

# Press release from the Annual General Meeting in Addnode Group on 7 May 2026

## **Adoption of the accounts and discharge from liability**

The Meeting adopted the balance sheets and profit and loss accounts for the parent company and the Group and the Meeting discharged the Board of Directors and the CEO from liability for the financial year 2025.

## **Appropriation of profits**

The Meeting decided, in accordance with the Board of Directors' proposal, that of the profit according to the adopted balance sheet, a dividend of SEK 1.15 per share shall be distributed to the shareholders, representing a total amount of SEK 155,888,724, that Monday 11 May 2026 shall be record date for the dividend, and that the remaining available earnings of SEK 1,050,629,693 shall be carried forward.

## **The Board of Directors and fees**

The Meeting resolved in accordance with the nomination committee's proposal to re-elect Jan Andersson, Jonas Gejer, Staffan Hanstorp, Jonas Hasselberg, Kristina Willgård and Petra Ålund as members of the Board and to elect Malin Strähle as new member of the Board. Johanna Frelin had declined re-election. Staffan Hanstorp was re-elected as Chairman of the Board. Furthermore, the Meeting decided in accordance with the nomination committee's proposal that Board fees for the period until the end of the next Annual General Meeting shall be paid in the amounts of SEK 1,000,000 to the Chairman of the Board and SEK 360,000 to each of the other Board members elected by the Annual General Meeting. Remuneration may further be paid on account for special undertakings by Board members in their respective fields of expertise (consultancy services etc.), provided that such undertakings have previously been approved by the Chairman of the Board or by two Board members. Fees for work in the Audit Committee shall be paid in the amount of SEK 180,000 to the Chairman and SEK 135,000 to each of the other committee members. Fees for work in the Remuneration Committee shall be paid in the amount of SEK 75,000 to each of the committee members. Furthermore, a maximum of SEK 150,000 plus social security contributions per month may be paid to the Chairman of the Board for work in relation to the Group's acquisition opportunities, funding, strategic partnerships and overall strategic matters as specifically agreed.

## **Auditors**

The Meeting decided that fair remuneration to the auditor is to be paid with a reasonable amount according to approved invoice. The registered public audit firm Ernst & Young AB

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was re-elected as auditor for the period until the end of the next Annual General Meeting. Ernst & Young AB will assign Anna Svanberg as auditor in charge.

**Remuneration report**

The Meeting resolved to approve the Board of Directors' report regarding remuneration to the CEO and the Board of Directors for the financial year 2025.

**Guidelines for remuneration to the Executive Management**

The Meeting resolved, in accordance with the Board's proposal, to adopt guidelines for remuneration to the Executive Management.

**Long-term performance share based incentive plan (LTIP 2026) and transfer of own class B shares under LTIP 2026**

The Meeting resolved in accordance with the Board's proposal to adopt a long-term performance share based incentive plan ("LTIP 2026"). LTIP 2026 comprises approximately 125 employees consisting of senior executives and other key employees. The participants are allocated performance based share rights, which may entitle the participant to class B shares. Following the defined vesting period, the participants will, free of charge, be allocated class B shares in Addnode Group provided that a performance target is fulfilled in relation to average annual growth of the company's earnings per share. It is further required that the total shareholder return (TSR) on the company's class B shares during the term of the programme has been positive.

The maximum number of class B shares in Addnode Group which may be allocated under LTIP 2026 shall be limited to 145,000, which represents approximately 0.1 per cent of all outstanding shares in Addnode Group.

Allocation of class B shares in Addnode Group, if any, based on share rights shall normally occur within ten business days after the announcement of Addnode Group's interim report for the period 1 January – 31 March 2029. The vesting period begins when an agreement is entered into to participate in LTIP 2026 and expires in connection with the publication of Addnode Group's interim report for the period 1 January – 31 March 2029.

The primary reason for implementing LTIP 2026 is to align the interests of the shareholders with the interests of the Executive Management and other key employees to ensure maximum long-term value creation. LTIP 2026 is also considered to facilitate Addnode Group's recruitment and retention of senior executives and other key positions.

The Meeting also resolved to transfer not more than 145,000 own class B shares in Addnode Group to participants in the LTIP 2026 who under the terms for the LTIP 2026 are

entitled to receive class B shares.

**Repurchase and set-off offer regarding call options (LTIP 2022) and approval of transfer of class B shares**

At the Annual General Meeting in Addnode Group held on 4 May 2022, it was resolved to issue call options as part of the establishment of an incentive program for senior executives of the Addnode Group ("LTIP 2022"). After the initial two exercise periods for LTIP 2022 have expired, 56,950 call options (the "Call Options") remain outstanding, which are held by a total of 42 option holders (the "Option Holders") at the time of the notice convening the Annual General Meeting.

The Meeting resolved that, in connection with the last exercise period for LTIP 2022, the company shall make an offer to the Option Holders to transfer Call Options to the company at a price corresponding to the net value that the Call Options would have resulted in for the Option Holders if the Call Options had been exercised at that time (the "Call Option Value"), and where consideration for the Call Options is paid in the form of class B shares in Addnode Group (the "Offer"). The company's interim report for the period 1 January-31 March 2026 was published on 28 April 2026 and the Offer will be made shortly after the Annual General Meeting.

Option Holders who do not accept the Offer may, without being affected by the Offer, exercise their Call Options for acquisition of class B shares during the last acquisition period in accordance with the terms and conditions applicable to the Call Options.

The Meeting further resolved to approve transfer of class B shares, which Addnode Group holds in treasury, to the participants in the Offer. The number of class B shares finally transferred and allocated is intended to be determined on the basis of the number of Call Options submitted in the Offer and the Call Option Value and the market value of the company's class B share.

**Repurchase and set-off offer regarding call options (LTIP 2023) and approval of transfer of class B shares**

At the Annual General Meeting in Addnode Group held on 4 May 2023, it was resolved to issue call options as part of the establishment of an incentive programme for senior executives of the Addnode Group ("LTIP 2023"). LTIP 2023 comprises a total of 201,000 call options (the "Call Options"), which are held by a total of 42 option holders (the "Option Holders") at the time of the notice convening the Annual General Meeting.

The Annual General Meeting resolved that, in connection with each exercise period for LTIP 2023 following the publication of the company's interim report for the period 1 July–30

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September 2026, the year-end report for 2026 and the interim report for the period 1 January–31 March 2027, the company shall make offers to the Option Holders to transfer Call Options to the company at a price corresponding to the net value that the Call Options would have resulted in for the Option Holders if the Call Options had been exercised at that time (the "Call Option Value"), with consideration for the Call Options to be paid in the form of class B shares in Addnode Group.

Option Holders who do not accept the offers may, without being affected by the offers, exercise their Call Options for acquisition of class B shares during the acquisition periods in accordance with the terms and conditions applicable to the Call Options.

The Meeting further resolved to approve the transfer of class B shares held by Addnode Group in treasury to those participating in the offers. The number of class B shares finally transferred and allocated is intended to be determined on the basis of the number of Call Options submitted in the offers, the Call Option Value and the market value of the company's class B share.

**Authorization regarding acquisitions and transfer of own class B shares**

The Meeting resolved in accordance with the Board's proposal to authorize the Board to resolve, on one or several occasions prior to the next Annual General Meeting, to acquire a maximum number of class B shares so that the company's holding following the acquisition does not exceed ten per cent of all the shares in the company at any time. Furthermore, the Meeting authorized the Board to resolve, on one or several occasions, prior to the next Annual General Meeting, to transfer class B shares in the company to a third party. The number of shares transferred may not exceed the total number of shares held by the company at any time. The reason for permitting the Board to deviate from the preferential rights of shareholders is, among other things, to enable financing of potential acquisitions of companies and other types of strategic investments in a cost-effective manner, to be able to continuously adapt the company's capital structure to its capital requirements from time to time, thereby contributing to increased shareholder value, and to enable the delivery of shares and cover costs (including costs for social security contributions) arising from the implementation of Addnode Group's incentive programmes from time to time.

**Authorization to resolve on issue of new class B shares**

The Meeting resolved in accordance with the Board's proposal to authorize the Board to resolve, on one or several occasions, prior to the next Annual General Meeting, with or without deviation from the preferential rights of shareholders, on new issues of class B shares. Based on the resolution, with the support of an authorization, it shall be possible to increase the number of class B shares by not more than ten percent based on the number

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of outstanding class B shares in the company at the time of the first use of the authorization. The authorization shall also encompass the right to decide on a new class B share issue stipulating payment in kind or that shares shall be subscribed for with right of set#off or otherwise with conditions stipulated in Chapter 13, Section 7 of the Swedish Companies Act. The reason for the deviation from the preferential rights of shareholders is to enable a directed issue for the execution of acquisitions of other companies or operations in full or in part.

**Nomination Committee**

The Meeting adopted the Nomination Committee's proposal for Nomination Committee instructions.

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**For more information, please contact:**

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**Addnode Group - Digitalization for a Better Society**

Addnode Group acquires, operates and develops cutting edge enterprises that digitalize society. We are a leading global provider of software and services for design, construction, product data, and facility management. We also support the public sector with document and case management solutions. By acquiring new businesses and providing a growth platform for our subsidiaries, we create sustainable value growth.

Addnode Group has 3,000 employees and consists of around 20 companies with geographical presence in 20 countries across five continents. Net sales in 2025 amounted to SEK 5.8 billion. Addnode Group's Series B share is listed on Nasdaq Stockholm, in the Large Cap segment. For more information, please visit: [www.addnodegroup.com](http://www.addnodegroup.com).

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**Attachments**

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