UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 20-F

(Mark One)

☐ REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2025

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

☐ SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report

For the transition period from to

Commission file number 001-40401

Oatly Group AB

(Exact name of Registrant as specified in its charter)

Not Applicable

(Translation of Registrant's name into English)

Sweden

(Jurisdiction of incorporation or organization)

Oatly Group AB
Ångfärjekajen 8
211 19 Malmö
Sweden

(Address of principal executive officer)

Marie-José David
Chief Financial Officer
Telephone: +46 418 47 55 00
investors@oatly.com
Oatly Group AB
Ångfärjekajen 8
211 19 Malmö
Sweden

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered, pursuant to Section 12(b) of the Act

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
American Depositary Shares, each representing twenty ordinary shares	**OTLY**	**The Nasdaq Global Select Market**
Ordinary shares, par value $0.00018 per share*	**N/A**	

*Not for trading, but only in connection with the registration of American Depositary Shares on the Nasdaq Global Select Market representing such Ordinary shares pursuant to requirements of the U.S. Securities and Exchange Commission.

Securities registered or to be registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

Indicate the number of outstanding shares of each of the issuer's classes of capital stock or common stock as of the close of the period covered by the annual report. 624,500,001 ordinary shares

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes ☐ No ☒

Note—Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

☐ Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive- based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

☐ U.S. GAAP ☒ International Financial Reporting Standards as issued by the International Accounting Standards Board ☐ Other

If "Other" has been checked in response to the previous question indicate by check mark which financial statement item the registrant has elected to follow. Item 17 ☐ Item 18 ☐

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

CONTENTS

ABOUT THIS ANNUAL REPORT

Except where the context otherwise requires or where otherwise indicated in this annual report, on Form 20-F (this "Annual Report"), the terms "Oatly", the "Company", the "Group", "we", "us", "our", "our company" and "our business" refer to Oatly Group AB, together with its consolidated subsidiaries as a consolidated entity. When we refer to "plant-based dairy" throughout this Annual Report, we are referring to "plant-based dairy alternatives".

On February 18, 2025, we completed a ratio change whereby the ratio of our American depositary shares ("ADSs") to ordinary shares was changed from one ADS representing one ordinary share to one ADS representing twenty ordinary shares (the "ADS Ratio Change"). All metrics in this Annual Report, including references to price per ADS and a specific number of ADSs, restricted stock units ("RSUs") or stock options, for the fiscal years 2021, 2022, 2023, 2024 and 2025 reflect the new ADS to ordinary share ratio of one ADS representing twenty ordinary shares (1:20).

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report contains forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 that relate to our current expectations and views of future events. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements contained in this Annual Report other than statements of historical fact, including, without limitation, statements regarding our future operating results and financial position, our business strategy and plans, including strategic reviews, market growth opportunities and trends in the markets in which we operate, our geographic footprint, our sustainability goals, targets and ambitions, expectations regarding demand and acceptance for our products and competition, expectations regarding the impact of macroeconomic effects, imposition or revocation of tariffs or other trade sanctions/retaliation, supply chain constraints and inflation, our objectives for future operations and our business, expectations regarding cost reductions, our ability to raise additional capital to fund our operations, the sufficiency of our cash and cash equivalents and the funding of our business plan, are forward-looking statements. Words or phrases such as "forecast", "project", "should", "may", "will", "expect", "anticipate", "aim", "estimate", "intend", "plan", "believe", "potential", "continue", "is/are likely to" or the negative of these terms and similar expressions are intended to identify forward-looking statements, though not all forward-looking statements use these words or expressions.

The forward-looking statements included in this Annual Report are neither promises nor guarantees, but involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements, including, but not limited to those described under the sections in this Annual Report entitled Item 3.D. "*Key Information—Risk Factors*" and Item 5. "*Operating and Financial Review and Prospects*" and elsewhere in this Annual Report.

You should not rely on forward-looking statements as predictions of future events. We have based the forward-looking statements contained in this Annual Report primarily on our current expectations and projections about future events and trends that we believe may affect our business, financial condition and operating results. The outcome of the events described in these forward-looking statements is subject to risks, uncertainties and other factors described herein.

The forward-looking statements made in this Annual Report relate only to events or information as of the date on which the statements are made in this Annual Report. You should not put undue reliance on any forward-looking statements. Actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors described in this Annual Report, including factors beyond our ability to control or predict. Although we believe that the expectations reflected in the forward-looking statements are reasonable and made in good faith, we cannot guarantee that future results, levels of activity, performance and events and circumstances reflected in the forward-looking statements will be achieved or will occur. Except as required by law or applicable stock exchange rules, we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events. You should read this Annual Report and the documents that we reference in this

Annual Report and have filed as exhibits to this Annual Report completely and with the understanding that our actual future results or performance may be materially different from what we expect.

MARKET AND INDUSTRY DATA

Within this Annual Report, we reference information and statistics regarding the industries in which we operate, including the dairy industry. We are responsible for these statements included in this Annual Report. We have obtained this information and statistics from various independent third-party sources, such as Euromonitor International Limited ("Euromonitor").

Some data and other information contained in this Annual Report are also based on our own estimates and calculations, which are derived from our review and interpretation of independent sources. Data regarding the industries in which we compete and our market position and market share within these industries are inherently imprecise and are subject to significant business, economic and competitive uncertainties beyond our control, but we believe they generally indicate size, position and market share within this industry. While we believe such information is reliable, we have not independently verified any third-party information. While we believe our internal company research and estimates are reliable, such research and estimates have not been verified by any independent source.

In addition, assumptions and estimates of our and our industries' future performance are necessarily subject to a high degree of uncertainty and risk due to a variety of factors. These and other factors could cause our future performance to differ materially from our assumptions and estimates. As a result, you should be aware that market, ranking and other similar industry data included in this Annual Report, and estimates and beliefs based on that data, may not be reliable. We cannot guarantee the accuracy or completeness of any such information contained in this Annual Report. Forecasts and other forward-looking information obtained from these sources are subject to the same qualifications and uncertainties as the other forward-looking statements in this Annual Report. See Item 3.D. "*Key Information—Risk Factors—Risks Related to our Business and Industry—Our estimates of market opportunity and forecasts of market growth may prove to be inaccurate, and even if the market in which we compete achieves the forecasted growth, our business could fail to grow at similar rates, if at all*."

TRADEMARKS, SERVICE MARKS AND TRADE NAMES

We have proprietary rights to trademarks, service marks and trade names used in this Annual Report that are important to our business, many of which are registered under applicable intellectual property laws.

Solely for convenience, the trademarks, service marks, and trade names referred to in this Annual Report are without the ®, ™ and ℠ symbols, but such references are not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights or the rights of the applicable licensors to these trademarks, service marks and trade names. This Annual Report contains additional trademarks, service marks and trade names of others, which are the property of their respective owners. All trademarks, service marks and trade names appearing in this Annual Report are, to our knowledge, the property of their respective owners. We do not intend our use or display of other companies' trademarks, service marks, copyrights or trade names to imply a relationship with, or endorsement or sponsorship of us by, any other companies.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

Our financial statements have been prepared in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board ("IFRS Accounting standards"). None of our financial statements were prepared in accordance with generally accepted accounting principles in the United States ("U.S. GAAP").

In this Annual Report, we present certain financial measures that are not recognized by IFRS Accounting standards and that may not be permitted to appear on the face of IFRS-compliant financial statements or notes thereto. The non-IFRS financial measures used in this Annual Report and in our financial communications are EBITDA, adjusted EBITDA, Constant Currency Revenue and Free Cash Flow. We use EBITDA, adjusted EBITDA and Constant Currency Revenue to assess our operating performance and we use Free Cash Flow as a liquidity measure. Management believes these non-IFRS financial measures provide useful additional information to investors about current trends in our operations and are useful for period-over-period comparisons of operations.

Certain monetary amounts, percentages, and other figures included in this Annual Report have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be the arithmetic aggregation of

the figures that precede them, and figures expressed as percentages in the text may not total 100% or, as applicable, when aggregated may not be the arithmetic aggregation of the percentages that precede them.

All references in this Annual Report to "dollar", "USD" or "$" refer to U.S. dollars, the terms "Swedish Kronor" and "SEK" refer to the legal currency of Sweden, the terms "euro", "EUR" or "€" refer to the currency introduced at the start of the third stage of European economic and monetary union pursuant to the treaty establishing the European Community, as amended, the terms "£" and "GBP" refer to pounds sterling, and the term "CNY" refers to Chinese Yuan.

RISK FACTOR SUMMARY

The following is a summary of the principal risks that could significantly and negatively affect our business, prospects, financial conditions, or results of operations. For a more complete discussion of the material risks facing our business, see Item 3.D. "*Key Information—Risk Factors*".

Risks Related to Our Business and Industry, such as, our history of losses, and how we may be unable to achieve or sustain profitability, including due to elevated inflation and increased costs for transportation, energy, and materials; how our future business, financial condition and results of operations may be adversely affected by reduced or limited availability of oats and other raw materials and ingredients, which meet our quality standards, that our limited number of suppliers are able to sell to us; how a failure to obtain necessary capital when needed on acceptable terms, or at all, may force us to delay, limit, reduce or terminate our product manufacturing and development and other operations; any damage or disruption at our production facilities, which manufacture the primary components of all our products; harm to our brand or reputation due to real or perceived quality, food safety, nutrition or sustainability issues with our products, which could have an adverse effect on our business, reputation, financial condition and results of operations; food safety and food-borne illness incidents or other safety concerns that have led to product recalls and how such events may in the future materially adversely affect our business, financial condition and results of operations by exposing us to lawsuits or regulatory enforcement actions, increasing our operating costs and reducing demand for our product offerings; how a failure by our suppliers of raw materials or co-manufacturers to comply with food safety, environmental or other laws and regulations, or with the specifications and requirements of our products, may disrupt our supply of products and adversely affect our business; how we may not be able to compete successfully in our highly competitive markets; risks from consolidation of customers or the loss of a significant customer; a reduction in sales of our oatmilk varieties, which contribute a significant portion of our revenue, would have an adverse effect on our business, financial condition and results of operations; relying heavily on our co-manufacturing partners; our strategic partnerships with co-manufacturers may not be successful, which could adversely affect our operations and manufacturing strategy; failure by our logistics providers to deliver our products on time, or at all, could result in lost sales; that we may not successfully ramp up operations at any of our or our co-manufacturing partners' facilities, or these facilities may not operate in accordance with our expectations; a failure to effectively expand our processing, manufacturing and production capacity through existing facilities, or a failure to find acceptable co-manufacturing or co-manufacturing partners to help us expand, as we continue to grow and scale our business to a steady operating level; failure to develop and maintain our brand; failure to develop or introduce new products or successfully improve existing products may adversely affect our ability to continue to grow; a failure to cost-effectively acquire new customers and consumers or retain our existing customers and consumers, or a failure to derive revenue from our existing customers consistent with our historical performance; consumer preferences for our products are difficult to predict and may change, and, if we are unable to respond quickly to new trends, our business may be adversely affected; a failure to manage our future growth effectively; impairment charges for long-lived assets and other exit costs in connection with our production facilities, and how we may need to recognize further costs in the future; sustainability risks (including environmental, climate change and broader corporate social responsibility matters), which may materially adversely affect our business as a result of lawsuits, regulatory investigations and enforcement actions, complaints concerning our disclosures, impacts on our operations and supply chain (particularly in

connection with the physical impacts of climate change), and impacts on our brand and reputation; reliance on information technology systems and how any inadequacy, failure or interruption of, or cybersecurity incidents affecting, those systems may harm our reputation and ability to effectively operate our business; how cybersecurity incidents or other technology disruptions could negatively impact our business and our relationships with customers;

risks associated with the adoption of artificial intelligence and other machine learning technologies; risks associated with how our customer agreements do not require our customers to continue purchasing products from us; difficulties as we expand our operations into countries in which we have no prior operating experience; how our strategic review of the Greater China business may be unsuccessful; how our operations in the People's Republic of China ("China") could expose us to substantial business, regulatory, political, financial and economic risks; risks associated with the international nature of our business subjecting us to global economic and geopolitical risks; if we fail to comply with trade compliance and economic sanctions laws and regulations of the United States, the European Union ("EU") and other applicable international jurisdictions, it could materially adversely affect our reputation and results of operations; how an increase in market interest rates will increase our future interest payments under our debt agreements given that some of these agreements contain a floating interest rate component; how our international operations expose us to the risk of fluctuations in currency exchange rates; risks associated with our cash and cash equivalents being maintained at financial institutions, often in balances that exceed insured limits; packaging costs are volatile and may rise significantly; how fluctuations in our results of operations may impact, and may have a disproportionate effect on, our overall financial condition and results of operations; how litigation or legal proceedings could expose us to significant liabilities or costs and have a negative impact on our reputation or business; our estimates of market opportunity and forecasts of market growth may prove to be inaccurate, and even if the market in which we compete achieves the forecasted growth, our business could fail to grow at similar rates, if at all; failure to retain our senior management or to attract, train and retain qualified employees; if we cannot maintain our company culture or focus on our mission as we grow, our success and our business and competitive position may be harmed; our insurance may not provide adequate levels of coverage against claims or we may be unable to find insurance with sufficient coverage at a reasonable cost; disruptions in the worldwide economy; macroeconomic conditions, including rising inflation, interest rates and supply chain constraints; risks inherent to organizations with international operations;

Risks Related to Regulation, such as, the risk that legal claims, government investigations or other regulatory enforcement actions could subject us to civil and criminal penalties; how our operations are subject to U.S., EU, China and other laws and regulations, and there is no assurance that we will be in compliance with all applicable laws and regulations; changes in existing laws or regulations, or the adoption of new laws or regulations, may increase our costs and otherwise adversely affect our business, financial condition and results of operations; how we are subject to stringent environmental regulation and potentially subject to environmental litigation, proceedings and investigations;

Risks Related to Our Intellectual Property, such as, we may not be able to protect, enforce or defend our intellectual property and other proprietary rights adequately, which may impact our commercial success;

Risks Related to the Ownership of Our ADSs, such as, our ability to successfully remediate any material weaknesses in internal controls, which may prevent us from being able to report our financial results accurately, prevent fraud or file our periodic reports as a public company in a timely manner; how our largest shareholder has significant influence over us, including significant influence over decisions that require the approval of shareholders; how our results of operations and the market price of our ADSs have been, and may be, volatile, and you may lose all or part of your investment; although as a foreign private issuer we are exempt from certain corporate governance standards applicable to U.S. issuers, if we cannot satisfy, or continue to satisfy, the continued listing requirements of Nasdaq it could result in a delisting of our securities; how we are not subject to U.S. proxy rules and are subject to Exchange Act reporting obligations that, to some extent, are more lenient and less frequent than those of a U.S. domestic public company; that we may lose our foreign private issuer status in the future, or future changes to the U.S. SEC's rules and regulations may change the reporting requirements for foreign private issuers, which could result in significant additional costs and expenses; as we are a foreign private issuer and follow home country corporate governance practices, our shareholders may not have the same protections afforded to shareholders of companies that are subject to all Nasdaq corporate governance requirements; you may not be able to exercise your right to vote the ordinary shares underlying your ADSs; purchasers of ADSs may be subject to limitations on transfer of their ADSs; ADS holders may not be entitled to a jury trial with respect to claims arising under the deposit agreement, which could result in less favorable outcomes to the plaintiff(s) in any such action; how holders of our ADSs or ordinary shares have limited choice of forum, which could limit your ability to obtain a favorable judicial forum for complaints against us, the depositary or our respective directors, officers or employees; how the Company may be subject to securities litigation, which is expensive and could divert management attention; a significant portion of our total issued and outstanding ADSs are eligible to be sold into the market, which could cause the market price of our ADSs to drop significantly, even if our business is doing well; that we may not pay dividends on our ADSs in the future and, consequently, your ability to achieve a return on your investment will depend on the appreciation in the price of our

ADSs; our shareholders may face difficulties in protecting their interests because we are a Swedish company; there may be difficulties in enforcing foreign judgments against us, and our directors or our management; Oatly Group AB is a holding company with no operations of its own and, as such, it depends on its subsidiaries for cash to fund its operations and expenses, including future dividend payments, if any; if we are treated as a passive foreign investment company, U.S. holders of our ordinary shares or ADSs subject to U.S. federal income tax may suffer material adverse tax consequences; if a United States person is treated as owning at least 10% of our shares, such holder may be subject to adverse U.S. federal income tax consequences; changes in our tax rates or exposure to additional tax liabilities or assessments could affect our profitability, and audits by tax authorities could result in additional tax payments;

Risks Related to Our Indebtedness, Nordic Bonds and Outstanding Convertible Notes, such as, how we have incurred substantial indebtedness that may decrease our business flexibility, access to capital, and/or increase our future borrowing costs; we may not be able to generate sufficient cash flows to service our outstanding debt and fund operations and may be forced to take other actions to satisfy our obligations under such debt; covenants in our debt agreements may restrict our operating activities and adversely affect our financial condition; the fundamental change provisions of the Convertible Notes (as defined elsewhere in this Item 3.D) may delay or prevent an otherwise beneficial asset disposition or takeover attempt of us; transactions relating to the Convertible Notes may dilute the ownership interests of holders of our ADSs or ordinary shares and may adversely impact the value of such securities; potential arbitrage or hedging strategies by purchasers of the Convertible Notes may affect the value of our ordinary shares and the conversion price for the Convertible Notes may negatively impact the value of our ADSs;

General Risk Factors, such as, that we cannot assure you that a market for our ADSs will be sustained which may cause volatility in the public trading markets and investors may not be able to resell their ADSs at or above the price they pay; if securities or industry analysts cease publishing research or reports about us, our business or our market, or if they change their recommendations regarding our ADSs adversely, the price and trading volume of our ADSs could decline; and we continue to incur increased costs as a result of operating as a public company, and our management is required to devote substantial time to new compliance initiatives and corporate governance practices.

PART I

Item 1. Identity of Directors, Senior Management and Advisers

Not applicable.

Item 2. Offer Statistics and Expected Timetable

Not applicable.

Item 3. Key Information

A. [Reserved.]

B. Capitalization and Indebtedness

Not applicable.

C. Reasons for the Offer and Use of Proceeds

Not applicable.

D. Risk Factors

Our business involves significant risks and uncertainties, which are described below. You should carefully consider the risks described below and other information described elsewhere in this Annual Report before making an investment decision. Our business, financial condition or results of operations could be materially and adversely affected by any of these risks. The trading price and value of our ADSs could decline due to any of these risks, and you may lose all or part of your investment. This Annual Report also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the risks faced by us described below and elsewhere in this Annual Report.

Risks Related to Our Business and Industry

We have a history of losses, and we may be unable to achieve or sustain profitability, including due to elevated inflation and increased costs for transportation, energy, and materials.

We have experienced net losses in the recent past, including in 2024 and 2023. Although we have reduced our net losses in recent years and have positive adjusted EBITDA in 2025, we may not achieve or sustain profitability in the future. Inflation has recently impacted the current macro-economic environment and caused elevated inflationary pressure across the broader economy, driving further increases to, among other things, interest rates, transportation, energy, and materials. We have experienced, and may continue to experience, higher commodity and supply chain costs, including transportation, packaging, manufacturing and ingredient costs, as well as higher electricity costs in Europe due to the disruption of European energy markets. Moreover, the current macroeconomic environment has, and may continue to, negatively impact our supply chain and business operations, including the Company's capacity expansion projects as a result of distribution and other logistical issues; longer lead times for equipment; supply chain disruptions, including with respect to raw materials, which may result in higher inflationary pressure; and impact to our facility operations or those of our suppliers or co-manufacturers.

Further, changes in the macroeconomic landscape have affected and may in the future continue to affect customer spending habits, increasing demand for cheaper products and labels. Many of our expenses, including the costs associated with operating our existing production and manufacturing facilities, are fixed. We also have costs related to increasing our customer base, expanding our marketing channels and end markets, investing in our distribution and co-manufacturing partnerships, continuing our research and development activities, launching additional products, obtaining and storing ingredients and other products and enhancing our technology and production capabilities.

Accordingly, we may not succeed in increasing our revenue and margins sufficiently to offset any potential increased expenses and costs of goods sold, and we may not be able to adjust or reduce our operating expenses quickly enough and thus may not be able to achieve or sustain profitability, and we may incur significant losses in the future.

Our future business, financial condition and results of operations may be adversely affected by reduced or limited availability of oats and other raw materials and ingredients, which meet our quality standards, that our limited number of suppliers are able to sell to us.

Our ability to ensure a continuing supply of high-quality conventional as well as gluten-free oats and other raw materials and ingredients for our products at competitive prices depends on many factors beyond our control. In particular, we rely on a limited number of regional suppliers to supply us with high-quality oats and maintain controls and procedures in order to meet our standards for quality and sustainability. Our financial performance depends in large part on our ability to arrange for the purchase of raw materials in sufficient quantities at competitive prices, and transport several of those raw materials from other countries. We are not assured of continued supply or adequate pricing of raw materials, although we do have contracts with certain legal and financial protections. Any of our suppliers could discontinue or seek to alter their relationship with us, thereby creating interruptions in supply of raw materials.

We currently work closely with several suppliers for the oats used in our products. We purchase our oats from farmers in Sweden, Canada, the United Kingdom, the Baltic states, Australia and Finland through millers in Sweden, Finland, China, Canada, the United States and Belgium, so our supply may be affected by any adverse events in these countries or any delays in transport between countries and regions. Additionally, there is significant uncertainty about the imposition of tariffs in the United States following the U.S. Supreme Court decision that struck down certain U.S. tariffs implemented by the current U.S. administration and additional tariff announcements by the U.S government. The U.S. may impose tariffs using other tariff authorities and other countries may impose retaliatory tariffs or other measures. This could increase the prices we pay for oats, increase the prices paid by our consumers for our products, reduce our profit margins and increase the difficulty of commercial negotiations with our customers and suppliers. Any disruption in the supply of oats from these suppliers would have a material adverse effect on our business if we cannot replace these suppliers in a timely manner, or at all.

Water is a key raw material in our production processes, and its quality directly affects food safety, product integrity, and operational reliability. Water may be subject to microbiological contamination (including pathogens and biofilm formation), chemical contaminants (such as heavy metals, nitrates, pesticide residues, PFAS, or residual cleaning agents), or physical impurities (including sediment or pipe fragments). Variations in water composition, pH, or hardness may also impair cleaning effectiveness, ingredient and product stability, and equipment performance, potentially leading to corrosion, contamination, or production disruptions. Although we apply water quality specifications, monitoring systems, and treatment controls, failures in municipal supply, infrastructure, or internal systems could result in product recalls, regulatory action, operational downtime, or reputational harm.

We use a variety of enzymes throughout our production process, which we source from a few suppliers. We also rely on one supplier to produce an enzyme that we use to provide certain characteristics to some of our products, including our Barista Edition oatmilk. Any disruptions in this supplier's production facilities or processes could have a material adverse effect on our ability to consistently produce certain products in a timely manner, which could harm our reputation and relationship with our customers, as well as materially adversely affect our business, financial condition and results of operations. While we maintain a good relationship with this supplier, there can be no assurance that we will be able to continue purchasing the necessary enzyme from this supplier on favorable terms, or at all, in the future. We are exploring alternative methods of achieving these product characteristics that may require us to expend a significant amount of time and effort to find alternative suppliers and/or develop new technology that meets our standards for quality, which could disrupt our operations and adversely affect our business.

In general, if we need to replace an existing supplier due to lack of adequate supply, disagreements, bankruptcy or insolvency, the supplier's inability to adhere to our supplier standards, or any other reason, there can be no assurance that supplies of raw materials will be available when required on acceptable terms or prices, or at all, or that a new supplier would allocate sufficient capacity to us in order to meet our requirements or fill our orders in a timely manner. Finding a new supplier may take a significant amount of time and resources, and once we have identified such new supplier, we would have to ensure that they meet our standards for quality and have the necessary technical

capabilities, responsiveness, high-quality service and financial stability, among other things, as well as adhere to our standards (such as having satisfactory labor, sustainability and ethical practices that align with our values and mission). Prices of raw materials are also volatile and adding a new supplier may lead to greater sourcing costs which could in turn increase our cost of sales and reduce our potential profitability.

Further, any changes in our supply could result in changes in the quality of our ingredients, as we are reliant on specific biological processes, which could be adversely affected by changes in the composition of our raw materials. If we are unable to manage our supply chain effectively and ensure that our products are available to meet consumer demand, our operating costs could increase and our profit margins could decrease.

Additionally, the oats and rapeseed from which our products are sourced are vulnerable to adverse weather conditions and natural disasters, such as floods, droughts, frosts, earthquakes, hurricanes, pestilence, wildfires and diseases, which can adversely impact quantity and quality, leading to reduced oat yields and quality, which in turn could reduce the available supply of, or increase the price of, our raw materials. For example, severe heat and droughts in 2021 significantly reduced oat growth and production in Canada, the world's biggest oat exporter. This tightened the available oat supply and resulted in an increase in oat prices in the United States and globally. The monocultures that we use are also sensitive to diseases, pests, insects and other external forces, which could pose either short-term effects, such as result in a bad harvest one year, or long-term effects, which could require new oat varieties to be grown. We may have general difficulties in obtaining raw materials, particularly oats, due to our high-quality standards. Our suppliers may also be susceptible to interruptions in their operations, including any disruption as a result of a pandemic, war or related response measures and any problems with our suppliers' businesses, finances, labor relations, ability to import raw materials, costs, production, insurance and reputation, all of which could negatively impact our ability to obtain required quantities of oats in a timely manner, or at all, which could materially reduce our net product sales and have a material adverse effect on our business, financial condition and results of operations. Further, any negative publicity regarding the supply of our oats and other raw materials we use, such as rapeseed and coconut oil, including as a result of disease or any other contamination issues, as well as any negative publicity around the way our competitors or others in our industry obtain similar raw materials, could impact customer and consumer perception of our products, even if these issues do not directly impact our products.

There is also the concern that carbon dioxide and other greenhouse gases in the atmosphere may have an adverse impact on global temperatures, weather patterns and the frequency and severity of extreme weather and natural disasters. If such climate change has a negative effect on agricultural productivity, particularly for our oat suppliers, we may be subject to decreased availability or less favorable pricing for oats and other raw materials that are necessary for our products and, as a result thereof, we may need to shift our sourcing to include other regions. Due to climate change, we may also experience decreased availability of water, deteriorated quality of water or less favorable pricing for water, which could adversely impact our production and distribution operations.

In addition, we also compete with other food companies in the procurement of oats and other raw materials and ingredients, and this competition may increase in the future if consumer demand increases for these items or products containing them or if competitors increasingly offer products in these market sectors. If supplies of oats and other raw materials that meet our quality standards are reduced or are in greater demand, we may not be able to obtain sufficient supply to meet our needs on favorable terms, or at all.

Our suppliers and the availability of oats and other raw materials may also be affected by the number and size of suppliers that grow oats and other raw materials that we use, changes in global economic conditions, such as inflation, and our ability to forecast our raw materials requirements. Many of these farmers also have alternative income opportunities and the relative financial performance of growing oats or other raw materials as compared to other potentially more profitable opportunities could affect their interest in working with us. Any of these factors could impact our ability to supply our products to customers and consumers and may adversely affect our business, financial condition and results of operations.

A failure to obtain necessary capital when needed on acceptable terms, or at all, may force us to delay, limit, reduce or terminate our product manufacturing and development and other operations.

Since our inception, substantially all our resources have been dedicated to commercial development as well as development of our products, including purchases of property, plant and equipment, manufacturing facility

improvements and purchases of additional manufacturing equipment as well as creating an operating model and building an organization suitable to our size and growth, as we have historically focused on growing our business. Developing new products and entering new markets, including expansion into new international sales and production operations and countries in which we have no prior operating experience, is associated with high costs and capital expenditures and there is a risk that strategic actions do not lead to the anticipated outcomes and that resources allocated do not lead to the desired outcomes . For further discussion of the risks of such expansion efforts, see "*—We may not successfully ramp up operations at any of our or our co-manufacturing partners' facilities, or these facilities may not operate in accordance with our expectations*", "*—We may face difficulties as we expand our operations into countries in which we have no prior operating experience*" and "*—Our operations in China could expose us to substantial business, regulatory, political, financial and economic risks*". Although our asset-light strategy has reduced our capital expenditures relative to historical levels, which has had a positive impact on our cash flows, we have a history of experiencing, and expect to continue to experience, negative cash flows from operations, which may require us to finance existing and new capital expenditures and our operations through capital contributions and debt financing.

On March 23, 2023 and April 18, 2023, we issued $300.0 million in aggregate principal amount of 9.25% Convertible Senior PIK Notes due 2028 in private offerings, of which $200.1 million were issued pursuant to a Swedish Subscription Agreement (the "Swedish Notes") and $99.9 million were issued pursuant to U.S. Investment Agreements and a U.S. Indenture (the "Original U.S. Notes"). In May 2023, we issued an additional $35.0 million in aggregate principal amount of notes in a private offering pursuant to a separate U.S. Investment Agreement and a U.S. Indenture (the "Additional U.S. Notes" and, together with the Original U.S. Notes, the "U.S. Notes" and the U.S. Notes, together with the Swedish Notes, the "Convertible Notes"). In addition, in April 2023, we incurred $130.0 million of indebtedness under a Term Loan B Credit Agreement (the "TLB Credit Agreement"). Concurrently, we also amended and restated our then existing Sustainable Revolving Credit Facility Agreement (the "SRCF Agreement") documenting commitments of SEK 2,100.0 million (equivalent to $192.1 million).

On September 30, 2025, we issued SEK denominated senior secured floating rate bonds (the "Nordic Bonds") with an initial issue amount of SEK 1,700.0 million and entered into an SEK 750.0 million super senior revolving credit facility agreement (the "SSRCF"). On October 3, 2025, we prepaid the TLB Credit Agreement in full, cancelled, terminated, and replaced the SRCF Agreement, and repurchased and cancelled an aggregate amount of $42.9 million U.S. Notes.

We believe that our current cash and cash equivalents are sufficient to fund our current business plan. Nevertheless, our operating plan may change because of factors currently unknown to us, and we may need to seek additional funds through public or private equity or debt financings or other sources, such as strategic collaborations. Such financing may result in dilution to shareholders or new equity that we issue could have rights, preferences or privileges superior to those of our ADSs, or impose debt covenants and repayment obligations, or other restrictions that may adversely affect our business. Moreover, there can be no assurance that we will be able to raise additional capital on favorable terms or at all, including as a result of current volatility in market conditions. In the event that we are not able to obtain additional funding, we may conclude that there is substantial doubt about our ability to continue as a going concern.

Our future capital requirements depend on many factors, including:

- the level of demand for our products;
- the number, complexity and characteristics of any additional products or manufacturing processes we develop or acquire to serve new or existing markets;
- the scope, progress, results and costs of researching and developing future products or improvements to existing products or manufacturing processes;
- any material or significant product recalls;
- the expansion into new markets through growth or acquisitions;
- any changes in our regulatory and legislative landscape, particularly with respect to advertising, product safety, product labeling and privacy;

- expansion and utilization of production facilities;
- inflationary pressures or supply chain disruptions, including any trade treaties, tariffs or agreements that could adversely affect our ability to do business in affected countries;
- any lawsuits related to our products or commenced against us;
- the expenses needed to attract and retain skilled personnel;
- the costs associated with being a public company, including director and officer insurance;
- significant changes in currency exchange rates;
- the costs involved in preparing and filing any patents, particularly due to the speed of our expansion, as well as prosecuting, maintaining, defending and enforcing patent claims, including litigation costs and the outcome of such litigation; and
- the timing, receipt and amount of sales of any future approved products, if any.

Additional funds may not be available when we need them, on terms that are acceptable to us, or at all. If adequate funds are not available to us on a timely basis, we may be required to:

- delay, limit, reduce or terminate our efforts to increase our production capacity, launch new products or technology and expand our markets;
- delay, limit, reduce or terminate our supply chain, manufacturing, research and development activities;
- delay, limit, reduce or terminate our establishment of sales and marketing capabilities or other activities that may be necessary to generate revenue and achieve profitability; or
- terminate ongoing projects or sell assets with large discounts, resulting in an impairment of assets.

The primary components of all our products are manufactured in our production facilities, and damage or disruption at these facilities has in the past harmed, and may in the future harm, our business.

Significant portions of our operations are located in our five production facilities as of December 31, 2025. A natural disaster, extreme weather conditions, fire, power interruption, work stoppage, labor matters (including illness or absenteeism in workforce), pandemic or other calamity at any one of these facilities and any combination thereof would significantly disrupt our ability to deliver our products and operate our business. Further, there is a concern that carbon dioxide and other greenhouse gases in the atmosphere may have an adverse impact on the frequency and severity of such natural disasters and extreme weather conditions. In the future, we may also experience plant shutdowns or periods of reduced production because of regulatory issues, equipment failure, employee-related incidents that result in harm or death, delays in raw material deliveries or as a result of a pandemic or related response measures. Any such disruption or unanticipated event may cause significant interruptions or delays in our business, and the reduction or loss of inventory may render us unable to fulfill customer orders in a timely manner, or at all, and may result in lawsuits.

If any material amount of our machinery or inventory were damaged, we would be unable to meet our contractual obligations and cannot predict when, if at all, we could replace or repair such machinery, which could materially adversely affect our business, financial condition and results of operations. We have property and business disruption insurance in place for all of our facilities; however, such insurance coverage may not be sufficient to cover all of our potential losses and may not continue to be available to us on acceptable terms, or at all.

Our brand or reputation may be harmed due to real or perceived quality, food safety, nutrition or sustainability issues with our products, which could have an adverse effect on our business, reputation, financial condition and results of operations.

We believe our consumers rely on us to provide them with high-quality plant-based products. Therefore, any real or perceived quality or food safety concerns or failures to comply with applicable food regulations and requirements or concerns associated with the nutritional or sustainability characteristics of our products, whether or

not ultimately based on fact and whether or not involving us (such as incidents involving our competitors), could cause negative publicity and reduced confidence in our company, brand or products, which could in turn harm our reputation and sales, and could materially adversely affect our business, financial condition and results of operations. Although we believe we have a rigorous quality control process including with our suppliers (for example, we only consider using ingredients in our products that comply with applicable international and local food regulations and our internal standards, and, additionally, have implemented robust risk assessments and monitoring programs to ensure compliance), there can be no assurance that our products will always comply with the standards or expectations set for our products. Our supplier approval and material risk assessment processes – designed to identify, assess, and mitigate known food safety, food fraud, and product quality risks – are based on currently available scientific knowledge, validated data, historical experience, and existing analytical testing capabilities. However, such controls cannot eliminate all risk. In particular, our systems may not detect hazards that are unknown, scientifically uncharacterized, or not reasonably foreseeable at the time of assessment. Analytical methods may not be capable of identifying certain substances or forms of adulteration, particularly where such methods have not yet been developed or validated. As a result, unidentified or emerging hazards may fall outside the scope of our formal risk evaluation and control framework, representing a residual and unavoidable risk within our supply chain. In addition, although we maintain preventive and detective measures intended to mitigate the risk of food fraud, new and increasingly sophisticated methods of adulteration or falsification may arise without prior indication. In such circumstances, detection may be significantly limited by the absence of established testing protocols, industry alerts, or historical precedent, and fraudulent activity may only be discovered after affected raw materials have entered our production processes or the market. If such risks materialize, they could result in product recalls, regulatory enforcement actions, litigation, reputational damage, operational disruptions, and financial loss.

Additionally, we contract with co-manufacturers which have, and may in the future, experience food quality or food safety issues that impact our products. For example, in 2022 a co-manufacturer had a food safety issue which led to a recall of certain of our products. Although we strive to keep our products free of pathogenic organisms or foreign materials, they may not be easily detected and contamination can occur. There is no assurance that this health risk will always be preempted by our quality control processes.

Perceived concerns about the nutritional profile of our products or ingredients can affect trust in our products and our category as a whole. Concerns may arise from misinformation that is spread and amplified including by social media influencers, the press and popular food applications, which could result in loss of confidence on the part of consumers in the ingredients used in our products or in the safety and quality of our products. Such loss of confidence may also be exacerbated by our position in the market as a provider of high-quality plant-based products and could significantly reduce our brand value, which would be difficult and costly to overcome and may adversely affect our business, financial condition and results of operations.

In addition, we are subject to a series of complex and changing food laws and regulations which could impact the way consumers view our products. For example, new labeling laws might require us to list certain ingredients in a different way than we did in the past and that could confuse our consumers into thinking we may use different types of ingredients than they originally thought or that the quality or nutritional value of our ingredients is different to what they anticipated. Further, the development of food laws and regulations could make it more difficult for us to realize our goals of achieving a more integrated global supply chain due to the differences in regulations around the world. Further, concerns about sustainability issues (including climate change, environmental and corporate responsibility matters), including disclosures related to sustainability issues, might cause consumer preferences to switch away from our products. Furthermore, we might fail to effectively address increased attention from the media, shareholders, activists and other stakeholders on sustainability matters, including land use, water use, greenhouse gas emissions, packaging, and broader corporate responsibility matters.

In addition, the landscape of sustainability legislation is rapidly evolving globally, making it challenging to stay abreast of the dynamic changes that may impact our business. This may also result in further requirements around the sustainability claims that could require third-party certification (e.g., as provided by the Directive on Empowering Consumers for the Green Transition (ECGT)) that might add cost to the business and/or not harmonized sustainability communication in the different regions due to the differences in legislation. Additionally, we have no control over our products once purchased by consumers. Accordingly, consumers may store our products improperly or for long periods of time, which may adversely affect the quality and safety of our products. While we have procedures in place to handle consumer questions and complaints, there can be no assurance that our responses will be satisfactory to

consumers, which could harm our reputation. If consumers do not perceive our products to be safe or of high quality as a result of such actions outside our control or if they believe that we did not respond to a complaint in a satisfactory manner, then the value of our brand would be diminished, and our reputation, business, financial condition and results of operations would be adversely affected.

Food safety and food-borne illness incidents or other safety concerns have led to product recalls, and may materially adversely affect our business, financial condition and results of operations by exposing us to lawsuits or regulatory enforcement actions in the future, increasing our operating costs and reducing demand for our product offerings.

Selling food for human consumption involves inherent legal and other risks, and there is increasing governmental scrutiny of and public awareness regarding food safety. Unexpected side effects, illness, injury or death related to allergens, food-borne illnesses or other food safety incidents caused by products we sell or involving our suppliers or co-manufacturers, could result in the discontinuance of sales of these products or our relationships with such suppliers and co-manufacturers, or otherwise result in increased operating costs, regulatory enforcement actions or harm to our reputation. Shipment of adulterated or misbranded products, even if inadvertent, can result in criminal or civil liability. Such incidents could also expose us to product liability, negligence or other lawsuits, including consumer class action lawsuits. Any claims brought against us may exceed or be outside the scope of our existing or future insurance policy coverage or limits. Any judgment against us that is more than our existing or future insurance coverage and policy limits or not covered by such policies would have to be paid from our cash reserves, which would reduce our capital resources.

The occurrence of food-borne illnesses or other food safety incidents could also adversely affect the price and availability of affected ingredients and raw materials, resulting in higher costs, disruptions in supply and a reduction in our sales. For example, some of our co-manufacturing is done in facilities in the presence of multiple allergens, requiring additional efforts for us to confirm that there are no allergens contained in our products produced in such facilities. Additional testing to confirm the presence of allergens increases our costs, as well as the risks to our reputation and brand should we inadvertently fail to detect any allergens. Furthermore, any instances of food contamination or regulatory non-compliance, whether or not caused by our actions, could compel us, our suppliers, our co-manufacturers, our distributors or our customers, depending on the circumstances, to conduct a recall in accordance with U.S. Food and Drug Administration (the "FDA") regulations, China Food Safety Law and the Administrative Measures for Food Recall, EU regulations and comparable state laws and regulations in the other jurisdictions in which we operate.

Future food recalls could result in significant losses due to their associated costs, the destruction of product inventory, lost sales due to the unavailability of the product for a period of time and potential loss of existing distributors and a potential negative impact on our ability to attract new customers and maintain our current customer base due to negative consumer experiences or because of an adverse impact on our brand and reputation. We are particularly vulnerable to the impacts of allergen contaminations because a sizable amount of our target customer base is sensitive to certain food products, such as milk and soy, and they purchase our products since they are free from such allergens. The costs of a recall could exceed or be outside the scope of our existing or future insurance policy coverage or limits.

In addition to the recall risk, like other food companies, we could be a target of product tampering. Forms of tampering could include the introduction of foreign material, chemical contaminants and pathological organisms into consumer products as well as product substitution. The FDA enforces laws and regulations, such as the Food Safety Modernization Act (the "FSMA"), that require companies like us to analyze, prepare and implement mitigation strategies specifically to address tampering designed to inflict widespread public health harm. In the EU, our operations are also subject to a number of EU and EU member state regulations, in particular Regulation (EC) No 178/2002 laying down the general principles and requirements of food law, establishing the European Food Safety Authority ("EFSA") and laying down procedures in matters of food safety. The regulation sets forth essential requirements such as food safety and traceability requirements and a food operator's responsibilities. Food business operators must at all stages of production, processing and distribution within the businesses under their control ensure that foods satisfy the requirements of food law, in particular as to food safety. If we do not adequately address the possibility, or any actual instance, of product tampering, we could face possible seizure or recall of our products and the imposition of civil or criminal sanctions, which could materially adversely affect our business, financial condition

and results of operations. In the EU, Regulation (EU) No 2017/625 of March 15, 2017 provides the general framework for official controls and other official activities, either at EU or member state level, to ensure the application of food law including with respect to food safety.

Failure by our suppliers of raw materials or co-manufacturers to comply with food safety, environmental or other laws and regulations, or with the specifications and requirements of our products, may disrupt our supply of products and adversely affect our business.

If our suppliers or co-manufacturers fail to comply with food safety, environmental or other laws and regulations, or face allegations of non-compliance, their operations may be disrupted. Additionally, as applicable, our suppliers and co-manufacturers are required to maintain the quality of our products and to comply with our product specifications. Our sustainability performance also relies on our suppliers and co-manufacturers (and other partners, including for logistics, ingredients and packaging) and their shared commitment to sustainability. Failure of our suppliers and co-manufacturers to meet their sustainability targets and commitments could impact our performance and ability to meet our sustainability goals, initiatives, or standards. Failure to meet such goals, initiatives and standards or meet the expectations of our customers and consumers could have a material adverse effect on our reputation and brand and negatively impact our relationship with our employees, customers and consumers.

In the event of actual or alleged non-compliance, by our existing suppliers or co-manufacturers, we might be forced to find an alternative supplier or co-manufacturer, and we may be subject to lawsuits related to such non-compliance by our suppliers and co-manufacturers. As a result, our supply of raw materials or finished inventory could be disrupted or our costs could increase, which would adversely affect our business, financial condition and results of operations. The failure of any co-manufacturer to produce products that conform to our standards could adversely affect our reputation in the marketplace and result in product recalls, product liability claims and economic loss. For example, other plant-based dairy alternative companies have been significantly impacted by recalls resulting from allergen contamination at the supplier level. Additionally, actions we may take to mitigate the impact of any disruption or potential disruption in our supply of raw materials or finished inventory, including increasing inventory in anticipation of a potential supply or production interruption, may adversely affect our business, financial condition and results of operations.

We may not be able to compete successfully in our highly competitive markets.

We operate in a highly competitive market. Numerous brands and products compete for limited retail, coffee shop, foodservice and restaurant customers and consumers. In our market, competition is based on, among other things, brand equity and consumer relationships, consumer trends, product experience (including taste, functionality and texture), nutritional profile and dietary attributes, sustainability of our products, including our supply chain (including raw materials), quality and type of ingredients, distribution and product availability, pricing pressure and competitiveness and product packaging. If we produce products with a slightly different taste or texture consumers may not purchase or use our products and we may not be able to sell all or some of our remaining inventory and may be required to write off excess or obsolete inventory.

We compete with conventional dairy companies and brands, including Danone, Lactalis, Fonterra, Arla Foods, Chobani, Dean Foods, and Lactaid (owned by Johnson & Johnson), many of whom may have substantially greater financial and other resources than us and whose dairy products are well accepted in the marketplace today. They may also have lower operational costs and higher gross margins, and as a result, may be able to offer conventional dairy products to customers at lower costs than plant-based products. This could cause us to lower our prices in order to compete, resulting in lower profitability or, in the alternative, cause us to lose market share if we fail to lower prices.

We also compete with other consumer product companies that develop and sell plant-based products, including oat, but also almond, soy, cashew and hemp dairy alternatives, among others. Competitors include Alpro, Blue Diamond Growers, Califia Farms, Planet Oat, Ripple Foods, Oatside and Ecotone, but also potential new competitors, including companies that primarily sell dairy-based products, entering our category that may have more consumer brand name recognition, be more innovative, have more resources and be able to bring new products to market faster or at a lower cost and to more quickly exploit and serve niche markets. For example, in China, many of our competitors sell plant-based products at a lower cost base and at lower prices. In China, the foodservice channel accounts for a significant portion of our revenue, and high deflationary trends in foodservice pricing in China along with continued

pricing pressures, could make our products less competitive, which would adversely affect our margins and our business, financial condition and results of operations. Given our focus on international expansion, competitors who are only present in certain markets may be able to move more quickly than we do. Additionally, we may face new competition from emerging non-animal based dairy products or other non-dairy crop-based products that could compete effectively with our products.

We compete with these competitors for retail customers (including grocery stores and supermarkets), foodservice customers (including coffee shops, cafes, restaurants and fast food) and e-commerce (both direct-to-consumer and through third-party platforms) customers. Consumers tend to focus on price as one of the key drivers behind their purchase of food and beverages, and consumers will only pay a premium price for a product that they believe is of premium quality and value. In order for us to not only maintain our market position, but also to continue to grow and acquire more consumers, some of which may be switching from traditional dairy to plant-based alternatives, we must continue to provide delicious, high-quality products, and consumers must believe in our vision for a food system that is better for people and the planet.

Conventional food companies, which are generally multinational corporations with substantially greater resources and operations than us, may acquire our competitors or launch their own plant-based products, and they may be able to use their resources and scale to respond to competitive pressures and changes in consumer preferences by introducing new products, reducing prices or increasing promotional activities, among other things. If retail customers chose to allocate larger contracts to companies with which they already have an established business relation, we may fail to broaden our customer base and to gain larger contracts. Customers may also perceive us as a more high-risk alternative to more conventional food companies. This could require us to enter sales agreements with unfavorable terms and could result in additional costs. Retailers also market competitive products under their own private labels, which are generally sold at lower prices and compete with some of our products. Similarly, retailers could change the merchandising of our products, and we may be unable to retain the placement of our products in dairy cases to effectively compete with traditional dairy products. Competitive pressures or other factors, such as high inflation, could cause us to lose market share, which may require us to lower prices, or increase prices to offset inflationary pressures, which could lead our customers to turn to our competitors, increase marketing and advertising expenditures, or increase the use of discounting or promotional campaigns each of which could adversely affect our margins and our business, financial condition and results of operations. See Item 4.B. "*Information on the Company—Business Overview—Competition*" for more information.

Consolidation of customers, the loss of a significant customer or the decrease of sales from a significant customer, could negatively impact our sales and profitability.

Supermarkets, grocers and other retailers in North America, the EU and Asia continue to consolidate. This consolidation has produced larger, more sophisticated organizations with increased negotiating and buying power that are able to resist price increases, as well as operate with lower inventories, decrease the number of brands that they carry and increase their emphasis on private label products, all of which could negatively impact our business or put pressure on our company to lower our prices, which could negatively impact our margins, financial condition and results of operations. The consolidation of retail customers also increases the risk that a significant adverse impact on their business could have a corresponding material adverse impact on our business, financial condition and results of operations.

In the year ended December 31, 2025, one customer in the foodservice channel accounted for approximately 6% of our total revenue. This customer has reduced its Oatly spending in 2025 and may do so again in the future. Our five largest customers accounted for approximately 23% of our total revenue for the year ended December 31, 2025. The loss of any large customer, the significant reduction of purchasing levels or prices paid for our products, the cancellation of any business from a large customer for an extended length of time or volatility in forecasting or purchasing could negatively impact our sales and profitability, as well as expose us to credit risks.

Furthermore, as retailers consolidate, they may reduce the number of branded products they offer in order to accommodate private label products and generate more competitive terms from branded suppliers. Consequently, our financial condition and results of operations may fluctuate significantly from period to period based on the actions of one or more significant retailers. A retailer may take actions that affect us for reasons that we cannot always anticipate or control, such as their financial condition, changes in their business strategy or operations, the introduction of

competing products or the perceived quality of our products. Despite operating in different channels, our retailers sometimes compete for the same consumers. Because of actual or perceived conflicts resulting from this competition, retailers may take actions that negatively affect us. Any of the foregoing risks as a result of consolidation of our retail customers could have a material adverse effect on our business, financial condition and results of operations.

Sales of our oatmilk varieties contribute a significant portion of our revenue and a reduction in such sales would have an adverse effect on our business, financial condition and results of operations.

Our oatmilk accounted for approximately 90% of our revenue in the years ended December 31, 2025 and 2024, respectively. Our oatmilk has been the focal point of our development and marketing efforts, as part of our strategy when entering new markets is to introduce our Barista Edition variety of oatmilk before we expand our product offerings and sales channels. As a result, we prioritize the production of our oatmilk over our other products, which could hinder our ability to provide new products in a timely manner, or at all, which could adversely affect our reputation, brand and business. We believe that sales of our oatmilk will continue to constitute a majority of our revenue, income and cash flows for the foreseeable future. Additionally, our oatmilk varieties have different pricing structures that vary by distribution channel and end market, which subjects us to the risk of overly relying upon a single large customer or a particular product or market. If we do not diversify our customer base, we may be more susceptible to volatility in our purchasing and forecasting and we may have a negative product or margin mix which could negatively affect our results of operations. For example, our margins from certain customers or distribution channels and end markets is higher than others. If we cannot increase our prices with such customers, or our customers in general, our gross margins will suffer. We cannot be certain that we will be able to continue to expand production and distribution of our oatmilk or that customer demand for our other existing and future products will expand to allow such products to represent a larger percentage of our revenue than they do currently. Accordingly, any factor adversely affecting sales of our oatmilk could have a material adverse effect on our business, financial condition and results of operations.

We continue to pursue largely an asset-light business model blending a heavy reliance on our co-manufacturing partners in addition to in-house capacity expansions where appropriate.

In 2023, we decided to further pursue our asset-light business model, which means rather than continuing to build new manufacturing and production facilities, we will partner with co-manufacturing partners. This means we will utilize contract manufacturing and supply arrangements. We believe this business model requires significantly less capital to operate our business. However, the supply and manufacturing agreements we have or may enter into with key suppliers and co-manufacturers, respectively, in the future may have provisions where such agreements can or cannot be terminated in various circumstances. If these suppliers and co-manufacturers become unable to provide, or experience delays in providing finished product, it may be difficult to find replacements to these partners. Additionally, if we overestimate our requirements, our suppliers or co-manufacturers may have excess manufacturing capacity and/or inventory, which would indirectly increase our costs, negatively impacting our gross margins and potentially affecting when we will become profitable. Underestimation of such requirements could have a similarly material, adverse effect. We also depend on our strategic partners to ensure that new production facilities are operational in the expected timeframe and with the expected capacity and quality standards. If we underestimate our production requirements, our strategic partners and suppliers may have inadequate manufacturing capacity and/or inventory, which could interrupt production and result in delays in shipments and revenues. The underestimation of production requirements or failure to timely deliver vehicles would harm our brand, business, prospects, financial condition and results of operations.

Our strategic partnerships with our co-manufacturers may not be successful, which could adversely affect our operations and manufacturing strategy.

Our strategic partnerships with our co-manufacturers are an integral part of our shift to a more hybrid production network within select geographies. Although we continuously work with our co-manufacturing partners to assess and ensure that our co-manufacturing fees are competitive, if these strategic partnerships do not succeed, and/or we are unable to enter into alternative or modified manufacturing, labeling and packaging agreements or other arrangements on commercially favorable terms, our future profit margins may be adversely affected, particularly in certain geographies, such as in North America, where co-manufacturing costs are higher. Moreover, the execution of these strategic partnerships may divert managements' time and resources, which could impair relationships with customers

and other strategic partners and disrupt our operations. The failure to successfully achieve any or all the benefits of our co-manufacturer partnerships may undermine our ability to successfully execute our manufacturing strategy, and our business, financial condition and results of operations may be harmed as a result. Additionally, any disruptions to our co-manufacturers' businesses in general may affect the execution of those strategic partnerships and negatively impact our business.

Failure by our logistics providers to deliver our products on time, or at all, could result in lost sales.

We currently rely upon third-party logistics providers for the distribution of our products. Our utilization of third parties for distribution and transportation handling is subject to risks, including increases in fuel prices, which would increase our shipping costs, and labor matters (including illness or absenteeism in workforce), port, transportation and distribution delays or interruptions, inclement weather or other disruptions, including as a result of a global pandemic or epidemic, any of which may impact the ability of these providers to provide distribution services that adequately meet our needs. For example, we currently import all our products into the United Kingdom. If any of our third-party logistics providers were to fail to distribute our products to our customers in this region, this could have a material adverse effect on our relationship with our customers in the United Kingdom, which could harm our brand and reputation, and as a result, would have an adverse effect on our business, financial condition and results of operations. If we were to change distribution companies, we could face logistical difficulties that could adversely affect deliveries and could incur costs and expend resources in connection with such changes. Moreover, we may not be able to obtain terms as favorable as those we receive from the third-party logistics providers that we currently use, which in turn would increase our costs and thereby may adversely affect our business, financial condition and results of operations.

We may not successfully ramp up operations at any of our or our co-manufacturing partners' facilities, or these facilities may not operate in accordance with our expectations.

We have in the past and expect to continue to partner with co-manufacturers in the future to further increase our production capacity.

Any substantial delay in bringing any of our or our co-manufacturing partners' facilities up to full utilization on the projected schedule, while still meeting our sustainability targets, would put pressure on the rest of our business operations to meet demand and production schedules and may hinder our ability to produce all the product needed to meet orders and/or achieve our expected financial performance. Opening new facilities has required, and will continue to require, additional capital expenditures and the efforts and attention of our management and other personnel, which has and will continue to divert resources from our existing business or operations. Even if our new facilities are brought up to full production according to our projected schedule, they may not provide us with all the operational and financial benefits we expect to receive.

Additionally, our facilities and our co-manufacturing partners' facilities and the manufacturing equipment used to produce our products are costly to replace or repair and may require substantial lead-time to do so. Suppliers that provide spare parts and external service engineers for maintenance, repairs and calibration face risks of disruption or disturbance to their businesses, which may lead to disruption in our production. In addition, our ability to procure new processing and packaging equipment may face more lengthy lead times than is typical. We may also not be able to find suitable alternatives with co-manufacturers to replace the output from such equipment on a timely basis and at a reasonable cost. If we are not able to successfully ramp up operations at any of our or our co-manufacturing partners' new facilities and increase production, our business, financial condition and results of operations could be adversely affected.

If we fail to effectively expand our processing, manufacturing and production capacity through existing facilities or acceptable co-manufacturing partners as we continue to grow and scale our business to a steady operating level, our business, financial condition, results of operations and our brand reputation could be harmed.

We must accurately forecast long-term demand for our products in order to ensure we have the appropriate available processing and manufacturing capacity. Our forecasts are based on multiple assumptions that may cause our estimates to be inaccurate and affect our ability to obtain adequate processing and manufacturing capacities (whether our own processing and manufacturing capacities or co-processing and co-manufacturing capacities) in order to meet the demand for our products, which could prevent us from meeting increased customer demand. Additionally, as we

expand our product portfolio, we must develop additional production solutions for new products, including expanding our use of raw ingredients beyond oats, which may be difficult to integrate into our current production processes and could cause delays. There is risk in our ability to effectively scale production and processing and effectively manage our supply chain requirements. If we are unable to fulfill orders in a timely manner, or at all, our reputation, brand and business could be harmed, as such failure could result in a loss of distribution channels, a delay in customer acquisition plans, limited innovation launches and loss of competitive opportunities. If we fail to meet demand for our products and, as a result, consumers who have previously purchased our products buy other brands or our retailers allocate shelf space to other brands, our business, financial condition and results of operations could be adversely affected.

We are also subject to the risk that as we continue to expand, our trade secrets, confidential information and the know-how related to our oat base and other proprietary products could be leaked, intentionally or unintentionally, misappropriated or stolen, which could have an adverse effect on our business, financial condition and results of operations. As we continue to expand our production partnerships around the world, we may need to put in place further legal, technological and other measures to ensure that our trade secrets, confidential information and know-how are adequately protected, which could result in increased costs.

On the other hand, if we overestimate our demand and overbuild our capacity, we may have significantly underutilized assets and may experience reduced margins or may experience impairments of our assets. If we do not accurately align our processing and manufacturing capabilities with demand, our business, financial condition and results of operations could be adversely affected.

If we fail to develop and maintain our brand, our business could suffer.

We have developed a strong and trusted brand that has contributed significantly to the success of our business, and we believe our continued success depends on our ability to maintain and grow the value of the Oatly brand. Maintaining, promoting and positioning our brand and reputation will depend on, among other factors, the success of our plant-based product offerings, food safety, quality assurance, sustainability, marketing and merchandising efforts and our ability to provide a consistent, high-quality customer experience. Any negative publicity, complaints or litigation regardless of its accuracy, or any litigation or regulatory investigation associated with sustainability, marketing and merchandising efforts associated with our products, regardless of the outcome of such litigation or investigation, could materially adversely affect our business, financial condition and results of operations. The growing use of social and digital media by us, our consumers and third parties, increases the speed and extent that information or misinformation and opinions can be shared. Negative publicity about us, our brand or our products on social or digital media could seriously damage our brand and reputation. For example, consumer perception could be influenced by negative media attention regarding our management team, ownership structure and our products or brand, such as any advertising or media campaigns that challenge the nutritional content or sustainability of our products or our marketing efforts regarding the quality or sustainability of our products, and any negative publicity regarding the plant-based food industry as a whole could have an adverse effect on our business, brand and reputation.

We have historically engaged in provocative and unconventional marketing and advertising campaigns as part of our marketing strategy to enhance and maintain our brand, which may expose us to lawsuits and heightened scrutiny from regulators in the markets in which we operate, as well as interest groups, such as dairy lobbyists. For example, the United Kingdom's Supreme Court recently upheld limitations on the use of dairy-related terms for non-cow's milk-based products in *Dairy UK Ltd. v. Oatly AB*. In relevant part, the UK Supreme Court noted that the Company's "Post-Milk Generation" trademark was impermissible in relation to the Company's core products, plant-based dairy alternatives. Although the Company has already made the necessary adjustments to comply with the UK Supreme Court's decision, there may be additional adjustments necessary in the future for our UK operations. If governments or courts in other jurisdictions place restrictions on our use of certain terms such as "milk", "dairy" or other terms, this may have a materially impact on our results of operations and financial condition.

More generally, cultures around the world have historically viewed dairy products and farmers as a fundamental part of the food system, and as a result, the plant-based industry's challenges, and particularly our challenges, to this perception could result in protective measures being taken against any competitors against dairy. There can be no assurance that the provocative tone of our marketing campaigns will not provoke actions, including lawsuits, by dairy proponents or others. As we continue to challenge consumer perceptions around dairy and other animal products compared to our plant-based alternatives (including in relation to sustainability characteristics of our products), we

currently face, and expect to continue to face, greater scrutiny from all stakeholders (which may include opposition from such dairy proponent interest groups and others), which could, if successful, materially adversely affect our business, financial condition and results of operations.

We also rely heavily on our creative team to develop and maintain our brand. We have invested significant time and resources into creating a unique voice that speaks to consumers in a way that we believe no other competitor has been able to achieve, such as custom artwork that would be difficult to replicate, and this voice is and continues to be a crucial part of our growth strategy. If we were to lose any key individual on our creative team, it may be difficult and time consuming to replace such employee, and any new hire may not be as effective, which could have a material adverse effect on our business, financial condition and results of operations.

Our brand is very important to our vision and growth strategies, particularly our focus on being a "good company" and promoting sustainability both as a company and across the foodservice industry. We will need to continue to maintain and enhance our brand and adjust our offerings to appeal to a broader audience in the future to sustain our growth, and there can be no assurance that we will be able to do so. If we do not maintain the favorable perception of our brand, our sales and profits could be negatively impacted. Brand value is based on perceptions of subjective qualities, and any incident that erodes the loyalty of our customers, suppliers or co-manufacturers, including adverse publicity or a governmental investigation or litigation, could significantly reduce the value of our brand and significantly damage our business, which would have a material adverse effect on our business, financial condition and results of operations.

Failure to develop or introduce new products or successfully improve existing products may adversely affect our ability to continue to grow.

A key element of our growth strategy depends on our ability to develop and market new products and make improvements to our existing products to meet our standards for quality and appeal to consumer preferences. The success of our innovation and product development efforts is affected by our ability to anticipate changes in consumer preferences, the technical capability of our innovation, science, technology, and technical product management staff in developing and testing product prototypes, including complying with applicable governmental regulations, the ability to obtain patents and other intellectual property rights and protections for commercializing such innovations and developments, the ability of our supply chain and production systems to provide adequate solutions and capacity for new products, and the success of our management and sales and marketing teams in introducing and marketing new products. We are continuously testing new and alternative formulations, ingredients and process technologies to those we currently use to make our products, as we seek to find additional or improved functionalities, alternative and second source options to our current ingredients that are more easily sourced or help to improve our carbon footprint, and which retain and build upon the quality and appeal of our current product offerings. Given the complex nature of our products, the development of any new products requires extensive research and development and may take longer to develop than comparable dairy products or less complex plant-based alternatives. Failure to develop and market new products that appeal to consumers may lead to a decrease in our growth, sales and profitability. It may also harm our relationships with our customers if a new product does not meet expectations.

Additionally, the development and introduction of new products, such as expansion of our Barista Edition portfolio and the launch of Oatly Matcha oat drink in 2025, requires substantial research, development and marketing expenditures, which we may be unable to recoup if the new products do not gain widespread market acceptance. Further, the development of new products is constrained by our production capacity and is subject to our research and development teams' technical capabilities and developments in plant-based food science. It is also constrained by our financial resources. Our competitors may also obtain patents or other similar protected formulas that may hinder our ability to develop new products or enter new categories, which could have a material adverse effect on product development and growth. Production capacity constraints may affect our ability to develop and launch new products and enter new product categories due to the unavailability of factory space to test and ensure the quality of new products. If we cannot build or find enough capacity and production facilities to enable us to expand our product portfolio, we may not be able to execute on our growth strategy. Further, if we fail to ensure the efficiency and quality of new production processes and products before they launch, we may experience uneven product quality, which could negatively impact consumer acceptance of new products and our sales and brand reputation with customers and suppliers. If we are unsuccessful in meeting our objectives with respect to new or improved products, our business, financial condition and results of operations may be adversely affected.

If we fail to cost-effectively acquire new customers and consumers or retain our existing customers and consumers, or if we fail to derive revenue from our existing customers consistent with our historical performance, our business could be materially adversely affected.

Our success, and our ability to increase revenue and operate profitably, depends in part on our ability to cost-effectively acquire new customers and consumers and to retain and keep existing customers and consumers engaged so that they continue to purchase products from us. Our efforts to acquire and retain customers and consumers include increasing product supply, increasing our household penetration, expanding the number of products sold through existing retail customers, growing within the coffee shop and foodservice channels and strengthening our product offerings through innovation in both new and existing categories. Any strategies we employ to pursue this growth are subject to numerous factors outside of our control. For example, retailers continue to aggressively market their private label products, which could reduce consumer demand for our products. As we continue to focus on increasing our supply to meet the increase in consumer and customer demand, we are also subject to risks in the disruption of our supply chain, as any delays or interruptions in our supply chain that resulted in our inability to deliver products in a timely manner or at all could have a material adverse effect on our customer relationships, brand and reputation and, as a result, our business, financial condition and results of operations. If we fail to deliver our products to our customers in a timely manner or fail to meet other similar performance obligations, they may be able to charge us additional fees, impose penalties, delist us from their list of approved suppliers or other negative consequences, which would harm our ability to work with any such customers in the future and could have a material adverse effect on our brand and reputation. The expansion of our business also depends on our ability to increase consumer awareness of dairy alternatives and expand our distribution channels in new and existing markets, such as new foodservice and retail locations. Additionally, we may need to increase or reallocate spending on marketing and promotional activities, such as rebates, temporary price reductions, retailer advertisements, product coupons and other trade activities, and these expenditures are subject to risks, including related to consumer acceptance of our efforts. If we are unable to cost-effectively acquire new customers and consumers, retain and keep existing customers and consumers engaged, our business, financial condition and results of operations would be materially adversely affected. Further, if customers do not perceive our product offerings to be of sufficient value and quality, or if we fail to offer new and relevant product offerings, we may not be able to attract or retain customers and consumers or engage existing customers and consumers so that they continue to purchase products from us.

Consumer preferences for our products are difficult to predict and may change, and, if we are unable to respond quickly to new trends, our business may be adversely affected.

Our business is focused on the development, manufacturing, marketing and distribution of branded plant-based, and more specifically, primarily oat-based, products as alternatives to dairy products. Consumer demand could change based on a number of possible factors, including economic factors, dietary habits, nutritional preferences or values, governmental policies or guidelines, concerns regarding the health effects of ingredients, shifts in preference for various product attributes including real or perceived health effects, changes in the science of the benefits of plant-based diets, consumer confidence in plant-based products, lack of product availability and perceived value for our products relative to alternatives. Consumer trends that we believe favor sales of our products could change based on a number of possible factors, including a shift in preference from plant-based to animal-based dairy products, economic factors such as inflation and social trends. While we continually strive to improve our products through thoughtful, innovative research and development approaches to meet consumer demands, there can be no assurance that our efforts will be successful. If consumer demand for our products decreased, our business, financial condition and results of operations may be adversely affected.

In addition, sales of plant-based or dairy-alternative products are subject to evolving consumer preferences that we may not be able to accurately predict or respond to, and we may not be successful in identifying trends in consumer preferences and developing products that respond to such trends in a timely manner. A significant shift in consumer demand away from our products and our ability to accurately predict and respond to such trends could reduce our sales or our market share and the prestige of our brand, which would harm our business, financial condition and results of operations.

If we fail to manage our future growth effectively, including maintenance of our workforce, our business, financial condition and results of operations could be materially adversely affected.

Our growth has placed significant demands on our management, financial, operational, technological and other resources. The continued anticipated growth and expansion of our business and our product offerings will place significant demands on our management and operations teams and require additional resources. To manage our growth effectively, we must continue to implement our operational plans and strategies and manage our employee base and we must effectively develop and motivate a large number of employees. In the last several years, we implemented reductions in our workforce and may in the future implement other reductions. This or any future reduction in workforce may yield unintended consequences and costs, such as attrition beyond the intended reduction in workforce, the distraction of employees, reduced employee morale and adverse effects to our reputation as an employer, which could make it more difficult for us to hire new employees in the future, and the risk that we may not achieve the anticipated benefits from the reduction in workforce. We also face significant external competition for attracting and retaining key personnel and personnel in general. If we are not successful in retaining our existing employees and staff, or unable to attract and hire additional qualified personnel as we grow, our business may be harmed. Failure to manage our hiring needs effectively may have a material adverse effect on our business, financial condition and results of operations. For further discussion, see "*—Failure to retain our senior management or to attract, train and retain qualified employees may adversely affect our operations or our ability to grow successfully"*.

Additionally, our revenue growth rates may slow over time due to a number of reasons, including increasing competition, market saturation, slowing demand for our product offerings, increasing regulatory restrictions and challenges and failure to capitalize on growth opportunities. If we fail to meet increased consumer demand as a result of our growth, our competitors may be able to meet such demand with their own products, which would diminish our growth opportunities. If we do not effectively manage our growth, we may not be able to execute on our business plan, respond to competitive pressures, take advantage of market opportunities, satisfy customer requirements or maintain high-quality product offerings, any of which could harm our business, financial condition and results of operations. For example, during 2022, our failure to meet growing demand resulted in a failure to deliver products on a timely basis and in some cases at all, causing some consumers to switch to competitive brands, which negatively impacted our results of operations for those periods.

We have recognized impairment charges for long-lived assets and other exit costs in connection with our production facilities, and we may need to recognize further costs in the future, which could adversely impact our business, financial condition and results of operations.

We review our goodwill and amortizable intangible assets not ready to use (capitalized expenditure for development) for impairment annually and when events or changes in circumstances indicate the carrying value may not be recoverable. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Changes in economic or operating conditions impacting our estimates and assumptions could result in the impairment of our goodwill or other assets. Additionally, as part of our asset-light strategy and the evaluation of our Asian supply chain network, we decided to close our manufacturing facility in Singapore and discontinued the construction of the second production facility in China, which we historically referred to as "Asia III". As a result, we recorded non-cash asset impairment charges of $19.1 million and other costs of $23.0 million relating to the Singapore facility, and relating to the second production facility in China we recorded $25.1 million primarily relating to non-cash impairment charges. These charges negatively impacted our results of operations for the year ended December 31, 2024. It has also negatively impacted our cash outflows for the year ended December 31, 2025, with $10.6 million. We currently estimate these restructuring and other exit costs to result in no more than $18.5 million of cash outflows over the next year. We may incur additional costs not currently contemplated due to events associated with our facilities. The charges that we have recorded are based on estimates subject to several assumptions. However, the ultimate impairment and other charges may differ significantly, and we may need to make other impairments. See Item 5. "*Operating and Financial Review and Prospects*" for more information.

In the event that we determine our goodwill or other assets are impaired in the future, we may be required to record another significant charge to earnings in our financial statements that could have a material adverse effect on our business, financial condition and results of operations.

We are subject to risks related to sustainability (including environmental, climate change and broader corporate social responsibility matters), which may materially adversely affect our business as a result of lawsuits, regulatory investigations and enforcement actions, complaints concerning our disclosures, impacts on our operations and supply chain (particularly in connection with the physical impacts of climate change), and impacts on our brand and reputation.

Our business faces increasing scrutiny related to sustainability issues, including sustainable development, product packaging, renewable resources, environmental stewardship, supply chain management, climate change, greenhouse gas emissions, diversity and inclusion, workplace conduct, human rights and support for local communities. The standards by which sustainability matters are measured are developing and evolving rapidly, including in respect of operational performance in greenhouse gas emissions, nature, pesticide and chemical use and water usage. If we fail to meet applicable standards or stakeholder expectations with respect to these issues across all of our products and in all of our operations and activities, including the expectations we set for ourselves or mandatory requirements set by a federal, state or international regulatory body, our reputation and brand image could be harmed, and our business, financial condition and results of operations could be adversely impacted. Additionally, we have been subject to scrutiny with respect to our sustainability claims, initiatives, disclosures, and programs. Any investigations, inquiries, complaints, stakeholder campaigns or litigation related to our sustainability impacts, initiatives, disclosures, and programs could result in substantial costs and liabilities and could divert management's attention and resources.

Changes in the understanding of the sustainability impact of a plant-based diet could materially impact our estimates and assumptions regarding our business and could materially negatively impact our reputation, brand image, business, financial condition and results of operations. Additionally, policies regarding climate change, and the long-term effects of climate change, could pose additional legal or regulatory requirements related to greenhouse gas emissions reporting, carbon pricing and mandatory emission reduction targets. Unforeseen or changing circumstances could also adversely affect any reduction in our greenhouse gas emissions. Consumers and businesses also may voluntarily change their behavior as a result of these concerns. We and our customers will also be required to respond to new laws and regulations as well as consumer and business preferences resulting from climate change concerns. We and our customers may face cost increases, including increased costs of sourcing, production and transportation, asset value reductions, operating process changes and negative reputational impacts, if we fail to meet such requirements and expectations.

We seek to conduct our business in an ethical and socially responsible way, through sustainable business practices and various programs committed to sustainability, human rights and compliance, which we regard as important to maximizing stakeholder value, while enhancing community quality and environmental stewardship and furthering the plant-based movement around the world. Implementation of our sustainability initiatives, including the preparation of our annual sustainability report, may require financial expenditures and employee resources, and there is no certainty that we will achieve our sustainability goals. Failure to meet such goals, initiatives and standards or meet the expectations of our customers and consumers or failure to accurately disclose sustainability matters could have a material adverse effect on our reputation and brand and negatively impact our relationship with our employees, customers and consumers.

Additionally, a number of governments globally are increasingly considering a variety of mandatory legal requirements or voluntary initiatives in relation to climate-change issues (including in response to the Paris Agreement), deforestation, biodiversity, human rights (including Corporate Sustainability Reporting Directive and Corporate Sustainability Due Diligence Directive) and other global issues. These governmental efforts to regulate carbon emissions continue to grow around the world. Different governments across the Americas, Asia and Europe may have competing or contradictory regulations. Additionally, entities across many sectors in private industry are considering and introducing climate change (as well as broader sustainability) criteria as a factor or commercial term in decisions relating to activities including lending, insurance, investing, and purchasing. We are unable to predict what climate-change (or other sustainability) criteria or requirements may be adopted or supported by governments and private sector entities in the future, or the impacts of such initiatives on our business, financial condition, results of operations, access to and cost of capital and cash flows and stock price, which may be materially adverse. In particular, as we grow our business and increase production, it may be difficult to estimate our sustainability impact, including greenhouse gas emissions, and our actual results may materially differ from our estimates. It may also take additional time to assess and quantify the carbon footprint of our business due to our expansion. Furthermore, our

estimates regarding "scope 3" emissions, or indirect emissions that are the result of our activities across our value chain, are difficult to track and estimate, and our estimates may be materially different from actual emissions. Failure to accurately estimate such emissions could have a material adverse effect on our reputation and brand and negatively impact our relationship with our employees, customers and consumers. There is also a concern that carbon dioxide and other greenhouse gases in the atmosphere may have an adverse impact on the frequency and severity of severe weather conditions. Our business activities may be impacted by the effects of such weather conditions and any other climate change impacts in future years, although it is currently impossible to predict with accuracy the scale of such impact. These resulting impacts could have a material adverse effect on our business, results of operations, and financial condition.

We rely on information technology systems and any inadequacy, failure or interruption of, or cybersecurity incidents affecting, those systems may harm our reputation and ability to effectively operate our business.

We are highly dependent on information technology systems, including, but not limited to, cloud distributed services, networks, applications, including those we maintain with our service providers and vendors, and outsourced IT-services in connection with the operation of our business and we continue to mature our IT systems. A failure or limitation of our information technology systems to perform as we anticipate, including as an integrated system, could disrupt our business and result in transaction errors or other data integrity errors, processing inefficiencies and loss of production or sales, causing our business operation and reputation to suffer. Our information technology systems (and those of third-parties, including our suppliers) may be vulnerable to damage or interruption from circumstances beyond our control, including fire, natural disasters, systems failures, unauthorized data exfiltration, computer viruses or other malware, external and internal cybersecurity incidents, supply-chain attacks or other security incidents and external factors, such as trade wars, political tensions or armed conflicts that could make it difficult for us to access data stored in other countries. Our third-party information technology providers are also subject to these risks, which could impact our ability to access these systems and any data outside of our physical control. We may also be impacted by market consolidation in the information technology and cloud services market, as we are applying a cloud-first digital strategy in order to improve our agility, scalability and flexibility. Usage of open source software may lead to greater risks than use of third-party commercial software, as open source licensors generally do not provide warranties or controls on the origin of the software. Further, as our business grows or declines, we may be unable to efficiently adapt and expand our information technology systems to meet business needs. Any such damage, incident, interruption or inadequacy of our information technology systems could damage our reputation and credibility, result in violations of data privacy laws and regulations and have a material adverse effect on our business, operations, decision making, financial condition and results of operations.

A cybersecurity incident or other technology disruptions could negatively impact our business and our relationships with customers.

We use information technology in substantially all aspects of our business operations. We use computers, mobile devices and other devices to connect over the internet to interact with our employees, suppliers, co-manufacturers, distributors, customers and consumers. We extensively use social media platforms such as Facebook, Instagram, TikTok and X (formerly Twitter) and may use other social media platforms in the future for online collaboration, brand building and consumer interaction. We use our information technology to send and receive sales orders, invoices, production orders and other types of electronic messages to conduct our business. Such uses give rise to cybersecurity risks, including cybersecurity attacks, espionage, identity theft, system disruption, data theft, ransomware and inadvertent release of information. For example, we have noticed a significant increase in the number of cybersecurity attacks as threat actors become more well-organized and are utilizing known threats combined with new technologies such as artificial intelligence, machine learning and related tools. Geopolitical tensions and nation-backed cybercriminals are making the threat landscape complex and challenging to monitor, and any successful cyberattack could lead to reputational and financial harm to our business tools, business outage, inability to access our data, damage to our relationships with our customers and subject us to regulatory scrutiny that could lead to significant fines and penalties.

Our business involves the storage and transmission of sensitive and/or confidential information, including customers' and suppliers' information, personal information about employees, customers, and suppliers, intellectual property, and financial and strategic information about us and our business partners. Further, as we pursue new initiatives that improve our operations and cost structure, we will also be expanding and improving our information

technologies, resulting in a larger technological presence and corresponding exposure to cybersecurity risk. As we drive digitalization of our business processes and improve our technology footprint and related IT-services, our information technology systems will become increasingly more interconnected and business critical. If we fail to identify and assess cybersecurity risks associated with new initiatives, we may become increasingly vulnerable to such risks.

As we focus on an asset-light business model and depend on third parties in our supply chain, we may also be negatively impacted by any cybersecurity disruptions these third parties experience. For example, if a third-party supplier involved in our supply chain experiences a cybersecurity incident or system failure, its business and operations may be negatively impacted, which may result in a material adverse effect on our business, financial condition and results of operations.

Additionally, while we have implemented measures to prevent, detect, and respond to cybersecurity incidents, there can be no assurance that we will adhere to such measures. There also may be information technology systems in use that deviate from our global technology standards and have not been updated. Furthermore, our preventative measures and incident response efforts may not be entirely effective or sufficient to respond to a cybersecurity incident, which could result in a material adverse effect on our business, financial condition and results of operations, and could lead to violations of data privacy laws and regulations that may subject us to significant fines and harm our reputation. The theft, destruction, loss, misappropriation, or release of sensitive and/or confidential data, information or intellectual property, or interference with our information technology systems or the technology systems of third parties on which we rely, could result in, among other things, business disruption, negative publicity, brand damage, damage to reputation and credibility, violation of privacy laws and regulations, loss of customers, potential liability and competitive disadvantage, loss of revenue, loss of future business, increases in operating expenses, cybersecurity protection and remediation costs, ransomware payments, and regulatory scrutiny, sanctions, fines or penalties (which may not be covered by our insurance policies) any of which could have a material adverse effect on our business strategy, financial condition and results of operations.

To remain competitive, we believe we will need to adopt artificial intelligence and other machine learning technologies.

Use cases for artificial intelligence and machine learning in our industry and in our business are still being developed. We may be required to make significant investments in artificial intelligence to maintain our competitive position in the market including to manage expenses, market research and product development. If we are unable to both identify artificial intelligence use cases and successfully implement them, our competitive position and business model may be adversely affected. Furthermore, the technical challenges associated with developing this technology, including ensuring the availability of large volumes of high-quality data may be significant. Failure to implement artificial intelligence successfully and create the appropriate governance and oversight mechanisms may cause operational disruptions if misconfigured, or vulnerabilities that could compromise the integrity, security, or privacy of certain customer information. Such failures could result in reputational damage, legal liabilities, or loss in customer confidence.

Our customer agreements do not contain long-term commitments and do not require our customers to continue purchasing products from us and this may negatively impact our business or financial condition.

Many of our customers buy from us under purchase orders, and we generally do not have long-term agreements with or commitments from these customers for the purchase of our products. We cannot provide assurance that our customers will maintain or increase their sales volumes or orders for the products supplied by us or that we will be able to maintain or add to our existing customer base and we could be negatively affected by the volatility associated with our purchases and forecasting the needs of our larger existing customers. Decreases in our customers' sales volumes or product orders may have a material adverse effect on our business, financial condition or results of operations.

We may face difficulties as we expand our operations into countries in which we have no prior operating experience.

We intend to continue to expand our global footprint in order to enter into new markets. While we currently enter new markets in ways that allow us to maintain control over building the distribution and launching of our brand, as we continue to expand our global footprint, this may involve expanding into countries beyond those in which we currently operate and may involve expanding into less developed countries, which may have less political, social or economic stability and less developed infrastructure and legal systems. In addition, it may be difficult for us to understand and accurately predict taste preferences and purchasing habits of consumers in these new geographic markets. If we fail to accurately predict taste preferences and purchasing habits of consumers or our various facilities produce products that have a different sensory experience, we may not be able to sell all or some of our product inventory and may be required to write off excess or obsolete inventory. Further, our current go to market strategies may not be the optimal approach in certain markets due to these factors, which may require us to consider, develop and implement alternative entry and marketing strategies that we have not used before, and this could be more costly to implement or use additional resources that our other strategies do not require, which could have an adverse effect on our results of operations. It is costly to establish, develop and maintain international operations and develop and promote our brand in international markets. Additionally, as we expand into new countries, we may rely on local partners and distributors who may not fully understand our business or our vision. As we expand our business into new countries, we may encounter regulatory, legal, personnel, technological, consumer preference variations, competitive and other difficulties that increase our expenses and/or delay our ability to become profitable in such countries, which may have a material adverse effect on our business, financial condition and results of operations.

The strategic review of our Greater China business may not be successful.

We have initiated a strategic review of our Greater China business to consider a broad range of strategic options to enhance shareholder value, including a potential carve-out, changes in strategy, and significant operational adjustments. The strategic review will continue to take time and the attention of management, and may take longer than expected. As the strategic review continues, we may experience talent-attrition, leaks of confidential information, loss of confidence from key customers, suppliers or investors, all of which may have a materially negative impact on our brand, our reputation or our ability to successfully compete in China. There is no guarantee that this strategic review will be successful or will yield results that enhance shareholder value. There are no assurances that the process will result in any transaction, or strategic change, operational adjustments or it may result in the need for significant strategic change. It may also result in the need for additional capital or other expenditures and may alter our guidance, projections or estimates regarding future profitability. If the strategic review is not successful or we are unable to successfully implement the changes resulting from the review, this will likely have a negative impact on our business, financial condition and results of operations.

Our operations in China could expose us to substantial business, regulatory, political, financial and economic risks.

Our operations in China could expose us to substantial risks associated with doing business in China, such as risks associated with taxation, inflation, environmental regulations, geopolitical tensions or conflicts, foreign currency exchange rates, the labor market, property and financial regulations or public health crises. Our ability to operate in China may be adversely affected by changes in, or our failure to comply with, Chinese laws and regulations. In addition, we are exposed to risks associated with our workforce in China, including with respect to changes in employment and labor laws, which could increase our operating costs. There is also significant uncertainty about the future relationship between the United States and China with respect to trade policies, treaties, government regulations and tariffs. Furthermore, since we have a manufacturing facility located in China, we are exposed to the possibility of product supply disruption and increased costs in the event of changes in the policies of the U.S. or Chinese governments or political unrest. Any of these matters could materially and adversely affect our business, financial condition and results of operations. See Item 3.D. *"Key Information—Risk Factors—Risks Related to Regulation—Our operations are subject to U.S., EU, China and other laws and regulations, and there is no assurance that we will be in compliance with all applicable laws and regulations*".

The international nature of our business subjects us to additional global economic and geopolitical risks.

We are subject to a number of risks related to doing business internationally, any of which could significantly harm our business. These risks include:

- restrictions on the transfer of funds to and from foreign countries, including potentially negative tax consequences;
- unfavorable changes or news and rumors of potential changes in treaties, tariffs, quotas, trade barriers and policies or other export or import restrictions, including navigating the changing relationships between countries such as the United States and China, the United States and Canada, the United States and Mexico, and the United States and the EU. Each of these countries have recently imposed or have threatened retaliatory tariffs on each other, and such changing trade relationships have caused ongoing uncertainty and unpredictability, as well as impacted the volatility of different foreign exchange currencies against the United States Dollar;
- increased exposure to general international market and economic conditions such as inflation, which could lead to fluctuations in interest rates and foreign exchange rates;
- geopolitical and economic uncertainty and volatility including armed conflicts such as the U.S. and Israeli war with Iran and further escalation of the ongoing conflict in the Middle East and Red Sea, which may cause shipping disruptions, cyberattacks, supply chain and logistics disruptions, and changes to foreign exchange rates and financial markets, any of which may adversely affect our business and supply chain, or a diminished consumer confidence resulting in reduced demand or the current war between Russia and Ukraine and related sanctions which may impact commodity pricing such as fuel and energy costs;
- the potential for substantial penalties and litigation related to violations or allegations of violations by our employees or agents of a wide variety of laws, treaties and regulations, including food and beverage regulations, anti-corruption regulations (including the U.S. Foreign Corrupt Practices Act (the "FCPA") and the United Kingdom Bribery Act) and privacy laws and regulations (including the EU's General Data Protection Regulation);
- significant differences in regulations across international markets and the regulatory impacts on a globally integrated supply chain;
- the difficulty and costs of designing and implementing an effective control environment across diverse regions and employee bases;
- the difficulty and costs of maintaining effective data security;
- global pricing pressures; and
- unfavorable and/or changing foreign tax treaties and policies.

In addition, our financial performance on a U.S. dollar denominated basis is subject to fluctuations in currency exchange rates, as our principal exposure is to the Renminbi, Swedish Krona, Euro and Pound Sterling. See Note 3 *"Financial risk management*" to our consolidated financial statements included elsewhere in this Annual Report.

If we fail to comply with trade compliance and economic sanctions laws and regulations of the United States, the EU and other applicable international jurisdictions, it could materially adversely affect our reputation and results of operations.

Our business must be conducted in compliance with applicable economic and trade sanctions laws and regulations, such as EU sanctions (as implemented by EU Member States, including Sweden), and those administered and enforced by the U.S. Department of Treasury's Office of Foreign Assets Control, the U.S. Department of State, the U.S. Department of Commerce, the United Nations Security Council and other relevant sanctions authorities. Our global operations expose us to the risk of violating, or being accused of violating, economic and trade sanctions laws and regulations. A failure to comply with these laws and regulations may expose us to reputational harm as well as significant penalties, including criminal fines, imprisonment, civil fines, disgorgement of profits, injunctions and debarment from government contracts, as well as other remedial measures. Failure to comply with sanctions may also

result in a breach of our covenants under financing agreements. Investigations of alleged violations can be expensive and disruptive. Despite our compliance efforts and activities, we cannot assure compliance by our employees or representatives for which we may be held responsible, and any such violation could materially adversely affect our reputation, business, financial condition and results of operations.

Some of our debt agreements contain a floating interest rate component and as a result, an increase in market interest rates will increase our future interest payments under such agreements.

Our current and future net interest may deteriorate due to adverse changes in interest rates. The market interest rate may be subject to significant fluctuations. The degree to which such interest rates may vary is uncertain and presents a risk to our financial position. The Nordic Bonds and the SSRCF have a floating interest rate based on 3m STIBOR (or equivalent reference rate for loans under the SSRCF denominated in other currencies). Accordingly, an increase in STIBOR (or other relevant reference rate) would increase our future interest payments, adversely affecting our financial position. Such increase would lead to a decrease in our cash flow for other purposes such as investments, acquisitions and other business purposes and put pressure on our liquidity, which may affect our financial position and ability to meet our payment obligations under our indebtedness.

To manage interest rate exposure, we may enter into interest derivative contracts. However, it is possible that any such future hedging arrangements will not render us sufficient protection against adverse effects of interest rate fluctuations. Moreover, the success of any hedging activity is highly dependent on the accuracy of our assumptions and forecasts. All erroneous estimations that affect such assumptions and forecasts could have a negative effect on our operations, financial position, earnings and results.

Our international operations expose us to the risk of fluctuations in currency exchange rates.

Since we operate in various countries, a large portion of our expenses and a portion of our sales are in currencies other than SEK, primarily USD and EUR but further including GBP and CNY. Our costs and the corresponding sales may be denominated in different currencies, and our results of operations may consequently be impacted by currency exchange rate fluctuations. We present our financial statements in USD. As a result, we translate the assets, liabilities, revenue and expenses of all of our operations with functional currencies other than USD into USD at then-applicable exchange rates. Consequently, increases or decreases in the value of the USD currency may affect the value of these items with respect to our non-USD businesses in our consolidated financial statements, even if their values have not changed in their original currency. These translations could significantly affect the comparability of our results between financial periods or result in significant changes to the carrying value of our assets, liabilities and equity. Our policy is not to hedge the translation exposure related to net foreign assets to reduce translation risk in the consolidated financial statements.

Our future currency hedging arrangements or the direction of a future currency hedging policy is uncertain and to the extent currency exposure is not covered by hedging or any hedging is insufficient to cover future fluctuations in currency, we may be subject to considerable losses which may have a significant impact on our profitability.

We maintain cash and cash equivalents at financial institutions, often in amounts exceeding insured limits, and the failure of one or more of these institutions could result in a loss of deposits and adversely affect our liquidity or ability to raise capital.

The Company maintains the majority of its cash and cash equivalents in accounts with major U.S., European and Nordic financial institutions, and our deposits at certain of these institutions exceed insured limits. Market conditions can impact the viability of these institutions. In the event of failure of any of the financial institutions where we maintain our cash and cash equivalents, there can be no assurance that we would be able to access uninsured funds in a timely manner or at all. In addition, weakness and volatility in capital markets caused by any bank failures in the future, which could adversely affect our ability to access capital on favorable terms in the future, or at all. Any inability to access funds we have deposited at financial institutions or any inability to raise capital when we require it could adversely affect our business, financial position and results of operations and our ability to meet our payment obligations under our indebtedness.

Packaging costs are volatile and may rise significantly, which may negatively impact the profitability of our business.

In addition to purchasing oats, we, and our co-manufacturers, purchase and use significant quantities of cardboard, paper and other recycled materials to package our products. Costs of packaging, particularly sustainable packaging materials, are volatile and can fluctuate due to conditions that are difficult to predict, including global competition for resources, weather conditions, shifting regulatory requirements, inflationary pressure, interest rate fluctuations, consumer demand and changes in governmental trade and agricultural programs. Moreover, we may not be able to implement price increases for our products to cover any increased costs from our own purchases, and those passed through to us by or reflected in price increases of our co-manufacturers, and any price increases we do implement may result in lower sales volumes. If we are not successful in managing our packaging costs or the higher costs of sustainable materials, if we are unable to increase our prices to cover increased costs or if such price increases reduce our sales volumes, then such increases in costs will adversely affect our business, financial condition and results of operations.

Fluctuations in our results of operations may impact, and may have a disproportionate effect on, our overall financial condition and results of operations.

To date, we have not experienced any pronounced seasonality, but such fluctuations may have been masked by our historical growth and macroeconomic trends, including higher inflation. Further, we expect to see additional seasonality effects as our company continues to grow. Seasonal or other fluctuations may have a disproportionate effect on our results of operations. We occasionally offer sales discounts and promotions through various programs to customers and consumers, which may result in reduced margins. These programs include rebates, temporary on-shelf price reductions, retailer advertisements, product coupons and other trade activities. In addition, as we continue to grow, we expect to see additional seasonality effects, especially within our food retail channel, with revenue contribution from this channel tending to be linked to calendar events such as the Lunar New Year in China and other Asian markets in which we currently, or in the future may, operate. We anticipate that, at times, these promotional activities may also cause seasonal fluctuations that can adversely impact our business, financial condition and results of operations.

Litigation or legal proceedings could expose us to significant liabilities or costs and have a negative impact on our reputation or business.

From time to time, we may be subject to various claims and litigation proceedings. We evaluate these claims and litigation proceedings to assess the likelihood of unfavorable outcomes and to estimate, if possible, the amount of potential losses. Based on these assessments and estimates, we may establish reserves, as appropriate. These assessments and estimates are based on the information available to management at the time and involve a significant amount of management judgment. Actual outcomes or losses may differ materially from our assessments and estimates.

For example, we are and have been subject to various trademark lawsuits in the ordinary course of our business. Additionally, we recognize the growing focus among litigants targeting the food and beverage industry for allegedly deceptive labeling or advertising practices. Even when not merited, the defense of these lawsuits may divert our management's attention, and we may incur significant expenses in defending these lawsuits. The results of litigation and other legal proceedings are inherently uncertain, and adverse judgments or settlements in some of these legal disputes may result in adverse monetary damages, penalties or injunctive relief against us, which could have a material adverse effect on our business, financial condition, results of operations or stock price. Any claims or litigation, even if fully indemnified or insured, could damage our reputation and potentially prevent us from selling or manufacturing our products, which would make it more difficult to compete effectively or to obtain adequate insurance in the future.

Furthermore, while we maintain insurance for certain potential liabilities, such insurance does not cover all types and amounts of potential liabilities and is subject to various exclusions as well as caps on amounts recoverable. Even if we believe a claim is covered by insurance, insurers may dispute our entitlement to recovery for a variety of potential reasons, which may affect the timing and, if the insurers prevail, the amount of our recovery.

Our estimates of market opportunity and forecasts of market growth may prove to be inaccurate, and even if the market in which we compete achieves the forecasted growth, our business could fail to grow at similar rates, if at all.

Market opportunity estimates and growth forecasts are subject to significant uncertainty and are based on third-party and our management's assumptions and estimates that may not prove to be accurate. For example, several of the reports rely on or employ projections of consumer adoption and incorporate data from secondary sources such as company websites as well as industry, trade and government publications. While our estimates of market size and expected growth of our market were made in good faith and are based on assumptions and estimates we believe to be reasonable, these estimates may not prove to be accurate given the constantly changing macro economy. Even if the market in which we compete meets the size estimates and growth forecast in this Annual Report, our business could fail to grow at the rate we anticipate, if at all. Furthermore, as we develop and expand in new countries or markets, it may become more difficult to accurately forecast the demand for our products. This may result in difficulties in managing our inventory levels, particularly with our asset-light model.

Failure to retain our senior management or to attract, train and retain qualified employees may adversely affect our operations or our ability to grow successfully.

Our success is substantially dependent on the continued service of certain members of our senior management. These executives are responsible for determining the strategic direction of our business and for executing our growth strategy and are integral to our brand, culture and the reputation we enjoy with suppliers, co-manufacturers, distributors, customers and consumers. The loss of the services of any of these executives and key management personnel could have a material adverse effect on our business and prospects, as we may not be able to find suitable individuals to replace them on a timely basis, if at all. In addition, any such departures could be viewed in a negative light by investors and analysts, which may cause the price of our ADSs to decline. We do not currently carry key-person life insurance for our senior executives.

Our success also depends upon our ability to attract, train and retain a sufficient number of employees who understand and appreciate our culture and can represent our brand effectively and establish credibility with our business partners and consumers. If we are unable to hire and retain qualified employees capable of meeting our business needs and expectations, our business and brand image may be impaired. Any failure to meet our staffing needs or any material increase in turnover rates of our employees may adversely affect our business, financial condition and results of operations.

If we cannot maintain our company culture or focus on our mission as we grow, our success and our business and competitive position may be harmed.

We believe our culture and our mission have been key contributors to our success to date. Any failure to preserve our culture or focus on our mission could negatively affect our ability to retain and recruit personnel, which is critical to our growth, and to effectively focus on and pursue our corporate objectives. As we grow, and particularly as we continue to develop the infrastructure of a public company, we may find it difficult to maintain these important values. If we fail to maintain our company culture or focus on our purpose, our business and competitive position when attracting employees may be harmed.

Our insurance may not provide adequate levels of coverage against claims or we may be unable to find insurance with sufficient coverage at a reasonable cost.

We believe that we maintain insurance customary for businesses of our size and type. However, there are types of losses we may incur that cannot be insured against or that we believe are not economically reasonable to insure. Moreover, if we do not make policy payments on a timely basis, we could lose our insurance coverage, or if a loss is incurred that exceeds policy limits, our insurance provider could refuse to cover our claims, which could result in increased costs. If we are unable to make claims on our insurance, then we may be liable for any such claims, which could cause us to incur significant liabilities. Although we believe that we have adequate coverage, if we lose our insurance coverage and are unable to find similar coverage elsewhere or if rates continue to increase, it may have an adverse impact on our business, financial condition and results of operations.

Disruptions in the worldwide economy may adversely affect our business, financial condition and results of operations.

Adverse and uncertain economic conditions may increase prices for our raw materials and affect distributor, retailer, foodservice and consumer demand for our products. In addition, our ability to maintain commercial relationships with our suppliers, co-manufacturers, distributors, retailers, foodservice consumers and creditors may suffer. Consumers may shift purchases to lower-priced or other perceived value offerings during economic downturns. For example, inflationary pressures also increase the cost of living, which decreases consumers' disposable income and could impact consumers' discretionary spending habits or willingness to purchase our products, which could reduce consumer demand for the products that we offer and negatively impact our revenues and operating cash flows. In particular, consumers may reduce the amount of plant-based food products that they purchase where there are conventional animal-based offerings, which generally have lower retail prices. In addition, consumers may choose to purchase private label products rather than branded products because they are generally less expensive. Distributors and retailers may become more conservative in response to these conditions and seek to reduce their inventories. New policies or marketing against plant-based products may also negatively impact demand for our products. Our results of operations depend upon, among other things, our ability to maintain and increase sales volume with our existing distributors, retailers and foodservice customers, our ability to mitigate volatility by efficiently forecasting the needs of those existing customers, our ability to attract new customers and consumers, the financial condition of our customers and consumers and our ability to provide products that appeal to consumers at the right price. Prolonged unfavorable economic conditions including economic depression or high inflationary pressure may have an adverse effect on our business, financial condition and results of operations.

Our business is affected by macroeconomic conditions, including rising inflation, interest rates and supply chain constraints.

Various macroeconomic factors have in the past, and could in the future, adversely affect our business and the results of our operations and financial condition, including changes in inflation, interest rates and overall economic conditions and uncertainties such as those resulting from the current and future conditions in the global financial markets. For instance, inflation has increased our overall cost structure and has the potential to adversely affect our liquidity, business, financial condition, and results of operations by increasing our overall cost structure, particularly if we are unable to achieve commensurate increases in the prices we charge our customers. The existence of inflation in the economy has resulted in, and may continue to result in, higher interest rates and capital costs, shipping costs, supply shortages, increased costs of labor, weakening exchange rates, and other similar effects. As a result of inflationary pressures, we have experienced and may continue to experience, higher commodity and supply chain costs, including transportation, packaging, manufacturing, and ingredient costs, as well as higher electricity costs. Although we have in the past, and may in the future, take measures to mitigate the impact of this inflation, if these measures are not effective, our business, financial condition, results of operations, and liquidity could be materially adversely affected. Even if such measures are effective, there could be a difference between the timing of when these beneficial actions impact our results of operations and when the cost of inflation is incurred.

In the event of financial turmoil affecting the banking system and financial markets, or in the event of additional consolidation of the financial services industry or significant failure of financial services institutions, there could be a tightening of the credit markets, decreased liquidity and extreme volatility in fixed income, credit, currency, and equity markets. In addition, a recession in Western or global markets could have a significant impact on our business, including potential restructurings, bankruptcies, liquidations and other unfavorable events for our customers, suppliers, logistics providers, other service providers and the financial institutions that are counterparties to our credit facilities and other derivative transactions. If third parties on which we rely for equipment and services, including but not limited to suppliers and logistics providers, are unable to overcome financial difficulties resulting from a deterioration of global economic conditions or if the counterparties to our credit facilities or derivative transactions do not perform their obligations as intended, our business, results of operations, financial condition and cash flows could be materially adversely affected.

In particular, economic and political factors may adversely affect customer confidence, disposable income and spending, as well as other factors affecting customer climate, including temporary or permanent changes in customer habits.

Further, global conflicts could increase costs and limit availability of fuel and energy we are dependent upon to conduct our business operations. For example, the uncertainty of future relations between the United States, Ukraine and Russia, has resulted in many broader economic impacts such as sanctions and bans against Russia and Russian products imported into certain countries in Europe and the United States. Such sanctions and bans have impacted and may continue to impact commodity pricing such as fuel and energy costs, making it more expensive for us and our partners to deliver products to our customers. Further sanctions, bans or other economic actions in response to the ongoing war in Ukraine or in response to any other global conflict could result in an increase in costs, further disruptions to our supply chain, and a lack of consumer confidence resulting in reduced demand.

Moreover, changes to international trade policies, treaties and tariffs, or the perception that these changes could occur, could adversely impact the financial and economic conditions of some or all of the jurisdictions in which we operate. Any trade tensions or trade wars, for example, between the United States and China, the United States and Canada, the United States and Mexico, the United States and the EU, or news and rumors of potential retaliatory tariffs, could have an adverse impact on our business, financial condition and results of operations. Additionally, the impact of such geopolitical tensions and the negative impact of relationships between governments in countries where we currently operate or conduct business and the United States and further escalation of geopolitical tensions or disruptions to international shipping resulting from the conflict in the Red Sea could result in, among other things, broader impacts that expand into other markets, cyberattacks, supply chain and logistics disruptions, and changes to foreign exchange rates and financial markets, any of which may adversely affect the Company's business and supply chain.

We are subject to risks inherent to organizations with international operations, which could harm our business.

We consist of 38 legal entities incorporated in 19 different jurisdictions, including the Nordics, and whereas the majority of our revenues originate from subsidiaries in the United States, the United Kingdom, Germany, China and Sweden, our operations are subject to risks inherent in international business operations, including, but not limited to, general economic conditions in each country in which we operate, overlapping differing tax structures, problems related to management of an organization spread over various countries, unexpected changes in regulatory requirements, compliance with a variety of local laws and regulations, and longer accounts receivable payment cycles in certain countries as well as the generally prevailing global economic climate, including factors such as, *inter alia*, inflation, levels of employment, real disposable income, salaries, wage rates (including any increase as a result of payroll cost inflation or governmental action to increase minimum wages or contributions to pension provisions), and interest rates. If any of these risks or factors materializes, our business, results of operations, financial condition and cash flows could be materially adversely affected.

Risks Related to Regulation

Legal claims, government investigations or other regulatory enforcement actions could subject us to civil and criminal penalties.

We operate in a highly regulated environment with constantly evolving legal and regulatory frameworks and an unpredictable enforcement environment. Consequently, we are subject to heightened risk of legal claims, government investigations or other regulatory enforcement actions. There can be no assurance that our employees, temporary workers, contractors or agents will not violate our policies and procedures which are designed to ensure compliance with existing laws and regulations. Moreover, any failure to maintain effective control processes could lead to violations, unintentional or otherwise, of laws and regulations. Legal claims, government investigations or regulatory enforcement actions arising out of our failure or alleged failure to comply with applicable laws and regulations could subject us to civil and criminal penalties that could materially and adversely affect our product sales, reputation, business, financial condition and results of operations. Even if our defense against such claims is successful, our reputation could suffer as a result of any such claim or investigation. In addition, the costs and other effects of defending potential and pending litigation and administrative actions against us may be difficult to determine and could adversely affect our business, financial condition and results of operations.

Our operations are subject to U.S., EU, China and other laws and regulations, and there is no assurance that we will be in compliance with all applicable laws and regulations.

Our operations are subject to extensive local, national and regional laws and regulations, covering requirements related to food safety, quality, manufacturing, the environment, trade compliance, processing, packaging, storage, marketing, advertising, labeling and distribution, as well as those related to worker health and workplace safety. Our activities are subject to extensive regulation in the United States, the EU and China, as well as in all other markets in which we operate and place products on the market. In general, oatmilk, as well as other plant-based alternatives, is a relatively new type of food that lacks well-established regulations comparable to other types of food. As a result, it is difficult for us to predict what types of laws and regulations may come into effect that may impact our products, production, operations and business.

In the United States, we are subject to the requirements of the Federal Food, Drug, and Cosmetic Act and regulations promulgated thereunder by the FDA. This comprehensive regulatory program governs, among other things, the manufacturing, composition and ingredients, packaging, testing, labeling, marketing, promotion, advertising, storage, distribution and safety of food. In the EU, our operations are also subject to a number of EU and national (member state) regulations, including Regulation (EC) No 178/2002 laying down the general principles and requirements of food law, establishing the EFSA and laying down procedures in matters of food safety. This regulation sets forth essential requirements such as food safety requirements and traceability requirements, a food operator's responsibilities and general principles that must be complied with, such as risk analysis and precautionary and transparency principles. In parallel, food products must also comply with numerous other EU regulations such as Regulation (EU) No 1169/2011 on the provision of food information to consumers, including food labeling requirements, Regulation (EU) No 1924/2006 on nutrition and health claims and Regulation (EC) 1333/2008 on the rules on food additives (including conditions of use, labeling and procedures). In China, we are subject to the requirements of the China Food Safety Law and its implementing regulations. This law sets forth comprehensive statutory requirements governing the production, circulation, recall and import/export of food products in China. In addition, product information on our pre-packaged products must comply with the national standards on pre-packaged food labeling (GB 7718-2011) and pre-packaged food nutrition labeling (GB 28050-2011). Oatly oatmilks are also subject to the oatmilk category standard QBT 4221.

Food production is also highly regulated by food safety laws and regulations. In the United States, the FDA requires that facilities that manufacture food products comply with a range of requirements, including hazard analysis and preventative controls regulations, current good manufacturing practices ("CGMPs") and supplier verification requirements. Our processing facilities, including those of our co-manufacturers, are subject to periodic inspection by federal, state and local authorities. Similar requirements are set forth in the EU and China food safety legislation.

Although we maintain consistent contact with our co-manufacturers and review and rely upon their operations, we do not control their manufacturing processes nor their compliance with CGMPs in the manufacturing of our products. If we or our co-manufacturers cannot successfully manufacture products that conform to our specifications and the strict regulatory requirements, we or they may be subject to adverse inspection findings or enforcement actions, which could materially impact our ability to market our products, could result in our co-manufacturers' inability to continue manufacturing for us or could result in a recall of our distributed product. In addition, we rely upon our co-manufacturers to maintain adequate quality control, quality assurance and qualified personnel. If the FDA, or another comparable regulatory authority, determines that we or these co-manufacturers have not complied with the applicable regulatory requirements, our business, financial condition or results of operations may be materially impacted.

In the EU, we are subject to the authority of national enforcement authorities (e.g., Food Safety Authority of Ireland, Livsmedelsverket in Sweden and the Federal Office of Consumer Protection and Food Safety in Germany), environmental national agencies and consumer protection authorities. We are also regulated by similar authorities in China, including China Inspection and Quarantine, and other regulatory bodies elsewhere in the world.

We seek to comply with applicable regulations through a combination of employing experienced and expert personnel to ensure safety, health, environmental and quality assurance compliance and contracting with third-party laboratories that conduct analyses of products to ensure compliance with nutrition labeling requirements and to identify any potential contaminants before distribution. Failure by us or our co-manufacturers to comply with applicable laws and regulations or maintain permits, licenses or registrations relating to our or our co- manufacturers'

operations could subject us to civil remedies or penalties, including fines, injunctions, recalls or seizures, warning letters, restrictions on the marketing or manufacturing of products, or refusals to permit the import or export of products, as well as potential criminal sanctions, which could lead to increased operating costs resulting in a material effect on our business, financial condition and results of operations. See Item 4.B. *"Information on the Company—Business Overview—Government Regulation*".

For example, due to our current production capabilities and our asset-light business model, we export many of our products from our European and American production facilities or those of our co-manufacturers to the other markets where we operate, such as the United Kingdom and China. We face the risk that our products may face unexpected difficulties being exported out of the countries of production or being imported into the countries of sale, as either could result in delays in our customers receiving our products on a timely basis or at all, which could have a material adverse effect on our relationships with our customers and our global reputation. If our products were to be prevented from being exported or imported, this could adversely affect our business, financial condition and results of operations.

We are also subject to extensive regulations internationally where we manufacture, distribute, promote and/or sell our products. Our products are subject to numerous food safety and other laws and regulations relating to sourcing, manufacturing, storing, labeling, marketing, advertising and distribution. If regulatory authorities in the jurisdictions in which we manufacture, distribute, promote and/or sell our products determine that the labeling, promotion, advertising and/or composition of any of our products is not in compliance with applicable laws or regulations, or if we or our co-manufacturers otherwise fail to comply with such applicable laws and regulations, we could be subject to civil remedies or penalties, such as fines, injunctions, recalls or seizures, warning letters, restrictions on the marketing or manufacturing, or refusals to permit the import or export of products, as well as potential criminal sanctions. In the EU, applicable sanctions and penalties, which may include criminal sanctions, are set forth in EU member state laws and enforcement measures are determined by national competent authorities, thus adding more complexity from a compliance perspective. In addition, enforcement of existing laws and regulations, changes in legal requirements and/or evolving interpretations of existing regulatory requirements may result in increased compliance costs and create other obligations, financial or otherwise, that could adversely affect our business, financial condition and results of operations.

In addition, with our expanding international operations, we could be adversely affected by violations of the FCPA, the United Kingdom Bribery Act and similar worldwide anti-bribery laws, which generally prohibit companies and their intermediaries from making improper payments to non-U.S. officials or other third parties for the purpose of obtaining or retaining business. Our internal control policies and procedures may not protect us from non-compliance or reckless or criminal acts committed by our employees or agents. Violations of these laws, or allegations of such violations, could disrupt our business and result in a material adverse effect on our business, financial condition and results of operations.

Changes in existing laws or regulations, or the adoption of new laws or regulations may increase our costs and otherwise adversely affect our business, financial condition and results of operations.

The manufacture and marketing of food products is highly regulated. We and our suppliers and co-manufacturers are subject to a variety of laws and regulations internationally, which apply to many aspects of our business, including the sourcing of raw materials, manufacturing, packaging, labeling, distribution, advertising, sale, quality and safety of our products, as well as the health and safety of our employees and the protection of the environment.

In the United States, we are subject to regulation by various government agencies, including the FDA, the Federal Trade Commission (the "FTC"), the Occupational Safety and Health Administration ("OSHA") and the Environmental Protection Agency (the "EPA"), as well as various state and local agencies. Outside the United States, we are subject to direct and indirect regulation by various international regulatory bodies, including the European Commission (the "EC"), EFSA, and the United Kingdom's Food Standards Agency, Health and Safety Executive, Environment Agency, Environmental Health Officers and Trading Standards Officers and equivalent national competent authorities in EU member states. Following the end of the transition period on December 31, 2020, due to the United Kingdom's withdrawal from the EU, Great Britain's food and feed safety policy is no longer regulated by EU law or subject to supervision by EFSA and the EC. This is not the case for Northern Ireland due to the Windsor Framework Agreement between the United Kingdom and the EU. For example, the FDA and the U.S. Department of

Agriculture (the "USDA"), other state regulators in the U.S. and/or other similar international regulatory authorities, or private litigants could take action to further impact our ability to use or refer to the term "milk" or dairy terms to describe our products. In the U.S., Title 21 of the Code of Federal Regulation Part 131 provides specific requirements for dairy products, including use of terms related to "milk" and "milk products". Additionally, as noted above, the UK Supreme Court recently upheld limitations on the use of dairy-related terms for non-cow's milk-based products.

In addition, a food may be deemed misbranded if its labeling is interpreted as false or misleading in any particular way, and regulators, including the FDA, and other state or international regulators, could interpret the use of dairy terms to describe our plant-based products as false or misleading or likely to create an erroneous impression regarding their composition. Should regulatory authorities take action with respect to the use of the term "milk" or similar terms, such that we are unable to use those terms with respect to our plant-based products, we could be subject to enforcement actions or could be required to recall our products marketed using these terms. Thus, we may be required to modify our marketing strategy, and our business, financial condition and results of operations could be adversely affected. For example, in February 2023, the FDA released draft guidance recommending that plant-based milk alternatives, including oatmilk, that include "milk" in its name (e.g., "oatmilk") and that has a nutrient composition that is different than milk include a voluntary nutrient statement that conveys how it is nutritionally different. Additionally, the FDA continues to issue draft guidance on the labeling of plant-based foods, including, for example, a January 2025 draft guidance that provides naming recommendations for various plant-based products, such as dairy alternative other than milk. If guidance documents such as these are ultimately finalized as proposed, it could require modifications to our labeling and marketing strategy. Changes in the product labeling could have a material adverse impact on our business, financial condition and results of operations.

Such regulatory authorities could also object to any claims we may make about the potential health benefits or nutritional content associated with our products. In the EU, nutritional or health claims related to food are specifically regulated by Regulation (EU) No 1924/2006, the objective of which is to ensure that any claim made on a food's labeling, presentation or advertising in the EU is clear, accurate and based on scientific evidence. Only health and nutrition claims that have been authorized by the EC (i.e., which are based on scientific evidence, evaluated by EFSA and can be easily understood by consumers), as listed in Regulation (EU) No 432/2012 and Regulation (EC) No 1924/2006 as amended respectively can be used.

In addition, an EFSA working group has been working on a scientific opinion to set a tolerable upper intake level for total/added/free dietary sugars on the basis of which national authorities may establish recommendations on the consumption of dietary sugars and plan food-based dietary guidelines. A public consultation on the draft scientific opinion took place mid-2021. EFSA published its Scientific Opinion on Tolerable upper intake level for dietary sugars in February 2022. This was a comprehensive safety assessment of sugars in the diet and their potential links to health problems. EFSA concluded that it was not possible to set a tolerable upper intake level for dietary sugars from all sources, but recommended that, based on available data and related uncertainties, the intake of added and free sugars should be as low as possible in the context of a nutritionally adequate diet. One important conclusion is that the sugars in dairy alternatives have been placed within "Core foods" alongside fresh fruits and vegetables, cereals and dairy. EFSA refers to these food groups as having an overall good nutrient profile and being important for a nutritionally adequate diet. This opinion can assist EU member states in setting national goals/recommendations. Any further such changes in the product labeling could have a material adverse impact on our business, financial condition and results of operations.

We are subject to certain standards, such as the Global Food Safety Initiative standards, and review by voluntary organizations, such as the Council of Better Business Bureaus' National Advertising Division. We could incur costs, including fines, penalties and third-party claims, because of any actual or alleged violations of or liabilities under such standards, including any competitor or consumer challenges relating to alleged non-compliance with such standards. For example, in connection with the marketing and advertisement of our products, we could be the target of claims relating to false or deceptive advertising, including under the auspices of the FTC and the consumer protection statutes of some states in the United States.

The Farm to Fork Strategy ("F2F") is a high-profile project of the EC since the Commission places it at the heart of the Green Deal with the aim of "making the European food system sustainable and a global standard". The proposal for a legislative framework for sustainable food systems ("FSFS") is one of the flagship initiatives of the F2F and was expected to be adopted by the EC in the second half of 2023. Four policies are currently being assessed by the EC

including setting up a new comprehensive framework legislation, the objective of which is to define a common basis to integrate sustainability into all food policies, which would mean a combination of minimum requirements for sustainable food products and incentives for food systems' actors to go beyond them. In February 2025, the EU Commission published their "Vision for Agriculture and Food 2025–2029", a recalibration of F2F Strategy, aimed at creating a sustainable, resilient and fair agri-food system by focusing on sustainability, competitiveness, and farmer support. This publication is composed of several priority areas with simplification of EU rules, research, innovation, and digitalization as cross-cutting drivers.

In 2022, the EC launched a public consultation aimed to gather opinions and evidence from the public and all relevant stakeholders on the key issues the FSFS aims to address. This public consultation was part of a broader consultation strategy of the EC and is being followed and complemented by a series of targeted consultation activities and stakeholders workshops. If adopted, the framework legislation will provide the basis for new legislation on sustainability and health, as well as a revision of existing food legislation and we will have to further assess the legislation to assess its impact on our business.

The outcome of the F2F and the FSFS strategy may impact our business if our products would not count as sustainable due to unclear definitions under-pinning misinformed discussions on ultra-processed foods.

The regulatory environment in which we operate could change significantly and adversely in the future and such environment could change rapidly. Since plant-based, processed foods are still a relatively new food category, our business is subject to significant and ongoing debates and discussions regarding the nutritional value of plant-based alternatives as compared to dairy products, dietary recommendations and the treatment of fortifications and additives, all of which significantly influence the regulatory environment in which we operate and add further costs and complexity to our operations. Rapid changes in regulations or short windows in which to comply with such changes may be particularly difficult and/or costly, especially with products already in production or on the market and may adversely impact our results of operations and financial condition. Further, any change in manufacturing, labeling or packaging requirements for our products may lead to an increase in costs, restrictive policy measures, taxes, limitations on distribution, interruptions in production or affect public perception of our products, any of which could adversely affect our operations and financial condition. For instance, any changes related to EU or national (member states) dietary guidelines, which are guiding decision makers and the public on healthy eating, may impact our business. Should plant-based products be categorized and treated as unhealthy and/or ultra-processed products instead of "nutritional, plant-based alternatives to dairy" by the EC, EFSA, EU member states authorities and/or other similar international regulatory authorities, our business, financial condition and results of operations could be impacted. Labeling and packaging are also under scrutiny by the EC within the context of the F2F for a fair, healthy and environmentally friendly food system. Legislative and non-legislative measures (i.e., initiatives) related to reformulation and introduction of maximum levels of certain nutrients, introducing mandatory front-of-pack nutrition labeling and, setting of nutrient profiles with the aim of being able to restrict promotion of food high in salt, sugars and/or fat are expected in the coming years and some of them already entered into force (e.g., the EU Code of Conduct on Responsible Food Business and Marketing Practices in July 2021), and may impact our business. For instance, an EFSA scientific opinion advising on the development of harmonized mandatory front-of-pack nutrition labeling and the setting of nutrient profiles for restricting nutrition and health claims on foods was adopted on March 24, 2022. The EFSA notably concluded that dietary intakes of saturated fatty acids, sodium and added/free sugars are above, and intakes of dietary fiber and potassium below, current dietary recommendations in a majority of the European populations. As excess intakes of saturated fatty acids, sodium and added/free sugars and inadequate intakes of dietary fiber and potassium are associated with adverse health effects, they could be included in nutrient profiling models. On the other hand, the EFSA highlighted that dietary fiber and potassium intakes are too low in most of the European adult population and may need to be increased to contribute to improve health. However, only the EC is responsible for proposing a nutrient profiling model to be used by the producers. It remains to be seen how the legislative framework will evolve in that respect.

In January 2026, the USDA published its 2025-2030 Dietary Guidelines for Americans, which recommend the consumption of "full-fat dairy," without mention of plant-based alternatives. Further, the September 2025 Make America Healthy Again Strategy Report published by the Trump Administration lays out plans to lift restrictions on whole milk in U.S. schools, and to remove barriers for small dairy operations to process and sell milk products locally. These developments may negatively impact public perception of our products and/or shape future regulations applicable to plant-based milks. Additionally, in December 2024, the FDA finalized updated criteria for when foods

may be labeled with the nutrient content claim "healthy" on their packaging, which require that products labeled as "healthy" contain a certain amount of food from at least one of the food groups or subgroups recommended by the Dietary Guideline for Americans, and also adhere to specific limits for certain nutrients, such as saturated fat, sodium and added sugars. Moreover, the new leadership at the United States Department of Health and Human Services and the FDA may continue to have an impact on the previous administration's food regulatory initiatives and it remains to be seen what new initiatives may emerge under this new administration. Some states in the United States also continue to strengthen regulatory oversight of food and beverages sold and distributed in their jurisdictions. For example, several states in the United States have enacted, or introduced legislation, to ban or otherwise restrict certain food ingredients, color additives, and packaging materials to address health and safety concerns. Lastly, several states in the United States have enacted, or introduced legislation to enact, Extended Producer Responsibility Laws for food packaging, which aim to shift the responsibility for the collection, recycling, and end-of-life management of packaging products to the companies that sell those products. As a result, new or revised government laws and regulations, or policies, could result in additional compliance costs and, in the event of non-compliance, civil remedies, including fines, injunctions, withdrawals, recalls or seizures and confiscations, as well as potential criminal sanctions, any of which may adversely affect our business, financial condition and results of operations.

We are subject to stringent environmental regulation and potentially subject to environmental litigation, proceedings and investigations.

Our business operations and ownership and past and present operation of real property are subject to stringent federal, state and local environmental laws and regulations pertaining to the discharge of materials into the environment and impact on natural resources. For example, we are required to maintain wastewater management systems at our production facilities, and should we want to expand any of our current production facilities, we would be required to obtain regulatory approval in order to expand such systems at any particular site. There can be no assurance that we will obtain any such regulatory approvals. While we undertake precautions to ensure that we comply with applicable environmental health safety laws and regulations, there can be no assurance that we will not inadvertently release any cleaning chemicals, cooling agents or other types of materials which could violate applicable laws or regulations. Violation of these laws and regulations could lead to substantial liabilities, fines and penalties or to capital expenditures related to pollution control equipment that could have a material adverse effect on our business. In the future, we could also experience significant opposition from third parties with respect to our business, including non-governmental organizations, neighborhood groups or municipalities. Additionally, new matters or sites may be identified in the future that will require additional environmental investigation, assessment or expenditures, which could cause additional capital expenditures. Future discovery of contamination of property underlying or in the vicinity of our present properties or facilities and/or waste disposal sites could require us to incur additional expenses, delays to our business and to our proposed construction. The occurrence of any of these events, the implementation of new laws and regulations, or stricter interpretation of existing laws or regulations, could adversely affect our business, financial condition and results of operations, or brand and reputation.

Risks Related to Our Intellectual Property

We may not be able to protect, enforce or defend our intellectual property and other proprietary rights adequately, which may impact our commercial success.

Our commercial success depends in part on our ability to protect our intellectual property and proprietary rights. We rely on a combination of trademark, patent, trade secret and copyright laws, as well as confidentiality and other contractual restrictions to establish and protect our proprietary technology and other intellectual property rights. These laws are subject to change and certain agreements may not be fully enforceable, which could restrict our ability to protect our intellectual property rights. In addition, these legal means may afford only limited protection and may not prevent others from independently developing products, processes or other technologies similar to, or duplicative of, ours, or permit us to gain or keep any competitive advantage. Despite our efforts to protect our products, processes and other technologies, such efforts may not adequately protect us and unauthorized parties may attempt to copy aspects of our products, processes and other technologies, or obtain and use our trade secrets and other confidential information. Additionally, due to the highly competitive space in which we operate, competitors may file patent applications that, if granted, could hinder our ability to enter into new product categories and develop new products.

We rely on patents to protect our products, processes and other technologies and expect to continue to apply for additional patent protection for the proprietary aspects of our current and future products, processes and other technologies. We cannot offer any assurances about which, if any, patents will be issued from any of our patent applications, the breadth of any granted patents, or whether any granted patents will be found invalid or unenforceable or will be challenged by third parties. Any successful proceeding challenging the validity, enforceability or scope of our patents or any other future patents owned by or, if applicable, licensed to us could deprive us of rights necessary for the successful commercialization of products that we may develop and may require us to re-engineer or cease making, marketing or selling our affected products. In addition, our granted patents and patent applications may cover only certain aspects of our products, and competitors and other third parties may be able to circumvent or design around our patents or create new products that achieve similar or better results without infringing the patents we own, any of which may have an adverse effect on our sales or market position. The term of any individual patent depends on applicable law in the country where the patent is granted. In the United States, provided all maintenance fees are timely paid, a patent generally has a term of 20 years from its application filing date or earliest claimed non-provisional filing date. Extensions may be available under certain circumstances, but the life of a patent and, correspondingly, the protection it affords is limited. Further, our ability to enforce our patent rights depends on our ability to detect infringement, especially with our process patents; it may be difficult to detect infringers that do not advertise the process that are used in connection with their products. Moreover, it may be difficult or impossible to obtain evidence of infringement in a competitor's or potential competitor's products.

Because some patent applications are confidential for a period of time after they are filed, we cannot know, until such time has lapsed, that we were the first to file on the processes technologies covered in one or several of our patent applications related to our products. Therefore, there is a risk we could adopt a process or technology without knowledge of a pending patent application, which process or technology would infringe a third-party patent once that patent is issued. Furthermore, at any time during the lifetime of a patent or patent application, claims on the right to the underlying process or technology may be raised, which could harm or otherwise hinder our possibility to exercise such process or technology. For example, a derivation proceeding may be provoked by a third-party, or instituted by the U.S. Patent and Trademark Office (the "USPTO"), to determine who was the first to invent any of the subject matter covered by the patent claims of our patents or patent applications.

Patent law can be highly uncertain and involve complex legal and factual questions for which important principles remain unresolved. In the United States and in many international jurisdictions, policy regarding the breadth of claims allowed in patents can be inconsistent and/or unclear. The U.S. Supreme Court and the Court of Appeals for the Federal Circuit have made, and will likely continue to make, changes in how the patent laws of the United States are interpreted. Similarly, international courts and governments have made, and will continue to make, changes in how the patent laws in their respective countries are interpreted. In addition, the EU patent system is relatively stringent in the type of amendments that are allowed during prosecution, but the complexity and uncertainty of EU patent laws has also increased in recent years. We cannot predict future changes in the interpretation of patent laws by U.S. and international judicial bodies or changes to patent laws that might be enacted into law by U.S. and international legislative bodies.

Moreover, in the United States, the Leahy-Smith America Invents Act (the "Leahy-Smith Act") enacted in September 2011, brought significant changes to the U.S. patent system, including a change from a "first to invent" system to a "first to file" system. Other changes in the Leahy-Smith Act affect the way patent applications are prosecuted and how prior art is defined which may affect patent litigation. The USPTO developed new regulations and procedures to govern administration of the Leahy-Smith Act, and many of the substantive changes to patent law associated with the Leahy-Smith Act became effective on March 16, 2013. The Leahy-Smith Act and its implementation could increase the uncertainties and costs surrounding the prosecution of our patent applications and the enforcement or defense of our issued patents, which could have a material adverse effect on our business, financial condition and results of operations.

We believe that our brands have substantial value and have contributed significantly to the success of our business and reinforce consumers' favorable perception of our products. We rely on trademark protection to protect our brands and have registered or applied to register many of our trademarks, including "Oatly" (in various forms), "Wow No Cow" and "Post-Milk Generation". We cannot assure that we will be able to register and/or enforce our trademarks in all jurisdictions as the requirement for trademarks registrability and the scope of trademark protection in different jurisdictions can be inconsistent. As mentioned above, we may no longer use the "Post-Milk Generation"

trademark for our plant-based dairy alternatives products in the United Kingdom and other similar restrictions in other jurisdictions may arise in the future. In addition, third parties may oppose our trademark applications, or otherwise challenge our use of the trademarks, and our trademark rights and related registrations have been, are being and may be challenged and could be canceled or narrowed. In the event our trademarks are successfully challenged and we lose rights to use those trademarks, we can be forced to rebrand our products, which could result in loss of brand recognition and require us to devote resources to marketing new brands. Third parties also have adopted, and may adopt, trade names or trademarks that are the same as or similar to ours, especially in a jurisdiction we have yet to cover, thereby impeding our ability to build brand identity and possibly leading to market confusion. Over the long term, if we are unable to successfully establish name recognition and/or register or protect our trademarks and trade names, we may not be able to compete effectively and our business may be adversely affected.

We also rely on unpatented proprietary know how, recipes and formulations and other trade secrets and copyright protection to develop and maintain our competitive position. Whether we choose to seek legal protection through patent registration or, alternatively, seek to maintain trade secrecy, involves a risk assessment that could result in a competitor gaining patent protection on something that we kept as a trade secret, which could result in the infringement of such competitor's patent after such intellectual property was made publicly available, which could negatively impact our ability to provide any products created by using such intellectual property and result in a loss of sales.

If we do not keep our trade secrets and other proprietary information confidential, others may produce products with our recipes or formulations. Our confidentiality agreements with our employees and certain of our consultants, contract employees, suppliers and independent contractors, including some of our co-manufacturers who use our formulations to manufacture our products, generally require that all information made known to them be kept strictly confidential. Nevertheless, trade secrets are difficult to protect. Although we attempt to protect our trade secrets and other proprietary information, our confidentiality agreements and other measures may not effectively provide meaningful protection for our proprietary information and in the event of any unauthorized use or disclosure of such information, and we may not have adequate remedies for the misappropriation or other unauthorized use of such information. In addition, others may independently discover our trade secrets, in which case we would not be able to assert trade secret rights against such parties. Further, some of our formulations have been developed by or with our suppliers and co-manufacturers. As a result, we may not be able to prevent others from using similar formulations, which could adversely affect our business, financial condition and results of operations.

Certain foreign countries do not protect intellectual property rights as fully as they are protected in the United States and, accordingly, intellectual property protection may be limited or unavailable in some foreign countries where we choose to do business. It may therefore be more difficult for us to successfully challenge the use of our intellectual property rights by other parties in these countries, which could diminish the value of our products or brands and cause our competitive position and growth to suffer. Filing, prosecuting and defending our intellectual property in all countries throughout the world may be prohibitively expensive. The lack of adequate legal protections of intellectual property or failure of legal remedies for related actions in jurisdictions outside of the United States could have an adverse effect on our business, financial condition and results of operations.

Even if we successfully maintain our intellectual property rights, we may be unable to enforce those rights against third parties. Monitoring for unauthorized use, infringement, misappropriation or other violations of our intellectual property rights can be expensive and time-consuming, and we are unlikely to be able to detect all instances of such violations. Furthermore, if we do litigate, litigation, regardless of merit, is inherently uncertain and our success cannot be assured. Any litigation could be lengthy and result in substantial costs and diversion of our resources and could have a material adverse effect on our business, financial condition and results of operations, regardless of its outcome. In addition, if any third-party copies or imitates our products or uses names and logos similar to our trademarks in a manner that affects consumer perception of our products or brand, our reputation and sales could suffer whether or not these violate our intellectual property rights. For further discussion, see "*—Risks Related to Our Business and Industry—Litigation or legal proceedings could expose us to significant liabilities or costs and have a negative impact on our reputation or business*".

Third parties may also in the future assert, that we have infringed, misappropriated, or otherwise violated their intellectual property rights (including with respect to any existing registrations held by such third parties), and as we face increasing competition, the possibility of intellectual property rights claims against us grows. We could be targeted for litigation and we may not be able to assert counterclaims against parties that sue us for patent, or other

intellectual property infringement. In addition, various "non-practicing entities" that own patents and other intellectual property rights may attempt to aggressively assert claims in order to extract value from us as a product company. Additionally, when we introduce new products, including in territories where we currently do not have an offering, our exposure to patent and other intellectual property claims from competitors and non-practicing entities will increase. It is difficult to predict whether assertions of third-party intellectual property rights or any infringement or misappropriation claims arising from such assertions will substantially harm our business, financial condition and results of operations. If we are forced to defend against any infringement or misappropriation claims, even those without merit, we may be required to (i) expend significant time and financial resources on the defense of such claims, (ii) cease making, marketing or selling the products, or using our processes or technologies that incorporate the challenged intellectual property, (iii) re-engineer or rebrand our products or re-design our packaging, or (iv) enter into royalty or licensing agreements in order to obtain the right to use a third-party's intellectual property (and any such agreements, if required, may not be available to us on acceptable terms or at all). Furthermore, an adverse outcome of a dispute may require us to pay significant damages, which may be even greater if we are found to have willfully infringed upon a party's intellectual property. Even if resolved in our favor, litigation or other legal proceedings relating to intellectual property claims may result in reputational loss and could distract our management personnel and other employees from their normal responsibilities.

Risks Related to the Ownership of Our ADSs

We have previously identified material weaknesses in our internal control environment. Although we have remediated these material weaknesses, if other material weaknesses in internal controls are identified, we may not be able to report our financial results accurately, prevent fraud or file our periodic reports as a public company in a timely manner.

As a public company, we are required to comply with Section 404 of the Sarbanes Oxley Act of 2002 (the "Sarbanes-Oxley Act"), which requires, among other things, that we establish and evaluate procedures with respect to our disclosure controls and procedures and are required to report on the effectiveness of our internal control over financial reporting.

In both our 2023 and 2024 Annual Reports on Form 20-F we and our independent registered public accounting firm identified material weaknesses in our internal control over financial reporting. A "material weakness" is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim consolidated financial statements will not be prevented or detected on a timely basis. Although we believe we have remediated these previously identified material weaknesses, we may identify additional material weaknesses in the future.

Our reporting obligations place a significant strain on our management, operational and financial resources and systems and will continue to do so for the foreseeable future. We may be unable to timely complete our evaluation testing and any required remediation. As a result, we anticipate to continue to invest significant resources to enhance and maintain our financial controls, reporting system and procedures over the coming years.

While documenting and testing our internal control procedures, in order to satisfy the requirements of Section 404 of the Sarbanes Oxley Act, we may identify other weaknesses and deficiencies in our internal control over financial reporting. If we fail to maintain the adequacy of our internal control over financial reporting, as these standards are modified, supplemented or amended from time to time, we may not be able to conclude on an ongoing basis that we have effective internal control over financial reporting in accordance with Section 404 of the Sarbanes Oxley Act.

A failure to discover and address any other material weaknesses or significant deficiencies could result in inaccuracies in our financial statements and impair our ability to comply with applicable financial reporting requirements and related regulatory filings on a timely basis. If we fail to achieve and maintain an effective internal control environment, it could result in material misstatements in our financial statements and could also impair our ability to comply with applicable financial reporting requirements and related regulatory filings on a timely basis. As a result, our businesses, financial condition, results of operations and prospects, as well as the trading price of our issued equity instruments, including our ADSs, may be materially and adversely affected. Additionally, ineffective internal control over financial reporting could expose us to increased risk of fraud or misuse of corporate assets and

subject us to potential delisting from the stock exchange, regulatory investigations and civil or criminal sanctions. We may also be required to restate our financial statements from prior periods.

Our largest shareholder has significant influence over us, including significant influence over decisions that require the approval of shareholders.

As of December 31, 2025, our largest shareholder, Nativus Company Limited and entities affiliated with CR Verlinvest Health Investment Limited ("CRVV") owned, in the aggregate, approximately 43.5% of the voting power represented by all our outstanding ordinary shares. As a result, our largest shareholder exercises significant influence over certain corporate matters requiring shareholder approval under Swedish law, including the election and removal of directors and the size of our Board of Directors, any amendment of our amended and restated articles of association and any approval of significant corporate transactions (including a sale of substantially all of our assets), and has significant influence over our management and policies, despite not controlling a majority of our outstanding ordinary shares. Nativus Company Limited is a wholly owned subsidiary of CRVV, which is a joint venture that is 50% owned by Verlinvest S.A. and 50% owned by Blossom Key (Hong Kong) Holdings Limited. Blossom Key (Hong Kong) Holdings Limited is indirectly and wholly owned by China Resources (Holdings) Company Limited ("CR Holdings"), and CR Holdings is indirectly and wholly owned by China Resources Company Limited. The State-owned Assets Supervision and Administration Commission of the State Council and the National Council for Social Security Fund of China perform the duty of investor (as to 90.0222% and 9.9778% respectively) of China Resources Company Limited on behalf of the State Council.

Affiliates of CRVV are members of our Board of Directors. These board members are nominated by CRVV and can take actions that have the effect of delaying or preventing a change of control of us or discouraging others from making tender offers for our ADSs, which could prevent shareholders from receiving a premium for their ADSs.

In the event CRVV were to own a majority of the voting power in us, for example in the event that it exercised its conversion rights in a sufficient amount of its Swedish Notes or if it were to exercise its participation rights under the terms and conditions governing the Swedish Notes (the "Swedish Terms") to purchase a sufficient number of additional ordinary shares from us in a future offering, CRVV would effectively be able to determine the outcome of most matters submitted for shareholder approval. This concentrated control would limit or severely restrict other shareholders' ability to influence corporate matters and we may take actions that some of our shareholders would not view as beneficial, which could reduce the market price of our ADSs.

By way of example, if CRVV converted all of their Swedish Notes at maturity, assuming (i) a conversion price of $1.36, (ii) no other holders of the Notes converted any of their notes, and (iii) there are no other changes in our share capital, CRVV would beneficially own approximately 56.3% of our then-outstanding capital.

Our results of operations and the market price of our ADSs have been, and may be, volatile, and you may lose all or part of your investment.

Our results of operations are likely to fluctuate in the future in response to numerous factors, many of which are beyond our control. In addition, securities markets worldwide have experienced, and are likely to continue to experience, significant price and volume fluctuations. This market volatility, as well as general economic, market or political conditions, could subject the market price of our ADSs to wide price fluctuations regardless of our operating performance. The market for our ADSs may have, when compared to seasoned issuers, significant price volatility and we expect that our ADS price may continue to be more volatile than that of a seasoned issuer for the indefinite future.

These and other factors, many of which are beyond our control, may cause our results of operations and the market price and demand for our ADSs to fluctuate substantially. Fluctuations in our quarterly results of operations could limit or prevent investors from readily selling their ADSs and may otherwise negatively affect the market price and liquidity of our ADSs.

Although as a foreign private issuer we are exempt from certain corporate governance standards applicable to U.S. issuers, if we cannot satisfy, or continue to satisfy, the continued listing requirements of Nasdaq it could result in a delisting of our securities.

There are several requirements that must be met in order for our ADSs to remain listed on the Nasdaq Global Select Market, including but not limited to, the minimum price of at least $1.00 per ADS. There can be no assurances that we will be able to comply with this and other listing standards and the failure to do so could result in the delisting of our ADSs from Nasdaq. Such a delisting would negatively affect the price and the market liquidity of our ADSs and would impair investors from selling their ADSs in the public market.

On November 6, 2023, we received a notification from Nasdaq that we were not in compliance with the minimum bid price requirements of Nasdaq Listing Rule 5450(a)(1) ("Rule 5450(a)(1)"). On December 18, 2023, the Company received a subsequent notice from Nasdaq indicating that the Company had regained compliance with the minimum bid price requirement. On September 5, 2024, we received another notification from Nasdaq that we were not in compliance with the minimum bid price requirements of Rule 5450(a)(1). On February 18, 2025, we completed the ADS Ratio Change. On March 4, 2025, by virtue of the ADS Ratio Change, we timely regained compliance with Rule 5450(a)(1). We cannot assure you that we will remain in compliance with Rule 5450(a)(1) or any other Nasdaq listing requirement in the future.

As a foreign private issuer, we are not subject to U.S. proxy rules and are subject to Exchange Act reporting obligations that, to some extent, are more lenient and less frequent than those of a U.S. domestic public company, however the U.S. SEC is re-evaluating its disclosure rules for foreign private issuers.

We report under the Exchange Act as a non-U.S. company with foreign private issuer status. Because we qualify as a foreign private issuer under the Exchange Act, we are exempt from certain provisions of the Exchange Act that are applicable to U.S. domestic public companies, including (i) the sections of the Exchange Act regulating the solicitation of proxies, consents or authorizations in respect of a security registered under the Exchange Act, (ii) the sections of the Exchange Act relating to "short swing profits" or liability for insiders who profit from trades made in a short period of time and (iii) the rules under the Exchange Act requiring the filing with the SEC of quarterly reports on Form 10-Q containing unaudited financial and other specified information. In addition, foreign private issuers are not required to file their annual report on Form 20-F until 120 days after the end of each fiscal year, while U.S. domestic issuers that are accelerated filers are required to file their annual report on Form 10-K within 75 days after the end of each fiscal year and U.S. domestic issuers that are large accelerated filers are required to file their annual report on Form 10-K within 60 days after the end of each fiscal year. Foreign private issuers are also exempt from Regulation FD, which is intended to prevent issuers from making selective disclosures of material information. As a result of all of the above, you may not have the same protections afforded to shareholders of a company that is not a foreign private issuer.

The SEC is also re-evaluating its disclosure requirements for foreign private issuers and we may have additional disclosure obligations in the future.

We may lose our foreign private issuer status in the future, or future changes to the U.S. SEC's rules and regulations may change the reporting requirements for foreign private issuers, which could result in significant additional costs and expenses.

As discussed above, we are a foreign private issuer, and therefore, we are not required to comply with all of the periodic disclosure and current reporting requirements of the Exchange Act. The determination of foreign private issuer status is made annually on the last business day of an issuer's most recently completed second fiscal quarter, and, accordingly, the next determination will be made with respect to us on June 30, 2026. In the future, we would lose our foreign private issuer status if (i) more than 50% of our outstanding voting securities are owned by U.S. residents and (ii) a majority of our directors or executive officers are U.S. citizens or residents, or we fail to meet additional requirements necessary to avoid loss of foreign private issuer status. Further, if the rules and regulations regarding who qualifies as a foreign private issuer change, we may fail to qualify as a foreign private issuer. If we lose our foreign private issuer status, we will be required to file with the SEC periodic reports and registration statements on U.S. domestic issuer forms, which are more detailed and extensive than the forms available to a foreign private issuer. Additionally, the SEC may also change the reporting requirements for foreign private issuers, which may

increase the cost and expense related to our SEC reporting obligations. We will also have to mandatorily comply with U.S. federal proxy requirements, and our officers, directors and principal shareholders will become subject to the short-swing profit disclosure and recovery provisions of Section 16 of the Exchange Act. In addition, we will lose our ability to rely upon exemptions from certain corporate governance requirements under the listing rules of Nasdaq. As a U.S.-listed public company that is not a foreign private issuer, we will incur significant additional legal, accounting and other expenses that we will not incur as a foreign private issuer, and accounting, reporting and other expenses in order to maintain a listing on a U.S. securities exchange. These expenses will relate to, among other things, the obligation to present our financial information in accordance with U.S. GAAP in the future.

As we are a "foreign private issuer" and follow certain home country corporate governance practices, our shareholders may not have the same protections afforded to shareholders of companies that are subject to all Nasdaq corporate governance requirements.

As a foreign private issuer, we have the option to follow certain home country corporate governance practices rather than those of Nasdaq, provided that we disclose the requirements we are not following and describe the home country practices we are following. We rely on this "foreign private issuer exemption" with respect to the Nasdaq rules for the quorum requirements applicable to the meetings of shareholders, the requirement that independent directors regularly meet in executive sessions where only independent directors are present, and shareholder approval requirements for the issuance of securities in connection with certain events. We may in the future elect to follow home country practices with regard to other matters. As a result, our shareholders may not have the same protections afforded to shareholders of companies that are subject to all Nasdaq corporate governance requirements.

You may not be able to exercise your right to vote the ordinary shares underlying your ADSs.

ADS holders may only exercise voting rights with respect to the ordinary shares represented by the ADSs in accordance with the provisions of the deposit agreement, which provides that a holder may vote the ordinary shares represented by the ADSs for any particular matter to be voted on by our shareholders either by withdrawing the ordinary shares represented by the ADSs or, to the extent permitted by applicable law and as permitted by the depositary, by requesting a temporary registration as shareholder and authorizing the depositary to act as a proxy. However, you may not know about the meeting far enough in advance to withdraw those ordinary shares, and after such a withdrawal you would no longer hold ADSs, but rather you would directly hold the underlying ordinary shares. You also may not know about the meeting far enough in advance to request a temporary registration.

The depositary will try, as far as practical, to vote the ordinary shares represented by the ADSs as instructed by the ADS holders. In such an instance, if we ask for your instructions, the depositary, upon timely notice from us, will notify you of the upcoming vote and arrange to deliver our voting materials to you. We cannot guarantee that you will receive the voting materials in time to ensure that you can instruct the depositary to vote your ordinary shares or to withdraw your ordinary shares so that you can vote them yourself. If the depositary does not receive timely voting instructions from you, it may give a discretionary proxy to a person designated by us to vote the ordinary shares represented by your ADSs; provided, however, that no such discretionary proxy shall be given with respect to any matter to be voted upon as to which we inform the depositary that (i) we do not wish such proxy to be given, (ii) substantial opposition exists or (iii) the rights of holders of ordinary shares may be adversely affected. Voting instructions may be given only in respect of a number of ADSs representing an integral number of ordinary shares or other deposited securities. In addition, the depositary and its agents are not responsible for failing to carry out voting instructions or for the manner of carrying out voting instructions. This means that you may not be able to exercise any right to vote that you may have with respect to the underlying ordinary shares, and there may be nothing you can do if the ordinary shares represented by your ADSs are not voted as you requested. In addition, the depositary is only required to notify you of any particular vote if it receives notice from us in advance of the scheduled meeting.

Purchasers of ADSs may be subject to limitations on transfer of their ADSs.

ADSs are transferable on the books of the depositary. However, the depositary may close its transfer books at any time or from time to time when it deems expedient in connection with the performance of its duties. In addition, the depositary may refuse to deliver, transfer or register transfers of ADSs generally when our books or the books of the depositary are closed, or at any time if we or the depositary deems it advisable to do so because of any requirement

of law or of any government or governmental body, or under any provision of the deposit agreement, or for any other reason in accordance with the terms of the deposit agreement.

ADS holders may not be entitled to a jury trial with respect to claims arising under the deposit agreement, which could result in less favorable outcomes to the plaintiff(s) in any such action.

The deposit agreement governing the ADSs representing our ordinary shares provides that, to the fullest extent permitted by applicable law, holders and beneficial owners of ADSs irrevocably waive the right to a jury trial of any claim that they may have against us or the depositary arising from or relating to our ordinary shares, our ADSs or the deposit agreement, including any claim under the U.S. federal securities laws. The waiver continues to apply to claims that arise during the period when a holder holds the ADSs, even if the ADS holder subsequently withdraws the underlying ordinary shares.

However, you will not be deemed, by agreeing to the terms of the deposit agreement, to have waived our or the depositary's compliance with U.S. federal securities laws and the rules and regulations promulgated thereunder. In fact, you cannot waive our or the depositary's compliance with U.S. federal securities laws and the rules and regulations promulgated thereunder. If we or the depositary opposed a demand for jury trial relying on above-mentioned jury trial waiver, it is up to the court to determine whether such waiver was enforceable considering the facts and circumstances of that case in accordance with the applicable state and federal law.

If this jury trial waiver provision is prohibited by applicable law, an action could nevertheless proceed under the terms of the deposit agreement with a jury trial. To our knowledge, the enforceability of a jury trial waiver under the federal securities laws has not been finally adjudicated by a federal court or by the U.S. Supreme Court. Nonetheless, we believe that a jury trial waiver provision is generally enforceable under the laws of the State of New York, which govern the deposit agreement, by a federal or state court in the City of New York. In determining whether to enforce a jury trial waiver provision, New York courts will consider whether the visibility of the jury trial waiver provision within the agreement is sufficiently prominent such that a party has knowingly waived any right to trial by jury. We believe that this is the case with respect to the deposit agreement and the ADSs. In addition, New York courts will not enforce a jury trial waiver provision in order to bar a viable setoff or counterclaim sounding in fraud or one which is based upon a creditor's negligence in failing to liquidate collateral upon a guarantor's demand, or in the case of an intentional tort claim, none of which we believe are applicable in the case of the deposit agreement or the ADSs. If you or any other holders or beneficial owners of ADSs bring a claim against us or the depositary relating to the matters arising under the deposit agreement or our ADSs, including claims under federal securities laws, you or such other holder or beneficial owner may not have the right to a jury trial regarding such claims, which may limit and discourage lawsuits against us or the depositary. If a lawsuit is brought against us or the depositary according to the deposit agreement, it may be heard only by a judge or justice of the applicable trial court, which would be conducted according to different civil procedures and may have different outcomes compared to that of a jury trial, including results that could be less favorable to the plaintiff(s) in any such action.

Moreover, as the jury trial waiver relates to claims arising out of or relating to the ADSs or the deposit agreement, we believe that, as a matter of construction of the clause, the waiver would likely continue to apply to ADS holders who withdraw the ordinary shares from the ADS facility with respect to claims arising before the cancellation of the ADSs and the withdrawal of the ordinary shares, and the waiver would most likely not apply to ADS holders who subsequently withdraw the ordinary shares represented by ADSs from the ADS facility with respect to claims arising after the withdrawal. However, to our knowledge, there has been no case law on the applicability of the jury trial waiver to ADS holders who withdraw the ordinary shares represented by the ADSs from the ADS facility.

Holders of our ADSs or ordinary shares have limited choice of forum, which could limit your ability to obtain a favorable judicial forum for complaints against us, the depositary or our respective directors, officers or employees.

The deposit agreement governing our ADSs provides that, (i) the deposit agreement and the ADSs will be interpreted in accordance with the laws of the State of New York, and (ii) as an owner of ADSs, you irrevocably agree that any legal action arising out of the deposit agreement and the ADSs involving us or the depositary may only be instituted in a state or federal court in the city of New York. Any person or entity purchasing or otherwise acquiring

any of our ADSs, whether by transfer, sale, operation of law or otherwise, shall be deemed to have notice of and have irrevocably agreed and consented to these provisions.

In connection with our initial public offering ("IPO") in May 2021, we amended our articles of association and sought and obtained shareholder approval to add a clause that states that unless we consent in writing to the selection of an alternative forum and without infringing upon the Swedish forum provisions and without applying Chapter 7, Section 54 of the Swedish Companies Act, the U.S. District Court for the Southern District of New York shall be the sole and exclusive forum for resolving any complaint filed in the United States asserting a cause of action arising under the Securities Act. These forum provisions may increase your cost and limit your ability to bring a claim in a judicial forum that you find favorable for disputes with us, the depositary or our and the depositary's respective directors, officers or employees, which may discourage such lawsuits against us, the depositary and our and the depositary's respective directors, officers or employees. However, it is possible that a court could find either choice of forum provision to be inapplicable or unenforceable. The enforceability of similar choice of forum provisions has been challenged in legal proceedings.

To the extent that any such claims may be based upon federal law claims, Section 27 of the Exchange Act creates exclusive federal jurisdiction over all suits brought to enforce any duty or liability created by the Exchange Act or the rules and regulations thereunder. Furthermore, Section 22 of the Securities Act creates concurrent jurisdiction for federal and state courts over all suits brought to enforce any duty or liability created by the Securities Act or the rules and regulations thereunder. Accordingly, actions by holders of our ADSs or ordinary shares to enforce any duty or liability created by the Exchange Act, the Securities Act or the respective rules and regulations thereunder must be brought in a federal court in the city of New York. Holders of our ADSs or ordinary shares will not be deemed to have waived our compliance with the federal securities laws and the regulations promulgated thereunder.

The Company may be subject to securities litigation, which is expensive and could divert management attention.

The price of our ADSs may be volatile and, in the past, companies that have experienced volatility in the market price of their shares have been subject to securities class action litigation. We have in the past been, and may again in the future be, the target of this type of litigation. Litigation of this type could result in substantial costs and diversion of management's attention and resources and any adverse determination in litigation could subject us to significant liabilities, each of which could have a material adverse effect on our business, financial condition, results of operations and prospects, and adversely affect our results of operations.

A significant portion of our total issued and outstanding ADSs are eligible to be sold into the market, which could cause the market price of our ADSs to drop significantly, even if our business is doing well.

Sales of a substantial number of our ADSs in the public market, or the perception in the market that the holders of a large number of ADSs intend to sell, could reduce the market price of our ADSs. As of December 31, 2025, we had 624,500,001 ordinary shares issued and outstanding. All of our issued and outstanding ADSs are freely tradable without restriction under the Securities Act, except for any of our ADSs that may be held by our directors, executive officers and other affiliates, as that term is defined in the Securities Act, which will be restricted securities under the Securities Act. Restricted securities may not be sold in the public market unless the sale is registered under the Securities Act or an exemption from registration is available.

In the future, we may also issue additional securities if we need to raise capital or make acquisitions, which could constitute a material portion of our then-issued and outstanding ADSs.

We may not pay dividends on our ADSs in the future and, consequently, your ability to achieve a return on your investment will depend on the appreciation in the price of our ADSs.

We have never declared or paid any cash dividends on our ADSs and do not anticipate declaring or paying any cash dividends on our ADSs in the foreseeable future. Any decision to declare and pay dividends in the future will be made at the discretion of our Board of Directors and will depend on, among other things, our results of operations, financial condition, cash requirements, contractual restrictions and other factors that our Board of Directors may deem relevant. In addition, our ability to pay dividends is, and may be, limited by covenants of any future outstanding

indebtedness we or our subsidiaries incur. Therefore, any return on investment in our ADSs is solely dependent upon the appreciation of the price of our ADSs on the open market, which may not occur. See Item 8.A. "*Financial Information—Consolidated Statements and Other Financial Information—Dividend Policy*".

Our shareholders may face difficulties in protecting their interests because we are a Swedish company.

We are a Swedish company with limited liability. Our corporate affairs are governed by our articles of association and by the laws that govern companies incorporated in Sweden. The rights of shareholders to take legal action against our directors and us, actions by minority shareholders and the fiduciary responsibilities of our directors to us are to a large extent governed by the laws of Sweden and may be different than the rights and obligations of shareholders and directors in companies governed by the laws of U.S. jurisdictions. In the performance of its duties, our Board of Directors is required by Swedish law to consider the interests of our company, shareholders, employees and other stakeholders, in all cases with due observation of the principles of reasonableness and fairness. It is possible that some of these parties will have interests that are different from, or in addition to, the interests of our shareholders. Furthermore, the rights of our shareholders and the fiduciary responsibilities of our directors under the laws of Sweden may not be as clearly defined as under statutes or judicial precedent in existence in jurisdictions in the United States. Therefore, you may have more difficulty protecting your interests than would shareholders of a corporation incorporated in a jurisdiction in the United States.

As a result of all of the above, our public shareholders may have more difficulty in protecting their interests in the face of actions taken by our management or members of our Board of Directors than they would as public shareholders of a company incorporated in the United States.

There may be difficulties in enforcing foreign judgments against us, and our directors or our management.

Certain of our directors and management reside outside the United States. Most of our assets and such persons' assets are located outside the United States. As a result, it may be difficult or impossible for investors to effect service of process upon us within the United States or other jurisdictions, including judgments predicated upon the civil liability provisions of the U.S. federal securities laws.

In particular, investors should be aware that there is uncertainty as to whether the courts of Sweden or any other applicable jurisdictions would recognize and enforce judgments of U.S. courts obtained against us or our directors or our management predicated upon the civil liability provisions of the securities laws of the United States, or any state in the United States or entertain original actions brought in Sweden or any other applicable jurisdictions courts against us, our directors or our management predicated upon the securities laws of the United States or any state in the United States.

Oatly Group AB is a holding company with no operations of its own and, as such, it depends on its subsidiaries for cash to fund its operations and expenses, including future dividend payments, if any.

As a holding company, our principal source of cash flows will be distributions or payments from our operating subsidiaries. Therefore, our ability to fund and conduct our business, service our debt and pay dividends, if any, in the future will depend on the ability of our subsidiaries and intermediate holding companies to make upstream cash distributions or payments to us, which may be impacted, for example, by their ability to generate sufficient cash flows or limitations on the ability to repatriate funds whether as a result of currency liquidity restrictions, monetary or exchange controls or otherwise. Our operating subsidiaries and intermediate holding companies are separate legal entities, and although they are directly or indirectly wholly owned or controlled by us, they have no obligation to make any funds available to us, whether in the form of loans, dividends or otherwise. To the extent the ability of any of our subsidiaries to distribute dividends or other payments to us is limited in any way, our ability to fund and conduct our business, service our debt and pay dividends, if any, could be harmed.

If we are treated as a passive foreign investment company, U.S. holders of our ordinary shares or ADSs subject to U.S. federal income tax may suffer material adverse tax consequences.

We would be classified as a passive foreign investment company ("PFIC") for any taxable year if, after the application of certain look-through rules, either: (1) 75% or more of our gross income for such year is "passive income" as defined in the relevant provisions of the Internal Revenue Code of 1986, as amended (the "Code"), or (2) 50% or more of the value of our assets, determined on the basis of a quarterly average, during such year is attributable to assets that produce or are held for the production of passive income. Based on our market capitalization, which fluctuates over time, and the composition of our income, assets and operations, we do not expect to be treated as a PFIC for the taxable year ended December 31, 2025. However, our status as a PFIC in any taxable year requires a factual determination that depends on, among other things, the composition of our income, assets, and activities in each year, and can only be made annually after the close of each taxable year. Moreover, the value of our assets for purposes of the PFIC determination may be determined by reference to the trading value of our ADSs, which could fluctuate significantly. In addition, it is possible that the U.S. Internal Revenue Service may take a contrary position with respect to our determination in any particular year. Therefore, there can be no assurance that we were not or will not be classified as a PFIC for the taxable year ended December 31, 2025, the current taxable year or for any past or future taxable year, and we have not obtained any legal opinion with respect to our PFIC status for our past, current or future taxable years. If we are treated as a PFIC for any taxable year during which a U.S. Holder (as defined in Item 10.E. "*Additional Information—Taxation—Material United States Federal Income Tax Considerations*") holds the ADSs, the U.S. Holder may be subject to material adverse tax consequences upon a sale, exchange, or other disposition of the ADSs, or upon the receipt of certain distributions in respect of the ADSs.

Certain elections may be available that would result in alternative treatments (such as qualified electing fund treatment or mark-to-market treatment) if we are considered a PFIC. We do not intend to provide the information necessary for U.S. Holders of our ADSs to make qualified electing fund elections, which, if available, would result in tax treatment different from the general tax treatment for an investment in a PFIC. If we are treated as a PFIC with respect to a U.S. Holder (as defined below in Item 10.E. "*Additional Information—Taxation—Material United States Federal Income Tax Considerations*") for any taxable year, the U.S. Holder will be deemed to own shares in any of our subsidiaries that are also PFICs. However, an election for mark-to-market treatment would likely not be available with respect to any such subsidiaries. U.S. Holders should consult their tax advisors about the potential application of the PFIC rules to their investment in the ADSs. For further discussion, see Item 10.E. "*Additional Information—Taxation—Material United States Federal Income Tax Considerations*".

If a United States person is treated as owning at least 10% of our shares, such holder may be subject to adverse U.S. federal income tax consequences.

If as a result of the ownership of ADSs, a United States person is treated as owning (directly, indirectly, or constructively) at least 10% of the value or voting power of our shares, such person may be treated as a "United States shareholder" with respect to each "controlled foreign corporation" in our group. Because our group includes U.S. subsidiaries, certain of our non-U.S. subsidiaries could be treated as controlled foreign corporations (regardless of whether or not Oatly Group AB is treated as a controlled foreign corporation). A United States shareholder of a controlled foreign corporation may be required to report annually and include in its U.S. taxable income its pro rata share of "Subpart F income", "global intangible low-taxed income" and investments in U.S. property by controlled foreign corporations, regardless of whether or not the controlled foreign corporation makes any distributions. An individual that is a United States shareholder with respect to a controlled foreign corporation generally would not be allowed certain tax deductions or foreign tax credits that would be allowed to a United States shareholder that is a U.S. corporation. Failure to comply with these reporting obligations may subject a United States shareholder to significant monetary penalties and may prevent the statute of limitations with respect to such shareholder's federal income tax return for the year for which reporting was due from starting. We cannot provide any assurances that we will assist investors in determining whether we are or any of our non-U.S. subsidiaries is treated as a controlled foreign corporation or whether any investor is treated as a United States shareholder with respect to any such controlled foreign corporation, and we do not expect to furnish to any United States shareholders information that may be necessary to comply with the aforementioned reporting and tax paying obligations. The U.S. Internal Revenue Service has provided limited guidance on situations in which investors may rely on publicly available information to comply with their reporting and tax paying obligations with respect to controlled foreign corporations. U.S. investors should consult its advisors regarding the potential application of these rules to an investment in us.

Changes in our tax rates or exposure to additional tax liabilities or assessments could affect our profitability, and audits by tax authorities could result in additional tax payments.

We are affected by various taxes imposed in different jurisdictions, including direct and indirect taxes imposed on our global activities. Significant judgment is required in determining our provisions for taxes, and there are many transactions and calculations where the ultimate tax determination is uncertain. The amount of tax we pay is subject to ongoing audits and assessments by tax authorities. If audits result in payments or assessments, our future results may include unfavorable adjustments to our tax liabilities, and we could be adversely affected. Any significant changes to the tax system in the jurisdictions where we operate could adversely affect our business, financial condition and results of operations.

Risks Related to our Indebtedness, Nordic Bonds and Outstanding Convertible Notes

We have incurred substantial indebtedness that may decrease our business flexibility, access to capital, and/or increase our future borrowing costs.

In March and April 2023, we issued $300.0 million in aggregate principal amount of Original Convertible Notes in private offerings, of which $200.1 million were Swedish Notes and $99.9 million were U.S. Notes. In May 2023, we issued an additional $35.0 million in aggregate principal amount of HH Notes in a private offering.

On September 30, 2025, we issued the Nordic Bonds with an initial issue amount of SEK 1,700.0 million and entered into the SSRCF of SEK 750.0 million. On October 3, 2025, we prepaid the TLB Credit Agreement in full, cancelled, terminated, and replaced the SRCF Agreement, and repurchased and cancelled an aggregate amount of $42.9 million U.S. Notes.

Our current indebtedness and any future additional indebtedness may limit our ability to borrow additional funds for working capital, capital expenditures, acquisitions or other general business purposes, limit our ability to use our cash flows or obtain additional financing for future working capital, capital expenditures, acquisitions or other general business purposes, require us to use a substantial portion of our cash flows from operations to make debt service payments, limit our flexibility to plan for, or react to, changes in our business and industry, place us at a competitive disadvantage compared to our less-leverage competitors and increase our vulnerability to the impact of adverse economic and industry conditions. For further discussion, see Item 3.D. *"Key Information—Risk Factors—Risks Related to our Indebtedness, Nordic Bonds and Outstanding Convertible Notes—Covenants in our debt agreements may restrict our operating activities and adversely affect our financial condition*".

We may from time to time seek to retire or purchase our outstanding debt, including the remaining Convertible Notes and/or the Nordic Bonds, through cash purchases and/or, in the case of the Convertible Notes, exchanges for debt, equity, equity-linked, or other securities, in open market purchases, privately negotiated transactions or otherwise. Such repurchases or exchanges, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions, and other factors. The amounts involved in any such transactions, individually or in the aggregate, may be material. Further, any such purchases or exchanges may result in us acquiring and retiring a substantial amount of such indebtedness, which could impact the trading liquidity of such indebtedness.

We may not be able to generate sufficient cash flows to service our outstanding debt and fund operations and may be forced to take other actions to satisfy our obligations under such debt.

Our ability to make scheduled payments on the principal of, to pay interest on, or to refinance our indebtedness will depend in part on our cash flows from operations, which depend upon the success of our products as well as regulatory, economic, financial, competitive, and other factors. We may not generate a level of cash flows from operations sufficient to permit us to meet our debt service obligations. If we are unable to generate sufficient cash flows from operations to service our debt, we may be required to sell assets, refinance all or a portion of our existing debt, obtain additional financing, or obtain additional equity capital on terms that may be onerous or highly dilutive. Furthermore, if our liquidity sources prove to be insufficient, restrictions in accordance with the terms and conditions of the Nordic Bonds and our financing agreement relating to incurring new financial indebtedness, may affect our ability to remedy potential liquidity insufficiencies. There can be no assurance that any refinancing will be possible

or that any asset sales or additional financing can be completed on acceptable terms or at all. As the terms and conditions of the Nordic Bonds and financing agreements further include limitations in respect of granting security, it may be difficult for us to attract such financing on competitive market terms or at all. Thus, there is a risk that our liquidity sources prove to be insufficient or that additional liquidity sources in the form of financial indebtedness cannot be obtained, which could have a materially adverse effect on the possibility to meet current and/or future liabilities entailing, for instance, costs for obtaining additional financing on short notice, claims from creditors due to defaults, and, ultimately, a risk for bankruptcy proceedings relating to entities within the Group.

Covenants in our debt agreements may restrict our operating activities and adversely affect our financial condition.

The terms and conditions of the Nordic Bonds and the SSRCF contain certain covenants, including negative covenants such as restrictions on dividends, indebtedness, liens, investments, acquisitions and asset disposals and maintenance financial covenants in the form of minimum EBITDA, minimum liquidity, tangible solvency ratio and total net leverage ratio covenants (in the SSRCF) and a requirement to maintain cash and cash equivalent investments equal to the interest payable under the Nordic Bonds for the next three interest periods (in the Nordic Bonds). In addition, the Note Terms (as defined below) contain covenants limiting our ability to incur additional debt other than certain debt permitted under the terms and conditions of the Nordic Bonds (without giving effect to any future amendment thereof), issue preferred stock, and incur convertible debt or subordinated debt, in each case without the consent of the holders of a majority of the Convertible Notes (as determined pursuant to the applicable indenture or terms and conditions governing the Convertible Notes).

These covenants may limit our operational flexibility and our investment activities. Moreover, if we breach any of the covenants in such debt agreements, and such breach is not remedied within any applicable remedy period (if any) or otherwise waived, our creditors may accelerate the relevant indebtedness and require us to repay and/or redeem, as applicable, the indebtedness immediately, even in the absence of a payment default, and enforce security. If any financial covenant breach is cured by way of issuance of additional equity, our existing shareholders' ownership may be materially diluted. These credit agreements include customary cross default provisions, pursuant to which a default under one of the agreements may trigger a default also under the other, effectively enabling both groups of creditors to accelerate the relevant indebtedness and require us to repay the indebtedness immediately, even in the absence of a payment default, and enforce security.

Any default under any of the covenants in our debt agreements may have a material adverse effect on our financial condition, our results of operations, our ability to meet our obligations, and the market value of our ADSs.

The fundamental change provisions of the Convertible Notes may delay or prevent an otherwise beneficial asset disposition or takeover attempt of us.

Holders of the Convertible Notes have the right to require us to repurchase the Convertible Notes that each such holder holds upon the occurrence of a Fundamental Change (as defined in the indentures governing the U.S. Notes and the HH Notes (the "Indentures") and in the Swedish Terms, together with the Indentures, the "Note Terms") or a Covered Disposition (as defined in the Note Terms) at a repurchase price equal to the greater of (i) 100% of the principal amount of the Convertible Notes to be repurchased, plus an applicable Make-Whole Amount (as defined below), and (ii) the as-converted value of the amount calculated pursuant to clause (i). Such repurchase payment shall be made in cash.

The "Make-Whole Amount" means, as of any given date and as applicable, in connection with any Fundamental Change or Covered Disposition, an amount equal to the remaining scheduled payments of interest that would have been made on the Convertible Notes to be repurchased, had such Convertible Notes remained outstanding from the repurchase date through the maturity date of the Convertible Notes. Our obligation to repurchase the Convertible Notes may, in certain circumstances, delay or prevent an asset disposition or a takeover of us that might otherwise be beneficial to our equity holders.

Transactions relating to the Convertible Notes may dilute the ownership interests of holders of our ADSs or ordinary shares and may adversely impact the value of such securities.

The interest rate on the Convertible Notes is fixed at 9.25% per annum and is payable semi-annually in arrears on April 15 and October 15 of each year, beginning on October 15, 2023. While we have an option to pay interest in cash or in-kind, restrictions under the terms and conditions of the Nordic Bonds and the SSRCF prevent us from paying interest in cash for so long as such indebtedness is outstanding. As a result, we expect to pay interest in kind on the Convertible Notes for the foreseeable future.

Pursuant to the terms of the Indenture governing the Original U.S. Notes and the Swedish Terms, the conversion price of the Convertible Notes (other than the HH Notes) was adjusted from $2.41 to $1.81 on March 23, 2024. On February 18, 2025, we completed the ADS Ratio Change. As a result of the ADS Ratio Change, the conversion price of the U.S. Notes (other than the HH Notes) was proportionately adjusted from $1.81 to $36.20. On March 23, 2025, the conversion price of the U.S. Notes (other than the HH Notes) was further adjusted from $36.20 to $27.20 pursuant to the terms of the Indenture governing the U.S. Notes.

Because the Swedish Notes are convertible into ordinary shares rather than ADSs, the ADS Ratio Change did not affect the conversion price and conversion rate of the Swedish Notes. In order to ensure that the holders of the Swedish Notes remain in the same economic position as before the ADS Ratio Change and to preserve economic equivalency of the Swedish Notes with the Original U.S. Notes and the HH Notes, we, in accordance with the Swedish Terms, will interpret the definition of "Daily VWAP" therein to assume the trading price of 1/20 of an ADS.

The conversion price of the Swedish Notes was adjusted on March 23, 2025, from $1.81 to $1.36 pursuant to the Swedish Terms.

Pursuant to the terms of the Indenture governing the HH Notes, the conversion price of the HH Notes was adjusted from $2.52 to $1.89 on March 23, 2024. As a result of the ADS Ratio Change, the conversion price of the HH Notes was proportionately adjusted from $1.89 to $37.80. Such conversion price was further adjusted on March 23, 2025, from $37.80 to $28.20 pursuant to the terms of the Indenture governing the HH Notes.

The conversion price adjustments under the Original U.S. Notes and the HH Notes, as well as the adjusted definition of "Daily VWAP" under the Swedish Terms, resulting from the ADS Ratio Change ensure the consideration received upon conversion of the Convertible Notes remains economically equivalent as immediately prior to the ADS Ratio Change.

The conversion rate will be subject to adjustment for certain customary events or distributions and is also subject to adjustment in the event that we conduct an offering of our equity or equity-linked securities at a discount of more than 5% to the trading price of our ADSs.

The conversion of the Convertible Notes at the election of their holders or, if certain conditions are met, at our election would result in the issuance of ordinary shares and ADSs, including pursuant to the payment of "payment-in-kind" interest and the foregoing adjustments that could have a material adverse effect on the value of our outstanding ordinary shares and ADSs. In addition, in the event that we are entitled to require the conversion of the Convertible Notes, we are also required to pay an amount equal to the amount of additional interest that would accrue under the Convertible Notes through their maturity.

Potential arbitrage or hedging strategies by purchasers of the Convertible Notes may affect the value of our ordinary shares and the conversion price for the Convertible Notes may negatively impact the value of our ADSs.

Purchasers of the Convertible Notes may employ, or seek to employ, an arbitrage strategy with respect to the Convertible Notes. Investors would typically implement such a strategy by selling short our ordinary shares or ADSs underlying the Convertible Notes and dynamically adjusting their short position while continuing to hold the Convertible Notes. Investors may also implement this type of strategy by entering into swaps on our ordinary shares or ADSs in lieu of or in addition to selling short our ordinary shares or ADSs. This activity could decrease (or reduce the size of any increase in) the market price of our ordinary shares or ADSs at that time. Additionally, the current

trading price of our ADSs relative to the conversion price of the Convertible Notes may have a negative impact on the price of ADSs.

General Risk Factors

We cannot assure you that an active or liquid market for our ADSs will be sustained, and volatility in the public trading markets could prevent investors from reselling their ADSs at or above the price they paid.

We cannot assure you that an active trading market will be sustained for our ADSs. If a market is not sustained, it may be difficult for you to sell your ADSs. Public trading markets may also experience volatility and disruption. This may affect the pricing of the ADSs in the secondary market, the transparency and availability of trading prices, the liquidity of the ADSs and the extent of regulation applicable to us. We cannot predict the prices at which our ADSs will trade. It is possible that, in future quarters, our results of operations may be below the expectations of securities analysts and investors. As a result of these and other factors, the price of our ADSs may decline.

If securities or industry analysts cease publishing research or reports about us, our business or our market, or if they change their recommendations regarding our ADSs adversely, the price and trading volume of our ADSs could decline.

The trading market for our ADSs is influenced by the research and reports that industry or securities analysts publish about us, our business, our market or our competitors. If any of the securities or industry analysts who cover us or may cover us in the future change their recommendation regarding our ADSs adversely, or provide more favorable relative recommendations about our competitors, the price of our ADSs would likely decline. If any securities or industry analyst who covers us or may cover us in the future were to cease coverage of us or fail to regularly publish reports on us, we could lose visibility in the financial markets, which in turn could cause the price or trading volume of our ADSs to decline.

We continue to incur increased costs as a result of operating as a public company, and our management is required to devote substantial time to new compliance initiatives and corporate governance practices.

As a public company, we continue to incur significant legal, accounting and other expenses. The Sarbanes-Oxley Act, the Dodd-Frank Wall Street Reform and Consumer Protection Act, the listing requirements of Nasdaq and other applicable securities rules and regulations impose various requirements on public companies, including establishment and maintenance of effective disclosure and financial controls and corporate governance practices. Our management and other personnel continue to devote a substantial amount of time to these compliance initiatives. Moreover, these rules and regulations will continue to increase our legal and financial compliance costs and will make some activities more time-consuming and costly. For example, these rules and regulations may make it more difficult and more expensive for us to obtain director and officer liability insurance, and could also make it more difficult for us to attract and retain qualified members of our Board of Directors. As a public company we face increased demand for more detailed and more frequent reporting on environmental, social and corporate governance reports and disclosure.

We continue to evaluate these rules and regulations and cannot predict or estimate the amount of additional costs we may incur or the timing of such costs. These rules and regulations are often subject to varying interpretations, in many cases due to their lack of specificity, and, as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices.

This Annual Report is the fourth annual report in which we are required to comply with the SEC's rules implementing Sections 302 and 404 of the Sarbanes-Oxley Act, which requires management to certify financial and other information in our annual reports and provide an annual management report on the effectiveness of control over financial reporting. Additionally, we must include an attestation report on internal control over financial reporting issued by our independent registered public accounting firm in this Annual Report.

To assess the effectiveness of our disclosure controls and procedures and our internal control over financial reporting, we expect that we will need to continue enhancing existing and implement new financial reporting and

management systems, procedures and controls to manage our business effectively and support our growth in the future. The process of evaluating our internal control over financial reporting will require an investment of substantial time and resources, including by our Chief Financial Officer and other members of our senior management. As a result, this process may divert internal resources and take a significant amount of time and effort to complete.

See Item 15. "Controls and Procedures" in this Annual Report for a discussion on our internal controls. For further discussion on the risks associated with establishing and maintaining effective internal control over financial reporting, as well as other related risks, see Item 3.D. "*Key Information—Risk Factors—Risks Related to the Ownership of Our ADSs—We have previously identified material weaknesses in our internal control environment. Although we have remediated these material weaknesses, if other material weaknesses in internal controls are identified, we may not be able to report our financial results accurately, prevent fraud or file our periodic reports as a public company in a timely manner".*

Item 4. Information on the Company

A. History and Development of the Company

At the beginning of the 1990s, a group of scientists at Lund University set out to make a dairy alternative that would be fit for human nutrition and could replace the traditional cow's product, without sacrificing the dairy experience. They found the solution in the base crop of oats, which are generally globally plentiful, familiar across cuisines, require low-input resources relative to livestock and contain healthy fibers. They developed a proprietary, patented process centered on using enzymes to break down oats into tasty nutritionally-relevant products, while retaining key fibers, leading to the launch of the world's first oatmilk in 1995. This core oat technology, as further developed, continues to be the base for the majority of our products today.

We launched the first oatmilk product under the Oatly brand in 2001. We continued to develop our portfolio of products over subsequent years, including frozen desserts and cooking cream. In 2006, we set up the first Oatly factory in Landskrona, Sweden. In 2012 Oatly embarked on a journey to build a different type of food company supported by an unconventional approach to brand and commercial strategy. We established Oatly as an organization that is committed to improving the lives of individuals and the well-being of the planet and believe we can achieve this through the push for a more sustainable food system.

Since activating our company-wide rebrand, demand for Oatly products has grown rapidly. Between 2016 and 2018, we expanded our global footprint by re-launching in the United Kingdom, expanding in grocery trade in Germany and entering the United States and China. Since then, we have expanded our presence into several new European countries, including France, Italy and Spain. We have also recently expanded into several international markets. As of the end of 2025, our products are available in more than 60 countries worldwide.

To date, we have made substantial investments to scale our production capacity and meet consumer demand including production facilities in the United States (Millville, New Jersey and Ogden, Utah), the Netherlands (Vlissingen) and China (Ma'anshan). In 2023 we continued to focus on our asset-light production model following our long-term strategic partnership agreement with YYF in late 2022 to enable our Ogden, Utah facility to be converted to a hybrid manufacturing facility. During the fourth quarter 2023, continuing with our asset-light production model, we decided to discontinue the construction of our production facilities in Peterborough, UK and Dallas-Fort Worth, Texas. In 2024, we also decided to close our production facility in Singapore and discontinued the construction of our second production facility in China. In 2025, we launched our updated sustainability plan and announced that the Exponential Roadmap Initiative (ERI) qualified Oatly as the world's first "Climate Solutions" company in the food and beverage sector, due to the alignment of our updates sustainability plan with ERI's new Climate Solutions Framework.

We were founded in 1994, and our current holding company was incorporated on October 5, 2016, and was registered with the Swedish Companies Registration Office on October 20, 2016. Our legal name is Oatly Group AB and our commercial name is Oatly. Our principal executive offices are located at Ångfärjekajen 8, 211 19 Malmö, Sweden. Our telephone number at this address is +46 418 475500. Our website address is *https://www.oatly.com*. The information contained on, or that can be accessed through, our website is not a part of, and shall not be incorporated by reference into, this Annual Report. We have included our website address as an inactive textual reference only.

The SEC maintains an internet site that contains reports, proxy and information statements, and other information regarding issuers, including us, that file electronically with the SEC at *www.sec.gov*. Our agent for service of process in the United States is Corporation Service Company, and its address is 19 West 44th Street, Suite 200, New York, New York 10036.

For a description of our principal capital expenditures and divestitures for the three years ended December 31, 2025 and for those currently in progress, see Item 5. "*Operating and Financial Review and Prospects*".

B. Business Overview

Our Company

We are the world's original and largest oatmilk company. For over 30 years, we have focused on developing expertise around oats: a global power crop with inherent properties suited for sustainability and human health. Our commitment to oats has resulted in core technical advancements that have enabled us to unlock our product portfolio. We are utilizing this technical expertise to fulfil our mission of creating delicious, nutritious, climate solution beverages. We position our brand to benefit from the trend of consumers choosing plant-based foods as an alternative to animal-based ones and we continue to encourage consumers to reassess the impacts that their food choices have on the climate and environment.

Sustainability is at the core of our business. In general, oatmilk leads to fewer greenhouse gas emissions compared to cow's milk. Based on certain product-level calculations we have commissioned in Europe and in the United States, and based on additional studies, we generally see that oatmilk products can have a significantly lower climate (CO2 equivalent) impact relative to comparable dairy products, while providing nutrients that most people need more of including fiber, unsaturated fat, essential minerals and vitamins.

Our Industry and Opportunity

We participate in the large global dairy industry, which consists of milk, ice cream and frozen desserts, yogurt, cream, cheese and other dairy products. The global plant-based dairy industry retail sales were estimated to be $21 billion in 2025, according to Euromonitor, which represents approximately 2% growth compared to 2024 and approximately 3% of the global dairy industry retail sales. Foodservice also represents a significant opportunity for us, which expands the total addressable market even further.

In recent years, oat-based alternatives have grown sales faster than both dairy and other plant-based dairy products across a variety of geographies and product categories. We believe plant-based dairy, especially oat-based dairy, has the potential to continue to experience growth driven by multiple secular tailwinds, listed below, whose impact and importance vary across geographies and generations:

- ***Sustainability is an important factor in driving behavioral change and consumer choice.*** Consumers are increasingly aware of the environmental benefits of plant-based dairy. For example, in general, compared to dairy products, plant-based dairy products have a lower environmental impact in respect of greenhouse gas emissions, land and water usage.
- ***Younger generations increasingly seek out brands that connect with their core values***. We have seen that younger consumers are looking for companies to advance progress on important issues within and outside of their operational footprint. We believe our brand and our company's actions align well with many of the values that younger consumers find important.
- ***Growing consumer demand for oat-based dairy***. European retail sales data shows that oatmilk is the driving force behind the increasing consumer demand for plant-based dairy products. We believe that oats are a crop uniquely positioned to achieve the goal of a better dairy portfolio, including:
    - *Environmental sustainability characteristics of oats*: Oats require relatively lower inputs compared to many other agricultural crops and is suitable for cultivation under crop rotation regimes, which can have positive impacts on soil.

- *Flexible within the supply chain*: Oats provide a longer raw ingredient shelf life compared to dairy, while also offering a competitive price structure compared to some other plant-based dairy crops.
- *Widely accessible to a range of eaters*: Oats do not contain some common allergens present in other plant and nut-based products; they have a neutral taste profile, making them attractive for a wide variety of plant-based dairy use cases.
- *Nutritional advantages*: Oats have a balanced macro-nutritional profile containing dietary fiber including beta-glucans, easily digestible protein, and a favorable fat profile low in saturated and high in unsaturated fatty acids.
- *Cultural advantages*: Oats are regularly consumed by many cultures and are common across global cuisines.

Our Competitive Strengths

We believe that the following strengths differentiate us from our competitors and enable us to grow our leading market position and drive continued success, while staying committed to our sustainability priorities.

Purpose-Driven to Create a Plant-Based Sustainable Food System

Oatly is an organization focused on people and the planet. Sustainability is at the core of our business and a part of our strategic decision-making across the value chain. In 2025, Oatly was recognized as a "Climate Solutions" company within food and beverage by the ERI. This means that the majority of our revenue (above 90%) comes from products that have (on average) at least 50% lower climate impact than the milk category. Rooted and validated through our research, we believe the growth of our products can help to address some of society's greatest challenges concerning the climate, environment, human health and lifestyle.

Market-Leading Product Portfolio Disrupting the Global Dairy Market

We have demonstrated global commercial success through our expansion into more than 60 countries across five continents, becoming the top-selling oatmilk brand across multiple key markets. Our loyal consumer base has supported and driven our extension beyond just the plant-based milk category, and we currently have a broad product portfolio with exciting in-home taste experiences and multiple sub-categories that includes frozen desserts, creams and on-the-go drinks. Some of the products in our portfolio are also a source of fiber, offering nutritional benefits that differentiate us within the broader plant-based category.

Authentic Brand Beloved by Consumers

Creativity is at the center of the Oatly brand. Through the efforts of our authentic in-house creative team, we have cultivated a consumer base that is highly aligned with our ambitions. We believe our strong resonance with consumers will further propel our growth. Our consumer relations function supports initiatives and hosts events within our communities, driving our ability to initiate dialogue across regions, cultures and among a rapidly expanding customer base.

Strong Innovation Capabilities Grounded in Over 30 Years of Swedish Science, Patented Technologies, Craftsmanship and Oat Expertise

Oatly was founded by food and nutrition scientists on a mission to create a nutritionally-relevant alternative to traditional cow's milk. Through more than 30 years of research and development, we have developed a proprietary liquid oat base production technology that leverages patented enzymatic processes to turn oats into nutritious, great tasting liquid products. Our patents are supplemented with and protected by decades of production craftsmanship and a global research and innovation organization that keeps evolving the technology to create new, unique functionalities. For instance, advancements in our core enzyme technology enabled the launch of Barista Edition Oatmilk, our best-selling product globally with superior performance in coffee applications. Other advancements have allowed differentiation in taste (No Sugars/Unsweetened) and performance (Baristamatic, Organic Barista Edition).

Our production processes are built from our deep understanding of our raw materials and we work closely with our suppliers to ensure quality and sustainable sourcing. Our global teams for innovation, science and technology in Sweden, complemented by product development and technical product management staff in the United States and China, are also continuously testing new and alternative formulations, ingredients and process technologies to those we currently use to make our products, to enhance and expand our product portfolio. We partner with industry and academic experts to analyze the genomic diversity of oats and identify naturally occurring variances to help us improve ingredient quality, sensorial properties and agronomic performance. We support research aimed at clarifying the nutritional and functional characteristics of oat components including proteins, beta-glucans and bioactives, to deepen our understanding of the so called 'oat drink matrix'. We believe our research and innovation capabilities enable us to remain at the forefront of oat science to deliver on our promise of sustainable, nutritious and delicious quality products.

Multi-Channel Distribution Led by Proven Foodservice Strategy

Our successful channel expansion and execution across geographies starts with our foodservice-led market entry strategy that builds awareness of our brand and products. Consumers discover Oatly in a trusted environment such as an expertly brewed cup of coffee or cappuccino from their favorite coffee shop. We believe that quality product experience can lead to individual purchases of our products at a grocery store, and that it is difficult for our competitors to replicate this strategy given the foodservice channel's fragmented and complex distribution network, especially without teams on-the-ground to help better understand the nuances of this channel. For example, our barista relationships have helped us better understand the coffee sub-channel.

Our Global Production Footprint

Our global production footprint spans three continents, utilizing three main production models to meet global demand for our products: co-manufacturing, hybrid and end-to-end self-manufacturing. Each of our manufacturing plants uses one of these production models based on how it can best support the Company's growth and increase agility. The Company previously announced that it was adapting its supply chain network strategy, manufacturing capacity and organizational structure in order to prepare for the next phase of growth. The framework for our supply chain network strategy is focused on directing our investments to existing manufacturing facilities to achieve the right amount of capacity when we need it while being efficient with our capital expenditures and costs. These actions have reduced, and are expected to continue to reduce, our capital expenditures and have a positive effect on our expected cash flows.

Our Growth Strategies

Our goal is to drive continued, sustainable growth and strong financial performance by executing on the following strategies:

Expand Consumer Base through Increased Awareness and Plant-Based Dairy Category Growth

We believe the plant-based dairy market is still in its infancy. According to Euromonitor, our largest end market (as measured by 2025 net sales) is the United States, where the share of plant-based milks is 10% of plant-based milk and dairy milk volumes combined, while Germany and the United Kingdom, our second and third largest end markets, are 9% and 6%, respectively. We believe there is an opportunity for plant-based milks to increase their respective shares of the dairy market in these countries as well as others. We believe the ability to share the Oatly story with a broader audience is critical to the success of our mission to drive greater plant-based consumption.

We are helping to break down the barriers to adopting plant-based dairy by engaging consumers with our brand. Oatly's success across each of our markets has been partly driven by our brand's focus on sustainability, and we believe that focus, along with an increased focus on taste and a renewed connection with health, will enable us to continue converting dairy consumers into Oatly consumers. We use advocacy to challenge outdated norms and regulations that hamper progress towards plant-based drinks adoption. Examples include a level playing field when it comes to subsidies, taxation and access to public procurement opportunities (e.g. School Milk Schemes).

Expand Presence Across Channels

We believe we can continue to grow in existing markets by improving sales and expanding our presence across product categories with existing customers, as well as signing new customers across multiple channels. With our current production capacity we believe we are well-positioned to capitalize on the whitespace to further expand our foodservice, retail and e-commerce footprints.

Extend Product Offerings through Innovation

We strive to continuously improve our products in order to deliver more innovative, nutritious, sustainable and delicious oat-based products. We have ambitious, long-term innovation goals, which we believe will lead to sustained market leadership to deliver competitively distinct products. We also offer our products in different sizes. For example, our Barista Edition Oatmilk is available in multiple sizes ranging from the portion-sized 20 ml to 1.5 liter packaging.

While the types of products we offer are similar in each geography, we tailor our products to local regulations and local consumer demands to help facilitate consumers' transition from dairy products to Oatly.

Expand our Presence in Expansion Markets

In the past several years, we have entered several new markets. These include European markets such as Spain, Portugal, Ireland, Denmark, France, Poland, Belgium and others such as UAE and Mexico, among others (collectively, our "Expansion Markets"). In most instances, we facilitate our entry into new markets by leveraging our existing commercial organization and production footprint. We believe our established global presence and proven foodservice-led execution exemplify our ability to successfully enter new markets and expand. We believe these Expansion Markets will help us drive growth and convert consumers from dairy products to Oatly.

Drive Asset-Light Production Capacity Expansion

We operate five production facilities as of December 31, 2025. Our strategy is to expand our production capabilities across each of our segments through an asset-light model, which includes utilizing our existing production facilities, as well as our strategic co-packing partners, as much as possible before building additional production facilities. For example, consistent with such strategy, in Asia, we decided to close our manufacturing facility in Singapore in 2024 and discontinued the construction of our second production facility in China, which we refer to as "Asia III". We believe that such an asset-light production model enables us to adequately service our customers while minimizing complexity and capital intensity, and to better focus on margin improvement.

Product Overview

Our Products

Given the substantial growth potential ahead of us, we have made a choice to prioritize drinks and beverages as our core category. While we continue to operate on adjacent dairy-alternative sections, such as cooking products, oatgurts and frozen desserts, our primary focus remains on beverages, where our brand strength, product performance and operating model provide a clear competitive advantage.

This product strategy begins with our team of Beverage Market Developers, who continuously partner with our customers to refine foodservice menus to stay ahead of emerging beverage trends by creating drinks that position Oatly as the default experiential base. In doing so, they demonstrate that our products are no longer simply substitutes for cow's milk. As these beverages generate buzz, consumer engagement, and trial, demand for our products first builds within foodservice channels and subsequently expands into retail.

The foundation for all our products is our proprietary oat base technology, which mimics nature's own process and turns fiber-rich oats into products that are designed for humans.

Oatmilk. Our oatmilk products have multiple fat and sugar profiles and flavors that mirror the traditional dairy products that consumers expect. For instance, in the United States, our oatmilk portfolio includes Original, Low-Fat, Full-Fat, Chocolate Flavored, Unsweetened and Super Basic, and such products are offered in both ambient (shelf-stable) and chilled packaging. The benefit of our ambient packaging is that such products can be stored at room temperature, which makes them better suited for shipping to coffee shops, cafes and other foodservice locations. Ambient formats are also sold in retail and e-commerce channels in all of our segments.

Barista Edition Oatmilk. Our Barista Edition oatmilk is our best-selling product globally. It uses specific proprietary oat base technology, which improves solubility, creaminess and foamability, and as a result, we believe it serves as an exceptional complement to espresso and coffee drinks. Our Barista Edition is also great for baking and cooking and can be enjoyed on its own. In Europe, the Barista Edition portfolio has grown substantially in recent years and the Barista Edition is now available in multiple sizes ranging from the portion-sized 20 ml to 1.5 liter. The Barista portfolio also includes an organic Barista Edition, Barista Edition Lighter Taste which shows superior performance in cold drinks, and Baristamatic which is designed to work optimally in automated coffee machines.

Flavored Barista Edition. As recent additions to our portfolio of oat beverages we offer flavored versions of the Barista Edition Oatmilk, such as caramel, vanilla and popcorn.

Ready-to-drink. Our range of on-the-go drinks delivers novel flavor experiences and product packaging in smaller formats. These products can be found at grocery stores, convenience store outlets and more across our global markets.

Matcha. The Matcha Oat Drink is a lightly sweetened frothable matcha oat drink with a hint of vanilla flavor. In 2026, the Matcha Oat Drink will be available in flavored versions, such as strawberry.

Cooking. We offer a wide range of cooking products including regular and organic Cooking Cream, Half & Half, Crème Fraiche, Whipping Cream, Vanilla Custard and Spreads in a variety of flavors. Our offerings vary by region to accommodate to local cuisines and preferences.

Oatgurt. Our Oatgurts utilize our oat base technology to mimic the consistency of yogurt, as they are thick and "spoonable". Our Oatgurt range looks a bit different depending on the market to fit local consumer tastes.

Frozen desserts. Our frozen desserts are created using our core oat base technology, which provides a foundational creaminess in combination with the other plant-based ingredients. Frozen desserts are available on the markets in U.S. and China in a range of flavors.

Product Certifications

To enhance the credibility of our products, we obtain a number of third-party product certifications. Our certifications, which depend on and vary across geographies and product groups, include: gluten-free, non-genetically modified organism ("GMO"), organic, kosher, halal, vegan and glyphosate free certifications. All our products qualify as free from dairy and soy.

Innovation

Since inception, our innovation goal has been to build the best possible form of milk and other dairy products for humans and our planet. Through our more than 30-year history of making oat products, we have developed a deep expertise around oats and production craftsmanship. We believe we are well positioned to leverage science to address key societal problems and maintain our market leadership in plant-based dairy. We do this by creating great, sustainable, delicious and nutritious food and beverages with optimal taste, functionality and texture.

Today, we have our global teams for innovation, science and technology in Sweden, complemented by product development and technical product management staff in the United States and China. To further strengthen our capabilities we partner with leading scientists and industry experts to ensure we stay at the forefront of oat expertise, human health and consumer taste experience. Through this set-up, we are efficiently building deep technology

know-how and expertise, as well as ensuring that our products are developed close to consumers, according to locally relevant consumer preferences.

Advertising and Creative

Through a bold advertising strategy, we amplify what our brand stands for and use our company voice in service of our mission to drive greater plant-based consumption.

Our advertising content is created or directed in-house, ensuring a consistent brand message across regions and product lines. Our advertisements can be found across a variety of platforms, including out-of-home locations, for example billboards, signage, bus and train banners and large-scale printed murals and print media, such as newspapers and magazines. We intend to continue to invest in our brand by adding additional media platforms. We also regard our packaging as a valuable way to develop a dialogue with our consumers and foster an added long-standing relationship as they are enjoying the product. We have highly engaged social media followings and utilize platforms including TikTok, Instagram, Facebook, X (formerly Twitter), LinkedIn and YouTube, among others, to further engage with our consumers.

Channels / Customers

Our diversified portfolio of products is available in more than 60 countries across five continents through a variety of channels, including foodservice, food retail and e-commerce. Each market in which we operate has its own distinct customer landscape and channel mix. We believe the strength of our brand in an on-trend category makes us an attractive partner for customers.

In the fiscal year 2025, the retail channel accounted for approximately 65.1% of our revenue, the foodservice channel accounted for approximately 32.8% of our revenue, and other accounted for approximately 2.1% of our revenue.

Supply Chain Operations

The core goal of our Supply Chain Operations team is to operate and evolve a proprietary, global footprint with a positive bottom-line, while efficiently and sustainably utilizing resources. Relative to our growth, we aim to reduce our greenhouse gas emissions through logistical and sourcing efficiencies, minimize our scrap material use and minimize our by-product waste. As we and the demand for our products grow, we continue to strategically consider how we can further improve our supply chain optimization. The Company continues to adapt its supply chain network strategy, manufacturing capacity and organizational structure in order to prepare for the next phase of growth. The framework for the supply chain network strategy is centered on focusing investments on Oatly's proprietary oat base technology and capacity. These actions have reduced, and are expected to continue to reduce, our capital expenditures and have a positive effect on our expected cash flows.

Sourcing Oats, Ingredients and Packaging

The production process begins with the sourcing of our inputs. Sourcing of oats, packaging and other raw materials and ingredients for our products is managed by close collaboration between the corporate-level and the regional teams to leverage the scale and global nature of our operations, maximizing the adaptability of supply chain operations and taking account of sustainability considerations.

- ***Sourcing oats.*** We have built relationships with key oat suppliers to source our oats. We secure our oat supply and capacity regionally to seek to minimize transportation distance and expenses. In key sourcing regions, we work with select farmers to implement sustainable agricultural strategies for oat cultivation.
- ***Packaging.*** We source packaging materials from global suppliers with regional footprints. For specialized packaging materials, we may use regional suppliers that utilize innovative materials and to minimize transportation distance and expenses.
- ***Rapeseed oil and other strategic ingredients.*** We source non-GMO, low erucic rapeseed oil. The rapeseed oil we use in the U.S. and Europe is expeller pressed and is produced without the use of hexane.

- We generally source our non-strategic ingredients, such as salt and sugar, regionally.

Our Oat Suppliers

We have agreements in place with each of our oat suppliers and believe that the terms contained in these agreements are customary for such suppliers in our industry. Under each of these agreements, we are required to provide forecasts of our anticipated needs for certain periods of time to assess the supply we will require for the upcoming term, and the oats supplied under each of these agreements are subject to certain quality control requirements and terms regarding sustainability matters. Oat prices and other ingredients such as rapeseed oil are normally agreed to annually with our suppliers for the following year based on the outcome of the current year harvest. The price of raw oats and other ingredients such as rapeseed are volatile and depend on several factors: the result of the harvest in the different parts of the world we source from and other market factors such as world market price and other macroeconomic and geopolitical factors.

Production Process Overview

The Oatly production process consists of the following key steps, beginning with our core science and oat base technology:

- ***Manufacturing our proprietary oat base.*** The premise of our patented oat base technology is an enzymatic process that closely mirrors the human body's process used to breakdown starches. Oats are cleaned, dehulled and heated to groats, which then undergo our patented enzymatic processing to form the basis of our core liquid oat base. This process allows us to achieve a robust macro-nutritional profile with soluble dietary fibers (beta-glucans), stable composition, and functional character of foamability and texture. We manage all of our oat base manufacturing facilities globally. This allows us to minimize the risk of infringement of our IP rights.
- ***Transporting the oat base to a filling plant, where applicable.*** In instances where we are using a co-manufacturer, we transport the oat base to a filling plant, either by a pipeline to a nearby filling plant or by a tanker truck to co-manufacturers, who assist us with mixing and filling.
- ***Turning oat base into finished products.*** In the mixing and filling stages, we turn oat base into the variety of products that we sell. This process takes on different forms based on the end product. For our oatmilks, we add water and other ingredients, such as oils, minerals, vitamins, and optional flavors to our oat base, which are mixed together to become an Oatly formula. The product is then Ultra-High Temperature ("UHT") treated and stored in a sterile tank until packaged in different formats and sizes.
- ***Delivering products to fulfillment warehouses.*** We then take the finished products to fulfillment warehouses, where they will be distributed to our customers.
- ***Ensuring quality.*** We strive to ensure that our products meet both externally mandated quality control regulations and standards, as well as internally established quality standards through a framework of procedures.

Production Models

We utilize three main production models to meet global demand for our products: co-manufacturing, hybrid and end-to-end self-manufacturing. In our co-manufacturing model, we transport our oat base through tanker trucks to our third-party partners for filling and mixing. In our hybrid solution, we transport our oat base through pipelines to a physically adjacent plant operated by our third-party partners for filling and mixing. Using an end-to-end self-manufacturing model, we produce the oat base, mix and fill the products at a single Oatly-owned and operated facility. As noted above, we continue to adapt our supply chain network strategy and simplify the organizational structure in order to prepare for the next phase of growth. We believe these actions will increase the agility of the organization and drive profitability.

For the year ended December 31, 2025, approximately 1% of our products were produced through the co-manufacturing model, 60% through a hybrid model and 39% through our own end-to-end self-manufacturing.

Geographic Footprint

We have strategically built our manufacturing facilities to be in close proximity to our consumers as well as our co-manufacturers, where possible. This allows us to reduce our transportation costs, which can help us to lower our environmental impact and can drive production efficiencies and cost savings. For a description of the principal markets in which we operate, which are Europe & International, Greater China and North America, including a breakdown of revenues by category of activity and geographic market for each of the last three fiscal years, see Item 5. "*Operating and Financial Review and Prospects*" of this Annual Report.

We have grown our production facilities from one site in Sweden in 2018, to five across Europe, the United States and Asia as of December 31, 2025. At year end 2025, we had technically available capacity of approximately 1 billion liters of finished goods equivalent of oat base.

Distribution and Freight Execution

Our warehousing network is purposefully designed to optimize proximity to our production facilities and to our customers in order to seek to minimize costs and environmental impacts. We expect to continue to see a blend of electric, train, bio-gas and other more sustainable logistics solutions on our routes over time. We leverage a range of logistics and distribution solutions to meet the requirements of each geographic market, including: direct distribution, exclusive distribution, distribution agents and e-commerce. The system that we use in a specific region depends on a number of factors, including market potential, maturity and associated risks.

Our Organization and People

Our organizational development is led by our People Team, whose goal is to institutionalize the principles of flexibility, innovation and continuous learning in our work environment. We invest in programmes and resources that promote collective, individual, cultural, structural and process changes towards our goals. To meet our sustainability objectives, we need the expertise of a diverse group of coworkers who feel that they work in a safe, inclusive and empowering environment, are compensated equitably for their work and protected from discrimination of any kind.

We aim to apply our employment policies and practice in full compliance with applicable national and local fair employment laws, including those relating to compensation, benefits, transfer, retention, termination, training, career development opportunities and social and recreational programs. We also conduct ongoing Diversity, Equity and Inclusion ("DEI") work to ensure that we are fostering an inclusive and collaborative workplace environment. For example, we conduct employee surveys on a regular basis to gather employee feedback on our DEI practices to ensure no one has or is currently experiencing discrimination. We also identify and drive appropriate regional DEI programs led by our local employee groups, to ensure they reflect the cultural and legal requirements in each such market.

Competition

While we operate in a highly competitive market, we believe that our position as category creator, our commercial performance, brand equity, science and innovation practice, and organizational approach differentiate us and help us maintain market leading positions, despite generally having a higher price point, fewer promotions, and limited distribution. Our competitors include consumer packaged goods companies such as Danone, PepsiCo and Coca-Cola, dairy companies and brands, such as Lactalis, Fonterra, Arla Foods, Chobani, Dean Foods and Lactaid (owned by Johnson & Johnson), plant-based dairy companies, such as Blue Diamond Growers, Califia Farms, Planet Oat, Ripple Foods, Oatside and Ecotone, new market entrants building lab-based products and private-label brands. We believe the principal competitive factors in our industry include:

- brand equity and consumer relationships;
- product experience, including taste, functionality and texture;
- nutritional profile and dietary attributes;
- sustainability of supply chain, including raw materials;
- quality and type of ingredients;

- distribution and product availability;
- pricing competitiveness; and
- product packaging.

We believe it is important to have strong presence across multiple channels to effectively compete. We have been successful across retail, including grocery stores and supermarkets, foodservice, including coffee shops, cafés, restaurants and fast food, and e-commerce, both direct-to-consumer and through third-party platforms. Through this channel diversification, we are able to reach a broad consumer audience and appeal to the mainstream, while being able to shift product between channels in times of market disruption.

Even though we operate in a highly competitive industry, we believe that we effectively compete with respect to each of the above factors. However, many companies in our industry have substantially greater financial resources, longer operating histories, broader product portfolios, broader market presence, longer standing relationships with distributors and suppliers, larger production and distribution capabilities, and higher measures of household penetration or brand recognition on an absolute level.

Intellectual Property

We own domestic and international trademarks and other proprietary rights that are important to our business. We believe the protection of our trademarks, designs, copyrights, patents, domain names, trade dress and trade secrets are important to our success and have a global approach to protecting our trademarks, designs, patents and other intellectual property rights.

Our trademarks are valuable assets that reinforce the distinctiveness of our brand to our consumers. Depending upon the jurisdiction, trademarks are valid as long as they are used in the regular course of trade and/or their registrations are properly maintained. Our primary trademarks are OATLY, WOW NO COW and POST MILK GENERATION, all of which are registered or pending registration in the United States and approximately 110 other countries in the world. In addition, we strive to protect key branding elements of our marketing, signaling the commercial origin of our products and services. As of December 31, 2025, we owned 52 registered trademarks and eleven pending trademark applications in the United States and around 2,300 registered trademarks, pending trademark applications or designations under the Madrid protocol globally. We take an active approach in defending and expanding the scope of protection of our trademarks with a vigilant global trademark watch. We further take decisive action against potential infringers both when it comes to registrations and actual use of marks confusingly similar to our trademarks.

Our patent portfolio aims to protect our oat base technology, as well as specific product recipes when relevant. The majority of our patents and patent applications cover our Barista Edition and oat drink products, but we also have patent families within categories such as oatgurt, soft serve, and our oat base residue. As of December 31, 2025, we owned two issued patents and 22 pending patent applications in the United States and more than 180 issued patents and pending patent applications globally.

We wish to keep confidential the specifics of our marketing, promotions and products, as well as proprietary information related to formulas, processes, know-how and methods used in our production and manufacturing and seek to protect such information as trade secrets.

Seasonality

To date, we have not experienced pronounced seasonality, but such fluctuations may have been masked by our historical growth and macroeconomic trends, including higher inflation. As the Group continues to grow, including the relative size of our markets, we expect to see additional seasonality effects, especially within the food retail channel, with revenue contribution from this channel tending to be linked with holiday season periods. For example, the Lunar New Year one week celebration occurring in the first quarter of the calendar year has resulted in lower volumes sold in the Asia region compared to the remaining quarterly periods of the year.

Government Regulation

Regulation of Conventional Food Products in the United States

Our products are regulated in the U.S. as conventional foods. As a manufacturer and distributor of food products, we, along with our distributors and ingredients and packaging suppliers, are subject to extensive laws and regulations by U.S. federal, state and local government authorities, including, among others, the FTC, the FDA, the USDA, the EPA, the OSHA and similar state and local agencies. Under various statutes, these agencies regulate the manufacturing, preparation, quality control, import, export, packaging, labeling, storage, recordkeeping, marketing, advertising, promotion, distribution, safety, and/or adverse event reporting of conventional foods. In the United States, conventional food manufacturers must adhere to CGMP and other standards requirements applicable to the production and distribution of conventional food products. In addition, we manufacture some of our products pursuant to special certification programs such as those for organic, kosher and non-GMO products, among others, and we must comply with strict standards imposed by federal, state and third-party certifying organizations with respect to these types of products and labeling claims.

The FDA regulates food products pursuant to the Federal Food, Drug, and Cosmetic Act and its implementing regulations. In addition, pursuant to FSMA, the FDA promulgates requirements intended to enhance food safety and prevent food contamination, including more frequent inspections and increased recordkeeping and traceability requirements. The FSMA also requires that imported foods adhere to the same quality standards as domestic foods, and provides the FDA with mandatory recall authority over food products that are mislabeled or misbranded. In addition, the FDA requires that certain nutrient and product information appear on product labels and that the labels and labeling be truthful and not misleading. Similarly, the FTC requires that marketing and advertising claims be truthful, not misleading, not deceptive and substantiated by adequate scientific data. We are also restricted from making certain claims about our products without prior FDA approval, such as health claims or claims that our products treat, cure, mitigate or prevent disease (i.e., drug claims).

Products that do not comply with applicable governmental or third-party regulations and standards may be considered adulterated or misbranded and subject, but not limited to, warning or untitled letters, product withdrawals or recalls, product seizures, relabeling or repackaging, total or partial suspensions of manufacturing or distribution and import holds. Food product manufacturers and distributors that do not comply with applicable governmental or third-party regulations and standards may be issued injunctions, fines, civil penalties or face criminal prosecution.

Food production is also highly regulated by food safety laws and regulations. In the U.S., the FDA requires that facilities that manufacture food products comply with a range of requirements, including hazard analysis and preventative controls regulations, CGMPs and supplier verification requirements. Our processing facilities, including those of our co-manufacturers, are subject to periodic inspection by federal, state and local authorities.

Non-US Government Regulation

As we manufacture and distribute our food products in a number of markets outside of the U.S., in particular Europe and Asia, we, along with our ingredient and packaging suppliers and distributors, are subject to a variety of foreign laws and government regulations applicable to food products. In addition, we manufacture some of our products pursuant to special certification programs such as those for organic, kosher and halal.

In the EU, food products and food production are governed by Regulation (EC) No 178/2002, laying down the general principles and requirements of food law as well as the procedures in matters of food safety and establishing the European Food Safety Authority (“General Food Law Regulation”) and Regulation (EC) No 852/2004 laying down general rules on the hygiene of foodstuffs. In addition, other pieces of the EU legislation provide microbiological criteria, contaminants, and pesticide levels, defining safety thresholds. Food business operators in the EU are subject to national food safety authorities in EU member states that perform official controls both on production facilities and food products securing that applicable regulations are met.

Following the end of the transition period on December 31, 2020, due to the United Kingdom’s withdrawal from the EU, Great Britain’s food and feed safety policy is no longer automatically governed by EU law, even though

certain EU legislation (including the General Food Law Regulation) has been retained, and successively renamed as assimilated law from January 1, 2024. This is, however, not the case for Northern Ireland due to the Windsor Framework agreement between the EU and the United Kingdom. As per the agreement, products that are manufactured in Northern Ireland are still subject to EU legislation.

The General Food Law Regulation applies to all stages of production, processing and distribution of food with some exceptions and sets forth essential requirements with respect to food safety and traceability, determines food operators' respective responsibilities, and establishes general principles which must be complied with such as risk analysis, precautionary and transparency principles. Food business operators must at all stages of production, processing and distribution within the businesses under their control ensure that foods satisfy the requirements of food law, in particular as to food safety, and must further ensure the traceability of food, the appropriate presentation of food, the provision of suitable food information and the prompt withdrawal or recall of unsafe food placed on the market.

The General Food Law Regulation also established the Rapid Alert System for Food and Feed ("RASFF") to provide EU RASFF Member Countries' food control authorities with an effective tool to exchange information about measures taken responding to serious risks detected in relation to food. Consumers have access to a specific RASFF Consumers' Portal, which provides information on food recalls and public health warnings. Since the EU exit, the UK still receives RASFF notifications from EU bodies, however any response to those, or notifications from the UK authorities, will be communicated to EU partner organizations via the appropriate INFOSAN contacts, as UK no longer has access to create or log on to the RASFF system for that purpose.

Additionally, food business operations in the EU must ensure that their products and activities comply with European regulations governing the presentation, advertising and claims related to food products, in particular Regulation (EU) No 1169/2011 on the provision of food information to consumers, which, among other things, requires that, unless provided otherwise, pre-packed foods are accompanied by mandatory information such as list of ingredients, nutrition declaration, allergen information, and net quantity of the food. Nutrition claims (e.g., "low fat") and health claims (i.e. any statement about a relationship between food and health) related to food are specifically regulated by Regulation (EU) No 1924/2006, which seeks to ensure that any claim made on a food's labeling, presentation or advertising is clear, accurate and based on scientific evidence and does not mislead European consumers. Regulation (EU) No 432/2012, as amended, establishes a list of permitted health claims (other than those referring to the reduction of disease risk and to children's development and health). Only health and nutrition claims that have been authorized by the EC, as included in the aforementioned regulations can be used. Food business operators must further ensure compliance with Regulation (EC) 1333/2008 on the rules on food additives (including conditions of use, labeling and procedures), Regulation (EU) 231/2012 on specifications for food additives, Regulation (EC) 1334/2008 on the rules on food flavoring, Regulation (EC) 1332/2008 on the rules on food enzymes and Regulation (EU) No 1308/2013, as complemented by EC Decision No. 2010/791, establishing a common organization of the markets in agricultural products, which provides specific requirements for some food products including specific limits to the use of the terms "milk" and "milk products".

Specific provisions apply to enriched products which are products to which vitamins and minerals have been added either to replace some of the nutrients lost when the food was manufactured/stored or to match the nutritional composition of the food that a substitute food aims to replace. Enriched products are subject to Regulation (EC) No 1925/2006 on the addition of vitamins and minerals and of certain other substances to foods, that together with Regulation (EU) 1169/2011 on food information to consumers, harmonize the provisions regarding the addition of vitamins and minerals and of certain other substances to foods. Pending the EC of harmonized EU maximum levels for vitamins or minerals that may be added to food supplements and enriched products and minimum levels for specific vitamins and minerals when added to food supplements, which was expected during the first quarter of 2024, EU member states can define those limits based on the needs of the local population.

Even though EU regulations are directly applicable in all EU member states and, when specified, in the European Economic Area countries ("EEA") (which in addition to the 27 EU member states also includes the three following countries: Iceland, Liechtenstein and Norway), additional national laws and regulations may impose further requirements on food business operators.

If European or national regulatory authorities determine that the labeling, promotion, advertising and/or composition of food products is not in compliance with applicable laws or regulations, or if food business operators fail to comply with such applicable laws and regulations, civil remedies or penalties, such as fines, injunctions, recalls or seizures, warning letters, restrictions on the marketing or manufacturing of the products, or refusals to permit the import or export of products, as well as potential criminal sanctions may be ordered. National (member state) laws set forth applicable sanctions and penalties (including criminal sanctions), and national competent authorities determine enforcement measures.

In China, we are subject to the requirements of the China Food Safety Law and its implementing regulations. This law sets forth comprehensive statutory requirements governing the production, circulation, recall and import/export of food products in China. In addition, product information on our pre-packaged products must comply with the national standards on pre-packaged food labeling (GB 7718-2025) and pre-packaged food nutrition labeling (GB 28050-2025). With the operation of the Ma'anshan plant, we submitted production licenses to local authorities, filed product standards including national standard (GB 7101), industrial standard (QB/T 4221) and enterprise standards. All products manufactured in Ma'anshan comply with regulatory requirements.

As is the case in the U.S., requirements with respect to food production are set forth in each of the EU's and China's respective food safety legislation.

In other foreign countries where we sell our products we must comply with similar food safety requirements, including in the following areas:

- manufacturing;
- product standards;
- product safety;
- product safety reporting;
- marketing, sales, and distribution;
- packaging and labeling requirements;
- nutritional and health claims;
- advertising and promotion;
- post-market surveillance;
- import and export restrictions; and
- tariff regulations, duties, and tax requirements.

Insurance

We maintain commercial insurance programs with third parties in the areas of property and business interruption, product liability and excess liability, among others. Our ultimate exposure may be mitigated by amounts we expect to recover from third parties associated with such claims.

C. Organizational Structure

The legal name of our company is Oatly Group AB, and we are organized under the laws of Sweden. We have 36 wholly-owned subsidiaries and one 60% owned subsidiary. The Company's principal subsidiaries as at December 31, 2025 are as follows:

Name	Country/place of registration and operations	Principal activities	Proportion of voting rights and shares held (directly or indirectly) (%)
Direct ownership			
Cereal Base CEBA AB	Sweden	Holding	100%
Oatly AB	Sweden	Holding	100%
Indirect ownership			
Oatly Sweden Operations & Supply AB	Sweden	Production	100%
Havrekärnan AB	Sweden	Production	100%
Oatly UK Ltd.	United Kingdom	Selling	100%
Oatly Germany GmbH	Germany	Selling	100%
Oatly Switzerland AG	Switzerland	Selling	100%
Oatly Austria GmbH	Austria	Selling	100%
Oatly Netherlands BV	Netherlands	Selling	100%
Oatly Netherlands Operation & Supply BV	Netherlands	Production	100%
Oatly EMEA AB	Sweden	Selling	100%
Oatly Inc.	United States	Holding	100%
Oatly US Inc.	United States	Selling	100%
Oatly US Operations & Supply Inc.	United States	Production	100%
Oatly Shanghai Co. Ltd.	China	Selling	100%
Dong Plant (Zhuhai) Food and Beverage Co., Ldt	China	Selling	100%
Oatly Food Co Ltd.	China	Production	100%

D. Property, Plants and Equipment

Corporate Offices

Our headquarters are located at Ångfärjekajen 8, 211 19 Malmö, Sweden, under a lease for approximately 50,000 square feet of office space, expiring on February 29, 2028. We also lease regional offices in other locations, including London, Berlin, Helsinki, Amsterdam, Paris, Barcelona, Lund, Philadelphia, Shanghai, Beijing, Shenzhen, Stockholm and Hong Kong.

Supply Chain Operations

We currently have five production facilities, two in Europe & International, two in North America and one in Greater China. We currently own an end-to-end factory in Landskrona, Sweden and an oat base production facility in our Millville, New Jersey factory. We lease two factories for hybrid production: one in Vlissingen, the Netherlands, and one in Ogden, Utah. We lease the facility for end-to-end production in Ma'anshan, China. We have made adjustments to our supply chain footprint to better match where we have the largest supply and demand gaps. In 2024, we decided to close our production facility in Singapore and discontinued the construction of our second production facility in China, which we historically referred to as "Asia III".

We estimate that we will invest in the range of $20 million to $30 million in 2026, related to regular maintenance, efficiency investments and capacity expansion in our existing facilities.

As of the end of 2025, we had a run-rate output of approximately 1 billion liters of finished goods equivalent of oat base capacity.

Innovation and Product Development

We lease a center for new product development in Philadelphia, Pennsylvania, and a research and development facility in Lund, Sweden.

Financing

We are financing our capital expenditures primarily through cash generated by the issuance of equity and Convertible Notes, and from borrowings under our credit facilities described under Item 5.B. "*Operating and Financial Review and Prospects—Liquidity and Capital Resources—CMB Credit Facility and Super Senior Revolving Credit Facility Agreement (SSRCF)*", the proceeds from our Convertible Notes described under Item 5.B. "*Operating and Financial Review and Prospects—Liquidity and Capital Resources—Convertible Notes*", the proceeds from our Nordic Bonds described under Item 5.B. "*Operating and Financial Review and Prospects—Liquidity and Capital Resources—Nordic Bonds*", and the leasing arrangements described under Item 5.B. "*Operating and Financial Review and Prospects—Liquidity and Capital Resources—Contractual Obligations and Commitments*". We expect to continue to use this combination of financing to fund our continued expansion.

Item 4A. Unresolved Staff Comments

None.

Item 5. Operating and Financial Review and Prospects

You should read the following discussion of our operating and financial review and prospects in conjunction with our consolidated financial statements and the related notes included elsewhere in this Annual Report. The following discussion is based on our financial information prepared in accordance with IFRS Accounting standards, as issued by the International Accounting Standards Board.

This discussion contains forward-looking statements and involves numerous risks and uncertainties, including, but not limited to, those described in the "Risk Factors" section of this Annual Report. See "Cautionary Statement Regarding Forward-Looking Statements". Our actual results could differ materially from those contained in any forward-looking statements.

The information called for by this Item 5, regarding a discussion of the year ended December 31, 2024 compared to the year ended December 31, 2023 has been reported previously in our Annual Report on Form 20-F for the year ended December 31, 2024 filed with the SEC on March 13, 2025 under "Item 5. Operating and Financial Review and Prospects," which discussion is incorporated by reference herein.

A. Operating Results

Overview

Oatly is the world's original and largest oatmilk company. Our products are sold globally through a variety of channels, from independent coffee shops to nation-wide partnerships with established franchises like Starbucks, from food retailers like Target and Tesco to premium natural grocers and corner stores, as well as through e-commerce channels such as Alibaba's Tmall.

We currently operate five manufacturing facilities, with two in the United States, one in Sweden, one in the Netherlands, and one in China.

More detailed information about our business is included under Item 4. "*Information on the Company*" in this Annual Report.

Components of Results of Operations and Trends and Other Factors Affecting our Business

The following briefly describes the components of revenue and expenses as presented in our consolidated statements of operations and trends and other factors affecting our business.

Strategic Actions

We continue to execute on our strategic priorities focused on driving profitable growth. These actions are aimed at setting clear priorities for our teams, reducing complexity to increase organizational agility, and executing our asset-light supply chain strategy.

In executing these actions, we simplified our organizational structure. We reviewed the organizational structure to adjust the fixed cost base globally, including employee-related costs, professional services, and other related costs. We have recorded restructuring costs of $4.9 million in 2025 related to these actions (2024: $8.2 million).

During the fourth quarter of 2023, we decided to discontinue the construction of our production facilities in Peterborough, UK and Dallas-Fort Worth, Texas. During 2024, we completed substantially all of the activities relating to the exit of these two facilities. Also, in 2024, we decided to close our production facility in Singapore and discontinued the construction of our second production facility in China, which we historically referred to as "Asia III". For a further discussion on risks related to these impairments see Item 3.D. "*Key Information—Risk Factors—Risks Related to our Business and Industry—We have recognized impairment charges for long-lived assets and other exit costs in connection with our production facilities, and we may need to recognize further costs in the future, which could adversely impact our business, financial condition and results of operations"*.

During 2025 we have initiated a strategic review of our Greater China business. The review will consider a range of options, including a potential carve-out of the Greater China segment, with the goal of accelerating growth and maximizing the value of the business. We continue to operate in the Greater China market, including operating our production facility, and we remain committed to our customers, consumers, and employees as we look to maximize the value of this part of the business. While there is no definitive timetable for completing the strategic review, we expect to complete the strategic review within 2026. We do not intend to provide further updates unless and until the Board of Directors approves a specific course of action or determines that additional disclosure is appropriate or required. We caution that there can be no assurances that the process will result in any transaction or strategic change.

Impact of the Macroeconomic Environment on our Results

Our business continues to be exposed to the effects of the current global macroeconomic environment. We continue to maintain a global focus on the controllable aspects of our business while navigating the challenging operating environment.

- **Consumer spending:** Changes in the macroeconomic landscape have affected customer spending habits, increasing demand for cheaper products and labels. Our fiscal 2025 revenue growth reflects solid demand for our products despite ongoing uncertainty in the global economy. We will continue to closely monitor macroeconomic conditions, including potential impacts of inflation and rising interest rates on consumer behavior.
- **Inflationary pressures**: As a result of inflationary pressures over the past several years, we have experienced and may continue to experience, higher commodity and supply chain costs, including transportation, packaging, manufacturing, and ingredient costs, as well as higher electricity costs. We have in the past taken, and may in the future take, measures to mitigate the impact of this inflation, such as a combination of strategic pricing actions, product and customer mix management, operational improvements in our supply chain, and reductions in our overhead costs. We will continue to closely monitor the prices of our input costs and look for additional ways to offset the impact on our business.
- **Geopolitical tensions**: There are significant geopolitical issues that can impact our business. The U.S. and Israeli war with Iran and further escalation of the ongoing conflict in the Middle East and the Red Sea have and will cause shipping disruptions and could result in, among other things, broader impacts that expand into other markets, cyberattacks, supply chain and logistics disruptions, and changes to foreign exchange rates and financial markets, any of which may adversely affect our business and supply chain, or a diminished consumer confidence resulting in reduced demand. Additionally, the Russian invasion of Ukraine in February 2022 resulted in many broader economic impacts such as sanctions and bans against Russia and Russian products imported into certain countries in Europe and the United States. Such sanctions and bans have impacted, and may continue to impact, commodity pricing such as fuel and

energy costs, leading to higher transportation costs, which make it more expensive for us and our partners to deliver products to our customers. We do not directly procure goods or services from Russia or Ukraine. However, these two countries are large exporters of farm produce and fertilizer. This has indirectly impacted the supply and pricing of certain ingredients for our products. We also have experienced an impact on supply chains due to the ongoing war and, for example, have removed rail transport to Asia through Russia. Further sanctions, bans, or other economic actions in response to the ongoing war in Ukraine or in response to any other global conflict could result in an increase in costs, further disruptions to our supply chain, and a lack of consumer confidence resulting in reduced demand. While the extent of such items is not presently known, any of them could negatively impact our business, results of operations, and financial condition. Additionally, further escalation of geopolitical tensions including increased trade barriers or restrictions on global trade, could result in, among other things, broader impacts that expand into other markets, cyberattacks, supply chain and logistics disruptions, and changes to foreign exchange rates and financial markets, any of which may adversely affect our business and supply chain, or a diminished consumer confidence resulting in reduced demand.

- **Tariffs and the emergence of a trade war**: Any trade tensions or trade wars, for example, between the United States and China, the United States and Canada, the United States and Mexico, the United States and the EU, or news and rumors of potential retaliatory tariffs, could have an adverse impact on our business, financial condition and results of operations. We will closely monitor the impact of changes in tariffs and other trade barriers on our business and take appropriate measures to offset any potential headwinds.
- **Foreign currency impacts**: As a global company, we are exposed to risk arising from foreign currency exchange rates. In fiscal 2025, fluctuations in foreign currency exchange rates positively impacted our reported revenues by approximately $21.0 million, increasing our revenue growth rate to 4.7% on a reported basis from 2.2% on a constant currency basis.

Sustainability at Oatly

Sustainability Embedded in our Mission and Business Strategy

We aim to drive change in our food system through the power of oats, increased penetration of oat-based products into more families around the world and a significant reduction in cow's milk consumption.

Our focus on sustainability is a mindset that permeates across our Company and helps us to more thoroughly evaluate business decisions. We collaborate with farmers, suppliers, scientists and other partners across our supply chain and beyond to develop our products in a way that we believe is beneficial to our strategy, our customers and the world around us.

Our Sustainability Impact Areas and Ambitions

Our sustainability ambitions and goals form a key part of our business strategy and operations. In 2025 we updated our Sustainability Plan. This updated plan includes revised climate commitments and associated targets and revised impact commitments for nature, people and nutrition. Below is a summary of the impact areas and their associated commitments, as established in our Sustainability Plan:

Climate

Our products' lower climate impact has been evaluated by numerous independently assessed studies on the climate impact of key Oatly products as compared to their dairy counterparts. Such evaluations show that the Oatly products assessed have approximately half (or less) the climate impact than dairy from cows do. We believe one of the biggest impacts we can have is to increase consumption of oatmilk (which results in the reduction of cow's milk consumption) and mainstream plant-rich diets.

We commit to reducing our climate intensity footprint to ensure that our products have a reduced climate impact compared to dairy, in the milk category. Beyond our own value chain (GHG emissions, scopes 1, 2 and 3), we aspire to influence broader climate reductions in the food system and society.

Nature

Our double materiality assessment points to the areas where Oatly has its most material impacts and faces the most nature-related risks, as well as where we have the most dependency on nature's services. For us, this is primarily in the oat fields that supply our most important ingredient - oats, as well as water withdrawal at factories that make our products.

We commit to investing in the transition to regenerative agriculture, which supports land and water stewardship, and to invest in actions on water, waste and packaging that minimize our contribution to the worldwide loss of nature.

People

We believe that the effects of climate change and other environmental degradation ultimately impact food security, causing disruption to production, availability, stability and access.

At Oatly, we strive to consider our risks and our impacts, and where we can aim to have lasting positive impact. The safety, health and well-being of our employees is critically important, as well as the farmers who cultivate the oats and other key ingredients that we need for our products. Additionally, we recognize the significance of the human experience across our value chain and strive to work to engage with communities that may be impacted (positively or negatively) by our efforts to bring Oatly to the world.

We commit to respecting the human rights of all people across our value chain, including the communities we operate in.

Nutrition

By harnessing the power of oats through our products, our people, and our voice, we aim to reshape the food system in ways that allow real progress towards sustainable healthy diets. We commit to having an oat-based portfolio that both makes it easy for people to swap from cow's milk to Oatly products and is a mechanism for positive change in human and planetary health.

Compliance Readiness

Our sustainability targets, ambitions and objectives continue to evolve. In 2025, we continued preparing for key sustainability-related regulations, including the EU Corporate Sustainability Reporting Directive (CSRD) and California's Climate-Related Financial Risk Act and Climate Corporate Data Accountability Act (CCDAA). Throughout the year, we closely monitored developments in these regulations to ensure alignment and readiness for compliance. We continue to seek to demonstrate the alignment of our operations with certain UN SDGs and approach the structure of our reporting in a way that aligns with the metrics of the relevant standard of the International Sustainability Standards Board's SASB Standards, a globally recognized ESG reporting framework.

Sustainability Governance

Our sustainability program is developed and managed through considered interaction between our Chief Executive Officer, with embedded ownership within relevant functions, and overseen by our Board of Directors. Our Chief Executive Officer, VP Global Sustainability, and our Sustainability Leadership Team work together to develop our sustainability commitments, strategies, and actions, in partnership with relevant business leaders, and an intentional focus on delivering sustainability impact performance. Oversight is provided by the Nominating, Corporate Governance and Sustainability Committee of our Board of Directors, which reports to the Board on matters of sustainability and corporate responsibility performance.

Our 2025 Sustainability Highlights

In 2025, we launched our updated sustainability plan and announced that the Exponential Roadmap Initiative (ERI) qualified Oatly as the world's first "Climate Solutions" company in the food and beverage sector, due to the alignment of our updates sustainability plan with ERI's new Climate Solutions Framework. In connection with this, we spoke on numerous global stages including COP and Climate Week, using our voice to influence others to develop, scale and reward climate solutions in service to reach societal net zero.

We expanded our Future Agriculture Renovation Movement ("FARM") program to include oat farmers in Sweden and increased the number of participating Canadian farmers in the program's second year. Additionally, we hosted annual farmer meetings in Canada and Sweden to gather feedback and refine the FARM program.

All Oatly-operated factories and our production partners continue to source renewable electricity. Sourcing renewable heat energy remains a challenge outside of Sweden. De-steaming and electrification are key elements of our decarbonization strategy to achieve our commitment to source 100 percent renewable energy in Europe by 2030 and globally by 2040.

We also continued to focus on network optimization and expanding our use of sustainable transportation fuels as part of our overall logistics strategy, striving towards 100% sustainable ground transport (inbound and outbound) for our products and materials, employing electric vehicles, rail or vehicles using renewable fuels in Europe by 2030 and globally by 2040.

Our portfolio of oat-based drinks grew through new products (e.g. Baristamatic, organic Barista and flavoured drinks in Europe) and market expansions. Oatmilk provides nutrients that are critical in the transition to plant-rich diets, including fiber, unsaturated fat and key micronutrients. Most of our volume growth comes from oatmilk that falls into the nutritious fortified unsweetened drinks range category. This accounts for approximately 90% of the oatmilk volumes sold globally. The remaining 10% are represented by approximately 4% organic drinks, 5% indulgent drinks, and 1% other. We also published the Small Nutrition Book in the U.S., highlighting the nutritional benefits of oat and oat drinks.

We believe that change and impact begin with people. In 2025, we continued our efforts to update and formalize our human rights due diligence process across the Company, including developing our new global Oatly Human Rights Policy. We also kicked off internal training on human rights in the supply chain and worked to advance our verification process for our sourcing due diligence. As part of our commitment to invest in regenerative agriculture, we connected with oat farmers in our supply chain to hear more about their challenges and successes associated with implementing these type of farming practices. Finally, our approach to engaging Oatly employees was updated by adjusting our comprehensive annual employee engagement survey to provide more in-depth reporting and analysis.

Revenue

We generate revenue primarily from sales of our oatmilk and other oat-based products across our three segments: Europe & International, North America and Greater China. Our customers include retailers, coffee shops, e-commerce channels and other specialty providers within the foodservice industry.

Europe & International is our largest revenue-producing segment, followed by the North America and Greater China segments. Currently, our primary markets in Europe & International are the United Kingdom, Germany and Sweden. In North America, substantially all of our revenue to date can be attributed to the United States, and in Greater China, the majority of our revenue is generated in China. The channel and product mix vary by country, where our more mature markets, such as Sweden and Finland, have a broader product portfolio available to customers and consumers. For the twelve months ended December 31, 2025, on a consolidated level, oatmilk accounted for 90% of our revenue (2024: 90%).

We routinely offer sales discounts and promotions through various programs to customers. These programs include rebates, temporary on-shelf price reductions, retail advertisements, product coupons and other trade activities. The expense associated with these discounts and promotions is estimated and recorded as a reduction in total gross

revenue in order to arrive at reported revenue. These promotional activities impact our revenue and changes in such activities could impact period-over-period results.

The following factors and trends in our business have driven revenue growth over prior periods and are expected to be key drivers of our revenue growth going forward:

- Continue to expand household penetration to reach new consumers and increase the repeat purchase rates of existing consumers by continuing to invest in advertising and marketing to increase awareness of our brand and products.
- Expand our presence across channels:
  - Grow within food retail channels by increasing our distribution points with existing and new customers, capturing greater shelf space and continuing to drive strong velocities.
  - Expand footprint across the foodservice channel, including independent coffee shops, branded foodservice restaurant chains, and other foodservice customers such as universities and offices.
- Extend product offering through new product development within existing and new categories to capture the market-specific consumer needs in each of the regions in which we operate.
- Enter new international markets through our proven foodservice-led strategy.

Cost of Goods Sold

Cost of goods sold consists primarily of the cost of oats and other raw materials, product packaging, co-manufacturing fees, direct labor and associated overhead costs and property, plant and equipment depreciation. Our cost of goods sold also includes warehousing and transportation of inventory. We expect our cost of goods sold to increase in absolute dollars to support our growth. However, we expect that, over time, cost of goods sold will decrease as a percentage of revenue, as a result of the scaling of our business and optimizing our production footprint.

Gross Profit and Margin

Gross profit consists of our revenue less costs of goods sold. We have scaled our production capacity significantly over the past couple of years. Our gross profit margin has benefited from dilution of fixed costs, supply chain efficiencies and the localization of production capacity closer to our customers and consumers. Over time, we expect to further improve our manufacturing operational performance and leverage the cost of our fixed production and staff costs, including a higher focus on procurement efficiencies through scale of purchasing and diversification of suppliers.

Our cost of goods sold significantly increased in 2022, resulting in us taking pricing actions in 2022 and 2023 to partially offset these headwinds. Further pricing actions might be enacted if deemed necessary to offset cost of goods sold inflation, but there is no assurance we will be able to offset all inflationary pressure impacting our business operations.

Operating Expenses

Research and development expenses consist primarily of personnel-related expenses for our research and development staff, including salaries, benefits and bonuses, but also third-party consultancy fees and expenses incurred related to product trial runs. Our research and development efforts are focused on enhancements to our existing product formulations and production processes in addition to the development of new products.

Selling, general and administrative expenses include primarily personnel-related expenses for our sales, general and administrative staff, brand awareness and advertising costs, costs associated with consumer promotions, product samples and sales aids. These also include customer distribution costs, i.e., outbound shipping and handling costs for finished goods, and other functional related selling and marketing expenses, depreciation and amortization expense on non-manufacturing assets and other miscellaneous operating items. Selling, general and administrative expenses

also include auditor fees and other third-party consultancy fees, expenses related to management, finance and accounting, information technology, human resources and other office functions.

Other operating income and (expenses), net, consists primarily of impacts related to the strategic review of the Greater China segment, closure of production facility, discontinued construction of certain production facilities, and net foreign exchange gains (losses) on operating related activities.

Other

Finance income and (expenses), net, primarily consists of fair value changes on Convertible Notes, transaction costs relating to our financing arrangements, interest expenses related to interest-bearing loans and borrowings, interest expenses on lease liabilities, interest income and foreign exchange gains and losses attributable to our external and internal financing arrangements.

Income tax expense represents both current and deferred income tax expenses. Current tax expenses primarily represent income taxes based on income in multiple foreign jurisdictions.

Results of Operations

The following table sets forth the consolidated statements of operations in U.S. dollars and as a percentage of revenue for the periods presented.

	Year ended December 31,			
	2025		2024	
	(in thousands)	% of revenue	(in thousands)	% of revenue
Revenue	862,459	100.0%	823,666	100.0%
Cost of goods sold	(585,402)	(67.9)%	(587,174)	(71.3)%
Gross profit	**277,057**	**32.1%**	**236,492**	**28.7%**
Research and development expenses	(18,573)	(2.2)%	(30,135)	(3.7)%
Selling, general and administrative expenses	(320,643)	(37.2)%	(324,719)	(39.4)%
Other operating income and (expenses), net	(5,571)	(0.6)%	(67,790)	(8.2)%
Operating loss	**(67,730)**	**(7.9)%**	**(186,152)**	**(22.6)%**
Finance income and (expenses), net	(77,188)	(8.9)%	(12,421)	(1.5)%
Loss before tax	**(144,918)**	**(16.8)%**	**(198,573)**	**(24.1)%**
Income tax expense	(8,197)	(1.0)%	(3,699)	(0.4)%
Loss for the year	**(153,115)**	**(17.8)%**	**(202,272)**	**(24.6)%**
Attributable to:				
Shareholders of the parent	(152,771)	(17.7)%	(201,949)	(24.5)%
Non-controlling interests	(344)	0%	(323)	0%

For the Years Ended December 31, 2025 and 2024

Revenue

Revenue increased by $38.8 million, or 4.7%, to $862.5 million for the year ended December 31, 2025, net of sales discounts, rebates and trade promotions, from $823.7 million for the year ended December 31, 2024. This revenue growth was mainly driven by continued volume growth for our products in Europe & International and Greater China, partially offset by reduction in volumes in North America driven by sourcing decisions of the largest foodservice customer in that segment. Excluding a foreign currency exchange tailwind of $21.0 million, revenue for the twelve months ended December 31, 2025 would have been $841.5 million, or an increase of 2.2%, using constant exchange rates (refer to Non-IFRS Financial Measures section below for tables reconciling revenue as reported to revenue on a constant currency basis). Sold finished goods volume for the twelve months ended December 31, 2025 amounted to 593.1 million liters compared to 563.4 million liters for the prior year period, an increase of 5.3%. The

produced finished goods volume for the twelve months ended December 31, 2025 amounted to 594.9 million liters compared to 576.3 million liters for the same period last year, an increase of 3.2%.

The Company continued to experience sold volume growth across the retail channels of 11.4% for the twelve months ended December 31, 2025. In the twelve months ended December 31, 2025 and 2024, the retail channel accounted for 65.1% and 61.2% of our revenue, respectively, the foodservice channel accounted for 32.8% and 35.1% of our revenue, respectively, and the other channel, comprised primarily of e-commerce sales, accounted for 2.1% and 3.7% of our revenue, respectively.

Europe & International, North America and Greater China accounted for 56.0%, 28.9% and 15.1% of our total revenue in the twelve months ended December 31, 2025, respectively, as compared to 52.7%, 33.3% and 14.0% of our total revenue in the twelve months ended December 31, 2024, respectively.

As a result of the strategic actions and restructuring activities during the year, our number of employees has decreased by 94 employees, to 1,388 employees as of December 31, 2025 from 1,482 employees as of December 31, 2024. The average number of full-time consultants increased by 4 consultants to 84 consultants for the year ended December 31, 2025 from 80 consultants for the year ended December 31, 2024.

Cost of Goods Sold

Cost of goods sold decreased by $1.8 million, or 0.3%, to $585.4 million for the year ended December 31, 2025 from $587.2 million for the year ended December 31, 2024. This decrease was primarily driven by increases in supply chain efficiencies across all segments.

Gross Profit and Margin

Gross profit increased by $40.6 million, or 17.2%, to $277.1 million for the year ended December 31, 2025, from $236.5 million for the year ended December 31, 2024. Gross margin increased by 3.4 percentage points, to 32.1% for the year ended December 31, 2025 from 28.7% for the year ended December 31, 2024. The improvement in gross profit margin was primarily driven by improvements in cost of goods sold across all segments.

Operating Expenses

Research and development expenses decreased by $11.6 million, or 38.4%, to $18.6 million for the year ended December 31, 2025, from $30.1 million for the year ended December 31, 2024, and as a percentage of revenues, 2.2% and 3.7%, respectively. The decrease was mainly explained by expenses in the prior year period related to a new product launch issue in the North America segment.

Selling, general and administrative expenses decreased by $4.1 million, or 1.3%, to $320.6 million for the year ended December 31, 2025, from $324.7 million for the year ended December 31, 2024, and as a percentage of revenues 37.2% and 39.4%, respectively. The decrease was primarily due to the various cost restructuring activities implemented since early 2023. Customer distribution costs increased by $6.0 million and also increased as a percentage of revenue from 6.2% to 6.6% as a result of higher sold volumes, customer/channel mix and taxes in some of our markets.

Other operating income and (expenses), *net* decreased by $62.2 million to an expense of $5.6 million for the year ended December 31, 2025, from an expense of $67.8 million for the year ended December 31, 2024. The expense for 2025 comprised primarily of $7.5 million in costs for the Company's strategic review of the Greater China segment, offset by reversed exit costs of $0.8 million related to the closure of the production facility in Singapore. The expense for 2024 comprised primarily of non-cash impairment charges of $41.7 million related to the discontinued construction of the second production facility in China (Asia III) and the closure of the production facility in Singapore, and other exit costs of $23.0 million related to the closure of the production facility in Singapore.

Finance income and (expenses), net increased by $64.8 million to an expense of $77.2 million for the year ended December 31, 2025, from an expense of $12.4 million for the year ended December 31, 2024. The increase in expenses was primarily due to $27.7 million in decreased fair value gains on Convertible Notes, increased expenses of $17.6 in

foreign exchange differences and a $16.1 million increase in other financial expenses, mainly driven by $19.9 million in transaction cost related to the Group's financing arrangements.

Income tax expense increased by $4.5 million to $8.2 million for the year ended December 31, 2025 from $3.7 million for the year ended December 31, 2024. Current tax expenses primarily represent income taxes based on income in multiple foreign jurisdictions. In the twelve months ended December 31, 2025, Oatly Group had an effective tax rate ("ETR") of 5.7% based on a total pre-tax loss of $144.9 million. The main driver of the Group's ETR is unrecognized tax losses in Sweden and certain other jurisdictions.

Seasonality

To date, we have not experienced pronounced seasonality, but such fluctuations may have been masked by our historical growth and macroeconomic trends, including higher inflation. As the Group continues to grow, including the relative size of our markets, we expect to see additional seasonality effects, especially within the food retail channel, with revenue contribution from this channel tending to be linked with holiday season periods. For example, the Lunar New Year one week celebration occurring in the first quarter of the calendar year has resulted in lower volumes sold in Greater China and the rest of the Asia business compared to the remaining quarterly periods of the year.

Non-IFRS Financial Measures

We use EBITDA, Adjusted EBITDA, Constant Currency Revenue as non-IFRS financial measures in assessing our operating performance and Free Cash Flow as a non-IFRS liquidity measure, and each in our financial communications:

"EBITDA" is defined as profit/(loss) for the period adjusted to exclude, when applicable, income tax expense, finance expenses, finance income and depreciation and amortization expense.

"Adjusted EBITDA" is defined as profit/(loss) for the period adjusted to exclude, when applicable, income tax expense, finance expenses, finance income, depreciation and amortization expense, share-based compensation expense, restructuring costs, costs related to the strategic review of the Greater China business, impacts related to the closure of production facility, impacts related to discontinued construction of production facilities, expenses related to a new product launch issue and non-controlling interests.

Adjusted EBITDA should not be considered as an alternative to loss for the period or any other measure of financial performance calculated and presented in accordance with IFRS. There are a number of limitations related to the use of Adjusted EBITDA rather than loss for the period, which is the most directly comparable IFRS measure. Some of these limitations are:

- Adjusted EBITDA excludes depreciation and amortization expense and, although these are non-cash expenses, the assets being depreciated may have to be replaced in the future increasing our cash requirements;
- Adjusted EBITDA does not reflect interest expense, or the cash required to service our debt, which reduces cash available to us;
- Adjusted EBITDA does not reflect income tax payments that reduce cash available to us;
- Adjusted EBITDA does not reflect recurring share-based compensation expense and, therefore, does not include all of our compensation costs;
- Adjusted EBITDA does not reflect restructuring costs that reduce cash available to us in future periods;
- Adjusted EBITDA does not reflect costs related to the strategic review of the Greater China business that reduce cash available to us;

- Adjusted EBITDA excludes impacts related to the closure of production facility, although some of these may reduce cash available to us in future periods;
- Adjusted EBITDA excludes impacts related to discontinued construction of production facilities, although some of these may reduce cash available to us in future periods;
- Adjusted EBITDA does not reflect expenses related to a new product launch issue that reduced cash available to us; and
- Other companies, including companies in our industry, may calculate Adjusted EBITDA differently, which reduces its usefulness as a comparative measure.

Adjusted EBITDA should not be considered in isolation or as a substitute for financial information provided in accordance with IFRS. Below we have provided a reconciliation of EBITDA and Adjusted EBITDA to loss for the period, the most directly comparable financial measure calculated and presented in accordance with IFRS, for the periods presented.

"Constant Currency Revenue" is calculated by translating the current year reported revenue amounts into comparable amounts using the prior year reporting period's average foreign exchange rates which have been provided by a third-party. Constant Currency Revenue is a non-IFRS measure and is not a substitute for IFRS measures in assessing our overall financial performance.

Constant currency revenue is used to provide a framework in assessing how our business and geographic segments performed excluding the effects of foreign currency exchange rate fluctuations and believe this information is useful to investors to facilitate comparisons and better identify trends in our business.

"Free Cash Flow" is defined as net cash flows used in operating activities less capital expenditures. We believe Free Cash Flow is a useful supplemental financial measure for us and investors in assessing our ability to pursue business opportunities and investments. Free Cash Flow is not a measure of our liquidity under IFRS and should not be considered as an alternative to net cash flows used in operating activities.

Free Cash Flow is a non-IFRS measure and is not a substitute for IFRS measures in assessing our overall financial liquidity. Because Free Cash Flow is not a measurement determined in accordance with IFRS, and is susceptible to varying calculations, it may not be comparable to other similarly titled measures presented by other companies. Free Cash Flow should not be considered in isolation, or as a substitute for an analysis of our results as reported on our consolidated financial statements appearing elsewhere in this document. Below we have provided a reconciliation of Free Cash Flow to net cash flows used in operating activities for the periods presented.

The table below reconciles EBITDA and Adjusted EBITDA to loss for the periods presented.

(in thousands of U.S. dollars)	**2025**	**2024**
Loss for the period	(153,115)	(202,272)
Income tax expense	8,197	3,699
Finance (income) and expenses, net	77,188	12,421
Depreciation and amortization expense	49,310	49,966
EBITDA	**(18,420)**	**(136,186)**
Share-based compensation expense	13,261	13,598
Restructuring costs[(1)]	4,935	8,172
Strategic review of Greater China business[(2)]	7,547	—
Closure of production facility[(3)]	(846)	42,110
Discontinued construction of production facilities[(4)]	—	24,660
New product launch issue[(5)]	—	11,998
Non-controlling interests	344	323
Adjusted EBITDA	**6,821**	**(35,325)**

(1)Relates primarily to severance costs as the Group adjusts its organizational structure.

(2))Relates to costs for the strategic review of the Greater China segment, mainly consisting of cost for external consultants.
(3)Relates to costs for the closure of the Group's production facility in Singapore.
(4)Relates primarily to non-cash impairments related to discontinued construction of the Group's production facility in Peterborough, UK, reversal of previously recognized non-cash impairments related to discontinued construction of the Group's production facility in Dallas-Fort Worth, Texas, and non-cash impairments related to discontinued construction of the Group's second production facility in China (Asia III).
(5)Expenses related to a new product launch issue.

The table below reconciles revenue as reported to revenue on a constant currency basis by segment for the periods presented.

	Year ended December 31,		$ Change			% Change			
(in thousands of U.S. dollars)	2025	2024	As reported	Foreign exchange impact	In constant currency	As reported	In constant currency	Volume	Constant currency price/mix
Europe & International	482,861	434,263	482,861	20,746	462,115	11.2%	6.4%	8.9%	-2.5%
North America	249,559	274,455	249,559	—	249,559	-9.1%	-9.1%	-11.0%	1.9%
Greater China	130,039	114,948	130,039	232	129,807	13.1%	12.9%	19.9%	-7.0%
Total revenue	**862,459**	**823,666**	**862,459**	**20,978**	**841,481**	**4.7%**	**2.2%**	**5.3%**	**-3.1%**

The table below reconciles Free Cash Flow to net cash flows from operating activities for the periods presented.

	Year ended December 31,	
(in thousands of U.S. dollars)	2025	2024
Net cash flows used in operating activities	(23,723)	(114,428)
Capital expenditures	(15,254)	(41,195)
Free Cash Flow	**(38,977)**	**(155,623)**

Segment Information

	Year Ended December 31, 2025					
(in thousands of U.S. dollars)	Europe & International	North America	Greater China	Corporate*	Eliminations**	Total
Revenue						
Revenue from external customers	482,861	249,559	130,039	—	—	862,459
Intersegment revenue	1,622	—	—	—	(1,622)	—
Total segment revenue	**484,483**	**249,559**	**130,039**	**—**	**(1,622)**	**862,459**
Adjusted EBITDA	**88,169**	**1,871**	**3,641**	**(86,860)**	**—**	**6,821**
Share-based compensation expense	(1,950)	(1,333)	(1,726)	(8,252)	—	(13,261)
Restructuring costs[(1)]	(954)	(1,896)	(42)	(2,043)	—	(4,935)
Strategic review of Greater China business[(2)]	—	—	(7,547)	—	—	(7,547)
Closure of production facility[(3)]	846	—	—	—	—	846
Non-controlling interests	—	—	(344)	—	—	(344)
EBITDA	**86,111**	**(1,358)**	**(6,018)**	**(97,155)**	**—**	**(18,420)**
Finance income	—	—	—	—	—	9,944
Finance expenses	—	—	—	—	—	(87,132)
Depreciation and amortization	—	—	—	—	—	(49,310)
Loss before tax	**—**	**—**	**—**	**—**	**—**	**(144,918)**

(in thousands of U.S. dollars)	Year Ended December 31, 2024					
	Europe & International	North America	Greater China	Corporate*	Eliminations**	Total
Revenue						
Revenue from external customers	434,263	274,455	114,948	—	—	823,666
Intersegment revenue	6,429	—	—	—	(6,429)	—
Total segment revenue	**440,692**	**274,455**	**114,948**	**—**	**(6,429)**	**823,666**
Adjusted EBITDA	**56,128**	**5,298**	**(1,645)**	**(95,106)**	**—**	**(35,325)**
Share-based compensation expense	(1,985)	656	(2,101)	(10,168)	—	(13,598)
Restructuring costs[(1)]	(2,410)	(1,222)	(1,940)	(2,600)	—	(8,172)
Asset impairment charges and other costs related to closure of production facility[(3)]	(42,110)	—	—	—	—	(42,110)
Asset impairment charges and other costs related to discontinued construction of production facilities[(4)]	(2,875)	3,283	(25,068)	—	—	(24,660)
New product launch issue[(5)]	—	(11,998)	—	—	—	(11,998)
Non-controlling interests	—	—	(323)	—	—	(323)
EBITDA	**6,748**	**(3,983)**	**(31,077)**	**(107,874)**	**—**	**(136,186)**
Finance income	—	—	—	—	—	57,758
Finance expenses	—	—	—	—	—	(70,179)
Depreciation and amortization	—	—	—	—	—	(49,966)
Loss before tax	**—**	**—**	**—**	**—**	—	**(198,573)**

* Corporate consists of general costs not allocated to the segments.

** Eliminations in 2025 and 2024 refer to intersegment revenue for sales of products from Europe & International to Greater China.

(1) Relates primarily to severance costs as the Group adjusts its organizational structure.

(2) Relates to costs for the strategic review of the Greater China segment, mainly consisting of cost for external consultants.

(3) Relates to costs for the closure of the Group's production facility in Singapore.

(4) Relates primarily to non-cash impairments related to discontinued construction of the Group's production facility in Peterborough, UK, reversal of previously recognized non-cash impairments related to discontinued construction of the Group's production facility in Dallas-Fort Worth, Texas, and non-cash impairments related to discontinued construction of the Group's second production facility in China (Asia III).

(5) Expenses related to a new product launch issue.

B. Liquidity and Capital Resources

Since our inception, we have financed our operations primarily through cash generated by the issuance of equity, Convertible Notes and Nordic Bonds, and from borrowings under our credit facilities. Our primary requirements for liquidity and capital are to finance working capital, make capital expenditures, invest in our organizational capabilities to support profitable growth and for general corporate purposes. We are using this combination of financing to fund our business. We expect our capital expenditures for 2026 to be in the range of $20 million to $30 million, related primarily to investments in our production facilities. The amount and allocation of our future capital expenditures depend on several factors, and our strategic investment priorities may change. We believe that our sources of liquidity and capital will be sufficient to meet our existing business needs for at least the next 12 months. See the Risk Factor entitled *"A failure to obtain necessary capital when needed on acceptable terms, or at all, may force us to delay, limit, reduce or terminate our product manufacturing and development and other operations"* under Part I, Item 3.D of this Annual Report on Form 20-F.

Our primary sources of liquidity are cash and cash equivalents on hand and availability under our credit facilities. As of December 31, 2025, we had cash and cash equivalents of $64.3 million. Our cash and cash equivalents consist of cash in bank accounts.

In addition to the above, we had access to $78.5 million in undrawn SSRCF commitments as of December 31, 2025.

CMB Credit Facility and Super Senior Revolving Credit Facility Agreement (SSRCF)

On March 19, 2025, the Group's indirect subsidiary Oatly Shanghai Co., Ltd. entered into a new RMB 30.0 million (equivalent of $4.2 million) working capital credit facility with China Merchants Bank Co., Ltd. Shanghai Branch (the "CMB Credit Facility"). Individual utilizations under the CMB Credit Facility are subject to the lender's approval and are available for one year, are unsecured, and include creditor protection in the form of, among other things, representations, covenants (including negative pledge, restrictions on borrowings, investments and dispositions by Oatly Shanghai Co., Ltd., distributions by Oatly Shanghai Co., Ltd. and entry into transactions with its affiliates) and events of default. As of December 31, 2025, we had utilized loan amounts of RMB 20.0 million (equivalent of $2.8 million) under the CMB Credit Facility.

On September 30, 2025, we entered into a SEK 750 million (equivalent to $79.8 million) super senior revolving credit facility agreement with JP Morgan, Nordea and Rabobank (the "SSRCF"), which came into effect on October 3, 2025. The existing Sustainable Revolving Credit Facility Agreement (the "SRCF") was cancelled, terminated and replaced by the SSRCF. The SSRCF has a committed tenor of two years and six months, with an uncommitted option to extend by an additional 15 months, and an initial margin of 4.00% p.a. (subject to leverage-based adjustments). Furthermore, it includes the following financial covenants: (i) tangible solvency ratio, (ii) minimum EBITDA (which ceases to apply following the third quarter of 2027), (iii) minimum liquidity (which ceases to apply following the third quarter of 2027), and (iv) total net leverage ratio (which commences to apply in respect of the LTM period ending on September 30, 2027). Moreover, the terms and conditions of the SSRCF contain certain negative covenants such as restrictions on dividends, indebtedness, liens, investments, acquisitions and asset disposals. Subject to certain exceptions, the payment of dividends by the Company generally requires that the total net leverage ratio of the Group is equal to or less than 3.50:1 (pro forma for the payment). The SSRCF is sustainability-linked and the margin is subject to certain adjustments based on performance against three key performance indicators: (i) reduction of greenhouse gas emissions in production, (ii) reduction of water withdrawal in production and (iii) increase of percentage of women in team manager positions. As of December 31, 2025, we had access to $78.5 million in undrawn SSRCF commitments.

Convertible Notes

On March 23, 2023 and April 18, 2023, we issued $300 million aggregate principal amount of 9.25% Convertible Senior PIK Notes due 2028 (the notes issued on March 23, 2023, the "U.S. Notes" and the notes issued on April 18, 2023, the "Swedish Notes" and, together with the U.S. Notes, the "Original Convertible Notes" and the Original Convertible Notes, together with the HH Notes (as defined below), the "Convertible Notes"). The U.S. Notes and the Swedish Notes have substantially identical economic terms.

Certain of our existing shareholders, Nativus Company Limited, Verlinvest S.A. ("Verlinvest") and Blackstone Funds, purchased $200.1 million aggregate principal amount of the Swedish Notes and other institutional investors purchased $99.9 million aggregate principal amount of the U.S. Notes. The investors paid an aggregate purchase price of $291 million, reflecting an original issue discount of 3%.

The Convertible Notes bear interest at a rate of 9.25% per annum, payable semi-annually in arrears in cash or in payment-in-kind, at our option, on April 15 and October 15 of each year, beginning on October 15, 2023. The Convertible Notes will mature on September 14, 2028, unless earlier converted by the holders or required to be converted, repurchased or redeemed by us. The Original Convertible Notes were convertible at the option of each holder at an initial conversion price of $2.41 per ordinary share or per ADS, subject to customary anti-dilution adjustments and conversion rate resets. On March 23, 2024, the conversion price of the Original Convertible Notes was reset to $1.81 in accordance with the terms thereof.

On February 18, 2025, we completed a ratio change whereby the ratio of our ADSs to ordinary shares was changed from one ADS representing one ordinary share to one ADS representing twenty ordinary shares (the "ADS Ratio Change"). As a result of the ADS Ratio Change, the conversion price of the U.S. Notes was proportionately adjusted from $1.81 to $36.20. The conversion price of the U.S. Notes was reset again on March 23, 2025, to $27.20.

Because the Swedish Notes are convertible into ordinary shares rather than ADSs, the ADS Ratio Change did not affect the conversion price and conversion rate of the Swedish Notes. In order to ensure that the holders of the Swedish Notes remain in the same economic position as before the ADS Ratio Change and to preserve economic equivalency of the Swedish Notes with the U.S. Notes and the HH Notes, we, in accordance with the terms and conditions of the Swedish Notes (the "Swedish Terms"), will interpret the definition of "Daily VWAP" therein to assume the trading price of 1/20 of an ADS. The conversion price of the Swedish Notes was reset again on March 23, 2025, to $1.36.

We may require conversion of the Convertible Notes if the last reported sale price of our ADSs equals or exceeds 200% of the applicable conversion price (in the case of the Swedish Notes, the definition of "Last Reported Sale Price" is interpreted to equal 1/20 of an ADS) on any 45 trading days during any 90 consecutive day period beginning on or after the third anniversary of the issuance of the U.S. Notes (with respect to the U.S. Notes and the HH Notes) and the Swedish Notes (with respect to the Swedish Notes).

On April 18, 2023, we, Oatly AB, Oatly Inc. and other parties entered into an intercreditor agreement (the "Prior Intercreditor Agreement") which includes customary ranking, enforcement and turnover provisions intended to govern the relationship between the creditor groups and which affects the Convertible Notes. On September 30, 2025, the parties to the Prior Intercreditor Agreement entered into the New Intercreditor Agreement which replaced the Prior Intercreditor Agreement. The New Intercreditor Agreement contains substantially similar ranking, enforcement and turnover provisions as the Prior Intercreditor Agreement in relation to the Convertible Notes.

On May 9, 2023, we entered into an agreement with an affiliate of Hillhouse Investment Management Ltd. ("Hillhouse") to sell an additional $35 million in Convertible Senior PIK Notes due 2028 (the "HH Notes"), resulting in approximately $34 million in financing after reflecting an original issue discount of 3%. The economic terms of the HH Notes are substantially identical to the economic terms of the U.S. Notes, except (i) that the HH Notes were convertible at Hillhouse's option at an initial conversion price of $2.52 per ADS, representing an approximate 17% premium to the last reported sale price of our ADSs on the Nasdaq Global Market on May 8, 2023, and (ii) with respect to the specified prices in connection with the conversion rate resets of the HH Notes. On March 23, 2024, the conversion price of the HH Notes was reset to $1.89 in accordance with the terms thereof. As a result of the ADS Ratio Change, the conversion price of the HH Notes was proportionately adjusted from $1.89 to $37.80. The conversion price of the HH Notes was reset again on March 23, 2025, to $28.20.

In addition, on May 9, 2023, one of the existing holders of Swedish Notes and an affiliate of one of our shareholders, Verlinvest, agreed to sell and Hillhouse agreed to purchase from Verlinvest $15 million aggregate principal amount of Swedish Notes (the "Resale Notes"). The purchase and sale of the HH Notes and the Resale Notes closed on May 31, 2023. The HH Notes are also subject to the New Intercreditor Agreement.

The terms of the Convertible Notes contain covenants limiting our ability to incur additional debt other than certain debt permitted under the original form of the terms and conditions of the Nordic Bonds, issue preferred stock,

and incur convertible debt or subordinated debt, in each case without the consent of the holders of a majority of the Convertible Notes (as determined pursuant to the terms of the applicable Convertible Notes).

On October 3, 2025, we completed a series of privately negotiated repurchases and cancellations of an aggregate amount of $42.9 million U.S. Notes in exchange for $24.6 million in cash and 898,134 ADSs.

Nordic Bonds

On September 30, 2025, we issued SEK denominated senior secured floating rate bonds (the "Nordic Bonds") under the terms and conditions entered into by us with Nordic Trustee & Agency AB (publ) on September 29, 2025. The Nordic Bonds have an initial issue amount of SEK 1,700 million (equivalent of $180.9 million) and a tenor of four years, subject to certain early redemption features. Following the satisfaction of certain conditions, the proceeds from the Nordic Bonds were released to us from escrow on October 3, 2025, and used to prepay the TLB Credit Agreement in full, repurchase and cancel certain of the U.S. Notes and pay related transaction costs. The Nordic Bonds accrue interest at an interest rate equal to 3-month STIBOR plus 7.00 per cent. *per annum* applied to the nominal amount of the Nordic Bonds. The material terms of the Nordic Bonds include, among other things, (i) a mandatory total redemption of the Nordic Bonds on or before June 14, 2028 unless certain thresholds in respect of repurchase of Convertible Notes have been meet prior to March 14, 2028, (ii) a requirement to maintain cash and cash equivalent investments equal to the interest payable under the Nordic Bonds for the next three interest periods, (iii) a debt incurrence test which applies in respect of any subsequent tap issues under the terms of the Nordic Bonds or other indebtedness which ranks *pari passu* with the Nordic Bonds or is subordinated to the Nordic Bonds, and (iv) a distribution incurrence test (total net leverage ratio of the Group shall be equal to or less than 2.75:1, pro forma for the payment) which applies in respect of certain distributions by us to our shareholders, including dividends, and (v) other negative covenants such as restrictions on indebtedness, liens and asset disposals. . As of December 31, 2025, we had SEK 1,716 million (equivalent of $187.1 million) outstanding under the Nordic Bonds, including accrued interest.

The debt under the Nordic Bonds and the SSRCF share in the same security and guarantees from material companies in the Group by way of an intercreditor agreement entered into by us on September 30, 2025 (the "New Intercreditor Agreement"), which replaced the Prior Intercreditor Agreement. The security provided for the SSRCF and the Nordic Bonds include share pledges, security over material intra-group loans, security over material bank accounts, security over material intellectual property, New York law all-asset security, English law debentures, Swedish business mortgages and Swedish real estate mortgage.

Cash Flows

The following table presents the summary consolidated cash flow information for the periods presented.

	Year Ended December 31,	
(in thousands of U.S. dollars)	**2025**	**2024**
Net cash flows used in operating activities	(23,723)	(114,428)
Net cash flows used in investing activities	(15,544)	(9,251)
Cash flows from/(used in) financing activities	1,184	(27,288)

Net Cash used in Operating Activities

Net cash flows used in operating activities improved by $90.7 million to $23.7 million for the year ended December 31, 2025 from $114.4 million for the year ended December 31, 2024, which was primarily driven by improved operating results and improvements in net working capital. In addition, for the year ended December 31, 2024, there was a cash outflow of $29.7 million related to discontinued construction of the Group's production facilities in Peterborough, UK and Dallas-Fort Worth, Texas, and a cash outflow of $9.3 million related to the settlement of U.S. securities class action litigation.

Net Cash used in Investing Activities

Net cash flows used in investing activities increased by $6.3 million to $15.5 million for the year ended December 31, 2025 from $9.3 million for the year ended December 31, 2024. The higher outflow in 2025 was

primarily explained by an inflow of $31.2 million in net proceeds from sale of property, plant and equipment in 2024, offset by decreased capital expenditure of $15.3 million compared to $41.2 million in the prior year period.

Net Cash from/(used in) Financing Activities

Net cash flows from/(used in) financing activities improved by $28.5 million to an inflow of $1.2 million for the year ended December 31, 2025 from an outflow of $27.3 million for the year ended December 31, 2024, which was primarily due to the amendments in the financing arrangements during 2025. For more detail on the financing activities, see Item 5.B. "*Operating and Financial Review and Prospects—Liquidity and Capital Resources*" above.

Contractual Obligations and Commitments

For information regarding our contractual commitments and contingencies, see Note 32 "*Commitments and Contingencies*" to our consolidated financial statements included elsewhere in this Annual Report.

C. Research and Development, Patents and Licenses, etc.

For a description of the Company's research and development policies, see Item 4.B. "*Information on the Company—Business Overview*" and discussions elsewhere in this Item 5. "*Operating and Financial Review and Prospects*".

D. Trend Information

Other than as disclosed elsewhere in this Annual Report, we are not aware of any trends, uncertainties, demands, commitments or events since December 31, 2025 that are reasonably likely to have a material adverse effect on our revenues, income, profitability, liquidity or capital resources, or that would cause the disclosed financial information to be not necessarily indicative of future operating results or financial conditions.

E. Critical Accounting Estimates

See Note 4 "*Significant accounting judgments, estimates and assessments*" to our consolidated financial statements, included elsewhere in this Annual Report, for a summary of our significant accounting policies, estimates and judgments.

Item 6. Directors, Senior Management and Employees

A. Directors and Senior Management

Executive Officers and Board Members

The following table presents information about our current executive officers and board members, including their ages as of the date of this Annual Report:

Name	Age	Position
Executive Officers		
Jean-Christophe Flatin	57	Chief Executive Officer
Marie-José David	54	Chief Financial Officer
Daniel Ordoñez	57	Global President & Chief Operating Officer
Board Members		
Eric Melloul	57	Board Member (Chairperson)
Benjamin Black	37	Board Member
Martin Brok	59	Board Member
Gregory Christenson	58	Board Member
Lillis Härd	55	Board Member
Hannah Jones	58	Board Member
Wenjie Ma	40	Board Member
Frances Rathke	65	Board Member
Rholane Shiburi	38	Board Member
Li Wang	43	Board Member
Yawen Wu	43	Board Member

Unless otherwise indicated, the current business addresses for our executive officers and the members of our Board of Directors is c/o Oatly Group AB, Ångfärjekajen 8, 211 19 Malmö, Sweden.

Executive Officers

The following is a brief summary of the business experience of our executive officers.

Jean-Christophe Flatin has served as our Chief Executive Officer since June 2023, and prior to that he served as our Global President from June 2022 to June 2023. He has also served as a member of the board of directors of Hubcycle since January 2026. Prior to joining the Company, Mr. Flatin served as President of Innovation, Science, Technology and Mars Edge at Mars from September 2018 to June 2022. In total, he has more than 30 years of experience at Mars, Incorporated. Mr. Flatin holds a Master in Management from ESPC Europe.

Marie-Jose David has served as our Chief Financial Officer since October 2023. Prior to joining the Company, Ms. David served as Chief Financial Officer at Mars Veterinary Health International & Diagnostics from September 2020 to July 2023, as Chief Financial Officer Americas at Pandora from February 2019 to June 2020 and as Vice President, Finance for a professional product division at L'Oreal USA from August 2012 to January 2019. Ms. David holds a Bachelor in Economics and Management and a Master in Finance from University Pantheon Assas (PARIS II).

Daniel Ordoñez has served as our Global President since February 2025 and as our Chief Operating Officer since June 2022. Prior to joining the Company, Mr. Ordoñez served as President of Danone Iberia from July 2021 to June 2022, as SVP Chief Growth Officer of Danone's Dairy & Plant-Based division from November 2017 to June 2021 and as SVP Chief Growth Officer of Danone from November 2015 to October 2017. He holds a degree in Economics and Public Accounting from the University of Buenos Aires.

Board Members

The following is a brief summary of the business experience of our board members.

Eric Melloul is the Chairperson of our Board of Directors and he has served as a member of our Board of Directors since November 2016. He has also served as a member of the board of directors of Vita Coco since January 2010. Mr. Melloul served as a member of the board of directors of Hint from August 2011 to April 2025, a member of the board of directors of Mutti from September 2016 to September 2024 and a member of the board of directors of Frichti from January 2019 to January 2022. He was a Senior Advisor to Verlinvest from March 2024 to June 2025 and he was a Managing Director at Verlinvest from August 2008 to March 2024. Mr. Melloul holds a Master of Public

Administration from the Kennedy School at Harvard University and a Post Graduate Diploma from the London School of Economics and Political Science.

Benjamin Black has served as a member of our Board of Directors since July 2025. He currently also serves as a member of the Executive Leadership team of Verlinvest and sits on Verlinvest's Investment Committee and Management Committee as well as the Investment Committee of Verlinvest's Venture arm, V3 Ventures. Mr. Black joined Verlinvest in early 2016 after a career in corporate finance and he is responsible for Verlinvest's global FMCG practice, London office and European Growth investment activities. He has also served as a member of the Supervisory Board of Tony's Chocolonely since March 2020, as a Board Observer of Who Gives A Crap since September 2021 and as the chairperson of the board of directors of The Climbing Hangar since October 2024. Mr. Black served as a member of the board of directors of Genius Foods from March 2019 to June 2022. He holds a first class BA degree in History from King's College London.

Martin Brok has served as a member of our Board of Directors since May 2023. He currently also serves as a member of the board of directors of Ulta Beauty Inc. since September 2025 and as a member of the board of directors of several private companies such as End Clothing, Poke House, Qorium and Revlon. Mr. Brok served as a member of the board of directors of Tous from July 2023 to July 2025, as a member of the board of directors of Grupo Axo from October 2024 to September 2025, as a member of the board of directors of Self Esteem Brands from May 2015 to April 2024 and as a member of the board of directors of London First from December 2017 to April 2020. He served as Global President and Chief Executive Officer of Sephora from September 2020 to June 2022 and has more than 35 years of experience in senior roles at some of the world's best-known brands, including Starbucks, Nike, Burger King Corporation and The Coca-Cola Company. Mr. Brok holds a Bachelor of Business Administration (Marketing) from Georgia State University's Robinson School of Business and he has attended the Program for Management Development at Harvard Business School.

Gregory Christenson has served as a member of our Board of Directors since May 2024. He currently also serves as a member of the board of directors of Chemical Guys since October 2024. Mr. Christenson served as a member of the board of directors of Stryve Foods from July 2021 to September 2024 and as a member of the board of directors of Anchor Media Services from March 2019 to October 2025. He served as Chief Financial Officer at Tropicana Brands Group from January 2025 to February 2026 and as Chief Financial Officer at Champion Petfood from July 2019 to July 2023. Mr. Christenson holds a Bachelor of Science (Accounting) from Providence College and a Master of Business Administration (Finance) from Northeastern University.

Lillis Härd has served as a member of our Board of Directors since February 2023. Mr. Härd has been an employee of Oatly since June 2019 and currently serves as an employee representative on Oatly's Board of Directors in accordance with Swedish law.

Hannah Jones has served as a member of our Board of Directors since April 2021. She was the Chief Executive Officer of Earthshot Prize from June 2021 to April 2025 and the President of Nike Innovation Labs and the Chief Sustainability Officer of Nike from June 1998 to June 2021. Ms. Jones has won numerous awards, including C.K. Prahalad Award of Global Business Sustainability Leadership in 2013 and Fast Company #8 Most Creative People Award in 2010. She holds a Bachelor of Arts (Philosophy and French) from the University of Sussex.

Wenjie Ma has served as a member of our Board of Directors since July 2025. He currently also serves as the Chief Financial Officer of China Resources Enterprise Limited since April 2025. Mr. Ma joined China Resources in 2010 where he served as the Deputy General Manager in the Finance Department from February 2019 to April 2025. He served as a member of the board of directors of China Resources Microelectronics Limited from April 2019 to September 2021 and as a member of the board of directors of CR Verlinvest Health Investment Limited from April 2019 to December 2022. Mr. Ma has extensive experience in auditing and financial management and is a chartered financial analyst and certified public accountant. He holds a Master in International Relations from the University of Hong Kong.

Frances Rathke has served as a member of our Board of Directors since May 2021. She has also served as a member of the board of directors of John Hancock Investment Management since September 2020, a member of the board of directors of Planet Fitness since August 2016, a member of the board of directors of Northern New England Energy Corporation since April 2016, a member of the board of directors of Flynn Center for Performing Arts since

April 2016 and a member of the board of directors of Green Mountain Power Corporation since January 2016. Ms. Rathke was Chief Financial Officer and Treasurer at Keurig Green Mountain, Inc. from October 2003 to August 2015. She holds a Bachelor of Science in Accounting and Business Administration from the University of Vermont and previously was a certified public accountant.

Rholane Shiburi has served as a member of our Board of Directors since September 2025. Mr. Shiburi has been an employee of Oatly since June 2022 and currently serves as an employee representative on Oatly's Board of Directors in accordance with Swedish law.

Li Wang has served as a member of our Board of Directors since February 2026. He has served as the General Manager of the Operations Management Department of China Resources Enterprise, Limited since May 2025. Mr. Wang currently also serves as a member of the board of directors of several private companies such as CR Verlinvest Health Investment Limited, City Super (BVI) Limited and Shenzhou Space Biotechnology Group. Mr. Wang holds a Bachelor of Transportation engineering (Logistics) from the Beijing Jiaotong University and a Master of Management Science and Engineering from Technology Zhengce and Management Science Research Institute, Chinese Academy of Sciences.

Yawen Wu has served as a member of our Board of Directors since January 2021. She has served as Deputy General Manager of the Investment Development Department at China Resources Enterprise since October 2025 and as CEO at CR Verlinvest Health Investment Limited since September 2019. Ms. Wu currently also serves as a member of the board of directors of Comvita Limited since September 2021 and as a member of the board of directors in several private companies such as Nativus Company Ltd and Shanghai Red Sun Enterprise Management Co., Ltd. She holds a Bachelor of Media & Society from the University of Westminster and a Master of Science (International Finance) from the University of Nottingham.

Appointment Rights

Pursuant to our articles of association and nominating, corporate governance and sustainability committee charter, certain of our shareholders have rights to appoint members of our Board of Directors. Pursuant to our articles of association, so long as Verlinvest S.A. ("Verlinvest") and China Resources (Holdings) Company Limited ("CR Holdings"), directly or indirectly, hold at least 5%, 10% or 15% of the total number of our outstanding ordinary shares, respectively, then each of Verlinvest and China Resources has the right to appoint one, two or three board members, respectively, subject to Swedish law. Pursuant to our nominating, corporate governance and sustainability committee charter, provided that Verlinvest or CR Holdings, directly or indirectly, owns more than 10% of our total outstanding ordinary shares, Verlinvest or China Resources shall appoint one director to the nominating, corporate governance and sustainability committee, respectively. Further, pursuant to our nominating, corporate governance and sustainability charter, provided that Verlinvest and CR Holdings, directly or indirectly, own more than 15% of our outstanding ordinary shares, if the percentage of directors of the Board of Directors appointed by each of Verlinvest or China Resources (or their respective designated persons), respectively, is less than their respective percentage ownership of our total outstanding ordinary shares (which disregards any increase in shareholding through purchases in the open market or through a private placement), one independent director shall be proposed by Verlinvest and China Resources through their respective nominating, corporate governance and sustainability committee members, to the extent permitted under Swedish law. The calculation of the ownership percentages described in this paragraph shall exclude any unvested or unexercised equity incentive awards, which are not entitled to voting.

Our currently serving directors were nominated as follows:

- Wenjie Ma, Li Wang and Yawen Wu were nominated by China Resources; and
- Benjamin Black, Hannah Jones and Eric Melloul were nominated by Verlinvest.

B. Compensation

We set out below the amount of compensation paid and benefits in kind provided by us or our subsidiaries to our executive officers and members of our Board of Directors for services in all capacities to us or our subsidiaries for the

year ended December 31, 2025, as well as the amount we contributed to retirement benefit plans for our executive officers and members of our Board of Directors.

Executive Officer, Non-Executive Director and Key Management Compensation

The compensation for our key management personnel is comprised of the following elements: base salary, bonus, share-based awards, statutory and contractual health and welfare benefits and statutory and contractual pension contributions. During the year ended December 31, 2025, the aggregate compensation accrued or paid to our key management personnel as a group (7 individuals excluding our Chief Executive Officer and Board of Directors) was base pay of $3.6 million, variable pay of $1.5 million, pension costs of $0.3 million, and other remuneration of $1.0 million, of which $0.6 million relates to severance pay. We also recognized share-based compensation expense of $4.3 million for the year ended December 31, 2025, related to stock options and RSUs granted in, 2022, 2023, 2024 and 2025. The amount represents the expense recognized, which in accordance with IFRS 2, is based on the grant date fair value. Our non-executive directors are paid board fees in connection with their service.

Our Chief Executive Officer and non-executive directors received the following compensation, accrued or paid, for the year ended December 31, 2025 (in USD):

	Year ended December 31, 2025						
	Base salary/board fee	**Variable remuneration[(1)]**	**Other remuneration[(2)]**	**Pension costs**	**Share-based compensation expense[(3)]**		**Total**
Chief Executive Officer							
Jean-Christophe Flatin	900,690	501,864	16,489	78,168	1,762,984	(4)	3,260,195
Board members							
Eric Melloul	67,836	—	—	—	76,404	(5)	144,240
Benjamin Black[(7)]	28,301	—	—	—	—		28,301
Martin Brok	82,500	—	—	—	76,404	(5)	158,904
Gregory Christenson	70,000	—	—	—	76,404	(5)	146,404
Ann Chung[(8)]	66,630	—	—	—	—		66,630
Bernard Hours[(9)]	33,370	—	—	—	57,534	(6)	90,904
Hannah Jones	82,500	—	—	—	76,404	(5)	158,904
Nan Li[(7)]	31,068	—	—	—	—		31,068
Wenjie Ma[(7)]	26,630	—	—	—	—		26,630
Frances Rathke	82,500	—	—	—	76,404	(5)	158,904
Lai Shu Tuen-Muk[(9)]	38,932	—	—	—	—		38,932
Xin Wang[(9)]	33,370	—	—	—	—		33,370
Yawen Wu	70,000	—	—	—	—		70,000
Employee representatives							
Lillis Härd	2,576	—	—	—	—		2,576
Rholane Shiburi[(10)]	677	—	—	—	—		677
Total	**1,617,580**	**501,864**	**16,489**	**78,168**	**2,202,538**		**4,416,639**

(1) Variable remuneration relates to bonus compensation awarded by the Company's remuneration committee (the "Remuneration Committee") in its discretion for recognition of the executive's performance and advancement of the Company's strategic business plan.
(2) Other remuneration is primarily comprised of car benefit, holiday allowance and health insurance.
(3) Amounts represent the expense recognized, in accordance with IFRS 2, in our consolidated statement of operations, based on the grant date fair value, rather than the amounts paid to or realized by the named individual.
(4) Represents stock options and RSUs granted in 2022, 2023, 2024 and 2025.
(5) Represents RSUs granted in 2024 and 2025.
(6) Represents RSUs granted in 2024.
(7) Mr. Black, Mr. Li and Mr. Ma joined the Board of Directors effective July 22, 2025.
(8) Ms. Chung stepped down from the Board of Directors effective October 31, 2025.

(9) Mr. Hours, Mr Tuen-Muk and Mr. Wang stepped down from the Board of Directors effective July 22, 2025.
(10) Mr. Shiburi joined the Board of Directors effective September 26, 2025.

Mr. Flatin was granted stock options to purchase 845,937 ordinary shares with an exercise price of $4.13 per ordinary share and 5,493 RSUs in 2022, stock options to purchase 1,626,570 ordinary shares with an exercise price of $1.76 per ordinary share and 10,578 RSUs in 2023, stock options to purchase 1,471,698 ordinary shares with an exercise price of $1.06 per ordinary share and 49,056 RSUs in 2024, and 95,869 RSUs in 2025. One-third of Mr. Flatin's stock options vest annually on the first, second and third anniversary after each respective grant date, and the expiration date for each vested tranche of stock options is five years after the relevant vesting date.

On June 18, 2024, pursuant to the resolutions of the Remuneration Committee, the Board of Directors and the shareholders of the Company, certain senior key employees were offered the opportunity to exchange outstanding unexercised stock options for a smaller number of RSUs. The exchange was completed on June 28, 2024, and Mr. Flatin was granted 11,712 RSUs in exchange for stock options that entitled him to purchase 845,937 ordinary shares. These 11,712 RSUs vest in equal installments over two years on the annual vesting dates falling after the grant date. For further information, refer to Note 8 "*Share-based compensation*" in the Notes to the Consolidated Financial Statements contained elsewhere in this Annual Report.

Mr. Brok, Mr. Christenson, Mr. Hours, Ms. Jones, Mr. Melloul and Ms. Rathke were each granted 2,886 RSUs in 2025. The RSUs granted to these non-executive directors vest in full on the date of the next annual general meeting of shareholders following the grant date, subject to continued service through the date of such annual general meeting. The RSUs granted to Mr. Hours were cancelled during 2025 due to Mr. Hours' resignation from the Board of Directors effective July 22, 2025.

For share-based compensation information for the year ended December 31, 2025, for our executive officers and non-executive directors, see "2021 Incentive Award Plan" below and Note 8 "*Share-based compensation*" in the Notes to the Consolidated Financial Statements contained elsewhere in this Annual Report.

Executive Officer Employment Arrangements

Our executive officers are party to employment agreements with the Company. These agreements include customary terms of employment, including compensation and benefits and provide for benefits upon a termination of service. In addition, these agreements each contain customary provisions regarding non-competition, non-solicitation, confidentiality of information and assignment of inventions.

Incentive Programs

2021 Incentive Award Plan

In connection with our IPO, we adopted a new incentive award program, the 2021 Incentive Award Plan (as amended, the "2021 Plan"), which became effective on May 6, 2021 (the "effective date"). The principal purpose of the 2021 Plan is to attract, retain and motivate selected employees, consultants and directors through the granting of share-based compensation awards and cash-based performance bonus awards. The material terms of the 2021 Plan, as it is currently contemplated, are summarized below.

Share Reserve

Under the 2021 Plan, 69,496,515 ordinary shares are reserved for grants pursuant to a variety of share-based compensation awards, including stock options, share appreciation rights ("SARs"), RSUs, performance bonus awards, performance share unit awards, dividend equivalents, other share-based awards, and other cash-based awards; provided, however, that no more than 69,496,515 ordinary shares may be issued upon the exercise of incentive stock options. "Share" means, as determined by the administrator, (i) one ordinary share, (ii) a number or fraction of ADS representing ordinary shares or (iii) a warrant entitling the holder to the subscription of one ordinary share against the (at the time) quota value of such ordinary share.

In 2025, we granted no stock options that entitled the holders to purchase Shares. In 2024, 2023, 2022 and 2021, we granted stock options to certain of our employees, directors and full-time consultants, that entitled the holders to purchase 9,261,299, 11,111,723, 9,651,313 and 7,002,430 Shares, respectively, of which stock options that entitled the holders to purchase 5,530,577, 7,941,720, 7,113,813 and 5,750,002 Shares, respectively, were granted to members of key management, including our executive officers. The weighted-average ADS price for the granted stock options in 2024, 2023, 2022 and 2021 was $20.80, $35.00, $69.00 and $337.20, respectively.

In 2025, we granted 1,330,234 RSUs (2024: 466,690, 2023: 273,972, 2022: 401,244, 2021: 91,638), based on a weighted-average ADS price of $11.10 per ADS (2024: $21.00, 2023: $35.00, 2022: $61.40, 2021: $295.60) to certain of our employees, directors and full-time consultants, of which 352,857 RSUs were granted to members of key management, including our executive officers and certain of our directors (2024: 205,532, 2023: 64,087, 2022: 42,075, 2021: 2,058).

On June 18, 2024, pursuant to the resolutions of the Remuneration Committee, the Board of Directors and the shareholders of the Company, certain senior key employees were offered the opportunity to exchange outstanding unexercised stock options for a smaller number of RSUs. The exchange was completed on June 28, 2024, with a total of 212,862 new RSUs granted, of which 165,172 RSUs were granted to members of key management, including our executive officers, in exchange for stock options that entitled them to purchase 12,189,782 Shares. Such new RSUs vest in equal installments over two years on the annual vesting dates falling after the grant date. For further information, refer to Note 8 "*Share-based compensation*" in the Notes to the Consolidated Financial Statements contained elsewhere in this Annual Report.

Except for the exchange RSUs outlined above, all stock options and RSUs vest in equal installments over three years from the date of grant for our executive officers, and all RSUs granted to our directors vest in full on the date of the next annual general meeting of shareholders following the grant date, subject to the terms and conditions of the 2021 Plan.

Administration

Administration of the 2021 Plan rests with the Board of Directors, to the extent it has not been delegated to the Remuneration Committee.

Eligibility

Stock options, SARs, RSUs and all other share-based and cash-based awards under the 2021 Plan may be granted to individuals who are then our officers, employees or consultants or are the officers, employees or consultants of certain of our subsidiaries. Such awards may also be granted to our directors. Only employees of our company or certain of our subsidiaries may be granted incentive stock options.

Awards

The 2021 Plan provides that the administrator may grant or issue stock options, SARs, RSUs, other share- or cash-based awards and dividend equivalents, or any combination thereof. Each award will be set forth in a separate agreement with the person receiving the award and will indicate the type, terms and conditions of the award.

Any award may be granted as a performance award, meaning that the award will be subject to vesting and/or payment based on the attainment of specified performance goals.

Change in Control

In the event of a change in control, unless the plan administrator elects to terminate an award in exchange for cash, rights or other property, or cause an award to accelerate in full prior to the change in control, such award will continue in effect or be assumed or substituted by the acquirer, provided that any performance-based portion of the award will be subject to the terms and conditions of the applicable award agreement. In the event the acquirer refuses to assume or replace awards granted, prior to the consummation of such transaction, awards issued under the 2021

Plan will be subject to accelerated vesting such that 100% of such awards will become vested and exercisable or payable, as applicable. The administrator may also make appropriate adjustments to awards under the 2021 Plan and is authorized to provide for the acceleration, cash-out, termination, assumption, substitution or conversion of such awards in the event of a change in control or certain other unusual or nonrecurring events or transactions.

Adjustments of Awards

In the event of any extraordinary share dividend or other value transfer, share split, reverse share split, reorganization, combination or exchange of shares, merger, consolidation, split-up, spin-off, recapitalization, repurchase or any other corporate event affecting the number of outstanding Shares or the price of our Shares that would require adjustments to the 2021 Plan or any awards under the 2021 Plan in order to prevent the dilution or enlargement of the potential benefits intended to be made available thereunder, the administrator may make appropriate, proportionate adjustments to: (i) the aggregate number and type of Shares subject to the 2021 Plan; (ii) the number and kind of Shares subject to outstanding awards and terms and conditions of outstanding awards (including, without limitation, any applicable performance targets or criteria with respect to such awards); and (iii) the grant or exercise price per Share of any outstanding awards under the 2021 Plan.

Non-U.S. Participants, Claw-Back Provisions, Transferability and Participant Payments

The plan administrator may modify award terms, establish subplans and/or adjust other terms and conditions of awards, subject to the share limits described above, in order to address governmental or regulatory law, rules, regulations or customs, non-U.S. securities exchange requirements or other regulatory exemptions or approvals of countries outside of the United States. All awards will be subject to the provisions of any claw-back policy implemented by us to the extent set forth in such claw-back policy and/or in the applicable award agreement. With limited exceptions for estate planning, domestic relations orders, certain beneficiary designations and the laws of descent and distribution, awards under the 2021 Plan are generally non-transferable and are exercisable only by the participant. With regard to tax withholding, exercise price and purchase price obligations arising in connection with awards under the 2021 Plan, the plan administrator may, in its discretion, accept cash or check, provide for net withholding of shares, allow our ordinary shares that meet specified conditions to be repurchased, allow a "market sell order" or such other consideration as it deems suitable.

Amendment and Termination

The administrator may terminate, amend or modify the 2021 Plan at any time and from time to time. However, we must generally obtain the shareholders' approval to the extent required by applicable law, rule or regulation (including any applicable stock exchange rule). No amendment, other than an increase to the share limit, pursuant to an adjustment, or to comply with or be exempt from Section 409A of the Internal Revenue Code of 1986, as amended, may materially and adversely affect any award outstanding at the time of such amendment without the affected participant's consent. No award may be granted pursuant to the 2021 Plan after the tenth anniversary of the effective date, provided, however, no incentive stock options may be granted pursuant to the 2021 Plan after the tenth anniversary of the earlier of (i) the date the 2021 Plan was adopted by us and (ii) the date the 2021 Plan was approved by our shareholders. Any award that is outstanding on the termination date of the 2021 Plan will remain in force according to the terms of the 2021 Plan and the applicable award agreement.

Insurance and Indemnification

We have entered into an indemnification agreement with each of our directors, executive officers, and certain other employees. The indemnification agreements require us to indemnify our directors and executive officers to the fullest extent permitted by Swedish law.

In addition to such indemnification, we provide our directors and executive officers with directors' and officers' liability insurance.

Insofar as indemnification of liabilities arising under the Securities Act may be permitted to executive officers and members of the Board of Directors or persons controlling us pursuant to the foregoing provisions, we have been

informed that, in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

C. Board Practices

Composition of our Board of Directors

Our Board of Directors currently consists of eleven members (including two employee representatives). Our Board of Directors has determined that Benjamin Black, Martin Brok, Gregory Christenson, Hannah Jones, Wenjie Ma, Eric Melloul, Frances Rathke, Li Wang and Yawen Wu do not have a relationship that would interfere with the exercise of independent judgment in carrying out a director's responsibilities and that each of these directors is "independent" as that term is defined under the rules of the Nasdaq Stock Market LLC ("Nasdaq"). There are no family relationships among any of our directors or executive officers.

Board of Directors

Powers of the Directors

Our Board of Directors directs our policy and supervises the performance of our Chief Executive Officer and his actions. Our Board of Directors may exercise all powers that are not required under the Swedish Companies Act or under our articles of association to be exercised or taken by our shareholders.

Number of Directors

Our articles of association provide that our Board of Directors shall consist of three to thirteen members with no more than five deputy board members. Our Board of Directors currently has eleven members (including two employee representatives) and two deputy board members (including two deputy employee representatives). Members shall serve for a term ending on the date of the third annual general meeting following the annual general meeting at which such member was appointed, provided that the term of each member of the Board of Directors shall continue until the election of his or her successor and be subject to his or her earlier death, resignation or removal.

For information as to shareholder appointment rights, see Item 6.A. "*Directors, Senior Management and Employees—Directors and Senior Management—Appointment Rights*".

Removal of Directors

Under the Swedish Companies Act, directors appointed at a general meeting may be removed by a resolution adopted at a general meeting, upon the affirmative vote of a simple majority of the votes cast.

Vacancies on the Board of Directors

Under the Swedish Companies Act, if a board member's tenure should terminate prematurely, the other members of the Board of Directors shall take measures to appoint a new director for the remainder of the term, unless the outgoing board member was an employee representative. If the outgoing board member was elected by the shareholders, then the election of a new board member may be deferred until the time of the next annual general meeting, providing there are enough remaining board members to constitute a quorum.

Duties of Board Members and Conflicts of Interest

Pursuant to the Swedish Companies Act, the Board of Directors is responsible for the organization of the Company and the management of the Company's affairs, which means that the Board of Directors is responsible for, among other things, setting targets and strategies, securing routines and systems for evaluation of established targets, continuously assessing the financial position and profits and evaluating the operating management. Under Swedish law, members of our Board of Directors have a duty of loyalty to act honestly, in good faith and with a view to our best interests. The members of our Board of Directors also have a duty to exercise the care, diligence and skills that a reasonably prudent person would exercise in comparable circumstances. In fulfilling their duty of care to us, the

members of our Board of Directors must ensure compliance with our articles of association. In certain limited circumstances, a shareholder has the right to seek damages if a duty owed by a member of our Board of Directors is breached.

Audit Committee

Listing Requirements

We must have an audit committee that satisfies Nasdaq Rule 5605(c)(3), which addresses audit committee responsibilities and authority and requires that the audit committee consist of members who meet the independence requirements of Nasdaq Rule 5605(c)(2)(A)(ii).

Audit Committee Role

The Company's audit committee (the "Audit Committee"), which consists of Gregory Christenson, Eric Melloul and Frances Rathke, assists the Board of Directors in overseeing our accounting and financial reporting processes and the audits of our financial statements. Frances Rathke serves as Chairperson of the Audit Committee. All members of our Audit Committee meet the requirements for financial literacy under the applicable rules and regulations of the SEC and Nasdaq. Our Board of Directors has determined that Frances Rathke is an "audit committee financial expert" as defined by the SEC rules. Our Board of Directors has determined that each of Gregory Christenson, Eric Melloul and Frances Rathke are "independent" as such term is defined under the Nasdaq Rules and under Rule 10A-3(b)(1) under the Exchange Act. The Audit Committee is governed by a charter that complies with the Nasdaq Rules.

The Audit Committee is responsible for:

- making recommendations to the Board of Directors (as permitted pursuant to the applicable instructions under Rule 10A-3 under the Exchange Act) regarding the appointment of the independent auditor;
- making recommendations to the Board of Directors regarding compensation, retention and oversight of the work of the independent auditor and any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit services;
- pre-approving the audit services and non-audit services to be provided by our independent auditor before the auditor is engaged to render such services;
- evaluating the independent auditor's qualifications, performance and independence;
- reviewing and discussing our annual audited financial statements and quarterly financial statements with the Board of Directors, the independent auditor and our management prior to the filing of the respective annual and quarterly reports and the public disclosure of our quarterly earnings releases;
- coordinating the Board of Directors' oversight of the Company's internal control over financial reporting and code of conduct;
- establishing and reviewing policies and procedures for the Company's statutory sustainability reporting and overseeing the management of the Company's statutory sustainability reporting;
- reviewing the Company's policies with respect to risk assessment and risk management and overseeing management of the Company's enterprise risk, including financial and cybersecurity risks;
- overseeing the use and implementation of artificial intelligence technology by the Company;
- reviewing our compliance with laws and regulations, including major legal and regulatory initiatives and also reviewing any major litigation or investigations against us that may have a material impact on our financial statements; and
- approving or ratifying any related party transactions (as defined in our Related Party Transaction Policy) in accordance with our Related Party Transaction Policy.

The Audit Committee meets as often as one or more members of the Audit Committee deem necessary, but in any event meets at least four times per year. The Audit Committee meets at least once per year with our independent accountant, without our executive officers being present.

Remuneration Committee

The Remuneration Committee, which consists of Martin Brok, Eric Melloul and Yawen Wu, assists the Board of Directors in determining executive officer compensation. Martin Brok serves as Chairperson of the Remuneration Committee. Our Board of Directors has determined that each member of our Remuneration Committee is independent under Nasdaq Rules, including the additional independence requirements applicable to the members of a Remuneration Committee.

The Remuneration Committee is responsible for:

- setting the overall philosophy, strategy and policies for compensation of the Company's directors and executive officers;
- reviewing and making recommendations to the Board of Directors regarding director compensation, subject to any applicable shareholder approval requirements pursuant to Swedish law;
- reviewing and approving, or recommending for approval by the Board of Directors, the compensation payable to the Company's Chief Executive Officer and the Company's other executive officers;
- reviewing and making recommendations to the Board of Directors regarding the Company's incentive compensation and equity-based plans and arrangements;
- overseeing the annual evaluations of the Company's executive officers;
- overseeing the succession planning process for the Company's executive officers; and
- reviewing and approving any revisions to the Company's incentive compensation recovery policy allowing the Company to recoup compensation paid to executive officers and other employees.

Nominating, Corporate Governance and Sustainability Committee

The Company's nominating, corporate governance and sustainability committee (the "Nominating, Corporate Governance and Sustainability Committee"), which consists of Benjamin Black, Hannah Jones and Li Wang, assists our Board of Directors in identifying individuals qualified to become members of the Board of Directors and overseeing the Company's efforts with regard to environmental, social and governance matters. Hannah Jones serves as Chairperson of the Nominating, Corporate Governance and Sustainability Committee.

The Nominating, Corporate Governance and Sustainability Committee is responsible for:

- reviewing the Board of Director composition and Board of Director committee structure and recommending to the Board of Directors for its approval directors to serve as members of each committee;
- stewarding the process for identifying and evaluating individuals qualified to become members of the Board of Directors, establishing procedures for the nomination process and recommending the nominees for election at the Company's annual general meeting;
- developing and maintaining a set of director succession principles and guidelines;
- overseeing the Company's efforts with regard to environmental, social and governance matters;
- overseeing the Company's policies, programs and strategies related to sustainability, environmental stewardship, responsible investments, corporate citizenship, human rights, human capital management and other social and public matters of significance to the Company;
- developing and recommending to the Board of Directors the Company's Corporate Governance Guidelines; and

- overseeing the annual self-evaluations of the Board of Directors and monitoring risks associated with the continued independence of directors and potential conflicts of interest.

D. Employees

As of December 31, 2025 and 2024, we had 1,388 and 1,482 employees, respectively. The Company also employs consultants. In 2025 and 2024, we had 84 and 80 full-time consultants on average, respectively.

The table below sets out the number of employees by geography:

Geography	As of December 31, 2025	As of December 31, 2024
Europe & International[1]	890	919
North America	183	217
Greater China[2]	315	346
Total	**1,388**	**1,482**

(1) The majority of our Europe & International employees are located in Sweden.
(2) Greater China employees primarily based in China and Hong Kong.

The table below sets out the number of employees by category of activity:

Department	As of December 31, 2025	As of December 31, 2024
Production, supply chain and operations	532	576
Sales	330	322
Finance	137	130
Marketing and branding	108	113
Innovation management and research and development	93	102
Other[1]	188	239
Total	**1,388**	**1,482**

(1) "Other" includes Corporate Management, IT, HR and Sustainability & Internal Communication.

In line with industry standards in the country of employment, our employees maintain a range of relationships with union groups.

We have not previously experienced labor-related work stoppages or strikes and believe that our relations with our employees are satisfactory.

E. Share Ownership

For information regarding the share ownership of directors and officers, see Item 7.A. *"Major Shareholders and Related Party Transactions—Major Shareholders*". For information as to our equity incentive plans, see Item 6.B. "*Directors, Senior Management and Employees—Compensation—Incentive Programs*".

Item 7. Major Shareholders and Related Party Transactions

A. Major Shareholders

The following table sets forth information relating to the beneficial ownership of our ordinary shares as of March 11, 2026, by:

- each person, or group of affiliated persons, known by us to beneficially own 5% or more of our outstanding ordinary shares;
- each of our executive officers and our Board of Directors; and
- all of our executive officers and our Board of Directors as a group.

The number of ordinary shares beneficially owned by each entity, person, executive officer or board member is determined in accordance with the rules of the SEC, and the information is not necessarily indicative of beneficial ownership for any other purpose. Under such rules, beneficial ownership includes any ordinary shares over which the person has sole or shared voting power or investment power as well as any ordinary shares that the person has the right to acquire within 60 days of March 11, 2026, through the exercise of any option, RSU and warrant or other right. Securities that can be so acquired are deemed to be outstanding for purposes of computing such person's ownership percentage, but not for purposes of computing any other person's percentage. Except as otherwise indicated, and subject to applicable community property laws, the persons named in the table have sole voting and investment power with respect to all ordinary shares held by that person. The percentage of shares beneficially owned is based on 624,500,001 ordinary shares outstanding as of February 28, 2026.

Unless otherwise indicated below, the address for each beneficial owner listed is Oatly Group AB, Ångfärjekajen 8, 211 19 Malmö, Sweden.

For further information regarding material transactions between us and principal shareholders, see Item 7.B. "*Major Shareholders and Related Party Transactions—Related Party Transactions*".

Name of beneficial owner	Number	%
5% or Greater Shareholders		
Nativus Company Limited[(1)]	284,253,953	44.6%
Platin S.a.r.l.[(2)]	63,984,219	10.1%
Blackstone Funds[(3)]	59,877,869	9.3%
Hillhouse Investment Management Ltd.[(4)]	46,965,695	7.0%
Executive Officers and Board Members		
Jean-Christophe Flatin[(5)]	2,270,000	*
Marie-José David[(6)]	341,080	*
Daniel Ordoñez[(7)]	1,392,980	*
Eric Melloul[(8)]	190,617	*
Benjamin Black	53,880	*
Martin Brok[(9)]	1,021,300	*
Gregory Christenson[(10)]	282,060	*
Lillis Härd[(11)]	2,380	*
Hannah Jones[(12)]	186,080	*
Wenjie Ma	—	—
Frances Rathke[(13)]	186,080	*
Rholane Shiburi[(14)]	1,740	*
Li Wang	—	—
Yawen Wu	—	—
All executive officers and board members as a group (14 persons)[(15)]	**5,928,197**	*

* Indicates beneficial ownership of less than 1% of the total outstanding ordinary shares.

(1) Consists of 271,763,953 ordinary shares and Convertible Notes convertible into a maximum of 12,490,000 ordinary shares within 60 days of March 11, 2026. Nativus Company Limited directly holds 271,763,953 ordinary shares of the Company. Nativus Company Limited also holds Convertible Notes of which a portion are convertible into an aggregate maximum of approximately 12,490,000 ordinary shares within 60 days of March 11, 2026. The remaining Convertible Notes owned by Nativus Company Limited are not convertible without giving more than 60 days' notice to the Company. As a result, they are not included in the beneficial ownership information set forth herein. Nativus Company Limited is a wholly owned subsidiary of CR Verlinvest Health Investment Limited ("CRVV"), a limited company incorporated in Hong Kong and a joint venture that is 50% owned by Verlinvest S.A., a company incorporated in Belgium, and 50% owned by Blossom Key (Hong Kong) Holdings Limited, a limited company incorporated in Hong Kong. Each of Nativus Company Limited and CRVV have sole voting and dispositive power over 284,253,953 ordinary shares. Blossom Key (Hong Kong) Holdings Limited is a wholly owned subsidiary of CRH (CRE) Limited. CRH (CRE) Limited is

a wholly owned subsidiary of China Resources (Holdings) Company Limited. CRC Bluesky Limited holds all the voting shares in China Resources (Holdings) Company Limited. CRC Bluesky Limited is a wholly owned subsidiary of China Resources Inc. China Resources Company Limited holds substantially all the shares in China Resources Inc. The State-owned Assets Supervision and Administration Commission of the State Council and the National Council for Social Security Fund of the People's Republic of China perform the duty of investor (as to 90.0222% and 9.9778%, respectively) of China Resources Company Limited on behalf of the State Council of the People's Republic of China. Each of Blossom Key (Hong Kong) Holdings Limited, CRH (CRE) Limited, China Resources (Holdings) Company Limited, CRC Bluesky Limited, China Resources Inc., China Resources Company Limited and Verlinvest S.A. have shared voting and dispositive power over 284,253,953 ordinary shares. The address for Nativus Company Limited is 39/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong and the address for CRVV is 39/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong.

(2) Based on a Schedule 13G/A filed on October 17, 2025, Platin S.a.r.l. ("Platin") beneficial ownership in the Company consists of 55,400,000 ordinary shares in the form of 2,770,000 ADSs and 8,584,219 ordinary shares which would be received upon conversion of Convertible Notes within 60 days of March 11, 2026. Platin holds 55,400,000 ordinary shares of the Company in the form of 2,770,000 ADSs. Platin also holds Convertible Notes of which a portion are convertible into an aggregate maximum of approximately 8,584,219 ordinary shares within 60 days of March 11, 2026. Platin is a private limited liability company incorporated under the laws of Luxembourg and is majority owned and controlled by Olivier Goudet. Mr. Goudet may be deemed, for purposes of Rule 13d-3 under the Exchange Act, to share with Platin the power to vote or dispose, or to direct the voting or disposition of the ordinary shares beneficially owned by Platin. Therefore, for the purpose of Rule 13d-3, each of Platin and Mr. Goudet may be deemed to be the beneficial owners of an aggregate of 63,984,219 ordinary shares. The address for Platin is 40 avenue Monterey, L-2163 Luxembourg.

(3) Consists of 39,778,182 ordinary shares and 20,099,687 ordinary shares which would be received upon conversion of Convertible Notes within 60 days of March 11, 2026. The number of ordinary shares represents 39,402,666 ordinary shares directly held by BXG Redhawk S.à r.l. and 375,516 ordinary shares directly held by BXG SPV ESC (CYM) L.P. (together, the "Blackstone Funds"). Ordinary shares which may be received upon conversion of Convertible Notes within 60 days of March 11, 2026, represents 19,909,944 ordinary shares which would be received upon conversion of Convertible Notes held by BXG Redhawk S.à r.l. and 189,743 ordinary shares which would be received upon conversion of Convertible Notes held by BXG SPV ESC (CYM) L.P. BXG Redhawk S.à r.l. is controlled by BXG Redhawk Holdings (CYM) L.P., the general partner of which is BXG Holdings Manager L.L.C. Blackstone Growth Associates L.P. is the managing member of BXG Holdings Manager L.L.C and BXGA L.L.C. is the general partner of Blackstone Growth Associates L.P. Blackstone Holdings II L.P. is the managing member of BXGA L.L.C. The general partner of BXG SPV ESC (CYM) L.P. is BXG Side-by-Side GP L.L.C. Blackstone Holdings II L.P. is the sole member of BXG Side-by-Side GP L.L.C. Blackstone Holdings I/II GP L.L.C. is the general partner of Blackstone Holdings II L.P. Blackstone Inc. is the sole member of Blackstone Holdings I/II GP L.L.C. The sole holder of the Series II preferred stock of Blackstone Inc. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman. Each of the Blackstone entities described in this footnote and Stephen A. Schwarzman may be deemed to beneficially own the securities directly or indirectly controlled by such Blackstone entities or him, but each disclaims beneficial ownership of such securities (other than the Blackstone Funds to the extent of their direct holdings). The address of Mr. Schwarzman and each of the other entities listed in this footnote is c/o Blackstone Inc., 345 Park Avenue, New York, New York 10154.

(4) Based on a Schedule 13G filed on May 15, 2025, Hillhouse Investment Management Ltd.'s ("Hillhouse") beneficial ownership in the Company consists of 32,413,360 ordinary shares which would be received upon conversion of HH Notes held by Mars II Holdings Pte. Ltd. ("Mars II") within 60 days of March 11, 2026, and 14,552,335 ordinary shares which would be received upon conversion of Swedish Notes held by Mars II within 60 days of March 11, 2026, representing an aggregate of 46,965,695 ordinary shares. Hillhouse does not directly hold any ordinary shares or ADSs of the Company. Hillhouse acts as the sole management company of Hillhouse Focused Fund Growth V, L.P. (the "Growth Fund") and Hillhouse Climate Fund, L.P. (the "Climate Fund"). Mars II is indirectly equally owned by Growth Fund and Climate Fund. Hillhouse is deemed to be the beneficial owner of, and to control the voting power of, the ordinary shares issuable, and ordinary shares underlying ADSs

issuable, upon conversion of the HH Notes and the Swedish Notes held by Mars II. The address for Hillhouse is Office #122, Windward 3 Building, Regatta Office Park, West Bay Road, Grand Cayman, Cayman Islands, KY1-9006.

(5) Represents 695,060 ordinary shares in the form of 34,753 ADSs and 78,747 stock options that will be exercisable into 1,574,940 ordinary shares within 60 days of March 11, 2026.

(6) Represents 246,760 ordinary shares in the form of 12,338 ADSs and 4,716 stock options that will be exercisable into 94,320 ordinary shares within 60 days of March 11, 2026.

(7) Represents 902,420 ordinary shares in the form of 45,121 ADSs and 24,528 stock options that will be exercisable into 490,560 ordinary shares within 60 days of March 11, 2026.

(8) Represents 190,617 ordinary shares in the form of 6,603 ADSs and 58,557 ordinary shares.

(9) Represents 1,021,300 ordinary shares in the form of 51,065 ADSs.

(10) Represents 282,060 ordinary shares in the form of 14,103 ADSs.

(11) Represents 2,380 ordinary shares in the form of 119 ADSs.

(12) Represents 186,080 ordinary shares in the form of 9,304 ADSs.

(13) Represents 186,080 ordinary shares in the form of 9,304 ADSs.

(14) Represents 1,740 ordinary shares in the form of 87 ADSs.

(15) Represents an aggregate of 5,869,300 ordinary shares in the form of 53,880 ordinary shares, 182,780 ADSs and 107,991 stock options that will be exercisable into 2,159,820 ordinary shares within 60 days of March 11, 2026.

According to the depositary, as of March 1, 2026, the Company had 15,073,115 ADSs outstanding and 19 registered holders of its ADSs with addresses in the United States. Approximately 97.8% of the Company's outstanding ADSs were held by Cede & Co. as a nominee for the Depository Trust Company as of March 1, 2026. According to our registrar, as of December 30, 2025, there were six registered holders of our ordinary shares with addresses in the United States representing approximately 98.6% of our outstanding ordinary shares as of that date. Because some of the Company's ADSs and ordinary shares are held through brokers or other nominees, the number of record holders of the Company's ADSs or ordinary shares with addresses in the United States may be fewer than the number of beneficial owners of ADSs and ordinary shares in the United States.

To our knowledge, other than as provided in the table above, our other filings with the SEC and this Annual Report, there has been no significant change in the percentage ownership held by any major shareholder since January 1, 2020. The major shareholders listed above do not have voting rights with respect to their ordinary shares that are different from the voting rights of other holders of our ordinary shares.

We are not aware of any arrangement whereby we are directly or indirectly owned or controlled by another corporation, by any foreign government or by any other natural or legal person severally or jointly, nor are we aware of any arrangement that may, at a subsequent date, result in a change of control of the Company.

B. Related Party Transactions

The following is a description of our related party transactions since January 1, 2025, unless otherwise specified below. For a description of our agreements with our executive officers and certain of our directors, see Item 6.B. "*Directors, Senior Management and Employees—Compensation—Executive Officer Employment Arrangements*".

Registration Rights Agreement

In May 2021, we entered into a Registration Rights Agreement with Nativus Company Limited, BXG Redhawk S.à r.l. and certain of our other shareholders (the "Registration Rights Agreement"), pursuant to which such investors have certain demand registration rights, short-form registration rights and piggyback registration rights and related indemnification rights from us, subject to customary restrictions and exceptions. All fees, costs and expenses of registrations, other than underwriting discounts and commissions, are expected to be borne by us.

Additional Listing Agreement

On February 9, 2021, we entered into an agreement with our shareholders to, subject to certain conditions, seek an additional listing (the "Additional Listing") of our ordinary shares or ADSs on the Hong Kong Stock Exchange (the "Additional Listing Agreement"). Pursuant to the terms of the Additional Listing Agreement, in the event that (i) our status as a publicly listed company in the United States has or results in a material adverse effect (as described below) as a result of the status of our shareholders or their affiliates as being owned or controlled by, or otherwise affiliated with, a foreign state, government or political party (or perceived as such), at any time for so long as such material adverse effect subsists or (ii) at any time, and from time to time, after the second anniversary of the completion of our IPO, we generate more than 25% of our revenue from sales in the Asia-Pacific region for each of two consecutive fiscal quarters, then, upon a written request by China Resources or its affiliates holding or beneficially owning our ordinary shares, we shall promptly seek an additional listing on the Hong Kong Stock Exchange. Nativus Company Limited, our largest shareholder, is a wholly owned subsidiary of CRVV, which is a joint venture that is 50% owned by Verlinvest S.A. and 50% owned by Blossom Key (Hong Kong) Holdings Limited. Blossom Key (Hong Kong) Holdings Limited is indirectly and wholly owned by CR Holdings, and CR Holdings is indirectly and wholly owned by China Resources Company Limited. The State-owned Assets Supervision and Administration Commission of the State Council and the National Council for Social Security Fund of the People's Republic of China perform the duty of investor (as to 90.0222% and 9.9778% respectively) of China Resources Company Limited on behalf of the State Council.

A "material adverse effect" means any (i) restriction on the ability of any director appointed or nominated by China Resources or its affiliates to receive information otherwise available to our other directors, or share such information with CRVV and China Resources or its affiliates, (ii) requirement or request from any U.S. governmental authority, or as a result of any applicable law or regulation, for any shareholder or beneficial owner of us or CRVV or its affiliates to divest any of its direct or indirect shareholdings or interest in any of us, CRVV or their respective affiliates, (iii) suspension of trading of our shares, (iv) prohibition or restriction on the investment, trading, purchase, ownership, or providing or obtaining any economic exposure, with respect to any securities or interest in us, CRVV or their respective affiliates, or (v) the directors appointed or to be appointed by China Resources, Nativus Company Limited or their respective affiliates on our Board of Directors in connection with our IPO are disqualified, suspended or otherwise restricted from exercising their powers, rights, duties, authorities or responsibilities as directors, as required or requested from any U.S. governmental authority, or as a result of any applicable law or regulation or any U.S. measures, provided that China Resources, Nativus Company Limited or their respective affiliates, as the case may be, has used reasonable efforts but fails to replace such directors with persons nominated by China Resources, Nativus Company Limited or their respective affiliates, as the case may be, who are not restricted from exercising their powers, rights, duties, authorities or responsibilities as directors, or would not be able to do so in any event even if reasonable efforts were to be used, other than where any of the events in (i) through (v) above occur as a result of any voluntary action or step taken by China Resources or its affiliates. As of the date of this Annual Report, we are not aware of any existing or contemplated laws, regulations or policies that, in light of our current and planned operations and composition of management, directors and shareholders, would or could reasonably likely result in a material adverse effect.

Pursuant to the terms of the Additional Listing Agreement, we shall not be required to pursue an Additional Listing if: (i) (a) China Resources and its affiliates no longer beneficially own at least 15% of the voting power of our total issued and outstanding shares immediately after the consummation of our IPO (excluding any unvested or unexercised equity incentive awards, which are not entitled to voting) or (b) the voting power of our shares beneficially owned, in the aggregate, by China Resources and its affiliates is lower than that of Verlinvest S.A. and its affiliates or (ii) our Board of Directors determines that seeking or maintaining the Additional Listing would reasonably be expected to have a material adverse impact on the valuation of Oatly or our overall operations.

Distribution Arrangement

For the year ended December 31, 2024, Oatly expensed $1.2 million (2023: $1.1 million) pursuant to a Distribution Agreement with the distribution company Chef Sam, of which Bernard Hours, a former member of our Board of Directors, was a 33% owner prior to divesting such ownership interest during the third quarter of 2024.

Convertible Notes

On March 23, 2023, and April 18, 2023, we issued $300 million aggregate principal amount of Convertible Notes (the "Original Convertible Notes"). The Original Convertible Notes were issued in two tranches that have substantially identical economic terms. Certain of the Company's existing shareholders, Nativus Company Limited, Verlinvest and Blackstone Funds, purchased $200.1 million aggregate principal amount of Swedish Notes and other institutional investors purchased $99.9 million aggregate principal amount of U.S. Notes. The investors paid an aggregate purchase price of $291 million, reflecting an original issue discount of 3%.

Related Party Transaction Policy

Our Board of Directors has adopted a written related party transaction policy to set forth the policies and procedures for the review and approval or ratification of related party transactions. Under our Related Party Transaction Policy, any related party transaction, including all relevant facts and circumstances, must be reviewed and approved or ratified by the Audit Committee. Such review shall assess whether the transaction is on terms comparable to those that could be obtained in arm's length dealings with an unrelated third-party, the extent of the related party's interest in the transaction and shall also take into account the conflicts of interest and/or corporate opportunity provisions of our organizational documents and Code of Conduct & Business Ethics Policy and, where the related party involves a director or director nominee, whether the related party transaction will impair the director or director nominee's independence under the rules and regulations of the SEC and Nasdaq.

C. Interests of Experts and Counsel

Not applicable.

Item 8. Financial Information

A. Consolidated Statements and Other Financial Information

Consolidated Financial Statements

See Item 18. *"Financial Statements"*.

Legal and Arbitration Proceedings

From time to time, we may be involved in various claims and legal proceedings related to claims arising out of our operations. Other than as described in Notes 32 "*Commitments and contingencies*" to our consolidated financial statements, which are included elsewhere in this Annual Report, we are not currently a party to any material legal proceedings, including any such proceedings that are pending or threatened, of which we are aware.

Dividend Policy

We do not anticipate paying any cash dividends on our ordinary shares in the foreseeable future. We intend to retain all available funds and any future earnings to fund the development and expansion of our business.

However, if we do pay a cash dividend on our ordinary shares in the future, we will pay such dividend out of our profits or share premium (subject to solvency requirements) as permitted under Swedish law and our debt financing agreements. Our Board of Directors has complete discretion regarding the declaration and payment of dividends, and our principal shareholders will be able to influence our dividend policy.

The amount of any future dividend payments we may make will depend on, among other factors, our strategy, future earnings, financial condition, cash flow, working capital requirements, capital expenditures, contractual restrictions and applicable provisions of our articles of association. For example, our SSRCF and Nordic Bonds contain limitations on our ability to pay dividends. See Item 5.B. *"Operating and Financial Review and Prospects—Liquidity and Capital Resources*". Any profits or share premium we declare as dividends will not be available to be reinvested in our operations. Moreover, we are a holding company that does not conduct any business operations of our own. As a result, we are dependent upon cash dividends, distributions and other transfers from our subsidiaries to make dividend payments.

In the year ended December 31, 2025, we did not declare or pay any dividends.

B. Significant Changes

None.

Item 9. The Offer and Listing

A. Offer and Listing Details

Our ADSs commenced trading on the Nasdaq Global Select Market on May 20, 2021, under the symbol "OTLY". Prior to this, no public market existed for our ordinary shares.

B. Plan of Distribution

Not applicable.

C. Markets

Our ADSs commenced trading on the Nasdaq Global Select Market on May 20, 2021, under the symbol "OTLY".

D. Selling Shareholders

Not Applicable.

E. Dilution

Not applicable.

F. Expenses of the Issue

Not applicable.

Item 10. Additional Information

A. Share Capital

Not applicable.

B. Memorandum and Articles of Association

A copy of our articles of association is attached as Exhibit 1.1 to this Annual Report. The information called for by this Item is set forth in Exhibit 2.1 to this Annual Report and is incorporated by reference into this Annual Report.

C. Material Contracts

The following are the material contracts, other than material contracts entered into in the ordinary course of business, to which we are a party, for the two years immediately preceding the date of this Annual Report:

- Oatly Group AB 2021 Incentive Award Plan, as amended (see Exhibit 4.2 to this Annual Report). See Item 6.B. "*Directors, Senior Management and Employees—Compensation—Incentive Programs—2021 Incentive Award Plan*".
- Investment Agreement, dated March 14, 2023, by and among Oatly Group AB and the Purchasers named therein (see Exhibit 2.7 to this Annual Report). See Item 5.B. "*Operating and Financial Review and Prospects—Liquidity and Capital Resources*".
- Indenture, dated March 23, 2023 by and among Oatly Group AB and U.S. Bank Trust Company, National Association (see Exhibit 2.9 of this Annual Report). See Item 5.B. "*Operating and Financial Review and Prospects—Liquidity and Capital Resources*".
- Terms and Conditions of the Swedish Notes (see Exhibit 2.8 of this Annual Report). See Item 5.B. "*Operating and Financial Review and Prospects—Liquidity and Capital Resources*".
- Investment Agreement, dated May 9, 2023, by and among Oatly Group AB and the Purchaser named therein (see Exhibit 2.10 to this Annual Report). See Item 5.B. "*Operating and Financial Review and Prospects—Liquidity and Capital Resources*".
- Indenture, dated May 31, 2023 by and among Oatly Group AB and U.S. Bank Trust Company, National Association (see Exhibit 2.11 to this Annual Report). See Item 5.B. "*Operating and Financial Review and Prospects—Liquidity and Capital Resources*".
- Nordic Bonds Terms and Conditions, dated September 29, 2025, by and among Oatly Group AB as Issuer and Nordic Trustee & Agency AB (publ) as Agent (see Exhibit 4.4 to this Annual Report). See Item 5.B. "*Operating and Financial Review and Prospects—Liquidity and Capital Resources*".
- Super Senior Revolving Credit Facility Agreement, dated September 30, 2025, by and among, amongst others, Oatly Group AB as Company, Oatly AB as Original Borrower, Coöperatieve Rabobank U.A., J.P. Morgan SE and Nordea Bank Abp, filial i Sverige as Original Lenders and Nordea Bank Abp, filial i

Sverige as Agent (see Exhibit 4.5 to this Annual Report). See Item 5.B. "*Operating and Financial Review and Prospects—Liquidity and Capital Resources*".

- Intercreditor Agreement, dated September 30, 2025, by and among, amongst others, Oatly Group AB, Oatly AB, Nordic Trustee & Agency AB (publ) as Original Bonds Agent, Nordea Bank Abp, filial i Sverige as Original SSRCF Agent, Nordic Trustee & Agency AB (publ) as Original Security Agent and U.S. Bank Trust Company, National Association as U.S. Unsecured Convertible Notes Trustee (see Exhibit 4.6 of this Annual Report). See Item 5.B. "*Operating and Financial Review and Prospects—Liquidity and Capital Resources*".
- Convertible Note Repurchase Agreements, dated September 9, 2025, by and among Oatly Group AB and certain accredited investors (the "Selling Noteholders") who held our U.S. Notes. The transactions contemplated by the Repurchase Agreements closed on October 3, 2025, and resulted in an aggregate amount of $42.9 million U.S. Notes being cancelled and no longer outstanding. See Item 5.B. "*Operating and Financial Review and Prospects—Liquidity and Capital Resources*".

D. Exchange Controls

There is no Swedish legislation which may affect the import or export of capital or the remittance of dividends, interest or other payments to non-resident holders of our securities, except that, subject to the provisions in any tax treaty, dividends are subject to withholding tax.

E. Taxation

The following summary contains a description of certain Swedish and U.S. federal income tax consequences of the acquisition, ownership and disposition of ADSs, but it does not purport to be a comprehensive description of all the tax considerations that may be relevant to a decision to purchase ADSs. The summary is based upon the tax laws of Sweden and regulations thereunder and on the tax laws of the United States and regulations thereunder as of the date hereof, which are subject to change.

Material Swedish Tax Considerations

The following discussion is a summary of the material Swedish tax considerations relating to the purchase, ownership and disposition of ADSs.

Investments by Swedish Resident Holders

No taxation should be triggered upon the acquisition of the ADSs as the price is equal to fair market value. Ownership of the ADSs should in general not trigger any taxes in Sweden. However, certain Swedish investment and insurance companies may be subject to yield taxation on their investments.

Capital gains on disposal of listed ADSs and dividend income from ADSs are taxed at a marginal rate of 30% for Swedish tax resident private individuals and at ordinary income tax rate 20.6% for Swedish tax resident corporations. Any gains or loss on the sale of ADSs is calculated as the sales price of the ADSs less an average acquisition price of the ADSs sold.

Shares Held for Business Purposes (Swedish Participation Exemption Rules)

Dividends and capital gains received by a Swedish limited liability company from ADSs where the underlying securities in a Swedish limited liability company may be tax exempted in Sweden under the Swedish participation exemption rules if:

- the holding of the ADSs implies a shareholding of at least 10 percent of the votes,
- the ADSs and underlying shares are held during a period of at least 12 months, and
- the ADSs and underlying shares are held as capital assets.

Investments by Foreign Holders

Holders that are not tax resident in Sweden are normally not subject to Swedish taxation on the acquisition, ownership or disposition of ADSs. Holders may however be subject to taxation in its domicile. In case a non-Swedish tax resident company holds ADSs through a Swedish permanent establishment capital gains are subject to Swedish taxation in accordance with the rules for Swedish tax resident companies. Non-Swedish tax resident private individuals are according to a special rule subject to capital gains taxation in Sweden upon the disposal of ADSs in case the private individual has at any point during the calendar year in which the ADSs are disposed, or during the ten preceding years, been residing or permanently stayed in Sweden. The applicability of this rule is, however, in many cases, limited by tax treaties.

Dividends received by foreign investors may be subject to withholding tax at a rate of 30% in Sweden. The tax rate may be limited or reduced to nil under Swedish domestic rules, or under tax treaties that Sweden has entered with the state of residence of the holder.

Material United States Federal Income Tax Considerations

The following summary describes certain material U.S. federal income tax considerations generally applicable to U.S. Holders (as defined below), and solely to the extent described below under the heading "U.S. Foreign Account Tax Compliance Act", to persons other than U.S. Holders, of an investment in our ADSs. This summary applies only to U.S. Holders that hold the ADSs as capital assets within the meaning of Section 1221 of the Code that have acquired our ADSs and that have the U.S. dollar as their functional currency.

This discussion is based on the tax laws of the United States, including the Code, as in effect on the date hereof and on U.S. Treasury regulations as in effect or, in some cases, as proposed, on the date hereof, as well as judicial and administrative interpretations thereof available on or before such date. All of the foregoing authorities are subject to change or differing interpretations, which change or differing interpretation could apply retroactively and could affect the tax consequences described below. No ruling will be requested from the Internal Revenue Service (the "IRS") regarding the tax consequences of acquiring our ADSs and there can be no assurance that the IRS will agree with the discussion set out below. This summary does not address any estate or gift tax consequences, the alternative minimum tax, the Medicare tax on net investment income or any state, local or non-U.S. tax consequences.

This summary also does not address the tax consequences that may be relevant to persons in special tax situations such as:

- banks or other financial institutions;
- insurance companies;
- regulated investment companies;
- real estate investment trusts;
- individual retirement accounts and other tax-deferred accounts;
- broker-dealers;
- persons that elect to use a mark-to-market method of tax accounting;
- U.S. expatriates;
- tax-exempt entities;
- persons that own the ADSs as part of a "straddle", "hedge", "conversion transaction" or integrated transaction;
- persons that actually or constructively own 10% or more of the Company's share capital (by vote or value);
- persons that are resident or ordinarily resident in or have a permanent establishment in a jurisdiction outside the United States;

- persons who acquired the ADSs pursuant to the exercise of any employee share option or otherwise as compensation; or
- pass-through entities or arrangements, or persons holding ADSs through pass-through entities or arrangements.

THE SUMMARY OF U.S. FEDERAL INCOME TAX CONSIDERATIONS SET OUT BELOW IS FOR GENERAL INFORMATION ONLY. ALL PROSPECTIVE PURCHASERS SHOULD CONSULT THEIR TAX ADVISORS AS TO THE APPLICATION OF THE U.S. FEDERAL TAX RULES TO THEIR PARTICULAR CIRCUMSTANCES AS WELL AS THE STATE, LOCAL, NON-U.S. AND OTHER TAX CONSEQUENCES TO THEM OF THE PURCHASE, OWNERSHIP AND DISPOSITION OF THE ADSS.

As used herein, the term "U.S. Holder" means a beneficial owner of the ADSs that is, for U.S. federal income tax purposes:

- an individual who is a citizen or resident of the United States;
- a corporation (or other entity taxable as a corporation for U.S. federal income tax purposes) created or organized under the laws of the United States, any state thereof or the District of Columbia;
- an estate, the income of which is subject to U.S. federal income taxation regardless of its source; or
- a trust that (1) is subject to the primary supervision of a court within the United States and the control of one or more U.S. persons for all substantial decisions or (2) has a valid election in effect under applicable U.S. Treasury regulations to be treated as a U.S. person.

If an entity or other arrangement treated as a partnership for U.S. federal income tax purposes holds ADSs, the tax treatment of a partner, member or other beneficial owner in the entity or other arrangement will generally depend upon the status of the partner, member or other beneficial owner and the activities of the entity or other arrangement. Entities or other arrangements treated as a partnership considering an investment in ADSs and partners, members or other beneficial owners in such entities or other arrangements should consult their tax advisors regarding the U.S. federal income tax consequences of owning and disposing of ADSs.

Exchange of ADSs for Ordinary Shares

The discussion below assumes that the representations contained in the deposit agreement are true and that the obligations in the deposit agreement and any related agreement will be complied with in accordance with their terms. Generally, holders of ADSs should be treated for U.S. federal income tax purposes as holding the ordinary shares represented by the ADSs and the following discussion assumes that such treatment will be respected. If so, no gain or loss will be recognized upon an exchange of ordinary shares for ADSs or an exchange of ADSs for ordinary shares.

Taxation of Dividends and Other Distributions on the ADSs

We do not anticipate paying cash dividends in the foreseeable future. See "*Dividend Policy*" above. However, if we do make distributions, subject to the PFIC rules discussed below, the gross amount of any distributions made by the Company with respect to our ADSs (including the amount of any non-U.S. taxes withheld therefrom, if any) with respect to the ADSs generally will be includible in a U.S. Holder's gross income as dividend income on the date of receipt, but only to the extent the distribution is paid out of the Company's current or accumulated earnings and profits (as determined under U.S. federal income tax principles). The dividends will not be eligible for the dividends-received deduction allowed to corporations in respect of dividends received from other U.S. corporations. To the extent the amount of the distribution exceeds the Company's current and accumulated earnings and profits (as determined under U.S. federal income tax principles), such excess amount will be treated first as a tax-free return of a U.S. Holder's tax basis in the ADSs, and then, to the extent such excess amount exceeds such holder's tax basis in such ADSs, as capital gain. Because the Company does not intend to maintain calculations of its earnings and profits under U.S. federal income tax principles, a U.S. Holder should expect all cash distributions to be reported as dividends for U.S. federal income tax purposes.

With respect to certain non-corporate U.S. Holders, including individual U.S. Holders, dividends may be taxed at the lower capital gain rates applicable to "qualified dividend income", provided that (i) the ADSs are readily tradable on an established securities market in the United States or the Company is eligible for the benefits of the Convention Between the Government of Sweden and the Government of the United States of America For the Avoidance of Double Taxation and the Prevention of Fiscal Evasion With Respect to Taxes on Income of September 1, 1994 (as amended by any subsequent protocols) (the "Treaty"), (ii) certain holding period and at-risk requirements are met and (iii) the Company is not a PFIC (as discussed below) with respect to the relevant U.S. Holder for either the taxable year in which the dividend was paid or the preceding taxable year. In this regard, the ADSs will generally be considered to be readily tradable on an established securities market in the United States if they are listed on Nasdaq, as the ADSs are. However, based on existing guidance, it is not entirely clear whether any dividends a U.S. Holder receives with respect to the ordinary shares will be taxed as qualified dividend income based on trading of the ADSs, because the ordinary shares will not themselves be listed on a securities market in the United States for trading purposes (instead, the U.S. Holders will own ADSs). U.S. Holders should consult their tax advisors regarding the availability of the reduced tax rate on dividends with respect to distributions on the ordinary shares or ADSs in light of their particular circumstances.

Dividends on the ADSs generally will constitute foreign source income for foreign tax credit limitation purposes. Subject to certain complex conditions and limitations, foreign taxes withheld on any distributions on ADSs, if any, may be eligible for credit against a U.S. Holder's federal income tax liability. If a refund of the tax withheld is available to a U.S. Holder under the laws of Sweden or under the Treaty, the amount of tax withheld that is refundable will not be eligible for such credit against such U.S. Holder's U.S. federal income tax liability (and will not be eligible for the deduction against such holder's U.S. federal taxable income). If the dividends are qualified dividend income (as discussed above), the amount of the dividend taken into account for purposes of calculating the foreign tax credit limitation will in general be limited to the gross amount of the dividend, multiplied by the reduced rate divided by the highest rate of tax normally applicable to dividends. The limitation on foreign taxes eligible for credit is calculated separately with respect to specific classes of income. For this purpose, dividends distributed by the Company with respect to ADSs will generally constitute "passive category income". The rules relating to the determination of the U.S. foreign tax credit are complex, and applicable U.S. Treasury regulations that apply to foreign income taxes paid or accrued in taxable years beginning on or after December 28, 2021, further restrict the availability of any such credit based on the nature of the withholding tax imposed by the foreign jurisdiction. U.S. Holders should consult their tax advisors regarding the availability of a foreign tax credit in their particular circumstances and the possibility of claiming an itemized deduction (in lieu of the foreign tax credit) for any foreign taxes paid or withheld, including their eligibility for benefits under an applicable income tax treaty and the potential impact of the applicable U.S. Treasury regulations.

Taxation of Disposition of the ADSs

Subject to the PFIC rules discussed below, upon a sale or other taxable disposition of ADSs, a U.S. Holder will generally recognize capital gain or loss in an amount equal to the difference between the amount realized and the U.S. Holder's adjusted tax basis in such ADSs. In general, a U.S. Holder's adjusted tax basis in its ADSs will be equal to the cost of such ADSs to the U.S. Holder. Any such gain or loss will generally be treated as long-term capital gain or loss if the U.S. Holder's holding period in the ADSs exceeds one year. Non-corporate U.S. Holders (including individuals) generally will be subject to U.S. federal income tax on long-term capital gain at preferential rates. The deductibility of capital losses is subject to significant limitations. Gain or loss, if any, recognized by a U.S. Holder on the sale or other disposition of ADSs generally will be treated as U.S. source gain or loss for U.S. foreign tax credit limitation purposes.

Passive Foreign Investment Company Rules

The Company will be classified as a passive foreign investment company (a "PFIC") for any taxable year if either: (a) at least 75% of its gross income is "passive income" for purposes of the PFIC rules or (b) at least 50% of the value of its assets (determined on the basis of a quarterly average) is attributable to assets that produce or are held for the production of passive income. For this purpose, the Company generally will be treated as owning its proportionate share of the assets and earning its proportionate share of the income of any other corporation in which it owns, directly or indirectly, 25% or more (by value) of the stock.

Under the PFIC rules, if the Company was considered a PFIC at any time that a U.S. Holder holds ADSs, the Company would continue to be treated as a PFIC with respect to such investment unless (i) the Company ceases to be a PFIC and (ii) the U.S. Holder has made a "deemed sale" election under the PFIC rules.

Based on the composition of the income, assets and operations of the Company and its subsidiaries, the Company does not expect to be treated as a PFIC for the taxable year ended December 31, 2025. This is a factual determination, however, that depends on, among other things, the composition of the income, assets, and activities of the Company and its subsidiaries from time to time, and can only be made annually after the close of each taxable year. Moreover, the value of the Company's assets for purposes of the PFIC determination may be determined by reference to the trading value of the ADSs, which could fluctuate significantly. In addition, it is possible that the IRS may take a contrary position with respect to the Company's determination in any particular year. Therefore, there can be no assurances that the Company will not be classified as a PFIC for the taxable year ended December 31, 2025, the current taxable year or for any past or future taxable year, and we have not obtained any legal opinion with respect to our PFIC status for our past, current or future taxable years.

If the Company is considered a PFIC at any time that a U.S. Holder holds ADSs, any gain recognized by the U.S. Holder on a sale or other disposition of the ADSs, as well as the amount of any "excess distribution" (defined below) received by the U.S. Holder, would be allocated ratably over the U.S. Holder's holding period for the ADSs. The amounts allocated to the taxable year of the sale or other disposition (or the taxable year of receipt, in the case of an excess distribution) and to any year before the Company became a PFIC would be taxed as ordinary income. The amount allocated to each other taxable year would be subject to tax at the highest rate in effect for individuals or corporations, as appropriate, for that taxable year, and an interest charge would be imposed. For purposes of these rules, an excess distribution is the amount by which any distribution received by a U.S. Holder on ADSs exceeds 125% of the average of the annual distributions on the ADSs received during the preceding three years or the portion of the U.S. Holder's holding period before such taxable year, whichever is shorter. Certain elections may be available that would result in alternative treatments (such as qualified electing fund treatment or mark-to-market treatment) of the ADSs if the Company is considered a PFIC. We do not intend to provide the information necessary for U.S. Holders of our ADSs to make qualified electing fund elections. If we are treated as a PFIC with respect to a U.S. Holder for any taxable year, the U.S. Holder will be deemed to own shares in any of our subsidiaries that are also PFICs. However, an election for mark-to-market treatment would likely not be available with respect to any such subsidiaries. If the Company is considered a PFIC, a U.S. Holder would also be subject to annual information reporting requirements. Failure to comply with such information reporting requirements may result in significant penalties and may suspend the running of the statute of limitations. U.S. Holders should consult their tax advisors about the potential application of the PFIC rules to an investment in ADSs.

Information Reporting and Backup Withholding

Dividend payments with respect to ADSs and proceeds from the sale, exchange or redemption of ADSs may be subject to information reporting to the IRS and U.S. backup withholding. A U.S. Holder may be eligible for an exemption from backup withholding if the U.S. Holder furnishes a correct taxpayer identification number and makes any other required certification or is otherwise exempt from backup withholding. U.S. Holders who are required to establish their exempt status may be required to provide such certification on IRS Form W-9. U.S. Holders should consult their tax advisors regarding the application of the U.S. information reporting and backup withholding rules.

Backup withholding is not an additional tax. Amounts withheld as backup withholding may be credited against a U.S. Holder's U.S. federal income tax liability, and such U.S. Holder may obtain a refund of any excess amounts withheld under the backup withholding rules by timely filing an appropriate claim for refund with the IRS and furnishing any required information.

Information with Respect to Foreign Financial Assets

Certain U.S. Holders who are individuals (and certain entities) that hold an interest in "specified foreign financial assets" (which may include the ADSs) are required to report information relating to such assets, subject to certain exceptions (including an exception for ADSs held in accounts maintained by certain financial institutions). U.S. Holders should consult their tax advisors regarding the effect, if any, of this requirement on their ownership and disposition of the ADSs.

U.S. Foreign Account Tax Compliance Act (FATCA)

Certain provisions of the Code and Treasury regulations (commonly collectively referred to as "FATCA") generally impose withholding at a rate of 30% on "foreign passthru payments" made by a "foreign financial institution" (as defined in the Code) (an "FFI"). If the Company were to be treated as an FFI, such withholding may be imposed on such payments to any other FFI (including an intermediary through which an investor may hold the ADSs) that is not a "participating FFI" (as defined under FATCA) or any other investor who does not provide information sufficient to establish that the investor is not subject to withholding under FATCA, unless such other FFI or investor is otherwise exempt from FATCA. In addition, under those circumstances, the Company may be required to report certain information regarding investors to the relevant tax authorities, which information may be shared with taxing authorities in the United States. Under current guidance, the term "foreign passthru payment" is not defined. Consequently, it is not clear whether or to what extent payments on the ADSs would be considered foreign passthru payments. Withholding on foreign passthru payments would not be required with respect to payments made before the date that is two years after the date of publication in the Federal Register of final regulations defining the term "foreign passthru payment." Prospective investors should consult their tax advisors regarding the potential impact of FATCA, any applicable inter-governmental agreement relating to FATCA, and any non-U.S. legislation implementing FATCA on the investment in the ADSs.

THE DISCUSSION ABOVE IS A GENERAL SUMMARY. IT DOES NOT COVER ALL TAX MATTERS THAT MAY BE IMPORTANT TO YOU. EACH PROSPECTIVE INVESTOR SHOULD CONSULT ITS OWN TAX ADVISOR ABOUT THE TAX CONSEQUENCES OF AN INVESTMENT IN ADSS UNDER THE INVESTOR'S OWN CIRCUMSTANCES.

F. Dividends and Paying Agents

Not applicable.

G. Statement by Experts

Not applicable.

H. Documents on Display

We are required to make certain filings with the SEC. The SEC maintains an internet website that contains reports, proxy statements and other information about issuers, like us, that file electronically with the SEC. The address of that site is www.sec.gov.

We also make available on our website, free of charge, our annual reports on Form 20-F and the text of our reports on Form 6-K, including any amendments to these reports, as well as certain other SEC filings, as soon as reasonably practicable after they are electronically filed with or furnished to the SEC. Our website address is www.oatly.com. The information contained on our website is not incorporated by reference in this document.

I. Subsidiary Information

Not applicable.

J. Annual Report to Security Holders

If we are required to provide an annual report to security holders in response to the requirements of Form 6-K, we will submit the annual report to security holders in electronic format in accordance with the EDGAR Filer Manual.

Item 11. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to certain market risks in the ordinary course of our business. These risks primarily consist of foreign exchange risk, interest rate risk, credit risk, liquidity risk and commodity price risk. For further discussion and

sensitivity analysis of these risks, see Note 3 "*Financial risk management*" to our consolidated financial statements included elsewhere in this Annual Report.

Foreign Exchange Risk

Foreign exchange risk arises from future commercial transactions and recognized assets and liabilities denominated in a currency that is not the functional currency of the relevant Group entity. Primarily, we are exposed to currency risk in Group companies with SEK, USD and SGD as the functional currencies. The primary risks in these companies are SEK/USD, SEK/EUR, SEK/GBP, SEK/CNY, SEK/SGD, SEK/NOK, USD/SEK and SGD/CNY due to internal loans, internal accounts receivables and other receivables, internal trade payables and other liabilities, borrowings, short-term deposits and external sales and purchases (accounts receivables and trade payables). Internal loans that form part of the net investment in foreign operations (extended equity) are recognized in other comprehensive loss.

We monitor a forecast of highly probable cash flows for each currency and aim to achieve a natural match of inflows and outflows. For those currencies which have a net cash flow that is positive or negative, spot transactions and/or derivatives are used to manage the risk. We do not apply hedge accounting. As of December 31, 2025, we had currency derivatives of SEK 148.5 million for which the fair value was $0.1 million.

We are also exposed to currency risk when foreign subsidiaries with a functional currency other than USD are consolidated, primarily for EUR, SEK, GBP and CNY. Our policy is not to hedge the translation exposure related to net foreign assets to reduce translation risk in the consolidated financial statements.

See Note 3 "*Financial risk management*" to our consolidated financial statements included elsewhere in this Annual Report for a sensitivity analysis on foreign exchange risk.

Interest Rate Risk

We are primarily exposed to interest rate risk that arises from the Nordic Bonds (as defined in Item 5.B. *"Operating and Financial Review and Prospects—Liquidity and Capital Resources—Nordic Bonds*") that carries an interest of STIBOR 3M. To manage part of the risk we have entered into an interest rate cap for a partial amount of SEK 850 million of the Nordic Bonds. The cap is 1.95% and has a maturity of 3 years (September 2028). The effect from increase in basis points is limited due to the cap that economically hedges the Nordic Bonds.

See Note 3 "*Financial risk management*" to our consolidated financial statements included elsewhere in this Annual Report for a sensitivity analysis on interest rate risk.

Credit Risk

Credit risk arises primarily from cash and cash equivalents and debt instruments carried at amortized cost. We manage financial counterparty credit risk on a group basis. The external financial counterparties must be high-quality international banks or other major participants in the financial markets, in each case, with a minimum investment grade rating BBB- / Baa3. The rating of the financial counterparties used during 2025 were in the range from BBB to AA+.

Customer credit risk is mitigated through credit risk assessment, credit limit setting in case of payment obligations overdue and through the contractual terms. There are no significant concentrations of credit risk in regard of exposure to specific industry sectors and/or regions. For the year ended December 31, 2025, one customer in the foodservice channel accounted for 6% of revenue.

Liquidity Risk

Liquidity risk is the risk of not being able to meet the short-term payment obligations due to insufficient funds. As of December 31, 2025, we held cash and cash equivalents of $64.3 million that were available for managing liquidity risk. Due to the dynamic nature of the underlying businesses, we maintain flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecasts of our liquidity reserve (comprising the undrawn borrowing facilities above) and cash and cash equivalents on the basis of expected cash flows. This is monitored at the Group level with input from local management. In addition, our liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

Commodity Price Risk

We are exposed to risk related to the price and availability of ingredients. Our financial performance depends in large part on our ability to arrange for the purchase of raw materials in sufficient quantities at competitive prices, and transport several of those raw materials from other countries. Currently, the main ingredient in our products is oat. We purchase oats from farmers in Sweden, Canada, the United Kingdom, the Baltic states, Australia and Finland through millers in Sweden, Finland, China, Canada, the United States and Belgium, so our supply may be particularly affected by any adverse events in these countries or any delays in transport between countries or regions. The prices of oats and other ingredients used, such as rapeseed oil, are subject to many factors beyond our control, including poor harvests due to adverse weather conditions, natural disasters and changes in world economic conditions, including as a result of any trade tensions or trade wars, for example, between the United States and China, the United States and Canada, the United States and Mexico and the United States and the EU, or news and rumors of a potential retaliatory tariffs. There is significant uncertainty about the imposition of tariffs in the United States following the U.S. Supreme Court decision that struck down certain U.S. tariffs implemented by the current U.S. administration and additional tariff announcements by the U.S government. The U.S. may impose tariffs using other tariff authorities and other countries may impose retaliatory tariffs or other measures. This could increase the prices we pay for oats, increase the prices paid by our consumers for our products, reduce our profit margins and increase the difficulty of commercial negotiations with our customers and suppliers. The prices of the ingredients we source are also affected by geopolitical tensions or wars. For example, the uncertainty of future relations between the United States, Ukraine and Russia, has resulted in many broader economic impacts such as sanctions and bans against Russia and Russian products imported into certain countries in Europe and the United States. Such sanctions and bans have impacted and may continue to impact commodity pricing such as fuel and energy costs, making it more expensive for us and our partners to deliver products to our customers. Oat prices and other ingredients such as rapeseed oil are normally agreed to annually with suppliers for the following year based on the outcome of the current year's harvest.

We believe we will be able to address material commodity increases by either increasing prices or reducing operating expenses. However, increases in commodity prices, without adjustments to pricing, or reduction to operating expenses, or a delay in pricing actions, could increase our costs and increase our loss as a share of our revenue. In addition, macro-economic and competitive conditions could make additional price increases difficult.

See Note 3 "*Financial risk management*" to our consolidated financial statements included elsewhere in this Annual Report for a sensitivity analysis on commodity price risk.

Item 12. Description of Securities Other than Equity Securities

A. Debt Securities

Not applicable.

B. Warrants and Rights

Not applicable.

C. Other Securities

Not applicable.

D. American Depositary Shares

Fees and Expenses

The depositary may charge each person to whom ADSs are issued, including, without limitation, issuances against deposits of shares, issuances in respect of share distributions, rights and other distributions, issuances pursuant to a stock dividend or stock split declared by us or issuances pursuant to a merger, exchange of securities or any other transaction or event affecting the ADSs or deposited securities, and each person surrendering ADSs for withdrawal of deposited securities or whose American Depositary Receipts ("ADRs") are cancelled or reduced for any other reason, $5.00 for each 100 ADSs (or any portion thereof) issued, delivered, reduced, cancelled or surrendered, or upon which a share distribution or elective distribution is made or offered, as the case may be. The depositary may sell (by public or private sale) sufficient securities and property received in respect of a share distribution, rights and/or other distribution prior to such deposit to pay such charge.

The following additional charges shall also be incurred by the ADR holders, the beneficial owners, by any party depositing or withdrawing shares or by any party surrendering ADSs and/or to whom ADSs are issued (including, without limitation, issuance pursuant to a stock dividend or stock split declared by us or an exchange of stock regarding the ADSs or the deposited securities or a distribution of ADSs), whichever is applicable:

- a fee of $0.05 or less per ADS held for any cash distribution made, or for any elective cash/stock dividend offered, pursuant to the deposit agreement;
- an aggregate fee of $0.05 or less per ADS per calendar year (or portion thereof) for services performed by the depositary in administering the ADRs (which fee may be charged on a periodic basis during each calendar year and shall be assessed against holders of ADRs as of the record date or record dates set by the depositary during each calendar year and shall be payable in the manner described in the next succeeding provision);
- a fee for the reimbursement of such fees, charges and expenses as are incurred by the depositary and/or any of its agents (including, without limitation, the custodian and expenses incurred on behalf of ADR holders in connection with compliance with foreign exchange control regulations or any law or regulation relating to foreign investment) in connection with the servicing of the shares or other deposited securities, the sale of securities (including, without limitation, deposited securities), the delivery of deposited securities or otherwise in connection with the depositary's or its custodian's compliance with applicable law, rule or regulation (which fees and charges shall be assessed on a proportionate basis against ADR holders as of the record date or dates set by the depositary and shall be payable at the sole discretion of the depositary by billing such ADR holders or by deducting such charge from one or more cash dividends or other cash distributions);
- a fee for the distribution of securities (or the sale of securities in connection with a distribution), such fee being in an amount equal to the $0.05 per ADS issuance fee for the execution and delivery of ADSs which would have been charged as a result of the deposit of such securities (treating all such securities as if they were shares) but which securities or the net cash proceeds from the sale thereof are instead distributed by the depositary to those ADR holders entitled thereto;
- stock transfer or other taxes and other governmental charges;
- cable, telex and facsimile transmission and delivery charges incurred at your request in connection with the deposit or delivery of shares, ADRs or deposited securities;
- transfer or registration fees for the registration of transfer of deposited securities on any applicable register in connection with the deposit or withdrawal of deposited securities; and
- fees of any division, branch or affiliate of the depositary utilized by the depositary to direct, manage and/or execute any public and/or private sale of securities under the deposit agreement.

To facilitate the administration of various depositary receipt transactions, including disbursement of dividends or other cash distributions and other corporate actions, the depositary may engage the foreign exchange desk within JPMorgan Chase Bank, N.A. (the "Bank") and/or its affiliates in order to enter into spot foreign exchange transactions

to convert foreign currency into U.S. dollars. For certain currencies, foreign exchange transactions are entered into with the Bank or an affiliate, as the case may be, acting in a principal capacity. For other currencies, foreign exchange transactions are routed directly to and managed by an unaffiliated local custodian (or other third-party local liquidity provider), and neither the Bank nor any of its affiliates is a party to such foreign exchange transactions.

The foreign exchange rate applied to a foreign exchange transaction will be either (a) a published benchmark rate, or (b) a rate determined by a third-party local liquidity provider, in each case plus or minus a spread, as applicable. The depositary will disclose which foreign exchange rate and spread, if any, apply to such currency on the "Disclosures" page (or successor page) of ADR.com. Such applicable foreign exchange rate and spread may (and neither the depositary, the Bank nor any of their affiliates is under any obligation to ensure that such rate does not) differ from rates and spreads at which comparable transactions are entered into with other customers or the range of foreign exchange rates and spreads at which the Bank or any of its affiliates enters into foreign exchange transactions in the relevant currency pair on the date of the foreign exchange transaction. Additionally, the timing of execution of a foreign exchange transaction varies according to local market dynamics, which may include regulatory requirements, market hours and liquidity in the foreign exchange market or other factors. Furthermore, the Bank and its affiliates may manage the associated risks of their position in the market in a manner they deem appropriate without regard to the impact of such activities on the depositary, us, holders or beneficial owners. The spread applied does not reflect any gains or losses that may be earned or incurred by the Bank and its affiliates as a result of risk management or other hedging related activity.

Notwithstanding the foregoing, to the extent we provide U.S. dollars to the depositary, neither the Bank nor any of its affiliates will execute a foreign exchange transaction as set forth herein. In such case, the depositary will distribute the U.S. dollars received from us.

Further details relating to the applicable foreign exchange rate, the applicable spread and the execution of foreign exchange transactions will be provided by the depositary on ADR.com. Each holder and beneficial owner by holding or owning an ADR or ADS or an interest therein, and we, each acknowledge and agree that the terms applicable to foreign exchange transactions disclosed from time to time on ADR.com will apply to any foreign exchange transaction executed pursuant to the deposit agreement.

We will pay all other charges and expenses of the depositary and any agent of the depositary (except the custodian) pursuant to agreements from time to time between us and the depositary.

The right of the depositary to receive payment of fees, charges and expenses survives the termination of the deposit agreement, and shall extend for those fees, charges and expenses incurred prior to the effectiveness of any resignation or removal of the depositary.

The fees and charges described above may be amended from time to time by agreement between us and the depositary.

The depositary may make available to us a set amount or a portion of the depositary fees charged in respect of the ADR program or otherwise upon such terms and conditions as we and the depositary may agree from time to time. The depositary collects its fees for issuance and cancellation of ADSs directly from investors depositing shares or surrendering ADSs for the purpose of withdrawal or from intermediaries acting for them. The depositary collects fees for making distributions to investors by deducting those fees from the amounts distributed or by selling a portion of distributable property to pay the fees. The depositary may collect its annual fee for depositary services by deduction from cash distributions, or by directly billing investors, or by charging the book-entry system accounts of participants acting for them. The depositary will generally set off the amounts owing from distributions made to holders of ADSs. If, however, no distribution exists and payment owing is not timely received by the depositary, the depositary may refuse to provide any further services to ADR holders that have not paid those fees and expenses owing until such fees and expenses have been paid. At the discretion of the depositary, all fees and charges owing under the deposit agreement are due in advance and/or when declared owing by the depositary.

Payment of Taxes

ADR holders or beneficial owners must pay any tax or other governmental charge payable by the custodian or the depositary on any ADS or ADR, deposited security or distribution. If any taxes or other governmental charges (including any penalties and/or interest) shall become payable by or on behalf of the custodian or the depositary with respect to any ADR, any deposited securities represented by the ADSs evidenced thereby or any distribution thereon, such tax or other governmental charge shall be paid by the ADR holder thereof to the depositary and by holding or owning, or having held or owned, an ADR or any ADSs evidenced thereby, the ADR holder and all beneficial owners thereof, and all prior ADR holders and beneficial owners thereof, jointly and severally, agree to indemnify, defend and save harmless each of the depositary and its agents in respect of such tax or governmental charge. Each ADR holder and beneficial owner of ADSs, and each prior ADR holder and beneficial owner of ADSs, by holding or owning, or having held or owned, an ADR or an interest in ADSs acknowledges and agrees that the depositary shall have the right to seek payment of any taxes or governmental charges owing with respect to their relevant ADRs from any one or more such current or prior ADR holder or beneficial owner of ADSs, as determined by the depositary in its sole discretion, without any obligation to seek payment of amounts owing from any other current or prior ADR holder or beneficial owner of ADSs. If an ADR holder owes any tax or other governmental charge, the depositary may (i) deduct the amount thereof from any cash distributions, or (ii) sell deposited securities (by public or private sale) and deduct the amount owing from the net proceeds of such sale. In either case the ADR holder remains liable for any shortfall. If any tax or governmental charge is unpaid, the depositary may also refuse to effect any registration, registration of transfer, split-up or combination of deposited securities or withdrawal of deposited securities until such payment is made. If any tax or governmental charge is required to be withheld on any cash distribution, the depositary may deduct the amount required to be withheld from any cash distribution or, in the case of a non-cash distribution, sell the distributed property or securities (by public or private sale) in such amounts and in such manner as the depositary deems necessary and practicable to pay such taxes and distribute any remaining net proceeds or the balance of any such property after deduction of such taxes to the ADR holders entitled thereto.

As an ADR holder or beneficial owner, you will be agreeing to indemnify us, the depositary, its custodian and any of our or their respective officers, directors, employees, agents and affiliates against, and hold each of them harmless from, any claims by any governmental authority with respect to taxes, additions to tax, penalties or interest arising out of any refund of taxes, reduced rate of withholding at source or other tax benefit obtained.

The remainder of the information called for by this Item is set forth in Exhibit 2.1 to this Annual Report and is incorporated by reference into this Annual Report.

PART II

Item 13. Defaults, Dividend Arrearages and Delinquencies

None.

Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds

On May 4, 2021, the shareholders of the Company approved to adopt new articles of association according to our Board of Directors' proposal. As a consequence of the adoption of the new articles of association, the share classes were removed so that the Company only has ordinary shares. On June 16, 2022, the shareholders of the Company approved to adopt new articles of association according to our Board of Directors' proposal. Pursuant to the adoption of the new articles of association, the limits on the total number of shares in and the share capital of the Company were increased. On March 6, 2023, an extraordinary general meeting resolved to adopt new articles of association, increasing the limits for the Company's share capital and number of shares. A copy of our articles of association is being filed as Exhibit 1.1 to this Annual Report. See Item 10.B. *"Additional Information—Memorandum and Articles of Association*."

Use of Proceeds

The information contained in Item 2 in Part II of the Company's Report on Form 6-K filed on November 15, 2021 is incorporated by reference herein.

Item 15. Controls and Procedures

A. Disclosure Controls and Procedures

As required by Rules 13a-15 and 15d-15 under the Exchange Act, our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act), as of the end of the period covered by this Annual Report. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of December 31, 2025, our disclosure controls and procedures were effective.

B. Management's Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over our financial reporting, as such term is defined in Rule 13a-15(f) under the Exchange Act. Our management conducted an assessment of the effectiveness of our internal control over financial reporting based on the criteria set forth in "Internal Control - Integrated Framework (2013)" issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, our management, including our Chief Executive Officer and Chief Financial Officer, has concluded that, as of December 31, 2025, our internal control over financial reporting was effective.

Remediation of Previously Disclosed Material Weaknesses Identified at December 31, 2024

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of a company's annual or interim financial statements will not be prevented or detected on a timely basis.

As disclosed in our Annual Report for the year ended December 31, 2024, we and our independent registered public accounting firm identified material weaknesses in our internal control environment, related to inadequate performance and documented evidence of review procedures, including level of precision in the execution of controls and completeness and accuracy of information produced by entity ("IPE") across significant business processes. Additionally, we and our independent registered public accounting firm identified a material weakness in our IT control environment related to control deficiencies in applications supporting our financial reporting and components

related to our IT infrastructure and automated tools thereof and, as a consequence, our automated and IT dependent business process controls.

During 2025, management executed a comprehensive remediation program to address the material weaknesses previously identified as of December 31, 2024. Key actions included:

- strengthening control ownership and accountability through clarified responsibilities, enhanced oversight, and expanded training;
- enhancing the design and documentation of management review controls, including establishing defined precision levels and implementing consistent completeness and accuracy procedures for information produced by the entity ("IPE");
- reinstating and formalizing governance routines and monitoring activities to oversee ongoing control performance and remediation progress;
- redesigning and standardizing certain manual controls and deploying automated control activities to improve reliability; and
- completing the strengthening of relevant information technology general controls ("ITGCs"), including validation of the design and operating effectiveness of automated and IT-dependent business process controls, with support from external IT control specialists.

Management has concluded, through testing of both design and operating effectiveness, that the material weaknesses identified as of December 31, 2024 have been remediated as of December 31, 2025.

C. Attestation Report of the Registered Public Accounting Firm

The effectiveness of our internal control over financial reporting as of December 31, 2025 has been audited by Ernst & Young AB, our independent registered public accounting firm. Ernst & Young AB has issued a report on our internal control over financial reporting, which is included in this Annual Report.

D. Changes in Internal Control over Financial Reporting

Other than these changes in connection with the remediation of the material weaknesses described above, there were no changes in our internal control over financial reporting that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 16. [Reserved]

Item 16A. Audit Committee Financial Expert

Our Board has determined that Gregory Christenson, Eric Melloul and Frances Rathke each satisfy the "independence" requirements set forth in Rule 10A-3 under the Exchange Act. Our Board of Directors has also determined that Frances Rathke is considered an "audit committee financial expert" as defined in Item 16A of Form 20-F under the Exchange Act.

Item 16B. Code of Ethics

We have adopted a Code of Conduct & Business Ethics Policy, which covers a broad range of matters including ethical and compliance issues and other corporate policies such as equal opportunity and non-discrimination standards. The Code of Conduct & Business Ethics Policy applies to all of our executive officers, board members and employees, including our principal executive, principal financial and principal accounting officers. Our Code of Conduct & Business Ethics Policy is intended to meet the definition of "code of ethics" under Item 16B of Form 20-F under the Exchange Act.

We will disclose on our website any amendment to, or waiver from, a provision of our Code of Conduct & Business Ethics Policy that applies to our directors or executive officers to the extent required under the rules of the SEC or Nasdaq. Our Code of Conduct & Business Ethics Policy is available on the Investor Relations page of our website at *investors.oatly.com* The information contained on our website is not incorporated by reference in this Annual Report.

Item 16C. Principal Accountant Fees and Services

The consolidated financial statements of Oatly Group AB at December 31, 2025 and 2024, and for each of the three years in the period ended December 31, 2025, appearing in this Annual Report have been audited by Ernst & Young AB (PCAOB ID: 1433), independent registered public accounting firm, as set forth in their report thereon appearing elsewhere herein, and are included in reliance upon such report given on the authority of such firm as experts in accounting and auditing. The registered business address of Ernst & Young AB is Box 7850, 103 99 Stockholm, Sweden.

The table below sets out the total amount billed to us by Ernst & Young AB for services performed in the years ended December 31, 2025 and 2024, and breaks down these amounts by category of service:

(in thousands of U.S. dollars)	2025	2024
Audit Fees	5,869	6,640
Audit Related Fees	—	32
Tax Fees	1	17
All Other Fees	—	—
Total	**5,870**	**6,689**

"Audit Fees" are the aggregate fees earned by Ernst & Young entities for the audit of our consolidated and subsidiary financial statements, reviews of interim financial statements and attestation services that are provided in connection with statutory and regulatory filings or engagements. "Audit Related Fees" are fees charged by Ernst & Young entities for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements and are not reported under "Audit Fees". This category comprises fees for agreed-upon procedure engagements and other attestation services subject to regulatory requirements. "Tax Fees" include fees for tax compliance. "All Other Fees" are the fees for products and services other than those in the above three categories.

All audit services and non-audit services to be performed for us by our independent auditor must be approved by our Audit Committee in advance to ensure that such engagements do not impair the independence of our independent registered public accounting firm. The Audit Committee generally pre-approves particular services or categories of services on a case-by-case basis. All services provided to us by our independent auditor in 2025 and 2024 were pre-approved by the Audit Committee.

Item 16D. Exemptions from the Listing Standards for Audit Committees

Not applicable.

Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers

None.

Item 16F. Change in Registrant's Certifying Accountant

None.

Item 16G. Corporate Governance

As a "foreign private issuer", as defined by the SEC, we are permitted to follow home country corporate governance practices, instead of certain corporate governance practices required by Nasdaq for domestic issuers. While we voluntarily follow most Nasdaq corporate governance rules, we intend to follow Swedish corporate governance practices in lieu of Nasdaq corporate governance rules as follows:

- We do not follow Nasdaq Rule 5620(c) regarding quorum requirements applicable to meetings of shareholders. Such quorum requirements are not required under Swedish law. In accordance with generally accepted business practice, our articles of association and the Swedish Companies Act provide alternative quorum requirements that are generally applicable to meetings of shareholders.
- We do not follow Nasdaq Rule 5605(b)(2), which requires that independent directors regularly meet in executive session, where only independent directors are present. Our independent directors may choose to meet in executive session at their discretion.
- We do not follow Nasdaq Rule 5635, which generally requires shareholder approval for: (i) an acquisition of shares/assets of another company that involves the issuance of 20% or more of the acquirer's shares or voting rights or if a director, officer or 5% shareholder has greater than a 5% interest in the target company or the consideration to be received; (ii) the issuance of shares leading to a change of control; (iii) adoption/amendment of equity compensation arrangements; and (iv) issuances of 20% or more of the shares or voting rights (including securities convertible into, or exercisable for, equity) of a listed company via a private placement (and/or via sales by directors/officers/5% shareholders) if such equity is issued (or sold) below a specified minimum price.

Although we may rely on certain home country corporate governance practices, we must comply with Nasdaq's Notification of Noncompliance requirement (Nasdaq Rule 5625) and the Voting Rights requirement (Nasdaq Rule 5640). Further, we must have an audit committee that satisfies Nasdaq Rule 5605(c)(3), which addresses audit committee responsibilities and authority and requires that the audit committee consist of members who meet the independence requirements of Nasdaq Rule 5605(c)(2)(A)(ii).

Other than as discussed above, we currently comply with the rules generally applicable to U.S. domestic companies listed on Nasdaq. We may in the future, however, decide to use other foreign private issuer exemptions with respect to some or all of the other Nasdaq rules. Following our home country governance practices may provide less protection than is accorded to investors under Nasdaq rules applicable to domestic issuers.

We intend to take all actions necessary for us to maintain compliance as a foreign private issuer under the applicable corporate governance requirements of the Sarbanes-Oxley Act of 2002, the rules adopted by the SEC and Nasdaq listing standards.

As a foreign private issuer, our officers and directors will be subject to Section 16(a) reporting requirements on Forms 3, 4 and 5 disclosing their beneficial ownership and changes in ownership of Oatly securities as of March 18, 2026. Such directors and senior management are also subject to the obligations to report changes in share ownership under Section 13 of the Exchange Act and related SEC rules. However, these officers and directors are not subject to short-swing profit and short sale reporting obligations under Sections 16(b) and (c) of the Exchange Act.

Item 16H. Mine Safety Disclosure

Not applicable.

Item 16I. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

Item 16J. Insider Trading Policies

We have adopted insider trading policies and procedures (our "Insider Trading Policy") applicable to our officers, directors, employees and consultants and entities controlled by individuals subject to our Insider Trading Policy (collectively, "Covered Persons"), that we believe are reasonably designed to promote compliance with insider trading laws, rules and regulations, including applicable market abuse regulations, and Nasdaq listing standards. Our Insider Trading Policy prevents our officers, directors, employees or consultants from trading in securities of the Company and those securities of other companies, including, for example, companies with which we do business or who are in our industry, while in possession of material, nonpublic information or inside information, as applicable. Subject to limited exceptions, all trading is also prohibited for directors, officers, and certain other employees or consultants designated from time to time by our Board of Directors, during prescribed blackout periods. Our Insider Trading Policy also prohibits Covered Persons and certain related parties from disclosing material, nonpublic information or inside information (as applicable) to third parties. Our Insider Trading Policy also requires directors and officers to comply with the Section 16(a) reporting requirements for foreign private issuers and states that the Company will assist such directors and officers with their reporting obligations. The foregoing summary of our insider trading policies and procedures does not purport to be complete and is qualified by reference to our Insider Trading Policy, a copy of which can be found as Exhibit 11.1 to this Annual Report on Form 20-F for the fiscal year ended December 31, 2025.

Item 16K. Cybersecurity

Cybersecurity Risk Management and Strategy

We maintain cybersecurity risk management processes intended to protect the confidentiality, integrity and availability of our critical systems and information. Our security operations within IT infrastructure & operations include a cybersecurity incident response plan.

We design and assess our cybersecurity risk using the National Institute of Standards and Technology Cybersecurity Framework ("NIST CSF") as a guidepost. This does not imply that we meet any particular technical standards, specifications, or requirements, only that we use the NIST CSF as a reference to help us identify, assess, and manage cybersecurity risks relevant to our business. Additionally, we consider the requirements of the Network and Information Security Directive 2 ("NIS2") to ensure a high level of cybersecurity across our operations.

Our cybersecurity risk management processes are integrated into our overall enterprise risk management processes, and share common methodologies, reporting channels and governance processes that apply across the enterprise risk management program to other legal, compliance, strategic, operational, and financial risk areas.

Our cybersecurity risk management processes include:

- risk assessments designed to help identify material cybersecurity risks to our critical systems, information, products, services, and our broader enterprise IT environment;
- a virtual security team principally responsible for managing (1) our cybersecurity risk assessment processes, (2) our security controls, and (3) our response to cybersecurity incidents;
- the use of external service providers, where appropriate, to assess, test or otherwise assist with aspects of our security controls;
- cybersecurity awareness training of our employees, incident response personnel, and senior management;
- a cybersecurity incident response plan that includes procedures for responding to cybersecurity incidents;
- a cybersecurity emergency response plan that includes procedures for responding to cybersecurity incidents which evolve or are deemed emergency level events; and
- a third-party risk management process for service providers, suppliers, and vendors, including those external service providers we engage to be responsible for our cybersecurity risk management processes, security controls, and response to cybersecurity incidents.

We have not identified risks from known cybersecurity threats, including as a result of any prior cybersecurity incidents, that have materially affected us, including our operations, business strategy, results of operations, or financial condition. We cannot provide full assurance that our cybersecurity risk management processes described will be fully implemented, complied with or effective in protecting our systems and information. See Item 3.D. "*Key information—Risk Factors*" for a discussion of whether and how risks from identified cybersecurity threats are reasonably likely to materially affect or, if realized, have materially affected our business strategy, results of operations, or financial condition.

Cybersecurity Governance

Board Oversight

Our Board of Directors considers cybersecurity risk as part of its risk oversight function and has delegated oversight of cybersecurity and other information technology risks to the Audit Committee. The Audit Committee oversees management's implementation of our cybersecurity risk management processes and at least annually receives reports from management on our cybersecurity risks and management updates the Audit Committee, as necessary, regarding any material cybersecurity incidents, as well as any incidents with lesser impact potential. The Audit Committee reports to the full Board regarding its activities, including those related to cybersecurity.

Management's Role

Our management team, including the VP of Business Technology, is responsible for assessing and managing our material risks from cybersecurity threats. The team has primary responsibility for our cybersecurity risk management processes and supervises both our internal cybersecurity personnel and our retained external cybersecurity consultants. Our VP of Business Technology has eleven years of experience in senior IT leadership roles across four companies, two of which are in the manufacturing industry and all with a global presence.

Our management team supervises efforts to prevent, detect, mitigate, and remediate cybersecurity risks and incidents through various means, which may include briefings from internal security personnel; threat intelligence and other information obtained from governmental, public or private sources, including external consultants engaged by us; and alerts and reports produced by security tools deployed in the IT environment.

PART III

Item 17. Financial Statements

We have provided financial statements pursuant to Item 18.

Item 18. Financial Statements

The audited consolidated financial statements as required under Item 18 are attached hereto starting on page F-1 of this Annual Report. The audit report of Ernst & Young AB, an independent registered public accounting firm, is included herein preceding the audited consolidated financial statements.

Item 19. Exhibits

List all exhibits filed as part of the registration statement or annual report, including exhibits incorporated by reference.

		Incorporation by Reference				
Exhibit No.	Description	Form	File No.	Exhibit No.	Filing Date	Filed / Furnished
1.1	Articles of Association of Oatly Group AB	6-K	001-40401	1.1	3/6/2023	
2.1	Description of Securities					*
2.2	Deposit Agreement	20-F	001-40401	2.2	4/6/2022	
2.3	Amendment No. 1 to Deposit Agreement	20-F	001-40401	2.3	3/13/2025	
2.4	Form of American Depositary Receipt (included in Exhibit 2.3)					
2.5††	Additional Listing Agreement, dated as of February 9, 2021, by and among Oatly Group AB and certain shareholders of Oatly Group AB	F-1/A	333-255344	4.3	5/11/2021	
2.6	Registration Rights Agreement	20-F	001-40401	2.5	4/6/2022	
2.7	Form of Investment Agreement, dated March 14, 2023	20-F	001-40401	4.5	4/20/2023	
2.8†††	Subscription Agreement, dated March 14, 2023	20-F	001-40401	2.7	3/22/2024	
2.9	Indenture, dated March 23, 2023	20-F	001-40401	2.8	3/22/2024	
2.10	Investment Agreement, dated May 9, 2023	6-K	001-40401	99.1	6/1/2023	
2.11	Indenture, dated May 31, 2023	6-K	001-40401	99.2	6/1/2023	
4.1	Form of Indemnification Agreement	F-1/A	333-255344	10.2	5/11/2021	
4.2†	Oatly Group AB 2021 Incentive Award Plan, as amended	20-F	001-40401	4.2	3/13/2025	
4.3	Asset Purchase Agreement, dated December 30, 2022	6-K	001-40401	99.2	1/3/2023	
4.4†††	Nordic Bonds Terms and Conditions, dated September 29, 2025	6-K	001-40401	99.1	9/30/2025	
4.5†††	Super Senior Revolving Credit Facility Agreement, dated September 30, 2025	6-K	001-40401	99.2	9/30/2025	
4.6†††	Intercreditor Agreement, dated September 30, 2025	6-K	001-40401	99.3	9/30/2025	
4.7	Second Supplemental Indenture to Indenture, dated March 23, 2023	6-K	001-40401	99.4	9/30/2025	
4.8	First Supplemental Indenture to Indenture, dated May 31, 2023	6-K	001-40401	99.5	9/30/2025	
4.9	Amended and Restated Terms and Conditions to the Notes	6-K	001-40401	99.6	9/30/2025	
8.1	List of Subsidiaries					*

11.1	Insider Trading Policy	*
12.1	Principal Executive Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	*
12.2	Principal Financial Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	*
13.1	Principal Executive Officer Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	**
13.2	Principal Financial Officer Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	**
15.1	Consent of Ernst & Young AB, an independent registered public accounting firm	*
97.1	Oatly Incentive Compensation Recovery Policy	*
101.INS	Inline XBRL Instance Document–the instance document does not appear in the Interactive Data File as its XBRL tags are embedded within the Inline XBRL document.	*
101.SCH	Inline XBRL Taxonomy Extension Schema With Embedded Linkbase Documents	*
104	Cover page formatted as Inline XBRL and contained in Exhibit 101	*

* Filed herewith.

** Furnished herewith.

† Indicates management contract or compensatory plan or arrangement.

†† Schedules and exhibits to this exhibit are omitted because the information is both not material and is the type that the registrant treats as private or confidential. The registrant agrees to supplementally furnish a copy of any omitted schedule or exhibit to the SEC upon request.

††† Certain confidential information contained in this document has been redacted in accordance with Instructions as to Exhibits to Form 20-F, because (i) the Company customarily and actually treats that information as private or confidential and (ii) the omitted information is not material. "[***]" indicates where the information has been omitted from this exhibit.

Certain agreements filed as exhibits to this Annual Report contain representations and warranties that the parties thereto made to each other. These representations and warranties have been made solely for the benefit of the other parties to such agreements and may have been qualified by certain information that has been disclosed to the other parties to such agreements and that may not be reflected in such agreements. In addition, these representations and warranties may be intended as a way of allocating risks among parties if the statements contained therein prove to be incorrect, rather than as actual statements of fact. Accordingly, there can be no reliance on any such representations and warranties as characterizations of the actual state of facts. Moreover, information concerning the subject matter of any such representations and warranties may have changed since the date of such agreements.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

OATLY GROUP AB

Date: March 13, 2026

By:	/s/ Marie-José David
Name:	Marie-José David
Title:	Chief Financial Officer

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Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of Oatly Group AB

Opinion on the Financial Statements

We have audited the accompanying consolidated statement of financial position of Oatly Group AB (the Company) as of December 31, 2025 and 2024, the related consolidated statement of operations, comprehensive loss, changes in equity and cash flows for each of the three years in the period ended December 31, 2025, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2025 and 2024, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2025, in conformity with IFRS Accounting Standards as issued by the International Accounting Standards Board.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2025, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated March 13, 2026, expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Revenue recognition related to variable consideration

Description of the Matter

For the year ended December 31, 2025, the Company's revenue was $862.5 million and as of December 31, 2025 accrued variable consideration was $32.3 million. As described in Notes 2 and 4 to the consolidated financial statements, revenue from contracts with customers is measured at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods. The transaction price is adjusted for estimates of expected variable consideration for which the Company expects to be liable. These adjustments include but are not limited to, trade promotion activities, cash discounts, product returns and penalties. Estimates of variable consideration are based on a number of factors, including contract sales terms and estimated units sold.

Auditing the Company's accounting of variable consideration was complex because the calculation involves subjective management assumptions related to the factors mentioned above, and changes in those assumptions can have a material effect on the amount of variable consideration recorded.

How We Addressed the Matter in Our Audit

To audit the Company's accounting for variable consideration, we performed procedures that included, among others, inspecting contractual sales terms and performing inquiries of the Company's key account managers responsible for the negotiation of sales terms with the Company's customers. We performed retrospective reviews of management's estimates by comparing the Company's estimation of variable consideration to actual results and third-party invoices. We assessed the correlation between revenue recognized, trade receivables and cash and examined additional supporting documentation related to variable consideration. We also tested the nature and appropriateness of revenue journal entries, including entries recorded subsequent to year-end.

Impairment of non-financial assets – Greater China

Description of the Matter

As disclosed in Note 5 to the consolidated financial statements, as of December 31, 2025, the Company's non-current assets in China were $92.7 million. As described in Note 2 to the consolidated financial statements, other non-financial assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

As described in Notes 4, and 15 to the consolidated financial statements, an impairment test has been performed by determining the recoverable amount of the Greater China cash generating unit (CGU). The recoverable amount of the CGU is established through calculation of the value in use. The Company has determined long-term EBITDA margin, discount rate, and long-term growth rate to be the most significant assumptions in the impairment test.

Auditing the Company's recoverable amount of the CGU was complex and judgmental due to the sensitivity of the recoverable amount to changes in the significant assumptions and the estimation required by management in determining the significant assumptions, which are affected by expectations about future market or economic conditions.

How We Addressed the Matter in Our Audit

To audit the Company's impairment test related to the CGU, we performed procedures that included, among others, involving our valuation specialists to assist in evaluating the methodology used by the Company as compared to the requirements of IAS 36 *Impairment of Assets* and developing an independent range of discount rates. We also evaluated the appropriateness of the long-term growth rates by comparing them against expected inflation rates in the market. We compared the long-term EBITDA

margin used by management to industry peers and historical performance. In addition, we recalculated the model's computational accuracy and performed sensitivity analyses over the significant assumptions described above to evaluate the impact that changes would have on the CGU's recoverable amount. We compared the recoverable amount of the CGU against various financial multiples of industry peers. We also assessed the adequacy of the disclosures in Note 15 of the consolidated financial statements.

/s/ Ernst & Young AB

We have served as the Company's auditors since 2019.

Stockholm, Sweden
March 13, 2026

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of Oatly Group AB

Opinion on Internal Control Over Financial Reporting

We have audited Oatly Group AB's internal control over financial reporting as of December 31, 2025, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Oatly Group AB (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2025, based on the COSO criteria.

We also have audited, in accordance with auditing standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated statement of financial position of the Company as of December 31, 2025 and 2024, the related consolidated statement of operations, comprehensive loss, changes in equity and cash flows for each of the three years in the period ended December 31, 2025, and the related notes, and our report dated March 13, 2026 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young AB

Stockholm, Sweden
March 13, 2026

Consolidated statement of operations

For the year ended December 31 (in thousands of U.S. dollars, except share and per share data)	Note	2025	2024	2023
Revenue	5	862,459	823,666	783,348
Cost of goods sold		(585,402)	(587,174)	(631,265)
Gross profit		**277,057**	**236,492**	**152,083**
Research and development expenses		(18,573)	(30,135)	(21,047)
Selling, general and administrative expenses		(320,643)	(324,719)	(373,396)
Other operating income and (expenses), net	9	(5,571)	(67,790)	(214,652)
Operating loss		**(67,730)**	**(186,152)**	**(457,012)**
Finance income	10	9,944	57,758	117,876
Finance expenses	10	(87,132)	(70,179)	(69,029)
Loss before tax		**(144,918)**	**(198,573)**	**(408,165)**
Income tax expense	12	(8,197)	(3,699)	(8,895)
Loss for the year		**(153,115)**	**(202,272)**	**(417,060)**
Attributable to:				
Shareholders of the parent		(152,771)	(201,949)	(416,874)
Non-controlling interests		(344)	(323)	(186)
Loss per share, attributable to shareholders of the parent:				
Basic and diluted	31	(0.25)	(0.34)	(0.70)
Loss per ADS, attributable to shareholder of the parent (1 ADS representing 20 ordinary shares):				
Basic and diluted	31	(5.03)	(6.77)	(14.05)
Weighted average common shares outstanding:				
Basic and diluted	31	607,525,897	596,886,163	593,600,863

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated statement of comprehensive loss

For the year ended December 31 (in thousands of U.S. dollars)	Note	2025	2024	2023
Loss for the year		**(153,115)**	**(202,272)**	**(417,060)**
Other comprehensive income/(loss):				
Items that may be subsequently reclassified to consolidated statement of operations (net of tax):				
Exchange differences from translation of foreign operations		56,197	(40,985)	10,935
Items that will not be subsequently reclassified to consolidated statement of operations (net of tax):				
Fair value changes on Convertible Notes attributable to changes in credit risk	18	(16,355)	—	(72,656)
Total other comprehensive income/(loss) for the year		**39,842**	**(40,985)**	**(61,721)**
Total comprehensive loss for the year		**(113,273)**	**(243,257)**	**(478,781)**
Attributable to:				
Shareholders of the parent		(112,954)	(242,905)	(478,595)
Non-controlling interests		(319)	(352)	(186)

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated statement of financial position

For the year ended December 31	Note	2025	2024
(in thousands of U.S. dollars)			
ASSETS			
Non-current assets			
Intangible assets	14	137,747	116,208
Property, plant and equipment	15	294,688	294,199
Right-of-use assets	16	37,907	45,555
Other non-current receivables	17, 18	46,992	44,331
Deferred tax assets	12	4,676	4,561
Total non-current assets		**522,010**	**504,854**
Current assets			
Inventories	19	68,537	65,602
Trade receivables	20	103,522	103,366
Current tax assets		2,737	6,095
Other current receivables	21	17,438	15,738
Prepaid expenses	22	8,608	9,402
Cash and cash equivalents	23	64,345	98,923
Total current assets		**265,187**	**299,126**
TOTAL ASSETS		**787,197**	**803,980**
EQUITY AND LIABILITIES			
Equity	24		
Share capital		110	106
Treasury shares		(0)	(0)
Other contributed capital		1,641,601	1,628,045
Other reserves		(225,351)	(274,160)
Accumulated deficit		(1,397,805)	(1,249,303)
Equity attributable to shareholders of the parent		**18,555**	**104,688**
Non-controlling interests		1,116	1,435
Total equity		**19,671**	**106,123**
Liabilities			
Non-current liabilities			
Lease liabilities	16	24,729	31,724
Interest-bearing loans and borrowings	25	182,783	116,216
Provisions	26	2,697	14,857
Total non-current liabilities		**210,209**	**162,797**
Current liabilities			
Lease liabilities	16	12,457	13,359
Interest-bearing loans and borrowings	18, 25	340,266	330,152
Trade payables		66,481	60,152
Current tax liabilities		1,642	1,476
Other current liabilities	27	11,176	7,998
Accrued expenses	28	107,932	103,719
Provisions	26	17,363	18,204
Total current liabilities		**557,317**	**535,060**
Total liabilities		**767,526**	**697,857**
TOTAL EQUITY AND LIABILITIES		**787,197**	**803,980**

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated statement of changes in equity

(in thousands of U.S. dollars)	Note	Attributable to shareholders of the parent: Share capital	Treasury shares	Other contributed capital	Other reserves	Accumulated deficit	Equity attributable to shareholders of the parent	Non-controlling interests	Total equity
Balance at January 1, 2023	24	**105**	**(0)**	**1,628,045**	**(171,483)**	**(665,524)**	**791,143**	**—**	**791,143**
Loss for the year		—	—	—	—	(416,874)	(416,874)	(186)	(417,060)
Other comprehensive loss for the year		—	—	—	(61,721)	—	(61,721)	—	(61,721)
Total comprehensive loss for the year		**—**	**—**	**—**	**(61,721)**	**(416,874)**	**(478,595)**	**(186)**	**(478,781)**
Issue of shares		0	(0)	—	—	—	0	—	0
Redemption of warrants		—	—	—	—	—	—	1,973	1,973
Share-based compensation	8	—	—	—	—	21,446	21,446	—	21,446
Balance at December 31, 2023		**105**	**(0)**	**1,628,045**	**(233,204)**	**(1,060,952)**	**333,994**	**1,787**	**335,781**
Loss for the year		—	—	—	—	(201,949)	(201,949)	(323)	(202,272)
Other comprehensive loss for the year		—	—	—	(40,956)	—	(40,956)	(29)	(40,985)
Total comprehensive loss for the year		**—**	**—**	**—**	**(40,956)**	**(201,949)**	**(242,905)**	**(352)**	**(243,257)**
Issue of shares		1	(0)	—	—	—	0	—	0
Share-based compensation	8	—	—	—	—	13,598	13,598	—	13,598
Balance at December 31, 2024		**106**	**(0)**	**1,628,045**	**(274,160)**	**(1,249,303)**	**104,688**	**1,435**	**106,123**
Loss for the year		—	—	—	—	(152,771)	(152,771)	(344)	(153,115)
Other comprehensive income for the year		—	—	—	39,817	—	39,817	25	39,842
Total comprehensive loss for the year		**—**	**—**	**—**	**39,817**	**(152,771)**	**(112,954)**	**(319)**	**(113,273)**
Issue of shares		1	(0)	—	—	—	1	—	1
Share-based compensation	8	—	—	—	—	13,261	13,261	—	13,261
Exercise of stock options	8	—	0	111	—	—	111	—	111
Redemption of shares	8	—	(0)	(267)	—	—	(267)	—	(267)
Repurchase of U.S. Notes	25, 30	3	—	13,712	8,992	(8,992)	13,715	—	13,715
Balance at December 31, 2025		**110**	**(0)**	**1,641,601**	**(225,351)**	**(1,397,805)**	**18,555**	**1,116**	**19,671**

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated statement of cash flows

For the year ended December 31	Note	2025	2024	2023
(in thousands of U.S. dollars)				
Operating activities				
Net loss		(153,115)	(202,272)	(417,060)
Adjustments to reconcile net loss to net cash flows				
—Depreciation of property, plant and equipment and right-of-use assets and amortization of intangible assets	14,15,16	48,570	49,966	51,702
—Impairment of property, plant and equipment and right-of-use assets and intangible assets	14,15,16	740	—	1,828
—Impairment loss/(gain) on trade receivables	20	913	(234)	611
—Write-down of inventories	19	8,024	3,095	16,981
—Share-based compensation	8	13,261	13,598	21,446
—Movements in provisions	26	(14,896)	(14,414)	36,341
—Finance income	10	(9,944)	(57,758)	(117,876)
—Finance expenses	10	87,132	70,179	69,029
—Income tax expense	12	8,197	3,699	8,895
—(Gain)/Loss on disposal of property, plant and equipment and intangible assets	15	—	(307)	675
—Impairment related to discontinued construction of production facilities		—	24,117	172,588
—Impairment related to closure of production facility		—	19,113	—
—Other		—	1,441	—
Interest received		1,558	8,285	9,630
Interest paid		(23,984)	(24,518)	(20,504)
Income tax paid		(318)	(3,386)	(18,098)
Changes in working capital:				
—(Increase)/decrease in inventories		(6,176)	(3,456)	30,543
—Decrease/(increase) in trade receivables, other current receivables, prepaid expenses		14,400	14,786	(2,502)
—Increase/(decrease) in trade payables, other current liabilities, accrued expenses		1,915	(16,362)	(9,855)
Net cash flows used in operating activities		**(23,723)**	**(114,428)**	**(165,626)**
Investing activities				
Purchase of intangible assets	14	(2,858)	(2,055)	(2,950)
Purchase of property, plant and equipment	15	(12,396)	(39,140)	(66,095)
Investments in financial assets		(1,314)	—	(1,651)
Proceeds from sale of property, plant and equipment	15	575	31,201	—
Proceeds from sale of assets held for sale		—	—	43,998
Other		449	743	—
Net cash flows used in investing activities		**(15,544)**	**(9,251)**	**(26,698)**
Financing activities				
Proceeds from Convertible Notes	18, 30	—	—	324,950
Proceeds from liabilities to credit institutions	25, 30	2,822	—	176,854
Proceeds from issue of bonds		180,897	—	—
Repayment of liabilities to credit institutions	25, 30	(133,343)	(2,678)	(102,848)
Repurchase of U.S. Notes	18, 30	(24,629)	—	—
Repayment of lease liabilities	16, 30	(11,945)	(19,645)	(11,411)
Payment of loan transaction costs	10	(12,729)	(4,965)	(32,550)
Proceeds from exercise of stock options	8	111	—	—
Cash flows from/(used in) financing activities		**1,184**	**(27,288)**	**354,995**
Net (decrease)/increase in cash and cash equivalents		**(38,083)**	**(150,967)**	**162,671**
Cash and cash equivalents at January 1		98,923	249,299	82,644
Exchange rate differences in cash and cash equivalents		3,505	591	3,984
Cash and cash equivalents at December 31	23	**64,345**	**98,923**	**249,299**

The accompanying notes are an integral part of these consolidated financial statements.

Notes to the consolidated financial statements
(in thousands of U.S. dollars unless otherwise stated)

1. Corporate information

These financial statements are consolidated financial statements for the Group consisting of Oatly Group AB and its subsidiaries. A list of the principal subsidiaries is included in Note 13 "*Investments in subsidiaries*".

Oatly Group AB (the "Company" or the "parent") is a public limited company incorporated and domiciled in Sweden. The Company's registered office is located at Ångfärjekajen 8, 211 19 Malmö, Sweden.

Oatly Group AB and its subsidiaries (together, the "Group") manufacture, distribute and sell oat-based products.

These consolidated financial statements were authorized for issue by the Board of Directors on March 13, 2026.

2. Summary of accounting policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied unless otherwise stated. All amounts are in thousands of U.S. dollars unless otherwise stated. All references in these financial statements to "$" or "USD" are to U.S. dollars, all references to "SEK" are to Swedish Kronor, all references to "€" or "EUR" are to Euro and all references to "CNY" are to Chinese Yuan.

On February 18, 2025, the Company completed a ratio change whereby the ratio of the Company's American Depositary Shares ("ADSs") to ordinary shares was changed from one ADS representing one ordinary share to one ADS representing twenty ordinary shares (the "ADS Ratio Change"). All numbers in these consolidated financial statements, including references to price per ADS and a specific number of ADSs, restricted stock units ("RSUs") or stock options, reflect an ADS to ordinary share ratio of 1:20 (unless the context clearly indicates otherwise).

2.1. Basis of preparation

The consolidated financial statements of Oatly Group AB have been prepared in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board ("IFRS Accounting standards").

The Group has prepared the consolidated financial statements on the basis that it will continue to operate as a going concern, and there is a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future, and not less than 12 months from the end of the reporting period. In forming this judgment the Group has taken into consideration principal conditions, events and assumptions in relation to the Group's ability to meet its financial covenants and other obligations. The accounting policies adopted are consistent with those of the previous financial year.

The preparation of the consolidated financial statements in conformity with IFRS Accounting standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4 "*Significant accounting judgments, estimates and assessments*". The consolidated financial statements have been prepared using the cost method except for derivative instruments and Convertible Notes (as defined below) measured at fair value.

New standards and interpretations issued not yet effective

IFRS 18 - Presentation and Disclosure in Financial Statements

In April 2024, the IASB issued IFRS 18, which replaces IAS 1 Presentation of Financial Statements. IFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Furthermore, entities are required to classify all income and expenses within the statement of profit or loss into one of five categories: operating, investing, financing, income taxes and discontinued operations, whereof the first three are new. It also requires disclosure of newly defined management-defined performance measures, subtotals of income and expenses, and includes new

requirements for aggregation and disaggregation of financial information based on the identified "roles" of the primary financial statements and the notes. In addition, narrow-scope amendments have been made to IAS 7 Statement of Cash Flows, which include changing the starting point for determining cash flows from operations under the indirect method, from "profit or loss" to "operating profit or loss" and removing the optionality around classification of cash flows from dividends and interest. In addition, there are consequential amendments to several other standards. IFRS 18, and the amendments to the other standards, is effective for reporting periods beginning on or after January 1, 2027, but earlier application is permitted and must be disclosed. IFRS 18 will apply retrospectively. The Group is currently working to identify all impacts the amendments will have on the primary financial statements and notes to the financial statements.

Classification and Measurement of Financial Instruments - Amendments to IFRS 9 and IFRS 7

In May 2024, the IASB issued amendments to IFRS 9 and IFRS 7, Amendments to the Classification and Measurement of Financial Instruments. The amendments clarify that a financial liability is derecognized on the "settlement date", which is when the related obligation is discharged, canceled, expired or the liability otherwise qualifies for derecognition. The amendments also clarify how to assess the contractual cash flow characteristics of financial assets that include environmental, social and governance ("ESG")-linked features and other similar contingent features, and the treatment of non-recourse assets and contractually linked instruments. In addition, the amendments require additional disclosures in IFRS 7 for financial assets and liabilities with contractual terms that reference a contingent event (including those that are ESG-linked), and equity instruments classified at fair value through other comprehensive income. The amendments will be effective for annual reporting periods beginning on or after January 1, 2026, but earlier application is permitted. The Group does not expect these amendments to have a material impact to the financial statements.

There are no other new or amended standards that are expected to have a material impact on the Group in the current or future reporting periods nor on foreseeable future transactions.

2.2. Basis of consolidation

Subsidiaries are all companies over which the Group has control. The Group has control over a company when it is exposed to or has a right to variable returns from its participation in the company and has the possibility to influence the return through its participation in the company. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

2.3. Segment reporting

The operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Chief Executive Officer is the chief operating decision maker and evaluates financial position and performance and makes strategic decisions. The Chief Executive Officer monitors the Group's performance from a geographic perspective through the reportable segments Europe & International, Greater China and North America. No operating segments have been aggregated to form the reportable segments.

The Chief Executive Officer primarily uses a measure of earnings before interest, tax, depreciation and amortization for the period adjusted to exclude, when applicable, income tax expense, finance expenses, finance income, depreciation and amortization expense, share-based compensation expense, restructuring costs, cost related to the strategic review of the Greater China business, expenses related to a new product launch issue, impacts related to discontinued construction of production facilities, impacts related to closure of production facility, and non-controlling interests ("Adjusted EBITDA"), to assess the performance of the operating segments.

2.4. Foreign currency translation

Functional currency and presentation currency

The entities in the Group have the local currency as their functional currency, as the local currency has been defined as the primary economic environment in which each entity operates. The Group's presentation currency is U.S. dollars.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing on the transaction dates. Foreign exchange rate profits and losses from the settlement of such transactions and the translation of monetary assets and liabilities in foreign currencies using the exchange rates prevailing at the reporting date are recognized in operating loss in the consolidated statement of operations.

Foreign exchange rate profits and losses attributable to the financing of the Group are recognized in the consolidated statement of operations as finance income and finance expenses. All other foreign exchange rate profits and losses are recognized under other operating income and (expenses), net.

Translation of foreign group companies

The results and financial position for all companies with a functional currency other than the presentation currency are translated into the Group's reporting currency. Assets and liabilities are translated from the foreign operation's functional currency to the Group's reporting currency using the exchange rates prevailing at the reporting date. Income and expenses for each consolidated statement of operations and consolidated statement of comprehensive loss are translated to USD using the average exchange rate for the period. Foreign exchange differences arising from the currency translation of foreign operations are recognized in other comprehensive loss. Goodwill and fair value adjustments arising from the acquisition of foreign operations are treated as assets and liabilities in these operations and are translated to the reporting currency using the exchange rate at the reporting date.

In the consolidated accounts, exchange rate differences attributable to monetary items that form part of the net investment in foreign operations are recognized in other comprehensive loss and are reclassified from equity to the consolidated statement of operations when the foreign operation is divested in whole or in part.

2.5. Revenue recognition

The Group's principles for recognition of revenue from customer contracts are presented below.

Sale of goods

Revenue from contracts with customers consists of sales of goods. Revenue from the sale of goods is recognized at the point in time when control of goods has transferred to the customer, being when the products are delivered to the customer, the customer has full discretion over the channel to sell the goods, and there is no unfulfilled obligation that could affect the customer's acceptance of the goods. Delivery occurs when the products are shipped to the specific location, the risks of obsolescence and loss have been transferred to the customer and either the customer has accepted the products in accordance with the sales contract or the Group has objective evidence that all criteria for acceptance have been satisfied.

Revenue from contracts with customers is measured at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods. Presented revenue excludes VAT and other sales taxes. The Group considers if contracts include other promises that constitute separate performance obligations to which a portion of the transaction price needs to be allocated. The Group considers the effects of variable consideration in determining the transaction price. The Group is acting as principal in its revenue arrangements because the Group maintains control of the goods until they are transferred to the customers.

Variable consideration and other consideration

The transaction price is adjusted for estimates of known or expected variable consideration, which includes, but is not limited to, trade promotion activities, slotting and listing fees, cash discounts, product returns, and penalties. Variable consideration is recorded as a reduction to revenue based on amounts the Group expects to be liable for. Estimates of variable consideration are based on a number of factors, including current contract sales terms and estimated units sold. Estimates are reviewed regularly until the incentives or product returns are realized and the impact of any adjustments are recognized in the period the adjustments are identified.

The Group accounts for consideration payable to a customer as a reduction of the transaction, unless the payment to the customer is in exchange for a distinct good or service that the customer transfers to the Group.

Contract costs

The Group incurs expenses for sales commissions to third parties to obtain customer contracts. Sales commissions are recognized in the consolidated statement of operations, in selling, general and administration expenses. The Group applies the practical expedient that permits the Group to expense the costs to obtain a contract as incurred when the expected amortization period is one year or less.

Cost of goods sold

Cost of goods sold consists primarily of the cost of oats and other raw materials, product packaging, co-manufacturing fees, direct labor and associated overhead costs and property, plant and equipment depreciation. Cost of goods sold also includes warehousing and transportation of inventory.

Research and development expenses

Research and development expenses consist primarily of personnel related expenses for research and development staff, including salaries, benefits and bonuses, but also third-party consultancy fees and expenses incurred related to product trial runs. Research and development efforts are focused on enhancements to existing product formulations and production processes in addition to the development of new products.

Selling, general and administrative expenses

Selling, general and administrative expenses include primarily personnel related expenses, brand awareness and advertising costs, costs associated with consumer promotions, product samples and sales aids. These also include customer distribution costs, i.e., outbound shipping and handling costs for finished goods, and other functional related selling and marketing expenses, depreciation and amortization expense on non-manufacturing assets and other miscellaneous operating items. Customer distribution costs for the year ended December 31, 2025 amounted to $56.6 million (2024: $50.7 million, 2023: $51.7 million). Selling, general and administrative expenses also include auditor fees and other third-party consultancy fees, expenses related to management, finance and accounting, information technology, human resources and other office functions.

Other operating income and (expense), net

Other operating income and (expenses), net consists primarily of impacts related to the strategic review of the Greater China segment, closure of production facility, discontinued construction of certain production facilities, and net foreign exchange gains (losses) on operating related activities.

Finance income

Finance income primarily consists of impact from fair value changes on Convertible Notes (as defined below), interest income from cash in bank accounts and short-term deposits, and net foreign exchange gains attributable to external and internal financing arrangements. Finance income is recognized with the application of the effective interest method.

Finance expenses

Finance expenses primarily consists of interest expenses on loans and borrowings, other financial expenses primarily consisting of transaction costs and net foreign exchange losses attributable to external and internal financing arrangements.

Income tax expense

Income tax expense represents both current and deferred income tax expenses. Current tax expenses primarily represent income taxes based on income in multiple foreign jurisdictions.

2.6. Current versus non-current classification

The Group presents assets and liabilities in the consolidated statement of financial position based on current/ non-current classification. An asset is current when it is:

- expected to be realized or intended to be sold or consumed in the normal operating cycle,
- held primarily for the purpose of trading,
- expected to be realized within twelve months after the reporting period, or
- cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current. A liability is current when:

- it is expected to be settled in the normal operating cycle,
- it is held primarily for the purpose of trading,
- it is due to be settled within twelve months after the reporting period, or
- it does not have the right at the end of the reporting period to defer settlement of the liability for at least 12 months after the reporting period.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

2.7. Leases

As lessee

The Group's leases pertain to land and buildings, and plant and machinery. Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

Leases are recognized as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Liabilities arising from a lease are initially measured on a present value basis.

Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date,
- amounts expected to be payable by the Group under residual value guarantees,
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined,

which is the case for leases in the Group, the lessee's incremental borrowing rate is used, which is the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security, and conditions.

To determine the incremental borrowing rate, the Group:

- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk, and
- makes adjustments specific to the lease, e.g., term, country, currency and security.

The Group is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset. Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability,
- any lease payments made at or before the commencement date less any lease incentives received,
- any initial direct costs,
- restoration costs, and
- extension options.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life. Payments associated with short-term leases and leases of low-value assets are recognized on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

2.8. Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the countries where the Group operates and generates taxable income.

Current income tax is recognized in the consolidated statement of operations except for tax attributable to items that are recognized in other comprehensive loss or directly in equity. In such cases, tax is also recognized in other comprehensive loss and equity, respectively.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred Tax

Deferred tax is recognized for all temporary differences that arise between the taxable value of assets and liabilities and their carrying values in the consolidated financial statements. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects at the reporting date to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets are recognized to the extent that it is probable that there will be future taxable surpluses against which the temporary differences can be utilized.

Deferred tax assets and tax liabilities are offset when there is a legal right to offset for current tax assets and tax liabilities, and when the deferred tax assets and tax liabilities are attributable to taxes charged by the same tax authorities and are either attributable to the same tax subject or different tax subjects, where there is an intention to settle the balances through net payments.

Deferred tax relating to items recognized outside the consolidated statement of operations is recognized outside the consolidated statement of operations. Deferred tax items are recognized in correlation to the underlying transaction either in other comprehensive loss or directly in equity.

2.9. Intangible assets

Goodwill

Goodwill arises at the acquisition of businesses and consists of the amount by which the consideration, any non-controlling interest in the acquired company and fair value at the acquisition dates of previous shareholdings, exceeds the fair value of identifiable net assets acquired.

In order to perform impairment tests, goodwill acquired in a business combination is allocated to cash generating units or groups of cash generating units that are expected to benefit with synergies from the acquisition. Each unit or group of units to which goodwill has been allocated correspond to the lowest level in the Group for which goodwill is monitored. The Group monitors goodwill at the operating segment level for internal purposes, consistent with the way it assesses performance and allocates resources. The goodwill is allocated to the Europe & International segment.

Other intangible assets

Capitalized expenditure for development activities

Expenditure for development and testing of new or significantly improved materials, products, processes or systems are recognized as an asset in the consolidated statement of financial position if the following criteria are met:

- it is technically feasible to complete the asset so that it will be available for use,
- it is the Group's purpose to complete the asset so that it will be available for use or sale,
- there are prerequisites to make the asset available for use or sale,
- it is possible to prove how the asset is likely to generate future economic benefits,
- there are adequate technical, economic and other resources to fulfill the development and to make the asset available for use or sale, and
- the costs attributable to the asset during development can be reliably measured.

Other development costs are recognized in the consolidated statement of operations as costs are incurred. In the consolidated statement of financial position, capitalized development costs are reported at cost less accumulated depreciation and any impairment. Capitalized development expenditure is recognized as intangible assets and is depreciated from the date when the asset is ready for use. The estimated useful life is 3-5 years, which corresponds to the estimated period of time during which these assets will generate cash flows.

Development costs that do not meet these criteria are expensed as incurred. Development expenditure previously carried at cost is not recognized as an asset in a subsequent period.

Software-as-a-Service (SaaS) arrangements

SaaS arrangements are service contracts providing the Group with the right to access the cloud provider's application software over the contract period. As such the Group does not receive a software intangible asset at the contract commencement date. A right to receive future access to the supplier's software does not, at the contract commencement date, give the Group the power to obtain the future economic benefits flowing from the software itself and to restrict others' access to those benefits.

The Group treats costs incurred in relation to SaaS arrangements as operating expenses over the term of the service contract or as operating expenses when the service is received, depending on the nature of the expenses incurred and whether they are distinct from the cloud computing service or not in the underlying SaaS arrangement.

There could be a variety of other costs incurred as part of the arrangement, for example development of bridging modules that connect or integrate the SaaS software with existing software/systems that may be controlled by the Group. The Group assesses such expenses to determine if they should be expensed or may qualify for capitalization as an intangible asset.

Other intangible assets

Other intangible assets consist primarily of separately acquired trademarks and patents are recognized at historical cost. They are reported at fair value at the time of acquisition and amortized on a straight-line basis over the projected useful life. They are reported in subsequent periods at cost less accumulated amortization and impairment. The estimated useful life is 5 years, which corresponds to the estimated time these will generate cash flow.

2.10. Tangible assets

Property, plant and equipment

Property, plant and equipment consist of land, buildings and fixtures, plant and machinery and construction in progress. These are recognized at historical cost less depreciation and impairment, except for construction in progress. Construction in progress is transferred to another asset (and depreciation begins) once an asset is in the location and condition necessary for it to be capable of operating in the manner intended by management. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are added to the asset's carrying value or are recognized as a separate asset, depending on which is most suitable, only when it is probable that the future economic benefits attributable to the asset will flow to the Group and the cost of the asset can be reliably measured. The carrying value of the replaced component is derecognized from the consolidated statement of financial position. All other kinds of repairs and maintenance are recognized at cost in the consolidated statement of operations in the period in which they occur.

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings, pending their expenditure on qualifying assets, is deducted from the borrowing costs eligible for capitalization. Other borrowing costs are expensed in the period in which they are incurred.

Depreciation of assets is calculated using the straight-line method to allocate the cost of the assets, net of their residual values, over the estimated useful life of each component of an item of buildings and plant and machinery as follows:

Buildings and fixtures	8-40 years
Plant and machinery	3-15 years

The assets' residual values and useful lives are assessed at the end of each reporting period and adjusted, if needed.

Profit or loss from disposals is established through a comparison of the proceeds from sales and carrying value and is recognized in other operating income and (expenses), net in the consolidated statement of operations.

2.11. Impairment of non-financial assets

Intangible assets that have an indefinite useful life (goodwill) or intangible assets not ready to use (capitalized expenditure for development) are not subject to amortization and are tested for impairment annually and when circumstances indicate that the carrying value may be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows, which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill are reviewed for reversal of the impairment at the end of each reporting period.

2.12. Inventories

Raw materials and finished goods are stated at the lower of cost and net realizable value. Costs consist of direct materials, direct labor and an appropriate proportion of variable and fixed overhead expenditure. Overhead expenditures are allocated on the basis of normal operating capacity. Costs of purchased inventory are determined after deducting rebates and discounts. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. The Group reviews inventory quantities and records a provision for excess and obsolete inventory based primarily on demand and the age of the inventory, among other factors.

2.13. Financial instruments

Initial recognition

Purchases and sales of financial assets are recognized on trade date, being the date upon which the Group commits to purchase or sell the asset. Financial assets are derecognized when the rights to receive cash flows from the financial assets have expired or have been transferred, and the Group has transferred substantially all the risks and rewards of ownership.

Financial assets—Classification and measurement

Financial assets include cash and cash equivalents, trade receivables, derivatives and other financial assets. The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive loss or through profit or loss), and
- those to be measured at amortized cost.

The classification depends on the Group's business model for managing the financial assets and contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive loss. The Group reclassifies debt investments when and only when its business model for managing those assets changes.

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset, not at fair value through profit or loss ("FVPL"), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. All debt instruments in the Group are measured at amortized cost. The Group's financial assets measured at amortized cost consist of the items other non-current receivables, trade receivables, other current receivables and cash and cash equivalents.

Amortized cost: Assets that are held for collection of contractual cash flows, where those cash flows represent solely payments of principal and interest, are measured at amortized cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognized directly in profit or loss and presented in other operating income and (expenses), net together with foreign exchange gains and losses.

Fair value through profit or loss: Assets that are held primarily for the purpose to secure and increase value of the investments are included in the business model "Other".

Derivatives

Derivatives are initially recognized at the fair value on the date a derivative contract is entered into, and they are subsequently remeasured to their fair value at the end of each reporting period. Changes in the fair value are recognized in finance income or finance expenses in the consolidated statement of operations.

The Company has identified an embedded derivative in relation to voluntary redemption options in the Nordic Bonds (as defined below). The embedded derivative is not closely related to the financial liability host contract and is separately accounted for at fair value through profit or loss. At initial recognition, the host contract, after separation of the embedded derivative, is measured at its fair value plus transaction costs that are directly attributable to the host contract. After initial recognition, the host contract is accounted for as a financial liability at amortized cost applying the effective interest method.

Derecognition of financial assets

Purchases and sales of financial instruments are reported on the trade date, that is, the date on which the Group commits itself to purchase or sell the asset. Financial assets are derecognized from the statement of financial position when the right to receive cash flows from the instrument has expired or been transferred, and the Group has, in all significant aspects, transferred all risk and benefits associated with the ownership. Profits and losses arising from derecognition from the statement of financial position are recognized directly in the consolidated statement of operations.

Financial liabilities—Classification and measurement

Financial liabilities at amortized cost

At initial recognition, the Group measures a financial liability at its fair value plus transaction costs that are directly attributable to the financial liability. The Group's financial liabilities measured at amortized cost comprise Nordic Bonds (as defined below), liabilities to credit institutions, bank overdraft facilities, trade payables and accrued expenses. After initial recognition, these financial liabilities are valued at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the facilities using the effective interest method. The effective interest amortization is recognized in the consolidated statement of operations as a finance expense. Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalized as a prepayment for liquidity services and amortized over the period of the facility to which it relates. The amortized cost for liquidity services is recognized in the consolidated statement of operations as a finance expense.

Financial liabilities at fair value

At initial recognition, the Group measures a financial liability at its fair value. Transaction costs of financial liabilities carried at fair value are expensed in the consolidated statement of operations.

Financial liabilities designated at fair value through profit or loss

The Group has Convertible Notes (as defined below) which are classified entirely as liabilities at the initial date of recognition at fair value through profit or loss under the fair value option in accordance with IFRS 9 Financial Instruments. The Convertible Notes were issued with a conversion option that does not fulfill the "fixed for fixed" criteria. As the instrument contains an embedded derivative that is not closely related, the Convertible Notes have been designated in its entirety as at fair value through profit or loss on initial recognition and as such the embedded conversion feature is not separated. All transaction costs related to financial instruments designated at fair value through profit or loss are expensed as incurred. Fair value changes relating to the Group's own credit risk are recognized in other comprehensive income. Amounts recorded in other comprehensive income related to credit risk are not subject to recycling in profit or loss, but are transferred to retained earnings when realized. Fair value changes relating to market risk are recognized in finance income in the consolidated statement of operations.

Financial liabilities - Presentation

During the financial year, the Group changed the presentation of interest-bearing liabilities in the statement of financial position. Previously, Convertible Notes and liabilities to credit institutions were presented on separate line items. These items are now aggregated with Nordic Bonds and presented on a single line titled "Interest-bearing loans and borrowings". The change affects presentation only and does not impact the recognition or measurement of any assets, liabilities, income or expenses. Accordingly, the change has no effect on profit or loss, cash flows or total equity. In accordance with IAS 8, the change has been applied retrospectively, and comparative information has been restated to reflect the new presentation.

Derecognition of financial liabilities

Financial liabilities are derecognized from the statement of financial position when the obligations are settled, canceled or have expired in any other way. The difference between the carrying value of a financial liability that has been extinguished or transferred to another party and the fee paid are reported in the consolidated statement of operations.

When the terms and conditions of a financial liability are renegotiated and are not derecognized from the statement of financial position, a profit or loss is reported in the consolidated statement of operations. The profit or loss is calculated as the difference between the original contractual cash flows and the modified cash flows discounted at the original effective interest rate.

Offsetting of financial instruments

Financial assets and liabilities are offset and recognized with a net amount in the statement of financial position only when there is a legal right to offset the recognized amounts and an intention to balance the items with a net amount or to simultaneously realize the asset and settle the liability.

Impairment of financial assets recognized at amortized cost

The Group assesses, on a forward-looking basis, the expected credit losses associated with its debt instruments carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach, i.e., the reserve will correspond to the expected loss over the lifetime of the trade receivables. In order to measure the expected credit losses, trade receivables have been grouped based on days past due. The Group applies forward-looking variables for expected credit losses. Expected credit losses are recognized in the consolidated statement of operations, in selling, general and administration expenses.

2.14. Trade receivables

Trade receivables are initially measured at the transaction price and subsequently at amortized cost, less allowance for expected credit losses.

2.15. Cash and cash equivalents

For the purpose of presentation in the consolidated statement of financial position and in the consolidated statement of cash flows, cash and cash equivalents include cash on hand and deposits held at call with financial institutions. Bank overdrafts are shown within liabilities to credit institutions in current liabilities in the statement of financial position.

2.16. Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

2.17. Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the consolidated statement of operations net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Provision for restoration costs

The Group recognizes provisions for restoration costs of leased manufacturing facilities. Restoration costs are provided for at the present value of expected costs to settle the obligation using estimated cash flows and are recognized as part of the cost of the relevant asset. The cash flows are discounted at a current pre-tax rate that reflects the risks specific to the liability for the restoration costs. The unwinding of the discount is expensed as incurred and recognized in the consolidated statement of operations as a finance expense. The estimated future costs of the restorations are reviewed annually and adjusted as appropriate. Changes in the estimated future costs, or in the discount rate applied, are added to, or deducted from the cost of the asset.

Provision for restructuring costs

The Group recognizes provisions for restructuring costs only when there is a constructive obligation, which is when:

- there is a detailed formal plan that identifies the business or part of the business concerned, the location and number of employees affected, the detailed estimate of the associated costs, and the timeline; and
- the employees affected have been notified of the plan's main features.

2.18. Employee benefits

Short-term benefits to employees

Liabilities for wages and salaries, annual leave and accumulating sick leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related services are recognized in respect of employees' services up to the end of the reporting period, and they are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as accrued expenses in the statement of financial position.

Post-employment obligations

Within the Group, there are defined-contribution plans. A defined-contribution plan is a pension plan according to which the Group pays a fixed amount to a separate legal entity. The Group has no legal or constructive obligation to pay additional premiums if this legal entity does not have adequate means to pay all benefits to employees, attributable to their service in current or previous periods. The premiums are reported as costs in the consolidated statement of operations when they fall due.

The Swedish Corporate Reporting Board is a private sector body in Sweden with the authority to develop interpretations of IFRS Accounting standards for consolidated financial statements for issues that are very specific to the Swedish environment, for example, UFR 10 *Accounting for the pension plan ITP 2 financed through an insurance in Alecta*. The Group's pension obligations for certain employees in Sweden, which are secured through an insurance with Alecta, are reported as a defined contribution plan. According to UFR 10, this is a defined benefit multi-employer plan. For the financial year 2025, the Group has not had access to information in order to be able to report its proportional share of the obligations of the plan, plan assets and costs and therefore, it has not been possible to recognize the plan as a defined benefit plan. The ITP 2 pension plan, secured through an insurance with Alecta, is therefore reported as a defined contribution plan. The premium of the defined contributions plan for retirement pensions and survivor's pension is calculated individually and is, among other factors, based on salary, previously earned pension and expected remaining years of service. Expected premiums for the next reporting period for ITP

2 insurances signed with Alecta is $1.0 million. Premiums for the year ended December 31, 2025 for ITP 2 insurances signed with Alecta amounted to $1.0 million (2024: $0.8 million).

The collective consolidation level comprises the market value of Alecta's assets as a percentage of the insurance obligations in accordance with Alecta's actuarial methods and assessments. The collective consolidation level should normally be allowed to vary between 125% and 170%. If Alecta's collective consolidation level falls below 125% or exceeds 170%, measures should be taken in order for the consolidation level to return to the normal interval. At a low consolidation, one measure might be to increase the price when signing new insurance agreements and an expansion of existing benefits. At a high level of consolidation, one measure might be to introduce lower premiums. At the end of the financial year 2025, Alecta's surplus of the collective consolidation level was 167%.

Share-based compensation—equity settled

Employee stock options (ESOPs) and Restricted Stock Units (RSUs) (2021)

For share-based compensation schemes, the fair value of the instruments granted are established at the grant date and recognized as an employee benefits expense, with a corresponding increase in equity.

The fair value of ESOPs at grant date has been established by using the Black-Scholes option pricing model and input data in the model is disclosed in Note 8 "*Share-based compensation*".

The awards only have a service condition whereby the awards vest in 12-month installments over 36 months. Each of the installments are treated as separate awards which are expensed on a linear basis for each installment period i.e., 12 months, 24 months, and 36 months; this will result in a front-loaded IFRS 2 charge. At the end of each period, the entity revises its estimates of the number of instruments that are expected to vest based on the service conditions. It recognizes the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to retained earnings within equity.

Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Group recognizes termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognizes costs for a restructuring that is within the scope of IAS 37 and involves the payment of terminations benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer.

2.19. Loss per share

Basic loss per share is calculated by dividing the loss after tax by the weighted average number of ordinary shares outstanding for the period. Diluted loss per share is computed using the treasury stock method to the extent that the effect is dilutive by using the weighted-average number of outstanding ordinary shares and potential ordinary shares during the period.

3. Financial risk management

3.1. Financial risk factors

Through its operations, the Group is exposed to various financial risks attributable to primarily cash, trade receivables, trade payables, interest-bearing loans and borrowings. The financial risks are market risk, mainly interest risk and currency risk, credit risk, liquidity risk and refinancing risk. The Group strives to minimize potential unfavorable effects from these risks on the Group's financial results.

The aim of the Group's financial operations is to:

- ensure that the Group can meet its payment obligations,

- manage financial risks,
- ensure a supply of necessary financing, and
- optimize the Group's finance income and (expenses), net.

The Group's risk management is predominantly controlled by a central treasury department ("Group Treasury") under policies owned by the Chief Financial Officer and approved by the Board of Directors. The Chief Executive Officer is responsible to the Board of Directors for the risk management and ensuring that the guidelines and risk mandates are followed and carried out in accordance with established treasury policy.

Group Treasury identifies, evaluates and hedges financial risks in close cooperation with the Group's operating units. The treasury policy provides principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments and investment of excess liquidity. The treasury policy (a) identifies categories of financial risks and describe how they should be managed, (b) clarifies the responsibility in financial risk management among the Board of Directors, the Chief Executive Officer, the Chief Financial Officer, Group Treasury and the subsidiaries, (c) specifies reporting and control requirements for Group treasury functions and (d) ensures that the treasury operations of the Group are supporting the overall strategy of the Group.

3.1.1 Market risk

Currency risk (transaction risk)

The Group operates internationally and is exposed to foreign exchange risk. Foreign exchange risk arises from future commercial transactions and recognized assets and liabilities denominated in a currency that is not the functional currency of the relevant Group entity. Primarily, the Group is exposed to currency risk in Group companies with SEK, USD and SGD as the functional currencies. The primary risks in these companies are SEK/USD, SEK/EUR, SEK/GBP, SEK/CNY, SEK/SGD, SEK/NOK, USD/SEK and SGD/CNY due to internal loans, internal accounts receivables and other receivables, internal trade payables and other liabilities, borrowings, short-term deposits and external sales and purchases (accounts receivables and trade payables). Internal loans that form part of the net investment in foreign operations (extended equity) are recognized in other comprehensive loss. Exposure from internal loans classified as extended equity are not included in the tables and sensitivity analysis below.

Due to the growth profile of the Group it is necessary to maintain a dynamic risk management of currency. Group Treasury monitors forecast of highly probable cash flows for each currency and aim to achieve a natural match of inflows and outflows. For those currencies which have a net cash flow that is positive or negative, Group Treasury has the possibility to use foreign exchange instruments (FX forward or spot) to manage the risk. The Group does not apply hedge accounting. As of December 31, 2025, the Group had currency derivatives of SEK 148.5 million (2024: SEK 64.9 million) for which the fair value was $0.1 million (2024: $0.0 million).

Exposure

The Group's primary exposure to foreign currency risk at the end of the reporting period, expressed in thousands of USD was as follows:

	As of December 31, 2025				
(in thousands of U.S. dollars)	**SEK/USD**	**SEK/EUR**	**SEK/CNY**	**SEK/SGD**	**USD/SEK**
Accounts receivables	2,257	10,152	—	—	—
Other receivables	—	—	—	14,997	5,060
Nordic Bonds (part of Non-Current and current interest-bearing loans and borrowings)	—	—	—	—	(187,059)
Intercompany long-term receivable	—	—	—	—	185,147
Trade payables	(2,925)	(16,425)	(41,579)	(44,219)	(1,382)
Lease liabilities	—	(1,342)	—	—	—
Other liabilities	(15,095)	(22,002)	—	—	(152,800)
Total	**(15,763)**	**(29,617)**	**(41,579)**	**(29,222)**	**(151,034)**

	As of December 31, 2024								
(in thousands of U.S. dollars)	**SEK/USD**	**SEK/EUR**	**SEK/GBP**	**SEK/CNY**	**SEK/SGD**	**SEK/NOK**	**USD/SEK**	**SGD/CNY**	**GBP/EUR**
Accounts receivables	—	8,957	—	—	—	—	—	259	—
Other receivables	112,180	—	12,500	—	5,074	23,175	72,493	—	—
S-T deposits	40,000	—	—	—	—	—	—	—	—
Liabilities to credit institutions (part of Current interest-bearing loans and borrowings)	(131,290)	(1,320)	—	—	—	—	—	—	—
Trade payables	(1,496)	(11,170)	—	(22,761)	(1,232)	—	—	—	—
Lease liabilities	—	(1,789)	—	—	—	—	—	—	—
Other current liabilities	—	(5,654)	(21,830)	—	—	—	(158,710)	—	(4,528)
Total	**19,394**	**(10,977)**	**(9,330)**	**(22,761)**	**3,842**	**23,175**	**(86,217)**	**259**	**(4,528)**

Sensitivity

The Group is primarily exposed to changes in SEK/USD, SEK/EUR, SEK/CNY, SEK/SGD and USD/SEK exchange rates. The Group's risk exposure in foreign currencies:

	Impact on loss before tax		
	2025	**2024**	**2023**
SEK/USD exchange rate - increase/decrease 10 %	+/- 1,576	+/- 1,939	+/- 2,760
SEK/EUR exchange rate - increase/decrease 10 %	+/- 2,962	+/- 1,098	+/- 1,116
SEK/CNY exchange rate - increase/decrease 10 %	+/- 4,158	+/- 2,276	+/- 4,773
SEK/SGD exchange rate - increase/decrease 10 %	+/- 2,922	+/- 384	+/- 1,788
USD/SEK exchange rate - increase/decrease 10 %	+/- 15,103	+/- 8,622	+/- 201

Currency risk (translation risk)

The Group is also exposed to currency risk when foreign subsidiaries with a functional currency other than USD are consolidated, primarily for EUR, SEK, GBP and CNY. The Group's policy is not to hedge the translation exposure related to net foreign assets to reduce translation risk in the consolidated financial statements.

(in thousands of U.S. dollars unless otherwise stated)

Interest rate risk

The Group is exposed to interest rate risk that arises from the Nordic Bonds that carry an interest of STIBOR 3M. To manage the risk the Group has entered into an interest rate cap for a partial amount of SEK 850 million of the Nordic Bonds. The cap is 1.95% and has a maturity of 3 years (September 2028). The effect from increase in basis points is limited due to the cap that economically hedges the Nordic Bonds.

Sensitivity

Profit or loss is sensitive to higher/lower interest expense primarily from interest-bearing loans and borrowings as a result of changes in interest rates.

	Impact on loss before tax		
	2025	2024	2023
Interest rates - increase by 100 basis points	+231	+391	+28
Interest rates - decrease by 100 basis points	-461	-1,294	-375

The interest risk for the Nordic Bonds is calculated for the three months October 1 to December 31, 2025.

The interest risk for 2024 and 2023 refers to the TLB Credit Agreement (as defined below) and the term loan facility with Svensk Exportkredit which have been prepaid in full during the year ended December 31, 2025.

Fair value / Price risk

During the year ended December 31, 2023, the Group issued Convertible Notes (as defined below) which are classified as liabilities at the initial date of recognition at fair value through profit or loss. Fair value changes relating to the Group's own credit risk are recognized in other comprehensive income. Amounts recorded in other comprehensive income related to credit risk are not subject to recycling in profit or loss, but are transferred to retained earnings when realized. Fair value changes relating to market risk are recognized in finance income in the consolidated statement of operations. The fair value of the Convertible Notes as of December 31, 2025 was $333.1 million (2024: $324.4 million).

For details on the fair value on Convertible Notes, see Note 18 "*Financial instruments per category*".

Sensitivity

Profit or loss is sensitive to changes in fair value from Convertible Notes. For details on sensitivity to changes in fair value on Convertible Notes, see Note 18 "*Financial instruments per category*".

Commodity price risk

The Group is exposed to risk related to the price and availability of ingredients. The Group's financial performance depends in large part on its ability to arrange for the purchase of raw materials in sufficient quantities at competitive prices, and transport several of those raw materials from other countries. Currently, the main ingredient in the Group's products is oat. The Group purchases oats from farmers in Sweden, Canada, the United Kingdom, the Baltic states, Australia and Finland through millers in Sweden, Finland, China, Canada, the United States and Belgium, so its supply may be particularly affected by any adverse events in these countries or any delays in transport between countries or regions. The prices of oats and other ingredients used, such as rapeseed oil, are subject to many factors beyond the Group's control, including poor harvests due to adverse weather conditions, natural disasters and changes in world economic conditions, including as a result of any trade tensions or trade wars, for example, between the United States and China, the United States and Canada, the United States and Mexico and the United States and the EU, or news and rumors of a potential retaliatory tariffs. There is significant uncertainty about the imposition of tariffs in the United States following the U.S. Supreme Court decision that struck down certain U.S. tariffs implemented by the current U.S. administration and additional tariff announcements by the U.S government. The U.S. may impose tariffs using other tariff authorities and other countries may impose retaliatory tariffs or other measures. This could increase the prices the Group pays for oats, increase the prices paid by its consumers for its products, reduce its profit margins and increase the difficulty of commercial negotiations with its customers and suppliers. The prices of the ingredients the Group

sources is also affected by geopolitical tensions or wars. For example, the uncertainty of future relations between the United States, Ukraine and Russia, has resulted in many broader economic impacts such as sanctions and bans against Russia and Russian products imported into certain countries in Europe and the United States. Such sanctions and bans have impacted and may continue to impact commodity pricing such as fuel and energy costs, making it more expensive for the Group and its partners to deliver products to its customers. Oat prices and other ingredients such as rapeseed oil are normally agreed to annually with suppliers for the following year based on the outcome of the current year's harvest.

The Group believes it will be able to address material commodity increases by either increasing prices or reducing operating expenses. However, increases in commodity prices, without adjustments to pricing, or reduction to operating expenses, or a delay in pricing actions, could increase the Group's costs and increase its loss as a share of its revenue. In addition, macro-economic and competitive conditions could make additional price increases difficult.

A general commodity cost price increase of 5% would have increased the Group's 2025 commodity costs by $12.8 million (2024: $11.8 million, 2023: $12.0 million).

3.1.2 Credit risk

Credit risk arises primarily from cash and cash equivalents and debt instruments carried at amortized cost.

Financial counterparty credit risk is managed on a Group basis. The external financial counterparties must be high-quality international credit institutions or other major participants in the financial markets, in each case, with a minimum investment grade rating BBB- / Baa3. The rating of the financial counterparties used during 2025 and 2024 were in the range from BBB to AA+.

Customer credit risk is mitigated through credit risk assessment, credit limit setting in case of payment obligations overdue and through the contractual terms. There are no significant concentrations of credit risk in regards of exposure to specific industry sectors and/or regions. For the year ended December 31, 2025, one customer in the foodservice channel represented approximately 6% (2024: 10% and 2023: 12% respectively) of total revenue. The Group has not had any incurred credit losses from this customer historically.

The Group has primarily one type of debt instrument carried at amortized cost, subject to the expected credit loss model: trade receivables.

Trade receivables

The Group applies the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance for all trade receivables.

To measure the expected credit losses, trade receivables have been grouped based on days past due. The expected loss rates are based on sales over a period of 36 months before December 31, 2025, and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. In cases when the Group has more information on customers than the statistical model reflects, a management overlay is made for those specific customers. Historically, the Group has experienced immaterial credit losses. Based on the historical data of low credit losses together with a forward-looking assessment, the expected credit loss for trade receivables is not material. The Group has during 2025 and 2024 no significant impairment losses relating to specific customers.

The aging of the Group's trade receivables is as follows:

(in thousands of U.S. dollars unless otherwise stated)

	2025	2024
Current	93,425	86,760
1-30 days past due	6,127	12,787
31-60 days past due	2,941	2,527
61-90 days past due	697	681
91- days past due	1,627	1,389
Gross carrying amount	**104,817**	**104,144**
Allowance for expected credit losses	(1,295)	(778)
Net carrying amount	**103,522**	**103,366**

The movements in the Group's allowance for expected credit losses of trade receivables are as follows:

	2025	2024
As at January 1	**(778)**	**(1,220)**
Increase of allowance recognized in statement of operations during the year	(1,347)	(383)
Receivables written off during the year as uncollectible	438	170
Unused amount reversed	434	617
Translation differences	(42)	38
As at December 31	**(1,295)**	**(778)**

Trade receivables are written off where there is no reasonable expectation of recovery. Assessments are made individually, in each case, based on indicators that there is no reasonable expectation of recovery. Indicators include, among others, the failure of a debtor to engage in a repayment plan with the Group. Impairment losses on trade receivables are presented as selling, general and administration expenses within operating loss. Subsequent recoveries of amounts previously written off are credited against the same line item.

3.1.3 Liquidity risk

Liquidity risk is the Group's risk of not being able to meet the short-term payment obligations due to insufficient funds. Management monitors rolling forecasts of the Group's liquidity reserve (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows. This is monitored at Group level with input from local management. In addition, the Group's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans. Due to the dynamic nature of the underlying businesses, Group Treasury maintains flexibility in funding by maintaining availability under committed credit lines.

As at December 31, 2025, the Group held cash and cash equivalents of $64.3 million (2024: $98.9 million) that are available for managing liquidity risk. The Group has both long-term and short-term financing arrangements.

In October 2019, the Company entered into an European Investment Fund guaranteed three-year term loan facility with Svensk Exportkredit (the "EIF Facility"). On October 1, 2025 the outstanding on the EIF Facility, including accrued interest, was repaid in full.

In April 2023, the Company entered into a Term Loan B Credit Agreement (the "TLB Credit Agreement") with, amongst others, Silver Point Finance LLC as Syndication Agent and Lead Lender, J.P. Morgan SE, as Administrative Agent and Wilmington Trust (London) Limited as Security Agent, including a term loan facility of $130 million borrowed by Oatly AB.

On September 30, 2025, the Company issued SEK denominated senior secured floating rate bonds (the "Nordic Bonds") of SEK 1,700 million (equivalent of $180.9 million) under the terms and conditions entered into by the Company with Nordic Trustee & Agency AB (publ). The proceeds from the Nordic Bonds were used to prepay the TLB Credit Agreement in full, repurchase and cancel certain of the U.S. Notes (as defined below) and pay related transaction costs.

(in thousands of U.S. dollars unless otherwise stated)

In addition, the Company has an undrawn SEK 750 million (equivalent to $79.8 million) super senior revolving credit facility agreement with JP Morgan, Nordea and Rabobank (the "SSRCF"). As of December 31, 2025, the Group had no utilized loan amounts under the SSRCF.

On March 19, 2025, Oatly Shanghai Co., Ltd. entered into a new RMB 30.0 million (equivalent of $4.2 million) working capital credit facility with China Merchants Bank Co., Ltd. Shanghai Branch (the "CMB Credit Facility"). As of December 31, 2025, the Group had utilized loan amounts of RMB 20.0 million (equivalent of $2.8 million) under the CMB Credit Facility.

For more information on the Group's credit facilities, see Note 25 "*Interest-bearing loans and borrowings*".

In total, the Group had access to undrawn SSRCF commitments at the end of the reporting period amounting to $78.5 million (2024: $190.5 million).

3.1.4 Refinancing risk

Refinancing risk is defined as the risk for difficulties in refinancing the Group, that financing cannot be achieved, or can only be achieved at a higher cost. Nordic Bonds, liabilities to credit institutions and available facilities within the Group have a weighted average maturity of 40 months per December 31, 2025 (2024: 29 months, 2023: 41 months).

The Convertible Notes (as defined below) will mature on September 14, 2028, unless earlier converted by the holders or required to be converted, repurchased or redeemed by the Company.

For changes in facilities and borrowings during the reporting period, see Note 25 "*Interest-bearing loans and borrowings*".

The tables below analyze the Group's financial liabilities into maturity groupings based on their contractual maturities for:

a) all non-derivative financial liabilities; and

b) derivative financial instruments for which the contractual maturities represent the timing of the cash flows.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

December 31, 2025	Less than 3 months	Between 3 months and 1 year	Between 1 and 2 years	Between 2 and 5 years	After 5 years	Total contractual cash flows	Carrying amount
Non-derivatives							
Lease liabilities	3,209	9,627	10,116	12,819	11,495	47,266	37,186
Convertible Notes (part of Current interest-bearing loans and borrowings)	—	—	—	490,873	—	490,873	333,145
Nordic Bonds (part of Non-Current and current interest-bearing loans and borrowings)	4,834	12,562	16,749	221,425	—	255,569	187,059
Liabilities to credit institutions (part of Current interest-bearing loans and borrowings)	—	2,845	—	—	—	2,845	2,845
Trade payables	66,481	—	—	—	—	66,481	66,481
Total non-derivatives	**74,524**	**25,034**	**26,865**	**725,117**	**11,495**	**863,034**	**626,716**

(in thousands of U.S. dollars unless otherwise stated)

December 31, 2024	Less than 3 months	Between 3 months and 1 year	Between 1 and 2 years	Between 2 and 5 years	After 5 years	Total contractual cash flows	Carrying amount
Non-derivatives							
Lease liabilities	3,441	10,324	11,303	17,654	14,384	57,106	45,083
Convertible Notes (part of Current interest-bearing loans and borrowings)	—	—	—	546,842	—	546,842	324,395
Liabilities to credit institutions (part of Current interest-bearing loans and borrowings)	5,142	13,624	16,684	151,977	—	187,427	121,973
Trade payables	60,152	—	—	—	—	60,152	60,152
Total non-derivatives	**68,735**	**23,948**	**27,987**	**716,473**	**14,384**	**851,527**	**551,603**
Derivatives							
Foreign currency forward contracts-inflows	(3,541)	(2,361)	—	—	—	(5,902)	—
Foreign currency forward contracts-outflows	3,552	2,378	—	—	—	5,930	—
Total derivatives	**11**	**17**	**—**	**—**	**—**	**28**	**2**

3.2. Capital management

The Group's objectives when managing capital are to safeguard its ability to continue as a going concern, so that the Group can continue its business and provide future returns for shareholders and maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Group may issue new shares or sell assets to reduce debt. Capital is calculated as "equity attributable to shareholders of the parent" as shown in the balance sheet plus total borrowings (including non-current and current interest-bearing loans and borrowings and lease liabilities as shown in the balance sheet) less cash and cash equivalents.

4. Significant accounting judgments, estimates and assessments

The preparation of the consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets, liabilities and equity in the consolidated financial statements and the accompanying disclosures. Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events. Uncertainty about these assumptions and the use of accounting estimates may not equal the actual results. This note provides an overview of the areas that involved a higher degree of judgment or complexity.

Revenue recognition—variable consideration

If the consideration in a contract includes a variable amount, the Group estimates the consideration to which the Group will be entitled in exchange for transferring goods to the customer. The Group's expected discounts and payments for trade promotion activities are analyzed on a per customer basis. The Group estimates the consideration using either the expected value method or the most likely amount method, depending on which method better predicts the amount of consideration to which the Group will be entitled. The most likely amount method is used for contracts with a single contract sum, while the expected value method is used for contracts with more than one threshold due to the complexity and the activities agreed with the individual customer.

Management makes judgments when deciding whether trade promotion activities with a customer should be classified as a reduction to revenue or as a marketing expense. Generally, activities with the individual customer are accounted for as a reduction to revenue whereas costs related to broader marketing activities are classified as marketing expenses.

Valuation of loss carry-forwards

A deferred tax asset is only recognized for loss carry-forwards, for which it is probable that they can be utilized against future tax surpluses and against taxable temporary differences. The majority of the loss carry-forwards as at December 31, 2025 and 2024 are not recognized in the Group as these are not expected to be utilized in the foreseeable future. Refer to Note 12 "*Income tax*" for further details.

Test of impairment of non-financial assets, including goodwill

In accordance with the accounting principle presented in Note 2 "*Summary of significant accounting policies*" the Group performs tests annually and if there are any indications of impairment to determine whether there is a need for impairment of goodwill. Other non-financial assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

The Group considers various factors when reviewing for indicators of impairment. Due to the overall macroeconomic uncertainty, the ongoing restructuring and strategic review within the Group, and previous years impairment tests being sensitive to changes in assumptions, management decided, as of December 31, 2025, to perform impairment tests for all the three operating segments, not only for the CGU containing goodwill. At present, the Group only has goodwill allocated to the operating segment Europe & International.

Recoverable amounts for cash generating units are established through the calculation of the value in use. The calculation of the value in use is based on estimated future cash flows. The Group has determined that long-term EBITDA margin, the discount rate and the long-term growth rate are the most significant assumptions in the impairment test. For further details on the test of impairment of goodwill refer to Note 14 "*Intangible assets*" and for the test of other non-financial assets refer to Note 15 "*Property, plant and equipment*".

Share-based compensation

The Group measures the cost of equity-settled transactions by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is estimated using a model, which requires the determination of the appropriate inputs. The assumptions and models used for estimating the fair value of share-based compensation transactions including sensitivity analysis are disclosed in Note 8 "*Share-based compensation*".

Convertible Notes

The Group has Convertible Notes (as defined below) which are classified as liabilities at the initial date of recognition at fair value through profit or loss. Fair value changes relating to the Group's own credit risk are recognized in other comprehensive income. The fair value is estimated using a model, which requires the determination of the appropriate inputs. The assumptions and models used for estimating the fair value of the Convertible Notes including sensitivity analysis are disclosed in Note 18 "*Financial instruments per category*".

Asset impairment charges and other costs related to discontinued construction and closure of production facilities

Management makes assumptions and estimates when determining the non-cash impairment charges and other costs relating to the production facilities for which the decision has been made to discontinue construction or close. Management estimates the fair value less costs of disposal of property, plant and equipment and decommissioning costs based on a combination of data including agreements, quotes, ongoing negotiations with counterparties, input from suppliers and surveyors, and other market data.

5. Segment information

5.1. Revenue Adjusted EBITDA and EBITDA

Segment information for the years ended December 31, 2025, 2024 and 2023 presented below.

For the year ended December 31, 2025 (in thousands of U.S. dollars)	Europe & International	North America	Greater China	Corporate*	Eliminations **	Total
Revenue						
Revenue from external customers	482,861	249,559	130,039	—	—	862,459
Intersegment revenue	1,622	—	—	—	(1,622)	—
Total segment revenue	**484,483**	**249,559**	**130,039**	**—**	**(1,622)**	**862,459**
Adjusted EBITDA	**88,169**	**1,871**	**3,641**	**(86,860)**	**—**	**6,821**
Share-based compensation expense	(1,950)	(1,333)	(1,726)	(8,252)	—	(13,261)
Restructuring costs[1]	(954)	(1,896)	(42)	(2,043)	—	(4,935)
Strategic review of Greater China business[2]	—	—	(7,547)	—	—	(7,547)
Closure of production facility[3]	846	—	—	—	—	846
Non-controlling interests	—	—	(344)	—	—	(344)
EBITDA	**86,111**	**(1,358)**	**(6,018)**	**(97,155)**	**—**	**(18,420)**
Finance income	—	—	—	—	—	9,944
Finance expenses	—	—	—	—	—	(87,132)
Depreciation and amortization	—	—	—	—	—	(49,310)
Loss before tax	**—**	**—**	**—**	**—**	**—**	**(144,918)**

For the year ended December 31, 2024 (in thousands of U.S. dollars)	Europe & International	North America	Greater China	Corporate*	Eliminations **	Total
Revenue						
Revenue from external customers	434,263	274,455	114,948	—	—	823,666
Intersegment revenue	6,429	—	—	—	(6,429)	—
Total segment revenue	**440,692**	**274,455**	**114,948**	**—**	**(6,429)**	**823,666**
Adjusted EBITDA	**56,128**	**5,298**	**(1,645)**	**(95,106)**	**—**	**(35,325)**
Share-based compensation expense	(1,985)	656	(2,101)	(10,168)	—	(13,598)
Restructuring costs[1]	(2,410)	(1,222)	(1,940)	(2,600)	—	(8,172)
Asset impairment charges and other costs related to closure of production facility[3]	(42,110)	—	—	—	—	(42,110)
Asset impairment charges and other costs related to discontinued construction of production facilities[4]	(2,875)	3,283	(25,068)	—	—	(24,660)
New product launch issue[5]	—	(11,998)	—	—	—	(11,998)
Non-controlling interests	—	—	(323)	—	—	(323)
EBITDA	**6,748**	**(3,983)**	**(31,077)**	**(107,874)**	**—**	**(136,186)**
Finance income	—	—	—	—	—	57,758
Finance expenses	—	—	—	—	—	(70,179)
Depreciation and amortization	—	—	—	—	—	(49,966)
Loss before tax	**—**	**—**	**—**	**—**	**—**	**(198,573)**

For the year ended December 31, 2023 (in thousands of U.S. dollars)	Europe & International	North America	Greater China	Corporate*	Eliminations **	Total
Revenue						
Revenue from external customers	408,410	250,264	124,674	—	—	783,348
Intersegment revenue	25,601	—	181	—	(25,782)	—
Total segment revenue	**434,011**	**250,264**	**124,855**	**—**	**(25,782)**	**783,348**
Adjusted EBITDA	**28,377**	**(31,910)**	**(57,543)**	**(96,485)**	**—**	**(157,561)**
Share-based compensation expense	(2,378)	(3,820)	(4,608)	(10,640)	—	(21,446)
Restructuring costs(1)	(1,382)	(3,062)	(2,675)	(7,641)	—	(14,760)
Asset impairment charges and other costs related to discontinued construction of production facilities(4)	(158,551)	(43,009)	—	—	—	(201,560)
Costs related to the YYF Transaction(6)	—	(375)	—	—	—	(375)
Legal settlement(7)	—	—	—	(9,250)	—	(9,250)
Non-controlling interests	—	—	(186)	—	—	(186)
EBITDA	**(133,934)**	**(82,176)**	**(65,012)**	**(124,016)**	**—**	**(405,138)**
Finance income	—	—	—	—	—	117,876
Finance expenses	—	—	—	—	—	(69,029)
Depreciation and amortization	—	—	—	—	—	(51,874)
Loss before tax	—	—	—	—	—	**(408,165)**

* Corporate consists of general costs not allocated to the segments.

** Eliminations in 2025, 2024 and 2023 primarily refer to intersegment revenue for sales of products from Europe & International to Greater China.

(1) Relates primarily to severance costs as the Group adjusts its organizational structure.

(2) Relates to costs for the strategic review of the Greater China segment, mainly consisting of cost for external consultants.

(3) Relates to costs for the closure of the Group's production facility in Singapore.

(4) Relates primarily to non-cash impairments related to discontinued construction of the Group's production facility in Peterborough, UK, reversal of previously recognized non-cash impairments related to discontinued construction of the Group's production facility in Dallas-Fort Worth, Texas, and non-cash impairments related to discontinued construction of the Group's second production facility in China (Asia III).

(5) Expenses related to a new product launch issue.

(6) Relates to the Ya YA Foods USA LLC transaction (the "YYF Transaction").

(7) Relates to U.S. securities class action litigation settlement expenses. See Note 32 "*Commitments and contingencies*" for further details.

5.2. Non-current assets by country

Non-current assets for this purpose consist of property, plant and equipment and right-of-use assets:

	2025	2024
Sweden	127,151	114,764
China	92,694	103,791
US	79,455	88,983
The Netherlands	32,002	29,349
Other	1,293	2,867
Total	**332,595**	**339,754**

5.3. Revenue from external customers, broken down by location of the customers

The Group is domiciled in Sweden. The amount of its revenue from external customers, broken down by location of the customers, is shown in the table below.

(in thousands of U.S. dollars unless otherwise stated)

	2025	2024	2023
US	244,128	269,541	247,049
UK	139,243	135,550	136,241
Germany	134,596	120,068	104,854
China	128,815	113,789	119,507
Sweden	48,575	45,812	47,273
The Netherlands	28,625	26,507	26,921
Finland	18,350	20,589	22,178
Switzerland	17,077	14,044	7,933
Other	103,050	77,766	71,392
Total	**862,459**	**823,666**	**783,348**

There are no countries that individually make up greater than 10% of total revenue included in "Other".

5.4. Revenue from external customers, broken down by channel and segment

Revenue from external customers, broken down by channel and segment, is shown in the table below.

Year Ended December 31, 2025	Europe & International	North America	Greater China	Total
Retail	382,505	150,213	28,791	561,509
Foodservice	97,112	98,036	87,732	282,880
Other	3,244	1,310	13,516	18,070
Total	**482,861**	**249,559**	**130,039**	**862,459**

Year Ended December 31, 2024	Europe & International	North America	Greater China	Total
Retail	351,818	140,842	11,499	504,159
Foodservice	80,261	125,639	83,343	289,243
Other	2,184	7,974	20,106	30,264
Total	**434,263**	**274,455**	**114,948**	**823,666**

Year Ended December 31, 2023	Europe & International	North America	Greater China	Total
Retail	331,993	127,700	18,801	478,494
Foodservice	72,908	116,832	81,049	270,789
Other	3,509	5,732	24,824	34,065
Total	**408,410**	**250,264**	**124,674**	**783,348**

Other is primarily related to e-commerce, both direct-to-consumer and through third-party platforms.

Revenues of approximately 6% in 2025 (2024:10%; 2023: 12%) were derived from a single external customer in the foodservice channel. These revenues were attributed to the North America and Greater China segments.

Oatmilk accounted for 90% of the Group's revenue in the years ended December 31, 2025, 2024 and 2023, respectively.

(in thousands of U.S. dollars unless otherwise stated)

6. Depreciation, amortization and impairment by function

	2025			
	Property, plant and equipment	Right-of-use assets	Intangible assets	Total
Cost of goods sold	(31,200)	(5,710)	—	(36,910)
Research and development expenses	(1,658)	(497)	(236)	(2,391)
Selling, general and administrative expenses	(1,013)	(5,147)	(3,849)	(10,009)
Total depreciation/amortization/impairment by function	**(33,871)**	**(11,354)**	**(4,085)**	**(49,310)**

	2024			
	Property, plant and equipment	Right-of-use assets	Intangible assets	Total
Cost of goods sold	(31,819)	(6,868)	—	(38,687)
Research and development expenses	(1,390)	(437)	(185)	(2,012)
Selling, general and administrative expenses	(819)	(4,542)	(3,906)	(9,267)
Total depreciation/amortization/impairment by function[(1)]	**(34,028)**	**(11,847)**	**(4,091)**	**(49,966)**

(1) The impairment related to discontinued construction and of certain production facilities and closure of production facility is included in Other operating income and (expenses), net in the consolidated statement of operations. Refer to Note 15 "*Property, plant and equipment*" and Note 16 "*Leases*" for further details.

	2023			
	Property, plant and equipment	Right-of-use assets	Intangible assets	Total
Cost of goods sold	(30,868)	(7,970)	—	(38,838)
Research and development expenses	(1,060)	(323)	(124)	(1,507)
Selling, general and administrative expenses	(1,100)	(5,208)	(5,221)	(11,529)
Total depreciation/amortization/impairment by function[(1)]	**(33,028)**	**(13,501)**	**(5,345)**	**(51,874)**

(1) The impairment related to discontinued construction of certain production facilities is included in Other operating income and (expenses), net in the consolidated statement of operations. Refer to Note 15 "*Property, plant and equipment*" and Note 16 "*Leases*" for further details.

7. Employee and personnel costs

The disclosure amounts are based on the expense recognized in the consolidated statement of operations.

	2025	2024	2023
Salaries and other remuneration	(135,526)	(139,244)	(150,026)
Social security costs	(23,196)	(20,011)	(23,255)
Share-based compensation[(1)]	(13,261)	(13,598)	(21,446)
Pension and post-employment benefits	(10,537)	(8,871)	(9,542)
Total	**(182,520)**	**(181,724)**	**(204,269)**

(1) Refer to Note 8 "*Share-based compensation*" for further details.

(in thousands of U.S. dollars unless otherwise stated)

Key management compensation	2025	2024	2023
Short-term employee benefits[1]	(7,529)	(7,761)	(11,120)
Pension and post-employment benefits	(392)	(551)	(628)
Share-based compensation[2]	(6,074)	(7,979)	(9,151)
Social security costs	(1,030)	(1,546)	(3,404)
Total	**(15,025)**	**(17,837)**	**(24,303)**

(1) For the twelve months ended December 31, 2025, severance pay of $0.6 million was included in short-term employee benefits (2024: $0.6 million, 2023: $2.5 million)

(2) Refer to Note 8 "*Share-based compensation*" for further details.

During the year ended December 31, 2025, key management consisted of an average of 8 members of management, including our executive officers and excluding the Board of Directors (2024: 13 members; 2023: 14 members). As of December 31, 2025, key management consisted of 8 members.

7.1 Employee benefits expenses by function

	2025	2024	2023
Cost of goods sold	(36,906)	(37,240)	(37,671)
Research and development expenses	(11,628)	(11,645)	(12,431)
Selling, general and administrative expenses	(133,986)	(132,839)	(154,167)
Total	**(182,520)**	**(181,724)**	**(204,269)**

8. Share-based compensation

2021 Plan

During the year ended December 31, 2021, in connection with the initial public offering ("IPO"), the Company implemented a new incentive award program, the 2021 Incentive Award Plan ("2021 Plan"). The principal purpose of the 2021 Plan is to attract, retain and motivate selected employees, consultants and members of the Board of Directors through the granting of share-based compensation awards and cash-based performance bonus awards from 2021 and onwards. 69,496,515 ordinary shares have been reserved for grants pursuant to a variety of share-based compensation awards, including, but not limited to, stock options and restricted stock units ("RSUs"). To secure the future delivery of ordinary shares and ADSs under the 2021 Plan, the Company's shareholders resolved to issue 69,496,515 warrants. The right to subscribe for the warrants vests only in the Company. See Note 24 "*Equity*".

RSUs

During the twelve months ended December 31, 2025, the Company, under the 2021 Plan, granted 1,330,234 RSUs, of which 352,857 were granted to members of key management, including the executive officers, and the Board of Directors. 411,040 RSUs vested during the period, of which 161,264 were to key management. The RSUs are accounted for as equity-settled share-based compensation transactions. The RSUs are measured based on the fair market value of the underlying ADSs on the date of grant. The RSUs granted to employees under the 2021 Plan vest in equal installments on each of the first three anniversaries of the date of grant, subject to continued service. The RSUs granted to members of the Company's Board of Directors vest on the date of the next annual general meeting of shareholders following the grant date, subject to continued service on the applicable vesting date.

On June 18, 2024, pursuant to the resolutions of the Company's remuneration committee, the Board of Directors and the shareholders of the Company, certain senior key employees were offered the opportunity to exchange outstanding unexercised stock options for a smaller number of RSUs. All holders of unexercised stock options granted during May 2021 and July 2023, with exercise prices ranging from $31.20 to $340.00, were offered to participate in the exchange. The number of new RSUs were determined such that the fair market value of the ADSs underlying the new RSUs equals the fair value of the exchanged stock options. For these purposes, fair market value was determined on a grant-by-grant basis and the number of ADSs

(in thousands of U.S. dollars unless otherwise stated)

underlying new RSUs equals the Black-Scholes option-pricing model value of the exchanged stock options, resulting in a weighted average conversion rate of 0.3492 RSUs per stock option. The exchange was completed on June 28, 2024, with a total of 212,862 new RSUs granted, of which 165,172 were granted to members of key management, including our executive officers, in exchange for a total number of 609,489 stock options. The new RSUs granted will vest and become exercisable in equal installments on each of the first two annual vesting dates falling after the grant date subject to continued service.

Activity in the Group's RSUs outstanding and related information is as follows:

	Number of RSUs	Weighted average grant date fair value ($)
As of January 1, 2023	**407,380**	**88.40**
Granted during the period	273,972	35.00
Forfeited during the period	(123,544)	64.40
Vested during the period	(137,017)	63.00
As of December 31, 2023	**420,791**	**58.20**
Granted during the period	466,690	21.00
RSUs granted in exchange for stock options	212,862	19.40
Forfeited during the period	(105,150)	39.80
Vested during the period	(175,023)	25.40
As of December 31, 2024	**820,170**	**26.00**
Granted during the period	1,330,234	11.10
Forfeited during the period	(117,861)	17.05
Vested during the period	(411,040)	29.52
As of December 31, 2025	**1,621,503**	**13.51**

Employee stock options

During the twelve months ended December 31, 2025, the Company, under the 2021 Plan, granted no new stock options. 196,628 stock options vested during the period, of which 100,326 were to key management. The stock options are accounted for as equity-settled share-based compensation transactions. For stock options granted under the 2021 Plan, the exercise price is equal to the fair value of the ADSs on the date of grant. The stock options granted to participants under the 2021 Plan vest in equal installments on each of the first three anniversaries of the date of grant, subject to continued service. The stock options expire, in relation to each installment under the vesting schedule, five years after vesting, corresponding to a total term of six, seven and eight years for the respective installment.

Activity in the Group's stock options outstanding and related information is as follows:

	Number of employee stock options	Weighted average exercise price ($)
As of January 1, 2023	**716,953**	**188.00**
Granted during the period	555,586	35.00
Forfeited during the period[(1)]	(180,751)	117.60
Expired during the period[(2)]	(27,328)	237.60
As of December 31, 2023	**1,064,460**	**119.60**
Granted during the period	463,065	20.80
Stock options exchanged to RSUs	(609,489)	102.00
Forfeited during the period[(1)]	(106,784)	70.60
Expired during the period[(2)]	(230,938)	225.40
As of December 31, 2024	**580,314**	**26.40**
Exercised during the period	(7,291)	15.22
Forfeited during the period[(1)]	(65,124)	22.41
Expired during the period[(2)]	(43,061)	30.12
As of December 31, 2025	**464,838**	**26.81**
Vested and exercisable as of December 31, 2025	198,429	32.74

(in thousands of U.S. dollars unless otherwise stated)

(1) Includes 0 forfeited stock options related to the Company's organizational restructuring during the year ended December 31, 2025 (2024: 79,472, 2023: 129,085).

(2) Includes 15,797 expired stock options related to the Company's organizational restructuring during the year ended December 31, 2025 (2024: 222,309, 2023: 0).

The weighted-average ADS price at exercise for stock options exercised during the twelve months ended December 31, 2025 was $18.08.

The fair value at grant date of the stock options granted during the financial year 2024 was $13.4 for the May 2024 grant date and $9.2 for the November 2024 grant date. The fair value at grant date of the stock options granted during the financial year 2023 was $19.6 for the May 2023 grant date, $21.8 for the July 2023 grant date and $8.6 for the November 2023 grant date. The fair value at grant date of the stock options granted during the financial year 2022 was $29.8 for the May 2022 grant date and $17.2 for the November 2022 grant date. The fair value at grant date of the stock options granted during the financial year 2021 was $124.8 for the May 2021 grant date and $73.4 for the November 2021 grant date. The fair value of the stock options at grant date has been determined using the Black-Scholes option-pricing model, which takes into account the exercise price, the expected term of the stock options, the ADS price at grant date, expected price volatility of the underlying ADSs, the expected dividend yield, the risk-free interest rate for the term of the stock options and the correlations and volatilities of the peer group companies. The Company does not anticipate paying any cash dividends in the near future and therefore uses an expected dividend yield of zero in the option valuation model.

Each RSU or stock option entitles the holder to acquire, as determined by the Board of Directors, either twenty ordinary shares, twenty warrants or one ADS in the Company.

The following tables lists the inputs to the Black-Scholes option-pricing model used for employee stock options granted during the financial year 2025, 2024 and 2023, respectively. No stock options were granted during 2025.

	2024	2023
Expected term (years)	6-8	6-8
Weighted-average ADS price at grant date	20.80	35.00
Expected price volatility of the Company's ADSs (%)	60.00	50.00-55.00
Risk-free interest rate (%)	4.19-4.57	3.84-4.61

Share-based compensation expense was $13.3 million for the twelve months ended December 31, 2025 (2024: $13.6 million, 2023: $21.4 million).

9. Other operating income and (expenses), net

	2025	2024	2023
Strategic review of Greater China business	(7,547)	—	—
Impairment charges related to discontinued construction of certain production facilities	—	(24,134)	(172,588)
Other costs related to discontinued construction of certain production facilities	—	(525)	(28,972)
Impairment charges related to closure of production facility	—	(19,113)	—
Other costs related to closure of production facility	846	(22,998)	—
Legal settlement expenses	—	—	(9,250)
Exchange rate differences	(206)	(2,061)	(2,991)
Other	1,336	1,041	(851)
Other operating income and (expenses), net	**(5,571)**	**(67,790)**	**(214,652)**

(in thousands of U.S. dollars unless otherwise stated)

10. Finance income and expenses

	2025	2024	2023
Interest income	4,493	10,297	12,666
Other financial income	155	201	329
Fair value changes on derivatives	—	—	611
Fair value changes on Convertible Notes	5,296	32,954	96,445
Net foreign exchange difference	—	14,306	7,825
Total finance income	**9,944**	**57,758**	**117,876**
Interest expenses on loans and borrowings	(58,792)	(57,797)	(42,554)
Interest expenses on lease liabilities	(2,940)	(4,682)	(6,779)
Fair value changes on derivatives	(34)	(1,684)	—
Other financial expenses	(22,088)	(6,016)	(19,696)
Net foreign exchange difference	(3,278)	—	—
Total finance expenses	**(87,132)**	**(70,179)**	**(69,029)**

Fair value changes on Convertible Notes (as defined below) contain the fair value changes less the coupon rate and changes in credit risk. The coupon rate on the Convertible Notes is 9.25%. Interest expenses on loan and borrowings for the twelve months ended December 31, 2025, 2024 and 2023 contain interest expense on Convertible Notes of $36.0 million, $33.8 million and $22.4 million, respectively. See Note 3 "*Financial risk management*" and Note 25 "*Interest-bearing loans and borrowings*".

Other financial expenses for the year ended December 31, 2025 mainly consist of $19.9 million in transaction costs relating to the Group's financing arrangements.

Other financial expenses for year ended December 31, 2024 mainly consist of $5.0 million in transaction costs relating to amendments in the Group's financing arrangements.

Other financial expenses for the year ended December 31, 2023 mainly consist of $17.5 million in transaction costs relating to the Group's financing arrangements.

See Note 25 "*Interest-bearing loans and borrowings*" for further details.

11. Net exchange rate differences

The exchange-rate differences recognized in the consolidated statement of operations are included as follows:

	2025	2024	2023
Other operating income and (expenses), net (Note 9)	(206)	(2,061)	(2,991)
Finance income and expenses (Note 10)	(3,278)	14,306	7,825
Exchange-rate differences—net	**(3,484)**	**12,245**	**4,834**

See Note 3 "*Financial risk management*" for further information on the Group's primary currency exposure.

12. Income tax

The major components of income tax (expense)/benefit for the year ended December 31, 2025, 2024 and 2023 are as follows:

(in thousands of U.S. dollars unless otherwise stated)

	2025	2024	2023
Current tax:			
Current income tax expense	(8,057)	(3,135)	(10,892)
Adjustments in respect of income tax of previous years	(143)	5,006	(2,282)
	(8,200)	**1,871**	**(13,174)**
Deferred tax:			
Relating to origination and reversal of temporary differences	3	(5,570)	4,279
	3	**(5,570)**	**4,279**
Income tax expense reported in the consolidated statement of operations	**(8,197)**	**(3,699)**	**(8,895)**

Reconciliation of tax expense and the accounting loss multiplied by Sweden's corporate tax rate:

	2025	2024	2023
Accounting loss before tax	**(144,918)**	**(198,573)**	**(408,165)**
At Sweden's corporate income tax rate of 20,6%	29,853	40,906	84,082
Effect of tax rates in foreign jurisdictions	(737)	654	3,028
Non-taxable income	10	21	170
Non-deductible costs	(3,084)	(4,003)	(4,352)
Adjustments in respect of income tax of previous years	168	2,082	(2,282)
Change in unrecognized deferred taxes	(30,475)	(43,609)	(89,262)
Tax effect of changes in tax rates	—	3	(304)
Other	(3,932)	247	25
Income tax expense	**(8,197)**	**(3,699)**	**(8,895)**

Deferred tax

Deferred tax relates to the following:

	2025	2024
Property, plant and equipment	(7,078)	(6,562)
Lease right-of-use asset	(6,100)	(8,031)
Lease liability	5,466	7,547
Inventory	1,033	1,408
Loss allowances for financial assets	301	53
Accrued interest	27	2
Accrued expenses	2,776	2,342
Tax losses carried forward	952	1,192
Deferred tax credit	1,846	1,526
Share based compensation	718	580
Other	4,735	4,504
Net deferred tax assets	**4,676**	**4,561**
Reflected in the consolidated statement of financial position as follows:		
Deferred tax assets	4,676	4,561

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority. Deferred income tax assets are recognized for tax loss carry-forwards, temporary differences or other tax credits to the extent that the realization of the related tax benefit through future taxable profits is probable.

A reconciliation of net deferred tax is shown in the table below:

(in thousands of U.S. dollars unless otherwise stated)

	2025	2024
Balance at January 1	**4,561**	**10,203**
Movement recognized in the consolidated statement of operations	3	(5,570)
Exchange differences	112	(72)
Balance at December 31	**4,676**	**4,561**

In some subsidiaries, a deferred income tax asset has been recognized to the extent that there are sufficient taxable temporary differences relating to the same taxation authority and the same taxable entity. For the Swedish subsidiaries, no deferred income tax asset was recognized since, according to the Group, the criteria for reporting deferred tax assets in IAS 12 were not met.

Deferred tax assets have not been recognized in respect of the following items:

	2025	2024
Property, plant and equipment[(1)]	35,978	33,499
Lease liabilities	556	454
Tax losses carried forward	267,002	216,667
Net interest expense carried forward	36,980	18,967
Total unrecognized deferred tax assets	**340,516**	**269,587**

(1) Relates to impairment charges due to the decision to discontinue the construction of the production facility in Peterborough, UK.

As of December 31, 2025, the Group's accumulated loss carry-forwards amounted to $1,292.9 million (2024: $1,052.9 million). Tax loss carry-forwards as of December 31, 2025 were expected to expire as follows:

Expected expiry	Less than 5 years	Unlimited	Total
Tax loss carry-forwards	11,211	1,281,670	1,292,881

The Group has unrecognized tax losses that arose in Sweden of $1,252.8 million (2024: $1,013.9 million, 2023: $940.1 million) that are available indefinitely for offsetting against future taxable profits of the companies in Sweden. Deferred tax assets have not been recognized in respect of these losses as they may not be used to offset taxable profits elsewhere in the Group, they have arisen in companies that have been loss-making for some time, and there is no other evidence of recoverability in the foreseeable future. If the Group were able to recognize all unrecognized deferred tax assets on tax losses in Sweden, the result would increase by $258.1 million, $208.9 million, and $193.7 million for the years ended December 31, 2025, 2024 and 2023, respectively.

Furthermore, the Group has recognized tax losses in other foreign jurisdictions amounting to $1.1 million (2024: $5.2 million, 2023: $2.7 million). A deferred tax asset has been recognized in respect of these losses as at December 31, 2025 as it is likely that these will be able to be utilized in the foreseeable future. The measurement of deferred tax assets is subject to uncertainty and the actual result may diverge from judgments due to future changes in business climate, altered tax laws etc. An assessment is made at each closing date of the likelihood that the deferred tax asset will be utilized.

As of December 31, 2025, no deferred tax liability had been recognized on investments in subsidiaries. The Company has concluded it has the ability and intention to control the timing of any distribution from its subsidiaries and determined that the undistributed profits of its subsidiaries will not be distributed in the foreseeable future. It is not practicable to calculate the aggregate amount of temporary differences associated with investments in subsidiaries, for which deferred tax liabilities have not been recognized.

The Company applies judgment in identifying uncertainties over income tax treatments. Since the Company operates in a complex multinational environment, it periodically evaluates positions taken in the tax returns to validate whether it has any

(in thousands of U.S. dollars unless otherwise stated)

uncertain tax positions, particularly those relating to transfer pricing. The tax filings of the Company and the subsidiaries in different jurisdictions include adjustments related to transfer pricing and the taxation authorities may challenge those tax treatments. The Company determined, based on its tax compliance and transfer pricing study, that it is probable that its tax treatments (including those for the subsidiaries) will be accepted by the taxation authorities.

The Group is, as of January 1, 2025 in scope of the OECD Pillar Two Model Rules ("P2 Rules"). The legislation is effective for the Group's financial year beginning January 1, 2025. The P2 Rules have been enacted (or substantively enacted) in most jurisdictions in which the Group operates, including Sweden. The impact of Pillar Two income taxes is not material based on the most recently available financial information from the Group.

In May 2023, the IASB amended IAS 12 Income Taxes to include a mandatory temporary exception from recognizing or disclosing deferred taxes relating to the P2 Rules. The Group has applied this mandatory exception which did not have a material impact to the consolidated financial statements.

13. Investments in subsidiaries

The Group had the following principal subsidiaries as at December 31, 2025:

Name	Country/place of registration and operations	Principal activities	Proportion of voting rights and shares held (directly or indirectly) (%)
Direct ownership			
Cereal Base CEBA AB	Sweden	Holding	100%
Oatly AB	Sweden	Holding	100%
Indirect ownership			
Oatly Sweden Operations & Supply AB	Sweden	Production	100%
Havrekärnan AB	Sweden	Production	100%
Oatly UK Ltd.	United Kingdom	Selling	100%
Oatly Germany GmbH	Germany	Selling	100%
Oatly Switzerland AG	Switzerland	Selling	100%
Oatly Austria GmbH	Austria	Selling	100%
Oatly Netherlands BV	Netherlands	Selling	100%
Oatly Netherlands Operation & Supply BV	Netherlands	Production	100%
Oatly EMEA AB	Sweden	Selling	100%
Oatly Inc.	United States	Holding	100%
Oatly US Inc.	United States	Selling	100%
Oatly US Operations & Supply Inc.	United States	Production	100%
Oatly Shanghai Co. Ltd.	China	Selling	100%
Dong Plant (Zhuhai) Food and Beverage Co., Ldt	China	Selling	100%
Oatly Food Co Ltd.	China	Production	100%

(in thousands of U.S. dollars unless otherwise stated)

14. Intangible assets

		Other Intangible assets			
	Goodwill	Capitalized software	Other intangible assets	Ongoing development costs	Total
Cost					
At January 1, 2024	**118,213**	**15,326**	**7,617**	**1,159**	**142,315**
Additions	—	—	1,087	966	2,053
Reclassification	—	782	—	(782)	—
Exchange differences	(10,972)	(1,435)	(687)	(130)	(13,224)
At December 31, 2024	**107,241**	**14,673**	**8,017**	**1,213**	**131,144**
Additions	—	3	1,336	1,475	2,814
Reclassification	—	1,061	(20)	(1,041)	—
Exchange differences	21,248	2,919	1,497	259	25,923
At December 31, 2025	**128,489**	**18,656**	**10,830**	**1,906**	**159,881**
Accumulated amortization					
At January 1, 2024	**—**	**(8,357)**	**(3,632)**	**—**	**(11,989)**
Amortization charge	—	(2,493)	(1,598)	—	(4,091)
Impairment	—	(106)	—	—	(106)
Exchange differences	—	873	377	—	1,250
At December 31, 2024	**—**	**(10,083)**	**(4,853)**	**—**	**(14,936)**
Amortization charge	—	(2,505)	(1,309)	—	(3,814)
Impairment	—	—	—	(271)	(271)
Exchange differences	—	(2,164)	(945)	(4)	(3,113)
At December 31, 2025	**—**	**(14,752)**	**(7,107)**	**(275)**	**(22,134)**
Cost, net accumulated amortization					
At December 31, 2024	**107,241**	**4,590**	**3,164**	**1,213**	**116,208**
At December 31, 2025	**128,489**	**3,904**	**3,723**	**1,631**	**137,747**

Goodwill is in its entirely related to the acquisition of Cereal Base CEBA AB in 2016.

14.1. Test of goodwill impairment

The Chief Executive Officer assesses the operating performance based on the Group's three operating segments: Europe & International, North America and Greater China. Goodwill is monitored by the Chief Executive Officer at the level of the three operating segments. The goodwill existing as at December 31, 2025 and 2024 is entirely attributable to Europe & International.

The Group tests whether goodwill has suffered any impairment on an annual basis, or more frequently if events or changes in circumstances indicate that it might be impaired. The Group performed its annual impairment test as of December 31, 2025 and 2024. For the 2025 and 2024 reporting period, the recoverable amount of the cash-generating unit ("CGU") was determined based on a value in use calculation, which requires the use of assumptions. The calculations use cash flow projections based on financial budgets approved by management covering a five-year period.

Cash flows beyond the five-year period are extrapolated using an estimated growth rate of 2.0% (2024: 2.0%). The growth rate is consistent with forecasts included in industry reports specific to the industry in which the CGU operates. The pre-tax discount rate used is 9.8% (2024: 10.2%).

The following are key assumptions used in value in use calculations:

- Long-term EBITDA margin
- Long-term growth rate
- Pre-tax discount rate

Management has determined the values assigned to each of the above key assumptions as follows:

- Long-term EBITDA margin: Based on past performance and management's expectations for the future when continuing to scale the business.
- Long-term growth rate: This is the weighted average growth rate used to extrapolate cash flows beyond the budget period. The rates are consistent with forecasts included in industry reports.
- Pre-tax discount rate: Reflect specific risks relating to the relevant segment and the countries in which they operate.

The recoverable amount exceeds the carrying amount of goodwill.

Sensitivity analysis

There are no reasonably possible changes in any of the key assumptions that would have resulted in an impairment of goodwill.

(in thousands of U.S. dollars unless otherwise stated)

15. Property, plant and equipment

A summary of property, plant and equipment as at December 31, 2025 and December 31, 2024 is as follows:

	Land and buildings	Plant and machinery	Construction in progress	Total
Cost				
At January 1, 2024	**104,749**	**278,849**	**217,295**	**600,893**
Additions	4,223	17,779	16,044	38,046
Sold[1]	—	(77)	(84,254)	(84,331)
Disposals[2]	(116)	(1,884)	(89,584)	(91,584)
Reclassifications	1,856	1,834	(3,690)	—
Exchange differences	(5,901)	(10,348)	(1,496)	(17,745)
At December 31, 2024	**104,811**	**286,153**	**54,315**	**445,279**
Additions	270	5,011	4,437	9,718
Sold	—	(17,668)	(252)	(17,920)
Disposals	(6,826)	(8,195)	(185)	(15,206)
Reclassifications	3,562	27,873	(31,435)	—
Exchange differences	11,334	20,393	5,535	37,262
At December 31, 2025	**113,151**	**313,567**	**32,415**	**459,133**
Accumulated depreciation and impairment				
At January 1, 2024	**(15,068)**	**(72,479)**	**(153,060)**	**(240,607)**
Depreciation charge	(6,206)	(27,822)	—	(34,028)
Sold[1]	—	10	80,104	80,114
Disposals[2]	49	1,650	75,291	76,990
Impairment[3]	(3,294)	(14,416)	(19,595)	(37,305)
Exchange differences	1,143	3,532	(919)	3,756
At December 31, 2024	**(23,376)**	**(109,525)**	**(18,179)**	**(151,080)**
Depreciation charge	(6,609)	(26,793)	—	(33,402)
Sold[4]	—	16,998	252	17,250
Disposals[4]	6,826	8,234	174	15,234
Impairment	—	(469)	—	(469)
Exchange differences	(2,880)	(8,461)	(637)	(11,978)
At December 31, 2025	**(26,039)**	**(120,016)**	**(18,390)**	**(164,445)**
Cost, net accumulated depreciation and impairment				
At December 31, 2024	**81,435**	**176,628**	**36,136**	**294,199**
At December 31, 2025	**87,112**	**193,551**	**14,025**	**294,688**

(1) Relates primarily to sold assets due to the decision to discontinue the construction of the production facilities in Peterborough, UK and Dallas-Fort Worth, Texas.
(2) Relates primarily to disposal of assets due to the decision to discontinue the construction of the production facilities in Peterborough, UK and Dallas-Fort Worth, Texas.
(3) Of the total $37.3 million, $19.1 million relates to impairment charges due to the closure of the production facility in Singapore, and $17.6 million relates to impairment charges due to the decision to discontinue the construction of the production facility in China (Asia III).
(4) Relates primarily to sold and disposed assets due to the closure of the Group's production facility in Singapore.

The additions during the year ended December 31, 2025 is mainly related to investment in existing production facilities.

The reclassifications between construction in progress and land and buildings and plant and machinery during the year ended December 31, 2025 are mainly related to the Landskrona, Sweden production facility.

The depreciation expense for years ended December 31, 2025, 2024 and 2023 was $33.4 million, $34.0 million and $33.0 million, respectively.

Part of the Group's property, plant and equipment are pledged to secure the Group's interest-bearing loans and borrowings. Refer to Note 25 "*Interest-bearing loans and borrowings*" for further details.

15.1. Test of impairment

As described in Note 4 "*Significant accounting judgments, estimates and assessments*", management decided, for the 2025 and 2024 reporting periods, to perform impairment tests for the non-financial assets in all the three operating segments, not only for the segment containing goodwill. Refer to Note 14 "*Intangible assets*" for disclosure of impairment test for the operating segment Europe & International. The Group performed the impairment tests as of December 31, 2025 and 2024.

For North America and Greater China the recoverable amount for the cash generating units were established through calculation of the value in use, which require the use of assumptions, refer Note 14 "*Intangible assets*" for disclosure on the assumptions used. The calculations use cash flow projections based on financial budgets approved by management covering a five-year period.

Cash flows beyond the five-year period are extrapolated using an estimated growth rate of 2%. The growth rate is consistent with forecasts included in industry reports specific to the industry in which the CGU operates. The pre-tax discount rate used for North America was 10.1% (2024: 10.6%) and for Greater China 8.4% (2024: 9.2%).

The recoverable amount exceeds the carrying amount of non-financial assets for both North America and Greater China.

Sensitivity analysis - Greater China

The recoverable amount of the Greater China CGU would equal the carrying amount if the pre-tax discount rate increased by 2.0 percentage points or if the long-term EBITDA margin decreased by 2.1 percentage points.

Sensitivity analysis – North America

There are no reasonably possible changes in any of the key assumptions that would have resulted in an impairment for North America.

16. Leases

This note provides information for leases where the Group is a lessee.

16.1. The Group's leasing activities and how these are accounted for

Lease terms for production facilities are generally between 10 and 20 years, and lease terms for other properties (i.e., offices) are generally between one and 15 years. Lease terms for production equipment are generally between one and five years. The Group also has leases with a shorter lease term than 12 months and leases pertaining to assets of low value, such as office equipment. For these, the Group has chosen to apply the exemption rules in IFRS 16 Leases, meaning the value of these contracts is not part of the right-of-use asset or lease liability.

16.2. Amounts recognized in the consolidated statement of financial position

The consolidated statement of financial position discloses the following amounts relating to leases:

(in thousands of U.S. dollars unless otherwise stated)

	2025	2024
Right-of-use assets		
Land and buildings	26,592	31,172
Plant and machinery	11,315	14,383
Total	**37,907**	**45,555**
Lease liabilities		
Non-current	24,729	31,724
Current	12,457	13,359
Total	**37,186**	**45,083**

	Land and buildings	Plant and machinery	Total
Cost			
At January 1, 2024	**92,573**	**31,782**	**124,355**
Increases	1,643	1,263	2,906
Decreases[(1)]	(36,065)	(3,376)	(39,441)
Exchange differences	(2,062)	(1,491)	(3,553)
At December 31, 2024	**56,089**	**28,178**	**84,267**
Increases	1,064	194	1,258
Decreases[(2)]	(6,159)	(3,861)	(10,020)
Exchange differences	3,858	2,543	6,401
At December 31, 2025	**54,852**	**27,054**	**81,906**
Accumulated depreciation and impairment			
At January 1, 2024	**(23,139)**	**(12,823)**	**(35,962)**
Depreciation	(7,418)	(4,390)	(11,808)
Decreases	9,865	2,622	12,487
Impairment[(3)]	(4,809)	—	(4,809)
Exchange differences	584	796	1,380
At December 31, 2024	**(24,917)**	**(13,795)**	**(38,712)**
Depreciation	(7,485)	(3,869)	(11,354)
Decreases[(2)]	5,716	3,451	9,167
Exchange differences	(1,574)	(1,526)	(3,100)
At December 31, 2025	**(28,260)**	**(15,739)**	**(43,999)**
Cost, net accumulated depreciation and impairment			
At December 31, 2024	**31,172**	**14,383**	**45,555**
At December 31, 2025	**26,592**	**11,315**	**37,907**

(1) Primarily related to terminated lease contract due to the discontinued construction of the Group's production facility in Peterborough, UK.

(2) Decreases in Land and buildings relate primarily to cancelled and returned land lease due to the discontinued construction of the production facility in China (Asia III).

(3) Included an asset impairment charge of $3.9 million due to the decision to discontinue the construction of the Group's second production facility in China (Asia III).

(in thousands of U.S. dollars unless otherwise stated)

16.3 Amounts recognized in the consolidated statement of operations

	2025	2024	2023
Depreciation and impairment charge of right-of-use assets			
Land and buildings	(7,485)	(12,227)	(14,276)
Plant and machinery	(3,869)	(4,390)	(5,156)
Total	**(11,354)**	**(16,617)**	**(19,432)**
Interest expense (included in finance expenses)	(2,940)	(4,682)	(6,779)
Expense relating to short-term leases and low-value assets	(272)	(175)	(1,177)

The total cash outflow for leases in 2025 was $15.2 million (2024: 24.5 million).

The Group has the following lease agreements, which had not commenced as of December 31, 2025, but the Group is committed to:

- One lease agreement regarding production equipment in Ma'anshan, China, under which the Group's obligations collectively amount to $3.6 million for a term of six years.

17. Other non-current receivables

	2025	2024
Promissory note	27,990	24,867
Long-term prepaid expenses	13,485	14,634
Derivatives	4,375	125
Deposits	1,007	1,024
Other receivables	135	3,681
Total	**46,992**	**44,331**

The promissory note is part of the purchase price from selling the manufacturing facilities in Ogden, Utah and Dallas-Fort Worth, Texas during 2023. The note has a maturity date of May 31, 2028. The nominal interest rate is 8% for the first year and then increases by 200 basis points each year. The interest is capitalized semi-annually, and the effective interest rate is 12.56%.

Long-term prepaid expenses consist primarily of a credit toward future use of shared assets at the manufacturing facility in Ogden.

Derivatives consist of interest rate cap and embedded derivatives related to the Company's Nordic Bonds. See Note 25 "*Interest-bearing loans and borrowings*" for further details on the Nordic Bonds.

18. Financial instruments per category

	2025	2024	2025	2024
	Fair value through profit or loss		At amortized cost	
Assets in the consolidated statement of financial position				
Other non-current receivables	—	—	42,617	44,206
Derivatives (part of Other non-current receivables)	4,375	125	—	—
Trade receivables	—	—	103,522	103,366
Other current receivables	—	—	9,518	8,297
Derivatives (part of Other current receivables)	129	—	—	—
Cash and cash equivalents	—	—	64,345	98,923
Total	**4,504**	**125**	**220,002**	**254,792**

(in thousands of U.S. dollars unless otherwise stated)

	2025	2024	2025	2024
	Fair value through profit or loss		At amortized cost	
Liabilities in the consolidated statement of financial position				
Convertible Notes (part of Current interest-bearing loans and borrowings)	333,145	324,395	—	—
Nordic Bonds (part of Non-Current and current interest-bearing loans and borrowings)	—	—	187,059	—
Liabilities to credit institutions (part of Current interest-bearing loans and borrowings)	—	—	2,845	121,973
Trade payables	—	—	66,481	60,152
Derivatives (part of Other current liabilities)	—	2	—	—
Accrued expenses	—	—	79,223	79,435
Total	**333,145**	**324,397**	**335,608**	**261,560**

The change in fair value recorded in the profit and loss for 2025 was a gain of $5.3 million (2024: gain of $31.3 million, 2023: gain of $97.1 million), consisting primarily of fair value changes on Convertible Notes. The fair value changes are included in Finance income and (expenses), net in the consolidated statement of operations.

Fair value hierarchy

This note explains the judgments and estimates made in determining the fair values of the financial instruments that are recognized and measured at fair value in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standards.

Level 1: The fair value of financial instruments traded in active markets (such as publicly traded derivatives and equity securities) is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in Level 1.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques, which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Specific valuation techniques used in Level 2 to value financial instruments include:

- for foreign currency forwards, the present value of future cash flows based on the forward exchange rates at the balance sheet date
- for interest rate caps – option pricing models (e.g. Black-Scholes model)

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3. This is the case for unlisted equity securities.

(in thousands of U.S. dollars unless otherwise stated)

Recurring fair value measurements at December 31, 2025	Level 1	Level 2	Level 3
Financial assets			
Derivatives (part of Other non-current receivables)	—	4,375	—
Derivatives (part of Other current receivables)	—	129	—
Total financial assets	**—**	**4,504**	**—**
Financial liabilities			
Convertible Notes (part of Current interest-bearing loans and borrowings)	—	—	333,145
Total financial liabilities	**—**	**—**	**333,145**

Recurring fair value measurements at December 31, 2024	Level 1	Level 2	Level 3
Financial assets			
Derivatives (part of Other non-current receivables)	—	125	—
Total financial assets	**—**	**125**	**—**
Financial liabilities			
Convertible Notes (part of Current interest-bearing loans and borrowings)	—	—	324,395
Derivatives (part of Other current liabilities)	—	2	—
Total financial liabilities	**—**	**2**	**324,395**

There were no transfers between the levels during 2025 and 2024.

The carrying amount of the promissory note is a reasonable approximation of fair value. See Note 17 "*Other non-current receivables*".

The carrying amount of the Nordic Bonds in the Group is a reasonable approximation of fair value. See Note 25 "*Interest-bearing loans and borrowings*".

The carrying amount of current liabilities to credit institutions and other financial instruments in the Group is a reasonable approximation of fair value since they are short-term, and the discount effect is not significant.

Convertible Notes

	Convertible Notes
At January 1, 2024	**323,528**
Fair value changes (including interest expenses) recognized in the consolidated statement of operations	867
At December 31, 2024	**324,395**
Fair value changes (including interest expenses) recognized in the consolidated statement of operations	30,739
Change in fair value recognized in consolidated statement of comprehensive loss	16,355
Repurchase of U.S. Notes	(38,344)
At December 31, 2025	**333,145**

	December 31, 2025	December 31, 2024
Carrying amount	333,145	324,395
Amount the Company is contractually obligated to pay to holders of the Convertible Notes at maturity	490,873	546,842
Difference between carrying amount and the amount the Company is contractually obligated to pay to holders of Convertible Notes at maturity	**(157,728)**	**(222,447)**

(in thousands of U.S. dollars unless otherwise stated)

The Group determines the amount of fair value changes which are attributable to credit risk by first determining the changes due to market conditions which give rise to market risk, and then deducting those changes from the total change in fair value of the Convertible Notes. Market conditions which give rise to market risk include changes in the benchmark interest rate. Fair value movements on the conversion option embedded derivative are included in the assessment of market risk fair value changes.

The fair value of the instrument in its entirety has been determined by using a combination of a Monte Carlo simulation and a discounted cash flow analysis.

The following table lists the key inputs and assumptions used in the valuation model as of December 31, 2025 and 2024:

	2025	2024
Conversion price per ADS ($)[(1)]	27.2-28.2	27.2-37.8
ADS price at valuation date ($)	10.69	13.26
Expected price volatility of the Company ADS (%)	60.00	70.00
Risk-free interest rate (%)	3.53	4.30
Market interest rate (%)	18.00	20.00

(1) The U.S. Notes (as defined below) are convertible at the option of each holder at a conversion price of $27.20 per ADS, subject to customary anti-dilution adjustments. The HH Notes (as defined below) are convertible at the option of each holder at a conversion price of $28.20 per ADS, subject to customary anti-dilution adjustments. The Swedish Notes (as defined below) are convertible at the option of each holder at a conversion price of $1.36 per ordinary share, subject to customary anti-dilution adjustments. For further details on the Convertible Notes see Note 25 "*Interest-bearing loans and borrowings*".

The market interest rate has been assessed based on the observed range of yields on corporate bonds with comparable terms and comparable credit ratings to that of the Group.

The following table shows the impact of the key inputs and assumptions on the fair value of the Convertible Notes:

	2025	2024
ADS price decrease 30%	322,377	303,849
ADS price increase 30%	346,524	346,372
Volatility decrease 10 percentage points	327,779	319,311
Volatility increase 10 percentage points	336,942	329,108
Risk-free interest rate decrease 1 percentage point	332,581	323,810
Risk-free interest rate increase 1 percentage point	333,707	324,954
Market interest rate decrease 1 percentage point	340,451	333,154
Market interest rate increase 1 percentage point	326,065	315,973

19. Inventories

	2025	2024
Raw materials and consumables	12,326	12,565
Finished goods	56,211	53,037
Total	**68,537**	**65,602**

Inventories recognized as an expense during the year ended December 31, 2025 amounted to $552.7 million (2024: $555.7 million, 2023: $599.0 million) and were included in cost of goods sold in the consolidated statement of operations.

Write-downs of inventories to net realizable value during the year ended December 31, 2025 amounted to $8.0 million (2024: $3.1 million, 2023: $17.0 million). The write-downs were recognized as an expense during the years ended December 31, 2025, 2024 and 2023 and included in cost of goods sold in the consolidated statement of operations.

(in thousands of U.S. dollars unless otherwise stated)

20. Trade receivables

	2025	2024
Trade receivables	104,817	104,144
Less: allowance for expected credit losses	(1,295)	(778)
Trade receivables—net	**103,522**	**103,366**

Carrying amounts, by currency, for the Group's trade receivables are as follows:

	2025	2024
EUR	30,788	31,660
GBP	21,155	19,670
USD	20,116	29,931
CNY	17,956	13,616
SEK	4,430	2,701
Other	9,077	5,788
Total	**103,522**	**103,366**

For more information on aging schedule and the allowance for expected credit losses, please see Note 3.1.2 "*Credit risk*".

The maximum exposure to credit risk on the date of the statement of financial position is the carrying amounts according to the above.

21. Other current receivables

	2025	2024
Value added tax	7,604	6,169
Advance payments to vendors	2,201	1,158
Derivatives	129	—
Other	7,504	8,411
Total	**17,438**	**15,738**

22. Prepaid expenses

	2025	2024
Prepaid financing expenses	2,613	2,312
Prepaid selling and marketing expenses	1,176	1,264
Prepaid insurance expenses	549	555
Other	4,270	5,271
Total	**8,608**	**9,402**

23. Cash and cash equivalents

The consolidated statement of financial position and the consolidated statement of cash flows include the following items in "cash and cash equivalents":

	2025	2024
Short-term deposits	—	40,000
Cash at bank and on hand	64,345	58,923
Total	**64,345**	**98,923**

In 2024, short-term deposits were time deposits and structured deposits, with maturities of one to three months.

24. Equity

Share capital and treasury shares

In May 2021, the shareholders resolved to issue 69,496,515 warrants to secure the future delivery of ordinary shares under the 2021 Plan. During May 2025, the Company exercised 8,452,360 warrants (May 2024: 3,667,255 warrants, May 2023: 2,882,164 warrants, May 2022: 650,000 warrants). As of December 31, 2025 and 2024, there were 53,844,736 and 62,297,096 warrants outstanding, respectively.

Upon exercise of the warrants in May 2025, 8,452,360 ordinary shares were allotted and issued. During the twelve months ended December 31, 2025, the equivalent of 7,973,001 ordinary shares have been delivered to participants under the 2021 Incentive Award Plan in the form of ADSs. The remaining balance is held as treasury shares to enable the Company's timely delivery of ordinary shares upon the exercise of outstanding stock options and to meet future vesting of the RSUs.

On October 3, 2025, 17,962,680 ordinary shares were issued in connection with repurchases and cancellations of U.S. Notes (as defined below). See Note 25 "*Interest-bearing loans and borrowings*" for further details.

During the twelve months ended December 31, 2025, 4,480 treasury shares were sold to cover fees in connection with the ADS Ratio Change.

As of December 31, 2025 and 2024, 624,500,001 and 598,559,840 ordinary shares, respectively were outstanding, and the par value per share was $0.00018 (SEK 0.0015). The Company had 891,459 and 416,580 treasury shares as of December 31, 2025 and December 31, 2024, respectively.

Other contributed capital

As of December 31, 2025 and December 31, 2024 other contributed capital of $1,641.6 million and $1,628.0 million respectively, consists of share premium, shareholders contribution and proceeds from warrant issues and exercise of stock options.

Other reserves

As of December 31, 2025, other reserves of $(225.4) million consists of fair value reserve of $(80.0) million related to fair value gains and losses on the Convertible Notes (as defined below) attributable to changes in the Group's credit risk, and foreign currency translation reserve of $(145.4) million primarily related to the exchange differences occurring from the translation of foreign operations in another currency than the reporting currency of the Group (USD).

As of December 31, 2024, other reserves of $(274.2) million consists of fair value reserve of $(72.7) million related to fair value gains and losses on the Convertible Notes attributable to changes in the Group's credit risk, and foreign currency translation reserve of $(201.5) million primarily related to the exchange differences occurring from the translation of foreign operations in another currency than the reporting currency of the Group (USD).

Accumulated deficit

As of December 31, 2025 and December 31, 2024 accumulated deficit of $(1,397.8) million and $(1,249.3) million, respectively, consists of accumulated losses and share-based compensation.

Non-controlling interest

On July 27, 2023, one of the Group's subsidiaries in China carried out a share issue. Prior to the share issue the Group owned 100 percent of the share capital in the subsidiary. Xiangpiaopiao Food Co., Ltd. subscribed for a part of the new issued shares and owns 40 percent of the share capital after the transaction, whereas the Group recognized a non-controlling interest. As of December 31, 2025 and December 31, 2024, non-controlling interests amounted to $1.1 million and $1.4 million, respectively.

(in thousands of U.S. dollars unless otherwise stated)

25. Interest-bearing loans and borrowings

	2025	2024
Non-current interest-bearing loans and borrowings		
Nordic Bonds	182,783	—
Liabilities to credit institutions	—	116,216
Total non-current interest-bearing loans and borrowings	182,783	116,216
Current interest-bearing loans and borrowings		
Convertible Notes	333,145	324,395
Nordic Bonds	4,276	—
Liabilities to credit institutions	2,845	5,757
Total current interest-bearing loans and borrowings	**340,266**	**330,152**
Total	**523,049**	**446,368**

As of December 31, 2025, interest-bearing loans and borrowing amounted to $523.0 million and was related to the Nordic Bonds, the Convertible Notes, and utilized amounts on the CMB Credit Facility (each as defined below). As of December 31, 2024, interest-bearing loans and borrowing amounted to $446.4 million and was related to the Convertible Notes, and outstanding amounts under the TLB Credit Agreement and the term loan facility with Svensk Exportkredit.

Nordic Bonds

On September 30, 2025, the Company issued SEK denominated senior secured floating rate bonds (the "Nordic Bonds") under the terms and conditions entered into by the Company with Nordic Trustee & Agency AB (publ) on September 29, 2025. The Nordic Bonds have an initial issue amount of SEK 1,700 million (equivalent of $180.9 million) and a tenor of four years, subject to certain early redemption features. Following the satisfaction of certain conditions, the proceeds from the Nordic Bonds were released to the Company from escrow on October 3, 2025, and used to prepay the TLB Credit Agreement in full, repurchase and cancel certain of the U.S. Notes (as defined below) and pay related transaction costs. The Nordic Bonds accrue interest at an interest rate equal to 3-month STIBOR plus 7.00 per cent. *per annum* applied to the nominal amount of the Nordic Bonds. The material terms of the Nordic Bonds include, among other things, (i) a mandatory total redemption of the Nordic Bonds on or before June 14, 2028 unless certain thresholds in respect of repurchase of Convertible Notes have been meet prior to March 14, 2028, (ii) a requirement to maintain cash and cash equivalent investments equal to the interest payable under the Nordic Bonds for the next three interest periods, (iii) a debt incurrence test which applies in respect of any subsequent tap issues under the terms of the Nordic Bonds or other indebtedness which ranks *pari passu* with the Nordic Bonds or is subordinated to the Nordic Bonds, (iv) a distribution incurrence test (total net leverage ratio of the Group shall be equal to or less than 2.75:1, pro forma for the payment) which applies in respect of certain distributions by the Company to its shareholders, including dividends, and (v) other negative covenants such as restrictions on indebtedness, liens and asset disposals. As of December 31, 2025, the Group had SEK 1,716 million (equivalent of $187.1 million) outstanding under the Nordic Bonds, including accrued interest.

The debt under the Nordic Bonds and the SSRCF (as defined below) share in the same security and guarantees from material companies in the Group by way of an intercreditor agreement entered into by the Company on September 30, 2025 (the "New Intercreditor Agreement"), which replaced the Prior Intercreditor Agreement. The security provided for the SSRCF (as defined below) and the Nordic Bonds include share pledges, security over material intra-group loans, security over material bank accounts, security over material intellectual property, New York law all-asset security, English law debentures, Swedish business mortgages and Swedish real estate mortgage.

Currency risk (transaction risk)

The Nordic Bonds are denominated in SEK and the issuer within the Group is Oatly Group AB with a functional currency of USD. The Group is therefore exposed to currency risk USD/SEK and if the rate would increase/decrease by 10% the impact on loss before tax for the twelve months ended December 31, 2025, would be $16.7 million.

Interest rate risk

The Group is exposed to interest rate risk that arises from the Nordic Bonds that carry an interest of STIBOR 3M. To manage the risk the Group has entered into interest rate cap for a partial amount of SEK 850 million of the Nordic Bonds. The cap is 1.95% and has a maturity of 3 years (September 2028). The effect from increase in basis points is limited due to the cap that economically hedges the Nordic Bonds. If variable interest increased by 100 basis points the impact on loss before tax for the three months October 1 to December 31, 2025, would be $0.2 million. If variable interest decreased by 100 basis points the impact on loss before tax for the three months October 1 to December 31, 2025, would be $0.5 million.

Liabilities to credit institutions

On March 19, 2025, the Group's indirect subsidiary Oatly Shanghai Co., Ltd. entered into a new RMB 30.0 million (equivalent of $4.2 million) working capital credit facility with China Merchants Bank Co., Ltd. Shanghai Branch (the "CMB Credit Facility"). Individual utilizations under the CMB Credit Facility are subject to the lender's approval and are available for one year, are unsecured, and includes creditor protection in the form of, among other things, representations, covenants (including negative pledge, restrictions on borrowings, investments and dispositions by Oatly Shanghai Co., Ltd., distributions by Oatly Shanghai Co., Ltd. and entry into transactions with its affiliates) and events of default. As of December 31, 2025, the Group had utilized loan amounts of RMB 20.0 million (equivalent of $2.8 million) under the CMB Credit Facility.

On September 30, 2025, the Company entered into a SEK 750 million (equivalent to $79.8 million) super senior revolving credit facility agreement with JP Morgan, Nordea and Rabobank (the "SSRCF"), which came into effect on October 3, 2025. The existing Sustainable Revolving Credit Facility Agreement (the "SRCF") was cancelled, terminated and replaced by the SSRCF. The SSRCF has a committed tenor of two years and six months, with an uncommitted option to extend by an additional 15 months, and an initial margin of 4.00% p.a. (subject to leverage-based adjustments). Furthermore, it includes the following financial covenants: (i) tangible solvency ratio, (ii) minimum EBITDA (which ceases to apply following the third quarter of 2027), (iii) minimum liquidity (which ceases to apply following the third quarter of 2027), and (iv) total net leverage ratio (which commences to apply in respect of the LTM period ending on September 30, 2027). Moreover, the terms and conditions of the SSRCF contain certain negative covenants such as restrictions on dividends, indebtedness, liens, investments, acquisitions and asset disposals. Subject to certain exceptions, the payment of dividends by the Company generally requires that the total net leverage ratio of the Group is equal to or less than 3.50:1 (pro forma for the payment). The SSRCF is sustainability-linked and the margin is subject to certain adjustments based on performance against three key performance indicators: (i) reduction of greenhouse gas emissions in production, (ii) reduction of water withdrawal in production and (iii) increase of percentage of women in team manager positions. As of December 31, 2025, the Group had access to $78.5 million in undrawn SSRCF commitments.

On October 1, 2025, the term loan facility with Svensk Exportkredit was prepaid in full. On October 3, 2025, as described above, part of the proceeds from the Nordic Bonds were used to prepay the TLB Credit Agreement in full.

Convertible Notes

On March 23, 2023 and April 18, 2023, the Company issued $300 million aggregate principal amount of 9.25% Convertible Senior PIK Notes due 2028 (the notes issued on March 23, 2023, the "U.S. Notes" and the notes issued on April 18, 2023, the "Swedish Notes" and, together with the U.S. Notes, the "Original Convertible Notes" and the Original Convertible Notes, together with the HH Notes (as defined below), the "Convertible Notes"). The U.S. Notes and the Swedish Notes have substantially identical economic terms.

Certain of the Company's existing shareholders, Nativus Company Limited, Verlinvest S.A. ("Verlinvest") and Blackstone Funds, purchased $200.1 million aggregate principal amount of the Swedish Notes and other institutional investors purchased $99.9 million aggregate principal amount of the U.S. Notes. The investors paid an aggregate purchase price of $291 million, reflecting an original issue discount of 3%.

The Convertible Notes bear interest at a rate of 9.25% per annum, payable semi-annually in arrears in cash or in payment-in-kind, at the Company's option, on April 15 and October 15 of each year, beginning on October 15, 2023. The Convertible Notes will mature on September 14, 2028, unless earlier converted by the holders or required to be converted, repurchased or redeemed by the Company. The Original Convertible Notes were convertible at the option of each holder at an initial conversion price of $2.41 per ordinary share or per ADS, subject to customary anti-dilution adjustments and conversion rate resets. On March 23, 2024, the conversion price of the Original Convertible Notes was reset to $1.81 in accordance with the terms thereof.

On February 18, 2025, the Company completed a ratio change whereby the ratio of the Company's ADSs to ordinary shares was changed from one ADS representing one ordinary share to one ADS representing twenty ordinary shares (the "ADS Ratio Change"). As a result of the ADS Ratio Change, the conversion price of the U.S. Notes was proportionately adjusted from $1.81 to $36.20. The conversion price of the U.S. Notes was reset again on March 23, 2025, to $27.20.

Because the Swedish Notes are convertible into ordinary shares rather than ADSs, the ADS Ratio Change did not affect the conversion price and conversion rate of the Swedish Notes. In order to ensure that the holders of the Swedish Notes remain in the same economic position as before the ADS Ratio Change and to preserve economic equivalency of the Swedish Notes with the U.S. Notes and the HH Notes, the Company, in accordance with the terms and conditions of the Swedish Notes (the "Swedish Terms"), will interpret the definition of "Daily VWAP" therein to assume the trading price of 1/20 of an ADS. The conversion price of the Swedish Notes was reset again on March 23, 2025, to $1.36.

The Company may require conversion of the Convertible Notes if the last reported sale price of the Company's ADSs equals or exceeds 200% of the applicable conversion price (in the case of the Swedish Notes, the definition of "Last Reported Sale Price" is interpreted to equal 1/20 of an ADS) on any 45 trading days during any 90 consecutive day period beginning on or after the third anniversary of the issuance of the U.S. Notes (with respect to the U.S. Notes and the HH Notes) and the Swedish Notes (with respect to the Swedish Notes).

On April 18, 2023, the Company, Oatly AB, Oatly Inc. and other parties entered into an intercreditor agreement (the "Prior Intercreditor Agreement") which includes customary ranking, enforcement and turnover provisions intended to govern the relationship between the creditor groups and which affects the Convertible Notes. On September 30, 2025, the parties to the Prior Intercreditor Agreement entered into the New Intercreditor Agreement which replaced the Prior Intercreditor Agreement. The New Intercreditor Agreement contains substantially similar ranking, enforcement and turnover provisions as the Prior Intercreditor Agreement in relation to the Convertible Notes.

On May 9, 2023, the Company entered into an agreement with an affiliate of Hillhouse Investment Management Ltd. ("Hillhouse") to sell an additional $35 million in Convertible Senior PIK Notes due 2028 (the "HH Notes"), resulting in approximately $34 million in financing after reflecting an original issue discount of 3%. The economic terms of the HH Notes are substantially identical to the economic terms of the U.S. Notes, except (i) that the HH Notes were convertible at Hillhouse's option at an initial conversion price of $2.52 per ADS, representing an approximate 17% premium to the last reported sale price of the Company's ADSs on the Nasdaq Global Market on May 8, 2023, and (ii) with respect to the specified prices in connection with the conversion rate resets of the HH Notes. On March 23, 2024, the conversion price of the HH Notes was reset to $1.89 in accordance with the terms thereof. As a result of the ADS Ratio Change, the conversion price of the HH Notes was proportionately adjusted from $1.89 to $37.80. The conversion price of the HH Notes was reset again on March 23, 2025, to $28.20.

In addition, on May 9, 2023, one of the existing holders of Swedish Notes and an affiliate of one of the Company's shareholders, Verlinvest, agreed to sell and Hillhouse agreed to purchase from Verlinvest $15 million aggregate principal amount of Swedish Notes (the "Resale Notes"). The purchase and sale of the HH Notes and the Resale Notes closed on May 31, 2023. The HH Notes are also subject to the New Intercreditor Agreement.

The terms of the Convertible Notes contain covenants limiting the Company's ability to incur additional debt other than certain debt permitted under the original form of the terms and conditions of the Nordic Bonds, issue preferred stock, and incur convertible debt or subordinated debt, in each case without the consent of the holders of a majority of the Convertible Notes (as determined pursuant to the terms of the applicable Convertible Notes).

On October 3, 2025, the Company completed a series of privately negotiated repurchases and cancellations of an aggregate amount of $42.9 million U.S. Notes in exchange for $24.6 million in cash and 898,134 ADSs.

For details on the fair value on Convertible Notes, see Note 18 "*Financial instruments per category*".

(in thousands of U.S. dollars unless otherwise stated)

26. Provisions

	Restructuring
At January 1, 2025	**33,061**
Charged to the consolidated statement of operations:	
- Additional provisions recognized	5,256
- Unwinding of discount effect	573
- Reversal of non-utilized amounts	(1,721)
Amounts used during the year	(18,847)
Charged to other comprehensive loss:	
- Exchange differences	1,738
At December 31, 2025	**20,060**
Non-current	2,697
Current	17,363

Restructuring

The restructuring provisions recorded in 2025 were principally related to organizational restructuring.

The restructuring provisions recorded in 2024 were principally related to decommissioning and other exit costs for the closure of the production facility in Singapore. The remaining amounts relating to the closure of the facility are expected to be paid throughout 2026 and into the first quarter of 2027. The Group also recorded provisions related to organizational restructuring. The main part of the organizational restructuring plan was drawn up and announced to the employees during 2024, with some additional parts being announced and recorded as expense during 2025.

During the year ended December 31, 2025, the Group had $8.6 million in cash outflows relating to organizational restructuring and $10.2 million in cash outflows relating to the closure of the production facility in Singapore.

27. Other current liabilities

	2025	2024
Value added tax	8,621	5,290
Employee withholding taxes	2,333	1,943
Derivatives	—	2
Other	222	763
Total	**11,176**	**7,998**

28. Accrued expenses

	2025	2024
Accrued variable consideration	32,322	24,549
Accrued personnel expenses	28,709	24,284
Accrued logistic expenses	10,940	10,762
Accrued production expenses	7,797	12,701
Accrued marketing and sales expenses	6,739	9,218
Other accrued expenses	21,425	22,205
Total	**107,932**	**103,719**

29. Related party disclosures

Entity with significant influence over the Group

CR Verlinvest Health Investment Limited (Org No 2380741), headquartered in Hong Kong, the People's Republic of China, owns 43.5% of the ordinary shares in the Group (2024: 45.4%). Related parties are CR Verlinvest Health Investment Limited and its subsidiaries, as well as the Board of Directors and key management (senior executives and their associates) in the Group. Information about key management compensation is found in Note 7 "*Employee and personnel costs*".

Subsidiaries

Interests in subsidiaries are set out in Note 13 "*Investments in subsidiaries*".

Transactions with related parties

For 2025, $1.2 million (2024: $1.4 million, 2023: $1.0 million) has been recognized in the consolidated statement of operations for compensation to the Board of Directors.

On April 18, 2023 the Company issued Convertible Notes to related parties, Nativus Company Limited and Verlinvest with a fair value of $174.0 million. As of December 31, 2025, the fair value of the outstanding Convertible Notes to related parties amounted to $182.1 million. The Convertible Notes were issued with the terms and conditions described in Note 25 "*Interest-bearing loans and borrowings*".

(in thousands of U.S. dollars unless otherwise stated)

30. Changes in liabilities attributable to financing activities

	Leases	Nordic Bonds	Liabilities to credit institutions	Convertible Notes	Total
Balance at January 1, 2023	**99,108**	**—**	**52,590**	**—**	**151,698**
Cash flows	(11,411)	—	61,985	324,950	375,524
Non-cash flows:					
Addition – leases	21,341	—	—	—	21,341
Foreign exchange adjustments	2,844	—	407	—	3,251
Fair value changes (including interest expenses) recognized in the consolidated statement of operations	—	—	—	(74,078)	(74,078)
Change in fair value recognized in consolidated statement of comprehensive loss	—	—	—	72,656	72,656
Remeasurement - leases[(1)]	(17,886)	—	—	—	(17,886)
Other changes	(4,994)	—	5,323	—	329
Balance at December 31, 2023	**89,002**	**—**	**120,305**	**323,528**	**532,835**
Cash flows	(19,645)	—	(2,678)	—	(22,323)
Non-cash flows:					
Addition – leases	2,880	—	—	—	2,880
Foreign exchange adjustments	(2,027)	—	840	—	(1,187)
Fair value changes (including interest expenses) recognized in the consolidated statement of operations	—	—	—	867	867
Cancellation - leases[(2)]	(25,118)	—	—	—	(25,118)
Other changes	(9)	—	3,506	—	3,497
Balance at December 31, 2024	**45,083**	**—**	**121,973**	**324,395**	**491,451**
Cash flows	(11,945)	175,415	(130,521)	(24,629)	8,320
Non-cash flows:					
Addition – leases	1,258	—	—	—	1,258
Foreign exchange adjustments	3,301	4,280	(1,745)	—	5,836
Fair value changes (including interest expenses) recognized in the consolidated statement of operations	—	—	—	30,739	30,739
Change in fair value recognized in consolidated statement of comprehensive loss	—	—	—	16,355	16,355
Separation of embedded derivative	—	3,075	—	—	3,075
Fair value change embedded derivative recognized in the consolidated statement of operations	—	72	—	—	72
Repurchase of U.S. Notes	—	—	—	(13,715)	(13,715)
Other changes[(3)]	(511)	4,217	13,138	—	16,844
Balance at December 31, 2025	**37,186**	**187,059**	**2,845**	**333,145**	**560,235**

(1) Remeasurement related to change of lease term due to the decision to discontinue the construction of the production facility in Peterborough, UK.

(2) Cancellation is primarily related to terminated lease contract due to the continued exit of the production facility in Peterborough, UK.

(3) Other changes in liabilities to credit institutions includes transaction costs of $10.4 million that were expensed when the TLB agreement was extinguished on October 3, 2025. See Note 25 "*Interest-bearing loans and borrowings*" for further details.

The Group classifies interest paid as cash flows from operating activities.

(in thousands of U.S. dollars unless otherwise stated)

31. Loss per share

The Company calculates loss per share by dividing loss for the period attributable to the shareholders of the parent by the weighted average number of ordinary shares outstanding during the period (net of treasury shares).

	2025	2024	2023
Loss for the year, attributable to the shareholders of the parent	(152,771)	(201,949)	(416,874)
Weighted average number of shares	607,525,897	596,886,163	593,600,863
Basic and diluted loss per share, U.S. $	**(0.25)**	**(0.34)**	**(0.70)**
Weighted average number of ADS (1 ADS representing 20 ordinary shares)[(1)]	30,376,295	29,844,308	29,680,043
Basic and diluted loss per ADS, U.S. $	**(5.03)**	**(6.77)**	**(14.05)**

(1) On February 18, 2025, the Company completed a ratio change whereby the ratio of its ADSs to ordinary shares was changed from one ADS representing one ordinary share to one ADS representing twenty ordinary shares. The weighted average number of ADSs has been calculated by dividing the weighted average number of shares by 20, even though the actual number of outstanding ADSs is lower since not all of the ordinary shares in the Company are represented by ADSs. For further details on the ADS Ratio Change, see Note 2 "*Summary of accounting policies*".

Potential dilutive securities that were not included in the diluted loss per share calculations because they would be anti-dilutive were as follows:

	2025	2024	2023
Restricted stock units representing ordinary shares	32,430,060	16,403,397	8,415,816
Stock options representing ordinary shares	9,296,760	11,606,280	21,289,191
Convertible Notes [(1)]	359,462,635	400,616,344	400,616,344

(1) The number of potential dilutive shares from the Convertible Notes are calculated assuming the most advantageous conversion price from the standpoint of the holder and assuming all capitalized interest at maturity will be settled with shares or ADSs, and after considering the repurchases and cancellations of an aggregate amount of $42.9 million Convertible Notes that occurred on October 3, 2025. For further details on the Convertible Notes, the conversion price reset mechanism and the repurchases and cancellations see Note 25 "*Interest-bearing loans and borrowings*".

Refer to Note 8 "*Share-based compensation*" for a description of RSUs and stock options.

32. Commitments and Contingencies

Commitments

Minimum purchase commitments

The Group has several supplier contracts primarily for production and packaging services where minimum purchase commitments exist in the contract terms. The commitments are associated with contracts that are enforceable and legally binding and that specify significant terms, including fixed or minimum services to be purchased and fixed, minimum or variable price provisions. For the twelve months ended December 31, 2025, volume adjustments related to co-packer arrangements in Europe & International and North America resulted in volume shortfall expenses of $13.9 million. The shortfall expenses are presented in cost of goods sold in the consolidated statement of operations.

Leases

The future cash outflows relating to leases that have not yet commenced are disclosed in Note 16 "*Leases*".

Legal contingencies

From time to time, the Company may be involved in various claims and legal proceedings related to claims arising out of the operations. In July and September 2021, three securities class action complaints were filed under the captions *Jochims v. Oatly Group AB et al*., Case No. 1:21-cv-06360-AKH, *Bentley v. Oatly Group AB et al*., Case No. 1:21-cv-06485-AKH, and *Kostendt v. Oatly Group AB et al*., Case No. 1:21-cv-07904-AKH, in the United States District Court for the Southern District of New York against the Company and certain of its officers and directors. Those actions were consolidated under the caption *In re Oatly Group AB Securities Litigation*, Consolidated Civil Action No. 1:21-cv-06360-AKH. The operative consolidated complaint alleged violations of the Securities Exchange Act of 1934, SEC Rule 10b-5, and the Securities Act of 1933. In February 2022, a securities class action complaint was filed under the caption *Hipple v. Oatly Group AB et al*., Index No. 151432/2022 in the New York County Supreme Court against the Company and certain of its officers and directors, alleging violations of the Securities Act of 1933. In May 2022, the New York County Supreme Court granted a stay of *Hipple v. Oatly Group AB et al*. pending final adjudication of *In re Oatly Group AB Securities Litigation*. In October 2023, the parties reached a settlement in principle of both matters requiring the Company to pay $9.25 million, which was contingent upon court approval, among other things. In July 2024 the United States District Court for the Southern District of New York approved the settlement of *In re Oatly Group AB Securities Litigation,* and in August 2024, the New York County Supreme Court approved the settlement of *Hipple v. Oatly Group AB et al*., effectively concluding all pending class actions.

Exhibit 2.1

DESCRIPTION OF THE REGISTRANT'S SECURITIES REGISTERED PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED

The following description of the capital stock of Oatly Group AB (the "Company", "we", "us", and "our") and certain provisions of our articles of association as amended on March 6, 2023, is not intended to be a complete summary of the rights and preferences of such securities and is qualified in its entirety by reference to the full text of the articles of association, a copy of which has been filed with the Securities and Exchange Commission ("SEC"). You are encouraged to read the applicable provisions of Swedish law and the articles of association in their entirety for a complete description of the rights and preferences of our securities. Further, please note that as a holder of American Depositary Shares ("ADSs"), you will not be treated as one of our shareholders and will not have any shareholder rights.

Ordinary Shares

As of December 31, 2025, there were 624,500,001 issued and ordinary shares outstanding, and the par value per share was SEK 0.0015. In addition, the Company had 891,459 treasury shares as of December 31, 2025. All of our outstanding ordinary shares have been validly issued, fully paid and non-assessable and are not redeemable and do not have any preemptive rights other than under the Swedish Companies Act as described below. In accordance with our articles of association, all of the ordinary shares are in one class of shares, denominated in SEK. Pursuant to our articles of association, as amended on March 6, 2023, our share capital shall be no less than SEK 850,000 and no more than SEK 3,400,000 and the number of shares in the Company shall be no less than 500,000,000 and no more than 2,000,000,000.

The development in the number of shares since January 1, 2020, is shown below.

Date	Transaction	Nominal Value (SEK)	Share class	Subscription Price per Share (SEK)	Increase in Number of Shares	Increase in Share Capital (SEK)	Total Number of Shares	Total Share Capital (SEK)
2020-07-21	Share issue	0.01	Ordinary shares of class B	1,073.84	1,733,252	17,332.52	17,840,959	178,409.59
2021-03-15	Bonus issue (increase of share capital)	0.04	N/A	N/A	N/A	535,228.77	17,840,959	713,638.36
2021-05-04	Share split and removal of share classes	0.0014814814814 81480	Ordinary Shares	N/A	463,864,934	N/A	481,705,893	713,638.36
2021-05-20	Redemption and bonus issue	0.0015	Ordinary Shares	N/A	58,215 (decrease)	8,833.157	481,647,678	722,471.517
2021-05-20	Share issue	0.0015	Ordinary Shares	141.7035	6,124,004	9,186.006	487,771,682	731,657.523
2021-05-20	Share issue	0.0015	Ordinary Shares	0.0015	64,688,000	97,032.00	552,459,682	828,689.523
2021-05-20	Share issue (warrants)	0.0015	Ordinary Shares	N/A	39,317,319	58,975.9785	591,777,001	887,665.5015
2022-05-09	Share issue (warrants)	0.0015	Ordinary Shares	0.0015	617,060	925.59	592,394,061	888,591.0915
2022-05-09	Share issue (warrants)	0.0015	Ordinary Shares	0.0015	32,940	49.41	592,427,001	888,640.5015
2023-05-08	Share issue (warrants)	0.0015	Ordinary Shares	0.0015	2,882,164	4,323.246	595,309,165	892,963.7475
2024-05-03	Share issue (warrants)	0.0015	Ordinary Shares	0.0015	3,667,255	5,500.8825	598,976,420	898,464.63
2025-05-12	Share issue (warrants)	0.0015	Ordinary Shares	0.0015	8,452,360	12,678.54	607,428,780	911,143.17
2025-10-02	Share issue (warrants)	0.0015	Ordinary Shares	0.0015	17,962,680	26,944.02	625,391,460[1]	938,087.19

(1) Includes 891,459 shares issued, but not outstanding, which are held as treasury shares in connection with our 2021 Incentive Award Plan (the "2021 Plan").

Below are summaries of the material provisions of our articles of association and of related material provisions of the Swedish Companies Act.

Articles of Association

Object of the Company

Our object is set forth in Section 3 of our articles of association and is to own and manage real property, chattels and securities, either directly or through subsidiaries. We shall also coordinate the business conducted by our subsidiaries and/or other group or affiliated companies and conduct other ancillary activities.

Powers of the Directors

Our Board of Directors shall direct our policy and shall supervise the performance of our Chief Executive Officer and his or her actions. Our Board of Directors may exercise all powers that are not required under the Swedish Companies Act or under our articles of association to be exercised or taken by our shareholders.

Number of Directors

Our articles of association provide that our Board of Directors shall consist of three to thirteen members with no more than five deputy board members. Our Board of Directors currently has eleven members (including two employee representatives) and two deputy board members (including two deputy employee representatives).

Rights Attached to Shares

All of the ordinary shares have equal rights to our assets and earnings and are entitled to one vote at the general meeting. At the general meeting, every shareholder may vote to the full extent of their shares held or represented, without limitation. Each ordinary share entitles the shareholder to the same preferential rights related to issues of shares, warrants and convertible bonds relative to the number of shares they own and have equal rights to dividends and any surplus capital upon liquidation. Shareholders' rights can only be changed in accordance with the procedures set out in the Swedish Companies Act. Transfers of shares are not subject to any restrictions.

Exclusive Forum

Our articles of association provide that unless we consent in writing to the selection of an alternative forum and without any infringement on Swedish forum provisions and without applying Chapter 7, Section 54 of the Swedish Companies Act, the United States District Court for the Southern District of New York shall be the sole and exclusive forum for resolving any complaint filed in the United States asserting a cause of action arising under the Securities Act (the "Federal Forum Provision"). We recognize that the Federal Forum Provision may impose additional litigation costs on shareholders in pursuing any such claims, particularly if the shareholders do not reside in or near the State of New York. Additionally, the Federal Forum Provision may limit our shareholders' ability to bring a claim in a U.S. judicial forum that they find favorable for disputes with us or our directors, officers or employees, which may discourage the filing of lawsuits against us and our directors, officers and employees, even though an action, if successful, might benefit our shareholders. It is possible that a court could find the Federal Forum Provision to be inapplicable or unenforceable. The enforceability of similar choice of forum provisions has been challenged in legal proceedings.

To the extent that any such claims may be based upon federal law claims, Section 27 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") creates exclusive federal jurisdiction over all suits brought to enforce any duty or liability created by the Exchange Act or the rules and regulations thereunder. Furthermore, Section 22 of the Securities Act of 1933, as amended (the "Securities Act") creates concurrent jurisdiction for federal and state courts over all suits brought to enforce any duty or liability created by the Securities Act or the rules and regulations thereunder. Accordingly, actions by our shareholders to enforce any duty or liability created by the Exchange Act, the Securities Act or the respective rules and regulations thereunder must be brought in a federal court in the city of New York. Our shareholders will not be deemed to have waived our compliance with the federal securities laws and the regulations promulgated thereunder.

Preemptive Rights

Under the Swedish Companies Act, shareholders of any class of shares will generally have a preemptive right to subscribe for shares or warrants issued of any class in proportion to their shareholdings. Shareholders will have preferential rights to subscribe for new shares in proportion to the number of shares they own. If an offering is not fully subscribed for based on subscription rights, shares may be allocated to subscribers without subscription rights. The preemptive right to subscribe does not apply in respect of shares issued for consideration by payment in kind or of shares issued pursuant to convertible debentures or warrants previously issued by the company.

The preemptive right to subscribe for new shares may be set aside. A share issue with deviation from the shareholders' preemptive rights may be resolved either by the shareholders at a general meeting, or by the Board of Directors if the board resolution is preceded by an authorization therefor from the general meeting. A resolution to issue shares with deviation from the shareholders' preemptive rights and a resolution to authorize the Board of

Directors to do the same must be passed by two-thirds of both the votes cast and the shares represented at the general meeting resolving on the share issue or the authorization of the Board of Directors.

Voting at Shareholder Meetings

Under the Swedish Companies Act, shareholders entered into the shareholders' register as of the record date are entitled to vote at a general meeting (in person or by appointing a proxy holder). In accordance with our articles of association, shareholders must give notice of their intention to attend the general meeting no later than the date specified in the notice. Shareholders who have their shares registered through a nominee and wish to exercise their voting rights at a general meeting must request to be temporary registered as a shareholder and entered into the shareholders' register at the record date.

Shareholder Meetings

We are required to hold an annual general meeting of shareholders each year on such day and at such place as the directors may determine. The general meeting of shareholders is our highest decision-making body and serves as an opportunity for our shareholders to make decisions regarding our affairs. Shareholders who are registered in the share register held by Euroclear Sweden AB six banking days before the meeting and have notified us no later than the date specified in the notice described below have the right to participate at our general meetings, either in person or by a representative. All shareholders have the same participation and voting rights at general meetings. At the annual general meeting, inter alia, members of the Board of Directors are elected, and a vote is held on whether each individual board member and the Chief Executive Officer will be discharged from any potential liabilities for the previous fiscal year. Auditors are elected as well. Decisions are made concerning adoption of annual reports, allocation of earnings, fees for the Board of Directors and the auditors and other essential matters that require a decision by the meeting. Most decisions require a simple majority but the Swedish Companies Act dictates other thresholds in certain instances. See "*Shareholder Vote on Certain Transactions*".

Shareholders have the right to ask questions to our Board of Directors and managers at general meetings that pertain to the business of the company and also have an issue brought forward at the general meeting. In order for us to include the issue in the notice of the annual general meeting, a request of issue discussion must be received by us normally seven weeks before the meeting. Any request for the discussion of an issue at the annual general meeting shall be made to the Board of Directors and any request within the nominating, corporate governance and sustainability committee's competence shall be made to the nominating, corporate governance and sustainability committee. The Board of Directors shall convene an extraordinary general meeting if shareholders who together represent at least 10% of all shares in the company so demand in writing to discuss or resolve on a specific issue.

The arrangements for the calling of general meetings are described below in "*Annual General Meeting*" and "*Special Meeting*".

Notices

The Swedish Companies Act requirements for notice are described below in "*Notices*".

Subject to our articles of association, we must publish the full notice of a general meeting on our website and in the Swedish Official Gazette, and must also publish in Dagens Industri, a daily Swedish newspaper, that such notice has been published. The notice of the annual general meeting will be published six to four weeks before the meeting. The notice must include an agenda listing each item that shall be voted upon at the meeting. The notice of any extraordinary general meetings will be published six to three weeks before the meeting.

Record Date

Under the Swedish Companies Act, in order for a shareholder to participate in a shareholders' meeting, the shareholder must have its shares registered in its own name in the share register on the sixth banking day prior to the date of the general meeting. In accordance with Section 9 of our articles of association, shareholders must give notice of their intention to attend the shareholders' meeting no later than the date specified in the notice.

Amendments to the Articles of Associations

Under the Swedish Companies Act, an amendment of our articles of association requires a resolution passed at a shareholders' meeting. The number of votes required for a valid resolution depends on the type of amendment, however, any amendment must be approved by not less than two-thirds of the votes cast and the shares represented at the meeting. The Board of Directors is not allowed to make amendments to the articles of association absent shareholder approval.

Provisions Restricting Change in Control of Our Company

Neither our articles of association nor the Swedish Companies Act contains any restrictions on change of control.

Number of Directors

Under the Swedish Companies Act, a public company shall have a Board of Directors consisting of at least three board members. At least half of the directors shall be resident within the European Economic Area (unless otherwise approved by the Swedish Companies Registration Office). The actual number of board members shall be determined by a shareholders' meeting, within the limits set out in the company's articles of association.

Removal of Directors

Under the Swedish Companies Act, directors appointed at a general meeting may be removed by a resolution adopted at a general meeting, upon the affirmative vote of a simple majority of the votes cast.

Vacancies on the Board of Directors

Under the Swedish Companies Act, if a board member's tenure should terminate prematurely, the other members of the Board of Directors shall take measures to appoint a new director for the remainder of the term, unless the outgoing board member was an employee representative. If the outgoing board member was elected by the shareholders, then the election of a new board member may be deferred until the time of the next annual general meeting, providing there are enough remaining board members to constitute a quorum.

Annual General Meeting

Under the Swedish Companies Act, within six months of the end of each fiscal year, the shareholders shall hold an ordinary general meeting (annual general meeting) at which the Board of Directors shall present the annual report and auditor's report and, for a parent company which is obliged to prepare group accounts, the group accounts and the auditor's report for the group. Section 9 of the company's articles of association state that general meetings shall be held in Malmö or Stockholm, as decided by the Board of Directors. The minutes of a shareholders' meeting must be available on the company's website no later than two weeks after the meeting.

Special Meeting

Under the Swedish Companies Act, the Board of Directors may convene an extraordinary general meeting whenever it believes reason exists to hold a general meeting prior to the next ordinary general meeting. The Board of Directors shall also convene an extraordinary general meeting when an auditor of the company or owners of not less than one-tenth of all shares in the company demand in writing that such a meeting be convened to address a specified matter.

Notices

Under the Swedish Companies Act, a general meeting of shareholders must be preceded by a notice. The notice of the annual general meeting of shareholders must be issued no sooner than six weeks and no later than four weeks before the date of an annual general meeting. In general, notice of other extraordinary general meetings must be issued no sooner than six weeks and no later than three weeks before the meeting. Listed public limited companies must always notify shareholders of a general meeting by advertisement in the Swedish Official Gazette and on the company's website.

Preemptive Rights

Under the Swedish Companies Act, shareholders of any class of shares have a preemptive right *(Sw. företrädesrätt)* to subscribe for shares issued of any class in proportion to their shareholdings. The preemptive right to subscribe does not apply in respect of shares issued for consideration other than cash or of shares issued pursuant to convertible debentures or warrants previously granted by the company. The preemptive right to subscribe for new shares may also be set aside by a resolution passed by two-thirds of the votes cast and shares represented at the shareholders' meeting resolving upon the issue.

Shareholder Vote on Certain Transactions

In matters that do not relate to elections and are not otherwise governed by the Swedish Companies Act or the articles of association, resolutions shall be adopted at the general meeting by a simple majority of the votes cast. In the event of a tied vote, the chairperson shall have the casting vote. For matters concerning securities of the company, such as new share issuances, and other transactions such as private placements, mergers and a change from a public to a private company (or vice-versa), the articles of association may only prescribe thresholds which are greater than those provided in the Swedish Companies Act.

Unless otherwise prescribed in the articles of association, the person who receives the most votes in an election shall be deemed elected. In general, a resolution involving the alteration of the articles of association shall be valid only when supported by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the general meeting. The Swedish Companies Act lays out numerous exceptions for which a higher threshold applies, including restrictions on certain rights of shareholders, limits on the number of shares shareholders may vote at the general meeting and changes in the legal relationship between shares.

Listing

Our ADSs have been approved for listing on Nasdaq under the symbol "OTLY".

American Depositary Receipts

JPMorgan Chase Bank, N.A., as depositary, registers and delivers the ADSs. Each ADS represents an ownership interest in a designated number or percentage of shares deposited with the custodian, as agent of the depositary, under the deposit agreement among ourselves, the depositary, the ADR holders, and all beneficial owners of an interest in the ADSs evidenced by ADRs from time to time.

The depositary's office is located at 270 Park Avenue, Floor 8, New York, NY 10017.

The ADS to share ratio is subject to amendment as provided in the form of ADR (which may give rise to fees contemplated by the form of ADR). Each ADS also represents any securities, cash or other property deposited with the depositary.

A beneficial owner is any person or entity having a beneficial ownership interest in ADSs. A beneficial owner need not be the holder of the ADR evidencing such ADS. If a beneficial owner of ADSs is not an ADR holder, it must rely on the holder of the ADR(s) evidencing such ADSs in order to assert any rights or receive any benefits under the deposit agreement. A beneficial owner shall only be able to exercise any right or receive any benefit under the deposit agreement solely through the holder of the ADR(s) evidencing the ADSs owned by such beneficial owner. The arrangements between a beneficial owner of ADSs and the holder of the corresponding ADRs may affect the beneficial owner's ability to exercise any rights it may have.

An ADR holder shall be deemed to have all requisite authority to act on behalf of any and all beneficial owners of the ADSs evidenced by the ADRs registered in such ADR holder's name for all purposes under the deposit agreement and ADRs. The depositary's only notification obligations under the deposit agreement and the ADRs is to registered ADR holders. Notice to an ADR holder shall be deemed, for all purposes of the deposit agreement and the ADRs, to constitute notice to any and all beneficial owners of the ADSs evidenced by such ADR holder's ADRs.

Unless certificated ADRs are specifically requested, all ADSs will be issued on the books of our depositary in book-entry form and periodic statements will be mailed to you which reflect your ownership interest in such ADSs. In our description, references to American depositary receipts or ADRs shall include the statements you will receive which reflect your ownership of ADSs.

ADSs may be held either directly or indirectly through your broker or other financial institution. If ADSs are held directly, by having an ADS registered in the holders on the books of the depositary, the holder is an ADR holder. If the ADSs are held through a broker or financial institution nominee, the holder must rely on the procedures of such broker or financial institution to assert the rights of an ADR holder described in this section.

We do not treat an ADR holder or beneficial owner as a shareholder of ours and an ADR holder does not have any shareholder rights. Swedish law governs shareholder rights. Because the depositary or its nominee is the shareholder of record for the shares represented by all outstanding ADSs, shareholder rights rest with such record holder.

An ADR holder has the rights of an ADR holder or of a beneficial owner. A deposit agreement among us, the depositary and all ADR holders, and beneficial owners from time to time of ADRs issued under the deposit agreement and, in the case of a beneficial owner, from the arrangements between the beneficial owner and the holder of the corresponding ADRs sets out ADR holder rights as well as the rights and obligations of the depositary.

Because the depositary or its nominee is actually the registered owner of the shares, all ADR holders must rely on it to exercise the rights of a shareholder on an ADR holder's behalf. The deposit agreement, the ADRs and the ADSs are governed by New York law. Under the deposit agreement, as an ADR holder or a beneficial owner of ADSs, you agree that any legal suit, action or proceeding against or involving us or the depositary, arising out of or based upon the deposit agreement, the ADSs or the transactions contemplated thereby, may only be instituted in a state or federal court in New York, New York, and you irrevocably waive any objection which you may have to the laying of venue of any such proceeding and irrevocably submit to the exclusive jurisdiction of such courts in any such suit, action or proceeding.

The following is a summary of what we believe to be the material terms of the deposit agreement. Notwithstanding this, because it is a summary, it may not contain all the information that you may otherwise deem important. For more complete information, all holders should read the entire deposit agreement and the form of ADR which has been filed as an exhibit to our Annual Report on Form 20-F for the year ended December 31, 2024, and the form of ADR attached thereto.

Share Dividends and Other Distributions

The depositary has agreed that, to the extent practicable, it will pay to ADS holders the cash dividends or other distributions it or the custodian receives on shares or other deposited securities, after converting any cash received into U.S. dollars (if it determines such conversion may be made on a reasonable basis) and, in all cases, making any necessary deductions provided for in the deposit agreement. An ADS holder will receive these distributions in proportion to the number of underlying securities that its ADSs represent.

Except as stated below, the depositary will deliver such distributions to ADR holders in proportion to their interests in the following manner:

- *Cash.* The depositary will distribute any U.S. dollars available to it resulting from a cash dividend or other cash distribution or the net proceeds of sales of any other distribution or portion thereof (to the extent applicable), on an averaged or other practicable basis, subject to (i) appropriate adjustments for taxes withheld, (ii) such distribution being impermissible or impracticable with respect to certain registered ADR holders, and (iii) deduction of the depositary's and/or its agents' expenses in (1) converting any foreign currency to U.S. dollars to the extent that it determines that such conversion may be made on a reasonable basis, (2) transferring foreign currency or U.S. dollars to the United States by such means as the depositary may determine to the extent that it determines that such transfer may be made on a reasonable basis, (3) obtaining any approval or license of any governmental authority required for such conversion or transfer, which is obtainable at a reasonable cost and within a reasonable time and (4) making any sale by public or private means in any commercially reasonable manner. If exchange rates fluctuate during a time when the depositary cannot convert a foreign currency, you may lose some or all of the value of the distribution.

- *Shares.* In the case of a distribution in shares, the depositary will issue additional ADRs to evidence the number of ADSs representing such shares. Only whole ADSs will be issued. Any shares which would result in fractional ADSs will be sold and the net proceeds will be distributed in the same manner as cash to the ADR holders entitled thereto.

- *Rights to receive additional shares.* In the case of a distribution of rights to subscribe for additional shares or other rights, if we timely provide evidence satisfactory to the depositary that it may lawfully distribute such rights, the depositary will distribute warrants or other instruments in the discretion of the depositary representing such rights. However, if we do not timely furnish such evidence, the depositary may:

  (i) sell such rights if practicable and distribute the net proceeds in the same manner as cash to the ADR holders entitled thereto; or

  (ii) if it is not practicable to sell such rights by reason of the non-transferability of the rights, limited markets therefor, their short duration or otherwise, do nothing and allow such rights to lapse, in which case ADR holders will receive nothing and the rights may lapse. We have no obligation to file a registration statement under the Securities Act, in order to make any rights available to ADR holders.

- *Other Distributions.* In the case of a distribution of securities or property other than those described above, the depositary may either (i) distribute such securities or property in any manner it deems equitable and practicable or (ii) to the extent the depositary deems distribution of such securities or property not to be equitable and practicable, sell such securities or property and distribute any net proceeds in the same way it distributes cash.

- *Elective Distributions.* In the case of a dividend payable at the election of our shareholders in cash or in additional shares, we will notify the depositary at least 30 days prior to the proposed distribution stating whether or not we wish such elective distribution to be made available to ADR holders. The depositary shall make such elective distribution available to ADR holders only if (i) we shall have timely requested that the elective distribution is available to ADR holders, (ii) the depositary shall have determined that such distribution is reasonably practicable and (iii) the depositary shall have received satisfactory documentation within the terms of the deposit agreement including any legal opinions of counsel that the depositary in its reasonable discretion may request. If the above conditions are not satisfied, the depositary shall, to the extent permitted by law, distribute to the ADR holders, on the basis of the same determination as is made in the local market in respect of the shares for which no election is made, either (x) cash or (y) additional ADSs representing such additional shares. If the above conditions are satisfied, the depositary shall establish procedures to enable ADR holders to elect the receipt of the proposed dividend in cash or in additional ADSs. There can be no assurance that ADR holders or beneficial owners of ADSs generally, or any ADR holder or beneficial owner of ADSs in particular, will be given the opportunity to receive elective distributions on the same terms and conditions as the holders of shares.

If the depositary determines in its discretion that any distribution described above is not practicable with respect to any specific registered ADR holder, the depositary may choose any method of distribution that it deems practicable for such ADR holder, including the distribution of foreign currency, securities or property, or it may retain such items, without paying interest on or investing them, on behalf of the ADR holder as deposited securities, in which case the ADSs will also represent the retained items.

Any U.S. dollars will be distributed by checks drawn on a bank in the United States for whole dollars and cents. Fractional cents will be withheld without liability and dealt with by the depositary in accordance with its then current practices.

The depositary is not responsible if it fails to determine that any distribution or action is lawful or reasonably practicable.

There can be no assurance that the depositary will be able to convert any currency at a specified exchange rate or sell any property, rights, shares or other securities at a specified price, nor that any of such transactions can be completed within a specified time period. All purchases and sales of securities will be handled by the depositary in accordance with its then current policies, which are currently set forth on the "Disclosures" page (or successor page) of www.adr.com (as updated by the depositary from time to time, "ADR.com").

Deposit, Withdrawal and Cancellation

The depositary will issue ADSs if an ADS holder or its broker deposit shares or evidence of rights to receive shares with the custodian and pay the fees and expenses owing to the depositary in connection with such issuance.

Shares deposited in the future with the custodian must be accompanied by certain delivery documentation and shall, at the time of such deposit, be registered in the name of JPMorgan Chase Bank, N.A., as depositary for the benefit of holders of ADRs or in such other name as the depositary shall direct.

The custodian will hold all deposited shares for the account and to the order of the depositary, in each case for the benefit of ADR holders, to the extent not prohibited by law. ADR holders and beneficial owners thus have no direct ownership interest in the shares and only have such rights as are contained in the deposit agreement. The custodian will also hold any additional securities, property and cash received on or in substitution for the deposited shares. The deposited shares and any such additional items are referred to as "deposited securities".

Deposited securities are not intended to, and shall not, constitute proprietary assets of the depositary, the custodian or their nominees. Beneficial ownership in deposited securities is intended to be, and shall at all times during the term of the deposit agreement continue to be, vested in the beneficial owners of the ADSs representing such deposited securities. Notwithstanding anything else contained herein, in the deposit agreement, in the form of ADR and/or in any outstanding ADSs, the depositary, the custodian and their respective nominees are intended to be, and shall at all times during the term of the deposit agreement be, the record holder(s) only of the deposited securities represented by the ADSs for the benefit of the ADR holders. The depositary, on its own behalf and on behalf of the custodian and their respective nominees, disclaims any beneficial ownership interest in the deposited securities held on behalf of the ADR holders.

Upon each deposit of shares, receipt of related delivery documentation and compliance with the other provisions of the deposit agreement, including the payment of the fees and charges of the depositary and any taxes or other fees or charges owing, the depositary will issue an ADR or ADRs in the name or upon the order of the person entitled thereto evidencing the number of ADSs to which such person is entitled. All of the ADSs issued will, unless specifically requested to the contrary, be part of the depositary's direct registration system, and a registered holder will receive periodic statements from the depositary which will show the number of ADSs registered in such holder's name. An ADR holder can request that the ADSs not be held through the depositary's direct registration system and that a certificated ADR be issued.

When an ADR holders turns in its ADR certificate at the depositary's office, or when an ADR holder provides proper instructions and documentation in the case of direct registration ADSs, the depositary will, upon payment of certain applicable fees, charges and taxes, deliver the underlying shares to the ADR holder or upon the ADR holder's written order. At your risk, expense and request, the depositary may deliver deposited securities at such other place as you may request.

The depositary may only restrict the withdrawal of deposited securities in connection with:

- temporary delays caused by closing our transfer books or those of the depositary or the deposit of shares in connection with voting at a shareholders' meeting, or the payment of dividends;
- the payment of fees, taxes and similar charges; or
- compliance with any U.S. or foreign laws or governmental regulations relating to the ADRs or to the withdrawal of deposited securities.

This right of withdrawal may not be limited by any other provision of the deposit agreement.

Record Dates

The depositary may, after consultation with us if practicable, fix record dates (which, to the extent applicable, shall be as near as practicable to any corresponding record dates set by us) for the determination of the registered ADR holders who will be entitled (or obligated, as the case may be):

- to receive any distribution on or in respect of deposited securities,
- to give instructions for the exercise of voting rights at a meeting of holders of shares,
- to pay any fees, expenses or charges assessed by, or owing to, the depositary for administration of the ADR program as provided for in the ADR, or
- to receive any notice or to act in respect of other matters,

all subject to the provisions of the deposit agreement.

Voting Rights

An ADR holder may instruct the depositary how to exercise the voting rights for the shares which underlie its ADSs. As soon as practicable after receipt from us of notice of any meeting at which the holders of shares are entitled to vote, or of our solicitation of consents or proxies from holders of shares, the depositary shall fix the ADS record date in accordance with the provisions of the deposit agreement, provided that if the depositary receives a written request from us in a timely manner and at least 30 days prior to the date of such vote or meeting, the depositary shall, at our expense, distribute to the registered ADR holders a "voting notice" stating (i) final information particular to such vote and meeting and any solicitation materials, (ii) that each ADR holder on the record date set by the depositary will, subject to any applicable provisions of Swedish law, be entitled to instruct the depositary as to the exercise of the voting rights, if any, pertaining to the deposited securities represented by the ADSs evidenced by such ADR holder's ADRs and (iii) the manner in which such instructions may be given, including instructions for giving a discretionary proxy to a person designated by us. Each ADR holder shall be solely responsible for the forwarding of voting notices to the beneficial owners of ADSs registered in such ADR holder's name. There is no guarantee that ADR holders and beneficial owners generally or any holder or beneficial owner in particular will receive the notice described above with sufficient time to enable such ADR holder or beneficial owner to return any voting instructions to the depositary in a timely manner.

Following actual receipt by the ADR department responsible for proxies and voting of ADR holders' instructions (including, without limitation, instructions of any entity or entities acting on behalf of the nominee for DTC), the depositary shall, in the manner and on or before the time established by the depositary for such purpose, endeavor to vote or cause to be voted the deposited securities represented by the ADSs evidenced by such ADR holders' ADRs in accordance with such instructions insofar as practicable and permitted under the provisions of or governing deposited securities.

ADR holders are strongly encouraged to forward their voting instructions to the depositary as soon as possible. For instructions to be valid, the ADR department of the depositary that is responsible for proxies and voting must receive them in the manner and on or before the time specified, notwithstanding that such instructions may have been physically received by the depositary prior to such time. The depositary will not itself exercise any voting discretion in respect of deposited securities. The depositary and its agents will not be responsible for any failure to carry out any instructions to vote any of the deposited securities, for the manner in which any voting instructions are given, including instructions to give a discretionary proxy to a person designated by us, for the manner in which any vote is cast, including, without limitation, any vote cast by a person to whom the depositary is instructed to grant a discretionary proxy, or for the effect of any such vote. Notwithstanding anything contained in the deposit agreement or any ADR, the depositary may, to the extent not prohibited by any law, rule, or regulation, or by the rules, regulations or requirements of any stock exchange on which the ADSs are listed, in lieu of distribution of the materials provided to the depositary in connection with any meeting of or solicitation of consents or proxies from holders of deposited securities, distribute to the registered holders of ADRs a notice that provides such ADR holders with or otherwise publicizes to such ADR holders instructions on how to retrieve such materials or receive such materials upon request (i.e., by reference to a website containing the materials for retrieval or a contact for requesting copies of the materials).

There is no guarantee that you will receive voting materials in time to instruct the depositary to vote and it is possible that you, or persons who hold their ADSs through brokers, dealers or other third parties, will not have the opportunity to exercise a right to vote.

Reports and Other Communications

The depositary will make available for inspection by ADR holders at the offices of the depositary the deposit agreement, the provisions of or governing deposited securities, and any written communications from us which are both received by the custodian or its nominee as a holder of deposited securities and made generally available to the holders of deposited securities.

Additionally, if we make any written communications generally available to holders of our shares, and we furnish copies thereof (or English translations or summaries) to the depositary, it will distribute the same to registered ADR holders.

Fees and Expenses

The depositary may charge each person to whom ADSs are issued, including, without limitation, issuances against deposits of shares, issuances in respect of share distributions, rights and other distributions, issuances pursuant to a stock dividend or stock split declared by us or issuances pursuant to a merger, exchange of securities or any other transaction or event affecting the ADSs or deposited securities, and each person surrendering ADSs for withdrawal of deposited securities or whose ADRs are cancelled or reduced for any other reason, $5.00 for each 100 ADSs (or any portion thereof) issued, delivered, reduced, cancelled or surrendered, or upon which a share distribution or elective distribution is made or offered, as the case may be. The depositary may sell (by public or private sale) sufficient securities and property received in respect of a share distribution, rights and/or other distribution prior to such deposit to pay such charge.

The following additional charges shall also be incurred by the ADR holders, the beneficial owners, by any party depositing or withdrawing shares or by any party surrendering ADSs and/or to whom ADSs are issued (including, without limitation, issuance pursuant to a stock dividend or stock split declared by us or an exchange of stock regarding the ADSs or the deposited securities or a distribution of ADSs), whichever is applicable:

- a fee of U.S.$0.05 or less per ADS held for any cash distribution made, or for any elective cash/stock dividend offered, pursuant to the deposit agreement;
- an aggregate fee of U.S.$0.05 or less per ADS per calendar year (or portion thereof) for services performed by the depositary in administering the ADRs (which fee may be charged on a periodic basis during each calendar year and shall be assessed against holders of ADRs as of the record date or record dates set by the depositary during each calendar year and shall be payable in the manner described in the next succeeding provision);
- a fee for the reimbursement of such fees, charges and expenses as are incurred by the depositary and/or any of its agents (including, without limitation, the custodian and expenses incurred on behalf of ADR holders in connection with compliance with foreign exchange control regulations or any law or regulation relating to foreign investment) in connection with the servicing of the shares or other deposited securities, the sale of securities (including, without limitation, deposited securities), the delivery of deposited securities or otherwise in connection with the depositary's or its custodian's compliance with applicable law, rule or regulation (which fees and charges shall be assessed on a proportionate basis against ADR holders as of the record date or dates set by the depositary and shall be payable at the sole discretion of the depositary by billing such ADR holders or by deducting such charge from one or more cash dividends or other cash distributions);
- a fee for the distribution of securities (or the sale of securities in connection with a distribution), such fee being in an amount equal to the $0.05 per ADS issuance fee for the execution and delivery of ADSs which would have been charged as a result of the deposit of such securities (treating all such securities as if they were shares) but which securities or the net cash proceeds from the sale thereof are instead distributed by the depositary to those ADR holders entitled thereto;
- stock transfer or other taxes and other governmental charges;

- cable, telex and facsimile transmission and delivery charges incurred at your request in connection with the deposit or delivery of shares, ADRs or deposited securities;
- transfer or registration fees for the registration of transfer of deposited securities on any applicable register in connection with the deposit or withdrawal of deposited securities; and
- fees of any division, branch or affiliate of the depositary utilized by the depositary to direct, manage and/or execute any public and/or private sale of securities under the deposit agreement.

To facilitate the administration of various depositary receipt transactions, including disbursement of dividends or other cash distributions and other corporate actions, the depositary may engage the foreign exchange desk within JPMorgan Chase Bank, N.A. (the "Bank") and/or its affiliates in order to enter into spot foreign exchange transactions to convert foreign currency into U.S. dollars. For certain currencies, foreign exchange transactions are entered into with the Bank or an affiliate, as the case may be, acting in a principal capacity. For other currencies, foreign exchange transactions are routed directly to and managed by an unaffiliated local custodian (or other third party local liquidity provider), and neither the Bank nor any of its affiliates is a party to such foreign exchange transactions.

The foreign exchange rate applied to a foreign exchange transaction will be either (a) a published benchmark rate, or (b) a rate determined by a third party local liquidity provider, in each case plus or minus a spread, as applicable. The depositary will disclose which foreign exchange rate and spread, if any, apply to such currency on the "Disclosures" page (or successor page) of ADR.com. Such applicable foreign exchange rate and spread may (and neither the depositary, the Bank nor any of their affiliates is under any obligation to ensure that such rate does not) differ from rates and spreads at which comparable transactions are entered into with other customers or the range of foreign exchange rates and spreads at which the Bank or any of its affiliates enters into foreign exchange transactions in the relevant currency pair on the date of the foreign exchange transaction. Additionally, the timing of execution of a foreign exchange transaction varies according to local market dynamics, which may include regulatory requirements, market hours and liquidity in the foreign exchange market or other factors. Furthermore, the Bank and its affiliates may manage the associated risks of their position in the market in a manner they deem appropriate without regard to the impact of such activities on the depositary, us, holders or beneficial owners. The spread applied does not reflect any gains or losses that may be earned or incurred by the Bank and its affiliates as a result of risk management or other hedging related activity.

Notwithstanding the foregoing, to the extent we provide U.S. dollars to the depositary, neither the Bank nor any of its affiliates will execute a foreign exchange transaction as set forth herein. In such case, the depositary will distribute the U.S. dollars received from us.

Further details relating to the applicable foreign exchange rate, the applicable spread and the execution of foreign exchange transactions will be provided by the depositary on ADR.com. Each holder and beneficial owner by holding or owning an ADR or ADS or an interest therein, and we, each acknowledge and agree that the terms applicable to foreign exchange transactions disclosed from time to time on ADR.com will apply to any foreign exchange transaction executed pursuant to the deposit agreement.

We will pay all other charges and expenses of the depositary and any agent of the depositary (except the custodian) pursuant to agreements from time to time between us and the depositary.

The right of the depositary to receive payment of fees, charges and expenses survives the termination of the deposit agreement, and shall extend for those fees, charges and expenses incurred prior to the effectiveness of any resignation or removal of the depositary.

The fees and charges described above may be amended from time to time by agreement between us and the depositary.

The depositary may make available to us a set amount or a portion of the depositary fees charged in respect of the ADR program or otherwise upon such terms and conditions as we and the depositary may agree from time to time. The depositary collects its fees for issuance and cancellation of ADSs directly from investors depositing shares or surrendering ADSs for the purpose of withdrawal or from intermediaries acting for them. The depositary collects

fees for making distributions to investors by deducting those fees from the amounts distributed or by selling a portion of distributable property to pay the fees. The depositary may collect its annual fee for depositary services by deduction from cash distributions, or by directly billing investors, or by charging the book-entry system accounts of participants acting for them. The depositary will generally set off the amounts owing from distributions made to holders of ADSs. If, however, no distribution exists and payment owing is not timely received by the depositary, the depositary may refuse to provide any further services to ADR holders that have not paid those fees and expenses owing until such fees and expenses have been paid. At the discretion of the depositary, all fees and charges owing under the deposit agreement are due in advance and/or when declared owing by the depositary.

Payment of Taxes

ADR holders or beneficial owners must pay any tax or other governmental charge payable by the custodian or the depositary on any ADS or ADR, deposited security or distribution. If any taxes or other governmental charges (including any penalties and/or interest) shall become payable by or on behalf of the custodian or the depositary with respect to any ADR, any deposited securities represented by the ADSs evidenced thereby or any distribution thereon, such tax or other governmental charge shall be paid by the ADR holder thereof to the depositary and by holding or owning, or having held or owned, an ADR or any ADSs evidenced thereby, the ADR holder and all beneficial owners thereof, and all prior ADR holders and beneficial owners thereof, jointly and severally, agree to indemnify, defend and save harmless each of the depositary and its agents in respect of such tax or governmental charge. Each ADR holder and beneficial owner of ADSs, and each prior ADR holder and beneficial owner of ADSs, by holding or owning, or having held or owned, an ADR or an interest in ADSs acknowledges and agrees that the depositary shall have the right to seek payment of any taxes or governmental charges owing with respect to their relevant ADRs from any one or more such current or prior ADR holder or beneficial owner of ADSs, as determined by the depositary in its sole discretion, without any obligation to seek payment of amounts owing from any other current or prior ADR holder or beneficial owner of ADSs. If an ADR holder owes any tax or other governmental charge, the depositary may (i) deduct the amount thereof from any cash distributions, or (ii) sell deposited securities (by public or private sale) and deduct the amount owing from the net proceeds of such sale. In either case the ADR holder remains liable for any shortfall. If any tax or governmental charge is unpaid, the depositary may also refuse to effect any registration, registration of transfer, split-up or combination of deposited securities or withdrawal of deposited securities until such payment is made. If any tax or governmental charge is required to be withheld on any cash distribution, the depositary may deduct the amount required to be withheld from any cash distribution or, in the case of a non-cash distribution, sell the distributed property or securities (by public or private sale) in such amounts and in such manner as the depositary deems necessary and practicable to pay such taxes and distribute any remaining net proceeds or the balance of any such property after deduction of such taxes to the ADR holders entitled thereto.

As an ADR holder or beneficial owner, you will be agreeing to indemnify us, the depositary, its custodian and any of our or their respective officers, directors, employees, agents and affiliates against, and hold each of them harmless from, any claims by any governmental authority with respect to taxes, additions to tax, penalties or interest arising out of any refund of taxes, reduced rate of withholding at source or other tax benefit obtained.

Reclassifications, Recapitalizations and Mergers

If we take certain actions that affect the deposited securities, including (i) any change in par value, split-up, consolidation, cancellation or other reclassification of deposited securities or (ii) any distributions of shares or other property not made to holders of ADRs or (iii) any recapitalization, reorganization, merger, consolidation, liquidation, receivership, bankruptcy or sale of all or substantially all of our assets, then the depositary may choose to, and shall if reasonably requested by us:

- amend the form of ADR;
- distribute additional or amended ADRs;
- distribute cash, securities or other property it has received in connection with such actions;
- sell any securities or property received and distribute the proceeds as cash; or
- none of the above.

If the depositary does not choose any of the above options, any of the cash, securities or other property it receives will constitute part of the deposited securities and each ADS will then represent a proportionate interest in such property.

Amendment and Termination

Amendment

We may agree with the depositary to amend the deposit agreement and the ADSs without the ADR holders' consent for any reason. ADR holders must be given at least 30 days' notice of any amendment that imposes or increases any fees or charges (other than stock transfer or other taxes and other governmental charges, transfer or registration fees, SWIFT, cable, telex or facsimile transmission costs, delivery costs or other such expenses), or otherwise prejudices any substantial existing right of ADR holders or beneficial owners. Such notice need not describe in detail the specific amendments effectuated thereby, but must identify to ADR holders and beneficial owners a means to access the text of such amendment. If an ADR holder continues to hold an ADR or ADRs after being so notified, such ADR holder and any beneficial owner are deemed to agree to such amendment and to be bound by the deposit agreement as so amended. No amendment, however, will impair your right to surrender your ADSs and receive the underlying securities, except in order to comply with mandatory provisions of applicable law.

Any amendments or supplements which (i) are reasonably necessary (as agreed by us and the depositary) in order for (a) the ADSs to be registered on Form F-6 under the Securities Act or (b) the ADSs or shares to be traded solely in electronic book-entry form and (ii) do not in either such case impose or increase any fees or charges to be borne by ADR holders, shall be deemed not to prejudice any substantial rights of ADR holders or beneficial owners. Notwithstanding the foregoing, if any governmental body or regulatory body should adopt new laws, rules or regulations which would require amendment or supplement of the deposit agreement or the form of ADR to ensure compliance therewith, we and the depositary may amend or supplement the deposit agreement and the ADR at any time in accordance with such changed laws, rules or regulations. Such amendment or supplement to the deposit agreement in such circumstances may become effective before a notice of such amendment or supplement is given to ADR holders or within any other period of time as required for compliance.

Notice of any amendment to the deposit agreement or form of ADRs shall not need to describe in detail the specific amendments effectuated thereby, and failure to describe the specific amendments in any such notice shall not render such notice invalid, provided, however, that, in each such case, the notice given to the ADR holders identifies a means for ADR holders and beneficial owners to retrieve or receive the text of such amendment (i.e., upon retrieval from the SEC's, the depositary's or our website or upon request from the depositary).

Termination

The depositary may, and shall at our written direction, terminate the deposit agreement and the ADRs by mailing notice of such termination to the registered holders of ADRs at least 30 days prior to the date fixed in such notice for such termination; provided, however, if the depositary shall have (i) resigned as depositary under the deposit agreement, notice of such termination by the depositary shall not be provided to registered ADR holders unless a successor depositary shall not be operating under the deposit agreement within 60 days of the date of such resignation, and (ii) been removed as depositary under the deposit agreement, notice of such termination by the depositary shall not be provided to registered holders of ADRs unless a successor depositary shall not be operating under the deposit agreement on the 60th day after our notice of removal was first provided to the depositary. Notwithstanding anything to the contrary herein, the depositary may terminate the deposit agreement without notifying us, but subject to giving 30 days' notice to the ADR holders, under the following circumstances: (i) in the event of our bankruptcy or insolvency, (ii) if the Shares cease to be listed on an internationally recognized stock exchange, (iii) if we effect (or will effect) a redemption of all or substantially all of the deposited securities, or a cash or share distribution representing a return of all or substantially all of the value of the deposited securities, or (iv) there occurs a merger, consolidation, sale of assets or other transaction as a result of which securities or other property are delivered in exchange for or in lieu of deposited securities.

After the date fixed for termination (a) all direct registration ADRs shall cease to be eligible for the direct registration system and shall be considered ADRs issued on the ADR register maintained by the depositary and (b) the depositary shall use its reasonable efforts to ensure that the ADSs cease to be DTC eligible so that neither DTC

nor any of its nominees shall thereafter be a holder of ADRs. At such time as the ADSs cease to be DTC eligible and/or neither DTC nor any of its nominees is a holder of ADRs, the depositary shall (a) instruct its custodian to deliver all shares and/or deposited securities to us along with a general stock power that refers to the names set forth on the ADR register maintained by the depositary and (b) provide us with a copy of the ADR register maintained by the depositary. Upon receipt of such shares and/or deposited securities and the ADR register maintained by the depositary, we have agreed to use our best efforts to issue to each register ADR holder a share certificate representing the shares represented by the ADSs reflected on the ADR register maintained by the depositary in such registered ADR holder's name and to deliver such share certificate to the registered ADR holder at the address set forth on the ADR register maintained by the depositary. After providing such instruction to the custodian and delivering a copy of the ADR register to us, the depositary and its agents will perform no further acts under the deposit agreement or the ADRs and shall cease to have any obligations under the deposit agreement and/or the ADRs. After we receive the copy of the ADR register and the shares and/or deposited securities from the depositary, we shall be discharged from all obligations under the deposit agreement except (i) to distribute the shares to the registered ADR holders entitled thereto and (ii) for its obligations to the depositary and its agents.

Notwithstanding anything to the contrary, in connection with any such termination, the depositary may, in its sole discretion and without notice to us, establish an unsponsored American depositary share program (on such terms as the depositary may determine) for our shares and make available to ADR holders a means to withdraw the shares represented by the ADSs issued under the deposit agreement and to direct the deposit of such shares into such unsponsored American depositary share program, subject, in each case, to receipt by the depositary, at its discretion, of the fees, charges and expenses provided for under the deposit agreement and the fees, charges and expenses applicable to the unsponsored American depositary share program.

Limitations on Obligations and Liability to ADR holders

Limits on our Obligations and the Obligations of the Depositary; Limits on Liability to ADR Holders and Holders of ADSs

Prior to the issue, registration, registration of transfer, split-up, combination, or cancellation of any ADRs, or the delivery of any distribution in respect thereof, and from time to time in the case of the production of proofs as described below, we or the depositary or its custodian may require:

- payment with respect thereto of (i) any stock transfer or other tax or other governmental charge, (ii) any stock transfer or registration fees in effect for the registration of transfers of shares or other deposited securities upon any applicable register and (iii) any applicable fees and expenses described in the deposit agreement;
- the production of proof satisfactory to it of (i) the identity of any signatory and genuineness of any signature and (ii) such other information, including without limitation, information as to citizenship, residence, exchange control approval, beneficial or other ownership of, or interest in, any securities, compliance with applicable law, regulations, provisions of or governing deposited securities and terms of the deposit agreement and the ADRs, as it may deem necessary or proper; and
- compliance with such regulations as the depositary may establish consistent with the deposit agreement.

The issuance of ADRs, the acceptance of deposits of shares, the registration, registration of transfer, split-up or combination of ADRs or the withdrawal of shares, may be suspended, generally or in particular instances, when the ADR register or any register for deposited securities is closed or when any such action is deemed advisable by the depositary; provided that the ability to withdraw shares may only be limited under the following circumstances: (i) temporary delays caused by closing transfer books of the depositary or our transfer books or the deposit of shares in connection with voting at a shareholders' meeting, or the payment of dividends, (ii) the payment of fees, taxes, and similar charges, and (iii) compliance with any laws or governmental regulations relating to ADRs or to the withdrawal of deposited securities.

The deposit agreement expressly limits the obligations and liability of the depositary, the depositary's custodian or ourselves and each of our and their respective agents, provided, however, that no provision of the deposit agreement is intended to constitute a waiver or limitation of any rights which ADR holders or beneficial owners of ADSs may have under the Securities Act or the Exchange Act, to the extent applicable. The deposit agreement provides that each of us, the depositary and our respective agents will:

- incur no liability to holders or beneficial owners if any present or future law, rule, regulation, fiat, order or decree of the United States, the Kingdom of Sweden or any other country or jurisdiction, or of any governmental or regulatory authority or securities exchange or market or automated quotation system, the provisions of or governing any deposited securities, any present or future provision of our charter, any act of God, war, terrorism, naturalization, epidemic, pandemic, expropriation, currency restrictions, work stoppage, strike, civil unrest, revolutions, rebellions, explosions, computer failure or circumstance beyond our, the depositary's or our respective agents' direct and immediate control shall prevent or delay, or shall cause any of them to be subject to any civil or criminal penalty in connection with, any act which the deposit agreement or the ADRs provide shall be done or performed by us, the depositary or our respective agents (including, without limitation, voting);

- incur or assume no liability to holders or beneficial owners by reason of any non-performance or delay, caused as aforesaid, in the performance of any act or things which by the terms of the deposit agreement it is provided shall or may be done or performed or any exercise or failure to exercise discretion under the deposit agreement or the ADRs including, without limitation, any failure to determine that any distribution or action may be lawful or reasonably practicable;

- incur or assume no liability to holders or beneficial owners if it performs its obligations under the deposit agreement and ADRs without gross negligence or willful misconduct;

- in the case of the depositary and its agents, be under no obligation to appear in, prosecute or defend any action, suit or other proceeding in respect of any deposited securities the ADSs or the ADRs;

- in the case of us and our agents, be under no obligation to appear in, prosecute or defend any action, suit or other proceeding in respect of any deposited securities the ADSs or the ADRs, which in our or our agents' opinion, as the case may be, may involve it in expense or liability, unless indemnity satisfactory to us or our agent, as the case may be against all expense (including fees and disbursements of counsel) and liability be furnished as often as may be requested;

- not be liable to holders or beneficial owners for any action or inaction by it in reliance upon the advice of or information from any legal counsel, any accountant, any person presenting shares for deposit, any registered holder of ADRs, or any other person believed by it to be competent to give such advice or information and/or, in the case of the depositary, us; or

- may rely and shall be protected in acting upon any written notice, request, direction, instruction or document believed by it to be genuine and to have been signed, presented or given by the proper party or parties.

Neither the depositary nor its agents have any obligation to appear in, prosecute or defend any action, suit or other proceeding in respect of any deposited securities, the ADSs or the ADRs. We and our agents shall only be obligated to appear in, prosecute or defend any action, suit or other proceeding in respect of any deposited securities, the ADSs or the ADRs, which in our opinion may involve us in expense or liability, if indemnity satisfactory to us against all expense (including fees and disbursements of counsel) and liability is furnished as often as may be required. The depositary and its agents may fully respond to any and all demands or requests for information maintained by or on its behalf in connection with the deposit agreement, any registered holder or holders of ADRs, any ADRs or otherwise related to the deposit agreement or ADRs to the extent such information is requested or required by or pursuant to any lawful authority, including without limitation laws, rules, regulations, administrative or judicial process, banking, securities or other regulators. The depositary shall not be liable for the acts or omissions made by, or the insolvency of, any securities depository, clearing agency or settlement system. Furthermore, the depositary shall not be responsible for, and shall incur no liability in connection with or arising from, the insolvency

of any custodian that is not a branch or affiliate of JPMorgan Chase Bank N.A. Notwithstanding anything to the contrary contained in the deposit agreement or any ADRs, the depositary shall not be responsible for, and shall incur no liability in connection with or arising from, any act or omission to act on the part of the custodian except to the extent that any registered ADR holder has incurred liability directly as a result of the custodian having (i) committed fraud or willful misconduct in the provision of custodial services to the depositary or (ii) failed to use reasonable care in the provision of custodial services to the depositary as determined in accordance with the standards prevailing in the jurisdiction in which the custodian is located. The depositary and the custodian(s) may use third party delivery services and providers of information regarding matters such as, but not limited to, pricing, proxy voting, corporate actions, class action litigation and other services in connection with the ADRs and the deposit agreement, and use local agents to provide services such as, but not limited to, attendance at any meetings of security holders of issuers. Although the depositary and the custodian will use reasonable care (and cause their agents to use reasonable care) in the selection and retention of such third party providers and local agents, they will not be responsible for any errors or omissions made by them in providing the relevant information or services. The depositary shall not have any liability for the price received in connection with any sale of securities, the timing thereof or any delay in action or omission to act nor shall it be responsible for any error or delay in action, omission to act, default or negligence on the part of the party so retained in connection with any such sale or proposed sale.

The depositary has no obligation to inform ADR holders or beneficial owners about the requirements of the laws, rules or regulations or any changes therein or thereto of the Kingdom of Sweden, the United States or any other country or jurisdiction or of any governmental or regulatory authority or any securities exchange or market or automated quotation system.

Additionally, none of the depositary, the custodian or us shall be liable for the failure by any registered holder of ADRs or beneficial owner therein to obtain the benefits of credits or refunds of non-U.S. tax paid against such ADR holder's or beneficial owner's income tax liability. The depositary is under no obligation to provide the ADR holders and beneficial owners, or any of them, with any information about our tax status. Neither the depositary or us shall incur any liability for any tax or tax consequences that may be incurred by registered ADR holders or beneficial owners on account of their ownership or disposition of ADRs or ADSs.

Neither the depositary nor its agents will be responsible for any failure to carry out any instructions to vote any of the deposited securities, for the manner in which any voting instructions are given, including instructions to give a discretionary proxy to a person designated by us, for the manner in which any vote is cast, including, without limitation, any vote cast by a person to whom the depositary is instructed to grant a discretionary proxy, or for the effect of any such vote. The depositary may rely upon instructions from us or our counsel in respect of any approval or license required for any currency conversion, transfer or distribution. The depositary shall not incur any liability for the content of any information submitted to it by us or on our behalf for distribution to ADR holders or for any inaccuracy of any translation thereof, for any investment risk associated with acquiring an interest in the deposited securities, for the validity or worth of the deposited securities, for the credit-worthiness of any third party, for allowing any rights to lapse upon the terms of the deposit agreement or for the failure or timeliness of any notice from us. The depositary shall not be liable for any acts or omissions made by a successor depositary whether in connection with a previous act or omission of the depositary or in connection with any matter arising wholly after the removal or resignation of the depositary. Neither the depositary nor any of its agents shall be liable to ADR or beneficial owners of ADSs for any indirect, special, punitive or consequential damages (including, without limitation, legal fees and expenses) or lost profits, in each case of any form incurred by any person or entity (including, without limitation holders or beneficial owners of ADRs and ADSs), whether or not foreseeable and regardless of the type of action in which such a claim may be brought.

In the deposit agreement each party thereto (including, for avoidance of doubt, each ADR holder and beneficial owner) irrevocably waives, to the fullest extent permitted by applicable law, any right it may have to a trial by jury in any suit, action or proceeding against the depositary and/or us directly or indirectly arising out of or relating to the

shares or other deposited securities, the ADSs or the ADRs, the deposit agreement or any transaction contemplated therein, or the breach thereof (whether based on contract, tort, common law or any other theory). No provision of the deposit agreement or the ADRs is intended to constitute a waiver or limitation of any rights which an ADR holder or any beneficial owner may have under the Securities Act or the Exchange Act, to the extent applicable.

The depositary and its agents may own and deal in any class of securities of our company and our affiliates and in ADRs.

Disclosure of Interest in ADSs

To the extent that the provisions of or governing any deposited securities may require disclosure of or impose limits on beneficial or other ownership of, or interest in, deposited securities, other shares and other securities and may provide for blocking transfer, voting or other rights to enforce such disclosure or limits, you as ADR holders or beneficial owners agree to comply with all such disclosure requirements and ownership limitations and to comply with any reasonable instructions we may provide in respect thereof. We reserve the right to instruct you (and through you as an ADR holder, the beneficial owner of your ADSs) to deliver your ADSs for cancellation and withdrawal of the deposited securities so as to permit us to deal with you and/or the beneficial owner of your ADSs directly as a holder of shares and, by holding an ADS or an interest therein, you and beneficial owners will be agreeing to comply with such instructions.

Books of Depositary

The depositary or its agent will maintain a register for the registration, registration of transfer, combination and split-up of ADRs, which register shall include the depositary's direct registration system. Registered holders of ADRs may inspect such records at the depositary's office at all reasonable times, but solely for the purpose of communicating with other ADR holders in the interest of the business of our company or a matter relating to the deposit agreement. Such register (and/or any portion thereof) may be closed at any time or from time to time, when deemed expedient by the depositary.

The depositary will maintain facilities for the delivery and receipt of ADRs.

Appointment

In the deposit agreement, each registered holder of ADRs and each beneficial owner, upon acceptance of any ADSs or ADRs (or any interest in any of them) issued in accordance with the terms and conditions of the deposit agreement will be deemed for all purposes to:

- be a party to and bound by the terms of the deposit agreement and the applicable ADR or ADRs,
- appoint the depositary its attorney-in-fact, with full power to delegate, to act on its behalf and to take any and all actions contemplated in the deposit agreement and the applicable ADR or ADRs, to adopt any and all procedures necessary to comply with applicable laws and to take such action as the depositary in its sole discretion may deem necessary or appropriate to carry out the purposes of the deposit agreement and the applicable ADR and ADRs, the taking of such actions to be the conclusive determinant of the necessity and appropriateness thereof; and
- acknowledge and agree that (i) nothing in the deposit agreement or any ADR shall give rise to a partnership or joint venture among the parties thereto, nor establish a fiduciary or similar relationship among such parties, (ii) the depositary, its divisions, branches and affiliates, and their respective agents, may from time to time be in the possession of non-public information about us, ADR holders, beneficial owners and/or their respective affiliates, (iii) the depositary and its divisions, branches and affiliates may at any time have multiple banking relationships with us, ADR holders, beneficial owners and/or the affiliates of any of them, (iv) the depositary

and its divisions, branches and affiliates may, from time to time, be engaged in transactions in which parties adverse to us or ADR holders or beneficial owners may have interests, (v) nothing contained in the deposit agreement or any ADR(s) shall (A) preclude the depositary or any of its divisions, branches or affiliates from engaging in any such transactions or establishing or maintaining any such relationships, or (B) obligate the depositary or any of its divisions, branches or affiliates to disclose any such transactions or relationships or to account for any profit made or payment received in any such transactions or relationships, (vi) the depositary shall not be deemed to have knowledge of any information held by any branch, division or affiliate of the depositary and (vii) notice to an ADR holder shall be deemed, for all purposes of the deposit agreement and the ADRs, to constitute notice to any and all beneficial owners of the ADSs evidenced by such ADR holder's ADRs. For all purposes under the deposit agreement and the ADRs, the ADR holders thereof shall be deemed to have all requisite authority to act on behalf of any and all beneficial owners of the ADSs evidenced by such ADRs.

Governing Law

The deposit agreement, the ADSs and the ADRs are governed by and construed in accordance with the internal laws of the State of New York. In the deposit agreement, we have submitted to the non-exclusive jurisdiction of the courts of the State of New York and appointed an agent for service of process on our behalf. Any action based on the deposit agreement, the ADSs, the ADRs or the transactions contemplated therein or thereby may also be instituted by the depositary against us in any competent court in the Kingdom of Sweden, the United States and/or any other court of competent jurisdiction.

Under the deposit agreement, by holding or owning an ADR or ADS or an interest therein, ADR holders and beneficial owners each irrevocably agree that any legal suit, action or proceeding against or involving us or the depositary, arising out of or based upon the deposit agreement, the ADSs, the ADRs or the transactions contemplated thereby, may only be instituted in a state or federal court in New York, New York, and each irrevocably waives any obligation which it may have to the laying of venue of any such proceeding, and irrevocably submits to the exclusive jurisdiction of such courts in any such suit, action or proceeding.

Jury Trial Waiver

In the deposit agreement, each party thereto (including, for the avoidance of doubt, each holder and beneficial owner of, and/or holder of interests in, ADSs or ADRs) irrevocably waives, to the fullest extent permitted by applicable law, any right it may have to a trial by jury in any suit, action or proceeding against the depositary and/or us directly or indirectly arising out of, based on or relating in any way to the shares or other deposited securities, the ADSs or the ADRs, the deposit agreement or any transaction contemplated therein, or the breach thereof (whether based on contract, tort, common law or any other theory), including any claim under the U.S. federal securities laws.

If we or the depositary were to oppose a jury trial demand based on such waiver, the court would determine whether the waiver was enforceable in the facts and circumstances of that case in accordance with applicable state and federal law, including whether a party knowingly, intelligently and voluntarily waived the right to a jury trial. The waiver to right to a jury trial in the deposit agreement is not intended to be deemed a waiver by any holder or beneficial owner of ADSs of our or the depositary's compliance with the U.S. federal securities laws and the rules and regulations promulgated thereunder.

Exhibit 8.1

Subsidiaries of the Registrant

Legal Name of Subsidiary	Jurisdiction of Organization
Havrekärnan AB	Sweden
Oatly AB	Sweden
Oatly EMEA AB	Sweden
Oatly Sweden Operations & Supply AB	Sweden
Oatly UK Ltd.	United Kingdom
Oatly Germany GmbH	Germany
Oatly US, Inc.	United States
Oatly US Operations & Supply Inc.	United States
Oatly Shanghai Ltd.	China
Oatly Food Co. Ltd.	China

Exhibit 11.1

INSIDER TRADING POLICY

EFFECTIVE AS OF: 2026-03-11

Oatly Group AB (publ) (the "**Company**")
Reg. No. 559081-1989
Ångfärjekajen 8, 211 19 Malmö

POLICY OWNER: THE LEGAL DEPARTMENT

Reviewed: Annually

1. INTRODUCTION

Preventing insider trading is necessary to comply with securities laws and to preserve the reputation and integrity of the Company as well as that of all persons affiliated with the Company.

"Insider trading" occurs when any person purchases or sells a security while in possession of material non-public information or inside information relating to the security or the issuer of the security. As explained in Section 3 and Appendix A below, such information is:

- information that is both "material" and "non-public" (under United States securities laws, "*material non-public information*" as defined in Section 3); or
- with respect to the Company's Swedish law governed bonds (the "**Nordic Bonds**"), information of a precise nature which has not been made public, and which, if it was made public, would be likely to have a significant effect on the prices of the Company's relevant securities, as applicable (under EU law, "*inside information*" as defined in Appendix A to this insider trading policy (the "**Policy**").

Insider trading is a crime. The penalties for violating insider trading laws include imprisonment, disgorgement of profits, civil fines and significant criminal fines. Insider trading is also prohibited by this Policy, and violation of this Policy may result in Company-imposed sanctions, including termination of employment for cause.

This Policy applies to all officers, directors, employees and consultants of the Company. Covered Persons (as defined below) are responsible for ensuring that members of their households also comply with this Policy, as well as other family members of a Covered Person whose trading is directed by such Covered Person or is subject to the Covered Person's influence or control (such as parents or children who consult with them before they trade). This Policy also applies to any entities controlled by individuals subject to the Policy, including any corporations, limited liability companies, partnerships or trusts (such entities, together with all officers, directors, employees and consultants of the Company, are defined as the "**Covered Persons**"), and transactions by these entities should be treated for the purposes of this Policy and applicable securities laws as if they were for the individual's own account.

This Policy extends to all activities within and outside an individual's Company duties. Every officer, director, employee and consultant must review this Policy. Questions regarding the Policy should be directed to the Company's General Counsel.

The General Counsel is the owner of this Policy and is responsible to the Company's board of directors (the "**Board**") for maintaining the accuracy of the Policy. The General Counsel shall review this Policy annually, or more frequently if deemed necessary, in order to ensure that it remains accurate and complies with applicable rules and regulations. The Policy shall be approved annually by the Board, but the General Counsel is authorized to make revisions, improvements and corrections to the Policy on an ongoing basis to the extent they do not materially alter the principles approved by the Board.

This Policy addresses compliance with applicable U.S. laws, including compliance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), which mandates that directors and officers, as defined under Section 16(a) of the Exchange Act and related rules and regulations (each, a "**Section 16 Reporting Person**") of the Company, as a foreign private issuer, file ownership reports on Forms 3, 4 and 5 with the U.S. Securities and Exchange Commission (the "**SEC**"), Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (the "**Market Abuse Regulation**") and applicable Swedish laws. Many other laws may also be implicated by trading in the securities of the Company. The ultimate responsibility for complying with this Policy and applicable laws and regulations rests with each individual. Nothing contained in this Policy in any way constitutes tax

advice or legal advice, nor does this Policy insulate an individual from liability under applicable securities laws. Each individual should consult their personal legal, financial and tax advisors, as needed.

2. INSIDER TRADING PROHIBITION

No officer, director, employee or consultant shall purchase or sell any type of security while in possession of material, non-public information relating to the security or its issuer, whether the issuer of such security is the Company or any other company. For example, if an officer, director, employee or consultant learns material non-public information about another company with which the Company does business, including a business partner, that person may not trade in such other company's securities until the information becomes public or is no longer material. In addition, no officer, director, employee or consultant shall purchase or sell any security of any other company, including another company in the Company's industry, on the basis of material non-public information obtained in the course of their employment or service with the Company.

The above prohibitions do not apply to the following "**permitted transactions**":

(a) a "sell-to-cover" as required by the Company's Sell-to-Cover Policy, as described in greater detail under Section 5.1 below, pursuant to which Company securities are sold to satisfy any required tax withholding obligations in connection with the vesting of grants of restricted stock or restricted stock units;

(b) purchases or sales of the Company's securities made under a properly established plan under "**Rule 10b5-1**" promulgated under the Exchange Act, as described in greater detail under Section 6 below;

(c) exercises of stock options (please note that the "cashless exercise" of a Company stock option through a broker does not qualify under this exception since it involves a market sale of the Company's securities to pay applicable withholding taxes);

(d) the surrender of shares to the Company in payment of the exercise price or in satisfaction of any tax withholding obligations in a manner permitted by the applicable equity award agreement, that in each case do not involve a market sale of the Company's securities;

(e) purchases of the Company's securities by a Covered Person from the Company or sales of the Company's securities by a Covered Person to the Company; or

(f) *bona fide* gifts to third parties not controlled by or under common control with the Covered Person of the Company's securities, unless the person giving the gift knows, or is reckless in not knowing, that the recipient intends to sell the securities while the donor is in possession of material non-public information about the Company.

In addition, no officer, director, employee or consultant shall directly or indirectly communicate or "tip" material, non-public information to anyone outside of the Company (except in accordance with the Company's policies regarding the protection or authorized external disclosure of Company information), including family or friends, or to anyone within the Company or recommend to anyone the purchase or sale of securities based on material, non-public information. This practice, known as "tipping", violates the securities laws and can result in the same civil and criminal penalties that apply to insider trading, even if the "tipper" does not trade or gain any benefit from another individual's trading.

3. EXPLANATION OF INSIDER TRADING

"Insider trading" refers to the purchase or sale of a security while in possession of "material", "non-public"

information relating to the security or its issuer.

"Material non-public information" is any information for which there is a substantial likelihood that a reasonable investor would consider such information to be important in making a decision to purchase, sell or hold the Company's Securities (as defined below).

"Securities" include stocks, bonds, notes, debentures, options, warrants and other convertible securities, as well as derivative instruments.

"Purchase" and "sale" are defined broadly under the federal securities law. "Purchase" includes not only the actual purchase of a security, but any contract to purchase or otherwise acquire a security. "Sale" includes not only the actual sale of a security, but any contract to sell or otherwise dispose of a security.

These definitions extend to a broad range of transactions, including conventional cash-for-stock transactions, conversions, the exercise of stock options, acquisitions and exercises of warrants, puts, calls or other derivative securities, or debt instruments like our Nordic Bonds.

Appendix A includes a description of insider trading on the basis of "inside information" for purposes of the Nordic Bonds and the Market Abuse Regulation.

3.1. Material Facts

The materiality of a fact depends upon the circumstances. A fact is considered "material" if:

(a) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision;

(b) it would significantly alter the total mix of information available to investors; or

(c) if the fact is likely to have an effect, whether positively or negatively, on the market price of the security.

Material information can be positive or negative and can relate to virtually any aspect of a company's business or to any type of security, debt or equity.

Examples of material information include, but are not limited to, information about:

(a) financial information, including corporate earnings or earnings forecasts;

(b) possible mergers, acquisitions, tender offers, joint ventures, dispositions or changes in assets;

(c) major new products or product developments;

(d) important business developments such as major contract awards or cancellations;

(e) incidents involving cybersecurity, data protection or personally identifiable information;

(f) developments regarding the Company's intellectual property portfolio;

(g) management or control changes;

(h) changes in the outside auditor or notification by the auditor that the Company may no longer rely on an auditor's report;

(i) significant borrowing or financing developments including pending public sales or offerings of debt or equity securities;

(j) defaults on borrowings;

(k) bankruptcies; and

(l) significant litigation or regulatory actions.

Moreover, material information does not have to be related to a company's business. For example, the contents of a forthcoming newspaper column that is expected to affect the market price of a security can be material.

A good general rule of thumb: **When in doubt, do <u>not</u> trade**.

3.2. Non-Public Information

Information is "non-public" if it is not available to the general public. In order for information to be considered public, it must be widely disseminated in a manner making it generally available to investors through, for example:

(a) such media as Dow Jones, Business Wire, Reuters, The Wall Street Journal, Associated Press or United Press International;

(b) a broadcast on widely available radio or television programs;

(c) publication in a widely available newspaper, magazine or news website;

(d) a Regulation FD-compliant conference call; or

(e) public disclosure documents filed with the SEC that are available on the SEC's website.

The investing public must have had time to absorb the information fully (as reflected in the trading price of the applicable security). For purposes of this Policy, information will be presumed to be generally available to the public when two full trading days following publication have elapsed.

The circulation of rumors, even if accurate and reported in the media, does not constitute effective public dissemination.

If, for example, the Company was to make an announcement on a Monday prior to 9:30 a.m. Eastern time, the information would be deemed public after the close of trading on Tuesday. If an announcement was made on a Monday after 9:30 a.m. Eastern time, the information would be deemed public after the close of trading on Wednesday. If you have any question as to whether information is publicly available, please direct an inquiry to the Company's General Counsel.

3.3. Insider

"Insiders" include officers, directors, employees and consultants of a company and anyone else who has material non-public information about a company.

Insiders have independent fiduciary duties to their company and its shareholders not to trade on material, non-public information relating to the company's or another company's securities. All officers, directors, employees and consultants of the Company should consider themselves insiders with respect to material, non-public information about the Company's business, activities and securities.

Covered Persons are responsible for ensuring that members of their households also comply with this Policy, as well as other family members whose trading is directed by such Covered Person or is subject to their influence or control (such as parents or children who consult with them before they trade).

3.4. Trading by Persons Other than Insiders

Insiders may be liable for communicating or tipping material, non-public information to a third party (a

"**Tippee**"), and insider trading violations are not limited to trading or tipping by insiders. Persons other than insiders can also be liable for insider trading, including Tippees who trade on material, non-public information tipped to them or individuals who trade on material, non-public information that has been misappropriated.

Tippees inherit an insider's duties and are liable for trading on material, non-public information illegally tipped to them by an insider. Similarly, just as insiders are liable for the insider trading of their Tippees, so are Tippees who pass the information along to others who trade. In other words, a Tippee's liability for insider trading is no different from that of an insider. Tippees can obtain material, non-public information by receiving overt tips from others or through, among other things, conversations at social, business or other gatherings.

3.5. Examples of Insider Trading

Examples of insider trading cases include actions brought against:

(a) corporate officers, directors, employees and consultants who traded in a company's securities after learning of significant confidential corporate developments;

(b) friends, business associates, family members and other Tippees of such officers, directors, employees and consultants who traded in the securities after receiving such information;

(c) government employees who learned of such information in the course of their employment; and

(d) other persons who misappropriated, and took advantage of, confidential information from their employers.

4. PENALTIES FOR ENGAGING IN INSIDER TRADING

Penalties for trading on or tipping material, non-public information can extend significantly beyond any profits made or losses avoided, both for individuals engaging in such unlawful conduct and their employers. The SEC and Department of Justice have made the civil and criminal prosecution of insider trading violations a top priority. Enforcement remedies available to the government or private plaintiffs under the federal securities laws include:

(a) SEC administrative sanctions;

(b) securities industry self-regulatory organization sanctions;

(c) civil injunctions;

(d) damage awards to private plaintiffs;

(e) disgorgement of all profits;

(f) civil fines for the violator of up to three times the amount of profit gained or loss avoided;

(g) civil fines for the employer or other controlling person of a violator (*i.e.* where the violator is an employee or other controlled person) of up to the greater of USD 2,479,282 (subject to adjustment for inflation) or three times the amount of profit gained or loss avoided by the violator;

(h) criminal fines for individual violators of up to USD 5,000,000 (USD 25,000,000 for an entity); and

(i) jail sentences of up to 20 years.

In addition, insider trading could result in serious sanctions by the Company, including dismissal. Insider trading violations are not limited to violations of the federal securities laws. Other federal and state civil or criminal laws, such as laws prohibiting mail and wire fraud and the Racketeer Influenced and Corrupt Organizations Act, may also be violated in connection with insider trading.

The size of the transaction or the amount of profit received does not have to be significant to result in prosecution. The SEC has the ability to monitor even the smallest trades, and the SEC performs routine market surveillance.

5. PROCEDURES PREVENTING INSIDER TRADING

The following procedures have been established, and will be maintained and enforced, by the Company to prevent insider trading. Every officer, director, employee and consultant is required to follow these procedures.

5.1. Sell-to-Cover Policy

It is the policy of the Company that, in connection with the vesting of restricted stock or restricted stock units, Covered Persons are required to "sell-to-cover" to satisfy any required tax withholding obligations (the "**Sell-to-Cover Policy**"). Pursuant to the Company's Sell-to-Cover Policy, the authorized agent or broker shall sell only such Company securities as are necessary to satisfy tax withholding obligations arising exclusively from the vesting of restricted stock or restricted stock units, and the Covered Person shall not otherwise exercise control over the timing of such sales. The General Counsel, in consultation with the Company's remuneration committee, may grant exceptions to the Sell-to-Cover Policy on a case-by-case basis.

The Sell-to-Cover Policy does not apply to the "cashless exercise" of a Company stock option through a broker or other sales of Company securities.

5.2. Pre-Clearance of All Trades by All Officers, Directors and Certain Designated Employees and Consultants

To provide assistance in preventing inadvertent violations of applicable securities laws and to avoid the appearance of impropriety in connection with the purchase and sale of the Company's securities, all transactions in the Company's securities (including without limitation, acquisitions and dispositions of Company stock, gifts, the exercise of stock options and the sale of Company stock issued upon exercise of stock options) by officers, directors and such other employees and consultants as are designated from time to time by the Board, the CEO, the CFO or the General Counsel as being subject to this pre-clearance process, including Section 16 Reporting Persons (each, a "**Pre-Clearance Person**"), must be pre-cleared by the General Counsel. Pre-clearance does not relieve anyone of his or her responsibility under SEC rules.

For the avoidance of doubt, any designation by the Board of the officers, directors, employees and consultants who are subject to pre-clearance may be updated from time to time by the CEO, the CFO or the General Counsel.

A request for pre-clearance must be in writing (including without limitation by e-mail), should be made at least two business days in advance of the proposed transaction and should include:

(a) the identity of the Pre-Clearance Person;

(b) the type of proposed transaction (for example, an open market purchase, a privately negotiated sale, gift, an option exercise, etc.);

(c) the proposed date of the transaction; and

(d) the number of shares, options or other securities to be involved.

In addition, unless otherwise determined by the General Counsel, the Pre-Clearance Person must execute a certification (in the form approved by the General Counsel) that he or she is not aware of material, non-public information about the Company.

The General Counsel shall have sole discretion to decide whether to clear any contemplated transaction, provided that the CFO shall have sole discretion to decide whether to clear transactions by the General Counsel or persons or entities subject to this Policy as a result of their relationship with the General Counsel.

All trades that are pre-cleared must be effected within three business days of receipt of the pre-clearance unless a specific exception has been granted by the General Counsel (or the CFO, in the case of the General Counsel or persons or entities subject to this Policy as a result of their relationship with the General Counsel). A pre-cleared trade (or any portion of a pre-cleared trade) that has not been effected during the three business day period must be pre-cleared again prior to execution.

Notwithstanding receipt of pre-clearance, if the Pre-Clearance Person becomes aware of material, non-public information or becomes subject to a blackout period before the transaction is effected, the transaction may not be completed.

5.3. Blackout Periods

No officers, directors or such other employees and consultants as are designated from time to time by the Board, the CEO, the CFO or the General Counsel as being subject to quarterly blackout periods shall purchase or sell any security of the Company during the period beginning at 11:59 p.m., Eastern time, on the 14th calendar day before the end of any fiscal quarter of the Company and ending upon completion of the second full trading day after the public release of earnings data for such fiscal quarter or during any other trading suspension period declared by the Company, except for the permitted transactions described in Section 2.

For example, if the Company's fourth fiscal quarter ends at 11:59 p.m., Eastern time, on December 31, the corresponding blackout period would begin at 11:59 p.m., Eastern time, on December 17 and end at the close of trading on the second full trading day after the public release of earnings data for such fiscal quarter.

For the avoidance of doubt, any designation by the Board of the officers, directors, employees and consultants who are subject to quarterly blackout periods may be updated from time to time by the CEO, the CFO or the General Counsel.

The safest period for trading in the Company's securities, assuming the absence of material, non-public information, is generally the first ten trading days following the end of a blackout period discussed above. This is because officers, directors, employees and consultants will, as any quarter progresses, be increasingly likely to possess material, non-public information about the expected financial results for that quarter.

Exceptions to the blackout period policy may be approved only by the General Counsel (or, in the case of an exception for the General Counsel or persons or entities subject to this policy as a result of their relationship with the General Counsel, the CFO).

From time to time, an event or development may occur that is material to the Company and is known by

only a few directors, officers, employees or consultants (which may include pending announcement of a share repurchase plan or any amendments thereto). The Company, through the Board, the Company's disclosure committee, the General Counsel or the CFO, may determine that officers, directors, employees, consultants or others shall suspend trading in the Company's securities because of such events or developments that have not yet been disclosed to the public. Subject to the exceptions noted above, all those affected should not trade in the Company's securities while the suspension is in effect and should not disclose to others that the Company has suspended trading.

5.4. Post-Termination Transactions

If an individual is in possession of material, non-public information when his or her service terminates, that individual may not trade in the Company's securities until that information has become public or is no longer material.

6. ADDITIONAL PROHIBITED TRANSACTIONS

The Company has determined that there is a heightened legal risk and/or the appearance of improper or inappropriate conduct if the persons subject to this Policy engage in certain types of transactions. Therefore, officers, directors, employees and consultants shall comply with the following policies with respect to certain transactions in the Company securities.

6.1. Short Sales

Short sales of the Company's securities evidence an expectation on the part of the seller that the securities will decline in value, and therefore signal to the market that the seller has no confidence in the Company or its short-term prospects. In addition, short sales may reduce the seller's incentive to improve the Company's performance. For these reasons, short sales of the Company's securities are prohibited by this Policy.

6.2. Options

A transaction in options is, in effect, a bet on the short-term movement of the Company's stock and therefore creates the appearance that an officer, director, employee or consultant is trading based on material, non-public information. Transactions in options, whether traded on an exchange, on any other organized market or on an over-the-counter market, also may focus an officer's, director's, employee's or consultant's attention on short-term performance at the expense of the Company's long-term objectives. Accordingly, transactions in puts, calls or other derivative securities involving the Company's equity securities, on an exchange, on any other organized market or on an over-the-counter market, are prohibited by this Policy.

6.3. Hedging Transactions

Purchasing financial instruments, such as prepaid variable forward contracts, equity swaps, collars, and exchange funds, or otherwise engaging in transactions that hedge or offset, or are designed to hedge or offset, any decrease in the market value of the Company's equity securities, may cause an officer, director, employee or consultant to no longer have the same objectives as the Company's other shareholders. Therefore, all such transactions involving the Company's equity securities, whether such securities were granted as compensation or are otherwise held, directly or indirectly, are prohibited by this Policy.

6.4. Purchases of the Company's Securities on Margin; Pledging the Company's Securities to Secure Margin or Other Loans

Purchasing on margin means borrowing from a brokerage firm, bank or other entity in order to purchase the Company's securities (other than in connection with a cashless exercise of stock options through a broker under the Company's equity plans). Officers, directors, employees and consultants are prohibited from purchasing the Company's securities on margin, i.e. holding the Company's securities in a "margin account" (which would allow you to borrow against your holdings to buy securities), or otherwise pledging the Company's securities to secure loans, unless the transaction is preapproved by (i) the Company's audit committee, in case of officers and directors, or (ii) the Company's General Counsel or CFO for employees. All requests for preapproval should be submitted at least ten days prior to the proposed date of execution of the margin purchase or pledge. Any officer, director, employee or consultant who intends to pledge the Company's securities must clearly demonstrate the financial capacity to repay the loan without resort to the pledged securities.

7. RULE 10b5-1 TRADING PLANS

7.1. Overview

Rule 10b5-1 provides an affirmative defense from insider trading liability under the U.S. securities laws for transactions executed under a previously established contract, plan or instruction that meets certain requirements under Rule 10b5-1. Transactions that are executed pursuant to a written plan that is adopted and operated in compliance with Rule 10b5-1 (a "**Rule 10b5-1 Trading Plan**") will be exempt from the trading restrictions set forth in this Policy. To comply with this Policy, each such Rule 10b5-1 Trading Plan, and any proposed modification or termination thereof, must:

(a) meet the requirements of Rule 10b5-1;

(b) be submitted to the Company's General Counsel at least five business days prior to entry into the Rule 10b5-1 Trading Plan; and

(c) be pre-approved by the Company's General Counsel, or such other person as the Board may designate from time to time (the "**Authorizing Officer**"), who may impose such conditions on the implementation and operation of the Rule 10b5-1 Trading Plan as the Authorizing Officer deems necessary or advisable.

However, compliance of the Rule 10b5-1 Trading Plan to the terms of Rule 10b5-1 and the execution of transactions pursuant to the Rule 10b5-1 Trading Plan are the sole responsibility of the person entering into, modifying, or terminating the Rule 10b5-1 Trading Plan, not the Company or the Authorizing Officer.

Rule 10b5-1 presents an opportunity for insiders to establish arrangements to sell or purchase Company stock without the restrictions of trading windows and blackout periods, even when he or she has material, non-public information. A Rule 10b5-1 Trading Plan may also help reduce negative publicity that may result when key executives or directors sell the Company's stock. Rule 10b5-1 only provides an "affirmative defense" in the event there is an insider trading lawsuit. It does not prevent someone from bringing a lawsuit.

A director, officer, employee or consultant may enter into a Rule 10b5-1 Trading Plan only in good faith and when he or she is not in possession of material, non-public information and only during a trading window period outside of the trading blackout period.

The Company reserves the right from time to time to suspend, discontinue or otherwise prohibit any transaction in the Company's securities, even pursuant to a previously approved Rule 10b5-1 Trading Plan, if the Authorizing Officer or the Board, in its discretion, determines that such suspension, discontinuation or other prohibition is in the best interests of the Company. Any Rule 10b5-1 Trading Plan submitted for approval hereunder should explicitly acknowledge the Company's right to prohibit transactions in the

Company's securities. Failure to discontinue purchases and sales as directed shall constitute a violation of the terms of this Section 7 and result in a loss of the exemption set forth herein.

A Rule 10b5-1 Trading Plan must include a minimum "cooling-off period" between the establishment of the Rule 10b5-1 Trading Plan and commencement of any transactions under such plan for:

(a) directors and officers that extends to the later of 90 days after adoption or modification of a Rule 10b5-1 Trading Plan or two business days after filing or furnishing, as applicable, the Form 20-F or Form 6-K covering the fiscal quarter in which the Rule 10b5-1 Trading Plan was adopted or modified, as applicable, up to a maximum of 120 days; and

(b) employees who are not officers and any other persons, other than the Company, that extends 30 days after adoption or modification of a Rule 10b5-1 Trading Plan.

For purposes of this Section 7, "officers" refer to those individuals who meet the definition of "officer" under Section 16 of the Exchange Act.

Individuals may not adopt more than one Rule 10b5-1 Trading Plan at a time or maintain overlapping Rule 10b5-1 Trading Plans except under the limited circumstances permitted by Rule 10b5-1 and subject to pre-approval by the Authorizing Officer.

For clarity, the requirements of this Section 7 do not apply to any Rule 10b5-1 Trading Plan entered into by a private equity firm or other similar entity with which a director is affiliated. It is the responsibility of each such venture capital partnership or other entity, in consultation with their own counsel (as appropriate), to comply with applicable securities laws in connection with any Rule 10b5-1 Trading Plan.

7.2. Terminations of and Modifications to Rule 10b5-1 Trading Plans

Modifications to or terminations of Rule 10b5-1 Trading Plans must be carefully considered and generally are discouraged absent compelling circumstances. In all cases, any modification to or termination of a Rule 10b5-1 Trading Plan must also comply with all of the requirements set forth in this Policy, including pre-clearance, occurrence outside of a blackout period and compliance with any required cooling-off period under Rule 10b5-1.

Please note that modification or termination of a Rule 10b5-1 Trading Plan can result in the loss of an affirmative defense for past or future transactions under a Rule 10b5-1 Trading Plan. You should consult with your own legal counsel before deciding to modify or terminate a Rule 10b5-1 Trading Plan.

Under certain circumstances, a Rule 10b5-1 Trading Plan must be terminated. This may include circumstances such as the announcement of a merger or the occurrence of an event that would cause the transaction either to violate the law or to have an adverse effect on the Company. The Authorizing Officer or administrator of the Company's stock plans is authorized to notify the broker in such circumstances, thereby insulating the insider in the event of termination.

7.3. Discretionary Rule 10b5-1 Trading Plans

Although non-discretionary Rule 10b5-1 Trading Plans, where neither the participant nor the broker generally has discretion or control over trading, are preferred, discretionary Rule 10b5-1 Trading Plans, where the discretion or control over trading is transferred to a broker, are permitted if pre- approved by the Authorizing Officer.

The Authorizing Officer must pre-approve any Rule 10b5-1 Trading Plan, arrangement or trading instructions etc., involving potential sales or purchases of the Company's stock or option exercises,

including but not limited to, blind trusts, discretionary accounts with banks or brokers or limit orders. The actual transactions effected pursuant to a pre-approved discretionary Rule 10b5-1 Trading Plan will not be subject to further pre-clearance for transactions in the Company's stock once the Rule 10b5-1 Trading Plan has been pre-approved.

7.4. Reporting

If required, an SEC Form 144 will be filled out and filed by the individual/brokerage firm in accordance with the existing rules regarding Form 144 filings. A footnote at the bottom of the Form 144 should indicate that the trades are in accordance with a Rule 10b5-1 Trading Plan that complies with Rule 10b5-1 adopted on a specific date and expires at the relevant expiration date.

7.5. Options

Exercises of options by means of a cash payment may be executed at any time. "Cashless exercise" option exercises through a broker are subject to the trading windows described in this Policy, unless pursuant to
a Rule 10b5-1 Trading Plan. If a broker is required to execute a cashless exercise in accordance with a Rule 10b5-1 Trading Plan, then the Company must have exercise forms attached to the Rule 10b5-1 Trading Plan that are signed, undated and with the number of shares to be exercised left blank. Once a broker determines that the time is right to exercise the option and dispose of the shares in accordance with the Rule 10b5-1 Trading Plan, the broker will notify the Company in writing and the administrator of the Company's stock plans will fill in the number of shares and the date of exercise on the previously signed exercise form. The insider should not be involved with this part of the exercise.

7.6. Trades Outside of a Rule 10b5-1 Trading Plan

During an open trading window, trades outside an existing Rule 10b5-1 Trading Plan are allowed as long as the Rule 10b5-1 Trading Plan continues to be followed in accordance with the requirements of such plan and Rule 10b5-1 and such outside trades receive the necessary pre- clearance.

7.7. Public Disclosure

The Company reserves the right to publicly disclose, announce, or respond to inquiries from the media regarding the adoption, modification, or termination of a Rule 10b5-1 Trading Plan and non-Rule 10b5-1 trading arrangements, or the execution of transactions made under a Rule 10b5-1 Trading Plan.

7.8. Prohibited Transactions

The transactions prohibited under Section 6 of this Policy, including among others short sales and hedging transactions, may not be carried out through a Rule 10b5-1 Trading Plan or other arrangement or trading instruction involving potential sales or purchases of the Company's securities.

7.9. Limitation on Liability

None of the Company, the Authorizing Officer, the CEO, the CFO, the Company's other employees or consultants or any other person will have any liability for any delay in reviewing, or refusal of, a Rule 10b5-1 Trading Plan submitted pursuant to this Section 7 or a request for pre-clearance submitted pursuant to Section 5. Notwithstanding any review of a Rule 10b5-1 Trading Plan pursuant to this Section 7 or pre-clearance of a transaction pursuant to Section 5 of this Policy, none of the Company, the Authorizing Officer, the CEO, the CFO, the Company's other employees or consultants or any other persons assume any liability for the legality or consequences of such Rule 10b5-1 Trading Plan or transaction.

7.10. Rule 10b5-1 Compliance

Notwithstanding anything to the contrary and any conflicting provisions (or lack thereof), this Policy will automatically be interpreted at all times to be consistent and require compliance with all requirements under Rule 10b5-1 and related laws, rules and regulations adopted by the SEC regarding "insider trading" (including, without limitation, any required disclosure of new and/or amended Rule 10b5-1 Trading Plans for certain insiders).

8. SECTION 16(a) REPORTING

8.1. Procedures

Section 16 Reporting Persons must comply with the requirements to file Forms 3, 4 and 5, and must provide written notice to the General Counsel (or a designee of the General Counsel) of any transaction in the Company's securities (including purchases, sales, grants, exercises, gifts, or other changes in beneficial ownership) prior to executing the transaction. This is to ensure timely preparation and filing of the required Form 4 with the SEC, which must be filed within two business days of any change in beneficial ownership.

The Company's Legal department, with assistance from the Company's Finance department, will assist the Section 16 Reporting Persons in the preparation and filing of Forms 3, 4 and 5, provided that timely notice of transactions is given. The Company will request, and all Section 16 Reporting Persons must provide, in a timely response thereto, the information necessary for filing an initial Form 3 upon becoming a Section 16 Reporting Person, subsequent reports on Form 4, and if required, Form 5.

8.2. Violations of Section 16(a) Reporting

Failure by Section 16 Reporting Persons to comply with the notice and reporting requirements described in Section 8.1 may result in SEC enforcement actions, civil penalties, and/or personal liability for late filings, in addition to internal disciplinary measures.

9. PROHIBITION OF RECORDS FALSIFICATION AND FALSE STATEMENTS

Section 13(b)(2) of the Exchange Act requires companies subject to the Exchange Act to maintain proper internal books and records and to devise and maintain an adequate system of internal accounting controls. The SEC has supplemented the statutory requirements by adopting rules that prohibit (1) any person from falsifying records or accounts subject to the above requirements and (2) officers or directors from making any materially false, misleading or incomplete statement to any accountant in connection with any audit or filing with the SEC. These provisions reflect the SEC's intent to discourage officers, directors and other persons with access to the Company's books and records from taking action that might result in the communication of materially misleading financial information to the investing public.

10. SPECIFIC PROVISIONS RELATED TO TRADING IN THE NORDIC BONDS

All Covered Persons must contact the Company's General Counsel in advance of transacting in the Nordic Bonds (or any related derivative financial instruments). The Market Abuse Regulation imposes a prohibition against trading in the Nordic Bonds for certain individuals (identified in Section 3.1 of Appendix A to this Policy) during a period of 30 calendar days before the announcement of an interim

financial report or a year-end report.

11. EXECUTION AND RETURN OF CERTIFICATION OF COMPLIANCE

After reading this Policy and on an annual basis, all officers, directors and key employees should execute and return to the Company's General Counsel a certification of compliance in substantially the form attached hereto as Attachment A or in such other form as the Company's General Counsel may deem appropriate.

Appendix A

INSIDE INFORMATION IN RELATION TO NORDIC BONDS

1. NORDIC BONDS

Since September 30, 2025, the Company's issued securities include Swedish law governed bonds (the "**Nordic Bonds**"). The Nordic Bonds have a nominal value of SEK 1,250,000 and have during 2025 been admitted to trading on the Nasdaq Transfer Market. The Nordic Bonds will during 2026 be admitted to trading on the corporate bond list of Nasdaq Stockholm or another EU regulated market (as defined in the Markets in Financial Instruments Directive 2014/65/EU (MiFID II), as amended).

The policy guidelines set out in this Appendix A address compliance with Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (the "**Market Abuse Regulation**") and supplemental delegated regulations and implementing regulations issued by the EU Commission (the "**Commission's Regulations**") in respect of the Nordic Bonds.

2. REGULATORY FRAMEWORK

The Market Abuse Regulation and the Commission's Regulations are directly applicable in Sweden. The rules are further supplemented by Directive 2014/57/EU of the European Parliament and of the Council of 16 April 2014 on criminal sanctions for market abuse (the "**Market Abuse Directive**") and guidelines issued by the European Securities and Markets Authority ("**ESMA**"). The Market Abuse Directive has been transposed into Swedish law.

The Market Abuse Regulation contains, among other things, rules regarding a prohibition on insider dealing, unlawful disclosure and market manipulation; rules prescribing the manner in which issuers are to handle and publicly disclose inside information; rules imposing an obligation on issuers to maintain an insider list; and rules regarding a reporting obligation in respect of transactions performed by persons discharging managerial responsibilities at an issuer ("**PDMRs**") or persons closely associated with them.

Rules governing administrative sanctions in respect of violations of the Market Abuse Regulation's prohibitions on insider dealing, unlawful disclosure and market manipulation and for non-compliance with obligations set out in the Market Abuse Regulation, are set forth in the Swedish Complementary Provisions to the EU's Market Abuse Regulation Act (2016:1306) (the "**Swedish Complementary Act**"). The Swedish Complementary Act further contains provisions on the investigatory and enforcement powers of the Swedish Financial Supervisory Authority (the "**SFSA**"). The Penalties for Market Abuse on the Securities Market Act (2016:1307) criminalizes violations of the Market Abuse Regulation's prohibitions on insider dealing, unlawful disclosure and market manipulation. The Nasdaq Rulebook (as defined below) also contains rules relevant to the Company.

The detailed content of these provisions is presented below in brief. However, the regulatory framework as set forth in the Market Abuse Regulation, the Commission's Regulations and ESMA's guidelines is extensive. Accordingly, the description below merely constitutes a summary of the rules and does not purport to be exhaustive.

The regulatory framework, including the Market Abuse Regulation and related regulatory acts, as well as the Nasdaq First North Bond Market – Rulebook or Nasdaq Stockholm – Rulebook for Issuers of Fixed Income Instruments (as applicable) (each as amended from time to time), contains rules and regulations relating to the following:

(a) Inside information. Inside information comprises information of a precise nature which has not been made public, and which, if it was made public, would be likely to have a significant effect on the prices of the Company's listed bonds or on the price of related derivative financial instruments. Information which would be likely to have a significant effect on the prices means information which a reasonable investor would be likely to use as part of the basis for his or her investment decision. Circumstances that may constitute inside information include, for example:

- issuance of securities;
- planned structural changes;
- significant acquisitions/divestments;
- financial information;
- material contracts; and
- other projects that typically might affect the price of the Company's bonds if the information becomes known to the market.

(b) Prohibition on insider dealing. These rules mean, among other things, that persons in possession of inside information concerning the Company's bonds admitted to trading or related derivative financial instruments may not, for themselves or on behalf of a third party, acquire or sell such listed bonds or other related derivative financial instruments (apart from in certain exempted situations).

(c) Prohibition on market manipulation.

(d) Requirement to maintain an internal insider list of those persons who work for the Company through employment or as service providers and have access to inside information.

(e) Transaction reporting obligations for PDMRs, as well as persons closely associated with them.

(f) Prohibition on trading in the Company's bonds admitted to trading or related derivative financial instruments during a period of 30 calendar days before the announcement of an interim financial report or a year-end report.

3. INTERNAL GUIDELINES

3.1 Closed Periods (Prohibition on Trading)

The rules regarding a prohibition on trading during closed periods cover the following persons:

(a) persons listed as PDMRs by the Company;

(b) persons who work with press releases and/or financial reporting;

(c) persons who participate in the production of financial information on a group level; and

(d) persons who are assistants to persons in (a)–(c) above.

Those persons covered by the Company's rules regarding a prohibition on trading during closed periods may not execute any transactions in bonds admitted to trading that have been issued by the Company or related derivative financial instruments during a period of 30 calendar days before announcement of an interim report (including year-end reports).

The foregoing applies also to the Company in conjunction with trading in its own bonds admitted to trading, with the exception of such buy-back programs as take place in accordance with the Market Abuse Regulation and the Commission's Regulations.

The prohibition covers all transactions, both on and off the securities market. It is to be noted that, with respect to PDMRs, the prohibition also covers trading in nominee-registered financial instruments where the owner has relinquished the possibility to influence which purchases or sales are carried out (discretionary management) as well as beneficial transactions, e.g. gifts. If a PDMR has provided discretionary management instructions, bonds admitted to trading issued by the Company, as well as other financial instruments linked to such bonds admitted to trading, must be excluded from the management assignment.

3.2 Approval Prior to Trading

The persons listed in Section 3.1 above may not acquire or sell bonds admitted to trading issued by the Company, or related derivative financial instruments, without first having obtained approval from the General Counsel. The approval is valid only on the day on which it is issued and the immediately following business day. In individual cases, the General Counsel may decide on a shorter or longer validity period. Prior notification of any acquisition or sale must take place in writing.

The General Counsel shall not grant approval for:

(a) trading during a period of 30 calendar days before announcement of an interim report (including year-end reports), as stated in Section 3.1 above;

(b) trading where the individual employee is deemed to possess inside information concerning the Company; or

(c) trading during a period which is considered to be inappropriate, e.g. in light of an undisclosed specific event of a price-sensitive nature within the Company, irrespective of the individual employee's knowledge of such information.

The General Counsel shall not provide reasons for his/her decision.

3.3 Handling of Inside Information

Pursuant to the Market Abuse Regulation, the Company is obliged to inform the public as soon as possible regarding inside information that directly concerns the Company. However, the Company may, on its own responsibility, delay a public disclosure of inside information, provided that certain conditions are satisfied.

The General Counsel has been appointed by the Board as the person with responsibility for insider-related issues. The General Counsel is responsible for issues concerning the Company's day-to-day handling of inside information.

3.4 Monitoring and Reporting of Inside Information

The existence of any potential inside information must be reported immediately to the General Counsel. Note that such a report per se contains sensitive information and should be handled appropriately. The person responsible for the project, transaction or circumstance to which the inside information relates is responsible for ensuring that reporting takes place in accordance with the above (the "**Responsibility Owner**"). The reporting shall state the type of inside information involved, the persons with access to the information (including complete personal and contact information), the capacity in which such persons have received inside information (i.e. a description of the individual's role, function and reason for having

received the information), the company in which the person is employed, and the date and time when the individuals in question obtained access to the information.

A Responsibility Owner shall be authorized to decide which persons need to be involved in the issue to which the inside information relates and is obliged to keep the General Counsel regularly informed regarding any other persons to whom inside information has been disclosed during the course of the project, so that such persons can be entered in the Company's insider list.

The following procedures shall be applied with the aim of reducing the risk of unintentional dissemination of inside information:

- Responsibility Owners shall ensure that access to inside information is blocked in the Company's document management systems and other IT systems.
- Inside information may not be provided to anyone, within or outside the Company, without the approval of a Responsibility Owner. Responsibility Owners may only grant such approval where necessary for the exercise of an employment, a profession or duties, and provided that the recipient of the information is obliged not to disclose it, e.g. pursuant to law, professional ethics rules or contract.
- Responsibility Owners shall regularly evaluate whether it is known that any third party has access to inside information and, if such is the case, whether such party is subject to confidentiality pursuant to law, professional ethics rules or contract.
- As far as possible, code names shall be used, in speech and in writing, regarding inside information and any parties involved.
- Meetings, discussions, and telephone conversations shall take place in such a manner that no unauthorized person can hear what is said.
- Encryption of email or password-protection must be considered before documents with sensitive content are sent by email.
- Printouts of sensitive documents on shared printers must always be collected immediately. Alternatively, printouts shall be provided with a code to the printer.
- Documents with sensitive content may also otherwise not be handled in a manner which enables any unauthorized person to obtain access to inside information. This means, for example, that such documents must be concealed or placed under lock and key at the end of the business day. Such documents may also not be discarded other than in specially locked containers, the contents of which are destroyed.

3.5 Information in Press Releases[1]

Public disclosure of inside information must contain a legend and the identity of the natural person making the notification must be stated. Provided that the press release contains information on a contact person, including name and position, the following legend may be used:

This information is information that Oatly Group AB (publ) is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact person set out above, at [●] CET on [●].

As regards disclosure of the annual report or a half year report that contains inside information the legend

[1] The Nasdaq Rulebook should be consulted regarding the applicable reporting requirements. More stringent disclosure requirements may apply pursuant to the terms and conditions for the Nordic Bonds.

must refer to the Market Abuse Regulation and the Swedish Securities Markets Act (2007:528). The following legend may be used:

This information is information that Oatly Group AB (publ) is obliged to make public pursuant to the EU Market Abuse Regulation and the Swedish Securities Markets Act. The information was submitted for publication, through the agency of the contact person set out above, at [●] CET on [●].

When disclosing the annual report or a half year report that does not contain inside information the legend should refer to the Swedish Securities Markets Act only. The following legend may be used:

This information is information that Oatly Group AB (publ) is obliged to make public pursuant to the Swedish Securities Markets Act. The information was submitted for publication at [●] CET on [●].

3.6 Insider List

In accordance with the Market Abuse Regulation, the Company shall prepare an insider list of persons with access to inside information concerning the Company. All persons who work for the Company, pursuant to a contract of employment or who otherwise perform tasks through which they have access to inside information concerning the Company (such as advisers and consultants), shall be included in an insider list. The insider lists shall be maintained by the General Counsel, or the persons the General Counsel delegates this task to.

When the Company retains external service providers (e.g. a law firm, financial adviser or accounting firms), the Company may instruct such service provider to maintain a secondary insider list of persons within the service provider's organization who have access to inside information. Formally speaking, such secondary insider lists constitute a part of the Company's insider lists and, accordingly, the Company is required to ensure that, upon request by the Company, the service provider is obliged to immediately submit such secondary insider list to the Company. According to the Market Abuse Regulation, the Company is responsible for compliance with the rules on keeping insider lists including all secondary insider lists that the Company has instructed another person to maintain.

The General Counsel shall ensure that those persons covered by the reporting in accordance with Section 3.1 are included in the Company's insider list(s), and shall take all reasonable steps to ensure that such persons acknowledge in writing the legal and regulatory duties entailed and are aware of the sanctions applicable to insider dealing and unlawful disclosure of inside information.

A Responsibility Owner is obliged to keep the General Counsel regularly notified as to any additional persons to who inside information has been disclosed during the course of the project, so that such persons might be included in an insider list. Furthermore, Responsibility Owners shall notify the General Counsel as soon as a previously reported circumstance has ceased to constitute inside information, in a manner other than through publication of a press release (for example, if negotiations concerning a potential acquisition have terminated), so that the affected persons may be removed from the relevant insider list. The Company will notify persons on an insider list when that person has ceased to be an insider.

3.7 Reporting Obligations

PDMRs at the Company and persons closely associated with them must report their transactions in bonds admitted to trading as well as any related derivative financial instrument, in each case related to the Company, to the SFSA and to the Company. The reporting obligation applies to any subsequent transaction once a total amount of EUR 5,000 has been reached within a calendar year. All transactions are covered, including, for example, transactions within the scope of an endowment policy, pledge or securities borrowing.

Reporting shall take place in a special format and be submitted to the SFSA electronically in accordance with instructions on the SFSA's website. The report shall also be sent simultaneously to the Company.

A PDMR is defined in the Market Abuse Regulation as a person who is:

(a) a member of the administrative, management or supervisory body of that entity; or

(b) another senior executive, who has regular access to inside information relating directly or indirectly to that entity and power to take managerial decisions affecting the future developments and business prospects of that entity.

The General Counsel shall attend to the maintenance of a list of all PDMRs in the Company and persons closely associated with them. The General Counsel shall also ensure that all persons discharging managerial responsibilities are notified in writing of their reporting obligation pursuant to the Market Abuse Regulation. Such notification may be made by the relevant PDMR executing and returning a certification of compliance as set out in Section 10 of this Policy.

PDMRs must also notify in writing persons closely associated with them regarding their reporting obligation pursuant to the Market Abuse Regulation. A copy of such notice must be retained by the PDMR. In addition, a copy of the notice must be sent to the Company. A copy of notices sent pursuant to this Section 3.7 shall be retained electronically in a special folder. Such notification may also be made by the relevant person executing and returning a certification of compliance as set out in Section 10 of this Policy.

Attachment A

OATLY GROUP AB (PUBL)

Annual Certification of Compliance

I, the undersigned, hereby certify that:

(a) I have received, read and understood the Company's Insider Trading Policy;

(b) during the past year, I have complied with all provisions of the Insider Trading Policy, including but not limited to: (i) not engaging in any insider trading activities, (ii) adhering to all blackout periods and trading restrictions and (iii) seeking pre-clearance for any trades in the Company's securities, if required;

(c) I have not disclosed any material non-public information to unauthorized persons;

(d) I have completed all required training sessions relating to insider trading laws and the Company policies; and

(e) I have reported all personal trades in the Company's securities as required by the Insider Trading Policy.

I understand that any violation of the Insider Trading Policy may result in disciplinary actions, including termination of employment.

Any capitalized terms used but not defined herein shall have the meanings ascribed to them in the Company's Insider Trading Policy.

Signature: _____

Printed Name: _____

Title: _____

Date: _____

Exhibit 12.1

CERTIFICATION

I, Jean-Christophe Flatin, certify that:

1. I have reviewed this annual report on Form 20-F of Oatly Group AB (the "Company");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;

4. The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the Company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and

5. The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date: March 13, 2026

By: /s/ Jean-Christophe Flatin
Jean-Christophe Flatin
Chief Executive Officer
(Principal Executive Officer)

Exhibit 12.2

CERTIFICATION

I, Marie-José David, certify that:

1. I have reviewed this annual report on Form 20-F of Oatly Group AB (the "Company");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;

4. The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the Company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and

5. The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date: March 13, 2026

By: /s/ Marie-José David
Marie-José David
Chief Financial Officer
(Principal Financial Officer)

Exhibit 13.1

CERTIFICATION PURSUANT TO 18 U.S.C SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with this annual report on Form 20-F of Oatly Group AB (the "Company") for the fiscal year ended December 31, 2025 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jean-Christophe Flatin, Chief Executive Officer of the Company and Principal Executive Officer of the Company, hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

i. The Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended; and

ii. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 13, 2026

By: /s/ Jean-Christophe Flatin
Jean-Christophe Flatin
Chief Executive Officer
(Principal Executive Officer)

Exhibit 13.2

CERTIFICATION PURSUANT TO 18 U.S.C SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with this annual report on Form 20-F of Oatly Group AB (the "Company") for the fiscal year ended December 31, 2025 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Marie-José David, Chief Financial Officer of the Company and Principal Financial Officer of the Company, hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

i. The Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended; and

ii. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 13, 2026

By: /s/ Marie-José David

Marie-José David
Chief Financial Officer
(Principal Financial Officer)

Exhibit 15.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-256316) pertaining to the Oatly Group AB (publ) 2021 Incentive Award Plan, the Post-Effective Amendment No. 2 to the Registration Statement (Form F-3 No. 333-271379) and related Prospectus of Oatly Group AB for the registration of American Depositary Shares representing ordinary shares offered by selling security holders and the Registration Statement (Form F-3 No. 333-286101) and related Prospectus of Oatly Group AB for the registration of American Depositary Shares representing ordinary shares offered by selling security holders of our reports dated March 13, 2026, with respect to the consolidated financial statements of Oatly Group AB, and the effectiveness of internal control over financial reporting of Oatly Group AB, included in this Annual Report (Form 20-F) for the year ended December 31, 2025.

/s/ Ernst & Young AB
Stockholm, Sweden
March 13, 2026

Exhibit 97.1

INCENTIVE COMPENSATION RECOVERY POLICY

EFFECTIVE AS OF: 2026-01-01

Oatly Group AB (publ) (the "**Company**")
Reg. No. 559081-1989
Ångfärjekajen 8, 211 19 Malmö

POLICY OWNER: THE REMUNERATION COMMITTEE

Reviewed: Annually

1. INTRODUCTION

The Company has adopted this incentive compensation recovery policy (the "**Policy**") in accordance with the applicable listing standards of The Nasdaq Stock Market LLC ("**Nasdaq**") and Rule 10D-1 under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"). To the extent this Policy is in any manner deemed inconsistent with such listing standards, this Policy shall be treated as retroactively amended to be compliant with such listing standards.

Each Executive Officer (as defined below) shall be required to sign and return to the Company the acknowledgement form attached hereto as Attachment A.

2. DEFINITIONS

The following words and phrases shall have the following meanings for purposes of this Policy:

An "**Accounting Restatement**" means any accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements (a "Big R" restatement), or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period (a "little r" restatement).

The "**Board**" means the board of directors of the Company.

The "**Remuneration Committee**" means the remuneration committee of the Board.

"**Erroneously Awarded Compensation**" is the amount of Incentive-Based Compensation Received (as defined below) that exceeds the amount of Incentive-Based Compensation that otherwise would have been Received had it been determined based on the restated amounts, computed without regard to any taxes paid. For Incentive-Based Compensation based on stock price or total stockholder return ("**TSR**"), where the amount of Erroneously Awarded Compensation is not subject to mathematical recalculation directly from the information in an Accounting Restatement:

(a) the amount shall be based on a reasonable estimate of the effect of the Accounting Restatement on the stock price or TSR upon which the Incentive-Based Compensation was Received; and

(b) the Company shall maintain documentation of the determination of that reasonable estimate and provide such documentation to Nasdaq.

The term "**Executive Officer**" means the Company's principal executive officer, president, principal financial officer, principal accounting officer (or if there is no such accounting officer, the controller), and, if and when appointed, any officer identified as an executive officer by the Company, including but not limited to any vice president of the Company in charge of a principal business unit, division, or function (such as sales, administration, or finance), any other officer who performs a policy-making function, or any other person who performs similar policy-making functions for the Company. Executive officers of any parent or subsidiary of the Company are deemed "Executive Officers" if they perform such policy-making functions for the Company.

A "**Financial Reporting Measure**" is any measure that is determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and any measure that is derived wholly or in part from such measure, including non-GAAP measures. Stock price and TSR (and any measures that are derived wholly or in part from stock price or TSR) are also Financial Reporting

Measures. A Financial Reporting Measure need not be presented within the Company's financial statements or included in a filing with the SEC.

The term "**Incentive-Based Compensation**" means any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a Financial Reporting Measure. Please refer to Attachment B to this Policy for a list of examples of Incentive-Based Compensation.

Incentive-Based Compensation is deemed "**Received**" in the Company's fiscal period during which the Financial Reporting Measure specified in the Incentive-Based Compensation award is attained, even if the payment or grant of the Incentive-Based Compensation occurs after the end of that period.

"**SEC**" means the United States Securities and Exchange Commission.

3. STATEMENT OF POLICY

In the event that the Company is required to prepare an Accounting Restatement, the Company will recover reasonably promptly the amount of all Erroneously Awarded Compensation Received by a person:

(a) after beginning service as an Executive Officer;

(b) who served as an Executive Officer at any time during the performance period for that Incentive-Based Compensation;

(c) while the Company has a class of securities listed on Nasdaq; and

(d) during the three completed fiscal years immediately preceding the date that the Company is required to prepare the Accounting Restatement and any transition period (that results from a change in the Company's fiscal year) within or immediately following those three completed fiscal years. For purposes of this Policy, a transition period between the last day of the Company's previous fiscal year and the first day of its new fiscal year that comprises a period of nine to twelve months would be deemed a completed fiscal year.

Notwithstanding the foregoing, this Policy shall only apply to Incentive-Based Compensation Received on or after October 2, 2023.

The Company's obligation to recover Erroneously Awarded Compensation pursuant to this Policy is not dependent on when the restated financial statements are filed.

For purposes of determining the relevant recovery period under this Policy, the date that the Company is required to prepare an Accounting Restatement is the earliest to occur of:

(a) the date the Board, a committee of the Board, or the officer or officers of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare an Accounting Restatement; or

(b) the date a court, regulator, or other legally authorized body directs the Company to prepare an Accounting Restatement.

4. CERTAIN EXCEPTIONS

The Company must recover Erroneously Awarded Compensation in compliance with this Policy except to the extent that the conditions of paragraphs (a), (b) or (c) in this Section 4 are met, and the Remuneration Committee, or in the absence of such a committee, a majority of the independent directors serving on the Board, has determined that recovery would be impracticable.

(a) The direct expense paid to a third party to assist in enforcing this Policy would exceed the amount to be recovered. Before concluding that it would be impracticable to recover any amount of Erroneously Awarded Compensation based on expense of enforcement, the Company shall make a reasonable attempt to recover such Erroneously Awarded Compensation, document such reasonable attempt(s) to recover and provide that documentation to Nasdaq.

(b) Recovery would violate home country law where that law was adopted prior to November 28, 2022. Before concluding that it would be impractical to recover any amount of Erroneously Awarded Compensation based on violation of home country law, the Company shall obtain an opinion of home country counsel, acceptable to Nasdaq, that recovery would result in such a violation, and must provide such opinion to Nasdaq.

(c) Recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and regulations thereunder.

5. NO INDEMNIFICATION

The Company shall not indemnify any Executive Officer or former Executive Officer against the loss of Erroneously Awarded Compensation pursuant to this Policy.

6. PUBLIC DISCLOSURES

The Company shall file all disclosures with respect to this Policy in accordance with the requirements of the U.S. Federal securities laws, including the disclosure required by the applicable SEC filings.

7. APPLICATION TO OTHER PERSONS

In addition to the Executive Officers and former Executive Officers, this Policy shall apply to any other employee of the Company or its subsidiaries designated by the Remuneration Committee or the Board as a person covered by this Policy by notice to the employee ("**Other Covered Person**").

Unless otherwise determined by the Remuneration Committee or the Board, this Policy shall apply to an Other Covered Person as if such individual was an Executive Officer during the relevant periods described in Section 3.

The Remuneration Committee or the Board may, in its discretion, limit recovery of Erroneously Awarded Compensation from an Other Covered Person to situations in which an Accounting Restatement was caused or contributed to by the Other Covered Person's fraud, willful misconduct or gross negligence.

In addition, the Remuneration Committee or the Board shall have discretion as to:

(a) whether to seek to recover Erroneously Awarded Compensation from an Other Covered Person;

(b) the amount of the Erroneously Awarded Compensation to be recovered from an Other Covered Person; and

(c) the method of recovering any such Erroneously Awarded Compensation from an Other Covered Person.

In exercising such discretion, the Remuneration Committee or the Board may take into account such considerations as it deems appropriate, including whether the assertion of a claim may violate applicable law or prejudice the interests of the Company in any related proceeding or investigation.

8. INTERPRETATION; ENFORCEMENT

The Remuneration Committee shall have full authority to interpret and enforce this Policy to the fullest extent permitted by law.

The Remuneration Committee shall determine, in its sole discretion, the appropriate means to seek recovery of any Erroneously Awarded Compensation, which may include, without limitation:

(a) requiring cash reimbursement;

(b) seeking recovery or forfeiture of any gain realized on the vesting, exercise, settlement, sale, transfer or other disposition of any equity-based awards;

(c) offsetting the amount to be recouped from any compensation otherwise owed by the Company to the Executive Officer;

(d) canceling outstanding vested or unvested equity awards; or

(e) taking any other remedial and recovery action permitted by law, as determined by the Remuneration Committee.

The Remuneration Committee shall determine the repayment schedule for any Erroneously Awarded Compensation in a manner that complies with the "reasonably promptly" requirement set forth in Section 3 of the Policy. Such determination shall be consistent with any applicable legal guidance, by the SEC, judicial opinion or otherwise. The determination with respect to "reasonably promptly" recovery may vary from case to case and the Remuneration Committee is authorized to adopt additional rules to further describe what repayment schedules satisfies this requirement.

To the extent an Executive Officer, former Executive Officer or Other Covered Person refuses to pay to the Company any Erroneously Awarded Compensation, the Company shall have the right to sue for repayment or, to the extent legally permitted, to enforce such person's obligation to make payment by withholding unpaid or future compensation.

Any determination by the Remuneration Committee or the Board with respect to this Policy shall be final, conclusive, and binding on all interested parties.

9. NON-EXCLUSIVITY

Nothing in this Policy shall be viewed as limiting the right of the Company or the Remuneration Committee to pursue recoupment under or as provided by the Company's plans, awards, policies or agreements or the applicable provisions of any law, rule or regulation (including, without limitation, Section 304 of the Sarbanes-Oxley Act of 2002).

10. POLICY CONTROLS

If the requirement to recover Erroneously Awarded Compensation is triggered under this Policy, then, in the event of any actual or alleged conflict between the provisions of this Policy and a similar clause or provision in any of the Company's plans, awards, policies or agreements, this Policy shall be controlling and determinative; provided that, if such other plan, award, policy or agreement provides that a greater

amount of compensation shall be subject to clawback, the provisions of such other plan, award, policy or agreement shall apply to the amount in excess of the amount subject to clawback under this Policy.

11. AMENDMENT

The Remuneration Committee may amend this Policy, provided that any such amendment does not cause this Policy to violate applicable listing standards of Nasdaq or Rule 10D-1 under the Exchange Act.

Attachment A

OATLY GROUP AB

ACKNOWLEDGEMENT OF INCENTIVE COMPENSATION RECOVERY POLICY

By my signature below, I acknowledge that I have received and reviewed Oatly Group AB's (the "**Company**") incentive compensation recovery policy (the "**Policy**") and that I am fully bound by, and subject to, all of the terms and conditions of the Policy (as may be amended, restated, supplemented or otherwise modified from time to time). In the event of any inconsistency between the Policy and the terms of any employment agreement to which I am a party, or the terms of any compensation plan, program or agreement under which any compensation has been granted, awarded, earned or paid, the terms of the Policy shall govern. In the event it is determined by the Company's remuneration committee that any amounts granted, awarded, earned or paid to me must be forfeited or reimbursed to the Company, I will promptly take any action necessary to effectuate such forfeiture and/or reimbursement.

Signature: ____

Name (printed): ____

Date: ____

Attachment B

Examples of Incentive-Based Compensation

Examples of compensation that constitutes Incentive-Based Compensation for purposes of this Policy include, but are not limited to, the following:

(a) non-equity incentive plan awards earned based wholly or in part on satisfying a Financial Reporting Measure performance goal;

(b) bonuses paid from a "bonus pool", the size of which is determined based wholly or in part on satisfying a Financial Reporting Measure performance goal;

(c) other cash awards based wholly or in part on satisfying a Financial Reporting Measure performance goal;

(d) equity-based awards (e.g. restricted stock, restricted stock units, performance share units, stock options, and stock appreciation rights) that are granted or become vested based wholly or in part on satisfying a Financial Reporting Measure performance goal; and

(e) proceeds received upon the sale of shares acquired through an incentive plan that were granted or vested based wholly or in part on satisfying a Financial Reporting Measure performance goal.

Examples of compensation that does **not** constitute Incentive-Based Compensation for purposes of this Policy include the following:

(a) salary or salary increases for which the increase is not contingent upon achieving any Financial Reporting Measure performance goal;

(b) bonuses paid solely at the discretion of the Remuneration Committee or Board that are not paid from a bonus pool, the size of which is determined based wholly or in part on satisfying a Financial Reporting Measure performance goal;

(c) bonuses paid solely upon satisfying one or more subjective standards (e.g. demonstrated leadership) and/or completion of a specified employment period;

(d) non-equity incentive plan awards earned solely upon satisfying one or more strategic measures (e.g. consummating a merger or divestiture) or operational measures (e.g. opening a specified number of stores, completion of a project, or increase in market share); and

(e) equity awards for which the grant is not contingent upon achieving any Financial Reporting Measure performance goal and vesting is contingent solely upon completion of a specified employment period and/or attaining one or more non-Financial Reporting Measures.