Nomination comittee proposals and motivation for the AGM 2026 in Sdiptech AB

In accordance with the principles adopted by the 2025 Annual General Meeting, the Chairman of the Board contacted the largest shareholders in the company in terms of votes during October 2025 based on the ownership structure according to Euroclear Sweden AB as of September 30, with the aim of forming the Nomination Committee for the 2026 Annual General Meeting.

The Nomination Committee has the following composition:

Ashkan Pouya
Helen Fasth Gillstedt, appointed by Handelsbanken Fonder AB
Alex Fortune, appointed by Blacksheep Fund Management Ltd

The Nomination Committee hereby submits the following proposal for decisions under items 2, 10, 11, 12, 13, and 14:

Agenda item 2 – Election of Chairman of the Meeting

The company's Chairman of the Board, Jan Samuelson, is proposed as Chairman of the Annual General Meeting.

Agenda item 10 – Resolution on the number of Board members

The Board of Directors is proposed to consist of six members without deputies.

Agenda item 11 – Determination of Board and Auditor Fees

Proposed fees to the Board of Directors until the next annual general meeting of SEK 3,115,000 (previous year 2,995,000), of which 330,000 (320,000) to be paid to each member of the Board of Directors, and SEK 940,000 (910,000) to be paid to the Chairman of the Board. For the Company’s Audit Committee, a fee of SEK 215,000 (205,000) is proposed to be paid to the chairman and a fee of SEK 75,000 (70,000) to be paid to each member. For the Company’s Investment Committee, a fee of SEK 110,000 (100,000) is proposed to be paid to the chairman and a fee of SEK 55,000 (50,000) to be paid to each member. For the Company’s Remuneration Committee, a fee of SEK 45,000 (40,000) is proposed to be paid to the chairman and a fee of SEK 25,000 (20,000) to be paid to each member.

The auditor's fee is proposed to be paid according to the approved invoice.

Nomination Committee's motivation

The Nomination Committee believes that remuneration levels should be in line with the market to ensure that the company can attract and retain board members with relevant qualifications. Furthermore, the work of the Chairman has been assessed. The Nomination Committee has based its remuneration proposal on an evaluation of board fees for comparable companies in Sweden.

Agenda item 12 – Election of the Board

To the members of the Board until the end of the next Annual General Meeting, propose the re-election of Johnny Alvarsson, Birgitta Henriksson, Jakob Holm, Joakim Landholm, Jan Samuelson and Kristina Schauman. A detailed description of the members of the Board up for re-election can be found on the company's website.

To the Chairman of the Board until the end of the next Annual General Meeting, propose the re-election of Jan Samuelson.

The Nomination Committee's justification

As a basis for its proposal, the Nomination Committee has interviewed all members and the CEO and taken part in previous evaluations of the Board of Directors conducted by an external party. At last year's AGM, a new member was elected, and the evaluation shows a positive outcome. Furthermore, the Nomination Committee has analysed the extent to which the current Board of Directors meets the requirements placed on it, including in terms of relevant experience and competence with regard to the company's operations and future development.

The Nomination Committee has, in accordance with the requirements of the Corporate Governance Code, paid particular attention to issues of diversity, independence and gender balance. In this regard, the Nomination Committee has chosen, as before, to apply Section 4.1 of the Corporate Governance Code as its diversity policy, which stipulates that the composition of the Board of Directors shall be characterised by versatility and breadth in terms of competence, experience and background, as well as that an even gender distribution shall be sought.

The Nomination Committee has made the assessment that the proposed members possess broad and relevant business and management expertise as well as specific experience of acquisition-related and financial issues. With the number of members, six people, the Board is staffed for efficient and value-creating work. All proposed Board members, in addition to Jakob Holm, are deemed to be independent in relation to the Company, its senior executives and its major shareholders.

Agenda item 13 – Election of auditor

The auditing firm PwC Sweden is proposed to be elected as the Company's auditor for the period until the end of the next Annual General Meeting. If the proposal is approved, PwC intends to appoint Anna Rosendal as the auditor in charge. The nomination committee's proposal is in accordance with the audit committee's recommendation.

Agenda item 14 – Resolution on instructions for the nomination committee

The Nomination Committee proposes that the meeting resolves the following principles for appointing the Nomination Committee for the next annual general meeting:

General information about the nomination committee

The nomination committee's term extends until a new nomination committee is appointed in accordance with this instruction.

The Nomination Committee's task shall be to present proposals to the next Annual General Meeting regarding the number of Board members, fees (including fees for committee work) to the Chairman of the Board and other members and to the auditor, the composition of the Board of Directors, the Chairman of the Board, the Chairman of the Annual General Meeting, election of auditors and resolutions on instructions for the work of the Nomination Committee.

The Nomination Committee shall take into account that the composition of the Board of Directors shall be appropriate with regard to the company's operations, stage of development and other circumstances, characterised by versatility and breadth in terms of the competence, experience and background of the members elected by the Annual General Meeting. Gender balance must be sought.

The members of the Nomination Committee are subject to a duty of secrecy regarding Sdiptech AB's affairs. This obligation shall, at the Company's request, be confirmed by the members by signing a confidentiality commitment.

No remuneration shall be paid to the members of the Nomination Committee. The company shall be responsible for reasonable costs in order for the Nomination Committee to be able to perform its tasks.

The composition of the selection committee

The nomination committee shall have three members. The nomination committee is appointed by the Company's chairman of the board contacting the three largest shareholders/owner groups in terms of votes ("Largest Owners") in the Company as of 30 September of the year before the annual general meeting is held, according to the owner information in the share register prepared by Euroclear Sweden AB (or that in another way are proved to be one of the Largest Owners). These three owners have the right to appoint one member each. If one of these waives this right, the next shareholder/owner group in order of voting size must be given the opportunity to appoint a member to the nomination committee. However, more than the ten largest shareholders do not need to be asked.

The chairman of the board must be an adjunct member of the nomination committee and be the convener of the nomination committee's meetings.

The CEO, or another person from the company's management, does not have the right to be a member of the nomination committee.

The chairman of the nomination committee shall, unless the members agree otherwise, be the member appointed by the largest shareholder.

The composition of the nomination committee must be announced no later than six months before the anual general meeting.

Changes in the composition of the election committee

If a new shareholder exceeds the number of votes earlier than three months before the Annual General Meeting, one of the shareholders who have appointed a member to the Nomination Committee, this shareholder may contact the Chairman of the Nomination Committee and request to appoint a member to the Nomination Committee. If this occurs, a member appointed by the smallest shareholder in terms of voting rights shall leave the Nomination Committee.

If a shareholder who has appointed a member of the Nomination Committee earlier than three months prior to the Annual General Meeting is no longer qualified to appoint such a member, this member shall resign. The Chairman of the Nomination Committee shall then contact the largest shareholder in terms of voting rights who has not previously been offered a seat. If the shareholder does not wish to appoint a member, the matter shall be passed on to the next shareholder in line, as long as such a shareholder is within the framework of the ten largest shareholders in terms of votes.

Shareholders who have appointed a member to the Nomination Committee have the right to dismiss such member and appoint a new member at any time.

Changes in the composition of the Nomination Committee shall be announced as soon as they have occurred.

These instructions for the Nomination Committee shall apply until further notice.