

Proposal by the Board of Directors of Addtech AB (publ) for resolutions at the Annual General Meeting on 22 August 2024

9b. Resolution regarding allocation of the Company's profits in accordance with the duly adopted Balance Sheet

The Board of Directors proposes that the profit is allocated so that MSEK 755 (674) is distributed to shareholders and that the remaining part of the Company's earnings, MSEK 487 (426), is carried forward.

This means that the Board of Directors proposes to distribute to the shareholders a dividend of SEK 2.80 (2.50) per share and that the 26 August 2024 shall be the record date for receiving the dividend.

If the Annual General Meeting resolves in accordance with the proposal, the dividend is estimated to be transferred through Euroclear Sweden AB on the 29 August 2024 to those who are registered in the share register on the record date.

15. Resolution of remuneration report

The Board of Directors proposes that the Meeting resolves to approve the Board's report regarding remuneration for 2023/2024 pursuant to Chapter 8, section 53 a of the Swedish Companies Act.

16. Resolution on guidelines for remuneration to senior executives.

The Board of Directors proposes that the Meeting resolves to approve the guidelines for remuneration and terms of employment for senior executives as follows.

The guidelines are to be applied to remuneration agreed upon after the Annual General Meeting 2024 as well as to amendments to the existing decisions on remuneration made thereafter. The guidelines do not cover remunerations approved by the Annual General Meeting. Regarding terms of employment subject to non-Swedish regulations, as far as pension benefits and other benefits are concerned, appropriate adjustments are made to comply with mandatory regulations or established local practices, whereby the overall goals of these guidelines are to be met as far as possible.

The guidelines are to relate to remuneration of the CEO and other members of Addtech Group Management. The guidelines also apply to Board members insofar as they receive remuneration for services rendered to the company beyond their Board assignments. Where applicable, the statutes established for the Company also applies to the group.

How the guidelines foster the Company's business strategy, long-term interests and sustainability

Successful implementation of the Company's business strategy and the safeguarding of the Company's long-term interests, including its sustainability, requires that Addtech be able to recruit and retain qualified employees. This requires that the Company be able to offer competitive overall remuneration, which is made possible by these guidelines. Overall remuneration must be market-based and competitive, and shall reflect the responsibilities and authority borne by the executive.

Remuneration formats, etc.

Remunerations shall be market-based and comprise the following components: fixed salary, with any variable salary being subject to a separate agreement, pension and other benefits. Beyond this and regardless of these guidelines, the Annual General Meeting may, for example, adopt share and share price-related remunerations.

Fixed salary

Fixed salary shall comprise a fixed cash salary to be reviewed annually. Fixed salary must be competitive and reflect the requirements placed on the position in terms of expertise, responsibilities, complexity and its contribution to the achievement of business goals. Fixed salary must also reflect the performance achieved by the executive and should therefore be individual and differentiated.

Variable salary

In addition to their fixed salary, the CEO and other senior executives may, from time to time, receive variable salary, subject to a separate agreement and on the fulfilment of predetermined criteria. It shall be possible for any variable salary to consist of annual cash salary, which may not exceed 40 percent of the fixed annual salary. An additional premium may be payable corresponding to 20 percent of paid variable remuneration used to acquire shares in Addtech AB.

To avoid unhealthy risk-taking, there must be a basic balance between fixed and variable salary. The fixed salary must account for a sufficiently large part of the senior executive's total remuneration, such that it is possible to reduce the variable part to zero. The variable salary must be linked to one or more predetermined and measurable financial criteria set by the Board of Directors, including consolidated earnings growth, profitability, cash flow and sustainability ambitions. With the targets linking the senior executives' remunerations to the Company's profit, they foster the implementation of the Company's business strategy, long-term value creation and competitiveness. The terms for variable salary and the data on which they are calculated must be established for each financial year. It must be possible to measure the degree to which the criteria for payment of variable salary are fulfilled over a period of one financial year. Variable salary is disbursed during the year following that in which it was vested.

When the measurement period for the fulfilment of criteria for disbursement of variable salary has ended, an assessment must be made regarding the extent to which the criteria were fulfilled. The Board of Directors is responsible for the assessment as far as variable cash remuneration for the CEO is concerned. As far as variable cash compensation for other senior executives is concerned, the CEO is responsible for the assessment. Where financial targets are concerned, the assessment shall be based on the financial information published most recently by the Company.

Terms for variable salary can be designed so that the Board of Directors has the option, if exceptional financial conditions prevail, to limit or withhold the disbursement of variable salary if such a measure is deemed reasonable. When designing variable compensation for company management, the Board of Directors shall consider introducing caveats that (i) condition the disbursement of a certain part of such compensation on the performance on which the earnings are based proving to be sustainable over time, and (ii) afford the Company the possibility of reclaiming compensation disbursed on the basis of information which later proved to be clearly incorrect.

Additional variable cash compensation may be paid in extraordinary circumstances, provided that such extraordinary arrangements are limited in time and are made only at the individual level either with the purpose of recruiting or retaining executives, or as compensation for extraordinary work efforts in addition to the person's regular duties of the individual. Such compensation may not exceed an amount corresponding to 40 percent of the fixed annual salary and may not be disbursed more than once per year and per individual. Decisions on such compensation must be made by Board of Directors on the proposal of the Remuneration Committee.

Pension

The CEO and other senior executives' pension benefits are paid in accordance with individual agreements. In principle, pension benefits, including health insurance, shall be defined-contribution benefits, with the size of the pension being determined by the performance of the subscribed pension plans, although defined benefit pension solutions may occur in individual cases. Variable salary can be pensionable. The premiums for defined contribution pensions must not exceed 40 percent of pensionable salary. The pensionable salary corresponds to the fixed monthly salary multiplied by a factor of 12.2 and, where applicable, variable salary. Salary deferrals can be used for enhanced occupational pension through one-off pension provisions provided that the total cost for the Company is neutral.

Other benefits

Other benefits, which may include a company car, travel benefits, extra health and care insurance, as well as occupational health care and wellness, must be market-based and only form a limited part of the total remuneration. Premiums and other expenses attributable to such benefits may amount to at most 10 percent of the fixed annual salary.

Terms of termination

All senior executives are required to observe a notice period of six months. In the event of termination by the Company, a notice period of at most 12 months shall apply. On termination of employment by the Company, senior executives may, in addition to salary and other employment benefits during the notice period, be entitled to severance pay corresponding to at most 12 months' fixed salary. Severance pay shall not be offset against other income. No severance pay shall be paid in the event that the senior executive resigns.

In addition to severance pay, compensation may also be payable for any competition-limiting undertaking. Such compensation shall compensate for any loss of income and shall only be paid to the extent that the former executive lacks entitlement to severance pay. The compensation must be based on the fixed salary at the time of termination and amount to a maximum of 60 percent of the fixed salary at the time of termination, unless otherwise determined by mandatory collective agreement regulations, and shall be issued during the time that the commitment on restriction of competition applies, which shall be a maximum of 12 months following termination of employment.

Board fees

In specific cases, it shall be possible, during a limited period, to compensate Addtech Board members elected by the Annual General Meeting for services within their particular areas of expertise that do not constitute Board work. A market-based fee shall be paid for such services (including services provided through any company wholly-owned by a Board member), provided that such services contribute to the implementation of Addtech's business strategy and the fostering of the Company's

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long-term interests, including its sustainability. Such consultant fees may never exceed the annual Board fee for each Board member.

Salary and employment terms for employees

Employees' salaries and terms of employment have been taken into account when preparing the Board's proposal for these guidelines, with employees' total remuneration, the components of that remuneration, as well as the increase in remuneration and the increase over time having been included when the Remuneration Committee and the Board of Directors assess the reasonableness of the guidelines and the limitations they entail.

Preparation and decision-making process

The Board of Directors has resolved to establish a Remuneration Committee. The committee's tasks include: preparing principles for the remuneration of senior executives and the Board's decision on proposed guidelines for remuneration of senior executives. The Board of Directors shall prepare proposals for new guidelines at least every four years and submit its proposals for adoption by the Annual General Meeting. The guidelines shall apply until new guidelines have been adopted by the Annual General Meeting. The Remuneration Committee shall also monitor and assess programmes of variable remuneration for senior executives, the application of guidelines for the remuneration of senior executives, as well as current remuneration structures and remuneration levels in the Company. Following the preparation of recommendations by the Remuneration Committee, the CEO's remuneration shall be determined, within the framework of approved principles, by the Board of Directors. Based on a proposal by the CEO, the Remuneration Committee determines the remuneration for the other members of Group Management. The Board of Directors is informed of the Remuneration Committee's decision. Board meetings addressing and determining matters of remuneration, shall not be attended by the CEO or other senior executives insofar as these matters affect them.

Share-based incentive programmes approved by the Annual General Meeting

Each year, the Board shall assess the need for share-related incentive programmes and, if necessary, submit proposals for resolution by the Annual General Meeting. Any share and share price-related incentive programmes aimed at senior executives shall be approved by the Annual General Meeting and shall aid long-term growth in value.

Deviations from the guidelines

The Board of Directors may decide to deviate from the guidelines in whole or in part if there are specific reasons for this in an individual case and a deviation is necessary to fulfil the Company's long-term interests, including its sustainability, or to ensure the Company's financial viability. As stated above, the tasks of the Remuneration Committee include preparing decisions by the Board of Directors on remuneration issues, which includes decisions regarding deviations from the guidelines. Decisions regarding deviations from the guidelines are to be explained at the next Annual General Meeting.

For further information regarding the remuneration of senior executives, See also Note 6 Employees and personnel expenses of the 2023/2024 Annual Report.

The above guidelines serve as a complete statement of proposal for decisions by the Annual General Meeting.

17. Resolution regarding issuing call options for repurchased shares and the transfer of repurchased shares to management personnel (the “2024 Share-Related Incentive Scheme”)

The Board of Directors proposes that the Annual General Meeting should pass a resolution to adopt a long-term incentive scheme, the 2024 Share-Related Incentive Scheme (the “Scheme”). The Scheme is proposed to include approximately 150 members of management personnel within the Addtech Group in which the participants are being given the opportunity to acquire, at market price, call options relating to class B shares in Addtech repurchased by the Company, with the participants receiving a certain subsidy on premiums paid for the options after two years.

The proposal of the Board of Directors also means that the Annual General Meeting approves that the Company transfers – with deviation from the shareholders’ preferential rights – up to 1,000,000 of the Company’s repurchased class B shares to the option holders at the agreed exercise price in connection with any exercise of the call options (subject to any recalculations). The Board of Directors’ proposal ultimately means that the Annual General Meeting approves that the Series B shares that the Company acquired in accordance with previous authorisation are allowed to be transferred in order to secure delivery of shares under the proposed Scheme. The Company currently holds a total of 2,985,092 shares of series B in the Company.

This proposal has been prepared by the Company’s Remuneration Committee in consultation with the Company’s Board of Directors. The decision to propose the Scheme to the Annual General Meeting has been taken by the Board of Directors. The Company’s directors, who are not employees of the company, are not included in the Scheme.

The Scheme involves the following main terms and conditions:

- a) The number of call options to be issued shall not exceed 1,000,000, corresponding to approximately 0.4 percent of the total number of shares and approximately 0.3 percent of the total number of votes in the Company (class B shares held by the Company are included). Each call option entitles the holder to acquire one (1) repurchased class B share in the Company during the period from 6 September 2027 to 9 June 2028. Shares may not, however, be purchased during any such period when trading in the Company’s shares is forbidden in accordance with regulation (EU) no 596/2014 of the European Parliament and of the Council of April 16, 2014 on Market Abuse (or any other equivalent legislation which applies at any given time).
- b) The purchase price for shares (“Purchase price”) upon exercise of the options shall correspond to 120 percent of the volume-weighted average of the price paid for the Company’s B shares on Nasdaq Stockholm during the period from 23 August 2024 to 5 September 2024.
- c) The right to acquire the call options shall be granted to the Group management and further approximately 20 members of management in the Addtech Group as well as a number of the subsidiaries’ managing directors. Persons who have a direct opportunity to influence the Group’s results. Addtech’s CEO shall be offered a maximum of 40,000 call options, others in Group management shall be offered a maximum of 25,000 call options per individual and other executives shall be offered a maximum of 12,500 call options.
- d) If a person who is entitled to an allocation refrains in full or in part from acquiring call options offered to them, such un-acquired call options shall be divided on a pro rata basis between

those persons who are entitled to an allocation and who have, in writing, expressed their interest in acquiring additional call options. Persons who are entitled to an allocation may not come to acquire more than an additional 30 percent of the original number of call options offered in this manner.

- e) The Board of Directors shall establish the final distribution of call options according to the principles outlined in items c) and d) above, as well as the number of call options the employees within each category shall be offered to acquire.
- f) Notice of acquiring call options must be given no later than 12 September 2024. The Board of Directors of the Company shall be entitled to extend the period for notification of acquisition.
- g) The premium for the call options shall correspond to the market value of the call options according to an external independent valuation, applying the Black - Scholes model. The measuring period for calculating the option premium will be based on the volume-weighted average of the price paid for the shares of class B in the Company on Nasdaq Stockholm during the period from 30 August 2024 until 5 September 2024.
- h) 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 Scheme as required by applicable foreign legislation and regulations.
- i) The call options are freely transferable.
- j) The number of shares which the call options bring entitlement to acquire and the exercise price may be recalculated as a result of e.g. bonus issues, share consolidations or splits, new issues, a reduction in the share capital or similar actions. The time at which shares are transferred may be brought forward as a result of any merger or similar actions.
- k) In order to encourage participation in the Scheme, a subsidy can be paid corresponding to the premium paid for each call option. This subsidy shall in that case be paid during September 2026.
- l) The company has the right to repurchase the call options by the holder if the holder does not wish to use all acquired call options and has notified the Company about this. Acquisition of options shall occur at a price which at the time was equivalent to no more than the market value. Repurchase of call options cannot be made during such period when trading with shares in the Company is prohibited by Article 19 of the European Parliament and Council Regulation (EU) No 596/2014 of 16 April 2014 on market abuse (market abuse regulation), or the prevailing corresponding legislation.
- m) The Board of Directors shall, within the framework of the above conditions and policies be responsible for the preparation and management of the Scheme.

The costs of the Scheme consist of the subsidy paid during September 2026 as detailed above and the social security charges payable on this subsidy. The total cost of the subsidy, including social security charges, has been estimated to approximately MSEK 45 after corporate tax (calculated based on the prevailing market conditions on 8 July 2024). Against this subsidy, the option premium corresponds to a total of approximately MSEK 43 which the Company will receive on transferring the call options (calculated based on the prevailing market conditions on 8 July 2024), as a result of which the Scheme will not involve any material net charge to the Company's equity.

The reason for deviation from the shareholders' preferential rights and the Board of Directors' reasons for carrying out this Scheme is that senior management within the Addtech Group should be able to benefit from and strive for, through their own investment, an increase in the price of the Company's shares, thus more closely aligning the interests of senior managers and the Company's shareholders. The purpose of the Scheme is also to contribute towards management personnel increasing their long-term shareholdings in the Company. The Scheme is also expected to create conditions for retaining and recruiting competent personnel for the Addtech Group, to provide competitive remuneration and to align the interests of the shareholders and management. The members of management included in the Scheme are the group that, in an otherwise heavily decentralized organization, can create positive effects through cooperation between the Group's subsidiaries. On the basis of this, the Board of Directors believes that the introduction of the Scheme will have a positive effect on the continued development of the Addtech Group, and that the Scheme will benefit both the shareholders and the Company.

The Company has three long-term incentive schemes since earlier, the 2021, 2022 and 2023 Share Related Incentive Schemes.

In the Share-based Incentive Scheme of 2021, there are a total of 768,070 outstanding call options, which entitles the acquisition of equivalent number of shares of class B in the Company. The exercise price for these call options was set at SEK 214.40 per share and the exercise period covers the time from 9 September 2024 to 11 June 2025.

In the Share-based Incentive Scheme of 2022, there are a total of 825,910 outstanding call options, which entitles the acquisition of an equivalent number of shares of class B in the Company. The exercise price for these call options was set at SEK 180.10 per share and the exercise period covers the time from 8 September 2025 to 10 June 2026.

In the Share-based Incentive Scheme of 2023, there are a total of 674,500 outstanding call options, which entitles the acquisition of an equivalent number of shares of class B in the Company. The exercise price for these call options was set at SEK 221.00 per share and the exercise period covers the time from 7 September 2026 to 9 June 2027.

All underlying 2,270,000 shares of class B in the Company of outstanding options correspond in their entirety to the already repurchased class B shares in the Company.

The resolution proposed by the Board of Directors in accordance with item 17 must be approved by shareholders representing not less than nine tenths of the votes cast and shares represented at the Annual General Meeting.

18. Resolution regarding authorisation for the Board of Directors to decide on the purchase and transfer of own shares

The Board of Directors proposes that the Annual General Meeting passes a resolution authorising the Board of Directors to decide – during the period until the next Annual General Meeting – to acquire a maximum number of class B shares so that the Company's holding of own shares at any given time does not exceed 10 percent of the total number of shares outstanding in the Company. Acquisition shall be made on Nasdaq Stockholm in accordance with stock exchange regulations at a price within the, at each time, registered price interval, which is the interval between the highest purchase price and the lowest sale price. The acquisition will be paid in cash and must be made on one or several occasions.

The Board of Directors further proposes that the Annual General Meeting authorises the Board of Directors – during the period until the next Annual General Meeting – to sell its own shares in ways other than on Nasdaq Stockholm. The authorisation may be exercised on one or more occasions and covers all shares held by the Company at the time of the decision of the Board of Directors. The authorisation includes the right to decide to deviate from shareholders' preferential rights and that payment may be effected in forms other than money.

The purpose of the authorisation is to adapt the Group's capital structure and to enable companies or business operations to be acquired in the future through payment with own shares. The holding of own shares also safeguards the Company's obligations under the share-based incentive Scheme resolved at the Annual General Meeting in 2021, 2022 and 2023 and the Share-Related Incentive Scheme proposed under item 17 above.

The resolution proposed by the Board of Directors in accordance with item 18, must be approved by shareholders representing not less than two thirds of the votes cast and shares represented at the Annual General Meeting.

19. Resolution regarding authorisation for the Board of Directors to resolve on a new issue of up to 5 percent of the number of B-shares as means of payment during acquisitions

With the purpose of enabling more company acquisitions, the board of directors proposes that the Annual General Meeting resolve to authorise the board of directors – during the period until the next following Annual General Meeting – to decide on the issue of new shares, on one or more occasions, in deviation from shareholders' preferential rights, against payment in cash, by set-off or with non-cash consideration. However, such issues may not cause the Company's registered share capital or the number of shares in the Company to increase by more than a total of 5 percent, based on the Company's registered share capital or the number of shares prior to exercise of the authorisation. Set-off shall only be possible against claims in connection with payment for shares in companies acquired by the Company. Issues shall take place on market-related terms and conditions.

The board, the managing director or that the board appoints, shall have the right to make any adjustments in the decision required for registration.

The resolution proposed by the board of directors in accordance with item 19 must be approved by shareholders representing not less than two thirds of the votes cast and shares represented at the Annual General Meeting.

20. Resolution to amend the Articles of Association

The Board of Directors proposes that the Company's business targets be amended to better reflect the current business operations.

Proposed wording:

“Section 2

The object of the Company's operations is to, directly or indirectly, acquire, manage and develop subsidiaries that manufacture and deliver products and solutions to customers in a value-added way, within mechanics, electrical engineering, electromechanics and energy storage, and to conduct other operations compatible therewith.”

This is a translation of the Swedish original. In case of any discrepancies between this translation and the Swedish original, the latter shall prevail.



The Board of Directors proposes that the CEO be authorised to make the minor adjustments in the proposed wording that may prove necessary in connection with registration at the Swedish Companies Registration Office.

Decision to amend the articles of association according to this item requires that the general meeting's decision be supported by shareholders who represent at least two-thirds of both the votes cast and the shares represented at the general meeting.

Stockholm, July 2024

Addtech AB (publ)

The Board of Directors