



The nomination committee's proposals for the annual general meeting 2026 in Ambea AB (publ)

The nomination committee of Ambea AB (publ) ahead of the annual general meeting 2026 consists of Jakob Rikwide (Bolero Holdings Sarl), Oskar Andersson (Polaris Management), Niclas Röken (Alcur Fonder), and the chair of the board of directors Yrjö Närhinen. Jakob Rikwide is the chair of the nomination committee.

Shareholders representing approximately 3.19 percent of all voting rights in the company are behind the nomination committee's members (as of December 31, 2025).

Shareholders have been able to submit proposals to the nomination committee according to the instructions on Ambea's webpage. No proposals have been received.

The nomination committee proposes the following for the annual general meeting 2026:

Appointment of the chair of the annual general meeting

The nomination committee proposes that Sofie Bjärtun shall be appointed chair of the annual general meeting.

Determination of the number of members of the board of directors and the number of auditors

The nomination committee proposes that the board of directors, for the time until the end of the next annual general meeting, shall consist of six elected board members, with no deputy members, and that the number of auditors shall be one, with no deputy auditors.

Determination of fees for members of the board of directors and auditors

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.

Fees to the auditor shall be paid in accordance with approved invoice.

Election of the members of the board of directors and auditor

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.



Information about the persons proposed by the nomination committee to be re-elected board members is available at www.ambea.com/investor-relations.

The nomination committee proposes that Ernst & Young AB is re-elected 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 announced that authorized public accountant Mikael Sjölander will be appointed auditor in charge.

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.

The nomination committee's motivated opinion

Ahead of the annual general meeting 2026, the nomination committee has held four formal meetings and has in addition thereto had a number of informal coordinations. The nomination committee has held interviews with all current board members. The nomination committee has been provided with a report from the chair of the board of directors and the CEO on the strategy and current status of the company. The chair of the board of directors has also provided a report on the performed evaluation of the board of directors' work. The nomination committee has discussed the evaluation of the board of director's work, the board of directors' size and its composition with regard to e.g. industry experience and other necessary qualifications.

The nomination committee has evaluated the level of fees to the board of directors and compared it to board fees of other peers. The proposed increase in the fee reflects this evaluation and the nomination committee's ambition to secure a fee level that is competitive also from an international perspective. Board work in public companies today places higher demands on time and commitment than in the past, which is not reflected in the fee levels. The audit has been discussed with the chair of the audit committee.

The nomination committee has, in its work ahead of the annual general meeting, had an objective to ensure that the board of directors, as a group, has the necessary competence and experience with regard to, in particular, Ambea's operations and stage of development, and to be able to continue to lead the company in a successful manner. The nomination committee has also particularly considered the board of directors' need for diversity and variety in terms of competence, experience, and background, in consideration of, inter alia, the company's position as a welfare company, its strategic development, government and control. The nomination committee has discussed diversity perspectives based on the perception that it is essential in the board composition and that the nomination committee aims for an equal distribution between genders.

The nomination committee is of the opinion that the proposed board of directors consists of a broad and diversified group of qualified individuals, who are motivated and fit for the work required by the board of directors of Ambea. The nomination committee is also of the opinion that the board members complement each other well in terms of qualification and experience. In respect of gender balance, the proposed board of directors consists of two women and four men.

The nomination committee complies with the Swedish Corporate Governance Code (the "Code"). When assessing the independence of the proposed board members, the nomination committee has found that the proposed composition of the board of directors of the company fulfills the requirements regarding independence as set out in the Code. In relation to the composition of the board of directors, the provisions of rule 4.1 of the Code have been applied as diversity policy and with regard to the objectives of such policy, which has led to the nomination committee's proposal to the annual general meeting in respect of the election of the board of directors.



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Ambea AB (publ)

The nomination committee