

***Unofficial translation***

Minutes from the Annual General Meeting in **NYAB AB**, reg. no. 559488-0667, on 21 April 2026 at 13:00 (CEST) in Luleå

Participants: Participating shareholders, Appendix 1, stating proxy representatives, assistants and the number of represented shares and votes.

**§ 1**

Opening of the meeting

The Chair of the Board of Directors Jan Öhman opened the meeting.

**§ 2**

Election of Chair of the meeting

The meeting elected, in accordance with the Nomination Committee's proposal, attorney-at-law Mattias Friberg as Chair of the meeting.

It was noted that the resolution was passed unanimously.

It was noted that attorney-at-law Marc Tevell de Falck had been appointed as secretary and to keep the minutes at the meeting.

The meeting approved that invited guests, employees, advisers, shareholders who had not registered their shares for voting rights or who had not notified their intention to participate at the meeting and thus were not entitled to vote, and others, were present at the general meeting venue without right to vote or make statements.

**§ 3**

Preparation and approval of the voting list

The meeting approved the procedure for preparation of the voting list and that the list in Appendix 1, prepared by the Chair of the meeting based on the general meeting share register and shares represented at the meeting, would be the voting list of the meeting.

**§ 4**

Approval of the agenda

The meeting approved the proposed agenda included in the notice.

It was noted that the main contents of the Board of Directors' and the Nomination Committee's proposals had been presented in the notice, and that the notice and the

complete proposals had been available at the company, on the company's website, at the general meeting venue and had been sent to the shareholders who had requested it and provided their postal addresses.

The meeting declared that the documents had been available and presented at the meeting in due order.

## § 5

### Election of one or two persons to verify the minutes

The meeting elected Fredrik Forseryd, who was acting as proxy representative for certain shareholders at the meeting, to verify the minutes jointly with the Chair.

It was noted that the assignment as verifier of the minutes also includes verification of the voting list.

## § 6

### Determination of whether the meeting has been duly convened

It was noted that the notice to the meeting had been included in the Swedish Official Gazette on 23 March 2026 and had been available on the company's website since 20 March 2026, and that an advertisement regarding the notice had been published in Dagens Industri on 23 March 2026.

The meeting declared that the meeting was duly convened.

## § 7

### Presentation of the annual report and the auditor's report as well as the consolidated financial statements and the group auditor's report

The annual report and the auditor's report as well as the consolidated financial statements and the group auditor's report for the financial year 2025 were presented. It was noted that these documents had been available at the company, on the company's website and had been sent to the shareholders who had requested it and provided their postal addresses.

## § 8

### Resolution regarding adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet

The meeting resolved to adopt the income statement and the consolidated income statement for the financial year 2025 as well as the balance sheet and the consolidated balance sheet as of 31 December 2025 included in the annual report.

## § 9

### Resolution regarding allocation of the company's result in accordance with the adopted balance sheet

The meeting resolved, in accordance with the Board of Directors' proposal regarding allocation of the company's result included in the annual report, on a dividend to shareholders of EUR 0.014 per share, equalling a total of EUR 9,964,341.044 (taking into account that the company holds 1,254,362 of its own shares which do not receive a dividend), to be paid in Swedish kronor as follows. The dividend amount per share shall be converted into and paid in Swedish kronor based on the exchange rate published by the Sveriges Riksbank on 20 April 2026, with the amount rounded down to the nearest whole öre. The meeting further resolved, in accordance with the Board of Directors' proposal, that the record date for the dividend shall be 23 April 2026. It was noted that the dividend is estimated to be paid on 28 April 2026. It was further noted that the payment amount, following conversion (exchange rate 1 euro = 10.7685 Swedish kronor) and rounding as described above, amounts to SEK 0.15 per share, equalling a total of SEK 106,760,796.90.

The meeting further resolved, in accordance with the Board of Directors' proposal regarding allocation of the company's result included in the annual report, that EUR 253,861,702 be carried forward.

## § 10

### Resolution regarding discharge from liability for the members of the Board of Directors and the CEO

The meeting resolved, in accordance with the auditor's recommendation included in the auditor's report, to discharge each of the members of the Board of Directors and the CEO from liability for the management of the company and its affairs during the financial year 2025.

It was noted that the resolution was passed unanimously.

It was noted that the members of the Board of Directors and the CEO did not participate in the resolution, insofar as it concerned themselves.

## § 11

### Resolution regarding the number of members of the Board of Directors and deputy members of the Board of Directors, as well as the number of auditors and deputy auditors

The meeting resolved, in accordance with the Nomination Committee's proposal, that, for the period until the end of the next Annual General Meeting, the Board of Directors shall consist of seven (7) ordinary members with no deputy members and that one (1) registered audit firm shall be elected as auditor of the company with no deputy auditor.

## § 12

### Resolution regarding remuneration to the members of the Board of Directors and auditor

The meeting resolved, in accordance with the Nomination Committee's proposal, that, for the period until the end of the next Annual General Meeting, the Chair of the Board of Directors is paid an annual remuneration of EUR 66,000, and other members of the Board of Directors, who are not employed by NYAB group companies, are paid an annual remuneration of EUR 43,000 each and, in addition, the Chair of the Audit Committee and the Chair of the Remuneration Committee are paid an annual remuneration of EUR 12,000 each, and other members of the Audit Committee and the Remuneration Committee are paid an annual remuneration of EUR 6,000 each.

The meeting further resolved, in accordance with the Nomination Committee's proposal, that, for the period until the end of the next Annual General Meeting, remuneration to the auditor is paid in accordance with invoices that the company has approved.

## § 13

### Election of members of the Board of Directors and Chair of the Board of Directors

The meeting resolved, in accordance with the Nomination Committee's proposal, to, for the period until the end of the next Annual General Meeting, re-elect Jan Öhman, Lars-Eric Aaro, Barbro Frisch, Johan Larsson, Johan K Nilsson and Kim Wiio as members of the Board of Directors and to elect Ingrid Stenmark as new member of the Board of Directors. It was noted that Jari Suominen had declined re-election to the Board of Directors.

The meeting further resolved, in accordance with the Nomination Committee's proposal, to, for the period until the end of the next Annual General Meeting, re-elect Jan Öhman as Chair of the Board of Directors.

## § 14

### Election of auditor

The meeting resolved, in accordance with the Nomination Committee's proposal and the Audit Committee's recommendation, to re-elect the registered audit firm Ernst & Young AB as auditor for the company for the period until the end of the next Annual General Meeting.

It was noted that Ernst & Young AB had informed that the Authorised Public Accountant Charlotte Holmstrand will be appointed as new auditor in charge.

## § 15

### Resolution regarding authorisation of the Board of Directors to resolve on issuances

The meeting resolved, in accordance with the Board of Directors' proposal, on authorisation of the Board of Directors to resolve on issuances, [Appendix 2](#).

It was noted that the resolution was supported by at least two-thirds of the votes cast as well as the shares represented at the meeting.

**§ 16**

Resolution regarding Long-Term Incentive Plan 2026–2029 and share delivery arrangements in respect thereof

The meeting resolved, in accordance with the Board of Directors' proposal, on share-based Long-Term Incentive Plan 2026–2029 and share delivery arrangements in respect thereof, Appendix 3.

It was noted that the resolution was supported by more than half of the votes cast.

**§ 17**

Resolution regarding guidelines for remuneration to senior executives

The meeting resolved, in accordance with the Board of Directors' proposal, on guidelines for remuneration to senior executives, Appendix 4.

It was noted that the resolution was passed unanimously.

**§ 18**

Closing of the meeting

The Chair declared the meeting closed.

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*Signature page follows*

**At the minutes:**

**Verified by:**

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Marc Tevell de Falck

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Mattias Friberg

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Fredrik Forseryd

Appendix 1

**Voting list at the Annual General Meeting in NYAB AB on 21 April 2026**

Attached hereto.

## Appendix 2

### **NYAB AB: Proposal by the Board of Directors regarding authorisation of the Board of Directors to resolve on issuances**

The Board of Directors proposes that the Annual General Meeting 2026 resolves that the Board of Directors shall be authorised, for the period until the next Annual General Meeting, to, at one or several occasions, with or without deviation from the shareholders' preferential rights, against payment in cash, payment in kind or payment through set-off, or otherwise with conditions, resolve to issue new shares, convertibles and/or warrants. The total number of issued new shares, including, if convertibles and/or warrants are issued, the number of shares (before potential recalculations) that may be issued upon conversion of convertibles and/or through exercise of warrants, shall not exceed twenty (20) percent of the number of shares in the company as at the date of the notice to the Annual General Meeting.

The purpose of the authorisation, and the reason for the possibility to deviate from the shareholders' preferential rights, is to (i) carry out offerings in order to, e.g., procure capital, improve capital structure, diversify the shareholder base and/or improve the preconditions for trading liquidity of the company's shares and/or (ii), in a prompt and cost-effective manner, procure capital, carry out acquisitions or make use of other strategic opportunities that relate to the company's business operations.

The authorisation entitles the Board of Directors to resolve on all terms and conditions of the issuance of shares, convertibles and/or warrants. The value transferred to the company through issues by virtue of the authorisation shall be on market terms and may include a market-based issue discount.

The Board of Directors, or the person appointed by the Board of Directors, shall have the right to make such minor adjustments to this resolution that may be necessary in connection with registration with the Swedish Companies Registration Office.

For a valid resolution by the Annual General Meeting in accordance with the Board of Directors' proposal, the resolution must be supported by shareholders holding no less than two-thirds of both the votes cast and the shares represented at the Annual General Meeting.

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March 2026

NYAB AB

*Board of Directors*

### Appendix 3

## **NYAB AB: Proposal by the Board of Directors regarding Long-Term Incentive Plan 2026–2029 and share delivery arrangements in respect thereof**

### 1 BACKGROUND AND MOTIVATION

- (1) The Board of Directors of NYAB AB (“**NYAB**”) proposes that the Annual General Meeting 2026 resolves on the adoption of share-based long-term incentive plan, Management Team Performance Share Plan 2026–2029, giving the new members of NYAB’s Executive Management Team, that have joined the Executive Management Team after the Annual General Meeting 2025, (jointly the “**Participants**” and each a “**Participant**”) the opportunity to earn shares in NYAB based on performance. The Management Team Performance Share Plan 2026-2029 is a supplement to the Management Team Performance Share Plan 2025-2028, which was adopted by the Annual General Meeting 2025 and was directed to the CEO and the Executive Management Team of NYAB (excluding the above-mentioned Participants). The main terms of the Management Team Performance Share Plan 2026-2029 (the “**PSP**”) correspond to the terms of the Management Team Performance Share Plan 2025-2028, with the exception of a revised vesting structure comprising a two-year performance period followed by a one-year restriction period (instead of a three-year performance period).
- (2) In order to secure the obligations of NYAB to deliver shares to Participants under the plan and to cover the cash flow effects associated with the plan, the Board of Directors proposes that the Annual General Meeting 2026 resolves on share delivery arrangements.
- (3) The proposal regarding the PSP is set out in Section 2 below, and the proposal regarding the share delivery arrangements is set out in Section 3 below.
- (4) The aim of the plan is to align the objectives of NYAB’s shareholders and the new members of NYAB’s Executive Management Team for increasing the value of NYAB in the long term, to retain the Participants for the NYAB group and to offer them a competitive incentive scheme that is based on earning and accumulating shares in NYAB.
- (5) For a description of NYAB’s existing share-related incentive plans, see page 96 in NYAB’s annual report for the financial year 2025.

### 2 PROPOSAL REGARDING LONG-TERM INCENTIVE PLAN 2026–2029

#### 2.1 Structure

- (1) The PSP will be directed towards the new members of NYAB’s Executive Management Team, 4 employees in total.
- (2) The PSP will comprise a maximum of 1,560,000 shares in NYAB, of which a maximum of 1,040,000 shares in NYAB can be allocated to Participants. The

remaining 520,000 shares in NYAB may be sold in order to cover the cash flow effects associated with the PSP, primarily social security charges.

- (3) In the PSP, the Participants may earn shares in NYAB based on performance (“**Performance Shares**”). Each Participant will at commencement of the Vesting Period, free of charge, receive a conditional right to Performance Shares (“**Performance Share Right**”). “**Grant Date**” refers to the relevant date on which the Performance Share Rights are allocated to a Participant.
- (4) After the expiration of a three-year vesting period (subject to certain exemptions), which starts on the Grant Date (“**Vesting Period**”), the Participant will be entitled to allocation of Performance Shares free of charge. The Vesting Period consists of a two-year performance period, during which performance is measured, and a one-year restriction period.
- (5) The allocation of Performance Shares is dependent on the fulfilment of the performance criterion, which is tied to the Total Shareholder Return (“**Performance Criterion**”, “**TSR**”) of NYAB. If the Performance Levels, as set out in Section 2.3, for TSR are not reached, no Performance Shares will be allocated.

## 2.2 Allocation

- (1) The allocation of the Performance Share Rights will be made in accordance with the principles set out in the table below.

<b>Allocation</b> (Current number of Participants)	<b>Performance Share Right</b> (Maximum number of Performance Share Rights per Participant)
New members of the Executive Management Team (4 persons)	340,000
<b>Total (4 persons)</b>	<b>1,040,000</b>

- (2) The Grant Date is expected to take place shortly after the Annual General Meeting 2026.
- (3) The number of Performance Shares allocated to the Participants after expiration of the Vesting Period may amount to between 0% and 100% of the Performance Share Rights, depending on the fulfilment of the Performance Levels, as defined in Section 2.3.
- (4) Additionally, the allocation of Performance Shares is conditional upon the Participant retaining employment within the NYAB group over the entire Vesting Period, unless so-called good leaver rules apply. The allocation of Performance Shares to good leavers will be proportionately adjusted for time

served during the Vesting Period and the extent to which the Performance Criterion has been achieved by the time the employment terminated.

### 2.3 Performance Criterion

- (1) The allocation of Performance Shares is subject to the achievement of Performance Levels of the Performance Criterion, TSR. The Performance Criterion is identical to the performance criterion used in the Management Team Performance Share Plan 2025-2028, including the calculation method and measurement period.
- (2) TSR is measured as the volume-weighted average price paid (VWAP) for the NYAB share on Nasdaq First North Premier Growth Market (or such other trading venue where NYAB's shares are admitted to trading) during the period 1 January 2028 – 31 March 2028, added by distributed dividends, funds or assets to the shareholders from reserves of unrestricted equity or in connection with reductions of the share capital, the statutory reserve fund or the share premium fund during the period 1 January 2025 – 31 March 2028.
- (3) The Performance Criterion includes a minimum level which must be exceeded in order for any Performance Shares at all to be allocated, a target level, and a maximum level in excess of which no additional Performance Shares will be allocated ("**Performance Levels**").
- (4) The minimum, target and maximum levels for the Performance Criterion are set out below:

<b>TSR 2025–2028</b>			
<b>Performance Level</b>	Minimum	Target	Maximum
<b>TSR (SEK)</b>	6.50	7.60	9.40
<b>Performance Share allocation %</b>	30%	60%	100%

- (5) Information about the outcome of the Performance Criterion above will be provided in the annual report for the financial year 2028.

### 2.4 Other conditions

- (1) The number of Performance Shares will be subject to recalculation in the event of any intervening bonus issue, split, reverse split, rights issue, and/or other similar corporate actions. The same will apply for a distribution of a dividend or distribution of other assets, if the Board of Directors considers it necessary. The TSR scale will also be subject to adjustments in such cases, if the Board of Directors considers it necessary.

- (2) In the event of a public take-over, a buy-out procedure of minority shareholders, a merger, a full demerger, a partial demerger, a divestment, a transfer of business, de-listing of NYAB's shares, dissolution of NYAB or any other corporate rearrangement ("**Corporate Events**"), which affects the PSP and the Participants, the Board of Directors will be entitled to resolve on the consequences of the Corporate Event to the PSP. The consequences may be e.g. accelerated termination of the PSP and accelerated allocation of Performance Shares for all Participants or for some Participants, or amendments to the PSP, relating e.g. to the Performance Criterion and/or allocations of Performance Shares.
- (3) The Board of Directors will be entitled to reduce the number of Performance Shares that are subject to allocation or, wholly or partially, terminate the PSP in advance if significant changes in the NYAB group or in the market occur which, in the opinion of the Board of Directors, would result in a situation where the conditions for allocation of Performance Shares become unreasonable. In the event that allocation of Performance Shares has been made based on misstated information, or if actions have been taken by a Participant which could result in material damage to the NYAB group's reputation, the Board of Directors may decide to reclaim whole or a part of the allocated Performance Shares for such Participant. The Board of Directors may resolve on excluding an existing Participant from the PSP with immediate effect due to the Participant's misconduct.
- (4) Participation in the PSP presupposes that such participation is legally possible in the various jurisdictions concerned and that the administrative costs and financial efforts are reasonable in the opinion of the Board of Directors. The Board of Directors will be entitled to make such local adjustments of the PSP that may be necessary or appropriate to implement it with reasonable administrative costs and financial efforts in the concerned jurisdictions, including, among other things, to offer cash settlement.
- (5) The Board of Directors will be entitled to make adjustments to the terms of the PSP, if it so deems appropriate, should changes occur in NYAB or its operating environment that would entail that the terms and conditions of the PSP are no longer appropriate or in line with the original purpose. Any such adjustments will only be made in order to fulfil the main objectives of the PSP.
- (6) The Board of Directors will be responsible for the further design, implementation and administration of the PSP within the framework of the above stated main terms and conditions.

## 2.5 Estimated costs, effects on key ratios and plan size

- (1) The costs for the PSP, which will impact the income statement, are calculated according to the accounting standard IFRS2 and distributed over the Vesting Period. Based on a share price of SEK 6.2 at grant of the Performance Share Rights, the total effect of the PSP on the income

statement, including social security charges, is estimated to be SEK 3.9 million, distributed over the years 2026–2029.

- (2) The estimated annual costs of SEK 1.3 million correspond to approximately 2.12 % of the NYAB group's total employee costs for the financial year 2025. Thus, the costs for the PSP are expected to have a marginal effect on the NYAB group's key ratios.
- (3) Assuming full allocation of Performance Shares, the maximum number of shares under the PSP amounts to 1,040,000 shares in NYAB, corresponding to approximately 0.15% of the total number of shares and votes in NYAB. Aggregated with the 520,000 shares that may be sold in order to cover the cash flow effects associated with the PSP, primarily social security charges, the PSP corresponds to approximately 0.22% of the total number of shares and votes in NYAB. If all existing and proposed share-related incentive plans are included in the calculation, such plans correspond to approximately 2.13% of the total number of shares and votes in NYAB.

#### 2.6 Preparation of the proposal

- (1) The PSP has been initiated and prepared by the Board of Directors together with external advisors. The PSP has been processed and discussed at Board meetings in 2026. No Participant has taken part in the preparation of the PSP.

### 3 SHARE DELIVERY ARRANGEMENTS

The Board of Directors proposes that the Annual General Meeting 2026 resolves to secure delivery of shares under the plan by NYAB entering into share swap arrangements with a third party, whereby the third party in its own name will acquire and transfer/sell shares in NYAB to the Participants in the long-term incentive plan 2026–2029 and to cover the cash flow effects associated with the plan. The relevant number of shares in this context will correspond to the number of shares proposed to be acquired and transferred/sold under Section 2 above.

### 4 MAJORITY REQUIREMENT

For a valid resolution by the Annual General Meeting in accordance with the Board of Directors' proposal as set out in Sections 1–3 above, the resolution must be supported by shareholders holding more than half of the votes cast at the Annual General Meeting.

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March 2026

NYAB AB

*Board of Directors*

## Appendix 4

### **NYAB AB: Resolution regarding guidelines for remuneration to senior executives**

The Board of Directors of NYAB AB (the “**Company**”) proposes that the Annual General Meeting 2026 resolves to adopt the following guidelines for remuneration of senior executives.

#### Scope and applicability

These guidelines apply to remuneration of the Company’s senior executives, i.e. members of the Board of Directors, the CEO (including any Deputy CEO) and other members of the Group Executive Management of the Company. The guidelines apply to remuneration agreed, and amendments to remuneration already agreed, after the adoption of the guidelines by the Annual General Meeting 2026. The guidelines do not apply to any remuneration decided on or approved by the General Meeting. The guidelines shall be in force until new guidelines are adopted by the General Meeting.

#### The guidelines’ promotion of the Company’s business strategy, long-term interests and sustainability

A prerequisite for the successful implementation of the Company’s business strategy and safeguarding of its long-term interests, including its sustainability, is that the Company is able to recruit and retain qualified senior executives. To this end, it is necessary that the Company offers competitive remuneration. These guidelines enable the Company to offer the senior executives competitive total remuneration. For more information regarding the Company’s business and sustainability strategy, see the Company’s annual reports and sustainability reports.

#### Types of remuneration

The combined remuneration for each senior executive shall be based on market terms, be competitive, and reflect the individual’s performance and responsibilities. The remuneration may consist of fixed salary, variable remuneration, pension benefits and other benefits.

#### Fixed salary

The fixed salary shall be determined based on factors including expertise, experience, responsibilities and performance. The salary level should be determined by comparing the salary to similar positions within a defined peer group. The fixed salary is to be reviewed annually.

#### Variable remuneration

##### *Variable share remuneration*

The Company may offer share related or share price related remuneration. Such programs are adopted by the General Meeting and are therefore not covered by these

guidelines. There are currently ongoing long-term share related incentive programs for senior executives and key employees in the Company and its subsidiaries.

#### *Variable cash remuneration*

The Company may offer performance based, short-term variable cash remuneration. Such remuneration may not exceed 80 percent of the fixed annual salary for the CEO and 60 percent of the fixed annual salary for other senior executives. Variable cash remuneration shall be linked to defined and measurable criteria, which may be financial or non-financial, and shall always be linked to business performance. These criteria shall aim at promoting the Company's business strategy and performance as well as its long-term interests, including its sustainability.

#### *Special arrangements*

The company may, in exceptional cases, grant one-time remuneration. Such remuneration shall be provided on an individual basis, exclusively for the purpose of recruiting or retaining senior executives and shall not exceed 100 percent of the individual's fixed annual salary combined with the maximum variable cash remuneration. One-time remuneration may be granted no more than once per year per individual. Any such arrangement must be clearly documented and approved in accordance with the Company's governance procedures.

In addition to the remuneration resolved by the General Meeting, a member of the Board of Directors may receive remuneration for assignments performed for the Company or its subsidiaries outside the scope of the board work. The Board of Directors may resolve to enter into an agreement with the member of the Board of Directors or their affiliated company regarding individual such assignments or enter into a framework agreement. Remuneration for assignments for the Company or its subsidiaries that a member of the Board of Directors performs outside the scope of board work shall be based on market terms.

#### *Right to withhold or reclaim remuneration*

The terms and conditions for variable remuneration shall be formulated to ensure that the Board of Directors retains the discretion to (i) limit, postpone, or refrain from making payments of variable remuneration in the event of exceptional financial or economic circumstances where such action is considered justified in order to safeguard the company's long-term interests, and (ii) withhold or reclaim variable remuneration that has been awarded or paid on the basis of information which is subsequently found to be materially incorrect, or where the payment has been influenced by misconduct or negligence on the part of the senior executive.

#### Pension benefits

For the CEO and other senior executives, the pension benefit shall be defined contribution, and the pension premiums shall not exceed 35 percent of the fixed annual salary.

#### Other benefits

Other benefits may include, for example, life insurance, medical insurance and company car benefits. Such benefits may not exceed 15 percent of the fixed annual salary.

#### Termination periods and severance pay

When employment is terminated by the Company or its subsidiaries, the notice period may not exceed 9 months and potential severance pay may not exceed 12 months' fixed salary. When employment is terminated by the senior executive, the notice period may not exceed nine months and no severance pay shall be paid.

#### Consideration of remuneration to the Company's employees

In the preparation of the proposal for these guidelines, the employment conditions applied within the Company as a whole have been used as a benchmark, following the principle that the remuneration packages of all NYAB employees should be based on the complexity and responsibilities of the position, performance and market practice. In general, the same combination of remuneration components such as fixed salary, variable remuneration pension and other benefits are offered within NYAB.

#### The decision-making process to determine, review and implement the guidelines

The Board of Directors may from time to time establish a Remuneration Committee. If such a committee has not been established, the tasks of the committee shall be performed by the Board of Directors.

The Committee's tasks include preparing the Board of Directors' decision to propose guidelines for remuneration of senior executives. The Board of Directors shall prepare a proposal for guidelines when there is a need for significant changes to the guidelines, however at least every fourth year, and submit it to the General Meeting. The Remuneration Committee shall also monitor and evaluate programs for variable remuneration for the executive management, the application of the guidelines for remuneration of senior executives as well as the current remuneration structures and compensation levels in the Company.

Pursuant to the Swedish Corporate Governance Code, the Chair of the Board of Directors may also be the Chair of the Remuneration Committee and the other members of the Remuneration Committee elected by the General Meeting shall be independent of the Company and its executive management.

The CEO and other senior executives shall not participate in the Board of Directors' or the Remuneration Committee's processing and resolutions regarding remuneration-related matters to the extent that they are affected by such matters.

Decisions on remuneration to the CEO are taken by the Board of Directors, based on proposals from the Remuneration Committee, and decisions on remuneration to the other senior executives are taken by the Remuneration Committee. Decisions on remuneration for board work to members of the Board of Directors are taken by the General Meeting.

#### Adjustment to local rules

Remuneration under employments subject to other rules than Swedish may be duly adjusted to comply with mandatory rules or established local practice, considering, to the extent possible, the overall purpose of these guidelines.

#### Derogation from the guidelines

The Board of Directors may resolve to temporarily derogate from the guidelines, in whole or in part, if in a specific case there is special cause for the derogation and a derogation is necessary to serve the Company's long-term interests, including its sustainability, or to ensure the Company's financial viability. As set out above, the Remuneration Committee's tasks include preparing the Board of Directors' resolutions in remuneration-related matters. This includes any resolutions to derogate from the guidelines

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March 2026  
NYAB AB  
*Board of Directors*