

The Board of Directors' proposal for resolution on (a) the adoption of a new long-term share-based incentive program, (b) amendment of the Articles of Association and (c) directed issue of new Class C2 shares (item 16)

The Board of Directors proposes that the Annual General Meeting resolves to adopt a new long-term share-based incentive program for the executive management and key employees within Haypp Group, including amendment of the Articles of Association and a directed issue of new Class C2 shares, in accordance with the following. The resolutions under this item are conditional upon each other and are thus proposed to be made as one resolution.

Adoption of a new long-term share-based incentive program (item 16a)

The program in summary

The Board of Directors proposes that the Annual General Meeting resolves to adopt a new long-term share-based incentive program for the executive management and key employees within Haypp Group (LTIP 2026/2029). LTIP 2026/2029 is proposed to include the CEO, the group executive management, segment managers and other key employees within Haypp Group, in total not more than approximately 71 persons.

LTIP 2026/2029 is structured in the same way as the long-term share-based incentive program resolved by the Annual General Meeting in 2025. The shares issued under the long-term share-based incentive program 2025 are hereinafter referred to as C1 shares.

Private investment and hurdle shares

In order to participate in LTIP 2026/2029, the participant must have made a private investment in Haypp Group through subscription for new Class C2 shares in Haypp Group AB (publ) in accordance with these terms. Class C2 shares shall be issued to the participants at market value at the time of the issue, which shall be determined by an independent valuation institute using customary valuation methods based on market conditions at the time of the issue, in accordance with item 16c below.

Class C2 shares are intended to be unlisted so-called hurdle shares under the company's long term incentive program. Hurdle shares are a type of shares that, in whole or in part, convert to ordinary shares if certain conditions are met. The conversion of Class C2 shares is dependent on the share price during a predetermined time period, as further defined in the Articles of Association under item 16b below. Should the share price reach a certain threshold, during the predetermined time period for the Class C2 shares, the Board of Directors will resolve to convert a certain number of shares to ordinary shares and any remaining Class C2 shares will be redeemed. Class C2 shares do not entitle to dividends but have certain economic rights corresponding to the difference between the threshold and the value of the ordinary share. The maximum number of Class C2 shares that each participant may be allocated under LTIP 2026/2029 is further described below.

Breakdown

The participants are divided into different categories and allocation of Class C2 shares under LTIP 2026/2029 will be made at a maximum amount and maximum number as set out below for each category:

Category	Maximum investment in Class C2 shares per person in LTIP 2026/2029 (SEK)	Maximum investment in number of Class C2 shares per person in LTIP 2026/2029
CEO (1 person)	1,600,000	100,000

Group executive management (approximately 10 people)	1,200,000	75,000
Segment managers and other key employees (approximately 60 people)	800,000	50,000

In case employees wish to subscribe for a greater number of Class C2 shares than the number set out above, allocation of Class C2 shares, that have not been subscribed by others under the maximum amount for the share issue, shall be made corresponding to the number of Class C2 shares each relevant participant wishes to subscribe for.

Delivery of Class C2 shares

To ensure delivery of shares under LTIP 2026/2029 and to enable the participants' investment into Class C2 shares, the Board of Directors proposes that the Annual General Meeting resolves on a directed issue of new Class C2 shares in accordance with item 16c below.

Preparation of and motives for the proposal etc.

LTIP 2026/2029 has been prepared by the Board of Directors and its Remuneration Committee, in consultation with external advisors. The motives for the proposal and the reason for the deviation from the shareholders' pre-emptive rights are to implement the program in order to create conditions for motivating, retaining and recruiting executive management and other key individuals in the group. The program has been designed on the basis that it is desirable that key persons within Haypp Group are shareholders in the company. Participation in LTIP 2026/2029 requires the participant to have made a private investment through the acquisition of Class C2 shares. The program also rewards employees' continued loyalty and thereby the long-term value growth of Haypp Group. In light of this, the Board of Directors considers that the adoption of LTIP 2026/2029 will have a positive effect on the future development of Haypp Group and will consequently be beneficial for both the company and its shareholders. The Board considers it to be in the best interest of all shareholders that the executive management and other key individuals have a long-term interest of a beneficial development of the value of the company's share.

The Board shall be responsible for preparing the detailed design and administration of the terms and conditions of LTIP 2026/2029, in accordance with the terms and conditions and guidelines set out herein, including provisions for recalculation in the event of an intermediate bonus issue, split, rights issue and/or other similar events. In connection therewith, the Board shall be entitled to make adjustments to meet specific foreign regulations or market conditions. In addition, the Board of Directors is given the right to cancel or adjust the programs in the event of a public takeover bid or similar event. The Board of Directors shall also be entitled to make other adjustments if significant changes occur in Haypp Group or its business environment that would result in the adopted terms and conditions for LTIP 2026/2029 no longer fulfilling its purpose.

Dilution

LTIP 2026/2029 includes a maximum of 982,000 Class C2 shares. The issuance of these shares results in an initial dilution of approximately 3.0 percent of the number of shares and approximately 0.31 percent of the votes in the company.

Class C2 shares may, in whole or in part, be converted to ordinary shares in accordance with these terms and conditions. Based on an assumed share price of SEK 265, the number of Class C2 shares that are converted into ordinary shares will amount to a maximum of 401,000, corresponding to a maximum dilution of approximately 1.2 percent of the number of votes in the company after conversion, without taking into account any conversion of Class C1 shares. Upon full conversion of all Class C1 shares and Class C2 shares to ordinary shares and full exercise of all outstanding 1,855,000 warrants, the number of shares in the company may increase by a maximum of 1,855,000 and the number of votes by a

maximum of 3,818,800, corresponding to approximately 5.4 percent of the number of shares and approximately 4.7 percent of the number of votes in the company, calculated in relation to the number of shares and votes after such conversion and exercise.

Impact on key figures and costs for the company etc.

The incentive program is expected to have a marginal impact on the company's key figures. The Class C2 shares will be issued at market value and, therefore, no social security contributions are expected to be incurred by Haypp Group in connection with the program. The company's costs for the program are thus only related to external advisors in connection with the implementation of the program.

So-called Class C2 shareholder agreements shall be entered into, through which all Class C2 shareholders, under certain conditions, shall be obligated to offer the company to redeem the Class C2 shares, or part thereof, in case of for example good or bad leaver situations.

An independent financial advisor has made a preliminary valuation of the Class C2 shares calculated pursuant to customary valuation methods. Based on the closing price for the Haypp Group share on 10 April 2026, the market value per each Class C2 share is estimated at SEK 15.50.

Other incentive programs

In addition to the incentive program that is proposed to be adopted at this Annual General Meeting and the warrant or hurdle share programs respectively adopted at the Annual General Meetings 2024 and 2025, there are no outstanding share-related incentive programs. For a description of Haypp Group's other share-based incentive programs, reference is made to company's website, www.hayppgroup.com.

Amendment to the Articles of Association (item 16b)

In order to enable an efficient way to secure the delivery of shares under LTIP 2026/2029 and to introduce a class of shares that can serve as investment shares in Haypp Group's long-term incentive program, the Board of Directors proposes that the Annual General Meeting resolves on amendments to 6 § and 7 § of the Articles of Association. The amendment to 6 § entails the introduction of a new share class, Class C2 shares, whereby the existing Class C shares will henceforth be referred to as Class C1 shares. The amendment to 7 § provides for the conversion of Class C2 shares into ordinary shares as well as redemption.

Class C2 shares are intended to be unlisted so-called hurdle shares to be held as investment shares under the company's long-term incentive program. Hurdle shares are a type of shares that, in whole or in part, convert to ordinary shares if certain conditions are met. The conversion of Class C2 shares is dependent on the share price during a predetermined time period, as further defined in the Articles of Association. Should the share price reach a certain threshold, during the predetermined time period for Class C2 shares, the Board of Directors will resolve to convert a certain number of Class C2 shares to ordinary shares and any remaining Class C2 shares will be redeemed. The Class C2 shares do not entitle to dividends but have a certain economic right corresponding to the difference between the threshold and the value of the ordinary share.

The Board of Directors further proposes that the CEO, or the person appointed by the Board, is authorized to make such minor adjustments to this resolution as may prove necessary in connection with the registration thereof.

The Board of Directors proposes that 6 § and 7 § of the Articles of Association shall have the following wording:

"6§ *Share classes*

Shares of three classes may be issued: ordinary shares carrying one (1) vote per share, Class C1 shares carrying one-tenth (0.10) vote per share and C2 shares carrying one-tenth (0.10) vote per share. Ordinary shares may be issued up to an amount corresponding to the entire share capital. Class C1 shares and Class C2 shares may be issued up to an amount corresponding to a total of 10 percent of the share capital.

Ordinary shares entitle to dividend. Class C1 shares and Class C2 shares do not entitle to dividend. In the event of the liquidation of the company, Class C1 shares and Class C2 shares are entitled to the same proportion of the company's assets as the other shares, but only to an amount not exceeding the quota value of the share.

If the company resolves to issue new shares of several classes through a cash issue or an issue with payment by way of set-off, owners of each respective class of shares shall enjoy pre-emptive rights to subscribe for new shares of the same class pro rata to the number of shares previously held by them (primary pre-emptive right). Shares which are not subscribed for pursuant to the primary pre-emptive rights shall be offered to all shareholders for subscription (secondary pre-emptive right). If the shares thus offered are not sufficient for the subscription pursuant to the secondary pre-emptive rights, the shares shall be allocated between the subscribers pro rata to the number of shares previously held and, to the extent such allocation cannot be effected, by the drawing of lots..

In the event that a new issue of shares, through a cash issue or an issue with payment by way of set-off, only encompasses one share class, all shareholders shall, irrespective of whether the class of their shares, have pre-emption rights to subscribe for new shares pro rata to the number of shares previously held by them.

If the company resolves to issues warrants or convertible debentures through a cash issue or an issue with payment by way of set-off, all shareholders shall have pre-emptive rights to subscribe for warrants as if the issue applied to shares that may be subscribed for due to the right of option and pre-emptive rights to subscribe for convertibles as if the issue applied to the shares that the convertibles may be converted to. The above shall not limit the right to resolve upon an issue with a deviation from the shareholders' pre-emptive rights.

In the event of an increase in share capital through a bonus issue, new shares of each class shall be issued pro rata to the number of shares of the same class previously issued. In this connection, each existing share of a certain class shall entitle its holder to new shares of the same class. This shall not restrict the possibility of issuing new shares of a new class by means of a bonus issue, following the required amendment to the articles of association.

7§ Rights of conversion and redemption

Conversion of Class C1 shares and Class C2 shares

Shares of Class C1 and Class C2, respectively, may be converted to ordinary shares by a resolution of the Board of Directors. The Board of Directors shall, provided that the condition for conversion is fulfilled, resolve on such conversion of Class C1 shares during the period from and including the day after the Annual General Meeting 2028 up to and including the day before the Annual General Meeting 2029, and of Class C2 shares during the period from and including the day after the Annual General Meeting 2029 up to and including the day before the Annual General Meeting 2030.

The condition for conversion of Class C1 shares and Class C2 shares, respectively, to ordinary shares is (i) that the volume-weighted average price of the company's ordinary share on Nasdaq First North Growth Market, or any regulated market or other trading platform on which the ordinary share is listed, during 10 consecutive trading days during the time period set out above, or, alternatively, (ii) in the absence of an applicable price for the company's ordinary share in accordance with the above, that the market value for the company's ordinary share at the time set out above, determined in accordance with established valuation principles, (the "Closing Price"), amounts to more than 130 percent of the volume-weighted average price of the company's ordinary share on Nasdaq First North Growth Market during the 10 trading days immediately preceding, in respect of Class C1 shares, the company's first offer to subscribe for Class C1 shares and, in respect of Class C2 shares, the company's first offer to subscribe for C2 shares (the "Threshold").

Subject to the fulfilment of the condition, the Board of Directors shall, provided that the necessary regulatory approvals have been obtained, resolve to convert a certain number of Class C1 shares or Class C2 shares to ordinary shares calculated in accordance with the formula below. The conversion shall be made pro rata in relation to each shareholder's holding of Class C1 shares or Class C2 shares at the time of the resolution for the conversion.

$$\text{Number of Class C1 shares or Class C2 shares to be converted} = \frac{\text{(Closing Price – Threshold)} \times \text{number of outstanding Class C1 shares or Class C2 shares}}{\text{Closing Price} \times \text{conversion factor}^1}$$

Only a whole number of shares can be converted, rounding down to the nearest whole ordinary share. The threshold and the conversion factor shall be subject to recalculation following a reverse share split

¹ The conversion factor at the time of issuance of Class C1 shares and Class C2 shares, respectively, is defined as one (1.0).

or share split, share issues with pre-emptive rights, extraordinary dividends or similar corporate events occurring before conversion, in line with customary principles for recalculation in warrant and share-based incentive programs in the stock market as resolved upon by the Board of Directors.

Immediately after a resolution to convert shares has been made, the Board of Directors shall report the conversion to the Swedish Companies Registration Office for registration. The conversion is effected when it has been registered and the conversion has been noted in the central securities depository register.

Redemption of Class C1 shares and Class C2 shares

The share capital may be reduced by redemption of Class C1 shares and Class C2 shares, by a resolution of the Board of Directors, however, in any case not below the minimum share capital, in accordance with the below.

Immediately after the earlier of (i) the Board of Directors' resolution to convert Class C1 shares/Class C2 shares into ordinary shares as set out above, and (ii) the expiry of the time period for conversion as set out above, the Board of Directors shall resolve on redemption of Class C1 shares/Class C2 shares that have not been converted. The redemption price per share shall amount to the quota value of the share.

The share capital may also be reduced at the request of a Class C1/Class C2 shareholder, and following a resolution of the Board of Directors, by redemption of the shareholder's Class C1 shares/Class C2 shares. The redemption price per share shall amount to the lower of (a) the average subscription price for all Class C1 shares/Class C2 shares and (b) the market value of the share at the time of the resolution by the Board of Directors. Such resolution by the Board of Directors shall be made within one month after the request by the shareholder.

The redemption price shall be paid as soon as possible after the Board of Directors' resolution on redemption of shares has been registered or, in the event the reduction requires permission from the Swedish Companies Registration Office or a general court, no later than three months following the date on which the legally binding decision to grant permission was registered.

When a resolution is made to redeem Class C1 shares/Class C2 shares, an amount corresponding to the reduction amount shall be allocated to the reserve fund if the necessary funds are available.

Immediately after a resolution on redemption of shares has been made, the Board of Directors shall report the redemption to the Swedish Companies Registration Office for registration. The redemption is effected when it has been registered and the redemption been noted in the central securities depository register."

Directed issue of new Class C2 shares (item 16c)

The Board of Directors proposes that the Annual General Meeting resolves to increase the company's share capital by not more than SEK 64,329.324187 by issuing not more than 982,000 new Class C2 shares. The following terms and conditions shall apply.

1. The new Class C2 shares may, with deviation from the shareholders' pre-emptive rights, only be subscribed for by participants in LTIP 2026/2029. The purpose of the issue and the reason for the deviation from the shareholders' pre-emptive rights is to enable the participants of LTIP 2026/2029 to subscribe for Class C2 shares in order to participate in LTIP 2026/2029.
2. The subscription price for the new Class C2 shares shall amount to SEK 15.50 per share². The subscription price corresponds to the market value of the share, which has been determined by independent valuation institutes using customary valuation methods based on market conditions on 10 April 2026. The amount that exceeds the quota value of the shares shall be allocated to the free share premium reserve.
3. Subscription for Class C2 shares shall be made on a subscription list no later than 3 July 2026. Payment for the subscribed Class C2 shares shall be made in connection with the subscription for the new shares and no later than 3 July 2026. The Board of Directors shall be entitled to extend the time for subscription and payment.
4. The new Class C2 shares do not entitle to dividends.
5. The resolution is conditional upon amendment of the Articles of Association.
6. The CEO, or the person appointed by the Board of Directors, shall be authorised to make such adjustments to this resolution that may be necessary in connection with the registration thereof.

It is noted that the newly issued Class C2 shares shall be subject to a conversion clause in accordance with Chapter 4, Section 6 of the Swedish Companies Act and a redemption clause in accordance with Chapter 20, Section 31 of the Swedish Companies Act.

Special majority requirements

A resolution in accordance with the Board of Directors' proposal in items 16a-c above shall only be valid where supported by at least nine-tenths (9/10) of both votes cast and the shares represented at the Annual General Meeting.

² Or such other amount that corresponds to the market value at the time of the issue, which shall be determined by independent valuation institutes using customary valuation methods based on market conditions at the time of the issue.