

## **The Nomination Committee's proposal for resolutions at the Annual General Meeting in Careium AB (publ) on 23 April 2026**

Prior to the Annual General Meeting 2026, the Company's Nomination Committee comprised the Chairman of the Nomination Committee, Peter Lindell, representing Cidro Förvaltning, Mats Hellström, representing Nordea Funds, Mark Shay representing Accendo Capital (who resigned from the Nomination Committee on 19 January 2026) and Louis So representing Kunshan Q Technology International (who was appointed on 19 January 2026). The Chairman of the Board, Juha Mört, has served as an adjunct member of the Nomination Committee.

The Nomination Committee has submitted the following proposals.

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

The Nomination Committee proposes that Philip Bihl, or the person appointed by the Board of Directors in the event of his impediment, be elected Chairman of the Annual General Meeting.

### **Item 11 - Determination of the number of members and deputy 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 shall be five (5), without deputies.

The Nomination Committee proposes that a registered public accounting firm be elected as auditor, without deputy auditors.

### **Item 12 - Determination of fees to the members of the Board of Directors and the auditors**

The Nomination Committee proposes that remuneration to the Board of Directors shall consist of a basic cash remuneration corresponding to a total of SEK 1,860,000 (1,860,000) and share awards corresponding to a total value of SEK 550,000 (-) ("**Share Awards**"). The total remuneration, excluding remuneration for committee work, corresponds to a value of SEK 2,410,000 (1,860,000) for the period until the end of the Annual General Meeting 2027.

The Nomination Committee considers it desirable that Board members elected by the Annual General Meeting are shareholders in Careium to strengthen common interests in the Company. The Nomination Committee therefore proposes that the Annual General Meeting 2026 resolves that Share Awards shall form part of the ordinary fixed remuneration to the Board of Directors.

Remuneration for the Board is proposed to be allocated in accordance with the following:

- SEK 620,000 (620,000) in cash and SEK 250,000 (-) in Share Awards to the Chairman of the Board; and
- SEK 310,000 (310,000) in cash to each of the other members of the Board of Directors who are not employees of the Company, and SEK 100,000 (-) in Share Awards to each of the other members of the Board of Directors who are not employees of the Company or of companies controlled by the Company's major shareholders.

The resolution on remuneration in the form of Share Awards in accordance with this item 12 is conditional upon the Annual General Meeting resolving in accordance with the Nomination Committee's proposal to establish a shareholder program for Board members ("**Board SHP 2026**") in accordance with item 15 below. Should the Annual General Meeting not resolve in accordance with the Nomination Committee's proposal regarding Board SHP 2026, the Nomination Committee proposes that the remuneration amounts stated above be paid in full in cash, whereby the Board members are requested to invest the above amount allocated to the Share Awards (net of tax) in shares in the Company by buying shares on the market.

In addition, remuneration for committee work in the Audit Committee is proposed to amount to SEK 50,000 to the Chair of the Audit Committee and SEK 20,000 to each of the other members of the Audit Committee.

The Nomination Committee further proposes that the auditor's fees, for the period until the end of the next Annual General Meeting, shall be paid as per approved invoice.

### **Item 13 - Election of members of the Board of Directors, Chairman of the Board as well as auditors**

The Nomination Committee proposes re-election of Juha Mört, Janne Holmia, Nils Normell and Sara Lindell as well as new election of Sophie Reinius as members of the Board of Directors for the period until the end of the next Annual General Meeting. Juha Mört is proposed to be re-elected as Chairman of the Board. Kai Tavakka has declined re-election.

Below follows a presentation of the proposed new Board member:

#### **Sophie Reinius**

Born: 1974

Education: Master of Laws (LL.M.) and Bachelor of Science in Business and Economics, Stockholm University.

Main work experience: Sophie has held senior executive positions in large international technology companies. She has served as CFO of Arelion (Telia Carrier), Coromatic and Net4Mobility. She has also held roles as Controller for Microsoft in Sweden, for the Nordic region and operations manager for Sweden within Philips Home Healthcare, and prior to that she was Group Controller at Schneider Electric for the Nordic and Baltic regions.

Other current assignments: Acting CEO and CFO of Formpipe Software AB. Chair of the Board of the foundation Carl & Nanna Bodmans Efterk.

Shareholding in Careium: -

Independent in relation to the Company and its executive management: Yes

Independent in relation to the Company's major shareholders: Yes

A presentation of all proposed Board members is available on the Company's website.

The Nomination Committee proposes re-election of the registered public accounting firm Öhrlings PricewaterhouseCoopers AB as auditor for the period until the end of the next Annual General Meeting. Öhrlings PricewaterhouseCoopers AB has informed the Company that the authorized auditor Johan Rönnbäck will continue as auditor in charge, should Öhrlings PricewaterhouseCoopers AB be elected as auditor.

### **Item 14 – Resolution on principles for appointing a Nomination Committee and instructions for the Nomination Committee**

The Nomination Committee proposes that the Annual General Meeting resolves to adopt the following principles for the appointment of the Nomination Committee and instructions for the Nomination Committee's work.

The Nomination Committee shall consist of three (3) members representing the Company's largest shareholders according to the number of voting rights. The Chairman of the Board shall be an adjunct member of the Nomination Committee. The largest shareholders according to number of voting rights shall be determined based on ownership statistics from Euroclear Sweden AB as of the last trading day in September of the year prior to the Annual General Meeting and other reliable ownership information provided to the Company at that time.

As soon as the information on share ownership as described above is available, the Chairman of the Board shall contact the three (3) largest shareholders in the Company according to number of voting rights, who shall then be entitled to appoint one (1) representative each to the Nomination Committee. In the event that any of the three largest shareholders abstains from the right to appoint a representative to the Nomination Committee or does not respond within one week of the aforementioned contact, that right shall pass to the shareholder with the next largest shareholding on the aforementioned date. If a Nomination Committee with three members cannot be convened after contacting the ten largest shareholders in the Company according to number of voting rights, the Nomination Committee may consist of two shareholder-appointed members.

The names of the shareholder representatives and the shareholders they represent shall be disclosed as soon as the Nomination Committee has been formed, but no later than six (6) months before the Annual General Meeting. The Nomination Committee's mandate period shall continue until a new Nomination Committee is formed. The Chairman of the Nomination Committee shall be, unless the Nomination Committee decides otherwise, the representative of the largest shareholder according to number of voting rights.

The Nomination Committee shall remain unchanged unless (i) a representative wishes to resign prematurely, in which case such request shall be sent to the Chairman of the Nomination Committee (or, if the Chairman wishes to resign, to another member of the Nomination Committee), in which case the shareholder who appointed the member shall be entitled to appoint a replacement, and if the shareholder does not exercise this right, the right shall pass to the next largest shareholder according to number of votes who has not already appointed, or who has declined to appoint, a member to the Nomination Committee, (ii) a nominating shareholder wishes to change its representative on the Nomination Committee to another person, in which case such request (containing the two relevant names) shall be sent to the Chairman of the Nomination Committee (or, in the case of a change of Chairman of the Nomination Committee, to another representative in the Nomination Committee), (iii) a nominating shareholder is no longer one of the three largest shareholders according to number of voting rights, in which case the member appointed by such shareholder shall make his or her seat available and the shareholder who has become one of the largest shareholders according to number of voting rights shall be entitled to appoint a new member, or (iv) the Nomination Committee, within its free judgment decides to appoint to vacant positions in the Nomination Committee to shareholders or shareholder representatives in order for the Nomination Committee to thereby reflect the ownership of Careium.

Unless there are special reasons, no changes shall be made to the composition of the Nomination Committee in accordance with (iii) above if only marginal changes in the number of votes have taken place or if the change occurs later than two months before the Annual General Meeting.

Changes to the composition of the Nomination Committee shall be disclosed publicly immediately.

No remuneration shall be paid to members of the Nomination Committee for their work on the committee. As needed, the Company shall reimburse reasonable expenses related to the Nomination Committee's work as well as for external consultants that the Nomination Committee deems necessary for the Nomination Committee to be able to complete its work.

The Nomination Committee shall submit proposals on the following matters to the Annual General Meeting:

- proposal for the election of the Chairman of the Meeting,
- proposal for the election of Board members,
- proposal for the election of the Chairman of the Board of Directors,

- proposal for resolutions on remuneration to the Board of Directors, allocated among the Chairman of the Board of Directors, Board members, and any compensation for committee work,
- proposal for the election of auditor(s) and proposal of compensation to the Company's auditor(s), and
- to the extent deemed necessary, proposals for resolutions regarding revised principles for the appointment of the Nomination Committee.

These principles for the appointment of the Nomination Committee and instructions for the Nomination Committee shall apply until further notice, unless and until amended by a resolution of the general meeting of the Company.

### **Item 15 – Resolution on the establishment of a shareholder program for Board members**

The Nomination Committee proposes that the Annual General Meeting resolves to implement a shareholder program for members of the Board of Directors ("**Board SHP 2026**") in the Company, in accordance with items 15 a)-c) below. The resolutions under items 15 a)-b) below are conditional upon each other. Should the majority requirement for item 15 b) below not be met, the Nomination Committee proposes that the Annual General Meeting authorize the Board of Directors of the Company to enter into an equity swap agreement with a third party in accordance with item 15 c) below, and resolutions under items 15 a) and 15 c) shall then be conditional upon each other.

Board SHP 2026 is a program under which the participants will be granted share awards free of charge ("**Share Awards**"), entitling to shares in Careium calculated in accordance with the principles stipulated below, however not more than 45,832 shares. As part of the implementation of Board SHP 2026, the Nomination Committee proposes that the Annual General Meeting, in order to cover the delivery of shares to participants, resolves on the issue of warrants in accordance with item 15 b) below.

#### **Item 15 a) – Adoption of a shareholder program for members of the Board of Directors**

##### *Background and rationale*

The Nomination Committee considers that it is desirable for Board members to be shareholders in the Company in order to strengthen common interests between the Board members and the Company's shareholders. Furthermore, an equity based program is a central part of competitive remuneration, which the Nomination Committee considers necessary to attract, retain, and motivate international and competent members of the Board of Directors of the Company. In the opinion of the Nomination Committee, the Board SHP 2026 will increase and strengthen the participants' dedication to Careium's operations as well as improve company loyalty and thereby be beneficial to both the shareholders and Careium. The Nomination Committee's intention is that Board SHP 2026 shall constitute the first of a total of three annual share-based programs for the Board of Directors.

By establishing annual board equity based programs, individual Board members may over time build significant shareholdings, which will further encourage long-term behavior and benefit members who have served, and intend to continue to serve on the Company's Board for many years. The Nomination Committee requests the Board members to keep their received shares at least as long as the Board member is part of the Board of Directors, with the exception of financing tax as a consequence of Board SHP 2026.

##### *Conditions for Share Awards*

Board SHP 2026 does not include any performance conditions. The Nomination Committee has considered whether such performance conditions should be applied but has concluded that this would not be appropriate for a program of the present kind. The program constitutes a structure for the

payment of part of the board remuneration resolved by the Annual General Meeting and should therefore be regarded as an investment of a portion of the board remuneration in shares of the Company. The purpose of the program is to strengthen the alignment of interests between the Board members and the Company's shareholders by providing that part of the remuneration is paid in the form of Share Awards. Against this background, performance conditions are not considered appropriate for the program.

The following conditions shall apply to the Share Awards:

- The Share Awards shall be granted to participants free of charge based on the participants' board remuneration in accordance with what follows from the Nomination Committee's proposal under item 12 on the agenda and also in accordance with the provisions below, as soon as practicable after the Annual General Meeting (the "**Grant Date**").
- The Share Awards shall vest after approximately one year (corresponding to one year of service as a Board member), corresponding to the earlier of the day before (i) the Annual General Meeting 2027 or (ii) 1 July 2027 (the "**Vesting Date**"), provided that the participant is still a Board member of Careium on said date. Thus, the vesting period is shorter than three years. The Nomination Committee has carefully considered the length of the vesting period and considers such a shorter time period to be appropriate for a program of this type. Unlike members of the company management, board members hold a mandate ultimately linked to the confidence of the Annual General Meeting and the length of the term of office. As the program constitutes a structure for the payment of the board remuneration resolved by the Annual General Meeting, the proposed vesting period for Share Awards is considered both necessary and appropriate.
- The earliest point in time at which vested Share Awards may be exercised shall be the day falling immediately after the Vesting Date. The latest point in time at which vested Share Awards may be exercised shall be the earlier of (i) 90 days after the last day of service as a Board member, or (ii) four years after the Grant Date.
- Each vested Share Award entitles the holder to either (i) receive, free of charge, a warrant of series 2026/2030 entitling the holder to subscribe for one share in Careium at a subscription price corresponding to the share's quota value or, if the majority requirement for item 15 b) below is not met, (ii) receive one share in Careium free of charge.
- Each Share Award is subject to a ceiling condition. If the volume-weighted average price of the Company's share on Nasdaq First North Growth Market during the ten (10) trading days immediately preceding the date of notification of exercise of the Share Award (the "**Average Price of the Share**") exceeds 120 percent of the volume-weighted average price of the Company's share on Nasdaq First North Growth Market during the ten (10) trading days immediately preceding the Grant Date (the "**Cap Amount**"), a lower number of shares to which each Share Award entitles shall be calculated in accordance with the following:

*Recalculated number of shares to which each Share Award entitles = previous number of shares to which each Share Award entitles × Cap Amount / Average Price of the Share*

The aggregate number of shares to which the Share Awards exercised by the participant entitle after recalculation shall be rounded down to the nearest whole number.

- The number of shares to which each Share Award entitles shall be subject to customary recalculation, for example in the event of a rights issue, share split or reverse share split, reduction of the share capital or similar measures. In the event of such recalculation, the Cap Amount shall be recalculated so that the financial effects of the value restrictions remain unchanged in relation to the recalculated number of shares to which each Share Award entitles.

- The Share Awards are non-transferable and may not be pledged.
- In the event of a public take-over offer, sale of substantially all assets of the Company, liquidation, merger or any other such transaction affecting Careium, the Share Awards will vest in their entirety following the completion of a change of control.
- The Share Awards shall otherwise be subject to the terms set forth in the separate agreements with the participants and the full terms and conditions for Board SHP 2026, which are available from the Company and on the Company's website, [www.careium.com](http://www.careium.com).

#### *Allocation*

The number of Share Awards to be granted to each participant shall be determined by dividing the below amount (corresponding to part of the proposed board remuneration for the respective board member) by the volume weighted average price of the Company's share on Nasdaq First North Growth Market for the ten (10) trading days preceding the Grant Date (the "**Measurement Period**"). The Share Awards granted to each participant are consequently to be seen as an investment of part of the fixed remuneration for ordinary board work in accordance with what follows from the Nomination Committee's proposal for the resolution on remuneration to the Board of Directors under item 12 on the agenda.

The Share Awards in Board SHP 2026 shall be awarded in accordance with the following:

- Share Awards calculated based on SEK 250,000 to the Chairman of the Board Juha Mört; and
- Share Awards calculated based on SEK 100,000 to each of Janne Holmia, Nils Normell and Sophie Reinius.

In any event, not more than 45,832 Share Awards shall be awarded to the participants under Board SHP 2026. If the volume weighted average price of the Company's share during the Measurement Period means that the total number of Share Awards to be awarded as above exceeds the maximum number of Share Awards, the number of Share Awards awarded to each participant shall be reduced proportionally in relation to each participant's share of the total number of Share Awards prior to such reduction.

#### *Delivery of ordinary shares under Board SHP 2026 and hedging arrangements*

As part of the implementation of Board SHP 2026, the Nomination Committee proposes that the Annual General Meeting, in order to cover delivery of shares to participants, resolve to issue warrants in accordance with item 15 b) below. Should the majority requirement for item 15 b) below not be met, the Nomination Committee proposes that the Annual General Meeting resolve to authorize the Board of Directors of the Company to enter into an equity swap agreement with a third party in accordance with item 15 c) below.

#### *Preparation of the proposal*

The proposal for Board SHP 2026 has been prepared and drafted by the Nomination Committee in consultation with external advisors. In its work, the Nomination Committee has taken into account, inter alia, the Company's remuneration guidelines, applicable provisions of the Swedish Companies Act, and the Remuneration Rules of the Swedish Stock Market Self-Regulation Committee.

In preparing the proposal, the Nomination Committee has taken into account the Company's need to attract and retain qualified board members, as well as the importance of strengthening the alignment of interests between the board members and the Company's shareholders. Against this background, the Nomination Committee has considered the program's structure, scope, and terms. The Nomination Committee has specifically considered the issue of performance conditions and, given that the program constitutes an alternative form of payment of part of the fixed board remuneration resolved by the Annual General Meeting, concluded that such conditions would not be appropriate.

Juha Mört, who is an adjunct member of the Nomination Committee in his capacity as Chairman of the Board of Directors of the Company, has not participated in the preparation of the proposal.

#### *Scope and costs of the program*

Board SHP 2026 will be accounted for in accordance with “IFRS 2 – Share-based payments”. IFRS 2 stipulates that the Share Awards be recognized as an employee benefit expense over the vesting period and is accounted for directly against equity. Expenses recognized under IFRS 2 do not affect the Company's cash flow. Social security contributions will be recognized as an expense in the income statement in accordance with applicable accounting rules over the vesting period.

Assuming a volume-weighted average price of the Company's share on Nasdaq First North Growth Market during the Measurement Period of SEK 20 and an increase in the share price of 20 percent, the personnel cost for Board SHP 2026, according to IFRS 2, is estimated to approximately SEK 0.66 million before tax. The social security costs are estimated to a total of approximately SEK 0.21 million, based on the above assumptions and social security costs of 31.42 percent. The total cost for Board SHP 2026, including costs under IFRS 2 and social security costs, is therefore estimated to approximately SEK 0.87 million.

#### *Dilution and effects on key ratios*

Board SHP 2026 will comprise not more than 45,832 Share Awards and shares, which would entail a dilution effect of approximately 0.19 percent of the number of shares and votes in the Company.

The dilution is expected to have a marginal effect on the Company's key performance indicator “Earnings per share”.

If the majority requirement under item 15 b) is not met and the Annual General Meeting instead resolves to authorize the Board of Directors to enter into an equity swap agreement with a third party in accordance with item 15 c), Board SHP 2026 will not result in any dilution of the number of shares or votes in the Company.

#### *Other existing incentive programs*

The Annual General Meeting 2025 resolved to implement the Employee Stock Option Program 2025, a long-term share-based incentive program for key employees within the Careium Group. The program comprises a maximum of 600,000 employee stock options which each, after vesting and provided that certain conditions are met, entitle participants to receive, free of charge, one (1) warrant which in turn entitles to subscription for one share in the Company at a subscription price corresponding to the share's quota value. The vesting period is three years from the date of allocation, and vested employee stock options may be exercised from three years after the date of allocation until 31 March 2029.

If all employee stock options are exercised in full, the program may result in a dilution of approximately 2.4 percent of the number of shares and votes in the Company.

More information about the Company's existing incentive programs is available in the Company's year-end report for 2025 and on the Company's website: [www.careium.com](http://www.careium.com).

#### **Item 15 b) – Resolution on a directed issue of warrants and approval of transfer**

In order to cover the delivery of shares to the participants in Board SHP 2026, the Nomination Committee proposes that the Annual General Meeting resolves on a directed issue of not more than 45,832 warrants of series 2026/2030 to the Company on the following main terms:

1. The right to subscribe for the warrants shall, with deviation from shareholders' preferential rights, be granted to the Company with the right and obligation for the Company to transfer the warrants free of charge to the participants upon exercise of Share Awards, provided that

the vesting conditions under Board SHP 2026 are met. The reason for the deviation from the shareholders' preferential rights is to cover delivery of the shares under Board SHP 2026.

2. The warrants shall be issued free of charge.
3. The warrants shall be subscribed for on a separate subscription list no later than 30 April 2026. The Board of Directors shall have the right to extend the subscription period.
4. The warrants shall entitle the holder to subscribe for shares in the Company during the period from and including the date of registration of the warrants with the Swedish Companies Registration Office (Sw. *Bolagsverket*) up to and including 7 May 2030. According to the terms and conditions of the warrants, the period during which the warrant may be exercised may be extended if the holder is prevented from exercising their warrants due to applicable rules on insider trading or similar.
5. Each warrant shall entitle the holder to subscribe for one (1) share at a subscription price corresponding to the quotient value of the share. Recalculation may be made in accordance with the full terms and conditions of the warrants.
6. Upon exercise of all warrants, the Company's share capital will increase by a maximum of SEK 954.91 (assuming the current quota value and that no recalculation has been made).
7. The newly subscribed shares shall entitle to dividends for the first time on the record date for dividends that occurs immediately after the subscription has been effected.
8. Warrants held by the Company may be canceled by the Company following a resolution by the Board of Directors. Cancellation shall be reported to the Swedish Companies Registration Office for registration.
9. The complete terms and conditions for the warrants are available on the Company's website, [www.careium.com](http://www.careium.com). As stated therein, the subscription price as well as the number of shares that each warrant entitles the holder to subscribe for may be subject to recalculation in certain cases.
10. The Board of Directors and the CEO are authorized to make minor adjustments to the Annual General Meeting's resolution that may prove necessary in connection with the registration of the warrants with the Swedish Companies Registration Office.

#### **Item 15 c) – Authorization to enter into equity swap agreement with a third party**

Should the majority requirement for item 15 b) above not be met, the Nomination Committee proposes that the Annual General Meeting, in accordance with this item 15 c) resolves to authorize the Board of Directors of the Company to enter into an equity swap agreement with a third party on terms in accordance with market practice, whereby the third party shall be entitled, in its own name, to acquire and transfer shares in Careium to the participants.

#### **Other**

The Annual General Meeting instructs the Board of Directors of the Company to execute the allocation of Share Awards in accordance with item 15 (a) above and, where applicable, to carry out the transfer of warrants in accordance with item 15 (b) above.

#### **Majority requirement**

The Annual General Meeting's decision to establish Board SHP 2026 in accordance with item 15 a) above is conditional upon the Annual General Meeting either deciding in accordance with the Nomination Committee's proposal under item 15 b) or 15 c) above.

A resolution under item 15 b) is valid only if supported by shareholders representing at least nine-tenths (9/10) of both the votes cast and the shares represented at the Annual General Meeting. When calculating, votes held or represented by Board members included in the program shall not be taken into account.

The Nomination Committee's proposal for the establishment of Board SHP 2026 is further conditional upon the Annual General Meeting resolving in accordance with the Nomination Committee's proposals regarding the number of Board members under item 11, remuneration to the Board under item 12, and the election of Board members and the Chairman of the Board under item 13 on the agenda.