

## **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 Thursday, 23 April 2026, 14:08 CEST, at TM & Partners' 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 15 April 2026. Further, shareholders who wish to participate in the Annual General Meeting shall give notice of participation to the company no later than 17 April 2026. 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 15 April 2026. 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 15 April 2026 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 17 April 2026.

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 adoption of a warrant-based incentive program for key employees.
- 13 Resolution on authorization for the Board of Directors to issue shares, warrants and/or convertible instruments.
- 14 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, 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 six (6) 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 2025 is stated in parentheses. The Nomination Committee proposes that the fees shall be SEK 400,000 (300,000) to the Chair of the Board and SEK 250,000 (200,000) 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 (50,000) per person and committee and SEK 75,000 to committee Chairs.

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 Lena Almfelt, Henrik Joelsson, Mikael Vaezi, Christopher Mayer and Helena Nathhorst, and new election of Moritz Sitte as Board members 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 Moritz Sitte follows below.

## **Moritz Sitte**

Born: 1985.

Current assignments: Investment manager at Daniel Ek's family office Stravaigin AB and Board member of N Industries Ltd., a private UK serial acquirer.

Previous experience: Moritz worked as an investment manager for Baillie Gifford, a UK asset manager, for twelve years before joining Daniel Ek's family office as an investor at Stravaigin AB in 2022.

Education: MSc in Finance and Investment from the University of Edinburgh, 2010.

Holdings of shares or other financial instruments in the company (including holdings of persons closely associated): 13 737 shares.

Moritz Sitte is independent in relation to the company and its executive management and dependent in relation to major shareholders of the company.

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

The Nomination Committee further proposes, in accordance with the Audit Committee's recommendation, 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 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 2026/2029**", respectively) through (A) resolution on an issue of warrants of series 2026/2029 to the company, and (B) resolution on approval of transfer of warrants of series 2026/2029 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 2026/2029 in accordance with the following terms:

- With deviation from the shareholders' preferential right, the warrants may only be subscribed for by Tegnion 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 2026/2029.
- 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 2026. 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 145 percent of the volume-weighted average price of the company's share on Nasdaq First North Growth Market during the period from and including 13 April 2026 up to and including 24 April 2026. 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 2029 up to and including 2 June 2029. 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 2026/2029 to key employees**

The Board of Directors proposes that the general meeting resolves to approve that the company, within Warrant Program 2026/2029, transfers up to 85,000 warrants of series 2026/2029 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) key persons group 1 – the CEO of the company, other members of Group Management, and individuals serving as Business Area Managers (5 persons),
- b) key persons group 2 – individuals serving as CEO of subsidiaries of the company, as well as other key persons employed within the Group (27 persons),
- c) individuals who may, in the near term, assume positions as key persons in subsidiaries of the company (maximum 5 persons).

Persons under (a) above shall be entitled to acquire 4,000 warrants each, and persons under (b)-(c) above shall be entitled to acquire 2,000 warrants each. A key person who applies for the acquisition of

warrants within this framework is guaranteed to acquire the number of warrants that he/she wishes to acquire ("**guaranteed allocation**").

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)-(b) above who have applied for acquisition of warrants and reservation of a total of 10,000 warrants for persons under (c) 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)-(b), be received by the company no later than 30 April 2026. The Board of Directors shall be entitled to extend the application period. With regards to persons under (c), application for acquisition of warrants shall be received by the company within two weeks of assuming the position of key person of a subsidiary of the company, however, no later than 31 August 2026. 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)-(b) above, be made in cash no later than 15 May 2026. The Board of Directors shall be entitled to extend the payment period. With regards to persons under (c) 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 2026. The Board of Directors shall be entitled to extend the payment period.
- In order to stimulate high participation in Warrant Program 2026/2029, 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 2026/2029 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 2026/2029 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 2026/2029 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 2026/2029 is, according to a preliminary valuation performed by Grant Thornton, as an independent valuation institute, applying the Black & Scholes valuation model, calculated at SEK 23.22 per warrant based on the following assumptions: (i) a share price of SEK 157.00, (ii) a strike price of 231.70 (145 percent of the share price of SEK 157.00), (iii) a volatility of 37 percent, (iv) a risk-free interest rate of 2.10 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 2026/2029 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 3.1 million in total, including costs for social security contributions based on average social security contributions of 28.8 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 2026/2029 shall be transferred at market value at the time of the transfer, the acquisition of warrants under Warrant Program 2026/2029 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 2026/2029. Based on the preliminary calculated market value of the warrants and the strike price stated above, an assumed share price of SEK 314.00 (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 0.8 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 2025/2028*

At the Annual General Meeting held on 23 April 2025, it was resolved on adoption of a warrant-based incentive program ("**Warrant Program 2025/2028**") for key employees in Teqnon as well as a directed issue of no more than 85,000 warrants of series 2025/2028 to the company and approval of transfer of no more than 85,000 warrants to key employees in the company. At the time of this proposal, there are eighteen (18) remaining participants in Warrant Program 2025/2028 who hold a total of 55,500 warrants of series 2025/2028.

Each (1) warrant of series 2025/2028 entitles to subscribe for one (1) share in the company during the period from and including 2 May 2028 up to and including 2 June 2028 at a subscription price of SEK 255.68 per share, 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.

### **Item 13 – 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 Per Berggren (Chairman), representing Vixar AB, Kent Söderström, representing Investment AB Spiltan, and Moritz Sitte, representing Stravaigin AB.

### **Majority requirements**

Resolution pursuant to item 12 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 13 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.

### **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 Board of Directors' complete proposal for resolution pursuant to item 12 and proxy form are available from the company and on its website stated below. The Nomination Committee's and the Board of Directors' complete proposals are otherwise set out under each item 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. The documents will also be available on the company's website, [www.teqnon.se](http://www.teqnon.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 members of the Board of Directors proposed for re-election as well as the Nomination Committee's report and 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>.

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Stockholm in March, 2026

**Teqnion AB**

*The Board of Directors*