

# Bulletin from Apotea AB's (publ) Annual General Meeting on May 26, 2026

**The Annual General Meeting (the "AGM") of Apotea AB (publ), reg. no 556864-7324 (the "Company") was held today, on 26 May 2026, whereupon the shareholders primarily resolved on the following matters with the required majority.**

## **Adoption of the income statement and balance sheet**

The AGM adopted the income statement and balance sheet, as well as the consolidated income statement and consolidated balance sheet, for the financial year of 2025.

## **Dispositions regarding the Company's result**

The AGM resolved, in accordance with the board of directors' proposal, to pay a dividend to the shareholders of SEK 0.60 per ordinary share for the financial year of 2025, corresponding to SEK 62,442,579.60, and that the dividend shall be paid with a record date of 28 May 2026 and a payment date of 2 June 2026.

## **Discharge of liability for the members of the board of directors and the managing director**

The AGM resolved to discharge each of the members of the board of directors and the managing directors active during the financial year of 2025 from liability for their administration of the Company's operations during the financial year of 2025.

## **Establishment of the number of board members and auditors**

The AGM resolved, in accordance with the nomination committee's proposal, that the board of directors, up until the next annual general meeting, shall consist of seven (7) directors without deputies and that the Company shall have one (1) auditor or one (1) audit firm without a deputy auditor.

## **Board and Auditor Fees**

The AGM resolved, in accordance with the nomination committee's proposal, that fees to the board of directors and the auditor, for the period up until the next annual general meeting, shall be paid as follows:

Fees to the board of directors shall be paid in the total amount of maximum SEK 3,381,250 (3,121,875), whereof

- SEK 800,000 (725,000) shall be paid to the chairman of the board;
- SEK 350,000 (325,000) shall be paid to each of the other directors who are not employed by the Company; and

- The auditor's fee shall be paid on current account for work performed.

In addition to fees to the board of directors and the auditor, the AGM resolved that fees shall, for the period up until the next annual general meeting, be paid to members of the board's audit and sustainability committee and remuneration committee, respectively, as follows:

- SEK 175,000 (162,500) to the chairman of the board's audit and sustainability committee;
- SEK 87,500 (81,250) to each of the other two (2) members of the audit and sustainability committee;
- SEK 87,500 (81,250) to the chairman of the board's remuneration committee; and
- SEK 43,750 (40,625) to each of the other members of the remuneration committee.

### **Election of board of directors, chairman of the board, and auditor**

The AGM resolved, in accordance with the nomination committee's proposal, to re-elect Cecilia Qvist, Anders Eriksson, Monica Lindstedt, Per Schlingmann, and Pär Svärdson, and to elect Eva Nilsagård and Johan Lundgren as new members of the board of directors for the period up until the next annual general meeting. The AGM further resolved, in accordance with the nomination committee's proposal, to re-elect Cecilia Qvist as chairman of the board.

It was noted that the former board member Jonas Hagströmer has declined re-election. It was further noted that the former board member Joanna Hummel has resigned from the board of directors on 4 February 2026 in order to transition to an operational role in the Company as Chief Growth Officer.

The AGM further resolved, in accordance with the nomination committee's proposal, to re-elect the registered audit firm Öhrlings PricewaterhouseCoopers AB as the Company's auditor for the period up until the next annual general meeting, with the authorized public accountant Tobias Stråhle as principal auditor.

### **Nomination committee ahead of the AGM 2027**

The AGM resolved, in accordance with the nomination committee's proposal, to adopt instructions for the nomination committee and principles for the appointment of the nomination committee ahead of the AGM 2027. These briefly entail that the nomination committee shall consist of representatives appointed by the four (4) largest shareholders in the Company as of the last banking day of August of each year, together with the chairman of the board.

### **Remuneration report**

The AGM resolved, in accordance with the board of directors' proposal, to approve the board of directors' remuneration report for 2025.

## **Guidelines for remuneration to board members and senior executives**

The AGM resolved, in accordance with the board of directors' proposal, to adopt new guidelines for remuneration to board members and senior executives, to apply until further notice, however no longer than until the AGM 2030.

## **Authorization for the board of directors to resolve to issue shares, convertibles and/or warrants**

The AGM resolved, in accordance with the board of directors' proposal, to authorize the board of directors for the period up until the next annual general meeting, on one or more occasions and with or without deviation from the shareholders' preferential rights, to resolve on an increase of the Company's share capital through new issues of shares, convertibles and/or warrants. Payment shall be made in cash, in kind, by set-off or otherwise in accordance with terms. The Company's share capital and number of shares may, under the authorization, be increased by an amount and number corresponding to a maximum dilution of ten (10) percent of the share capital in the Company.

The purpose of the authorization and the reasons for any deviation from the shareholders' preferential rights is to enable issues to meet the Company's capital requirements and secure the Company's continued operations and development as well as to carry out acquisitions. In the event of a deviation from the shareholders' preferential rights, the issue shall be made on market terms, however, with the possibility of granting a market-based discount.

The authorization shall be valid until the next annual general meeting of the Company.

**Resolution regarding the introduction of a share programme comprising (a) the establishment of a D-share programme 2026 for employees, (b) the establishment of a Performance Share Programme 2026 for senior executives and key employees, (c) amendment of the articles of association, (d) authorization for the board of directors to resolve on a new issue of D-shares, (e) authorization for the board of directors to resolve on the repurchase of own D-shares, (f) resolution regarding the transfer of own D-shares, (g) resolution regarding authorization for the board of directors to resolve on a new issue of S-shares, (h) authorization for the board of directors to resolve on the repurchase of own S-shares, (i) authorization for the board of directors to resolve on the transfer of ordinary shares, and (j) resolution regarding the transfer of ordinary shares to cover costs for the Performance Share Programme 2026**

The AGM resolved, in accordance with the board of directors' proposal, to introduce a share-based incentive program comprising the following sub-resolutions:

- the establishment of D Share Program 2026, a share-based program directed to all employees of the group, comprising a maximum of 1,000,000 newly issued convertible and redeemable class D shares to be acquired by participants at market value. The D shares may, provided that a pre-defined hurdle rate of 130 percent of the initial rate is reached after a three-year vesting period, be converted into ordinary shares or entitle the holder to a cash settlement. In the event of full participation, the maximum dilution amounts to approximately 0.94 percent of the total number of shares and 0.10 percent of the total

number of votes in the Company, and upon full conversion into ordinary shares, the dilution amounts to approximately 0.94 percent of the total number of shares and 0.95 percent of the total number of votes in the Company;

- the establishment of Performance Share Program 2026, directed to the CEO, members of the Group Management Team and key employees, comprising a maximum of 800,000 ordinary shares. Participants receive, free of charge, conditional performance share rights which, after a three-year vesting period, may entitle the holder to an allotment of ordinary shares, provided that established performance targets relating to growth, adjusted EBIT and ESG goals are met;
- amendment of the articles of association by introducing two new share classes, D shares and S shares; (d) authorization for the board of directors to resolve on a new issue of a maximum of 1,000,000 D shares; (e) authorization for the board of directors to resolve on the repurchase of own D shares; (f) transfer of own D shares to participants in D Share Program 2026 at market value; (g) authorization for the board of directors to resolve on a new issue of a maximum of 1,050,000 S shares; (h) authorization for the board of directors to resolve on the repurchase of own S shares; (i) authorization for the board of directors to resolve on the transfer of a maximum of 800,000 ordinary shares free of charge to participants in Performance Share Program 2026; and (j) authorization for the board of directors to resolve on the transfer of a maximum of 250,000 ordinary shares on Nasdaq Stockholm to cover costs attributable to Performance Share Program 2026.

For more detailed information on the content of the resolutions, please refer to the notice and the board of directors' and nomination committee's complete proposals for resolutions, which are available on the Company's website, <https://ir.apotea.se/gov/årsstämmer/årsstämma2026>. Minutes from the AGM will also be published shortly on the Company's website.

**For further information, please contact:**

Stefan Eriksson, deputy CEO, press & Investor Relations

E-mail: [ir@apotea.se](mailto:ir@apotea.se)

**About Apotea**

Apotea is Sweden's leading online pharmacy with the ambition to become the pharmacy of tomorrow by continuously simplifying and enhancing the customer experience. With the widest assortment on the market, low prices and fast deliveries, Apotea facilitates everyday life for over three million active customers. In E-baremetern's 2025 customer survey, Apotea was ranked as the customers' favourite e-commerce store for the eighth consecutive year. Since 2022, the group also operates in Norway through its Norwegian subsidiary Apotera.