



# Notice of Annual General Meeting of Ambea AB (publ)

**Ambea AB (publ), Reg. No. 556468-4354, with its registered office in Stockholm, gives notice of the Annual General Meeting to be held on Wednesday 14 May 2025 at 10.00 a.m. at Ambea's head office, Röntgenvägen 3 D, SE-171 54 Solna. Registration starts at 09.30 a.m.**

## Notice of Annual General Meeting of Ambea AB (publ)

**Ambea AB (publ), Reg. No. 556468-4354, with its registered office in Stockholm, gives notice of the Annual General Meeting to be held on Tuesday 12 May 2026 at 10.00 a.m. at Ambea's head office, Röntgenvägen 3 D, SE-171 54 Solna. Registration starts at 09.30 a.m.**

## Right to participate in the Annual General Meeting and notice of participation

### Participation in the Annual General Meeting at the venue

A shareholder who wishes to participate in the Annual General Meeting at the venue in person or represented by a proxy must

- (i) be recorded in the share register maintained by Euroclear Sweden AB relating to the circumstances on 4 May 2026, and
- (ii) no later than 6 May 2026 give notice electronically via the company's website, [www.ambea.se/investerare](http://www.ambea.se/investerare) or via e-mail to [proxy@computershare.se](mailto:proxy@computershare.se), by post to Computershare AB, "Ambeas årsstämma", Box 149, SE-182 12 Danderyd, Sweden, or by telephone +46(0) 771 24 64 00. When providing such notice, the shareholder shall state name, personal or corporate registration number, address, telephone number and the number of any accompanying assistant(s) (maximum two assistants).

If a shareholder is represented by proxy, a written, dated proxy for the representative must be issued. A proxy form is available on the company's website, [www.ambea.se](http://www.ambea.se). If the proxy is issued by a legal entity, a certificate of registration or equivalent certificate of authority should be enclosed. To facilitate the registration at the General Meeting, the proxy and the certificate of registration or equivalent certificate of authority should be sent to the company as set out above so that it is received no later than 11 May 2026.

### Participation by advance voting

A shareholder who wishes to participate in the Annual General Meeting by advance voting must

- (i) be recorded in the share register maintained by Euroclear Sweden AB relating to the circumstances on 4 May 2026, and
- (ii) notify its intention to participate in the General Meeting no later than 6 May 2026, by casting its advance vote in accordance with the instructions below so that the advance vote is received by Computershare AB no later than on that day.

A shareholder who wishes to participate in the Annual General Meeting at the venue in person or represented by a proxy must give notice thereof in accordance with what is set out under *Participation in the Annual General Meeting at the venue* above. This means that a notification by advance vote is not sufficient for a person who wishes to participate at the venue.

A special form shall be used when advance voting. The advance voting form is available on the company's website, [www.ambea.se](http://www.ambea.se). A completed and signed form may be submitted by post to Computershare AB, "Ambeas årsstämma", Box 149, SE-182 12 Danderyd, Sweden or via e-mail to [proxy@computershare.se](mailto:proxy@computershare.se). Shareholders may also submit advance votes electronically through BankID verification in accordance with instructions on the company's website, [www.ambea.se/investerare](http://www.ambea.se/investerare). The completed form shall be received by Computershare AB not later than 6 May 2026. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the advance vote in its entirety) is invalid. Further instructions and conditions are included in the form for advance voting.

If a shareholder votes by proxy, a written and dated proxy shall be enclosed to the advance voting form. Proxy forms are available on the company's website, [www.ambea.se](http://www.ambea.se). If the shareholder is a legal entity, a certificate of incorporation or an equivalent certificate of authority should be enclosed.

If a shareholder has voted in advance and then attends the Annual General Meeting in person or through a proxy, the advance vote is still valid except to the extent the shareholder participates in a voting procedure at the General Meeting or otherwise withdraws its casted advance vote. If the shareholder chooses to participate in a voting at the General Meeting, the vote cast will replace the advance vote with regard to the relevant item on the agenda.

### **Nominee-registered shares**

To be entitled to participate in the Annual General Meeting, a shareholder whose shares are held in the name of a nominee must, in addition to providing notification of participation, register its shares in its own name so that the shareholder is recorded in the share register relating to the circumstances on 4 May 2026. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee's procedures and in such time in advance as the nominee determines. Voting right registrations completed by the nominee not later than 6 May 2026 will be taken into account when preparing the register of shareholders.

### **Number of shares and votes**

As per the date of this notice there are a total of 84,101,290 shares outstanding in the company that entitle to one vote per share at the General Meeting. As of the date of this notice (i.e. 7 April 2026), the company holds 4,000,000 own shares, corresponding to 4,000,000 votes, which cannot be represented at the Annual General Meeting.

### **Proposed agenda**

1. Opening of the General Meeting
2. Appointment 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 approve the minutes
6. Determination of whether the Annual General Meeting has been duly convened
7. Presentation by the CEO
8. Presentation of the annual report and the auditor's report, the consolidated financial statements and the auditor's report on the consolidated financial statements, as well as the assurance report on the consolidated sustainability report
9. Resolution regarding the adoption of the income statement and the balance sheet, as well as the consolidated income statement and the consolidated balance sheet for the group
10. Resolution regarding allocation of the company's results
11. Resolution regarding discharge of the members of the board of directors and the CEO from liability
12. Determination of
  - (a) the number of board members
  - (b) the number of auditors
13. Determination of
  - (a) the fees to the board of directors
  - (b) the fees to the auditors
14. Election of the members of the board of directors  
*The nomination committee's proposals:*
  - (a) Hilde Britt Mellbye (re-election)
  - (b) Yrjö Närhinen (re-election)
  - (c) Dan Olsson (re-election)
  - (d) Gunilla Rudebjer (re-election)
  - (e) Roger Hagborg (re-election)
  - (f) Erik Malmberg (re-election)
15. Election of the chairman of the board of directors  
*The nomination committee's proposal:*
  - (a) Yrjö Närhinen (re-election)
16. Election of auditor
17. Presentation of the remuneration report for approval
18. Resolution on principles for the appointment of a nomination committee
19. Resolutions on
  - (a) the reduction of the share capital by means of cancellation of own shares
  - (b) increase of the share capital through a bonus issue without issuance of new shares
20. Resolution to authorise the board of directors to resolve to repurchase and transfer own shares
21. Resolution to authorise the board of directors to resolve on share issues

22. Resolution on long-term incentive program to senior executives and key employees
  - (a) Resolution on incentive program consisting of warrants acquired by participants at market value (with subsidy)
  - (b) Resolution on incentive program consisting of warrants acquired by participants at market value (without subsidy)
  - (c) Resolution on incentive program consisting of call options acquired by participants at market value
23. Closing of the General Meeting

## **Proposed resolutions**

### **Item 2 – Appointment of chairman of the Annual General Meeting**

The nomination committee proposes that Sofie Bjärtun, member of the Swedish Bar Association from Advokatfirman Vinge, is appointed as chairman of the Annual General Meeting.

### **Item 10 – Resolution regarding allocation of the company's results**

The board of directors proposes a dividend to the shareholders of SEK 2.65 per share and that 15 May 2026 shall be the record date for dividend payments. If the Annual General Meeting resolves in accordance with the proposal, the dividend is expected to be paid out through Euroclear Sweden AB on 20 May 2026.

### **Item 12a – Determination of the number of board members**

The nomination committee proposes that the number of members of the board of directors elected by the Annual General Meeting shall be six (6), with no deputy members.

### **Item 12b – Determination of the number of auditors**

The nomination committee proposes that the number of auditors shall be one (1), with no deputy auditors.

### **Item 13a – Determination of the fees to the board of directors**

The nomination committee proposes that the fees to the board of directors shall amount to SEK 3,830,000 (4,050,000) for the time up until the end of the next Annual General Meeting, with SEK 950,000 (930,000) to the chairman of the board of directors and with SEK 400,000 (390,000) to each of the other board members. Furthermore, the nomination committee proposes that SEK 200,000 (160,000) shall be paid to the chairman of the audit committee and SEK 100,000 (50,000) to each of the other members of the audit committee. Furthermore, the nomination committee proposes that SEK 120,000 (110,000) shall be paid to each chairman of the remuneration committee and the quality and sustainability committee, respectively, and SEK 60,000 (50,000) to each of the other members of the remuneration committee and quality and sustainability committee.

### **Item 13b – Determination of the fees to the auditors**

The nomination committee proposes that the fees to the auditor shall be paid in accordance with an approved invoice.

### **Items 14-15 – Election of the members and the chairman of the board of directors**

The nomination committee proposes the re-election of Yrjö Närhinen, Gunilla Rudebjer, Hilde Britt Mellbye, Dan Olsson, Roger Hagborg and Erik Malmberg, as members of the board of directors for the time up and until the end of the next Annual General Meeting. Samuel Skott has declined re-election. Yrjö Närhinen is proposed to be re-elected as chairman of the board of directors.

A presentation of the persons proposed by the nomination committee to be re-elected as board members is available on the company's website, [www.ambea.se/investerare](http://www.ambea.se/investerare).

### **Item 16 – Election of auditor**

The nomination committee proposes the re-election of Ernst & Young AB as auditor, which is in accordance with the audit committee's recommendation. Should the nomination committee's proposal for auditor be adopted, Ernst & Young AB has informed that authorised public accountant Mikael Sjölander is intended to be appointed auditor in charge.

### **Item 18 – Resolution on principles for the appointment of a nomination committee**

The nomination committee proposes that the Annual General Meeting resolves on principles for the appointment of a nomination committee to apply until further notice in accordance with the below. The proposal entails a change compared with the previously applicable principles, in that the chairman of the board of directors shall no longer be a member of the nomination committee but shall instead be co-opted to the nomination committee.

The company's nomination committee shall be composed of a representative for each of the three largest shareholders based on the shareholding in the company as of 31 August each year. Should one of the three largest shareholders refrain from appointing a representative to the nomination committee, the right shall pass to the shareholder that, excluding these three shareholders, has the largest shareholding in the company. The chairman of the board of directors shall convene the nomination committee and shall also be co-opted to the nomination committee. The member representing the largest shareholder shall be appointed chairman of the nomination committee unless otherwise unanimously agreed by the nomination committee. The members of the nomination committee shall be announced no later than six months prior to the Annual General Meeting.

Should a change in ownership, which occurs after 31 August the year before the Annual General Meeting and not later than three months prior to the Annual General Meeting, entail that one or more of the shareholders that have appointed representatives to the nomination committee no longer are among the three largest shareholders, representatives appointed by these shareholders shall resign and the shareholders who then are among the three largest shareholders may appoint their representatives. Should a member resign from the nomination committee before its work is completed, and it is considered necessary, the shareholder who has appointed such representative should appoint a new member. If this shareholder no longer is one of the largest three shareholders, a new member shall be appointed in the above order. Shareholders who have appointed a representative to the nomination committee shall have the right to dismiss such member and appoint a new representative as a member of the nomination committee.

The nomination committee shall perform the duties of the nomination committee as set out in the Swedish Corporate Governance Code. The term of office for the nomination committee ends when a new nomination committee has been appointed. Remuneration shall not be paid to the members of the nomination committee. The company shall pay any necessary expenses that the nomination committee may incur in its work.

**Item 19 – Resolutions on (a) the reduction of the share capital by means of cancellation of own shares and (b) increase of the share capital through a bonus issue without issuance of new shares**

Ambea has previously, on the basis of authorisation by the Annual General Meeting 2025, acquired own shares. As of the date of this notice (i.e. 7 April 2026), the company holds 4,000,000 own shares, which corresponds to approximately 5 percent of the total numbers of shares and votes in the company.

The board of directors proposes that the Annual General Meeting resolves to reduce the share capital by way of cancellation of own shares and to increase the share capital by way of a bonus issue in accordance with items (a) and (b) below. The resolutions are conditional upon each other.

*(a) Reduction of share capital by cancellation of own shares*

The board of directors proposes that the Annual General Meeting resolves to reduce the share capital by way of cancellation of own shares. The purpose of the reduction is allocation to unrestricted equity. The reduction of the share capital shall be made by cancellation of all 4,000,000 own shares that are held by the company. The reduction of the share capital will be SEK 113,036.690023 by way of cancellation of 4,000,000 shares.

The resolution to reduce the share capital under this item (a) may be effectuated without obtaining an authorisation from the Swedish Companies Registration Office or, in disputed cases, a court of general jurisdiction, as the company simultaneously effectuates a bonus issue (as set out under item (b) below) with an amount corresponding to no less than the amount the share capital is being reduced with as set out above. Combined, these measures entail that neither the company's restricted equity nor its share capital is reduced.

*(b) Bonus issue*

With the purpose of restoring the share capital after the proposed reduction of the share capital, as set out under item (a) above, the board of directors proposes that the Annual General Meeting simultaneously resolves on a bonus issue to increase the company's share capital by SEK 113,036.690023 through a transfer of SEK 113,036.690023 from the company's unrestricted equity. The bonus issue shall be carried out without the issuance of new shares.

*Statement by the board of directors pursuant to Chapter 20 Section 13 fourth paragraph of the Swedish Companies Act*

In view of the board of directors' proposal for resolution on reduction of the share capital through cancellation of shares, the board of directors hereby issues the following statement pursuant to Chapter 20 Section 13 fourth paragraph of the Swedish Companies Act. It follows from the proposal on reduction of

the share capital that the board proposes that the company's share capital shall be reduced by SEK 113,036.690023 through cancellation of 4,000,000 shares for allocation to unrestricted equity. To achieve a quick and efficient cancellation procedure without the requirement of obtaining the Swedish Companies Registration Office's or a general court's permission, the board has also proposed that the Annual General Meeting resolves on restoring the company's share capital to its current amount by increasing the share capital with SEK 113,036.690023 by way of a bonus issue without issuance of new shares. The amount is to be transferred from the company's unrestricted equity to the company's share capital. Through the reduction of the share capital due to the cancellation of shares, the company's share capital is reduced by SEK 113,036.690023 and through the bonus issue the company's share capital is increased by the same amount. The company's restricted equity and share capital will therefore remain unchanged after the implementation of the bonus issue. Following completion of the reduction of the share capital and the bonus issue, the number of shares will be 80,101,290.

#### *Authorisation*

The board of directors further proposes that the Annual General Meeting authorises the board of directors, or whom they authorise, to make such adjustments to the resolutions according to items 19 (a) and (b) above required for registration of the resolutions with the Swedish Companies Registration Office or Euroclear Sweden AB and to take such other measures required to execute the resolutions.

#### **Item 20 – Resolution to authorise the board of directors to resolve to repurchase and transfer own shares**

The board of directors proposes that the Annual General Meeting authorises the board of directors to, up until the next Annual General Meeting, on one or several occasions, resolve to purchase own shares so that the company's holding, at any given time, does not exceed 10 percent of the total number of shares in the company. The shares shall be purchased on Nasdaq Stockholm. Purchases may not be effected on Nasdaq Stockholm at a price higher than the higher of the price of the last independent trade and the highest current independent purchase bid. Purchases of shares may not be purchased at a price lower than the lowest price at which an independent purchase can be made.

The board of directors also proposes that the Meeting authorises the board of directors, to, up until the next Annual General Meeting, on one or several occasions, resolve to transfer (sell) own shares. Transfers may be carried out on Nasdaq Stockholm at a price within the applicable price range, i.e. the range between the highest purchase price and the lowest selling price. Transfers may also be made in other ways, with or without preferential rights for the shareholders, against cash payment or against payment through set-off or in kind, or on other conditions. Upon such transfers outside Nasdaq Stockholm, the price shall be established so that it is not below market terms. However, a standard discount to the stock market price may be applied, in line with market practice. Transfers of own shares may be made in a number which does not exceed such number of shares that is held by the company at the time of the board of directors' resolution regarding the transfer.

The purpose of the authorisations above is to give the board of directors an increased flexibility with regard to the company's capital structure as well as to enable acquisitions of companies and business operations where payment is made with own shares.

The CEO shall be authorised to make such minor adjustments to this resolution that may be necessary in connection with the registration thereof.

#### **Item 21 – Resolution to authorise the board of directors to resolve on share issues**

The board of directors proposes that the Annual General Meeting authorises the board of directors to, up until the next Annual General Meeting, on one or several occasions, resolve to increase the company's share capital by way of share issue to such an extent that it corresponds to a dilution of the number of outstanding shares when the board of directors exercises the issuance authorisation for the first time corresponding to maximum 10 percent after full exercise of the hereby proposed authorisation.

New share issues may be made with or without deviation from the shareholders' preferential rights and with or without provisions for contribution in kind, set-off or other conditions. The purpose of the authorisation is to enable acquisitions of companies, businesses or parts thereof. Should the board of directors resolve on a share issue with deviation from the shareholders' preferential rights, the reason for such deviation must be to provide the company with new owners in connection with an acquisition, or, as an alternative, to procure capital for such acquisition. Upon such deviation from the shareholders' preferential rights, the share issue shall be made to market terms and conditions.

The CEO shall be authorised to make such minor adjustments to this resolution that may be necessary in connection with the registration thereof.

#### **Item 22 – Resolution on long-term incentive program to senior executives and key employees**

Swedish warrants are securities regulated under the Swedish Companies Act. Acquisition of warrants within the framework of the incentive programs in accordance with the proposals in items 22(a) and 22(b) requires an initial investment by the participants corresponding to the market value of the warrants, and any increase in value is taxed as capital income. The company's costs for the incentive programs proposed in items 22(a) and 22(b) are limited to implementation and administration of the program and, with respect to item 22(a) only, any subsidy. Upon exercise of the warrants, new shares are issued, resulting in a certain dilution for existing shareholders.

The board of directors proposes that the Annual General Meeting resolves, in accordance with item 22(a), to issue not more than 524,000 warrants to a subsidiary of the company for subsequent transfer within the scope of a long-term incentive program to senior executives and key employees, with Ambea subsidising the participants' acquisition of warrants on the terms set out below. Should the majority requirement for item 22(a) not be met, the board of directors proposes that the Annual General Meeting resolves, in accordance with item 22(b), to issue not more than 524,000 warrants to a subsidiary of the company for subsequent transfer within the scope of a long-term incentive program to senior executives and key employees, but without Ambea subsidising the participants' acquisition of warrants. Should the majority requirement for item 22(b) not be met, the board of directors proposes that the Annual General Meeting resolves, in accordance with item 22(c), to implement an incentive program consisting of call options.

***Resolution on incentive program consisting of warrants acquired by participants at market value (with subsidy) (item 22(a))***

In total, the incentive program comprises a maximum of 46 individuals. The incentive program entails that senior executives and key employees, who have entered into an agreement with the company stipulating, among other things, a pre-emption right for the company, are offered to acquire warrants at market value, calculated in accordance with the Black-Scholes valuation formulae.

Each warrant entitles the holder to subscribe for one new share in Ambea. The warrants have an exercise price per share corresponding to 115 percent of the average volume weighted price of the company's share during the period of five trading days falling immediately before the offer for subscription of the warrants (the "Offer day"), however as a minimum of the quota value of the share. If, at the time of subscription of shares, the closing price, on the trading day immediately preceding the subscription, exceeds 200 percent of the exercise price during the period of five trading days falling immediately before the Offer day, the exercise price shall be increased by the above-mentioned price to the extent that it exceeds 200 percent of the exercise price.

Each warrant entitles to subscription of one new share in Ambea during two periods, both during two weeks from the day of publication of the interim report for the period 1 January – 31 March 2029 as well as during two weeks from the day of publication of the interim report for the period 1 January – 30 September 2029. However, subscription may not take place later than 30 November 2029.

The price per warrant upon transfer to the participants shall be established by the company, or by an independent appraiser or auditor firm, as soon as possible after the exercise price has been established and shall correspond to the market value of the warrant calculated in accordance with the Black-Scholes valuation formulae.

Ambea will subsidise the participants' acquisition of warrants in accordance with the following. The company will pay an amount corresponding to 33.33 percent of the price per warrant for each of the below three performance conditions fulfilled, up to a maximum of 100 percent of the price per warrant if all performance conditions are fulfilled. The performance conditions are individually and in equal parts:

- (i) eNPS: The group's employee survey in pulse format conducted regularly during the year. Scale 0-100. The performance condition is fulfilled if the average of the results for the years 2027 and 2028 exceeds the average for the years 2025 and 2026;
- (ii) Care receiver survey: Share of positive responses to a question in the care receiver survey regarding overall satisfaction with Ambea's care and operations. The performance condition is fulfilled if the average of the results for the years 2027 and 2028 exceeds the average for the years 2025 and 2026; and
- (iii) Climate targets: Achieved climate targets in accordance with Science Based Targets initiative (SBTi). The performance condition is fulfilled if the reduction for scope 1 and 2, measured in absolute figures, amounts to at least 24 percent compared to the base year 2024, and the reduction for scope 3, measured in relation to revenue, amounts to at least 26 percent compared to the base year 2024.

Payment will be made at the end of the program. Ambea will cover the customary social security contributions payable on the subsidy. Any other costs by reason of the subsidy, such as pension premiums, shall be borne by the participant whereby such costs will be deducted from the subsidy paid to the participant.

The company shall, in connection with the transfer of the warrants to the participants in the program, reserve a pre-emption right, with certain exceptions, regarding the warrants if the participant's employment or engagement within the group is terminated or if the participant wishes to transfer its warrants prior to the exercise period.

#### *Allocation of warrants*

Not more than 46 senior executives and key employees in the Ambea group shall be entitled to acquire warrants up to the maximum number of warrants as set out below. To be offered to participate it is further required, for participants who have been invited to participate in Ambea's warrant program in the preceding year or two preceding years, that such participant has invested during such year or years in accordance with the terms of the program applicable at the time. Furthermore, participants in each category must invest the minimum amount set out below.

<b>Position</b>	<b>Guaranteed number of warrants per participant of each category</b>	<b>Minimum amount in SEK per participant of each category</b>
CEO	40,000	150,000
CFO	28,000	105,000
Management group 1 (approx. 6 individuals)	20,000	75,000
Management group 2 (approx. 4 individuals)	16,000	60,000
Other key persons (approx. 34 individuals)	8,000	30,000

Each participant may acquire its guaranteed number of warrants in accordance with the allocation as set out above. Each participant may apply for over-allotment corresponding to 175 percent of the participant's guaranteed number of warrants, which constitutes each participant's maximum number of warrants to be acquired. Over-allotment of warrants is first made to the CEO and is then distributed pro rata based on acquisition between the other participants.

#### *Effect on important key ratios, costs for the program and dilution*

The cost for the incentive program is expected to have a marginal impact on Ambea's key ratios. The total cost for the incentive program, including the subsidy, is estimated not to exceed SEK 9 million during the term of the program. The total cost for the subsidy is calculated to amount to up to SEK 8.5 million including social security contributions (based on a social security tax rate of 28.35 percent) for the entire term of the program. The stated cost is based on the below preliminary price of the warrants and presumes that all participants are still employed by Ambea (including have not given notice or received notice of termination of employment) at the payment of the subsidy and that the subsidy is paid in full.

The stated cost does not take into account that the participants pay the warrant premium at the time of the acquisition of the warrant. The payment of the subsidy is subject to the performance conditions as set out above. In addition to what is stated above, the cost for the program has been calculated on the basis that the program comprises a maximum of 46 participants and that these participants acquire the maximum allowable allocation as stated above. According to a preliminary valuation, the market value of the warrants corresponds to approximately SEK 16.65 per warrant (assuming a price of the company's shares of approximately SEK 130 per share, an exercise price of approximately SEK 149.50 per share, a risk-free interest rate of 2.15 percent and a volatility of 28 percent), calculated according to the Black-Scholes valuation formulae.

Based on the number of shares in Ambea as of the date of the notice convening the Annual General Meeting, the maximum dilution as a result of the warrant program may amount to approximately 0.65 percent, subject to any recalculation according to the warrant terms. If Ambea's other outstanding share-related incentive programs are included in the calculation, the maximum dilution amounts to approximately 1.36 percent.

#### *The rationale for the incentive program*

The rationale for the incentive program is to create opportunities to motivate and retain competent employees in the Ambea group as well as to align the targets of the participants with those of the company.

The incentive program has been established as it is deemed desirable for senior executives and key employees within the Ambea group to be shareholders of the company. The board of directors considers that the implementation of the incentive program as described above is in the favour of the group and the shareholders in the company.

*Preparation of the proposal*

The incentive program has been prepared by the board of directors and its remuneration committee together with advisors, and has been reviewed at a meeting of the board of directors in the beginning of 2026.

*Other incentive programs*

For a description of Ambea's other share-related incentive programs, reference is made to the annual report for 2025 and the board's remuneration report for 2025.

**Resolution on incentive program consisting of warrants acquired by participants at market value (without subsidy) (item 22(b))**

Should the majority requirement for item 22(a) not be met, the board of directors proposes that the Annual General Meeting resolves to issue not more than 524,000 warrants to a subsidiary of the company for subsequent transfer within the scope of a long-term incentive program to senior executives and key employees. The proposal corresponds to the proposal under item 22(a) with the following amendments.

Participants in each category must invest the minimum amount set out below.

<b>Position</b>	<b>Guaranteed number of warrants per participant of each category</b>	<b>Minimum amount in SEK per participant of each category</b>
CEO	40,000	100,000
CFO	28,000	70,000
Management group 1 (approx. 6 individuals)	20,000	50,000
Management group 2 (approx. 4 individuals)	16,000	40,000
Other key persons (approx. 34 individuals)	8,000	20,000

Ambea will not subsidise the participants' acquisition of warrants and since the warrants are acquired at market value, no social security costs shall arise for the company in connection with the transfer of the warrants. The company's costs for the program will therefore be limited and relate to the implementation and administration of the incentive program.

**Resolution on incentive program consisting of call options acquired by participants at market value (item 22(c))**

Should the majority requirement for items 22(a) and 22(b) not be met, the board of directors proposes that the Annual General Meeting resolves, in accordance with item 22(c), to implement an incentive program consisting of call options in accordance with the below.

In total, the incentive program comprises a maximum of 46 individuals and 524,000 call options. The incentive program entails that senior executives and key employees are offered to acquire call options at market value, calculated in accordance with the Black-Scholes valuation formulae.

Each call option entitles the holder to receive one share in Ambea. The call options have an exercise price per share corresponding to 115 percent of the average volume weighted price of the company's share during the period of five trading days falling immediately before the offer for acquisition of the call options (the "Offer day"). The price thus calculated shall be rounded off to the nearest whole SEK 0.10, whereupon SEK 0.05 shall be rounded downwards. If, at the time of exercise of the call option, the closing price, on the trading day immediately preceding the exercise, exceeds 200 percent of the exercise price during the period of five trading days falling immediately before the Offer day, the exercise price shall be increased by the above-mentioned price to the extent that it exceeds 200 percent of the exercise price.

Each call option entitles to one share in Ambea during two periods, both during two weeks from the day of publication of the interim report for the period 1 January – 31 March 2029 as well as during two weeks from the day of publication of the interim report for the period 1 January – 30 September 2029. However, exercise of call options may not take place later than 30 November 2029. The price to be paid per share and the number of shares that each call option entitles to acquire may be subject to customary adjustments, including dividend. The time at which the call options may be exercised may be brought forward as a result of any merger or similar actions.

The price per call option upon acquisition by the participants shall be established by the company, or by an independent appraiser or auditor firm, as soon as possible after the exercise price has been established and shall correspond to the market value of the call option calculated in accordance with the Black-Scholes valuation formulae.

The call options are freely transferable. However, the company shall reserve a pre-emption right, with certain exceptions, regarding the call options if the participant's employment or engagement within the group is terminated or if the participant wishes to transfer its call options prior to the exercise period.

The board of directors shall, within the framework of the conditions set out be responsible for the preparation and management of the incentive program. Issuing call options to employees outside Sweden is dependent on tax effects, that there is no legal impediment, and that the board of directors determines that such allocation can be carried out with reasonable administrative and financial resources. The board of directors shall be entitled to make such minor amendments to the incentive program as required by applicable foreign legislation and regulations.

The company has the right to repurchase the call options from the participant if the participant does not wish to use all acquired call options and has notified the company about this. Acquisition of call options shall occur at a price which at the time was equivalent to no more than the market value.

#### *Allocation of call options*

Not more than 46 senior executives and key employees in the Ambea group shall be entitled to acquire call options up to the maximum number of call options as set out below. To be offered to participate it is further required, for participants who have been invited to participate in Ambea's warrant program in the preceding year or two preceding years, that such participant has invested during such year or years in accordance with the terms of the program applicable at the time. Furthermore, participants in each category must invest the minimum amount set out below.

<b>Position</b>	<b>Guaranteed number of call options per participant of each category</b>	<b>Minimum amount in SEK per participant of each category</b>
CEO	40,000	100,000
CFO	28,000	70,000
Management group 1 (approx. 6 individuals)	20,000	50,000
Management group 2 (approx. 4 individuals)	16,000	40,000
Other key persons (approx. 34 individuals)	8,000	20,000

Each participant may acquire its guaranteed number of call options in accordance with the allocation as set out above. Each participant may apply for over-allotment corresponding to 175 percent of the participant's guaranteed number of call options, which constitutes each participant's maximum number of call options to be acquired. Over-allotment of call options is first made to the CEO and is then distributed pro rata based on acquisitions between the other participants. The call options shall be acquired no later than 30 June 2026. The board of directors shall have the right to extend the acquisition period.

#### *Effect on important key ratios, costs for the program and dilution*

The cost for the incentive program is expected to have a marginal impact on Ambea's key ratios. Ambea will not subsidise the participants' acquisition of call options and since the call options are acquired at market value, no social security costs shall arise for the company in connection with the transfer of the call

options. The incentive program is proposed to be hedged through a so-called equity swap agreement, which means that Ambea will engage a third party who will, on terms in accordance with market practice, acquire shares in its own name and transfer shares to the participants. Ambea will finance the share acquisitions. Assuming that 524,000 call options will be allotted under the program and without taking into account any re-calculation, the maximum number of shares to be delivered is 524,000. If these shares are acquired at SEK 149.50 per share, the total cost for Ambea will be SEK 13 million (which includes fees payable to the third party).

According to a preliminary valuation, the market value of the call options corresponds to approximately SEK 16.65 per call option (assuming a price of the company's shares of approximately SEK 130 per share, an exercise price of approximately SEK 149.50 per share, a risk-free interest rate of 2.15 percent and a volatility of 28 percent), calculated according to the Black-Scholes valuation formulae.

Since the incentive program consisting of call options is proposed to be hedged through a so-called equity swap agreement as set out below, the incentive program will not entail any dilution for the shareholders. At maximum allotment of call options, the number of shares to be delivered amounts to 524,000 shares, corresponding to approximately 0.62 percent of the share capital and votes.

#### *The rationale for the incentive program*

The rationale for the incentive program is to create opportunities to motivate and retain competent employees in the Ambea group as well as to align the targets of the participants with those of the company. The incentive program has been established as it is deemed desirable for senior executives and key employees within the Ambea group to be shareholders of the company. The board of directors considers that the implementation of the incentive program as described above is in the favour of the group and the shareholders in the company.

#### *Preparation of the proposal*

The incentive program has been prepared by the board of directors and its remuneration committee together with advisors, and has been reviewed at a meeting of the board of directors in the beginning of 2026.

#### *Other incentive programs*

For a description of Ambea's other share-related incentive programs, reference is made to the annual report for 2025 and the board's remuneration report for 2025.

#### *Equity swap agreement with a third party*

To ensure delivery of shares under the incentive program, the board of directors proposes that the Annual General Meeting resolves that Ambea can enter into an equity swap agreement with a third party on terms in accordance with market practice, whereby the third party in its own name shall be entitled to acquire and transfer shares in Ambea to the participants.

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### **Special majority requirements**

A resolution in accordance with items 22(a) and 22(b) above requires approval of at least nine tenths (9/10) of both the votes cast and the shares represented at the General Meeting. Resolution in accordance with items 19, 20 and 21 above requires approval of at least two thirds (2/3) of both the votes cast and the shares represented at the General Meeting.

### **Shareholders' right to request information**

The shareholders are reminded of their right to request information in accordance with Chapter 7 Section 32 of the Swedish Companies Act.

### **Documentation etc.**

The annual report and the auditor's report for the financial year 2025, the assurance report on the consolidated sustainability report, the board of directors' remuneration report, and other underlying documentation for resolutions, including the board of directors' full proposal about the warrant program and the terms and conditions for the warrants, the board of directors' statements pursuant to Chapter 19 Section 22 and Chapter 18 Section 4 of the Swedish Companies Act, and the auditor's statements pursuant to Chapter 8 Section 54 and Chapter 20 Section 14 of the Swedish Companies Act, are held available to the shareholders for inspection at the company's head office, Röntgenvägen 3 D, SE-171 54 Solna, Sweden, and on the company's website, [www.ambea.se/investerare](http://www.ambea.se/investerare), no later than three weeks before the Annual General Meeting. Moreover, the nomination committee's motivated statement will be

available on the company's above address, as well as on the company's webpage, no later than four weeks before the Annual General Meeting. Copies of the documents will be sent to shareholders who so request and state their postal address.

### **Processing of personal data**

More information regarding the processing of your personal data is available in Euroclear's privacy notice that is available at Euroclear's webpage, <http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>. If you have questions regarding our processing of your personal data, you can contact us by emailing [dataskyddssombud@ambea.se](mailto:dataskyddssombud@ambea.se).

*This is an in-official translation of the Swedish original wording. In case of differences between the English translation and the Swedish original, the Swedish text shall prevail.*

Stockholm, April 2026  
**Ambea AB (publ)**  
*The board of directors*

#### **For more information, contact:**

Benno Eliasson  
CFO  
E-mail: [ir@ambea.se](mailto:ir@ambea.se)

Ambea media contact  
Telephone: +46 (0)10 33 00 501  
E-mail: [press@ambea.se](mailto:press@ambea.se)

Ambea is the leading competence-based care company in the Nordics. Ambea has over 41,000 employees who are creating a good life for more than 18,000 care receivers in our more than 1,000 units across the Nordics. We aim to be the quality leader in all that we do and our vision is to make the world a better place, one person at a time. Ambeas head office is located in Solna, Sweden. Ambea is listed on Nasdaq Stockholm.