

To the shareholders in Medistim ASA

NOTICE OF ORDINARY GENERAL MEETING

Medistim ASA will hold its ordinary general meeting Wednesday the 6th of May 2026 at 10.00. The meeting will be held at the company headquarter in Økernveien 94 in Oslo. For shareholders who cannot physically attend, it is possible to give proxy with and without voting instructions to the chairman. By using a proxy with voting instructions, the shareholders will vote on the specific issues without personal attendance. For further information on the use of proxy, see general information at the bottom of the notice and enclosed proxy forms.

The agenda for the meeting is as follows:

1. Approval of the notice, registration of shareholders or persons represented by proxy.
2. Appointment of person to chair the meeting, to sign the protocol, to co-sign the protocol and protocol secretary.
3. Approval of annual report for 2025.
4. Approval of the profit and loss and balance sheet for 2025.
5. Approval of the distribution of the profit for the year of TNOK 145,956. The Board of Director's suggests a dividend of NOK 8.00 per share, total TNOK 146,211 corrected for own shares, and that the remaining TNOK 255 is distributed from other equity to dividend.
6. The Board of Directors' declaration on salary and other remuneration to the management. The Board of Directors' declaration is included in as an attachment to this notice.
7. Approval of fee to the auditor for 2025. Fee to the auditor was in total TNOK 1,667 where TNOK 1,557 was for the audit and TNOK 110 was for other services.
8. Election of Board Members.
Three of the Board Members are on election. This is Board Member Peder Strand, Board Member Tove Raanes and Board Member Gry Dahle.
 - The Nomination Committee suggests that Peder Strand is re-elected as Board Member for a new term of 2 years to the ordinary General Meeting in 2028.
 - The Nomination Committee suggests further that Tove Raanes is re-elected as Board Member for a term of 2 years to the ordinary General Meeting in 2028.
 - The Nomination Committee suggests that Gry Dahle is re-elected as Board Member for a term of 2 years to the ordinary General Meeting in 2028.All candidates are willing to take a term.
9. Fees to the Board of Directors.
The Nomination Committee proposes to the General Meeting that the Chairman receives a fee of NOK 550,500. Furthermore, the Nomination Committee proposes that each of the board members will receive a fee of NOK 325,000 for each member. Total fees to the Board of Directors according to the Nomination Committee's proposal are NOK 2,175,000.
10. The members of the Nomination Committee, Erik Rogstad and Jonathan Schönbäck, are on election. Both members are willing to take a new and it is suggested to the General Assembly that Erik Rogstad and Jonathan Schönbäck are elected as members of the Nomination Committee for two years until the ordinary General Meeting in 2028. Nomination Committee leader Bjørn Henrik Rasmussen is on election in 2027.
11. It is suggested to the General Meeting that the leader of the Nomination Committee is compensated with NOK 27,000 and that the members are compensated with NOK 22,000. Total purposed fee to the Nomination Committee is TNOK 71,000.
12. The Board has in 2025 appointed a remuneration committee and an audit committee. The remuneration committee consist of 2 members and it is suggested that the leader of the committee is compensated with NOK 35.000 and the

member of the committee is compensated with NOK 30.000. The audit committee consist of 2 members. It is suggested that the leader is compensated with NOK 60.000 and that members are compensated with NOK 45.000.

13. Approval of the Board of Directors' suggestion to the General Meeting to renew the Board of Directors' authorization to increase share capital.
- A. The Board of Directors is authorized to increase share capital up to NOK 458,433.25 by issuing up to 1,833,733 new shares at par value of NOK 0.25. The share price and other terms when issuing new shares are set by the board of directors. The Board of Directors can increase the share capital once or in several different occasions.
 - B. In case of a change in par value of the share as a result of a split, fond issue etc, the authorization is adjusted accordingly with the number of shares that can be issued. The share price and other terms are adjusted according to generally known principles for such adjustments, but always within the regulations in the Public Limited Companies Act.
 - C. The authorization shall also include capital increase against other assets than cash deposits.
 - D. The shareholders preferential rights to subscribe shares can be set aside by the Board of Directors according to the Public Limited Companies Act § 10-4.
 - E. The authorization shall include a decision including a fusion according to Public Limited Companies Act § 13-5.
 - F. The authorization is valid until the next ordinary General Meeting.

In line with the company goals the Board of Director's will assess continuously business opportunities, further development, and expansion of the business. In order to secure flexibility both time wise and for the financing, the Board of Directors prefer to have the authorization from the general meeting to have the opportunity to strengthen equity by issuing new shares against cash deposits or other assets, also in relation to a merger. The authorization can be used to issue shares in relation to convertible loans, acquisition of companies or other commitments in relation to industrial partners or strategic partners.

The purpose of setting aside the preferential rights for existing shareholders to subscribe new shares is to ensure flexibility for the company.

14. Approval of the Board of Director's suggestion to renew the power of attorney to purchase own shares on the following conditions:
- A. The authorization is valid until the next general meeting.
 - B. The company can purchase shares at par value up to NOK 458,433.25, which are 1,833,733 shares at today's par value.
 - C. The highest price per share shall maximum be NOK 500.00 per share.
 - D. The lowest price per share shall minimum be NOK 0.25 per share.
 - E. The Board of Directors can freely decide how to purchase the shares as long as the principle for equal treatment is followed.

The purpose of the suggestion is that the company wishes to have available different methods to obtain and secure optimal capital structure.

Notice on participation at the general meeting should be sent to the company one day before the meeting.

Oslo 14th of April 2026

Board of Directors in Medistim ASA

Contact: CEO Kari Eian Krogstad / CFO Thomas Jakobsen
Phone: 23059660
Email: ir@Medistim.com

Attachments:

- 1. Form of proxy
- 2. Remuneration report from the Board of Directors

"Firma-/Etternavn, Fornavn "
"c/o"
"Adresse1"
"Adresse2"
"Postnummer, Poststed"
"Land"

Ref no: "Refnr"

PIN - code: "Pin"

Notice of General Meeting

General Meeting in Medistim ASA will be held on the 6th of May 2026, Time and place: 10:00 at Økernveien 94 Oslo Norway

The shareholder is registered with the following amount of shares at summons: "**Beholdning**" and vote for the number of shares registered in Euronext per Record date 28.04.2026.

The deadline for electronic registration of enrollment, advance votes, proxy of and instructions is 04.05.2025 at 16:00 hours

Electronic registration

Alternatively, "Form for submission by post or e-mail for shareholders who cannot register their elections electronically".

Register during the enrollment/registration period:

- Either through the company's website
<https://investor.vps.no/gm/logOn.htm?token=cd36113b9a002f40e2d6f31cc300bbd37cba3751&validTo=1780646400000&oppdragsId=20260317VPP7F5U0> using a reference number and PIN
(for those of you who receive a summons in post-service),
or alternative (available to all)
- Log in through VPS Investor services; available at <https://investor.vps.no/garm/auth/login> or through own account keeper (bank/broker). Once logged in - choose Corporate Actions – General Meeting – ISIN

You will see your name, **reference number**, **PIN - code** and balance. At the bottom you will find these choices:

"Enroll" – participate in the meeting on the day

"Advance vote" - If you would like to vote in advance of the meeting

"Delegate Proxy" - Give proxy to the chair of the Board of Directors or another person

"Close" - Press this if you do not wish to register

The general assembly is a physical meeting. If any shareholders wish to participate virtually, please contact the company by e-mail IR@medistim.com, so that we facilitate this. Notice to participate virtually must be registered within 04.05.2026. Medistim encourages shareholders to either send in advance vote or give proxy to the chair of the Board of directors or another person.

Please note that the company has a statutory registration deadline, registration after date and time will not be possible.

Form for submission by post or e-mail for shareholders who cannot register their elections electronically.

The signed form is sent as an attachment in an e-mail* to genf@dnb.no (scan this form) or by mail to DNB Bank Registrars Department, P.O Box 1600 centrum, 0021 Oslo. Deadline for registration of advance votes, proxies and instructions must be received no later than 04.05.2026 at 4:00 pm. If the shareholder is a company, the signature must be in accordance with the company certificate. **Please note that the company has a statutory registration deadline, forms received after the deadline will not be registered.**

*Will be unsecured unless the sender himself secure the e-mail.

"Firma-/Etternavn, Fornavn" shares would like to be represented at the general meeting in Medistim ASA as follows (mark off):

- Participate in the meeting representing own shares (do not mark the items below)
- Proxy to Chair of the Board of directors or the person he or she authorizes (if you want the proxy to be with instructions please mark "For", "Against" or "Abstain" on the individual items below)
- Advance votes («For», «Against» or «Abstain» on the individual items below)
- Open proxy to (do not mark items below – agree directly with your proxy solicitor if you wish to give instructions on how to vote)

(enter the proxy solicitors name and e-mail in block letters)

Voting must take place in accordance with the instructions below. Missing or unclear markings are considered a vote in line with the board's and the election committee's recommendations. If a proposal is put forward in addition to, or as a replacement for, the proposal in the notice, the proxy determines the voting.

Agenda for the Annual General Meeting 06.05.2026	For	Against	Abstain
1. Approval of the notice, registration of shareholders or persons represented by proxy.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Appointment of person to chair the meeting, to sign the protocol, to co-sign the protocol and protocol secretary proposed in the general meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of annual report for 2025.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of profit and loss and balance sheet 2025.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of the distribution of the profit for the year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 a. Approval of remuneration policy to management	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 b. The Board of Director's declaration on salary and other remuneration to the management.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of fee to the auditor for 2025.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Election of board members:			
8 a. Peder Strand as Board Member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 b. Tove Raanes as Board Member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 c. Gry Dahle as Board Member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Fees to the Board. This is according to the Nomination Committee's suggestion.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Election of the Nomination Committee members:			
10 a. Committee member Erik Rogstad	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 b. Committee member Jonathan Schölbäck	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Compensation to the Nomination Committee. This is according to the Nomination Committee's suggestion.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Compensation to Committees			
12.a. Compensation to remuneration committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. b. Compensation to audit committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Approval of the Board of Director's suggestion to the general meeting to renew the Board of Director's authorization to increase share capital.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Approval of the Board of Director's suggestion to renew the power of attorney to purchase own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The form must be dated and signed

Place

Date

Shareholder's signature

Remuneration to management in 2025

1. introduction

This document also covers guidelines for determining the salary and other remuneration to management employees in accordance with The Public Limited Company Act Section 6-16a second paragraph. The principles described in the document are therefore applicable for 2025 and have not changed since last year.

2. Total compensation

In the below overview 1 and 2 for total compensation, bonus achieved for 2023 was paid in 2024 and bonus achieved in 2024 was paid in 2025. The overview 3 shows the achieved bonus for 2024 to be paid in 2025.

Overview 1 compensation to management in 2024:

Position	Salary	Bonus	Pension	Share based compensation	Other	Total
VP Marketing	1 532 492	178 476	116 173	-	15 532	1 842 673
VP Medical	1 538 604	208 963	93 499	-	31 496	1 872 561
VP Sales APAC	1 926 097	-	109 719	-	40 706	2 076 523
VP Development	1 552 545	110 012	105 952	-	4 480	1 772 989
VP QA\Reg	1 345 238	190 847	85 507	-	4 480	1 626 072
VP Sales EMEA	1 432 563	140 106	104 438	-	32 724	1 709 831
VP Operations	1 444 589	152 558	99 469	-	6 322	1 702 938
VP Sales AMERICAS	2 738 850	508 528	109 554	-	-	3 356 933
VP Innovation	1 446 643	205 373	99 878	-	22 679	1 774 572
CBDO	1 521 907	206 310	97 842	-	24 128	1 850 187
CEO Medistim ASA	3 341 915	-	111 031	1 926 000	16 146	5 395 092
CFO Medistim ASA	2 142 690	-	106 970	-	8 164	2 257 824
	21 964 132	1 901 173	1 240 032	1 926 000	206 857	27 238 194

Entering 2025 there was a change in the management structure in Medistim. In 2024 VP sales positions in EMEA, APAC and AMERICAS reported directly to CEO. From 2025 this changed by hiring a Chief Commercial Officer CCO. The CCO reports directly to CEO and the VP sales positions report to CCO. This explains why top management goes from 12 people to 8.

Overview 2 compensation to management in 2025:

Position	Salary	Bonus	Pension	Other	Total
CEO Medistim ASA	3 309 120	1 393 738	140 718	22 870	4 866 446
CFO Medistim ASA	2 185 067	-	135 839	8 268	2 329 174
VP QA\Reg	1 560 465	282 134	105 479	1 697	1 949 775
VP Operations	1 509 587	63 564	125 699	4 392	1 703 242
VP Innovation	1 546 347	192 538	128 592	14 082	1 881 559
VP Development	1 286 296	103 136	94 594	3 768	1 487 794
VP Marketing	1 577 963	167 321	143 607	23 772	1 912 663
CCO	1 915 431	-	213 434	-	2 128 865
	14 890 276	2 202 431	1 087 962	78 849	18 259 518

Overview 3 accrued bonus to management based upon 2025 results to be paid in 2026:

Position	Bonus
CEO	1 473 214
CFO	581 050
CCO	957 600
VP Operations	234 718
VP R&D	-
VP QA/reg	-
VP Marketing	282 438
VP Innovation	269 515
Sum	3 798 535

3. Share based remuneration

Share program to management

In April 2025 The General meeting approved the financial assistance related to the long term share based incentive plan for senior management. The general meeting approved that the company make a loan with a limit of NOK 10,000,000 available to senior executives in Medistim ASA according to allmennaksjeloven § 8-10. The loan framework can only be used for partial financing of share purchases that Medistim senior executives has been offered. The program gives executive management the opportunity to purchase Medistim shares at a 25 % discount with a lock in period of at least 3 years, or as long as the executive is employed. The exercise of the offer will be limited in time and will only be used once. The share program did not include CEO since she has a separate arrangement The below list gives an overview of shares purchased and the financing of it:

Position	Shares purchased in NOK	Match 25 % in NOK	Total purchase of shares in NOK	Number of shares	Loan share program
Team leader HW	300 000	75 000	375 000	1 856	300 000
Team leader SW	150 000	37 500	187 500	928	-
Tech lead	300 000	75 000	375 000	1 856	300 000
Bus & Prod mgr Cardiac	300 000	75 000	375 000	1 856	300 000
Bus & Prod mgr Vascular	300 000	75 000	375 000	1 856	300 000
Medical advisor	300 000	75 000	375 000	1 856	300 000
Fin Mgr	300 000	75 000	375 000	1 856	300 000
VP Marketing	100 000	25 000	125 000	619	50 000
VP Sales APAC	300 000	75 000	375 000	1 856	300 000
VP QA\REG	800 000	200 000	1 000 000	3 772	800 000
VP R&D	800 000	200 000	1 000 000	3 772	800 000
VP Innovation	300 000	75 000	375 000	1 856	-
CFO	400 000	100 000	500 000	2 475	400 000
Total	4 650 000	1 162 500	5 812 500	26 414	4 150 000

CCO has a separate agreement since he is located in UK. He could purchase 3 shares and get 2 for free if in position after 3 years. The CCO purchased 3322 shares in November 2025 and will if in position receive another 1474 shares.

Share program to CEO

The CEO has a share program similar to management described above. The CEO 100% owned company, K2 Consulting AS, may purchase the shares from Medistim ASA with a lock in period of 3 years at a 25% discount. To finance the purchase, Medistim gives CEO a loan and when the lock in period has ended, she is given a bonus equal to the loan amount. Future grants in the CEO share program is on the same terms. Under the program CEO has received 26.000 shares 25% discount in the period from 2023 to 2025 and a 3 year lock in period.

Shares given in 2023 was 8 000 shares at NOK 177,19 per share if in position 01.01.2026

Shares given in 2024 was 8 000 shares at NOK 144,56 per share if in position 01.01.2027

Shares given in 2025 was 10 000 shares at NOK 129,78 per share if in position 01.01.2028

4. Use of right to reclaim

Not applicable in Medistim.

5. Information on how the remuneration complies with the remuneration policy and how performance criteria were applied.

On a yearly basis the company update its 3 year strategy plan. The review is performed during the board meeting in June. The updated strategy plan is the basis for the budget the following year. As part of the budget, which sets the financial goal for the coming year, an annual Goals and objectives (G & O) is also updated. The G & O breaks down the strategy plan and the budget down to departments goal for the year in question. Management bonus is linked to the budget for financial targets and the G & O when it is not financial targets. The table below shows the management position and criteria for bonus in 2025 and to what extent the criteria are achieved. The criteria related to G & O will vary based upon the G & O for the relevant year. See table below:

Position	Bonus criteria	Weight of the criteria	Type of measure	Target/Max bonus	Achieved
VP Marketing	Financial targets	60 %	Absolute target and linear scale	25% of base salary	80 %
	Approved internal project	40 %	Absolute measure		
VP Development New in position Q4 25	Financial targets	60 %	Absolute target	25% of base salary	0 %
	Approved internal project	40 %	Absolute measure		
VP QA\Reg New in position Q4 25	Financial targets	60 %	Absolute target	25% of base salary	0 %
	Approved internal project	40 %	Absolute measure		
VP Operations	Financial targets	60 %	Absolute target	25% of base salary	70 %
	Approved internal project	40 %	Absolute measure		
VP Innovation	Financial targets	60 %	Absolute target	25% of base salary	80 %
	Approved internal project	40 %	Absolute measure		
CCO	Financial targets	100 %	Linear scale	50% of base salary	100 %
CEO Medistim group	Linear EBIT measure	100 %	EBIT from last year + 37%	50% of base salary	100 %
CFO Medistim Group	Linear EBIT measure	100 %	EBIT from last year + 37%	30% of base salary	100 %

6. Deviation from the remuneration policy.

Nothing to report

7. Comparative information on change on remuneration.

Yearly change	Compensation in TNOK	RFY-4 vs. RFY-5	Compensation in TNOK	RFY-3 vs. RFY-4	Compensation in TNOK	RFY-2 vs. RFY-3	Compensation in TNOK	RFY-1 vs. RFY-2	Compensation in TNOK	RFY vs. RFY-1	Comment
Total compensation											
VP Marketing	1 489	2,32 %	1 834	23,20 %	1 873	2,15 %	1 843	-1,64 %	1 912	3,77 %	
VP Development	1 507	1,85 %	1 784	18,36 %	1 757	-1,52 %	1 773	0,90 %	556	-68,62 %	New in position Q4 2025
VP QA\Reg	1 270	2,32 %	1 597	25,77 %	1 604	0,48 %	1 626	1,35 %	557	-65,73 %	New in position Q4 2025
VP Operations	1 432	1,85 %	1 580	10,36 %	1 667	5,53 %	1 703	2,13 %	1 667	-2,13 %	
VP Innovation	1 412	n.a	1 860	31,75 %	1 910	2,68 %	1 775	-7,09 %	1 833	3,30 %	New position in year 4
CCO Medistim Group									2 129		New in position in 2025
CEO Medistim group	6 395	-0,14 %	8 866	38,63 %	7 206	-18,73 %	5 395	-25,13 %	4 866	-9,80 %	
CFO Medistim Group	2 001	-15,87 %	2 643	32,12 %	2 774	4,97 %	2 258	-18,62 %	2 299	1,82 %	
Company EBIT TNOK		116 278		141 251		131 442		131 076		196 196	
Average compensation employees		3,50 %		4,00 %		6,00 %		5,60 %		4,50 %	
Total number of employees		116		132		152		154		159	

To the General Meeting of Medistim ASA

Independent auditor's assurance report on report on salary and other remuneration to directors

Opinion

We have performed an assurance engagement to obtain reasonable assurance that Medistim ASA's report on salary and other remuneration to directors (the remuneration report) for the financial year ended 31. December 2025 has been prepared in accordance with section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation.

In our opinion, the remuneration report has been prepared, in all material respects, in accordance with section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation.

Board of directors' responsibilities

The board of directors is responsible for the preparation of the remuneration report and that it contains the information required in section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation and for such internal control as the board of directors determines is necessary for the preparation of a remuneration report that is free from material misstatements, whether due to fraud or error.

Our independence and quality control

We are independent of the company as required by laws and regulations and the International Ethics Standards Board for Accountants' Code of International Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements. The firm applies International Standard on Quality Management, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Auditor's responsibilities

Our responsibility is to express an opinion on whether the remuneration report contains the information required in section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation and that the information in the remuneration report is free from material misstatements. We conducted our work in accordance with the International Standard for Assurance Engagements (ISAE) 3000 - "Assurance engagements other than audits or reviews of historical financial information".

We obtained an understanding of the remuneration policy approved by the general meeting. Our procedures included obtaining an understanding of the internal control relevant to the preparation of the remuneration report in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal



control. Further we performed procedures to ensure completeness and accuracy of the information provided in the remuneration report, including whether it contains the information required by the law and accompanying regulation. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

BDO AS

Erik H. Lie
State Authorised Public Accountant
(This document is signed electronically)

PENNEO

Signaturene i dette dokumentet er juridisk bindende. Dokument signert med "Penneo™ - sikker digital signatur". De signerende parter sin identitet er registrert, og er listet nedenfor.

"Med min signatur bekrefter jeg alle datoer og innholdet i dette dokument."

Erik Helge Lie

State Authorised Public Accountant

Serienummer: bankid.no no_bankid:9578-5995-4-155606

IP: 188.95.xxx.xxx

2026-04-14 11:38:33 UTC



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