
The Board of Directors' complete proposal for the AGM 2026

Item 2 Election of a Chairman of the Meeting

The Nomination Committee proposes that Peter Nilsson is elected Chairman of the Meeting.

Item 9 b. Dividends

The Board of Directors proposes a dividend of SEK 1.50 per ordinary share and 15 May 2026 as record date for the dividend. If the meeting decides in accordance with the proposal, the dividend is expected to be distributed by Euroclear Sweden on 20 May 2026.

Item 10. Decision on approval of the Board of Directors' Remuneration report for 2025

The Board of Directors' remuneration report for 2025 provides an overview of how the guidelines for salary and other remuneration to the CEO and members of the Group Management adopted by the Annual General Meeting 2024 have been implemented during 2025. There have been no deviations from the procedure for the implementation of adopted guidelines and no exceptions to the application of adopted guidelines.

The Board of Directors proposes that the Annual General Meeting approves the Board's remuneration report for 2025. The remuneration report will be kept available on the company's website (www.ependion.com) in accordance with what is stated below under the section "Other matters".

Items 11-14 Proposals for resolutions regarding the number of Board members, Directors' and Auditors' fees and election of the Board of Directors, Chairman of the Board and Auditors

The following shareholders were members of the Nomination Committee: Stena Adactum, represented by Anders Wassberg (Chairman and convener), Svolder AB, represented by Fredrik Carlsson, Nordea Fonder, represented by Katarina Hammar and Fjärde AP-fonden, represented by Lovisa Runge. The Chairman of the Board, Peter Nilsson, has been adjunct in the Nomination Committee.

The Nomination Committee has proposed following:

Item 11

- That the Board of Directors shall consist of six members, with no deputies.

Item 12

- That fees of SEK 720,000 will be payable to the Chairman of the Board, and that fees of SEK 300,000 will be payable to each of the other Board members.
- That fees of SEK 130,000 will be payable to the Chairman of the committee for work in the audit committee, and that fees of SEK 67,500 will be payable to each of the other Board members for work in such committee.
- That fees of SEK 52,000 will be payable to the Chairman of the committee for work in the remuneration committee, and that fees of SEK 31,000 will be payable to each of the other Board members for work in such committee.
- That fees to Auditors will be payable according to approved invoice.

Item 13

- re-election of Board members Peter Nilsson, Johan Wester, Karin Gunnarsson, Lars Eklöf, Jonas Hård and Per Allmér.
- re-election of Peter Nilsson as Chairman of the Board.

Item 14

- Re-election of the registered public accounting firm KPMG as the company's auditor until the close of the AGM 2027. Should KPMG be appointed, the auditor in charge will be Jonas Nihlberg.

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Item 15 Resolution on authorization for the Board of Directors to decide on a new share issue

The Board of Directors proposes that the AGM resolves to authorize the Board of Directors to, on one or more occasions before the AGM 2027, decide on new share issues of ordinary shares corresponding to a maximum of 10 percent of the company's share capital at the time the authorization is exercised for the first time.

The proposal means that the Board of Directors may resolve on a new share issue with or without deviation from the shareholders' preferential rights. An issue may be made against cash payment, by set-off or by contribution in kind. The Board of Directors shall be entitled to determine other terms of the new share issue, including the issue price, which shall however be based on market terms.

The purpose with the authorization, and the reason for the deviation from the shareholders' preferential rights, is to enable, with the greatest possible financial flexibility, the financing of acquisition of companies or other assets that the Board of Directors deems to be of value to the company's operations.

Resolution pursuant to the Board of Directors' proposal requires the AGM's resolution being supported by shareholders representing at least two-thirds of the votes cast and shares represented at the Meeting.

Item 16 Resolution on (A) implementation of a long-term share-based incentive program (LTI 2026/2029) and (B) hedging activities in order to implement the program

See separate proposal including attachment A.

The Board of Directors' proposal under items 15–16 above also include authorization for the CEO to make such amendments to the AGM resolutions that may be necessary for registering these resolutions with the Swedish Companies Registration Office and Euroclear Sweden AB.

Item 17 Resolution on authorization for the Board of Directors to transfer own ordinary shares

The Board of Directors proposes that the annual general meeting authorises the Board to resolve, at one or more occasions, during the period until the next AGM, on the transfer of the company's ordinary shares on Nasdaq Stockholm at a price within the share price interval registered at that time. The transfers may not exceed 26,236 ordinary shares.

The purpose of the proposed authorization is to give the company the possibility to sell shares in its own holding for cash flow hedging of administrative costs, mainly social security charges that arise upon delivery of shares to participants in the incentive program LTI 2023/2026, according to the terms of the program.

The Board of Director's proposal must be supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the AGM.

Malmö April 21, 2026

The Board of Directors
EPENDION AB