



# 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.**

## **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 6 May 2025, and
- (ii) no later than 8 May 2025 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 5267, SE-102 46 Stockholm, 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 13 May 2025.

### 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 6 May 2025, and
- (ii) notify its intention to participate in the General Meeting no later than 8 May 2025, 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 5267, SE-102 46 Stockholm, 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 8 May 2025. 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 6 May 2025. 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 8 May 2025 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 89,854,273 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. 8 April 2025), the company holds 6,000,000 own shares, corresponding to 6,000,000 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 as well as the consolidated financial statements and the auditor's report on the consolidated financial statements
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) Samuel Skott (re-election)
  - (f) Roger Hagborg (new election)
  - (g) Erik Malmberg (new 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 guidelines for remuneration to senior executives
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 in the form of warrants
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 2.20 per share and that 16 May 2025 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 21 May 2025.

### **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 seven (7), 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 4,050,000 (3,475,000) for the time up until the end of the next Annual General Meeting, with SEK 930,000 (870,000) to the chairman of the board of directors and with SEK 390,000 (365,000) to each of the other board members. Furthermore, the nomination committee proposes that SEK 160,000 (160,000) shall be paid to the chairman of the audit committee and SEK 110,000 (110,000) to each chairman of the remuneration committee and the quality and sustainability committee, respectively, and SEK 50,000 (50,000) shall be paid to each of the other committee members.

### **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, Samuel Skott, Hilde Britt Mellbye and Dan Olsson, as members of the board of directors for the time up and until the end of the next Annual General Meeting. Roger Hagborg and Erik Malmberg are proposed for new election. Daniel Björklund has declined re-election. Yrjö Närhinen is proposed to be re-elected as chairman of the board of directors.

#### Roger Hagborg, born 1973

Roger Hagborg is Partner at the private equity firm Polaris since 2020 where he leads their public equity strategy. He has previously worked as Portfolio Manager at SEB Asset Management and at Triton Partners. Prior to that, he worked at Cevian Capital and AB Custos. Roger Hagborg holds a Master's degree from the Stockholm School of Economics.

Holdings in Ambea: 44,424 shares, direct and indirect holdings.

Independent in relation to Ambea and Ambea's management: Yes.

Independent in relation to major shareholders: Yes.

#### Erik Malmberg, born 1982

Erik Malmberg works as an independent advisor, investor and board member. He has been a board member of Proact IT Group AB since 2020. Between 2010 and 2023 Erik worked at Triton. Prior to that, he worked as Equity Research Analyst at Goldman Sachs. Erik Malmberg holds a Master of Science in Business and Economics from the Stockholm School of Economics.

Holdings in Ambea: 9,000 shares, direct and indirect holdings.

Independent in relation to Ambea and Ambea's management: Yes.

Independent in relation to major shareholders: Yes.

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 guidelines for remuneration to senior executives**

The board of directors proposes that the Annual General Meeting adopts the following guidelines for remuneration to senior executives. The guidelines comprise the CEO and the other members of the Management Team. The guidelines should be applied on compensation that is agreed upon, and changes in already agreed compensation, after the guidelines have been adopted by the Annual General Meeting 2025. The guidelines do not apply to remuneration adopted by the shareholders' meeting.

##### *The guidelines' promotion of the company's business strategy, long-term interests and sustainability*

In brief, the company's business strategy is as follows. Ambea aims to offer the best-possible residential care for the elderly and for people with disabilities or a need for social support. Ambea aims to be the preferred choice for care receivers, the best partner for clients and the most attractive employer. The long-term objective is to continue focusing on Own Management operations, with large-scale, sustainable investments in quality management, innovation and skills development.

For more information about the company's business strategy, see [ambea.com/about-ambea](http://ambea.com/about-ambea).

Successful implementation of the company's business strategy and safeguarding of the company's long-term interests, including its sustainability, requires that the company can recruit and retain qualified employees. To achieve this goal, the company must offer competitive remuneration. These guidelines ensure competitive total remuneration for the performance of senior executives.

The company has established long-term share-based incentive programs. These programs have been adopted by the shareholders' meeting and are not therefore covered by these guidelines. For more information about Ambea's long-term share-based incentive programs, see [ambea.com/investor-relations/corporate-governance/fees-and-remunerations/](http://ambea.com/investor-relations/corporate-governance/fees-and-remunerations/).

Variable cash remuneration covered by these guidelines is aimed at promoting the company's business strategy and long-term interests, including its sustainability.

##### *Forms of remuneration*

Remuneration shall be market-based and may include the following components: fixed cash salary, variable cash remuneration, pension benefits and other benefits. In addition, the shareholders' meeting may – and independently of these guidelines – make decisions regarding, for example, share-based and share-price related remuneration.

The fulfilment of criteria for the payment of variable cash remuneration must be measurable over a period of one year. The variable cash remuneration shall not exceed 50 per cent of the fixed annual cash salary.

For the CEO, pension benefits, excluding health insurance and waiver of premium benefit, shall be defined-contribution. Variable cash remuneration shall not be pensionable. Pension premiums for defined-contribution pensions shall not exceed 30 per cent of the fixed annual cash salary. For other senior executives, pension benefits, shall be defined-contribution unless the executive is covered by a defined-benefit pension according to applicable collective agreement provisions. Variable cash remuneration shall not be pensionable. Pension premiums for defined-contribution pensions shall not exceed 25 per cent of the fixed annual cash salary.

Additional variable cash remuneration may be paid during extraordinary circumstances, provided such extraordinary arrangements are only made on an individual basis to recruit or maintain senior executives, or as a compensation for extraordinary efforts in addition to the individual's normal tasks. Such remuneration cannot exceed a total sum of 30 per cent of the fixed annual cash salary. Decision regarding such remuneration is made by the board of directors by proposal from the remuneration committee.

Other forms of remuneration can include life insurance, medical insurance and car benefit for example. Premiums and other costs as a result of such benefits may only add up to 10 per cent of the fixed annual cash salary.

In terms of the employment relationships governed by rules other than those that apply in Sweden, insofar as pension benefits and other benefits, due adjustment shall be made to comply with such compulsory rules or local practice, whereby the overall purpose of these guidelines should be met as far as possible.

#### *Termination of employment*

Upon termination by the company, the CEO shall be entitled to a notice period of twelve months, and other senior executives shall be entitled to a notice period of up to six months. Upon termination by the company, senior executives, in addition to their fixed cash salaries during the notice period, shall be entitled to severance pay in an amount ranging from three to twelve months' fixed cash salaries. Upon termination by the senior executive, the period of notice is up to a maximum of six months, with no right to severance pay. In addition, any non-compete obligations may be compensated with compensation for loss of income to the extent that the former executive is not entitled to severance pay. The remuneration shall amount to a maximum of 60 percent of the cash salary (including both fixed cash salary and variable cash remuneration) at the time of termination or the average monthly cash salary (including both fixed cash salary and variable cash remuneration) during twelve months before termination of employment, subject to mandatory collective agreement provisions, and be paid during the period for which the non-compete obligation applies, which shall not exceed twelve months after the termination of the employment. The compensation shall be reduced by a value corresponding to the income that the person receives from other sources of income, either from employment or from other independent activities.

#### *Criteria for distribution of variable cash remuneration*

Variable cash remuneration shall be linked to pre-determined and measurable criteria that can be financial or non-financial. They may also consist of quantitative or qualitative targets for the individual. The criteria shall be designed to promote the company's business strategy and long-term interests, including its sustainability, by, for example, having a clear link to the business strategy or promoting the executive's personal long-term development.

At the end of the measurement period for fulfilment of the criteria for the payment of variable cash remuneration, the extent to which the criteria have been met must be assessed/determined. The remuneration committee are responsible for this assessment. For financial targets, the assessment shall be based on the company's most recently available financial information.

#### *Salaries and terms of employment for employees*

When preparing the board of directors' proposal for these remuneration guidelines, salaries and terms of employment for the company's employees have been taken into account by including information about the employees' total remuneration, components of the remuneration, and the increase and rate of increase of the remuneration over time in the remuneration committee and the board of directors' decision-making documentation for the evaluation of the fairness of the guidelines and the limitations arising from them. The development of the gap between the senior executives' remuneration and other employees' remuneration will be presented in the remuneration report.

#### *Decision-making process*

The board of directors has established a remuneration committee. The committee's duties include preparation of the board of directors' decision to propose remuneration guidelines for senior executives. The board of directors shall prepare a proposal for new guidelines at least every four years and present the proposal to the Annual General Meeting for adoption.

The guidelines shall apply until new guidelines are adopted by the Annual General Meeting. The remuneration committee shall also monitor and evaluate variable remuneration programs for management, the application of the remuneration guidelines for senior executives and the current remuneration structures and levels applied by the company. The remuneration committee's members are independent in relation to the company and management. To the extent they are affected by these matters, neither the CEO nor any other member of management is present when the board of directors considers and makes decisions related to remuneration.

#### *Deviation from the guidelines*

The board of directors may resolve to temporarily deviate from the guidelines, in whole or in part, should there be special reasons for doing so in an individual case, and a deviation is necessary to meet the company's long-term interests, including its sustainability, or to ensure the company's economic viability. As set out above, the remuneration committee's duties include preparation of the board's remuneration-related decisions, which includes decisions to deviate from the guidelines.

### *Review of the guidelines and description of significant changes compared to previous guidelines*

A review of the guidelines has been carried out and the board of directors does not consider it necessary to make any significant changes to the previous guidelines.

The company has not received any comments from shareholders regarding the wording of the guidelines.

### **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 2024, acquired own shares. As of the date of this notice (i.e. 8 April 2025), the company held 6,000,000 own shares, which corresponds to approximately 6.7 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 6,000,000 own shares that are held by the company. The reduction of the share capital will be SEK 158,264.073383 by way of cancellation of 6,000,000 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 158,264.073383 through a transfer of SEK 158,264.073383 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 158,264.073383 through cancellation of 6,000,000 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 158,264.073383 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 158,264.073383 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 83,854,273.

#### *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, including such shares that the company has acquired to be delivered to participants in the company's incentive program. The shares shall be purchased on Nasdaq Stockholm and may only be acquired to a price per share within the applicable share price range, i.e. the range between the highest purchase price and the lowest selling price.

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 in the form of warrants**

The board of directors proposes that the Annual General Meeting resolves to issue not more than 540,000 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 proposed incentive program is a three-year program, primarily in line with the incentive programs adopted in connection with the Annual General Meetings in 2022, 2023 and 2024.

In total, the incentive program comprises a maximum of 48 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 2028 as well as during two weeks from the day of publication of the interim report for the period 1 January – 30 September 2028. However, subscription may not take place later than on 30 November 2028.

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 subsidize the participants' acquisition of warrants in accordance with the following. The company will pay an amount corresponding to 100 percent of the price per warrant in connection with the allotment of warrants to the participants. 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 complete terms and conditions for the warrants have been resolved by the board of directors and are available to the shareholders in accordance with the below.

The company has, in connection with the transfer of the warrants to the participants in the program, and with certain exceptions, reserved a pre-emption right 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 48 senior executives and key employees in the Ambea group shall, provided that they have entered into an agreement with the company stipulating, among other things, a pre-emption right for the company, 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.

<b>Position</b>	<b>Guaranteed number of warrants per participant of each category</b>
CEO	40,000
CFO	28,000
Management group 1 (approx. 6 individuals)	20,000
Management group 2 (approx. 4 individuals)	16,000
Other key persons (approx. 36 individuals)	8,000

Each participant may subscribe for 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 subscribed. Over-allotment of warrants is first made to the CEO and is then distributed pro rata based on subscription 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 MSEK 9 during the term of the program. The total cost for the subsidy is calculated to amount to up to MSEK 8.5 including social security contributions 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 those who have not given notice or received notice of termination of employment) at the payment of the subsidy in connection with the first exercise period.

According to a preliminary valuation, the market value of the warrants corresponds to approximately SEK 12.50 per warrant (assuming a price of the company's shares of approximately SEK 110 per share, an

exercise price of approximately SEK 126 per share, a risk-free interest rate of approximately 2.28 percent and a volatility of 30 percent), calculated according to the Black-Scholes valuation formulae. 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 48 participants and that these participants acquire the maximum allowable allocation as stated above.

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 0.6 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 1.4 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 meetings of the board of directors in the beginning of 2025.

#### *Other incentive programs*

For a description of Ambea's other share-related incentive programs, reference is made to the annual report for 2024 and the board's remuneration report for 2024.

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### **Special majority requirements**

A resolution in accordance with item 22 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 2024, 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' statement pursuant to Chapter 19 Section 22 of the Swedish Companies Act, and the auditor's statement pursuant to Chapter 8 Section 54 of the Swedish Companies Act, and the auditor's statement pursuant to 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 [dataskyddsbud@ambea.se](mailto:dataskyddsbud@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.*

**Ambea AB (publ)**  
*The board of directors*

**For more information, contact:**

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Ambea is Scandinavia's leading competence -based care company. Ambea has over 35,000 employees who are creating a good life for every care receiver in our 980 units. 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.