

## **Notice of Annual General Meeting in Teqnion AB**

The shareholders of Teqnion AB, Reg. No. 556713-4183 ("Teqnion" or the "company"), are hereby summoned to the Annual General Meeting on Wednesday, 23 April 2025, 14:08 CEST, at Törngren Magnell & Partners Advokatfirma's premises, Jakobs Torg 3, SE-111 52 Stockholm, Sweden.

### **Right to attend**

In order to attend the Annual General Meeting, shareholders shall be registered in the share register kept by Euroclear Sweden AB as of 11 April 2025. Further, shareholders who wish to participate in the Annual General Meeting shall give notice of participation to the company no later than 15 April 2025. Notice of participation can be made:

- by mail: Teqnion AB, Dalvägen 14, SE-169 56 Solna, Sweden, labelled "Annual General Meeting", or
- by e-mail: aktie@teqnion.se.

The notice of participation must state name, personal identification number or corporate registration number, postal address, telephone number, shareholding and, where applicable, information about any proxy or shareholder assistants at the Annual General Meeting. Shareholders or its proxies may bring a maximum of two assistants, provided that their attendance is notified as above.

### **Nominee-registered shares**

In order to be entitled to attend the Annual General Meeting, a shareholder whose shares are nominee-registered shall, in addition to giving notice of participation in the Annual General Meeting, register its shares in its own name so that the shareholder is registered in the share register kept by Euroclear Sweden AB as of the record date on 11 April 2025. Such registration may be temporary (so-called voting rights registration), and request for such voting rights registration shall be made to the nominee in accordance with the nominee's routines at such a time in advance as decided by the nominee. Voting rights registrations made no later than the second banking day after 11 April 2025 are taken into account in the presentation of the share register.

### **Proxy and proxy form**

If a shareholder is represented by proxy, a written and dated power of attorney signed by the shareholder must be issued for the proxy. The power of attorney must not have been issued more than one year before the date of the Annual General Meeting, unless the power of attorney provides for a longer period, however, not exceeding five years from issuance. The original power of attorney as well as registration certificate and other authorization documents, evidencing the authorized representative, should reach the company at the above address no later than 15 April 2025.

Proxy form is available from the company and on the company's website, [www.teqnion.se](http://www.teqnion.se), and is upon request sent to the shareholders who provide their postal address.

## **Proposed agenda**

- 1 Opening of the Annual General Meeting.
- 2 Election of Chairman of the Annual General Meeting.
- 3 Preparation and approval of the voting list.
- 4 Approval of the agenda.
- 5 Election of one or two persons to verify the minutes in addition to the Chairman.
- 6 Determination as to whether the Annual General Meeting has been duly convened.
- 7 Presentation of the annual report and the auditor's report, as well as the consolidated financial statements and the consolidated auditor's report.

- 8 Resolution on
  - a. adoption of the income statement and balance sheet, as well as the consolidated income statement and consolidated balance sheet,
  - b. dispositions in respect of the company's result pursuant to the adopted balance sheet, and
  - c. discharge from liability for the members of the Board of Directors and the Chief Executive Officer.
- 9 Determination of the number of members of the Board of Directors as well as auditors and deputy auditors.
- 10 Determination of fees to the members of the Board of Directors and the auditors.
- 11 Election of members of the Board of Directors as well as auditors and deputy auditors.
- 12 Resolution on guidelines for compensation to senior executives.
- 13 Resolution on adoption of a warrant-based incentive program for key employees.
- 14 Resolution on adoption of a cash bonus program for certain key employees.
- 15 Resolution on authorization for the Board of Directors to issue shares, warrants and/or convertible instruments.
- 16 Closing of the Annual General Meeting.

## **Proposed resolutions**

### **Item 2 – Election of Chairman of the Annual General Meeting**

The Nomination Committee proposes that Johan Wigh, member of the Swedish Bar Association, or the person appointed by the Board of Directors in the event of his impediment, be elected Chairman of the Annual General Meeting.

### **Item 8 b – Resolution on dispositions in respect of the company's result pursuant to the adopted balance sheet**

The Board of Directors proposes that no dividend is paid and that available profits are carried forward.

### **Item 9 – Determination of the number of members of the Board of Directors as well as auditors and deputy auditors**

The Nomination Committee proposes that the number of members of the Board of Directors elected by the general meeting for the period until the end of the next Annual General Meeting shall be seven (7) members, with no deputies. The Nomination Committee further proposes that one (1) registered accounting firm be elected as auditor, with no deputies.

### **Item 10 – Determination of fees to the members of the Board of Directors and the auditors**

The Nomination Committee proposes that the fees to the members of the Board of Directors shall be as follows. Fee for 2024 is stated in parentheses. The Nomination Committee proposes that the fees shall be SEK 300,000 (275,000) to the Chair of the Board and SEK 200,000 (175,000) to each of the other Board members elected by the Annual General Meeting who are not employed by the company. The Nomination Committee further proposes that the fee for committee work shall be SEK 50,000 (25,000) per person and committee.

The Nomination Committee further proposes that the auditor's fees shall be paid as per approved invoice.

### **Item 11 – Election of members of the Board of Directors as well as auditors and deputy auditors**

The Nomination Committee proposes re-election of the Board members Lena Almefelt, Henrik Joelsson, Johan Steene, Boel Sjöstrand, Christopher Mayer and Mikael Vaezi, and new election of

Helena Nathhorst for the period until the end of the next Annual General Meeting. The Nomination Committee proposes re-election of Lena Almfelt as Chair of the Board.

Information on the member proposed for new election follows below.

### **Helena Nathhorst**

Born: 1967

Current assignments: CFO of Byggmax Group AB (publ)

Previous experience: Extensive experience in finance, strategy and corporate governance within listed companies. She has previous experience as, inter alia, CFO of Addnode Group AB (publ) and Teracom Boxer Group AB and as senior executive in KPMG M&A Advisory.

Education: Master of Science in Business and Economics from Uppsala University.

Holdings of shares or other financial instruments in the company (including holdings of persons closely associated): 0.

Helena Nathhorst is independent in relation to the company and its executive management and independent in relation to major shareholders of the company.

Information on all proposed members is available at the company's website, [www.teqnion.se](http://www.teqnion.se).

The Nomination Committee further proposes re-election of the registered accounting firm BDO Mälardalen AB as the company's auditor for the period until the end of the next Annual General Meeting. BDO Mälardalen AB has informed that the Authorized Public Accountant Carl-Johan Kjellman will continue to be appointed auditor in charge, should BDO Mälardalen AB be elected as auditor.

### **Item 12 – Resolution on approval of guidelines for compensation to senior executives**

The Board of Directors proposes that the Annual General Meeting resolves to adopt guidelines for compensation to senior executives in accordance with below.

#### **The scope of the guidelines**

These guidelines shall apply to remuneration to the CEO, Deputy CEO, other members of the group management and, where applicable, remuneration to members of the Board of Directors in addition to director fees. Currently, the group management consists of CEO, Deputy CEO (CXO) and CCO. The guidelines do not apply to any remuneration resolved or approved by the general meeting.

The guidelines apply to remuneration agreed, and amendments to remuneration already agreed, after the guidelines have been adopted by the Annual General Meeting.

Teqnion is an industrial group that acquires stable niche companies with good cash flows to develop and own with an eternal horizon. A successful implementation of the company's business strategy and the safeguarding of Teqnion's long-term interests, including its sustainability, requires that the Company is able to attract and retain qualified personnel. This requires Teqnion to offer competitive remuneration packages. The objective of the guidelines is to enable a competitive total remuneration to senior executives in the company.

The variable cash remuneration covered by the guidelines should aim to promote the company's business strategy and long-term interests, including its sustainable development.

#### **Principles for the design of the remuneration**

Teqnion's overall remuneration principles aim to attract, motivate and retain qualified senior executives to ensure the long-term success of the company. A remuneration package should, in its entirety, be in line with market terms and promote the company's long-term interests and continuous value creation.

The remuneration package may consist of the following components:

1. Fixed salary.
2. Variable cash remuneration.
3. Pension benefits and other benefits.

In addition, the general meeting may – irrespective of these guidelines – resolve on, among other things, share-related or share price-related remuneration.

#### *1. Fixed salary*

Fixed salary shall consist of a fixed annual cash salary and shall be determined based on the senior executive's responsibility, skills, experience and performance. The fixed salary shall be reviewed annually.

#### *2. Variable cash remuneration*

In addition to fixed salary, variable cash remuneration may be offered. The variable cash remuneration shall be based on predetermined and measurable criteria set out annually by the Board of Directors. These criteria shall be linked to the company's earnings growth, cash flow and financial targets. The criteria shall be designed to contribute to the company's business strategy and long-term interests.

The variable cash remuneration may not, during one financial year, exceed 150 percent of the annual fixed base salary. 50 percent of the variable cash remuneration exceeding the value of four months' salary shall be reinvested by the senior executive through the acquisition of shares in Teqnon to be held for no less than three years.

The fulfilment of criteria for the payment of variable remuneration shall be measurable over a period of one year. At the expiry of the measurement period for the fulfilment of criteria for payment of variable remuneration, an evaluation shall be made of the extent to which the criteria have been fulfilled. The assessment of whether financial criteria have been fulfilled shall be based on the latest financial information published by the company.

Variable remuneration shall not be paid if the company's financial criteria are not satisfied or if it is not considered justifiable in light of the company's financial position.

#### *3. Pension and other benefits*

Pension shall apply from the age of 65 at the earliest. Pension benefits such as endowment, pension, life and health insurance shall correspond to no more than 35 percent of the fixed base salary for the CEO and the Deputy CEO.

Variable cash remuneration shall not be pensionable, unless otherwise agreed or applicable under a mandatory pension scheme.

Other benefits, such as car allowance and insurances, shall be in line with market terms and shall constitute a minor part of the total remuneration. Premiums and other costs pursuant to such benefits may amount to no more than fifteen (15) percent of the fixed annual salary,

#### **Termination of employment**

Upon resignation by the CEO, a notice period of six months shall apply. Upon termination of employment by the company, a notice period of no more than nine months shall apply, and severance pay of no more than six months' salary shall be paid. Upon resignation by the CEO, no severance pay shall be paid.

Upon termination of employment of other senior executives by the company, a notice period of no more than six months shall apply. Upon resignation by the senior executive, no severance pay shall be paid.

Entitlement to salary and other benefits is maintained during the notice period. Base salary during the notice period and severance pay shall in total not exceed an amount corresponding to two years' base salary. Notice salary shall not be offset against other income.

### **Salary and employment conditions for employees**

In the preparation of the Board of Directors' proposal for these guidelines, salary and employment conditions for the company's employees have been taken into account by including information on the employees' total remuneration, the components of the remuneration and increase and growth rate of the remuneration over time in the basis of resolution of the Remuneration Committee and the Board of Directors when evaluating whether the guidelines and the limitations set out herein are reasonable.

### **The decision-making process to determine, review and implement the guidelines**

The Board of Directors has established a Remuneration Committee tasked to prepare resolutions on proposal for guidelines for compensation to senior executives. The Board of Directors shall prepare a proposal for new guidelines when need for material changes to the guidelines arises, and in any case at least every fourth year, and submit the proposal for resolution at the general meeting. The guidelines shall apply until new guidelines are adopted by the general meeting.

The Remuneration Committee also monitors and evaluates the programs for variable remuneration to the group management, the application of guidelines for compensation to senior executives and remuneration structures and levels in force. The members of the Remuneration Committee are independent in relation to the company and its executive management. The CEO and other members of the group management do not participate in the Board of Directors' or the Remuneration Committee's deliberations and resolutions regarding remuneration-related matters insofar as they are affected by such matters.

### **Deviations from the guidelines**

The Board of Directors may resolve to deviate from the guidelines if in a specific case if there is special cause for the deviation and a deviation is necessary to meet the company's long-term interests and sustainability or to ensure the company's financial viability. As set out above, the Remuneration Committee's tasks include preparing the Board of Directors' resolutions on remuneration-related matters, including any resolutions to deviate from the guidelines.

For any employments governed by rules other than Swedish, as far as pension benefits and other benefits are concerned, appropriate adjustments may be made to comply with mandatory rules or established local practice, while ensuring that the overall purpose of these guidelines is met as far as possible.

### **Item 13 - Resolution on adoption of a warrant-based incentive program for key employees**

The Board of Directors proposes that the Annual General Meeting resolves on adoption of a warrant-based incentive program for key employees in the group of which the company is the parent company (the "**Group**" and "**Warrant Program 2025/2028**", respectively) through (A) resolution on issue of warrants of series 2025/2028 to the company, and (B) resolution on approval of transfer of warrants of series 2025/2028 from the company to key employees in the Group, as set out below.

#### **a) Issue of warrants**

The Board of Directors proposes that the general meeting resolves to issue no more than 85,000 warrants of series 2025/2028 in accordance with the following terms:

- With deviation from the shareholders' preferential right, the warrants may only be subscribed for by Teqnon AB with the right and obligation to transfer the warrants to key employees in the Group in accordance with what is set out in the proposal under item B below. The company

shall not have the right to dispose of the warrants in any other way than as set out in the proposal under item B below.

- The reason for deviation from the shareholders' preferential right is that the warrants shall be used within Warrant Program 2025/2028.
  - The warrants shall be issued to the company free of charge. The part of the subscription price exceeding the quota value when subscribing for shares by virtue of the warrants shall be added to the unrestricted share premium reserve.
  - Subscription of the warrants shall be made on a separate subscription list no later than 30 April 2025. The Board of Directors shall be entitled to extend the subscription period.
  - Each warrant shall entitle to subscribe for one share in the company at a subscription price corresponding to 160 percent of the volume-weighted average price of the company's share on Nasdaq First North Growth Market during the period from and including 14 April 2025 up to and including 25 April 2025. The subscription price shall be rounded to the closest whole SEK 0.01, whereby SEK 0.005 shall be rounded up.
  - The warrants shall entitle to subscribe for shares during the period from and including 2 May 2028 up to and including 2 June 2028. The period during which the warrants may be exercised may be extended if holders are prevented from exercising their warrants due to applicable rules on insider trading or equivalent.
  - Shares subscribed for by virtue of the warrants shall entitle to dividend for the first time on the record date for dividends that occurs closest after the new shares have been registered with the Swedish Companies Registration Office and entered into the share register maintained by Euroclear Sweden AB.
  - The complete terms and conditions for the warrants will be available on the company's website, [tegnion.se](http://tegnion.se). As set forth in the terms and conditions for the warrants, the subscription price as well as the number of shares that each warrant entitles to subscription of may be subject to recalculation in the event of a bonus issue, reverse share split or share split, new issue, issue of warrants and convertibles and under some other circumstances. Further, the period for exercising the warrants may change to an earlier or later period or date under some circumstances.
  - If the issue is fully subscribed, all warrants are transferred to key employees in the Group in accordance with what is set out in the proposal under item B below and all warrants are exercised for subscription of shares, the company's share capital will be increased by approximately SEK 4,250 (with reservation for any adjustment that may result from any recalculation in accordance with the terms of the warrants).
  - Warrants held by the company that are not transferred to key employees in the Group in accordance with what is set out in the proposal under item B below, or that have been repurchased from the participants, may be cancelled following a resolution by the Board of Directors. Cancellation shall be notified to the Swedish Companies Registration Office for registration.
  - The Board of Directors, or the person appointed by the Board of Directors, shall have the right to make the minor adjustments to the above resolution that may prove necessary in connection with registration with the Swedish Companies Registration Office or Euroclear Sweden AB.
- b) Proposal for resolution on approval of transfer of warrants of series 2025/2028 to key employees**

The Board of Directors proposes that the general meeting resolves to approve that the company, within Warrant Program 2025/2028, transfers up to 85,000 warrants of series 2025/2028 to key employees in the Group in accordance with the following terms:

The right to acquire warrants from the company shall be granted to:

- a) the CEO of the company (1 person),
- b) other persons who are members of the Group management (2 persons),
- c) other employees in Teqnon AB (6 persons),
- d) the CEOs of subsidiaries of the company, based in Sweden (18 persons),
- e) the CEOs of subsidiaries of the company, based in the UK (2 persons),
- f) persons who may be appointed CEOs of subsidiaries of the company in the near future (no more than 7 persons).

The key employees shall have the right to acquire 2,000 warrants each. A key employee who applies for acquisition of warrants herein shall be guaranteed to acquire the number of warrants he or she wishes to acquire (“**guaranteed allotment**”).

A key employee may apply for acquisition of more warrants than he or she is guaranteed to be allotted, however, no more than 4,000 additional warrants. If the total number of warrants to which such applications relate exceeds the number of warrants remaining after guaranteed allotted to persons under (a)-(e) above who have applied for acquisition of warrants and reservation of a total of 14,000 warrants for persons under (f) above, the remaining warrants shall be distributed among those who have applied for acquisition of additional warrants, whereby they shall each be allotted an equal number of additional warrants. However, no person shall be allotted more warrants than they have applied for.

- Transfer of warrants shall take place at market value at the time of transfer. The calculation of the market value of the warrants shall be carried out by an independent valuation institute, applying the Black & Scholes valuation model.
- Application for acquisition of warrants in accordance with above shall, with regards to persons under (a)-(e), be received by the company no later than 30 April 2025. The Board of Directors shall be entitled to extend the application period. With regards to persons under (f), application for acquisition of warrants shall be received by the company within two weeks of assuming the position of CEO of a subsidiary of the company, however, no later than 31 August 2025. The reason why persons may be allotted warrants at such time that the time between the allotment and the commencement of the subscription period for new shares by virtue of the warrants may be less than three (3) years is that the Board of Directors considers it essential that also such new employees, for the reasons that apply to the program in general, are given the opportunity to participate in a value growth in the company’s share already at the beginning of their employment. The Board of Directors shall be entitled to extend the application period.
- Payment for the warrants to be acquired shall, with regards to persons under (a)-(e) above, be made in cash no later than 15 May 2025. The Board of Directors shall be entitled to extend the payment period. With regards to persons under (f) above, payment for warrants to be acquired shall be made in cash within a week following the application for acquisition, however, no later than 31 August 2025. The Board of Directors shall be entitled to extend the payment period.
- In order to stimulate high participation in Warrant Program 2025/2028, participants who participate in the program shall receive a subsidy in the form of a bonus payment

corresponding to 120 percent of the participant's total investment, which, after tax, corresponds to approximately 55 percent of the premium for the warrants that he or she subscribes for and is allotted. Payment of this additional bonus payment will be made two (2) years after the resolution on this warrant program, provided that the warrant holder has not resigned or been terminated at that time and still owns the warrants. The bonus shall be paid by the company and/or the Group company in which the participant is employed.

- A prerequisite for the right to acquire warrants from the company is that the key employee, at the time of the acquisition, is employed in any Group company and neither has resigned from his or her employment nor been terminated. Further prerequisites are that acquisition can be made in accordance with applicable laws and regulation and at reasonable administrative and financial efforts, and that the key employee, at the time of the acquisition, has entered into a so-called post-transfer purchase right agreement with the company, according to which the key employee is obliged to offer the company, or the party appointed by the company, to acquire the warrants if the key employee intends to transfer the warrants, if the key employee's employment is terminated within a certain timeframe as well as under certain other circumstances.

### **Motive for the proposal and reason for deviation from the shareholders' preferential right**

The motive for the proposal for adoption of Warrant Program 2025/2028 and the reason for deviation from the shareholders' preferential right is to be able to offer key employees in the Group an opportunity to participate in an increase in the value of the company's share, which can be expected to lead to an increased commitment to the company's earnings development and increase the motivation and sense of belonging to the company. The main purpose of the implementation of Warrant Program 2025/2028 is to align the interests of the participants with those of the shareholders in order to ensure maximum long-term value creation.

The Board of Directors believes that this may have a positive impact on the company's continued development and the possibility to retain competent and committed employees, to the benefit of the company and its shareholders.

### **Promotion of the company's long-term value creation**

No predetermined and measurable criteria for allotment under the program have been established since participation in the program takes place through a personal investment and the share price must exceed the subscription price during the period during which the warrants may be exercised in order for the program to have an economic value for the participants. The Board of Directors considers that the share price is a good indication that the participants have contributed to long-term value creation for the company.

### **Preparation of the proposal**

The proposal for resolution on adoption of the incentive program has been prepared by the Board of Directors in consultation with external advisors. It was noted that Johan Steene, who is also a member of the Board of Directors in the company, has not participated in the Board of Directors' preparation of the proposal, as he is covered by the proposal in his capacity as an employee of the Group.

### **Dilution**

At the date of the proposal, there are 17,165,756 shares in the company.

If all warrants that may be issued and transferred within Warrant Program 2025/2028 are issued and transferred to key employees and all warrants are exercised for subscription of shares, the number of shares and votes in the company will increase by 85,000 (subject to any recalculation of the number



of shares in accordance with the terms and conditions for the warrants), entailing a dilution of approximately 0.5 percent.

The dilution effect has been calculated as the number of additional shares and votes in relation to the number of existing shares and votes plus the number of additional shares and votes.

### **Preliminary valuation, costs for the company and impact of key figures**

The market value of a warrant of series 2025/2028 is, according to a preliminary valuation performed by PwC, as an independent valuation institute, applying the Black & Scholes valuation model, calculated at SEK 17.59 per warrant based on the following assumptions: (i) a share price of SEK 159.80, (ii) a strike price of 255.68 (160 percent of the share price of SEK 159.80), (iii) a volatility of 35 percent, (iv) a risk-free interest rate of 2.33 percent, (v) a term of three years. When transferring warrants to key employees, the market value will be determined based on updated assumptions and parameters known at the time.

The subsidy in the form of a bonus payment that the participants in Warrant Program 2025/2028 will receive from the company and/or the Group company in which the participant is employed, will entail costs for the company. The costs for the subsidy are estimated to amount to approximately SEK 2.3 million in total, including costs for social security contributions based on average social security contributions of 30.5 percent. The stated cost of the subsidy is based on the preliminary value of the warrant stated above and assumes that all participants continue to be employed at the time when the subsidy is paid.

As the warrants within Warrant Program 2025/2028 shall be transferred at market value at the time of the transfer, the acquisition of warrants under Warrant Program 2025/2028 is not expected to incur any costs for the company in the form of social security contributions or similar with regards to key employees residing in Sweden. For participants residing in the UK, certain costs are expected to arise for the company in addition to the cost of the subsidy. The size of these costs depends on the share price at the time of exercise of the warrants issued under Warrant Program 2025/2028. Based on the preliminary calculated market value of the warrants and the strike price stated above, an assumed share price of SEK 319.60 (which corresponds to an increase in the share price by 100 percent during the term of the program), that no dividends are distributed to the shareholders during the term of the program and that all participants based in the UK participate in the program, these costs are estimated to amount to approximately SEK 0.3 million, including costs for social security contributions.

Costs in the form of fees to external advisors and costs for administering the program are estimated to amount to approximately SEK 0.1 million.

The warrants are expected to have a marginal impact on the company's key figure earnings per share.

### **Existing incentive programs**

#### *Warrant Program 2022/2025*

At the Annual General Meeting held on 5 May 2022, it was resolved on adoption of a warrant-based incentive program ("**Warrant Program 2022/2025**") for key employees in Teqnon as well as a directed issue of no more than 60,000 warrants of series 2022/2025 to a wholly owned subsidiary of the company and approval of transfer of no more than 60,000 warrants to key employees in the company. At the time of this proposal, there are six (6) remaining participants in Warrant Program 2022/2025 who hold a total of 15,000 warrants of series 2022/2025.

Each (1) warrant of series 2022/2025 entitles to subscribe for one (1) share in the company during the period from and including 12 May 2025 up to and including 12 June 2025 at a subscription price of SEK 172.28 per share, corresponding to 150 percent of the volume-weighted average price of the

company's share on Nasdaq First North Growth Market during the period from and including 22 April 2022 up to and including 6 May 2022.

#### **Item 14 - Resolution on adoption of a cash bonus program for certain key employees**

The Board of Directors proposes that the Annual General Meeting resolves on adoption of a long-term bonus program ("**Bonus Program 2025**") for certain key employees in Teqnon in accordance with below.

#### **Background and objective**

Bonus Program 2025 aims to strengthen Teqnon's financial development by promoting a community of interest between the participants in the program and Teqnon, as well as create conditions for Teqnon to retain key employees who are expected to contribute to the company's continued development. The Board of Directors believes that Bonus Program 2025 creates a strong incentive for the participants to contribute to the company's growth and development and promote long-term sustainable decisions to achieve results in a way that is consistent with the company's vision and overall strategy, which is beneficial to both Teqnon and its shareholders.

#### **Participants in the program**

The Board of Directors proposes that the Annual General Meeting resolves on adoption of Bonus Program 2025 for the following key employees of the company; Johan Steene (CEO) and Daniel Zhang (CXO and Deputy CEO). The participants in Bonus Program 2025 shall be entitled to a cash bonus payment if the market value of all of Teqnon's shares after a five-year period exceeds a certain threshold level, as further described below.

#### **Size of bonus payment**

If the market value of all of Teqnon's shares amounts to more than SEK 6,000,000,000 (the "**Threshold Value**") as of 23 April 2030 (the "**Ending Date**"), each participant shall be entitled to a bonus amount equal to 2 percent of the value exceeding the Threshold Value, up to a cap amount corresponding to a market value of Teqnon's shares of SEK 8,000,000,000 (the "**Cap Value**"). Value increases exceeding the Cap Value shall not entitle to any bonus payment.

Thus, the maximum bonus amount payable to the participants in the program, if the market value of the company's shares corresponds to the Cap Value, is SEK 40,000,000 per participant, corresponding to SEK 80,000,000 in total for all participants. If the market value of the company's shares as of the Ending Date amounts to less than the Threshold Value of SEK 6,000,000,000, no bonus will be paid to the participants.

The market value of Teqnon's shares shall be calculated based on the volume-weighted average price of the company's share on Nasdaq First North Growth Market, or such other market place where the company's shares are admitted to trading, during the sixty (60) trading days immediately preceding the Ending Date.

No financial instruments will be issued or transferred to the participants under Bonus Program 2025.

#### **Time of bonus payment**

Payment of the bonus shall be made within sixty (60) days following the Ending Date, unless an accelerated bonus payment has been made in accordance with the paragraph below.

If the market value of the company's shares amounts to or exceeds the Cap Value of SEK 8,000,000,000 as of 23 April 2028, an accelerated bonus payment shall be made to the participants within sixty (60) days thereafter. If the value of the company's shares as of this date does not correspond to or exceed the Cap Value, a corresponding valuation of the company's shares shall be made on an ongoing basis

thereafter until the Ending Date and, if the market value at such valuation amounts to or exceeds the Cap Value, an accelerated bonus payment shall be made to the participant within sixty (60) days thereafter. If such accelerated payment is made, the Ending Date shall automatically be deemed to have fallen early, and the participant shall not be entitled to any additional bonus payment under Bonus Program 2025.

#### **Conditions for receiving bonus payment**

In order to be eligible for any bonus payment under Bonus Program 2025, the participant must remain employed with Teqnon as of the Ending Date, and neither the participant nor Teqnon shall have given notice of termination of the participant's employment, in accordance with terms and conditions further set out in an agreement between the company and the participant. The Board of Directors has the right to regulate in the agreement that the participant, under certain conditions, shall be entitled to retain part of the bonus payment in the event of termination of employment with Teqnon prior to the Ending Date.

In the event of an accelerated bonus payment in accordance with the second paragraph under "*Time of bonus payment*", the participant must instead remain employed as of the time of such accelerated payment in order to be eligible for any bonus payment.

#### **Dividends and other company actions**

The market value of Teqnon's shares as of the Ending Date shall be calculated based on the assumption that no dividends have been distributed during the term of the program. If dividends are distributed during the term of the program, they shall be added back when calculating the market value of Teqnon's shares in order to neutralize the impact on the increased value of the company. Any issues of financial instruments completed during the time up until the Ending Date shall be accounted for in such a way as to ensure that they do not dilute or artificially inflate the calculation of the company's market value.

If a public takeover offer, merger or comparable transaction ("**Change of Control Transaction**") regarding the company is carried out prior to the Ending Date, and the Threshold Value has been reached at the time of the Change of Control Transaction, the participant shall have the right to receive an accelerated payment of the bonus amount that the participant is entitled to under Bonus Program 2025.

#### **Notice and agreement concerning Bonus Program 2025**

Notice of participation in Bonus Program 2025 shall be made no later than 23 May 2025 by the participants entering into a separate agreement with the company which further describes the terms and conditions for participation in the program. The Board of Directors shall be entitled to extend the application period.

Entry into the agreement is a prerequisite for participation in Bonus Program 2025 and the Board of Directors is entitled to further regulate in the agreement the terms for the execution of the bonus payment, such as absence of misleading or fraudulent behaviour by the participants.

#### **Approval of Teqnon's payment of the bonus amount**

According to Chapter 16a of the Swedish Companies Act, certain transactions between related parties must be submitted to the general meeting for approval. In light of the fact that senior executives in the company may receive a cash payment from the company exceeding one (1) percent of the company's value as of the date of the general meeting's resolution, the Board of Directors proposes that the general meeting resolves to approve the bonus payment as a related party transaction, in the event that the size of the bonus amount as of the date of payment is such that the transaction constitutes a related party transaction to be submitted to the general meeting. The Board of Directors

hereby submits a proposal for resolution and a report in accordance with Chapter 16a Section 7 of the Swedish Companies Act.

### **Costs for the program and taxes**

The costs for the program, in addition to the bonus amounts paid to the participants, mainly consist of social security contributions for Teqnon and costs for external advisors and will vary depending on the extent to which the above-mentioned Threshold Value is exceeded.

The maximum bonus amount payable under Bonus Program 2025 is SEK 80,000,000 for all participants, calculated based on an assumption of a market value of the company's shares of no more than SEK 8,000,000,000 as of the Ending Date. Based on the cost factors described in the paragraph above, and provided that bonus payments are made under the program, Teqnon's costs for the program are preliminarily estimated to amount to no more than approximately SEK 105.2 million. Bonus amounts that may be payable under Bonus Program 2025 are intended to be reported as provisions in the company's accounts in accordance with applicable accounting standards and principles.

All bonus payments payable under Bonus Program 2025 shall be gross amounts, subject to applicable taxes and withholdings as required by Swedish law. Any tax consequences that may arise as a result of participation in Bonus Program 2025 are the responsibility of each participant to assess, if necessary, with the aid of their own tax advisor.

### **Design and handling**

Bonus Program 2025 has been prepared by the Remuneration Committee in consultation with external advisors and has been resolved upon by the Board of Directors.

The Board of Directors shall be responsible for the detailed design and handling of Bonus Program 2025, including drafting of the agreement between the company and the participants, within the specified conditions and guidelines. In connection therewith, the Board of Directors shall have the right to make adjustments to achieve the objective of the program, meet market conditions or to comply with applicable rules.

### **Existing incentive programs**

#### *Warrant Program 2022/2025*

At the Annual General Meeting held on 5 May 2022, it was resolved on adoption of a warrant-based incentive program ("**Warrant Program 2022/2025**") for key employees in Teqnon as well as a directed issue of no more than 60,000 warrants of series 2022/2025 to a wholly owned subsidiary of the company and approval of transfer of no more than 60,000 warrants to key employees in the company. At the time of this proposal, there are six (6) remaining participants in Warrant Program 2022/2025 who hold a total of 15,000 warrants of series 2022/2025.

Each (1) warrant of series 2022/2025 entitles to subscribe for one (1) share in the company during the period from and including 12 May 2025 up to and including 12 June 2025 at a subscription price of SEK 172.28 per share, corresponding to 150 percent of the volume-weighted average price of the company's share on Nasdaq First North Growth Market during the period from and including 22 April 2022 up to and including 6 May 2022.

### **Item 15 – Resolution on authorization for the Board of Directors to issue shares, warrants and/or convertible instruments**

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors to, on one or several occasions during the period up until the next Annual General Meeting, resolve on issue of shares, warrants and/or convertible instruments, with or without deviation from the shareholders' preferential rights. The total number of shares that are issued by support of the

authorization, including shares that may be issued after exercise of warrants or conversion of convertible instruments issued by support of the authorization, may correspond to at most ten (10) percent of the total number of shares in the company at the time of the first utilization of the authorization. Payment may, in addition to cash payment, be made in kind or by set-off, or otherwise with conditions.

The purpose of the authorization and the reasons for any deviation from the shareholders' preferential rights is to increase the company's financial flexibility and the Board's room for maneuver, in a time- and cost-effective manner be able to supply the company with new capital and/or new shareholders of strategic importance for the company, and enable the company to, fully or partially, finance any company acquisitions or acquisitions of businesses by issuing shares as payment in connection with agreements on acquisitions, or to raise capital for such acquisitions. Issues made with deviation from the shareholders' preferential rights shall take place at a subscription price in line with market conditions, including any discount in line with market conditions where applicable. If the Board of Directors deems it appropriate in order to enable the delivery of shares in connection with an issue as described above, the issue may be done at a subscription price equal to the quota value of the share.

The Board of Directors, or the person appointed by the Board of Directors, shall have the right to make the minor adjustments to the above resolution that may prove necessary in connection with registration with the Swedish Companies Registration Office.

## **Other information**

### **Nomination Committee**

Prior to the Annual General Meeting, the company's Nomination Committee has consisted of Carl-Johan Ahlström (Chairman), representing Vixar AB, Kent Söderström, representing Investment AB Spiltan, and Charlie Dudley, representing Broadcast.

### **Majority requirements**

Resolution pursuant to item 13 is valid only when supported by shareholders representing no less than nine tenths (9/10) of both the votes cast and the shares represented at the Annual General Meeting. Resolution pursuant to item 15 is valid only when supported by shareholders representing no less than two thirds (2/3) of both the votes cast and the shares represented at the Annual General Meeting. In accordance with Chapter 16a of the Swedish Companies Act and good practice in the Swedish stock market, the shares and votes in Teqnon held, directly or indirectly, by the participants in Bonus Program 2025 will not be taken into account in the Annual General Meeting's resolution pursuant to item 14.

### **Number of shares and votes in the company**

At the time of issuance of this notice, the total number of shares in the company, as well as the total number of voting rights, amounts to 17,165,756. The company holds no treasury shares.

### **Shareholders' right to receive information**

The Board of Directors and the Chief Executive Officer shall, if any shareholder so requests and the Board of Directors believes that it can be done without material harm to the company, provide information at the Annual General Meeting about circumstances that may affect the evaluation of an item on the agenda, circumstances that may affect the evaluation of the company's or subsidiaries' financial position and the company's relation to other group companies.

### **Available documents**

The Nomination Committee's and the Board of Directors' complete proposals are set out in this notice, which is available from the company and on its website stated below.

Accounting documents and auditor's report will be available from the company no later than three weeks prior to the Annual General Meeting. Documents in accordance with Swedish Companies Act will be available from the company no later than two weeks prior to the Annual General Meeting. The documents will also be available on the company's website, [www.teqnion.se](http://www.teqnion.se).

Copies of the above documents are also sent to the shareholders who so request and provide their postal address. The documents will also be presented at the Annual General Meeting.

Information on all proposed members of the Board of Directors as well as the Nomination Committee's complete proposals and the Nomination Committee's reasoned opinion regarding proposal for the Board of Directors is available on the company's website, [www.teqnion.se](http://www.teqnion.se).

### **Processing of personal data**

For information about how your personal data are processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

---

Stockholm in March, 2025

**Teqnion AB**

*The Board of Directors*