor and remuneration to the auditor and, to the extent deemed necessary, proposals for amendments to the Company's instructions for the Nomination Committee. Shareholders can submit proposals to the Nomination Committee in accordance with the instructions provided on the Company's website. In the work of assessing the composition of the Board, the Nomination Committee is provided with the results from the Board's own evaluation of its work. In addition thereto, the Nomination Committee decides on any additional activities for preparing the proposal for election of Board members, such activities may, for example, consist of in-depth interviews or surveys.

### Composition of the Nomination Committee

The Nomination Committee shall, in accordance with instructions in force, consist of the Chairperson of the Board and one representative for each of the three largest shareholders in Rugvista Group AB (publ) based on the share register kept by Euroclear Sweden as of the last banking day in September each year or other reliable ownership information at such time.

The Chairperson of the Nomination Committee shall be the member appointed by the largest shareholder in terms of voting power, unless the Nomination Committee unanimously appoints another member. The Company shall announce the composition of the Nomination Committee, stating which shareholder has appointed each member, on its website no later than six months before the Annual General Meeting. The term of office of the Nomination Committee extends until a new Nomination Committee is appointed. In the event of changes in the composition of the communicated Nomination Committee, this will be disclosed immediately. For more information about the Nomination Committee, see the Company's website.

### The Nomination Committee for the 2026 Annual General Meeting

The Nomination Committee for the Annual General Meeting 2026 has been convened in accordance with the Company's instruction for the Nomination Committee as described above. The Nomination Committee has consisted of Gunnar Mattsson appointed by the Company's largest shareholder madHat AB and thus Chairperson of the Nomination Committee, Niclas Röken appointed by Alcur Fonder, and Martin Benckert as Chairperson of the Board of Directors of the Company.

The Company applies section 4.1 of the Code as its diversity policy. The Company's work with diversity is described in more detail in the Sustainability Report. The Nomination Committee shall apply the Company's diversity policy and strive for a composition of competencies and experiences that meet the requirements for the Board of Directors as a whole. The Nomination Committee emphasizes the importance of the topic of diversity and works actively to, among other things, strive for an even gender distribution. The Nomination Committee's proposal to the Annual General Meeting is published before the Annual General Meeting, at the latest in connection with the notice, and on the Company's website.

## Board of Directors

Following the General Meeting of shareholders, the Board is the Company's highest decision-making body and its highest executive body. The tasks of the Board are governed by the Swedish Companies Act, the Code and the Company's Articles of Association. In addition to the above the work of the Board is governed by rules of procedures established annually by the Board. The rules of procedure govern, among other things, the division of tasks and responsibilities between the Board members, the Board's Chairperson and the CEO, as well as routines for financial reporting for the CEO. The rules of procedures currently in force were established on May 21, 2025, at the Board's inaugural meeting.

The Board is responsible for the organization and management of the Company's affairs. The Board's tasks include establishing strategies, targets, business plans, budgets, interim reports, annual reports, and adopting policy documents. The Board is responsible for ensuring that sustainability is integrated into the business and its strategies. This means that the Board shall set sustainability targets, supervise the sustainability efforts, assess and manage sustainability risks such as climate impact and social issues, and ensure that the Company communicates its sustainability work in a transparent way. The Board monitors the Company's financial results and ensures that the Company has good internal control and routines in respect of the financial reporting, and that

the financial reporting and sustainability reporting are prepared in accordance with law and applicable accounting standards and requirements. In addition, the Board shall ensure that there is satisfactory control over the Company's compliance with laws and regulations applicable to the Company's business and the Company's own guidelines. The Board evaluates the business based on targets set by the Board. Identifying how sustainability topics impact the Company's risks and business opportunities, and establishing necessary guidelines for the Company's behavior in society in order to ensure the Company's long-term value creation are also part of the tasks of the Board. Furthermore, the Board is responsible for evaluating the CEO's work. The Board also decides on major investments and changes in the Group's organization and operations.

The Chairperson of the Board leads and organizes the Board's work, ensures that the Board fulfills its tasks, and that the Board's decisions are executed. The Chairperson of the Board is responsible for the Board annually evaluating its work. The evaluation during the year was facilitated by an external party and made by way of a survey. Based on the results the Board has discussed strengths and areas with improvement potential in order to further improve the Board's work. The Board evaluation also serves as a starting point for the Nomination Committee in its work to assess the composition of the Board.

## Board Committees

The Board's overall responsibility for matters that may be prepared by Board Committees can never be delegated. The Board has decided not to establish an audit committee or a remuneration committee. Instead, the Board as a whole performs the duties incumbent upon such committees. Consequently, it is also the Board in its entirety that monitors sustainability reporting, internal control and risk management with regard to sustainability reporting, as well as the audit of such reporting. The Board considers this arrangement to be effective, ensuring that the entire Board actively participates in and has full insight into these important matters.

Accordingly, it is the Board that, during 2025, has assessed procedures for internal control regarding financial reporting. The Board continuously monitors the financial accounting and reporting and has evaluated the Company's procedures for accounting and financial reporting. The Board has also monitored and evaluated the auditors' work and independence.

Furthermore, the Board monitors and evaluates the application of the Company's guidelines for remuneration to senior executives, as well as the current remuneration structures and levels within the Company. During the Board's processing of and decisions on remuneration-related matters, the CEO or other senior executives are not present to the extent that they are affected by the matters

## Board composition

Section 4.1 of the Code is applied as the Company's diversity policy. This means that the Board, based on the Company's operations, stage of development, and other circumstances, shall have an appropriate composition and consist of members with diverse backgrounds, expertise, and experience, and that a balanced gender distribution shall be pursued. According to the Company's Articles of Association, the Board shall consist of no fewer than three (3) and no more than ten (10) directors. Following the 2025 Annual General Meeting, the Company's Board consisted of seven directors, three of whom were women (42.8%). After Ebba Ljungered left the Board in connection with her appointment as permanent CEO of the Company, the Company's Board consisted of six directors at the end of 2025, two of whom were women (33.3%).

The table below provides an overview of the Board's composition and attendance at Board meetings. For a more detailed presentation of the members, please refer to the section "**Presentation of the Board**" and the Company's website [www.rugvistagroup.com](http://www.rugvistagroup.com). See **note 6** "Remuneration to employees" for information regarding fees to the Board members.

**TABLE 1A. BOARD COMPOSITION - INDEPENDENCE, ATTENDANCE AND HOLDINGS**

Name	Year of birth	Assignment	Elected	Independent		Attendance/ board meetings	Holdings	Holdings
				(company and management)	(major shareholders)		(own and closely related parties)	subscription warrants (own and closely related parties)
Martin Benckert	(1977)	Chairperson	2023	Yes	No	15 of 15	3 790 301 (madHat AB)	-
Ludvig Friberger	(1979)	Member	2016	No	Yes	15 of 15	947 977	-
Magnus Dimert	(1970)	Member	2018	Yes	Yes	14 of 15	162 060	-
Hanna Graflund Sleyman	(1978)	Member	2022	Yes	Yes	14 of 15	1 014	-
Patrik Berntsson	(1977)	Member	2023	Yes	Yes	14 of 15	3 600	-
Jennie Högstedt Björk	(1975) <sup>1</sup>	Member	2025	Yes	Yes	8 of 15	4 000	-
Ebba Ljungerud	(1972) <sup>2</sup>	Member	2023	No	Yes	11 of 15	35 500	-

<sup>1</sup> Jennie Högstedt Björk was elected as new member of the Board in connection with the 2025 annual general meeting and has attended all meetings of the Board thereafter.

<sup>2</sup> Ebba Ljungerud stepped down from the Board in connection with her appointment as new permanent CEO October 21, 2025. Ebba Ljungerud did not participate on the meeting of the Board appointing her as CEO. Ebba Ljungerud did not participate as member of the Board on the subsequent meetings.

## The work of the Board in 2025

During the financial year 2025, the Board of Directors held 15 meetings, including inaugural, ordinary, extraordinary and per capsulam meetings. Ordinary meetings were held according to an established annual Board calendar and in accordance with the Board's rules of procedure. In addition to Board meetings, the Chairperson of the Board maintains an ongoing dialogue with the CEO regarding the Company's management and operations.

Principal matters for the Board's work during the financial year 2025 included the customer journey in the online store, optimization of the online store's searchability, continued development of the assortment strategy, the move to new office and logistics premises, the recruitment of a CEO, ongoing review of the Company's earnings, financial position and reporting, as well as strategy, business plans, budget and organizational/corporate governance matters.

## Auditors

Ernst & Young AB (P.O. Box 4279, Nordenskiöldsgatan 24, 203 14, Malmö, Sweden) has been the Company's auditor since 2015. Hanna Fehland, authorized public accountant and member of FAR (the institute for the accountancy profession in Sweden), has been the Company's auditor-in-charge since the 2023 financial year.

For the 2025 financial year, the Company's auditor has performed a review of the Q3 report and audited the annual report and the consolidated financial statements. Furthermore, the Company's auditor expresses an opinion on the corporate governance report and whether a sustainability report has been prepared, as well as provides a separate statement on whether the Company's guidelines for remuneration to senior executives have been followed. The Company's auditor reports their findings to the shareholders through the auditor's report presented at the Annual General Meeting. The auditor attended one Board meeting during 2025 at which the 2024 annual report was addressed. For the 2025 financial year, Ernst & Young has not performed any services for the Company beyond the audit assignment. The Board monitors the auditor's impartiality and independence, and evaluates the audit work at least annually.

## CEO and other senior executives

The CEO is appointed by and reports to the board. The CEO is responsible for the Company's day-to-day management and shall perform their duties in accordance with applicable legislation, the articles of association, the board's rules of procedure, the CEO instructions, and any additional instructions and directives issued by the board. The CEO is responsible for preparing reports and compiling information from management prior to board meetings and serves as the rapporteur at board meetings. The CEO shall ensure that the board receives sufficient information to evaluate the Group's financial position. The CEO appoints other senior executives.

Ebba Ljungerud (born 1972) has been the Company's CEO since October 21, 2025, and prior to that, served as acting CEO since October 1, 2024. In addition to the CEO, the Company's executive management team consisted of seven individuals at the end of the 2025 financial year. For a more detailed presentation of the Company's CEO and current management, please refer to the section "**Presentation of Senior Executives**" and the Company's website.

TABLE 1B. MANAGEMENT TEAM - ROLES AND HOLDINGS

Name	Role Executive Management since	Holdings shares (own and closely related parties)	Holdings subscription warrants (own and closely related parties)
Ebba Ljungerud <sup>1</sup>	CEO 2024	35 500	-
Joakim Tuvner	CFO 2023	14 000	15 000 (LTIP 2023/2026)
Ulrika Klinkert	CMO 2017	73 907	5 000 (LTIP 2022/2025). Lapsed during the year without being exercised.
Patricia Rajkovic Widgren	COSO 2020	25 120	5 000 (LTIP 2022/2025). Lapsed during the year without being exercised.
Anders Matthiesen <sup>2</sup>	COO 2021	-	-
Zandra Winnersund <sup>3</sup>	COO 2025	-	-
Peter Rosenfors	CTO 2021	1 000	-
Abdullatef Almalouhi	Director of Performance Marketing 2023	-	-
Maria Tholin	CLO 2021	6 008	10 000 (LTIP 2022/2025). Lapsed during the year without being exercised.

<sup>1</sup> Ebba Ljungerud has been acting CEO since October 1, 2024 and was appointed and took office as permanent CEO October 21, 2025.

<sup>2</sup> Anders Matthiesen left as COO of the company November 31, 2025 and was not part of the Executive Management as per December 31, 2025, holdings are therefore not reported.

<sup>3</sup> Zandra Winnersund took office as COO December 1, 2025.

## Remuneration to senior executives

The 2023 Annual General Meeting adopted the Company's guidelines for remuneration to senior executives. The guidelines are available on the Company's website. These guidelines are designed to promote the Company's business strategy, long-term interests, and sustainability. In the event that the board decides on variable remuneration, the criteria for such remuneration shall, according to the guidelines, be designed to promote sustainability, among other things. Senior executives in Rugvista Group consist of the individuals who, from time to time, are members of the Company's executive management team. To the extent that board members perform services for the Company beyond their board duties, the guidelines shall also apply, and remuneration and other terms shall be decided by the board. The guidelines do not cover remuneration decided by the general meeting. The Company's board proposes that the 2026 Annual General Meeting resolves on amendments to the guidelines for remuneration to senior executives. The proposal for revised guidelines is set out in the statutory administration report.

Other information on remuneration provided by the Company is set out in **Note 6** "Salaries and remuneration to employees" and in the Company's Remuneration Report, which can be found on the Company's website.

## Rugvista's internal control and risk management system

The work on internal control is an essential part of the Company's ongoing corporate governance efforts, and the Company works continuously to achieve a framework for internal control that is appropriate and effective for the Company, including the management of risks arising in the business. A clear division of responsibility and duties, both between the Board and the CEO and within the organization, is a key component of the Company's internal control. Responsibility for internal control within the operations has been delegated to designated employees with functional responsibility for their respective areas. Key elements of the Company's risk management include identifying, evaluating, and planning relevant risk management, as well as monitoring risks. The documentation of incidents and risks that have materialized is also part of the Company's system for internal control and risk management, as it identifies where internal controls are missing or insufficient, thereby helping to prevent recurring incidents. The CEO continuously reports significant risks and incidents to the Board. The Board's oversight also includes any observations from the Company's auditors. The Board has established a number of policies which, together with applicable external regulations, create the overall framework for the governance and control of the operations. In addition to policies, the Company's internal regulatory framework consists of further guidelines and process descriptions/instructions.

The Company also views corporate culture and values as a central part of shaping a responsible business. The starting point is that operational controls and risk management frameworks shall be well-anchored in the objectives and requirements found in the Company's values (Win together, Act as Owners, Quality in every thread) and its Code of Conduct.

### Internal control regarding financial reporting

The most important elements of the Company's process for ensuring quality in financial reporting are described below:

#### Internal control framework

The Company's overall framework for internal control, featuring a clear division of responsibility and duties - both between the Board and the CEO and within the organization - is an essential part of the Company's internal control. The need for policies and guidelines is continuously evaluated by management and the Board. Governing documents, together with process descriptions for financial reporting, are kept available and communicated to relevant personnel

#### Risk assessment and control measures

Risk assessment includes the identification and analysis of significant risks affecting internal control over financial reporting. Control measures are both preventive in nature, i.e., measures aimed at avoiding losses or inaccuracies in reporting, and detective in nature. Controls shall also ensure that inaccuracies are corrected. The finance department, which compiles the reports, works with meticulously prepared accounts and standardized operating procedures with controls to ensure that financial reporting complies with the law, applicable accounting standards, and other applicable requirements. The Company's control processes involve the Board, management, and other relevant personnel. Prior to each ordinary Board meeting, the Board receives information regarding the Company's financial position.

#### Information and communication

Information to and within management is provided, among other things, at regular management team meetings. The Board is updated regularly regarding financial results, including comments on the operations from the CEO and management. Findings and observations from the Company's auditor are also shared with the Board through audit reports. In addition, the Company's auditor attends at least one Board meeting per year, where the Board is given the opportunity to ask questions to the auditor.

#### Review and follow-up

The Company continuously evaluates the internal control over financial reporting and ensures that reporting to the Board is functioning effectively. The Board regularly assesses significant risk areas and evaluates the internal control.

#### Internal audit

The Company has a simple legal and operational structure. The CEO and employees with functional responsibility are responsible for regulatory compliance and internal control within their respective areas of responsibility. The Board subsequently follows up on and evaluates the Company's assessment of internal control, including through the Company's reporting of significant risks as well as

observations and reports from the Company's auditors. Therefore, the Board has chosen not to establish a dedicated internal audit function. The need for a separate internal audit function is evaluated annually by the Board.

# Presentation of the Board of Directors



**Martin Benckert**

CHAIRMAN

**Education, previous assignments and experience:** Master of Science in Industrial Economics from the Royal Institute of Technology and a Master of Science in Business and Economics from Stockholm University. Previous assignments and experience include leading positions in e-commerce companies such as inkClub, Naty AB, and Bob & Lush Ltd.

**Other significant ongoing assignments:** CEO and co-owner of madHat AB, as well as a board member of iPiccolo AB, Distit AB and several companies within the madHat group.



**Magnus Dimert**

BOARD MEMBER

**Education, previous assignments and experience:** B.Sc. in Business and Economics, School of Business, Economics and Law at the University of Gothenburg. Previous assignments and experience include operational roles in e-commerce and as co-founder in the sector. Former CEO and co-founder of Adlibris and Evidensa Development AB as well as co-founder of Addnature and Eero Aarnio Originals. Board member of Pierce Holding AB, LGT Group AB, ArtGlass i Malmö AB, Sofaco Holding ApS and RVRC Holding AB.

**Other significant ongoing assignments:** Board member Best Transport Holding AB, board member of Evidensa Development AB and board member NOD Group AB.



**Ludvig Friberger**

BOARD MEMBER

**Education, previous assignments and experience:** Experience in programming, software development, web design and IT architecture. Previous assignments and experience include chairman of the board and CEO of SolNord AB, board member of Solelgrossisten Sverige AB and co-founder, CEO and CTO of Rugvista.

**Other significant ongoing assignments:** Board assignments in ArtGlass i Malmö AB, Aqvify AB, Transistormedia AB, Ekolution Holding AB, RECOMA AB, Care of Carl Holding AB, IFSEK – Institute for Solar Energy Quality AB, OMG Plantbased Food AB, Local taste convenience AB and CEO and board assignments in Cutting Edge Construction AB and ESS - Energy Storage Solutions AB.



**Hanna Graflund Sleyman**

BOARD MEMBER

**Education, previous assignments and experience:** Master of Science in Business and Economics, Stockholm School of Economics, studies in Industrial Economics at the Royal Institute of Technology in Stockholm (KTH). Previous assignments and experience include board member Atrium Ljungberg AB and Embellence Group AB (publ). Commercial manager/Head of Vendor Management Amazon Sweden, Executive Director APAC for Daniel Wellington, CEO Departments & Stores AB, and CEO Kicks Group.

**Other significant ongoing assignments:** Board member Dustin Group AB, Executive Vice President Emerging Technologies for the Axel Johnson Group.



**Patrik Berntsson**

BOARD MEMBER

**Education, previous assignments and experience:** Master's degree in economics from the School of Business, Economics and Law at the University of Gothenburg. Previous assignments and experience include leading roles at H&M in areas including logistics, merchandising and controlling.

**Other significant ongoing assignments:** CFO for Portfolio Brands H&M Group.



**Jenny Högstedt Björk**

BOARD MEMBER

**Education, previous assignments and experience:** Master of Science in Business and Economics from Stockholm University. CEO of Odd Molly, various assignments within the H&M Group, and board assignments for, among others, Boomerang International and Miss Mary of Sweden.

**Other significant ongoing assignments:** Chairman of the Board of TwistBoxes AB, Board Member of Coloreel Group AB, and consulting assignments through the company Skagsören Business Development AB.

## Presentation of senior executives



**Ebba Ljungerud**

CEO

**Education:** Graduate degree in Economics from Lund University.

**Previous assignments and experience:** Managing Director for Paradox Interactive, leading roles at Kindred Group PLC and Betsson, as well as a board member of Paradox Interactive and Bingo.com Ltd.

**Other significant ongoing assignments:** Board member of Goals AB and Kjell Group AB (publ) as well as Chairperson of the Board of Canucci AB and Nelly Group AB (publ).



**Joakim Tuvner**

Chief Financial Officer

**Education:** Master of Science in Business and Economics, Lund University.

**Previous assignments and experience:** Head of Finance Latin America / Asia for Oriflame, CFO and Deputy CEO at Pågen, CFO at Bona, VP Finance EMEA at Oatly.

**Other significant ongoing assignments:** -



**Ulrika Klinkert**

CMO

**Education:** M.Sc. in Engineering, Marketing and Economics studies, LTH (Lund University of Technology), Karlsruhe Institute of Technology, and Australian National University.

**Previous assignments and experience:** Marketing Director at Hilding Anders International AB, Head of Marketing at Betsson Group AB, Market Manager at Kjell & Company.

**Other significant ongoing assignments:** -



**Patricia Rajkovic Widgren**

COSO

**Education:** Market Economist, IHM Business School Stockholm.

**Previous assignments and experience:** Recruitment consultant Prawia AB and Appointed Sverige AB, CEO Biltema Sweden AB and Century Europe AB.

**Other significant ongoing assignments:** Board member Amfori BSCI.



**Zandra Winnersund**

COO

**Education:** Studies in Purchasing & Supply Management and a two-year vocational training in textiles and fashion.

**Previous assignments and experience:** Experience from several leading positions, including Head of Supply Chain at Rugvista AB and Purchasing Manager & Head of Assortment at Eightmood AB.

**Other significant ongoing assignments:** -



**Peter Rosenfors**

CTO

**Education:** M.Sc. in Engineering, Luleå University of Technology.

**Previous assignments and experience:** CTO at CDON AB, Engineering Manager at Axis Communications, Head of R&D at Palette Software, Head of Development at FordonsData Nordic AB.

**Other significant ongoing assignments:** -



**Abdullatef Almalouhi**

DIRECTOR OF PERFORMANCE MARKETING

**Education:** Master of Business Administration, Northampton University, Bachelor of Arts English Literature Albaath University.

**Previous assignments and experience:** Head of Digital Marketing at Pets Deli, Head of SEA at Rakuten, performance marketing roles at Watchmaster and Peak Ace as well as Account Director at Nithar Creative Agency.

**Other significant ongoing assignments:** -



**Maria Tholin**

CLO

**Education:** LL.M law, Lund University.

**Previous assignments and experience:** Legal Counsel Ikano Bank and Senior Associate Mannheimer Swartling law firm.

**Other significant ongoing assignments:** -

# Auditor's statement on the corporate governance report

To the Annual General Meeting of Rugvista Group AB (publ), reg. no 559037-7882

## Assignment and division of responsibilities

The Board of Directors is responsible for the corporate governance report for the year 2025, which can be found on pages 41-51 and for ensuring that it has been prepared in accordance with the Annual Accounts Act.

## The focus and scope of the review

Our examination has been carried out in accordance with the Swedish Institute of Authorized Public Accountants' (FAR) recommendation RevR 16 The auditor's examination of the corporate governance report. This means that our examination of the corporate governance report has a different focus and a significantly smaller scope compared to the focus and scope of an audit in accordance with International Standards on Auditing and generally accepted auditing standards in Sweden. We believe that this examination provides us with sufficient basis for our statements.

## Statement

A corporate governance report has been prepared. Information in accordance with Chapter 6, Section 6, second paragraph, points 2-6 of the Annual Accounts Act and Chapter 7, Section 31, second paragraph of the same Act is consistent with the annual report and the consolidated accounts and is in accordance with the Annual Accounts Act.

Malmö on April 14, 2026  
Ernst & Young AB

**HANNA FEHLAND**

*Authorized Public Accountant*



# Director's report

The Board of Directors and the CEO hereby submit the Director's report for the year 2025.

## Information about the business

Rugvista Group, operating through its subsidiary Rugvista AB, sells rugs online under the Rugvista brand and is one of Europe's leading "direct-to-consumer" (D2C) retailers in the rug category. The company was founded in 2005 and offers a wide and relevant range of high-quality design and traditional rugs. The majority of the assortment consists of self-developed or carefully selected products that can only be purchased from the company. Rugvista Group offers free shipping and returns to customers within the EU. Rugvista Group AB (publ) has been listed on Nasdaq First North Premier Growth since March 18, 2021.

## Employees

At the end of 2025, the company had 96 (101) employees. The number of full-time employees during the period January - December was 93.7 (98.6) and the proportion of women was 47.5% (49.8%).

## Business development for the Group as a whole

### Net revenue

The Group's net revenue for the period amounted to MSEK 784.4 (694.9), which corresponds to an increase of 12.9% (-1.0%). Excluding currency effects, the organic net sales growth for the year was 16.3% (-1.0%). The growth in net sales was mainly driven by an increase in the number of orders.

### Profits and margins

The gross margin was 63.3% (62.2%). The product cost as a percentage of net revenue decreased slightly compared to the previous year. The cost of customer deliveries as a percentage of net revenue decreased compared to the previous year as a result of our improvement work to streamline customer deliveries.

Other external costs amounted to MSEK -285.0 (-257.3) and as a percentage of net revenue, they amounted to -36.3% (-37.0%). The marketing cost, which is included in Other external costs, is variable with the net revenue, which drives the cost increase. The proportion decreased mainly due to higher marketing efficiency.

Personnel costs amounted to MSEK -97.8 (-94.5) and as a percentage of net sales, they amounted to -12.5% (-13.6%). The proportion decreased mainly due to scale benefits from the higher net revenue.

Other operating expenses amounted to MSEK -7.1 (-2.6) and refer to changes in exchange rates.

Depreciation amounted to MSEK -27.9 (-16.9). The increase is due to the start of our new lease agreement, which is classified as a right-of-use asset, as well as depreciation of fixed assets related to investments in equipment for our new warehouse and office building.

Operating profit (EBIT) amounted to MSEK 78.5 (60.7) and the operating margin was 10.0% (8.7%). The increase in operating margin was driven by the increased net revenue, the higher gross profit, and higher marketing efficiency, which reduced the proportion of marketing costs to net revenue.

Net financial items were MSEK -1.4 (4.7) and decreased mainly due to the new lease agreement.

Taxes for the period amounted to MSEK -14.6 (-13.6).

The profit for the period was MSEK 62.5 (51.8) and the periods margin was 9.7% (7.5%).

### Cash flow

Cash flow from operating activities during the period was MSEK 110.4 (76.8). The increase is mainly due to a decrease in working capital and the increased operating profit. Inventory value has increased by MSEK 11.2 (7.6) during the period.

Cash flow from investing activities during the period was MSEK -35.3 (-19.0) and the largest part concerns the investment in fixed assets for our new warehouse and office building.

Cash flow from financing activities during the period was MSEK -40.9 (-50.7) where the larger part consists of dividend payments to shareholders.

Total cash flow for the period was MSEK 34.2 (7.2).

# Multi-year overview

SEK thousand if not stated otherwise						2021-2025
	2025	2024	2023	2022	2021	CAGR
Operating income	785 516	696 102	704 718	640 958	706 527	2,7%
Net revenue	784 390	694 847	702 203	639 273	704 984	2,7%
Gross profit	496 316	432 022	435 571	396 145	455 698	2,2%
Gross margin, %	63,3%	62,2%	62,0%	62,0%	64,6%	
Operating profit (EBIT)	78 508	60 705	85 403	74 919	127 658	-11,4%
Operating margin (EBIT margin), %	10,0%	8,7%	12,2%	11,7%	18,1%	
Profit for the period	62 496	51 771	69 962	58 872	99 851	-11,1%
Profit margin, %	8,0%	7,5%	10,0%	9,2%	14,1%	
Earnings per share, SEK	3,01	2,49	3,37	2,83	4,80	-11,1%
Earnings per share diluted, SEK	3,01	2,49	3,37	2,83	4,80	-11,1%
Solvency, % <sup>1)</sup>	65,9%	73,9%	76,9%	71,2%	69,3%	
Return on equity <sup>1)</sup>	13,0%	11,7%	16,3%	14,8%	25,5%	
Cash flow from operating activities	110 412	76 834	128 072	-11 744	104 806	
Cash and cash equivalents	241 918	219 463	208 936	139 978	218 116	
Average FTEs	94	99	90	92	82	

<sup>1)</sup> See page for definitions and explanations of key performance indicators

Other KPI's	2025	2024	Change
Number of website visits, million	47.8	34.7	37.8%
Number of orders, thousand	379.9	327.0	16.2%
Number of new customers, thousand	269.7	238.0	13.3%
Average order value, SEK	2 901	2 940	-1.3%
Average TrustPilot value	4.6	4.7	-2.1%
Average return rate, %	14.8%	14.3%	0.5%

# Fiscal year 2025

## Financial position and liquidity

Inventory value at the end of the period was MSEK 144.4 (133.2) and inventory value as a percentage of net revenue (rolling 12 months) was 18.4% (19.2%). Our goal is to have an inventory value as a percentage of net revenue (rolling 12 months) within the range of 17.5% - 22.5% and we thus ended the year with an inventory level in the lower part of that range. The nature of our products means that inventory risk is low, which is also reflected in the company's low historical write-down requirements.

Net debt at the end of the period was MSEK -112.3 (-191.3) and cash and cash equivalents amounted to MSEK 241.9 (219.5).

The Board's proposal for dividend, which was decided at the Annual General Meeting in May 2025, of SEK 1.25 per share (1.80) totaled MSEK 26.0 (37.4) and was paid out to shareholders on May 28, 2025.

## Other Key Performance Indicators (KPI)

The TrustPilot value was 4.6 (4.7), which is evidence that our continued high focus on ensuring a world-class customer experience has been successful, despite the fact that we moved our warehouse to a new location during the year.

The number of website visits was 47.8 (34.7) million, which corresponds to an increase of 37.8% (19.9%).

The number of orders was 379.9 (327.0) thousand, which corresponds to an increase of 16.2% (10.5%).

The number of new customers acquired was 269.7 (238.0) thousand, which corresponds to an increase of 13.3% (10.2%).

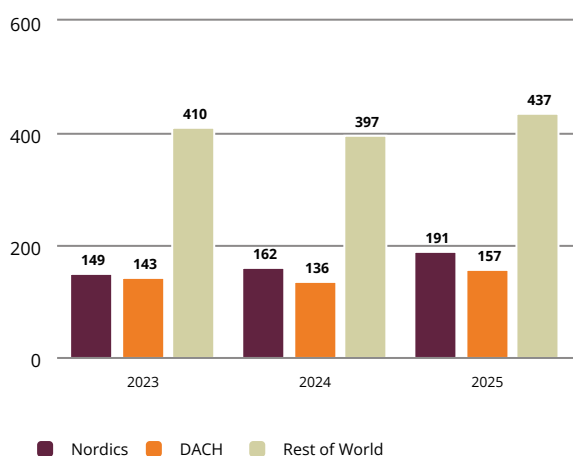
The average order value was SEK 2,901 (2,940), which corresponds to a decrease of -1.3% (-12.4%). Adjusted for currency effects, the average order value increased by 2.1% (-12.4%).

## Net sales by region and major countries

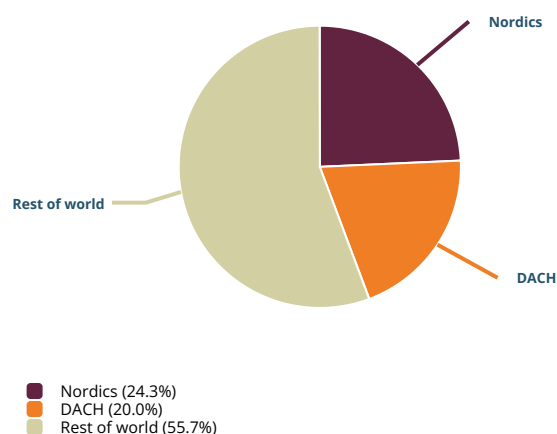
As of January 1, 2025, the Group has changed its segment reporting from previously three segments to now only reporting one segment. For further information, see Note 3. The Group reports net sales broken down by the regions of the Nordics, DACH, and the rest of the world, where the latter is mainly other European countries.

Net revenue increased during the period in all regions, despite a negative currency effect of -3.4% (0.0%). In DACH, net revenue was MSEK 156.9 (135.5), which corresponded to an increase of 15.8% (-5.1%). Germany was the largest market in the region with net revenue of MSEK 93.0 (83.2), which corresponded to an increase of 11.9% (-4.1%). In the Nordics, net revenue was MSEK 190.6 (162.4), which corresponded to an increase of 17.4% (8.8%). Sweden was the largest market in the region with net sales of MSEK 63.5 (56.6), which corresponded to an increase of 12.0% (10.3%). In the rest of the world, net revenue was MSEK 436.9 (396.9), which corresponded to an increase of 10.1% (-3.2%). France was the largest market in the region with net revenue of MSEK 74.5 (69.9), which corresponded to an increase of 6.6% (5.3%).

### NET SALES BY REGION (MSEK)



### NET SALES BY REGION



## Significant events during the financial year 2025

### Dividend 2025

The Annual General Meeting on May 21, 2025, decided, in accordance with the Board's proposal, on a dividend to shareholders of SEK 1.25 per share (MSEK 26.0), corresponding to 50% of the Group's profit for 2024.

### Changes in the Board of Directors

The Annual General Meeting on May 21, 2025, decided, in accordance with the Nomination Committee's proposal, that the number of Board members shall be seven. Board members Martin Benckert, Magnus Dimert, Ludvig Friberger, Hanna Graflund Sleyman,

Ebba Ljungerud, and Patrik Berntsson were re-elected as Board members, and Jennie Högstedt Björk was elected as a new Board member. Martin Benckert was re-elected as Chairman of the Board.

The Board appointed Ebba Ljungerud as CEO and Group CEO of Rugvista in October 2025. In connection with this, Ebba Ljungerud, who had been acting CEO since October 2024, left the Board.

### **Rugvista's Nomination Committee appointed November 2025**

The Nomination Committee of Rugvista has been constituted in accordance with the company's instruction for the Nomination Committee, which was established by the Annual General Meeting. The Nomination Committee appointed ahead of Rugvista's Annual General Meeting 2026 has the following composition:

- Gunnar Mattsson (representative of madHat AB and Chairman of the Nomination Committee)
- Niclas Röken (representative of Alcur Fonder)
- Martin Benckert (Chairman of the Board of Rugvista)

### **Incentive Program ("LTIP")**

The Group issued warrants in 2022 as part of an incentive program ("LTIP 2022/2025"). The warrants could be exercised during the period of April 15 – June 15, 2025. The program and all outstanding warrants under LTIP 2022 expired without being exercised during the year, as the exercise price exceeded the share price during the entire exercise period.

### **Rugvista moved**

In June 2025, Rugvista began moving to a new office and logistics facility of 13,700 m<sup>2</sup> in the Malmö harbor area. Rugvista completed investments in warehouse and automation equipment for the new facility during the year and implemented a new warehouse management system (WMS).

### **Geopolitical uncertainty**

Russia invaded Ukraine in early 2022. The Group has no direct exposure to Russia, Ukraine or Belarus through its business operations. However, it is difficult to assess the indirect impact of the ongoing war on GDP growth, inflation, global supply chains and consumers' future confidence and demand for the Group's products. The same applies to events in the Middle East, mainly the unrest in Iran, the conflict between Israel and Hamas, and the risk of an expanded conflict in the region. The Group has no direct exposure in Israel, Gaza, Iran or Lebanon, but events and geopolitical uncertainty can have an indirect impact through consumers' future confidence, inflation, GDP growth, effects of potential trade sanctions, etc. The unrest in the Red Sea has had some impact on our supply chain for products from India through longer delivery times and higher freight costs. The impact on Rugvista's result is expected to be marginal, but management is following developments.

The company has no material exposure to the US market and is therefore not directly affected by trade conflicts or increased tariffs related to the US.

### **Significant events after the end of the reporting period**

Joakim Tuvner, CFO, announced in February that he had decided to leave Rugvista. Joakim Tuvner will remain in his position until September 11, 2026, and a recruitment process to find a replacement has started.

The company's lease agreement for the premises at Frihamnsallén 10 (6,540 m<sup>2</sup>) in Malmö terminated on February 28, 2026.

### **Parent company**

Rugvista Group AB (publ), with registration number 559037-7882, is the parent company of the Group. The Group includes Rugvista AB and Rugvista GmbH. Rugvista Group AB (publ) is incorporated and registered in Sweden.

Since March 18, 2021, Rugvista Group AB (publ) has been listed on the Nasdaq First North Premier Growth Market.

The parent company's net sales for the period amounted to MSEK 19.2 (20.2). The parent company's revenue consists of invoiced fees for management services to subsidiaries, in accordance with an intra-group agreement.

The parent company's costs mainly consist of salaries for parts of the management, remuneration to the board of directors, and costs related to the company's shares being listed on Nasdaq. The result for the period was MSEK 53.2 (38.3).

The parent company's main assets consist of shares in the subsidiary Rugvista AB and the company's cash. The parent company's main liabilities consist of an intra-group debt to the subsidiary Rugvista AB.

# Risk factors

Rugvista Group is exposed to a number of risks related to its business and related to the implementation of its strategy. The risk factors that are currently considered most significant for Rugvista Group are described below, without ranking. The significance of the risk factors has been assessed based on the likelihood of their occurrence and the expected extent of their negative impact.

## Macroeconomic and geopolitical risks

Demand for the products offered by the company depends on a number of factors that are affected by the macroeconomic climate and consumers' disposable income and purchasing power, such as market interest rates, unemployment or risk of unemployment, tax levels, employment rates, and other macroeconomic factors. Rugs, as infrequently purchased goods, are an example of products that consumers may choose to forgo in a recession that leads to actual or feared deterioration in consumers' disposable income and purchasing power. A recession or general decline in economic activity in one or more of Rugvista's markets could therefore have a significant negative impact on demand for the products offered by Rugvista and on the ability to maintain profitable pricing.

The global economy is also negatively affected by tariffs and other trade-restrictive measures introduced by the US, EU, and China. The company has no material exposure to the US market and is therefore not directly affected by trade conflicts or increased tariffs related to the US. A large part of the rugs in Rugvista's product range originate from countries with increased geopolitical risk, such as Turkey and Afghanistan. This means that Rugvista Group is subject to risks related to geopolitical uncertainty in the Middle East. The group has no direct exposure in Israel or Gaza, but events may have an indirect impact through consumer confidence, inflation, GDP growth, etc. Unrest in the Red Sea has had some impact on our supply chain for products from India through longer delivery times and higher freight costs. The impact on Rugvista's results has been and is expected to continue to be marginal, but management is following developments.

Uncertainty related to geopolitical risk can, for example, involve risks related to Rugvista Group's access to rugs if the supply from the wholesalers from which the company buys rugs were to decrease or cease, if the factories where Rugvista Group's rugs are manufactured were to be affected by production disruptions, or if trade sanctions against any jurisdiction were to be introduced. A negative geopolitical development could therefore have a significant negative impact on Rugvista Group's business and operating result. The uncertainty in the macroeconomic outlook has in recent years resulted in lower consumer confidence and thus reduced consumption. Depending on how long the uncertainty in the international economy continues and how it develops, it may lead to further deterioration in household purchasing power and thus have a negative impact on Rugvista Group's business and operating result. Macroeconomic outlooks with potentially more protectionist states, high inflation, and interest rate hikes can also lead to higher raw material and product prices.

## Risks related to brand and reputation as well as competition

The company's reputation and brand are crucial for the company's ability to attract new and retain existing customers, employees, and partners. Customer satisfaction is therefore the company's top priority, and something that the company measures and follows continuously. Treatment and customer service are crucial for maintaining the company's reputation. Negative customer reviews that are spread to existing and potential customers could cause significant damage to the company's reputation, demand for the company's rugs, and ultimately its market position and competitiveness. Rugvista Group's competitors consist mainly of traditional retailers, multi-channel home furnishings retailers, online-based rug retailers, and online-based department stores. Important competitive factors when it comes to online rug sales include, among other things, price and quality of the product, the ability to attract prevailing customer and market preferences with design and material choices, delivery and payment terms (including conditions for customer returns), and user-friendliness on websites. Companies that currently focus, to a greater or lesser extent, on other types of products, services, customer segments, or geographic markets, or traditional physical carpet retailers, may increase or start online sales of rugs to Rugvista Group's target groups. In addition, wholesalers, through which Rugvista Group buys rugs, may themselves start selling rugs directly to end customers. There is therefore a risk that Rugvista Group will encounter new competitors who, for example, may have greater financial resources and be able to take advantage of economies of scale to a greater extent than the company. There is therefore a risk that such companies will be able to meet customer preferences to a greater extent than the company. Increased competition may lead to Rugvista Group losing market shares, resulting in lower net sales, higher costs, and lower margins. To meet increased competition, Rugvista Group may, for example, be forced to lower product prices and/or increase investments in marketing, which risks leading to lower margins and/or increased costs for the company.

## Risks related to sustainability and the environment

Risks related to sustainability continue to grow in importance as regulations are tightened and reporting requirements increase. The risks include, among other things, resource scarcity, climate change, and biodiversity. Environmentally related risks affect most traditional risks, such as macroeconomic risks, and can contribute to, among other things, a decrease in consumers' real purchasing power and be cost-driving in Rugvista's value chain.

Rugvista Group strives to have a leading role in sustainability, and Rugvista Group's opportunities to conduct long-term profitable business are highly dependent on managing the sustainability-related risks to which the company is exposed through its business. For a detailed description of risks related to sustainability factors such as human rights, working conditions, environment, bribery, and corruption, see the risk section in the [sustainability report](#).

## Risks related to suppliers and collaborative partners

Rugvista Group is dependent on purchases from wholesalers within the EU (mainly for traditional rugs) or suppliers primarily in India and Turkey for the manufacture and delivery of rugs. Rugvista Group is therefore subject to risks associated with, among other

things, changes in production prices, increased transportation costs, and inadequate production/delivery capacity and production quality.

The company also collaborates with payment service providers, staffing companies, transportation and logistics companies for the transportation of products to and from customers, and other external parties within the framework of its business. The company is dependent on external parties fulfilling their contractual obligations regarding quality and delivery time and meeting Rugvista's guidelines and other industry standards regarding the environment, working environment, anti-corruption, human rights, and business ethics. There is a risk that such parties may be affected by financial difficulties, fail to deliver on time or in accordance with the cost structure or quality they have undertaken, or fail to meet applicable guidelines and industry standards. Suppliers' ability to fulfill their obligations may also be affected by external circumstances such as natural disasters and epidemics. For risks related to suppliers and partners, see also the risk section in the sustainability report.

## Risks related to the company's office and logistics center

Rugvista Group has an office and logistics center in Malmö that warehouses and handles the company's rugs. Rugvista Group's business is dependent on efficient handling of purchased products, packaging, outgoing freight and invoice handling, control and handling of returns, and high functionality in the company's ERP system. Events such as sabotage, fire, and natural disasters could cause damage to this center and the products in Rugvista Group's inventory. Even if such damage were covered by insurance, extensive damage to the company's premises, plant assets, and inventory would risk entailing a replacement time for the machines or products in question and could therefore potentially mean that the company fails to fulfill its obligations to its customers on time and ultimately does not have sufficient products for the company's range against customers.

## IT and cybersecurity

Rugvista Group's sales are online-based and take place almost exclusively through Rugvista Group's webshops. Rugvista Group's ability to continue its operations and maintain and increase its customer base and sales volumes to a large extent depends on the company's technology platform being continuously developed, functioning well and having good availability. There is a risk that the company's technology platform and IT systems may prove to be under-dimensioned or malfunction, especially if the traffic on the company's websites would increase faster than the company anticipated. Rugvista Group is primarily dependent on high availability of systems that make the webstores continuously available to potential customers. Rugvista Group is thus subject to risks related to interruptions and disruptions in its technical infrastructure, which can be caused by computer viruses, power outages, sabotage and human or technical errors. IT attacks, errors and damage to IT systems, operational disruptions and incorrect or inadequate delivery of IT services from IT suppliers can lead to extensive interruptions or disruptions to the company's webstores and other IT systems, which in turn can negatively impact Rugvista Group's operations, profitability and financial position. Cybersecurity risks within Rugvista Group's operations arise primarily in relation to important and sensitive information that the company possesses, such as product information, customer registers, data used to generate demand forecasts, marketing and customer engagement, and data used to understand how Rugvista Group's customers use the company's webstores and to analyze customer behavior.

## Financial risks

The following financial risks have been identified and are described further in **note 15** in the financial reporting:

- Liquidity and financing risks
- Currency risks
- Risk of impairment of goodwill
- Interest rate risks

# The share

Rugvista Group AB (publ) shares are listed on Nasdaq First North Premier Growth under the ticker code RUG and ISIN code SE0015659834. The market value on the last trading day of the period (December 30) was MSEK 1,492 valued at the closing price of SEK 71.80 per share. At the end of the reporting period, the number of issued shares totaled 20,785,140, all of which were ordinary shares.

In 2022, the Group issued 300,000 warrants, of which 40,000 were sold to senior executives within the Group. All outstanding warrants under LTIP2022 expired without being exercised during the year, as the exercise price exceeded the share price throughout the entire exercise period.

In 2023, the Group issued 595,000 warrants. Of these, 35,000 were sold to senior executives and other key individuals within the Group. For more detailed information on incentive programs, see "LTIP2022" and "LTIP2023", Note 22 and the company's website [www.rugvistagroup.com](http://www.rugvistagroup.com).

## The ten largest shareholders as of December 30, 2025

Owner	Number of shares	Share of capital	Share of votes
Madhat AB	3 790 301	18.2%	18.2%
Alcur Fonder AB	2 387 543	11.5%	11.5%
Futur Pension Försäkringsaktiebolag	1 828 041	8.8%	8.8%
Indexon AB	1 490 204	7.2%	7.2%
Nordnet Pensionsförsäkring AB	1 251 849	6.0%	6.0%
SIX SIS AG	1 070 157	5.1%	5.1%
Movestic Livförsäkring AB	1 046 178	5.0%	5.0%
BANK JULIUS BAER & CO LTD	922 894	4.4%	4.4%
CBLB / UCITS	813 026	3.9%	3.9%
Försäkringsaktiebolaget Avanza Pension	597 070	2.9%	2.9%
<b>Total for the ten largest shareholders</b>	<b>15 197 263</b>	<b>73.1%</b>	<b>73.1%</b>
<b>Total number of outstanding shares</b>	<b>20 785 140</b>	<b>100,0%</b>	<b>100,0%</b>

Source: Euroclear extract as of December 30, 2025.

The ten largest shareholders as of December 30, 2025. A group of shareholders is considered to be an owner if they have been grouped by Euroclear.

## Guidelines for remuneration to senior executives

The Annual General Meeting on May 25, 2023, adopted the following guidelines for remuneration to senior executives in Rugvista Group.

These guidelines apply to senior executives in Rugvista Group, which consist of the individuals who from time to time are part of the company's management team. The guidelines shall apply to remuneration agreed upon, and changes made to already agreed-upon remuneration, after the guidelines have become effective according to the Annual General Meeting's decision. The guidelines do not apply to remuneration decided by the Annual General Meeting.

Regarding employment relationships that are subject to other rules than Swedish, necessary adaptations may be made to comply with mandatory rules or established local practice, whereby the overall purpose and objective of these guidelines shall be met as far as possible.

To the extent that a board member performs work for the company in addition to their board assignment, these guidelines shall also apply to any remuneration (e.g. consulting fees) for such work.

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

The company's business vision is to become the hub of the European rug industry. A successful implementation of the company's business strategy and the realization of the company's long-term interests, including its sustainability, requires that the company can recruit and retain qualified employees. The company's people vision is to attract, motivate, and retain extraordinary individuals, which also forms the platform for keeping the company's most important asset, its employees, motivated and happy to be part of the company. For this, it is required that the company can offer competitive remuneration. These guidelines enable senior executives to be offered a competitive total remuneration.

In the company, share-based incentive programs have previously been established based warrants. These programs have been decided by the Annual General Meeting and are therefore not covered by these guidelines. The programs apply to Rugvista Group's management and other key individuals within the Rugvista Group. The programs aim to give participants the opportunity to participate in the long-term value growth for the company's shareholders, which the participants contribute to creating. The outcome of the programs relates to the development of the company's share price on the Nasdaq First North Premier Growth Market, and for participation in the programs, personal investment and multi-year holding period are required. For more information on the programs, see Rugvista Group's website, <https://www.rugvistagroup.com/en/>. Any future share-based incentive programs will be decided by the Annual General Meeting.

Variable cash remuneration covered by these guidelines shall aim to promote the company's business strategy and long-term interests, including its sustainability.

#### **Forms of remuneration, etc.**

Remuneration shall be market-based and may consist of the following components: fixed cash remuneration, variable cash remuneration (bonus), pension benefits, and other benefits. The Annual General Meeting may also decide on, for example, share and share price-related remuneration, independently of these guidelines.

#### **FIXED CASH REMUNERATION**

Fixed cash remuneration shall be market-based and determined based on the individual executive's responsibility, authority, competence, and experience.

#### **VARIABLE CASH REMUNERATION**

In addition to fixed cash remuneration, variable cash remuneration may be a component of remuneration to senior executives. The decision to have variable remuneration as a component of remuneration shall be made by the board.

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

The fulfillment of criteria for payment of variable cash remuneration shall be measurable over a period of one year. When the measurement period for fulfillment of criteria for payment of variable cash remuneration has ended, the board shall evaluate to what extent the criteria have been met.

Variable cash remuneration may be paid after the end of the measurement period or be subject to deferred payment.

#### **EXTRAORDINARY REMUNERATION**

Additional cash remuneration may be paid in extraordinary circumstances, provided that such extraordinary arrangements are temporary and only made on an individual basis either to recruit or retain executives, or as compensation for extraordinary efforts beyond the person's regular duties. Such remuneration may not exceed an amount corresponding to 50 percent of the fixed annual cash salary and may not be paid more than once per year and per individual. The decision on such remuneration shall be made by the board.

#### **PENSION BENEFITS**

Pension benefits, including sickness insurance, for the CEO shall be premium-based and the pension premiums shall amount to a maximum of 30 percent of the CEO's fixed annual cash salary. Other senior executives shall be covered by ITP1 according to the applicable collective agreement, or equivalent pension benefits. For senior executives covered by ITP1, insurance premiums shall be based on the executive's fixed annual cash salary and other pension-qualifying income according to ITP1. ITP1 means that the company pays a premium of 4.5 percent of the executive's pension-qualifying salary up to 7.5 income base amounts and 30 percent of pension-qualifying salary thereafter. In addition, other senior executives may receive additional premium-based pension contributions in the form of a fixed monthly amount, which may amount to a maximum of 6 percent of the applicable fixed monthly cash salary at the time of determination of such pension contributions.

#### **OTHER BENEFITS**

Other benefits may include, among other things, life insurance, health insurance, and car benefits. Such benefits may amount to a maximum of 15 percent of the fixed annual cash salary.

#### **REMUNERATION TO BOARD MEMBERS**

If a board member performs services for the company in addition to their board assignment, special cash remuneration may be paid (consulting fees) provided that such services contribute to the implementation of the company's business strategy and the realization of the company's long-term interests, including its sustainability. The annual consulting fee shall be market-based and set in relation to the benefit for the company and may, for each board member, never exceed three times the applicable board fee. Remuneration to board members, as well as other terms, shall be decided by the board.

#### **Termination of employment**

Upon termination of employment, the notice period may not exceed six months, unless otherwise provided by mandatory law or collective agreement. Fixed cash salary during the notice period and severance pay may not together exceed an amount equivalent to the fixed cash salary for fifteen months. In the event of termination by the employee, the notice period may not exceed six months, without entitlement to severance pay.

In addition, compensation for any undertaking regarding non-compete clauses may be paid. Such compensation shall compensate for any loss of income and shall only be paid to the extent that the former employee is not entitled to severance pay. The compensation shall amount to a maximum of 60 per cent of the fixed cash salary at the time of termination of employment, unless otherwise provided by mandatory collective agreement provisions, and shall be paid during the period that the non-compete undertaking applies, which shall be a maximum of twelve months.

## Salary and employment terms for employees

In preparing the Board's proposal for these remuneration guidelines, the salary and employment terms for employees in the Rugvista Group have been taken into account by including information on employees' total remuneration, the components of remuneration and the increase in remuneration and the rate of increase over time as part of the Board's decision-making basis when evaluating the reasonableness of the guidelines and the limitations that follow from them.

### Decision-making process to determine, reviewing and implementing the guidelines

The Board shall draw up a proposal for new guidelines at least every fourth year and present the proposal for decision at the Annual General Meeting. The guidelines shall apply until new guidelines are adopted by the General Meeting. The Board shall also monitor and evaluate programs for any variable remuneration for senior executives, the application of guidelines for remuneration to senior executives and prevailing remuneration structures and remuneration levels in the company. When the Board deals with and makes decisions on remuneration-related issues, the CEO or other senior executives do not participate, to the extent that they are affected by the issues.

### Deviation from the guidelines

The Board may decide to temporarily deviate from the guidelines in whole or in part, if there are special reasons for doing so in an individual case and a deviation is necessary to safeguard the company's long-term interests, including its sustainability, or to ensure the company's financial viability.

The Board decided in 2024 to deviate from the guidelines. The deviation concerned a non-compete clause for the outgoing CEO of 18 months compared to the guidelines' 12 months. The outgoing CEO's in-depth knowledge of and experience in the company's strategies and operations, including supplier contacts, were considered to justify an extended non-compete clause and the deviation was considered necessary in accordance with the guidelines.

## The Board's proposal for new guidelines for remuneration to senior executives

The Board of Directors proposes that the revised guidelines for remuneration to senior executives be adopted by the Annual General Meeting as follows. Compared to the previously applicable guidelines, the proposal means that the description of the company's vision has been updated, and some minor editorial changes have been made.

These guidelines apply to senior executives in the Rugvista Group, which consists of the persons who from time to time are part of the company's management team. The guidelines shall apply to remuneration agreed upon, and changes made to already agreed remuneration, after the guidelines have become effective according to the decision of the Annual General Meeting. The guidelines do not apply to remuneration decided by the Annual General Meeting.

Regarding employment relationships subject to rules other than Swedish, necessary adjustments shall be made to comply with mandatory rules or established local practice, whereby the overall purpose and objective of these guidelines shall be met as far as possible.

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

### Promoting the company's strategy, long-term interests and sustainability

The company's vision is to be "the go-to brand for quality rugs". In working towards the vision, the company is guided by the mission "To help people to a home they love". A successful implementation of the company's strategy and the realization of the company's long-term interests, including its sustainability, requires that the company can recruit and retain qualified employees. For this, it is necessary that the company can offer competitive remuneration. These guidelines enable senior executives to be offered competitive total remuneration.

For information on incentive programs previously decided by the Annual General Meeting and therefore not covered by these guidelines, see Rugvista Group's website, <https://www.rugvistagroup.com/en/>. Any future share-related incentive programs will be decided by the Annual General Meeting.

Variable cash remuneration covered by these guidelines shall aim to promote the company's business strategy and long-term interests, including its sustainability.

### Forms of remuneration, etc.

Remuneration shall be market-based and may consist of the following components: fixed cash remuneration, variable cash remuneration (bonus), pension benefits, and other benefits. The Annual General Meeting may also decide on, for example, share and share price-related remuneration, independently of these guidelines.

#### Fixed remuneration

Fixed cash remuneration shall be market-based and determined based on the individual executive's responsibility, authority, competence, and experience.

#### Variable remuneration

In addition to fixed cash remuneration, variable cash remuneration may be a component of remuneration to senior executives. Decisions on whether variable remuneration shall be a component of remuneration shall be made by the Board of Directors.

Variable cash remuneration under these guidelines shall be linked to one or more predetermined and measurable criteria designed to promote the company's strategy and long-term interests, including sustainability, or the executive's long-term development.

Criteria may be financial, non-financial, individual and/or collective, quantitative, and/or qualitative. Variable cash remuneration may amount to a maximum of 50 percent of the fixed annual cash remuneration.

Fulfillment of criteria for payment of variable cash remuneration shall be measurable over a period of one year. When the measurement period for fulfillment of criteria for payment of variable cash remuneration has ended, the Board of Directors shall evaluate the extent to which the criteria have been met.

Variable cash remuneration may be paid after the end of the measurement period or be subject to deferred payment.

#### **Extraordinary remuneration**

Additional cash remuneration may be paid in extraordinary circumstances, provided that such extraordinary arrangements are temporary and only made on an individual basis either to recruit or retain executives, or as compensation for extraordinary efforts beyond the person's ordinary duties. Such remuneration may not exceed an amount corresponding to 50 percent of the fixed annual cash salary and may not be paid more than once per year and per individual. Decisions on such remuneration shall be made by the Board of Directors.

#### **Pension benefits**

Pension benefits, including sickness insurance, for the CEO shall be premium-based and pension premiums shall amount to a maximum of 30 percent of the CEO's fixed annual cash salary. Other senior executives shall be covered by ITP1 according to the applicable collective agreement, or equivalent pension benefits. For senior executives covered by ITP1, insurance premiums shall be based on the executive's fixed annual cash salary and other pension-qualifying income according to ITP1. ITP1 means that the company pays a premium of 4.5 percent of the executive's pension-qualifying salary up to 7.5 income base amounts and 30 percent of pension-qualifying salary thereafter. In addition, other senior executives may receive additional premium-based pension contributions in the form of a fixed monthly amount, which may amount to a maximum of 6 percent of the applicable fixed monthly cash salary at the time of determination of such pension contributions.

#### **Other benefits**

Other benefits may include, inter alia, life insurance, health insurance, and car benefits. Such benefits may amount to a maximum of 15 percent of the fixed annual cash salary.

#### **Remuneration to Board members**

In the event that a Board member performs services for the company in addition to the Board assignment, special cash remuneration may be paid (consulting fees) provided that such services contribute to the implementation of the company's business strategy and the realization of the company's long-term interests, including its sustainability. The annual consulting fee shall be market-based and set in relation to the benefit for the company and may, for each Board member, never exceed three times the applicable Board fee. Remuneration to Board members, as well as other terms, shall be decided by the Board of Directors.

#### **Termination of employment**

Upon termination of employment, the notice period may be a maximum of six months, unless otherwise follows from mandatory law or collective agreement. Fixed cash salary during the notice period and severance pay may not exceed an amount corresponding to the fixed cash salary for fifteen months. Upon termination by the executive, the notice period may be a maximum of six months, without entitlement to severance pay.

In addition, compensation for any commitment to non-compete may be paid. Such compensation shall compensate for any loss of income and shall only be paid to the extent that the former executive is not entitled to severance pay. The compensation shall amount to a maximum of 60 percent of the fixed cash salary at the time of termination, unless otherwise follows from mandatory collective agreement provisions, and shall be paid during the period that the non-compete commitment applies, which shall be a maximum of twelve months after the end of employment.

#### **Salaries and terms of employment for employees**

When preparing the Board's proposal for these remuneration guidelines, salaries and terms of employment for employees in the Rugvista Group have been taken into account by the fact that information on employees' total remuneration, remuneration components, and remuneration increases and increase rates over time have been part of the Board's decision-making basis when evaluating the reasonableness of the guidelines and the limitations that follow from them.

#### **Decision-making process for establishing, reviewing, and implementing the guidelines**

The Board of Directors shall prepare a proposal for new guidelines at least every four years and present the proposal for decision at the Annual General Meeting. The guidelines shall apply until new guidelines are adopted by the Annual General Meeting. The Board of Directors shall also monitor and evaluate programs for variable remuneration for senior executives, the application of guidelines for remuneration to senior executives, and applicable remuneration structures and remuneration levels in the company. When the Board of Directors deals with and decides on remuneration-related issues, the CEO or other senior executives, to the extent that they are affected by the issues, shall not be present.

#### **Deviation from the guidelines**

The Board of Directors may decide to temporarily deviate from the guidelines in whole or in part, if there are special reasons for doing so in an individual case and a deviation is necessary to serve the company's long-term interests, including its sustainability, or to ensure the company's financial stability.

## Description of significant changes to the guidelines and how shareholders' views have been taken into account

The applicable guidelines for remuneration to senior executives were adopted at the Annual General Meeting on May 25, 2023. The guidelines proposed to the Annual General Meeting in 2026 are largely identical to the guidelines decided by the Annual General Meeting on May 25, 2023, except that the description of the company's vision has been updated.

No comments on the remuneration guidelines have been received in connection with the meeting.

## Sustainability Report

See separate sustainability report [here](#).

## Corporate Governance Report

See separate corporate governance report [here](#).

## Dividend

Rugvista Group's goal is to distribute up to 50% of the annual profit to shareholders. The Board proposes a cash dividend of SEK 5.00 (1.25) per share, where SEK 1.50 (1.25) refers to regular dividend and 3.50 (0.00) refers to an extra dividend. The dividend will be paid in one payment, which in total corresponds to MSEK 103.9 (26.0). The proposed date for the right to receive the dividend is May 25, 2026. Provided that the Annual General Meeting approves the dividend proposal, the expected payment date for the dividend is May 28, 2026. See the Board's proposal for profit appropriation.

The company's and the group's income statements and balance sheets will be subject to approval at the Annual General Meeting on May 21, 2026.

## Proposal for profit appropriation

The Board proposes that the profit available for the Annual General Meeting:

profits available for distribution	358 156 412
and the profit for the year	53 151 911
<b>Total (SEK)</b>	<b>411 308 323</b>
to be disposed as follows;	
dividend to shareholders 5,00 kronor (SEK) per share	103 925 700
Carried forward	307 382 623
<b>Total (SEK)</b>	<b>411 308 323</b>

The company's and the group's income statements and balance sheets for 2025 will be subject to approval at the Annual General Meeting on May 21, 2026.

## Consolidated income statement

	Note	2025-01-01 2025-12-31	2024-01-01 2024-12-31
Net revenue	3	784,390	694,847
Other income	4	1,125	1,255
<b>Total revenue</b>		<b>785,516</b>	<b>696,102</b>
Goods for resale	3, 14	-289,200	-264,080
Other external expenses	5	-285,004	-257,265
Personnel expenses	6	-97,767	-94,509
Amortization & depreciation	10, 12, 13	-27,904	-16,948
Other operating expenses	4	-7,133	-2,594
<b>Total operating expenses</b>		<b>-707,007</b>	<b>-635,397</b>
<b>Operating profit (EBIT)</b>		<b>78,508</b>	<b>60,705</b>
<b>Financial income and expenses</b>			
Financial income	7	2,979	5,469
Financial expenses	7	-4,379	-806
<b>Net financial items</b>		<b>-1,400</b>	<b>4,663</b>
<b>Profit/loss after financial items</b>		<b>77,108</b>	<b>65,368</b>
Income tax	8	-14,612	-13,598
<b>Profit for the year</b>		<b>62,496</b>	<b>51,771</b>
<b>Attributable to</b>			
Parent company's shareholders		62,496	51,771
Earnings per share before dilution	9	3.01	2.49
Earnings per share after dilution	9	3.01	2.49

## Consolidated statement of other comprehensive income

	Note	2025-01-01 2025-12-31	2024-01-01 2024-12-31
<b>Profit for the year</b>		<b>62,496</b>	<b>51,771</b>
<b>Items that can later be reclassified to the income statement</b>			
Translation differences		-42	10
<b>Other comprehensive income</b>		<b>-42</b>	<b>10</b>
<b>Total comprehensive income for the year</b>		<b>62,455</b>	<b>51,781</b>
<b>Attributable to</b>			
Parent company's shareholders		62,455	51,781

# Group's Financial Position Report

	Note	2025-12-31	2024-12-31
<b>ASSETS</b>			
<i><b>Non-current assets</b></i>			
Goodwill	11	299,949	299,949
Intangible assets	10	16,309	21,083
Tangible assets	12	47,765	16,743
Right-of-use assets	13	125,042	27,522
Deferred tax assets	8	1,755	125
<b>Total non-current assets</b>		<b>490,820</b>	<b>365,423</b>
<i><b>Current assets</b></i>			
Inventory	14	144,446	133,228
Current tax receivable	8	2,073	-
Accounts receivable		-	18
Other receivables	15	16,943	32,436
Prepaid expenses	17	3,622	2,812
Cash and cash equivalents	16	241,918	219,463
<b>Total current assets</b>		<b>409,002</b>	<b>387,957</b>
<b>TOTAL ASSETS</b>		<b>899,822</b>	<b>753,380</b>
<b>EQUITY AND LIABILITIES</b>			
<i><b>Equity</b></i>			
	19		
Share capital		1,039	1,039
Other contributed capital		227,696	227,696
Retained earnings including profit for the year		364,591	328,118
<b>Equity attributable to the parent company's shareholders</b>		<b>593,326</b>	<b>556,853</b>
<i><b>Non-current liabilities</b></i>			
Deferred tax liability	8	22	22
Non-current lease liabilities	13	114,871	17,031
Provisions	6	1,348	3,030
<b>Total non-current liabilities</b>		<b>116,241</b>	<b>20,082</b>
<i><b>Current liabilities</b></i>			
Accounts payable	15	91,819	76,592
Current tax liabilities	8	-	12,018
Other current liabilities		64,555	55,452
Current lease liabilities	13	14,782	11,101
Prepaid income and accrued expenses	18	19,098	21,282
<b>Total current liabilities</b>		<b>190,255</b>	<b>176,444</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>899,822</b>	<b>753,380</b>

# Group's statement of changes in equity

	Note	Share capital	Other contributed capital	Retained earnings including profit for the year	Total equity
<b>Opening balance 2024-01-01</b>		<b>1,039</b>	<b>228,052</b>	<b>313,751</b>	<b>542,842</b>
Profit for the year				51,771	51,771
Other comprehensive income				10	10
<b>Total comprehensive profit</b>		<b>-</b>	<b>-</b>	<b>51,781</b>	<b>51,781</b>
<b>Transactions with shareholders</b>					
Dividend paid				-37,413	-37,413
Warrants, issue					-
Warrants, repurchase			-356		-356
New share issue					-
<b>Closing balance 2024-12-31</b>	<b>19, 20</b>	<b>1,039</b>	<b>227,696</b>	<b>328,118</b>	<b>556,853</b>
Profit for the year				62,496	62,496
Other comprehensive income				-42	-42
<b>Total comprehensive profit</b>		<b>-</b>	<b>-</b>	<b>62,455</b>	<b>62,455</b>
<b>Transactions with shareholders</b>					
Dividend paid				-25,981	-25,981
Warrants, issue					-
Warrants, repurchase					-
New share issue					-
<b>Closing balance 2025-12-31</b>	<b>19, 20</b>	<b>1,039</b>	<b>227,696</b>	<b>364,591</b>	<b>593,326</b>

# Group's cash flow statement

	Note	2025-01-01 2025-12-31	2024-01-01 2024-12-31
<b>Operating activities</b>			
Operating profit (EBIT)		78,508	60,705
Adjustments for non-cash items			
Unrealized exchange rate difference		10,481	-3,044
Depreciation and amortization	10, 12, 13	27,904	16,948
Change in provisions		-1,682	3,030
Adjustment for gains or losses on the sale or disposal of assets	4	43	407
Interest received	7	2,979	5,469
Interest paid	7	-4,379	-806
Income tax paid		-30,332	-20,618
<b>Cash flow from operating activities before changes in working capital</b>		<b>83,522</b>	<b>62,091</b>
<b>Changes in working capital</b>			
Change in inventory		-11,217	-7,572
Change in operating receivables		14,659	-10,075
Change in operating liabilities		23,448	32,390
<b>Cash flow from operating activities</b>		<b>110,412</b>	<b>76,834</b>
<b>Investing activities</b>			
Investment in intangible assets	10	-	-4,114
Acquisition of tangible assets	12	-35,261	-14,890
Sales of tangible assets	12	-	-
<b>Cash flow from investing activities</b>		<b>-35,261</b>	<b>-19,004</b>
<b>Financing activities</b>			
New share issue	19	-	-
Warrants, issue	20	-	-
Warrants, repurchase	20	-	-356
Amortization of leasing debt	15	-14,933	-12,905
Dividend paid	19	-25,981	-37,413
<b>Cash flow from financing activities</b>		<b>-40,914</b>	<b>-50,675</b>
<b>Net increase/decrease in cash and cash equivalents</b>		<b>34,237</b>	<b>7,156</b>
<b>Cash and cash equivalents at the beginning of the year</b>	16	<b>219,463</b>	<b>208,936</b>
Exchange rate differences in liquidity		-11,783	3,371
<b>Cash and cash equivalents at the end of the year</b>	16	<b>241,918</b>	<b>219,463</b>

## Not 1 Company information

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Rugvista Group AB is a Swedish limited company based in Malmö. Rugvista Group AB is the parent company of the group and has no parent company above it. The group includes 100% of Rugvista AB, 556458-9207 (Malmö) and 100% of Rugvista GmbH, HRB 256883 B (Berlin).

The group conducts sales of rugs through the websites Rugvista and Carpetvista.

The group's business address is: Rugvista Group AB, Lodgatan 11, 211 24 Malmö.

The group's financial report was established by the board on April 14, 2026 and will be presented at the annual general meeting on May 21, 2026.

## Note 2 Accounting policies

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Unless otherwise stated, all amounts are reported in thousands of Swedish kronor (TSEK). Comparative figures in parentheses refer to the previous financial year.

### Applied regulations

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS Accounting Standards) as adopted by the EU and the Annual Accounts Act and RFR 1 Supplementary Accounting Rules for Groups.

The financial statements are prepared according to the going concern principle and are based on historical cost unless otherwise stated.

### Principles of Consolidation

Subsidiaries are consolidated using the acquisition method from the date when control is obtained. The group has control when it is exposed to variable returns and can influence these through its power.

Gross accounting is applied consistently for the accounting of assets and liabilities, except in cases where both a receivable and a liability exist against the same counterparty and these are legally offsettable and the intention is to do so. Gross accounting is also applied for revenues and expenses unless otherwise stated.

### Classification of Assets and Liabilities

Non-current assets, long-term liabilities and provisions are expected to be recovered or fall due for payment later than twelve months after the balance sheet date. Current assets and short-term liabilities are expected to be recovered or fall due for payment within less than twelve months after the balance sheet date.

### Conversion of foreign currency

The Group's reporting currency is SEK. Subsidiaries have SEK and EUR as functional currency, respectively.

Transactions in foreign currency are converted to functional currency at the transaction date exchange rate. Monetary items are converted at the balance sheet date exchange rate and exchange rate differences are recognized in the income statement as other operating expenses or other operating income.

### Tangible and Intangible Assets

#### Tangible Assets

Reported at acquisition value with deductions for depreciation and write-downs. Depreciation occurs linearly over the estimated useful life (inventories, tools, and installations 3-10 years).

Profit or loss is reported in the income statement for the reporting period in which the asset is disposed of, such as other expenses or other income.

#### Intangible Assets

Capitalized development expenses mainly relate to the Group's software platform. Capitalization occurs when the criteria in IAS 38 are met. Amortization occurs linearly over 5 years from the date the asset is put into use.

Goodwill is valued at acquisition value minus any accumulated write-downs. The factors that make up reported goodwill are mainly various forms of synergies, personnel, know-how, customer contacts of strategic importance, and market-leading positions in selected markets. Goodwill has an indefinite useful life and is tested for impairment at least annually.

#### Inventory

Inventory is valued at the lower of acquisition cost according to FIFO method (first in, first out) and net selling value.

Impairment assessment is made on an ongoing basis based on historical sales and inventory structure, divided into design rugs and unique rugs.

Products expected to be returned are reported as return assets.

#### Income Taxes

Current tax and deferred tax are reported according to IAS 12. Deferred tax is calculated on temporary differences between reported and tax values.

## Financial instruments

A financial asset or a financial liability is recognised in the statement of financial position when Rugvista becomes a party to the contractual provisions of the instrument. Receivables are recognised when a customer has chosen to use a payment intermediary and the Company's right to consideration is unconditional. See also the section on revenue recognition. A liability is recognised when the counterparty has performed and a contractual obligation to pay exists, even if an invoice has not yet been received. Accounts payable are recognised when an invoice is received.

### Financial Assets

Financial assets consist of accounts receivable, other receivables and cash and cash equivalents. These assets are measured at amortised cost and are recognised in the net of loss allowances. Changes in loss allowances are recognised in the income statement. Financial assets measured at amortised cost are initially recognised at fair value plus transaction costs. Other receivables are initially recognised at the invoiced amount. Subsequent to initial recognition, the assets are measured using the effective interest method. The Group does not hold any financial assets classified as debt instruments measured at fair value through other comprehensive income or at fair value through profit or loss.

### Impairment of Financial Assets

The Group's financial assets are subject to impairment for expected credit losses. Impairment for credit losses under IFRS 9 is forward-looking and a loss reserve is made when there is an exposure to credit risk. Expected credit losses reflect the present value of all shortfalls in cash flows due to defaults, either for the next 12 months or for the expected remaining term of the financial instrument, depending on the asset class and on credit deterioration since initial recognition. See also **note 15**.

### Financial Liabilities

Financial liabilities are measured at amortised cost. Financial liabilities measured at amortised cost are initially recognised at fair value including transaction costs. Subsequent to initial recognition, they are measured at amortised cost using the effective interest method. The Group's financial liabilities comprise accounts payable, other current liabilities and accrued expenses, which are measured at amortised cost.

### Allowances to employees

The Group has defined-contribution pension plans. The cost is reported in the period it relates to.

## Lease agreement

### Recognition exemptions

The Group has elected not to apply the recognition exemptions for short-term leases and leases of low-value assets, and not to separate non-lease components.

### The Group as lessee

At the inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if it conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

### Right-of-use assets

The Group recognises right-of-use assets in the statement of financial position at the commencement date of the lease (i.e. the date on which the underlying asset is available for use). Right-of-use assets are measured at cost less accumulated depreciation and any impairment losses, and adjusted for any remeasurements of the lease liability. The cost of right-of-use assets includes the initial measurement of the related lease liability, any initial direct costs, and any lease payments made at or before the commencement date, less any lease incentives received. Unless the Group is reasonably certain to obtain ownership of the underlying asset at the end of the lease term, the right-of-use asset is depreciated on a straight-line basis over the lease term. The Group's lease portfolio consists of leases of premises, forklifts and vehicles. Premises are depreciated in accordance with the applicable lease agreements over a period of 3–9 years. Vehicles and forklifts are depreciated in accordance with the applicable lease agreements over a period of 3–5 years.

### Lease liabilities

At the commencement date of a lease, the Group recognises a lease liability measured at the present value of the lease payments to be made over the lease term. The lease term comprises the non-cancellable period together with periods covered by options to extend or terminate the lease, where the Group is reasonably certain to exercise those options. Lease payments include fixed payments (less any lease incentives receivable), variable lease payments that depend on an index or a rate, and amounts expected to be payable under residual value guarantees. Variable lease payments that do not depend on an index or a rate are recognised as other external expenses in the period in which they are incurred.

For the calculation of the present value of lease payments, the group uses the implicit interest rate in the agreement if it can be readily determined, and in other cases, the group's marginal borrowing rate at the inception of the lease agreement is used.

## Revenue

The Group operates an e-commerce business selling rugs through its own websites to both consumers and businesses. Revenue is recognised in accordance with IFRS 15 when control of the goods transfers to the customer, which typically occurs upon delivery in accordance with the applicable delivery terms.

Payments are made via card, bank transfer or payment service providers. Fees to payment service providers are recognised as selling expenses.

The Group offers a 30-day right of return. The transaction price is reduced for expected returns and recognised as a refund liability. A right-of-return asset is recognised for the right to recover the goods. The estimate is based on historical return data (12-month average).

The Company applies the practical expedient in IFRS 15.121, which means that information about remaining performance obligations is not disclosed for contracts with an original expected duration of one year or less. With reference to this practical expedient, the refund liability is not presented separately.

## New and amended standards

No new or amended IFRS standards effective for 2025 have had a material impact on the financial statements.

Other IFRS Accounting Standards that become effective on 1 January 2026 or later are not expected to have a material impact on the financial statements, with the exception of IFRS 18 Presentation and Disclosure in Financial Statements, which was issued on 16 February 2026. Rugvista will apply the new standard from its mandatory effective date of 1 January 2027.

No new or amended IFRS Accounting Standards have been early adopted.

## Significant estimates and judgments

### Impairment testing of goodwill

In performing impairment testing of goodwill, a number of significant assumptions and judgements are required in order to determine the value in use of the cash-generating unit. These assumptions and judgements relate to expected future discounted cash flows. Forecasts of future cash flows are based on management's best estimates of future revenue and operating expenses, taking into account historical performance, general market conditions, industry developments and forecasts, and other available information. The assumptions are prepared by management and reviewed by the Board of Directors.

For more information on the impairment testing of goodwill, see **note 11** Goodwill.

### Valuation of inventory and obsolescence

Inventories are measured at the lower of cost and net realisable value, where cost is determined using the FIFO method (first in, first out). Net realisable value is defined as the estimated selling price less costs to sell. Adjustments to net realisable value include assessments of inventory obsolescence.

### Provision for returns

A right-of-return asset is recognised for the right to recover products from customers. Historical data is used as a basis for estimating return rates at the time of sale. The provision for returns is measured to ensure that there is no material risk of reversal of recognised revenue in subsequent reporting periods, based on an average of actual returns over the 12 months preceding the reporting period.

## Not 3 Net revenue

### Operating segments

An operating segment is a part of the Group whose operating results are regularly reviewed by the Group's highest executive decision-maker for the purpose of making decisions about resource allocation and assessing the segment's performance.

Historically, Rugvista Group's operations have been divided into three segments: *Private individuals (B2C)*, *Business customers (B2B)*, and *Marketplaces & Other (MPO)*. Only net sales, cost of goods sold, and marketing expenses were allocated to each segment. Other income and expenses were not allocated at the segment level.

As of January 1, 2025, Rugvista Group changed its segment reporting to reflect the Group's internal governance and reporting. The Group as a whole now constitutes one operating segment, and the Group's income statement constitutes the segment's result as a whole.

In accordance with IFRS 8, the Group does, however, provide information on the geographical distribution of revenue. The Group's net sales are divided into the regions DACH, Nordic and Other countries. Individual countries whose revenues exceed 10 per cent of the Group's total net sales are reported separately.

Comparative figures have, where applicable, been recalculated in accordance with IFRS 8.29 to be comparable with the current reporting structure.

	2025	2024
<b>Geographical area</b>		
Nordics	190,596	162,395
<i>of which Sweden</i>	63,455	56,635
DACH (Germany, Austria, Switzerland)	156,899	135,515
<i>of which Germany</i>	93,028	83,156
Rest of World	436,895	396,936
<i>of which France</i>	74,543	69,937
<i>of which the UK</i>	69,451	69,304
<b>Total net revenue</b>	<b>784,390</b>	<b>694,847</b>

## Not 4 Other operating income and expenses

	2025	2024
<b>Other income</b>		
Employment grants	627	791
Settlement compensation	-	-
Other income	498	464
<b>Total</b>	<b>1,125</b>	<b>1,255</b>
<b>Other operating expenses</b>		
Exchange rate differences - net	-7,090	-2,187
Loss on disposal of tangible assets	-43	-407
<b>Total</b>	<b>-7,133</b>	<b>-2,594</b>

## Not 5 Remuneration to auditors

Ernst & Young AB	2025	2024
Audit engagement*	776	788
Audit-related services beyond the audit engagement	-	67
Other services	62	34
<b>Total</b>	<b>837</b>	<b>889</b>

\* The audit engagement comprises the audit of the annual report and the accounting records, as well as the review of the administration of the Board of Directors and the Chief Executive Officer, and any other duties incumbent upon the auditor of Rugvista Group AB (publ).

Other services relate to advisory services closely related to the audit.

## Not 6 Salaries and remuneration

	2025	2024
Salaries and other remuneration*	66,366	65,528
Pension expense – defined contribution plans	6,655	6,643
Other social security costs	21,986	21,914
<b>Total</b>	<b>95,008</b>	<b>94,084</b>

\*2024 includes agreed compensation for a non-compete undertaking. A provision of SEK 3,030 thousand has been recognized. As of 31 December 2025, SEK 1,348 thousand of the provision remains.

Average number of employees during the year	2025	2024
Sweden	88	94
of which men (%)	52%	49%
Germany	6	4
of which men (%)	65%	68%
<b>Total</b>	<b>94</b>	<b>99</b>

The company hires external staff; these costs are recognized as consultancy expenses under other external expenses.

Board members and key management personnel	2025	2024
Number of Board members at the balance sheet date	6	6
of which men (%)	67%	67%
CEO and other key management personnel at the balance sheet date	8	8
of which men (%)	38%	50%
<b>Total</b>	<b>14</b>	<b>14</b>

Salaries and other remuneration to the Board of Directors and other employees	2025		2024	
	Salaries and other remuneration (of which variable remuneration)	Social security contributions (of which pension costs)	Salaries and other remuneration (of which variable remuneration)	Social security contributions (of which pension costs)
Board of Directors, CEO and other senior executives	17,926	9,270	18,261	9,641
Key management personnel	(-)	(3 013)	(-)	(3 153)
Other employees	50,184	19,919	48,754	19,383
	(-)	(3 641)	(-)	(3 490)
<b>The Group</b>	<b>68,110</b>	<b>29,189</b>	<b>67,015</b>	<b>29,024</b>
	(-)	(6 643)	(-)	(6 643)

**Salaries and other remuneration to the Board of Directors, the CEO and other key management personnel**

	Base salary / Board fees	Exceptional remuneration	Other benefits	Variable remuneration	Pension expense	Total
<b>2025</b>						
<b>Board of Directors</b>						
Martin Benckert (Chairman of the Board)	440					440
Magnus Dimert	240					240
Ebba Ljungerud	199					199
Patrik Berntsson	240					240
Ludvig Friberger	240					240
Hanna Graflund Sleyman	240					240
Jennie Högstedt Björk	146					146
<b>CEO and other key management personnel</b>						
Ebba Ljugerud (CEO)	3,568	1,370	11	-	800	5,749
Other key management personnel	10,903	342	484	-	2,214	13,942
<b>Total</b>	<b>16,214</b>	<b>1,712</b>	<b>495</b>	<b>-</b>	<b>3,013</b>	<b>21,435</b>
<b>2024</b>						
<b>Board of Directors</b>						
Martin Benckert (Chairman of the Board)	415					415
Magnus Dimert	215					215
Ebba Ljungerud	215					215
Patrik Berntsson	215					215
Ludvig Friberger	215					215
Hanna Graflund Sleyman	215					215
<b>CEO and other key management personnel</b>						
Michael Lindskog (CEO), Jan-Sep 2024	2,377	2,692	90	-	1,009	6,167
Ebba Ljugerud (Acting CEO), Oct-Dec 2024	660	-	-	-	150	810
Other key management personnel	10,583	462	548	-	1,994	13,587
<b>Total</b>	<b>15,107</b>	<b>3,154</b>	<b>638</b>	<b>-</b>	<b>3,153</b>	<b>22,052</b>

The Group has incentive programs aimed at senior executives and certain key individuals. For further information on the terms and accounting for these programs, see **note 20** Share-based remuneration (LTIP).

## Not 7 Financial income and expenses

Financial income	2025	2024
Interest income calculated using the effective interest method	2,979	5 469
<b>Total</b>	<b>2,979</b>	<b>5 469</b>
All interest income relates to financial instruments measured at amortised cost.		
Financial expenses	2025	2024
Interest expense calculated using the effective interest method	-4,379	-806
<b>Total</b>	<b>-4,379</b>	<b>-806</b>
All interest expense relates to financial instruments measured at amortised cost.		

## Not 8 Income tax

The main components in terms of tax expenses for the financial year are as follows:

<b>Consolidated income statement</b>	<b>2025</b>	<b>2024</b>
Current tax	-16,241	-13,481
Change in deferred tax relating to temporary differences	1,629	-117
<b>Total recognised tax</b>	<b>-14,612</b>	<b>-13,598</b>
<b>Reconciliation of the effective tax rate</b>		
Profit before tax	77,108	65,368
Tax on profit for the year at the applicable tax rate of 20.6% (20.6%)	-15,884	-13,466
Tax effect of:		
Non-taxable income	147	70
Non-deductible expenses	-191	-173
Tax adjustments	-	-37
Temporary differences	1,368	-
Effect of different tax rates for foreign subsidiaries	-51	8
<b>Recognised tax</b>	<b>-14,612</b>	<b>-13,598</b>
Effective tax rate	-18,9%	-20,8%
<b>Temporary differences</b>		
<b>Deferred income tax is attributable to:</b>	<b>2025</b>	<b>2024</b>
Right-of-use assets	-25,759	-2,423
Tangible assets	-22	-22
Lease liabilities	27,513	2,549
<b>Total</b>	<b>1,733</b>	<b>104</b>
<b>Recognised as follows in the statement of financial position:</b>	<b>2025-12-31</b>	<b>2024-12-31</b>
Deferred tax assets	1,755	125
Deferred tax liabilities	-22	-22
<b>Total</b>	<b>1,733</b>	<b>104</b>
<b>Reconciliation of deferred taxes</b>		
<b>Opening balance</b>	<b>104</b>	<b>220</b>
Tax expense/income recognised in the income statement	1,629	-117
<b>Closing balance</b>	<b>1,733</b>	<b>104</b>

## Not 9 Earnings per share

The calculation of earnings per share before dilution is made by dividing the year's result, attributable to the parent company's shareholders, by the weighted average number of outstanding ordinary shares during the period.

In the calculation of earnings per share after dilution, the potential ordinary shares corresponding to the outstanding warrants are added to the extent that they give rise to a dilution effect. This is the case if the issuance of the shares according to the terms of the program would lead to an issuance at a lower price than the average price of the outstanding ordinary shares during the period.

	2025	2024
Profit for the year	62,496	51 771
Adjustments	-	-
<b>Profit for the year used in the calculation of earnings per share before and after dilution</b>	<b>62,496</b>	<b>51 771</b>
Weighted average number of ordinary shares before dilution, thousands	20,785	20,785
Dilution effect of warrants	1	-
<b>Weighted average number of ordinary shares after dilution, thousands</b>	<b>20,786</b>	<b>20,785</b>
Earnings per share before dilution	3,01	2,49
Earnings per share after dilution	3,01	2,49

## Not 10 Intangible assets

Intangible assets under development	2025-12-31	2024-12-31
<b>Opening accumulated acquisition cost</b>	-	<b>19,754</b>
Acquisitions during the year	-	4,114
Reclassifications	-	-23,867
<b>Closing accumulated acquisition cost</b>	-	-
<b>Website</b>		
<b>Opening accumulated acquisition cost</b>	<b>23,867</b>	-
Reclassifications	-	23,867
<b>Closing accumulated acquisition cost</b>	<b>23,867</b>	<b>23,867</b>
<b>Opening accumulated amortization</b>	<b>-2,785</b>	-
Amortization for the period	-4,773	-2,785
<b>Closing accumulated amortization</b>	<b>-7,558</b>	<b>-2,785</b>
<b>Closing carrying amount</b>	<b>16,309</b>	<b>21,083</b>

### Capitalized development costs

The reported value includes direct costs and, when applicable, salary expenses and a share of indirect expenses. Other expenses related to development are reported in the income statement as other external costs when they arise. In the financial position report, capitalized development costs are recorded at acquisition value minus accumulated amortization and any write-downs. Capitalized costs mainly relate to the software platform.

### Amortization principles

Amortization is recognized in the current year's profit or loss on a straight-line basis over the estimated useful lives of amortizable intangible assets. Amortization begins when the asset is available for use, meaning when it is in the condition necessary for it to operate as intended by management.

The estimated useful lives are:	Number of years
Capitalized development costs	5

## Not 11 Goodwill

The Group performs an impairment test of its goodwill once a year and when there are signs of impairment needs. As of December 31, 2025, the goodwill subject to annual impairment testing was as follows:

	2025	2024
Opening accumulated acquisition cost	299,949	299,949
<b>Closing accumulated acquisition cost</b>	<b>299,949</b>	<b>299,949</b>
<b>Closing carrying amount</b>	<b>299,949</b>	<b>299,949</b>

### Goodwill

The Group's total goodwill of MSEK 299.9 is attributable to the wholly-owned subsidiary Rugvista AB, which has been identified as a cash-generating unit within the Group. The company was acquired in 2015 and operates the Group's e-commerce business.

The recoverable amount for the cash-generating unit has been determined based on the value in use according to the Group's valuation model. This model is based on the discounted future cash flow with a forecast period of five years. The forecast is based on management's best estimates for five years, and for the period after five years, the annual growth is estimated at 2%.

A weighted average cost of capital (WACC) of 9.3% was used for the present value calculation.

During 2025, the forecasted value exceeded the reported value, and no impairment was made. Rugvista also performed a sensitivity analysis for the most important assumptions, including changes in revenue, gross margin development, marketing costs, and weighted average cost of capital. None of these scenarios would give rise to an impairment need.

#### Significant assumptions used for calculations of value in use:

Sustainable growth rate*	2.0% (2.0)
Pre-tax discount rate**	9.3% (9.3%)

\* Growth rate used to extrapolate cash flows beyond the 5-year forecast period

\*\* Pre-tax discount rate used for present value calculation of estimated future cash flows

## Not 12 Tangible assets

Equipment	2025	2024
Opening accumulated acquisition cost	15,777	10,883
Acquisitions during the year	4,654	1,737
Reclassifications	40,684	4,373
Sales/Disposals	-3,194	-1,216
<b>Closing accumulated acquisition cost</b>	<b>57,921</b>	<b>15,777</b>
Opening balance, assets under construction	10,076	1,296
Additions during the year	30,607	13,153
Reclassifications	-40,684	-4,373
<b>Closing balance, assets under construction</b>	<b>-</b>	<b>10,076</b>
Opening accumulated depreciation	-9,110	-8,276
Sales/Disposals	3,150	809
Depreciation for the period	-4,195	-1,643
<b>Closing accumulated depreciation</b>	<b>-10,155</b>	<b>-9,110</b>
<b>Closing carrying amount</b>	<b>47,765</b>	<b>16,743</b>

Tangible fixed assets are reported at acquisition value after deduction for accumulated depreciation and any write-downs. Tangible fixed assets are valued at their respective acquisition values and are depreciated linearly over their estimated useful life.

#### Depreciation is calculated as follows:

	Number of years
Equipment, tools, fixtures and fittings	3-10

## Not 13 Leases

The Group's lease portfolio primarily consists of leases of premises, as well as a limited number of leases of vehicles and forklifts. Leases of premises generally have lease terms of between 3 and 9 years, while leases of vehicles and forklifts generally have lease terms of between 3 and 5 years.

Most of the Group's lease contracts include options to extend or terminate the lease early. These options provide the Group with flexibility in managing its lease portfolio and adapting it to its operational needs. Where the Group is reasonably certain to exercise such options, this is reflected in the measurement of the lease liability and the right-of-use asset.

### Right-of-use assets

Depreciation is calculated as follows:

	Number of years
Right-of-use assets for premises	3 – 9 years
Right-of-use assets for vehicles	3 – 5 years
Right-of-use assets for forklifts	3 – 5 years

Acquisition cost	Premises	Vehicles and forklifts	Total
<b>2024-01-01</b>	<b>58,849</b>	<b>4,512</b>	<b>63,361</b>
New contracts entered into	974	1,068	2,042
Exchange rate difference	-12	-	-12
Remeasurements of contracts	15,887	-	15,887
Terminated contracts	-	-1,021	-1,021
<b>2024-12-31</b>	<b>75,698</b>	<b>4,559</b>	<b>80,257</b>
New contracts entered into	106,076	10,799	116,875
Exchange rate difference	-17	-	-17
Remeasurements of contracts	-362	-	-362
Terminated contracts	-53,984	-3,482	-57,465
<b>2025-12-31</b>	<b>127,411</b>	<b>11,876</b>	<b>139,287</b>
Accumulated depreciation	Premises	Vehicles and forklifts	Total
<b>2024-01-01</b>	<b>-38,215</b>	<b>-3,019</b>	<b>-41,235</b>
Depreciation for the period	-11,185	-1,336	-12,521
Terminated contracts	-	1,021	1,021
<b>2024-12-31</b>	<b>-49,400</b>	<b>-3,334</b>	<b>-52,734</b>
Depreciation for the period	-17,200	-1,735	-18,935
Exchange rate difference	-41	-	-41
Terminated contracts	53,984	3,482	57,465
<b>2025-12-31</b>	<b>-12,658</b>	<b>-1,588</b>	<b>-14,245</b>
Closing carrying amount	Premises	Vehicles and forklifts	Total
<b>2024-12-31</b>	<b>26,298</b>	<b>1,225</b>	<b>27,522</b>
<b>2025-12-31</b>	<b>114,753</b>	<b>10,288</b>	<b>125,042</b>
Lease liability	Premises	Vehicles and forklifts	Total
<b>2024-01-01</b>	<b>21,806</b>	<b>1,314</b>	<b>23,120</b>
New contracts entered into	974	1,068	2,042
Exchange rate difference	-12	-	-12
Remeasurements of contracts	15,887	-	15,887
Terminated contracts	-	-	-
Interest expense on lease agreements	-549	-26	-575
Lease payments	-11,020	-1,311	-12,331
<b>2024-12-31</b>	<b>26,617</b>	<b>1,514</b>	<b>28,131</b>
New contracts entered into	106,076	10,799	116,875
Exchange rate difference	-58	-	-58
Remeasurements of contracts	-362	-	-362
Terminated contracts	-	-	-
Interest expense on lease agreements	-3,994	-302	-4,296
Lease payments	-8,856	-1,781	-10,637
<b>2025-12-31</b>	<b>119,423</b>	<b>10,230</b>	<b>129,653</b>

The table below presents the amounts that have been reported as lease liabilities in the Group's balance sheet.

	2025-12-31	2024-12-31
Non-current lease liabilities	114,871	17,031
Current lease liabilities	14,782	11,101
<b>Total lease liability</b>	<b>129,653</b>	<b>28,131</b>

### Maturity analysis of contractual undiscounted payments of lease liabilities

	2025-12-31	2024-12-31
Cash flows within one year	25,134	11,715
Cash flows within 2-5 years	78,930	18,647
Cash flows after five years	55,650	-
<b>Total</b>	<b>159,715</b>	<b>30,363</b>

### Lease-related expenses

The table below presents amounts relating to leases recognised in the Group's income statement for the year.

Expenses	2025-12-31	2024-12-31
Depreciation of right-of-use assets	18,935	12,521
Interest expense on lease liabilities	4,296	575
<b>Total</b>	<b>23,231</b>	<b>13,096</b>
The Group's total cash outflow for lease agreements amounted to:	14,933	12,905

In September 2023, Rugvista entered into an agreement to extend the lease term and terminate the lease for the property at Ringugnsgatan 11 in Limhamn. The lease was terminated on 30 September 2025. In connection with the termination, the related right-of-use asset and lease liability were derecognised in accordance with IFRS 16.

The lease for an additional storage facility of 1,700 m<sup>2</sup> in Limhamn, which was entered into in November 2023 and extended until May 2025, was terminated during the year. This lease was also terminated in accordance with IFRS 16, and the related right-of-use asset and lease liability were derecognised.

The nine-year lease with Catena for office and logistics premises in Malmö's Mellersta Hamnen area was assumed during the summer of 2025. From the commencement date, the right-of-use asset and lease liability have been recognised in the Group's financial statements in accordance with IFRS 16.

Rugvista GmbH's previous lease in Berlin was terminated in 2025, and the related right-of-use asset and lease liability were derecognised. In November 2025, Rugvista GmbH entered into a new lease for premises in Berlin. From the commencement date, the right-of-use asset and lease liability have been recognised in accordance with IFRS 16.

The Group's two leases for warehouse premises in Frihamnen, Malmö, continue unchanged until the third quarter of 2028 and are recognised in accordance with IFRS 16.

## Not 14 Inventory

	2025-12-31	2024-12-31
Finished goods and merchandise	123,573	116,505
Goods in transit	23,707	19,227
Inventory related to return rights	848	977
Inventory obsolescence	-3,682	-3,480
<b>Total</b>	<b>144,446</b>	<b>133,228</b>

Inventories are measured at the lower of cost and net realisable value, with cost determined using the FIFO method (first in, first out). Purchased goods are measured at cost. Net realisable value is defined as the estimated selling price less costs to sell. Adjustments to net realisable value include assessments of inventory obsolescence.

The right of return is considered when determining the transaction price, and revenue is reduced by the expected sales value of products anticipated to be returned and recognised as a refund liability. A right-of-return asset is recognised for the right to recover products from customers. Historical data is used as a basis for estimating return rates at the time of sale. The provision for returns is measured to ensure that there is no material risk of reversal of recognised revenue in subsequent reporting periods, based on an average of actual returns over the 12 months preceding the reporting period.

## Not 15 Financial instruments and financial risk management

### Financial assets and liabilities by category

Financial assets measured at amortised cost	2025-12-31	2024-12-31
<b>Financial assets in the balance sheet</b>		
Other receivables	8,665	8,978
Cash and cash equivalents	241,918	219,463
<b>Total</b>	<b>250,582</b>	<b>228,441</b>

The maximum exposure to credit risk for the assets is represented by the carrying amounts presented in the table above. The Group has not obtained any collateral for its financial net assets.

Other receivables mainly comprise receivables from payment service providers that the Group cooperates with to offer payment and financing solutions to end customers, as well as other short-term receivables.

The carrying amounts approximate fair value in all material respects.

Other financial liabilities measured at amortised cost	2025-12-31	2024-12-31
<b>Financial liabilities in the balance sheet</b>		
Accounts payable	91,819	76,592
Other current liabilities	15,150	10,131
Accrued expenses	7,321	8,514
Lease liabilities	129,653	28,131
<b>Total</b>	<b>243,944</b>	<b>123,369</b>

### Financial risk management

Rugvista Group AB is exposed to a number of financial risks, including currency risk, interest rate risk, credit risk and liquidity risk. The Group's overall risk management objective is to manage uncertainty in financial markets and to minimise potential adverse effects on the Group's financial performance. The most significant financial risks are described below.

#### CURRENCY RISK

The Group's operations are primarily conducted in Sweden, and SEK is the functional currency. Transaction exposure refers to the risk that affects the Group's profit and cash flows as a result of changes in exchange rates impacting inflows and outflows denominated in foreign currencies.

The Group does not apply hedge accounting; however, it actively seeks to match inflows and outflows in foreign currencies to the extent possible.

The net exposure in significant foreign currencies, defined as sales less purchases per currency, is presented below:

SEK million	2025	2024
EUR (euro)	136	108
GBP (British pound sterling)	64	64
DKK (Danish krone)	41	47
CHF (Swiss franc)	48	40
NOK (Norwegian krone)	42	34
PLN (Polish zloty)	32	31
USD (US dollar)	-103	-94

Exposure to foreign currencies gives rise to currency risk. For 2025, with all other variables held constant, a 10% change in exchange rates for each currency would affect profit before tax by the following amounts:

Sensitivity analysis (SEK million)	2025	2024
EUR (euro)	+/- 13.6	+/- 10.8
GBP (British pound sterling)	+/- 6.4	+/- 6.4
DKK (Danish krone)	+/- 4.1	+/- 4.7
CHF (Swiss franc)	+/- 4.8	+/- 4
NOK (Norwegian krone)	+/- 4.2	+/- 3.4
PLN (Polish zloty)	+/- 3.2	+/- 3.1
USD (US dollar)	+/- -10.3	+/- 9.4

## INTEREST RATE RISK

As the Group has repaid all borrowings from credit institutions, the remaining exposure to interest rate risk relates only to lease liabilities recognised in accordance with IFRS 16. Consequently, the Group's interest rate risk is considered to be low.

## CREDIT RISK

Credit risk is the risk of loss arising from a counterparty's failure to meet its contractual obligations.

The Group offers its customers payment and financing solutions via payment service providers, and the credit risk is primarily related to receivables from these providers. When customers make purchases on credit, the Group does not bear the associated credit risk.

Receivables from payment service providers are typically settled within 3–5 days.

The Group has not recognised any loss allowance for expected credit losses, as the credit risk is assessed to be insignificant.

## LIQUIDITY RISK AND CASH FLOW RISK

The Group's cash flows are subject to a certain degree of seasonality. The Group prepares cash flow forecasts to ensure sufficient liquidity.

The table below presents the contractual maturities (undiscounted cash flows) of the Group's financial liabilities.

Financial liabilities	1 year	2-5 years	After five years	Expected cash flow for 2026
Lease liabilities	25,134	78,930	55,650	25,134
Accounts payable	91,819	-	-	91,819
Other current liabilities	15,150	-	-	15,150
Accrued expenses	7,321	-	-	7,321
<b>Total</b>	<b>139,425</b>	<b>78,930</b>	<b>55,650</b>	<b>139,425</b>

Financial liabilities	1 year	2-5 years	After five years	Expected cash flow for 2025
Lease liabilities	11,715	18,647	-	11,715
Accounts payable	76,592	-	-	76,592
Other current liabilities	10,131	-	-	10,131
Accrued expenses	8,514	-	-	8,514
<b>Total</b>	<b>106,953</b>	<b>18,647</b>	<b>-</b>	<b>106,953</b>

Expected cash flow includes interest and amortization.

Lease liabilities	2025-12-31	2024-12-31
Opening liability	28,131	23,120
Cash flows	-14,933	-12,905
Additions to lease liabilities, non-cash items	116,454	17,917
<b>Closing liability</b>	<b>129,653</b>	<b>28,131</b>

## CAPITAL RISK MANAGEMENT

The Group's capital structure should be maintained at a level that ensures the ability to continue operating to generate returns for shareholders and benefits for other stakeholders, while maintaining an optimal structure to minimize capital costs.

## Not 16 Cash and cash equivalents

	2025-12-31	2024-12-31
Available cash and cash equivalents	241,918	219,463
<b>Total</b>	<b>241,918</b>	<b>219,463</b>

## Not 17 Prepaid expenses

	2025-12-31	2024-12-31
Prepaid insurance premiums	569	548
Prepaid packaging materials	216	410
Prepaid expenses for software and licences	1,370	1,198
Other prepaid expenses	1,467	656
<b>Total</b>	<b>3,622</b>	<b>2,812</b>

## Not 18 Prepaid income and accrued expenses

	2025-12-31	2024-12-31
Accrued salary and personnel costs	11,777	12,878
Accrued freight costs	830	101
Accrued marketing expenses	3,016	5,534
Accrued consultancy costs	1,928	933
Other accrued expenses	1,548	1,836
<b>Total</b>	<b>19,098</b>	<b>21,282</b>

## Not 19 Equity

	2025-12-31	2024-12-31
<b>Number of shares</b>		
<b>Opening balance</b>	<b>20,785,140</b>	<b>20,785,140</b>
New share issue	-	-
<b>Closing balance</b>	<b>20,785,140</b>	<b>20,785,140</b>
Quota value in SEK	0,05	0,05

### Dividend

At the Annual General Meeting on May 21, 2025, it was decided to distribute dividends to the owners of 1:50 kr per share, corresponding to 26.0 MSEK.

### Share capital

The share capital of the parent company consists solely of fully paid shares with a nominal value (quota value) of 0.05 kr/share. The company has 20,785,140 shares, which are ordinary shares.

### Other contributed capital

Other contributed capital consists of shareholder contributions, warrant premiums, and a share premium reserve. All market valuations are made according to the Black & Scholes model.

Grant dates		Number of		Contributed
Active incentive programmes	Maturity date	issued warrants	Subscribed	capital
2023-06-12	2026-09-01	595,000	-	7,223
		<b>595,000</b>	<b>-</b>	<b>7,223</b>

See also [note 6](#) and [note 9](#)

At the Annual General Meeting on May 25, 2023, a decision was made to implement another incentive program, LTIP TO 2023/2026. For further information on active incentive programs, see [note 20](#).

## Not 20 Share-based remuneration

### LTIP 2022/2025

At the Annual General Meeting on May 20, 2022, a decision was made to implement a new warrant program LTIP 2022/2025 consisting of a total of 300,000 warrants.

Each warrant entitles, after recalculation due to dividends decided by the Annual General Meeting in 2023 and 2024, to subscription of 1.08 shares in the company during the exercise period at SEK 82.90. The original subscription price corresponded to 130 percent of the average share price during the valuation period. The warrants could be exercised during the period June 1 – September 1, 2025. Since the exercise price for the share was higher than the market price during the exercise period, no participant chose to subscribe for shares.

### LTIP 2023/2026

At the Annual General Meeting on May 25, 2023, a decision was made to implement a new warrant program LTIP 2023/2026 consisting of a total of 595,000 warrants.

Each warrant entitles, after recalculation due to dividends decided by the Annual General Meeting in 2023, 2024, and 2025, to subscribe for 1.05 shares in the company during the exercise period at SEK 59.50. The original subscription price corresponded to 120 percent of the average share price during the valuation period. The warrants can be exercised during the period June 1-September 1, 2026. The price for the transfer of the warrants has been determined by PWC based on a calculated market value for the warrants at the time of transfer using the Black & Scholes valuation model.

## Changes in outstanding warrants during the year

	2025	2024
<b>Outstanding as of 1 January</b>	<b>895,000</b>	<b>1,755,000</b>
Share split 1:20	-	-
Subscribed during the year	-	-
Warrents repurchased	-	-
Warrents lapsed during the year	-300,000	-860,000
Granted during the year	-	-
<b>Outstanding as of 31 December</b>	<b>595,000</b>	<b>895,000</b>
Exercisable at year-end	-	-
		<b>LTIP 2023/26 (Long-Term Incentive Program)</b>
Average share price at the measurement date		52,33
Exercise price, SEK		59,5
Weighted average exercise price at grant date		12,14
Maturity (years)		3,2
Maturity, due date		0,67
Expected volatility		37,5%
Average risk-free interest rate		2,0%
Fair value as of 31 December, SEK		16,93
Number of unallocated warrents		570,000
Number of allocated warrents		25,000
Total number of outstanding warrents		595,000
Fair value of warrents granted, SEK million		0,4

## Not 21 Contingent liabilities

	2025-12-31	2024-12-31
Counter-indemnity for bank guarantee issued to the Swedish Customs Authority	1,305	1,305
<b>Total</b>	<b>1,305</b>	<b>1,305</b>

## Not 22 Disclosure of related party transactions

The following business relationships are conducted on normal market terms and conditions ("at arm's length"), and the table below lists the companies deemed to be related parties:

### Other related parties

Transistormedia AB, Cutting Edge Construction AB	Board member, shareholder	4,6%
Lygna AB, Kusthavet AB	Board member, shareholder	0,8%
madHat AB	Chairman of the Board, shareholder	18,2%

The following table shows the total value of the transactions entered into with related parties during the relevant financial year. All transactions were conducted on market terms.

Sales to / Purchases from related parties	Related individuals and other related parties			
	Key management personnel / CEO		Other related parties	
	2025	2024	2025	2024
Purchases from related parties	-	-	-185	-
Warrants repurchased	-	-356	-	-
Warrants issued	-	-	-	-
New share issue	-	-	-	-

Purchases from related parties refer to consulting assignments performed by Magnus Dimert, board member, through his company Kusthavet AB. The performed assignment refers to support of the organization in planning the warehouse move.

## Not 23 Significant events after the end of the financial year

- Joakim Tuvner, CFO, announced that he had decided to leave Rugvista. Joakim Tuvner will remain in his position until September 11, 2026.
- The company's lease agreement for the premises at Frihamnsallén 10 (6540 m<sup>2</sup>) in Malmö expired on February 28, 2026.

# Parent company's income statement

SEK thousands	Note	2025-01-01 2025-12-31	2024-01-01 2024-12-31
Net revenue		19,225	20,236
Other income		-0	11
Other external expenses	27	-5,993	-5,754
Personnel expenses	28	-13,627	-14,845
Other operating expenses		-7,873	-755
<b>Operating profit (EBIT)</b>		<b>-8,268</b>	<b>-1,107</b>
<b>Financial income and expenses</b>			
Financial income	29	10,786	2,030
Financial expenses	29	-2,500	-690
		<b>8,287</b>	<b>1,339</b>
<b>Profit/loss after financial items</b>		<b>19</b>	<b>233</b>
Year-end appropriations			
Group contribution		67,000	48,000
<b>Profit before tax</b>		<b>67,019</b>	<b>48,233</b>
Income tax expense	30	-13,867	-9,947
<b>Profit for the year</b>		<b>53,152</b>	<b>38,285</b>

This year's result corresponds to the total result for the parent company.

# Parent company's balance sheet

SEK thousands	Note	2025-12-31	2024-12-31
<b>ASSETS</b>			
<b>Non-current assets</b>			
Financial non-current assets			
Shares in group companies	31	321,271	321,271
<b>Total non-current assets</b>		<b>321,271</b>	<b>321,271</b>
<b>Current assets</b>			
Other receivables	32	1,789	15,896
Prepaid expenses		808	547
		<b>2,597</b>	<b>16,444</b>
Cash and bank balances	32	233,547	190,265
<b>Total current assets</b>		<b>236,143</b>	<b>206,708</b>
<b>TOTAL ASSETS</b>		<b>557,414</b>	<b>527,979</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
<b>Restricted equity</b>			
Share capital		1,039	1,039
<b>Unrestricted equity</b>			
Retained earnings		358,156	345,853
Profit for the year	35	53,152	38,285
		<b>412,348</b>	<b>385,177</b>
<b>Non-current liabilities</b>			
Other provisions	28	1,348	3,030
<b>Total non-current liabilities</b>		<b>1,348</b>	<b>3,030</b>
<b>Current liabilities</b>			
Accounts payable	32	771	1,420
Liabilities to group companies	32	139,289	120,399
Current tax liabilities	30	1,143	14,173
Other current liabilities		1,159	1,085
Accrued expenses	32, 33	1,356	2,694
<b>Total current liabilities</b>		<b>143,718</b>	<b>139,772</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>557,414</b>	<b>527,979</b>

## Parent company's change in equity

SEK thousands	Restricted equity Share capital	Unrestricted equity Retained earnings	Total equity
<b>Opening balance 2024-01-01</b>	<b>1,039</b>	<b>383,266</b>	<b>384,305</b>
<b>Transactions with shareholders:</b>			
Dividends		-37,413	-37,413
Warrants, issue		-	-
Profit for the year		38,285	38,285
<b>Closing balance 2024-12-31</b>	<b>1,039</b>	<b>384,138</b>	<b>385,177</b>
<b>Transactions with shareholders:</b>			
Dividends		-25,981	-25,981
Warrants, issue		-	-
Profit for the year		53,152	53,152
<b>Closing balance 2025-12-31</b>	<b>1,039</b>	<b>411,308</b>	<b>412,348</b>

## Parent company's cash flow

SEK thousands	Note	2025-01-01 2025-12-31	2024-01-01 2024-12-31
<b>Operating activities</b>			
Operating profit (EBIT)		-8,268	-1,107
Adjustments for non-cash items			
Unrealized exchange rate difference		7,873	755
Change in provisions		-1,682	3,030
Income tax paid		-26,897	-18,609
Interest received	29	2,914	1,178
Interest paid	29	-2,500	-594
<b>Cash flow from operating activities before changes in working capital</b>		<b>-28,560</b>	<b>-15,346</b>
<b>Changes in working capital</b>			
Change in operating receivables		13,847	49,912
Change in operating liabilities		24,849	123,846
<b>Cash flow from operating activities</b>		<b>10,136</b>	<b>158,411</b>
<b>Investing activities</b>			
Loans to group companies		-	11,238
<b>Cash flow from investing activities</b>		<b>-</b>	<b>11,238</b>
<b>Financing activities</b>			
Warrants, issue		-	-
Dividend paid		-25,981	-37,413
Repayment of borrowings		-	-
Group contribution		67,000	48,000
<b>Cash flow from financing activities</b>		<b>41,019</b>	<b>10,587</b>
<b>Net increase/decrease in cash and cash equivalents</b>		<b>51,155</b>	<b>180,235</b>
Cash and cash equivalents at the beginning of the year	32	190,265	10,784
Exchange rate differences in liquidity		-7,873	-755
Cash and cash equivalents at the end of the year	32	233,547	190,265

## Not 24 Company information

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Rugvista Group AB is the parent company of a Group that includes 100% of Rugvista AB, 556458-9207. The Group sells rugs and carpets through the Rugvista websites. The company has its registered office in Malmö.

## Not 25 Basis of preparation of the annual report

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### Applied accounting policies

The parent company's financial statements have been prepared in accordance with the Swedish Annual Accounts Act and RFR 2 Accounting for Legal Entities, issued by the Swedish Financial Reporting Board. This means that International Financial Reporting Standards (IFRS), as adopted by the EU, are applied to the extent possible, subject to the exemptions and additions set out in RFR 2.

### Basis for preparation of the annual report

The preparation of financial statements in accordance with IFRS requires management to make estimates and judgements for accounting purposes. Areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed under *Significant accounting estimates and judgements*.

These judgements and assumptions are based on historical experience and other factors considered reasonable under the prevailing circumstances. Actual results may differ from these estimates if assumptions change or other conditions arise.

### Shares in subsidiaries

Shares in subsidiaries are accounted for in the parent company at acquisition value with deductions for any write-downs. If the reported value of the shares exceeds their true value, a write-down of the value to the true value is made. An impairment test is prepared when there is an indication of a decline in value. The write-down is reported in the income statement. In cases where the write-down is no longer required, the write-down is reversed through the income statement.

### Financial instruments

The parent company does not apply IFRS 9 in full in the legal entity, in accordance with RFR 2. Financial instruments are measured at historical cost in accordance with the Swedish Annual Accounts Act.

Financial non-current assets are recognised at cost less any impairment losses for permanent declines in value. Financial current assets are measured at the lower of cost and net realisable value.

Impairment of financial assets classified as debt instruments is performed in accordance with the expected credit loss model under IFRS 9.

### Accounting for group contributions

Group contributions received and paid are recognised as appropriations.

### Revenue

The parent company's revenue consists of management fees relating to administrative and group-wide services provided to Rugvista AB. The consideration is based on costs incurred plus a fixed margin in accordance with the agreements entered into.

The services constitute a performance obligation satisfied over time, as Rugvista AB simultaneously receives and consumes the benefits of the services as they are provided. Accordingly, revenue is recognised over time in the period in which the services are rendered.

### Significant accounting estimates and judgements

The preparation of the financial statements in accordance with the applicable parts of International Financial Reporting Standards (IFRS), as adopted by the EU, and with the exemptions and additions set out in RFR 2, requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the recognised amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

### Shares in Subsidiaries

The assessment of whether shares in subsidiaries are in need of impairment involves significant judgments from management. When testing the recoverable amount, assumptions are made about the subsidiaries' future cash flows, growth rates, and discount rates.

These assumptions are based on forecasts approved by management and assessments of future market developments. Actual outcomes may differ from these assumptions, which could result in the need to recognise an impairment loss.

## Not 26 Capital structure and capital management

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Rugvista Group AB has no specific capital management objectives at the parent company level. All capital management takes place at the group level, see **note 15** in the group.

## Not 27 Remuneration to auditors

Remuneration to auditors	2025	2024
Ernst & Young AB		
Audit engagement	252	248
Audit-related services beyond the audit engagement	-	67
Other services	62	34
<b>Total</b>	<b>314</b>	<b>349</b>

## Not 28 Salaries and compensation to employees and other fees

	2025	2024
Salaries and other remuneration*	8,628	8,924
Pension expense – defined contribution plans	1,404	1,849
Other social security costs	3,102	3,289
<b>Total</b>	<b>13,134</b>	<b>14,062</b>

\*2024 includes agreed compensation for a non-compete undertaking. A provision of SEK 3,030 thousand has been recognized. As of 31 December 2025, SEK 1,348 thousand of the provision remains.

Average number of employees during the year	2025	2024
Sweden	3.0	3.0
of which men (%)	33%	58%
<b>Total</b>	<b>3.0</b>	<b>3.0</b>

For information on compensation to senior executives and the gender distribution among senior executives, see **note 6** in the group section.

## Not 29 Financial income and expenses

Financial income	2025	2024
Interest income	2,914	1,178
Exchange gains	7,873	851
<b>Total</b>	<b>10,786</b>	<b>2,030</b>
Financial expenses		
Interest expense	-2,500	-594
Exchange losses	-	-97
<b>Total</b>	<b>-2,500</b>	<b>-690</b>

## Not 30 Income tax

The main components in terms of tax expenses for the financial year are as follows:

	2025	2024
Current tax on profit for the year	-13,867	-9,947
<b>Tax expenses recognised in the income statement</b>	<b>-13,867</b>	<b>-9,947</b>
Reconciliation of the effective tax rate		
Profit before tax	67,019	48,233
Tax on profit for the year at the applicable tax rate of 20.6% (20.6%):	-13,806	-9,936
Tax effect of:		
Non-taxable income	-37	50
Non-deductible expenses	-25	-61
<b>Recognised tax</b>	<b>-13,867</b>	<b>-9,947</b>
Average effective tax rate	-20,7%	-20,6%

## Not 31 Shares in group companies

	2025-12-31	2024-12-31
Opening acquisition cost	321,271	321,271
<b>Closing accumulated acquisition cost</b>	<b>321,271</b>	<b>321,271</b>
Sales/Disposals	-	-
<b>Closing carrying amount</b>	<b>321,271</b>	<b>321,271</b>

Subsidiaries within the group are listed in the table below

Subsidiary	Ownership interest	Voting interest	Number of units	Carrying amount
Rugvista AB	100%	100%	105,000	321,271
Rugvista GmbH	100%	100%	25,000	-

## Not 32 Financial instruments

The parent company's financial assets and liabilities are measured at historical cost in accordance with the Swedish Annual Accounts Act, taking into account the lower of cost and net realisable value for financial current assets.

### Financial assets measured at amortised cost

Assets in the statement of financial position	2025-12-31	2024-12-31
Other receivables	1,789	15,896
Cash and bank balances	233,547	190,265
<b>Total</b>	<b>235,335</b>	<b>206,161</b>

The maximum exposure to credit risk is represented by the carrying amounts presented in the table above.

### Other financial liabilities measured at amortised cost

Liabilities in the statement of financial position	2025-12-31	2024-12-31
Accounts payable	771	1,420
Liabilities to group companies	139,289	120,399
Accrued expenses	180	209
<b>Total</b>	<b>140,241</b>	<b>122,028</b>

The carrying amounts correspond in all material respects to fair value.

### Liquidity management and cash pooling

The Group's liquidity is managed centrally through a cash pooling arrangement, with the parent company acting as the pool leader. The cash balances of subsidiaries are included in the parent company's group account.

The parent company's receivables from and liabilities to subsidiaries within the cash pooling arrangement are recognised as financial assets and liabilities measured at amortised cost and are classified as current receivables from and liabilities to group companies.

## Not 33 Accrued costs

	2025-12-31	2024-12-31
Accrued salary and personnel costs	1,176	2,486
Other accrued expenses	180	209
<b>Total</b>	<b>1,356</b>	<b>2,694</b>

## Not 34 Pledged assets and contingent liabilities

### Contingent Liabilities

The parent company has entered into general, unlimited guarantees in favor of the subsidiary's obligations to credit institutions.

As of the balance sheet date, the subsidiary's utilized credits covered by the guarantee amount to 0 MSEK (previous year: 0 MSEK).

## Not 35 Proposal for profit allocation

At the Annual General Meeting's disposal are the following funds:

	2025
Retained earnings	358,156,412
Profit for the year	53,151,911
<b>Total</b>	<b>411,308,323</b>
<b>The Board of Directors proposes that the funds be appropriated as follows:</b>	
A dividend of SEK 5.00 per share will be paid to shareholders	103,925,700
Carried forward	307,382,623
<b>Total</b>	<b>411,308,323</b>

# The Board's motivated statement pursuant to Chapter 18, Section 4 of the Companies Act

The Board of Directors has proposed that the Annual General Meeting in 2026 decide on the appropriation of profits, entailing the distribution of SEK 5 per share to the shareholders. The total dividend thus amounts to SEK 103,925,700. The dividend proposal has been prepared, among other things, based on the company's dividend policy.

The Board of Directors of Rugvista Group AB (publ) hereby submits the following statement in accordance with Chapter 18, Section 4 of the Companies Act, explaining why the proposed dividend is justified in accordance with the provisions of Chapter 17, Section 3, second and third paragraphs of the Companies Act.

Assuming that the Annual General Meeting in 2026 decides in accordance with the Board's proposal on the appropriation of profits, SEK 307,382,623 will be carried forward to the new account. The Board notes that after the proposed dividend, there will be full coverage for the company's restricted equity and that the company's and the Group's liquidity will continue to be good after the payment of the proposed dividend.

The company's and the Group's financial position remains strong after the proposed dividend, and it is the Board's assessment that the company's and the Group's equity after the proposed dividend will be sufficient in relation to the nature, scope, and risks of the business. The Board has also considered the company's and the Group's position and the company's and the Group's ability to meet its commitments in the short and long term, and the Board assesses that the equity will be sufficient for the company's and the Group's ability to fulfill its obligations and make any necessary investments. The Board has taken into account, among other things, the company's and the Group's historical development, budgeted development, and market and economic conditions. The Board further believes that the company and the Group, even after the dividend, have the prerequisites to take future business risks and tolerate potential losses, and have good preparedness to handle changes in liquidity and unexpected events.

In addition to what has been stated above, the Board has considered other known circumstances that may be relevant to the company's and the Group's financial position. No circumstances have emerged that suggest that the proposed dividend is not justified.

With reference to the above, it is the Board's opinion that the proposed dividend appears justified in view of the requirements that the nature, scope, and risks of the business place on the size of both the company's and the Group's equity, as well as the company's and the Group's consolidation needs, liquidity, and position in general.

Malmö in April 2026

**The Board of Directors of Rugvista Group AB (publ)**

# Board of Directors' and CEO's declaration

The undersigned certify that the consolidated financial statements and the annual accounts have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU and in accordance with generally accepted accounting principles, and give a true and fair view of the Group's and the Parent Company's financial position and results of operations. The Board of Directors' report provides a fair review of the development of the Group's and the Parent Company's operations, financial position and results of operations, and describes significant risks and uncertainties facing the companies included in the Group.

The annual accounts were finalized on March 24, 2026. The Board of Directors approved the final content of the annual accounts on April 14, 2026.

Malmö on April 14, 2026

**Martin Benckert**  
Chairman of the Board

**Ebba Ljungerud**  
CEO

**Magnus Dimert**  
Board Member

**Patrik Berntsson**  
Board Member

**Hanna Graflund Sleyman**  
Board Member

**Ludvig Friberger**  
Board Member

**Jenny Högstedt Björk**  
Board Member

Auditor's statement

Our auditor's report was issued on April 14, 2026

Ernst & Young AB

**Hanna Fehland**  
Authorized Public Accountant

# Auditor's report

To the general meeting of the shareholders of Rugvista Group AB (publ), corporate identity number 559037-7882

## Report on the annual accounts and consolidated accounts

### Opinions

We have audited the annual accounts and consolidated accounts of Rugvista Group AB (publ) for the year 2025. The annual accounts and consolidated accounts of the company are included on pages 52-90 in this document.

In our opinion, the annual accounts have been prepared in accordance with the Annual Accounts Act and present fairly, in all material respects, the financial position of the parent company as of 31 December 2025 and its financial performance and cash flow for the year then ended in accordance with the Annual Accounts Act. The consolidated accounts have been prepared in accordance with the Annual Accounts Act and present fairly, in all material respects, the financial position of the group as of 31 December 2025 and their financial performance and cash flow for the year then ended in accordance with IFRS Accounting Standards, as adopted by the EU, and the Annual Accounts Act. The statutory administration report is consistent with the other parts of the annual accounts and consolidated accounts.

We therefore recommend that the general meeting of shareholders adopts the income statement and balance sheet for the parent company and the group.

### Basis for Opinions

We conducted our audit in accordance with International Standards on Auditing (ISA) and generally accepted auditing standards in Sweden. Our responsibilities under those standards are further described in the Auditor's Responsibilities section. We are independent of the parent company and the group in accordance with professional ethics for accountants in Sweden and have otherwise fulfilled our ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinions.

### Other Information than the annual accounts and consolidated accounts

This document also contains other information than the annual accounts and consolidated accounts and is found on pages 1-38 and 94-97. The other information also includes the remuneration report and were obtained before the date of this auditor's report. The Board of Directors and the Managing Director are responsible for this other information.

Our opinion on the annual accounts and consolidated accounts does not cover this other information and we do not express any form of assurance conclusion regarding this other information.

In connection with our audit of the annual accounts and consolidated accounts, our responsibility is to read the information identified above and consider whether the information is materially inconsistent with the annual accounts and consolidated accounts. In this procedure we also take into account our knowledge otherwise obtained in the audit and assess whether the information otherwise appears to be materially misstated.

If we, based on the work performed concerning this information, conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of the Board of Directors and the Managing Director

The Board of Directors and the Managing Director are responsible for the preparation of the annual accounts and consolidated accounts and that they give a fair presentation in accordance with the Annual Accounts Act and, concerning the consolidated accounts, in accordance with IFRS Accounting Standards as adopted by the EU. The Board of Directors and the Managing Director are also responsible for such internal control as they determine is necessary to enable the preparation of annual accounts and consolidated accounts that are free from material misstatement, whether due to fraud or error.

In preparing the annual accounts and consolidated accounts, The Board of Directors and the Managing Director are responsible for the assessment of the company's and the group's ability to continue as a going concern. They disclose, as applicable, matters related to going concern and using the going concern basis of accounting. The going concern basis of accounting is however not applied if the Board of Directors and the Managing Director intend to liquidate the company, to cease operations, or has no realistic alternative but to do so.

### Auditor's responsibility

Our objectives are to obtain reasonable assurance about whether the annual accounts and consolidated accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinions. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and generally accepted auditing standards in Sweden will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual accounts and consolidated accounts.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual accounts and consolidated accounts, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and

appropriate to provide a basis for our opinions. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of the company's internal control relevant to our audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors [and the Managing Director].
- Conclude on the appropriateness of the Board of Directors' [and the Managing Director's] use of the going concern basis of accounting in preparing the annual accounts and consolidated accounts. We also draw a conclusion, based on the audit evidence obtained, as to whether any material uncertainty exists related to events or conditions that may cast significant doubt on the company's and the group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the annual accounts and consolidated accounts or, if such disclosures are inadequate, to modify our opinion about the annual accounts and consolidated accounts. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause a company and a group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the annual accounts and consolidated accounts, including the disclosures, and whether the annual accounts and consolidated accounts represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the consolidated accounts. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our opinions.

We must inform the Board of Directors of, among other matters, the planned scope and timing of the audit. We must also inform of significant audit findings during our audit, including any significant deficiencies in internal control that we identified.

## Report on other legal and regulatory requirements

### Opinions

In addition to our audit of the annual accounts and consolidated accounts, we have also audited the administration of the Board of Directors and the Managing Director of Rugvista Group AB (publ) for the year 2025 and the proposed appropriations of the company's profit or loss.

We recommend to the general meeting of shareholders that the profit be appropriated in accordance with the proposal in the statutory administration report and that the members of the Board of Directors and the Managing Director be discharged from liability for the financial year.

### Basis for Opinions

We conducted the audit in accordance with generally accepted auditing standards in Sweden. Our responsibilities under those standards are further described in the Auditor's Responsibilities section. We are independent of the parent company and the group in accordance with professional ethics for accountants in Sweden and have otherwise fulfilled our ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinions.

### Responsibilities of the Board of Directors and the Managing Director

The Board of Directors is responsible for the proposal for appropriations of the company's profit or loss. At the proposal of a dividend, this includes an assessment of whether the dividend is justifiable considering the requirements which the company's and the group's type of operations, size and risks place on the size of the parent company's and the group's equity, consolidation requirements, liquidity and position in general.

The Board of Directors is responsible for the company's organization and the administration of the company's affairs. This includes among other things continuous assessment of the company's and the group's financial situation and ensuring that the company's organization is designed so that the accounting, management of assets and the company's financial affairs otherwise are controlled in a reassuring manner. The Managing Director shall manage the ongoing administration according to the Board of Directors' guidelines and instructions and among other matters take measures that are necessary to fulfill the company's accounting in accordance with law and handle the management of assets in a reassuring manner.

### Auditor's responsibility

Our objective concerning the audit of the administration, and thereby our opinion about discharge from liability, is to obtain audit evidence to assess with a reasonable degree of assurance whether any member of the Board of Directors or the Managing Director in any material respect:

- has undertaken any action or been guilty of any omission which can give rise to liability to the company, or
- in any other way has acted in contravention of the Companies Act, the Annual Accounts Act or the Articles of Association.

Our objective concerning the audit of the proposed appropriations of the company's profit or loss, and thereby our opinion about this, is to assess with reasonable degree of assurance whether the proposal is in accordance with the Companies Act.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with generally accepted auditing standards in Sweden will always detect actions or omissions that can give rise to liability to the company, or that the proposed appropriations of the company's profit or loss are not in accordance with the Companies Act.

As part of an audit in accordance with generally accepted auditing standards in Sweden, we exercise professional judgment and maintain professional skepticism throughout the audit. The examination of the administration and the proposed appropriations of the company's profit or loss is based primarily on the audit of the accounts. Additional audit procedures performed are based on our professional judgment with starting point in risk and materiality. This means that we focus the examination on such actions, areas and relationships that are material for the operations and where deviations and violations would have particular importance for the company's situation. We examine and test decisions undertaken, support for decisions, actions taken and other circumstances that are relevant to our opinion concerning discharge from liability. As a basis for our opinion on the Board of Directors' proposed appropriations of the company's profit or loss we examined the Board of Directors' reasoned statement and a selection of supporting evidence in order to be able to assess whether the proposal is in accordance with the Companies Act.

Malmö 14 April 2026  
Ernst & Young AB

**Hanna Fehland**

*Authorized Public Accountant*

# Definitions of metrics and key performance indicators

In accordance with ESMA's guidelines for alternative performance measures (APMs), we have used certain financial measures that are not defined by IFRS in this report. These measures are used to provide additional insights into our business and financial performance. The APMs used are defined and calculated in accordance with ESMA's recommendations and provide useful complementary information to the financial measures reported in accordance with IFRS.

The company also presents other operational measures that are not defined as APMs according to ESMA's guidelines. The APMs and other operational measures presented in this report should not be seen as a substitute for the financial measures reported in accordance with IFRS, but rather as a complement that helps investors understand and analyze the company's financial results in a more detailed way.

Measure	Definition	Explanation	Type of measure
Number of new customers	Number of orders from first time customers, before cancellations or returns.	A measure that provides an indication of how well the company succeeds in attracting new customers with its offering.	Operational
Number of orders	Number of orders placed by customers during the period, before cancellations or returns.	A measure that provides an indication of the company's level of activity towards customers. Also used to calculate unit-based metrics.	Operational
Number of web-shop visits	Number of visits to the company's online stores during the period.	A measure that provides an indication of the company's ability to attract potential customers to its online stores.	Operational
Gross margin	Gross profit divided by the net revenue.	A measure that demonstrates profitability after costs for goods for resale.	APM
Gross profit	Operating income less the cost for goods for resale.	A measure that demonstrates what is left to finance other costs after the goods for resale have been paid for.	APM
Average order value	The average value, including VAT, of orders after cancellations during the period, divided by the number of orders during the period.	A measure that provides an indication of how much each customer is willing to pay for the company's products.	Operational
Average Trustpilot value	The average value for customer responses on the TrustPilot platform during the period. The maximum value is 5.0.	A number which is used to measure customer satisfaction.	Operational
Inventory as % of LTM net revenue	Inventory value divided by the sum of net revenue during the past 12 months (LTM)	A measure that provides an indication of whether there is sufficient inventory on hand to support demand.	APM
Marketing costs as a share of net revenue	The costs for marketing activities carried out during the period, divided by net revenue during the period.	A measure that demonstrates how much is invested in marketing in relation to net revenue.	APM
Net revenue growth	Percent change in the period's net revenue compared to the previous period.	A measure that demonstrates the growth rate of net revenue.	IFRS

Measure	Definition	Explanation	Type of measure
Net cash / (net debt)	Interest bearing liabilities less cash and cash equivalents.	A measure that displays the cash and cash equivalent available after having theoretical settled all interest-bearing liabilities; be it current or non-current.	APM
Net cash / (net debt) adjusted for leasing debt	Cash and cash equivalents minus interest-bearing liabilities, adjusted for lease liabilities attributable to IFRS 16. A positive figure indicates a net cash position, while a negative figure would indicate net debt.	A figure that shows the ratio between interest-bearing liabilities, adjusted for liabilities attributable to IFRS 16, and interest-bearing assets including cash and cash equivalents. In other words, it reflects the short-term ability to settle liabilities should the need arise.	APM
Organic net revenue growth	Percent change in the period's net revenue excluding divested operations with adjustment made for currency effects compared to the previous period.	A measure that demonstrates the growth rate of net revenue for ongoing operations excluding currency effects.	APM
Profit margin	Profit for the period after taxes, divided by total income.	A measure that demonstrates the profitability after taxes.	APM
Return rate in percent	The value of returns (actual and expected) divided by the sales during the period.	A measure that provides an indication of the company's customers are satisfied with the products they have ordered.	APM
Operating margin (EBIT margin)	Operating profit (EBIT) divided by net revenue.	A measure that demonstrates the profitability for the operations.	APM
Operating profit (EBIT)	Operating income less operating costs before net financial income and taxes.	A measure that demonstrates the operational profits.	IFRS
Earnings per share	Profit for the period attributable to the shareholders of the parent company, divided by the weighted average number of outstanding shares.	The purpose is to allocate the Company's profit to each share.	IFRS
Equity ratio, %	Adjusted equity as a percentage of total assets.	A measure indicating the extent to which the Group's assets are financed by capital attributable to the shareholders of the Group.	APM

# Glossary

Acronym	Explanation
DACH	The markets where German is the primary language, i.e., Germany, Austria, and Switzerland.
Nordics	The Nordic markets including Sweden, Denmark, Norway, Finland and Iceland.
Rest of World	All other markets that the Group serves which are not included in either the DACH or Nordic regions.
pp	Percentage point(s).
LTM	Last Twelve Months

# Reconciliation of Alternative Performance Measures (APMs)

	2025-01-01 2025-12-31	2024-01-01 2024-12-31
Total operating income (A)	785,516	696,102
Goods for resale (B)	-289,200	-264,080
<b>Gross profit (A) + (B)</b>	<b>496,316</b>	<b>432,022</b>
Net revenue (C)	784,390	694,847
<b>Gross margin, % ((A) + (B)) / (C)</b>	<b>63,3%</b>	<b>62,2%</b>
Inventory (A)	144,446	133,228
Net revenue, last twelve months (LTM) (B)	784,390	694,847
<b>Inventory as % of LTM net revenue (A) / (B)</b>	<b>18,4%</b>	<b>19,2%</b>
Cash and cash equivalents (A)	241,918	219,463
Interest bearing liabilities (current and non-current) (B)	-	-
Interest bearing lease liabilities (current and non-current) (C)	-129,653	-28,132
<b>Net cash / (net debt) (A) + (B) + (C)</b>	<b>112,265</b>	<b>191,331</b>
<b>Net cash / (net debt) adjusted for leasing debt (A) + (B)</b>	<b>241,918</b>	<b>219,463</b>
Net revenue (A)	784,390	694,847
Marketing cost (B)	-238,259	-216,278
<b>Marketing expenses as a percentage of net sales, % (B) / (A)</b>	<b>30,4%</b>	<b>31,1%</b>
Last year's net revenue (A)	694,847	702,203
Net revenue (B)	784,390	694,847
FX impact on this year's net revenue (C)	-24,047	-312
<b>Net revenue, excluding FX impact (B)-(C)=(D)</b>	<b>808,437</b>	<b>695,159</b>
<b>Organic net revenue growth % (D)/(A)-1</b>	<b>16,3%</b>	<b>-1,0%</b>
Profit for the period (A)	62,496	51,771
Operating income (B)	785,516	696,102
<b>Profit margin for the period, % (A) / (B)</b>	<b>8,0%</b>	<b>7,4%</b>
Operating profit (EBIT) (A)	78,508	60,705
Net revenue (B)	784,390	694,847
<b>Operating margin, % (A) / (B)</b>	<b>10,0%</b>	<b>8,7%</b>
Adjusted equity (A)	593,326	556,853
Total assets (B)	899,822	753,380
<b>Equity ratio, % (A) / (B)</b>	<b>65,9%</b>	<b>73,9%</b>



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