

Press Release
15 April 2025 17:40:00 CEST

NOTICE OF ANNUAL GENERAL MEETING 2025 OF SDIPTeCH AB (PUBL)

The shareholders of Sdiptech AB (publ), reg. no. 556672-4893 (the "Company") are hereby convened to the Annual General Meeting 16.00 on 19 May 2025, at IVA (Royal Swedish Academy of Engineering Sciences), Grev Turegatan 16, 114 46 i Stockholm. Registration starts 15.30.

The Board has decided, with the support of § 12 of the Company's Articles of Association, that those shareholders who are unable or unwilling to physically participate in the meeting shall be able to submit their votes in advance by so-called postal voting. More information about it below.

General requirements for participation

Shareholders who wish to participate in the meeting, regardless of whether this is done physically or by postal vote, must be entered in the share register kept by Euroclear Sweden AB as of the record date, 9 May 2025.

Shareholders with nominee-registered shares must temporarily have the shares re-registered in their own name as of the record date and contact should be made with the bank / nominee well in advance. The nominee has the opportunity to make such voting rights retroactive, however, no later than 13 May 2025 in order for it to be taken into account when presenting the share register.

Requirements for participation through physical presence in the meeting room

Shareholders who wish to participate in the Annual General Meeting in the meeting room, in person or by proxy, must also register with the Company no later than 13 May 2025.

Registration for the meeting must be made either via a digital form available via the company's website www.sdiptech.se, or by regular mail to Sdiptech AB, Att: Annual General Meeting, Nybrogatan 39, 114 39 Stockholm.

When registering, shareholders must state their name, telephone number during the day and personal or organization number. Shareholders or their representatives have the right to include a maximum of two assistants. The number of assistants must be pre-registered in the same way as the shareholder.

Shareholders represented by proxy must issue a dated and signed power of attorney which should be sent to the Company before the meeting in the manner specified above together with registration certificates for owners who are legal persons, which show that those who signed the power of attorney are competent. The power of attorney may not be older than one year unless it states that it is valid for a longer period, but no longer than five years. Proxy forms are available on the company's website <https://www.sdiptech.se>

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Requirements for participation by postal voting in advance

The shareholder who only refers to postal voting must send in their votes no later than 13 May 2025, through a digital form that is available on the company's website <https://www.sdiptech.se>. No separate registration is required for those who only wish to vote by mail, since a submitted postal voting form is considered a registration.

Shareholders who vote by postal voting, represented by proxy, must issue a dated and signed power of attorney which is attached to the digital postal voting form together with proof of registration for owners who are legal persons, which shows that those who signed the power of attorney are authorized. The power of attorney may not be older than one year unless it states that it is valid for a longer period, but no longer than five years. Proxy forms are available on the company's website <https://www.sdiptech.se>

Proposed agenda

1. Opening of the meeting
2. Election of chairman of the meeting
3. Preparation and approval of the voting list
4. Election of one or two persons to approve the minutes of the meeting
5. Determination as to whether the meeting has been duly convened
6. Approval of the agenda
7. Presentation of the annual accounts and the auditors' report and the consolidated accounts and the auditors' report on the consolidated accounts
8. Presentation by the CEO
9. Resolution on:
 - a. adoption of the income statement and the balance sheet and the groups' income statement and balance sheet;
 - b. allocation of the result of the Company in accordance with the adopted balance sheet;
 - c. discharge of liability for the members of the Board of Directors and the CEO
10. Resolution on the number of members of the Board of Directors
11. Determination of fees for the members of the Board of Directors and the auditor
12. Election of the Board of Directors
13. Election of Auditor until the end of the next annual general meeting
14. Resolution on the Nomination Committee
15. Presentation of the board's remuneration report for approval
16. Resolution on authorization for the Board to issue shares, convertibles and warrants
17. Resolution on incentive program
 - a. Resolution on issuing warrant program series TO2028 and approval of assigning of warrants
 - b. Resolution on issuing warrant program series TO2029 and approval of assigning of warrants
18. Closing of the meeting

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Proposals for resolutions

Proposals from the Nomination Committee under item 2 and 10 - 15

1 Agenda item 2 - Election of chairman of the meeting

Jan Samuelson, Chairman of the board, is proposed to be appointed as chairman of the meeting.

2 Agenda item 10 - Resolution on the number of members of the Board of Directors

The Board of Directors is proposed to consist of six members with no deputy members.

3 Agenda item 11 - Determination of fees for the members of the Board of Directors and the auditor

Proposed fees to the Board of Directors until the next annual general meeting of SEK 320,000 (305,000) to be paid to each member of the Board of Directors, and SEK 910,000 (870,000) to be paid to the Chairman of the Board.

For the Company's Audit Committee, a fee of SEK 205,000 (195,000) is proposed to be paid to the chairman and a fee of SEK 70,000 (65,000) to be paid to each member. For the Company's Investment Committee, a fee of SEK 100,000 (50,000) is proposed to be paid to the chairman and a fee of SEK 50,000 (50,000) to be paid to each member. For the Company's Remuneration Committee, a fee of SEK 40,000 (40,000) is proposed to be paid to the chairman and a fee of SEK 20,000 (20,000) to be paid to each member.

Auditors' fees are proposed to be payable in accordance with approved invoice.

Agenda item 12 - Election of the Board of Directors

Johnny Alvarsson, Birgitta Henriksson, Joakim Landholm, Jan Samuelson and Kristina Schauman are proposed for re-election as board members for the period until the end of the next annual general meeting. All members proposed for re-election are independent in relation to both Sdipotech and its senior executives as well as to the company's major shareholders. Information about the members proposed for re-election can be found on the company's website, www.sdiptech.se.

The Nomination Committee also proposes the election of Jakob Holm. Jakob has previously been CEO of Sdipotech AB from 2016 to 2023. It is the Nomination Committee's assessment that Jakob will strengthen the board through his expertise and experience of the company and its operations and thereby be able to significantly contribute to the company's strategic and financial development. Jakob is currently active within Systematic Growth. As a result of his previous CEO role, Jakob is to be seen as dependent in relation to the company and as a result of his involvement in Systematic Growth as dependent in relation to the company's largest shareholder in terms of votes, Ashkan Pouya.

Jakob Holm's shareholding in Sdipotech AB: 224,177 Class B shares, 2,580 preference shares and 2,500,000 in nominal value in Sdipotech's bond.

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Jan Samuelson is proposed for re-election as Chairman of the Board.

Agenda item 13 - Election of Auditor until the end of the next annual general meeting

Proposed election of PwC Sweden as auditor of the Company until the end of the next annual general meeting, 2025. Should the proposal be adopted, PwC intends to appoint Anna Rosendal as auditor in charge. The nomination committee's proposal is consistent with the audit committee's recommendation.

Agenda item 14 - Resolution on the Nomination Committee

The Nomination Committee proposes that the meeting resolves on the following principles for appointing the Nomination Committee for the next annual general meeting:

General information about the nomination committee

The nomination committee's term extends until a new nomination committee is appointed in accordance with this instruction.

The nomination committee's task shall be to submit proposals to the next annual general meeting regarding the number of board members, remuneration (including remuneration for committee work) to the chairman of the board and other members and to the auditor respectively, the composition of the board, chairman of the board, chairman of the annual general meeting, election of auditors and decisions on instructions for the nomination committee's work.

The nomination committee must take into account that the board must have an appropriate composition with regard to the company's operations, stage of development and conditions in general, characterized by versatility and breadth regarding the competence, experience and background of the members elected by the general meeting. An even gender distribution must be pursued.

The members of the nomination committee are subject to a duty of confidentiality regarding Sdiptech AB's affairs. At the Company's request, this obligation must be confirmed by the members by signing a confidentiality agreement.

No remuneration shall be paid to the members of the nomination committee. The company must be responsible for reasonable costs for the nomination committee to be able to carry out its tasks.

The composition of the selection committee

The nomination committee shall have three members. The nomination committee is appointed by the Company's chairman of the board contacting the three largest shareholders/owner groups in terms of votes ("Largest Owners") in the Company as of 30 September of the year before the annual general meeting is held, according to the owner information in the share register prepared by Euroclear Sweden AB (or that in another way are proved to be one of the Largest Owners). These three owners have the right to appoint

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one member each. If one of these waives this right, the next shareholder/owner group in order of voting size must be given the opportunity to appoint a member to the nomination committee. However, more than the ten largest shareholders do not need to be asked. The chairman of the board must be an adjunct member of the nomination committee and be the convener of the nomination committee's meetings.

The CEO, or another person from the company's management, does not have the right to be a member of the nomination committee.

The chairman of the nomination committee shall, unless the members agree otherwise, be the member appointed by the largest shareholder.

The composition of the nomination committee must be announced no later than six months before the annual general meeting.

Changes in the composition of the election committee

If a new shareholder earlier than three months before the annual general meeting passes, in voting rights, one of the shareholders who have appointed a member to the nomination committee, this shareholder can contact the chairman of the nomination committee and request to appoint a member to the nomination committee. If that happens, the member appointed by the shareholder with the smallest number of votes must leave the nomination committee at the same time.

If a shareholder who appointed a member to the nomination committee earlier than three months before the annual general meeting to the number of votes is no longer qualified to appoint such a member, this member must make his place available. The chairman of the nomination committee must then contact the shareholder with the largest number of votes who has not previously been offered a seat. If he does not want to appoint a member, the matter must be passed on to the next shareholder whose turn it is, as long as there is one within the scope of the ten largest shareholders in terms of votes.

Shareholders who have appointed a member to the nomination committee have the right to dismiss such member and appoint a new member at any time.

Changes in the composition of the nomination committee must be announced as soon as they have taken place.

This instruction shall be valid until further notice.

Resolutions from the Board of Directors

Agenda item 9 b) – Resolution on allocation of the result of the Company in accordance with the adopted balance sheet

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The Board of Directors proposes that the meeting resolves upon a dividend to shareholders of preference shares in accordance with the articles of association. Of the funds available to the Meeting, SEK 2 313 336 955, eight SEK per preference share, i.e. a total of SEK 14,000,000 shall be paid quarterly to the preference shareholders with one quarter of the total amount (i.e. two SEK per preference share) per occasion. The proposal is based on all outstanding preference shares as of the date of this notice (i.e. a total of 1,750,000 preference shares).

Suggested record dates for the dividend are:

1. June 13, 2025, with estimated payment date on June 18, 2025;
2. September 15, 2025, with estimated payment date on September 18, 2025;
3. December 15, 2025, with estimated payment date on December 18, 2025; and
4. March 13, 2026, with estimated payment date on March 18, 2026.

According to the Company's Articles of Association, as of the fourth anniversary of the initial issue (i.e., as of March 4, 2019) and for the period thereafter, the Company's preference shares may be redeemed in an amount corresponding to (i) SEK 105 plus (ii) any accrued portion of Preference Dividend together with (iii) any outstanding amount calculated with an amount corresponding to an annual interest. However, the redemption amount for each redeemed preference share shall never be less than the share's quota value.

"Accrued portion of the Preference Dividend" refers to the accrued Preference Dividend for the period beginning with the day after the last record date for dividends on preference shares up to and including the day of payment of the redemption amount. The number of days must be calculated based on the actual number of days in relation to 90 days.

The Board of Directors proposes that no dividend be paid on ordinary shares of series A or ordinary shares of series B without balancing the remaining profit of SEK 2 299 336 955 in a new account, of which SEK 2 094 236 582 will be transferred to the premium fund and SEK 205 100 373 to retained earnings.

Agenda item 15 – Presentation of the board's remuneration report for approval

The board of directors proposes that the annual general meeting resolves to approve the board's remuneration report for 2024.

Agenda item 16 – Resolution on authorization for the Board to issue shares, convertibles and warrants

The board of directors proposes that the annual general meeting resolves to authorize the board of directors to, until the next annual general meeting, with or without deviation from the shareholders' preferential rights, on one or several occasions resolve to issue ordinary shares, convertible instruments and/or warrants. Payment may be made in cash and/or with in kind or by way of set-off, or other conditions.

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The total increase of the number of ordinary shares, which includes issuance, conversion or subscription for new shares, may – where it entails a deviation from the shareholders' preferential rights – correspond to a dilution of a maximum of 10 percent of the number of outstanding ordinary shares at the time when the authorization is first utilized, adjusted for any splits or similar.

The board, or the person appointed by the board, shall have the right to decide on minor changes to the meeting's decision that may be required in connection with registration of the decision with the Swedish Companies Registration Office or due to other formal requirements.

Agenda item 17 – Resolution on incentive program

In order for the Group to be able to retain and recruit competent and committed personnel, the Board of Directors proposes that the annual general meeting, in deviation from the shareholders' preferential rights, resolves to introduce a long-term incentive program for employees in the Group. At the time of the meeting, the Company has two outstanding long-term incentive programs; the warrant program 2023/2026 and the share savings program 2024, adopted at the annual general meetings in 2023 and 2024. For a description of the Company's long-term incentive program, please refer to the Company's annual report for 2024, as well as to the Company's website.

The Board has noted that the exercise price for the outstanding warrant program 2023 /2026 significantly exceeds the current share price and that it therefore is limited in fulfilling its purposes. As a result, the Board assesses that it is of value to the company's shareholders to offer the company's senior executives participation in two new warrant programs with the aim of recreating real long-term financial incentives. The difference between the two programs is the term. Participation in the programs takes place with an equal number of warrants in each program.

The Board of Directors proposes that the Annual General Meeting resolves to introduce an incentive program for the Company's employees through the issuance of a total of a maximum of 650,000 warrants divided into two series: (a) 325,000 warrants of series 2025 /2028 (“**TO2028**”), (b) 325,000 warrants of series 2025/2029 (“**TO2029**”) in accordance with the appendices posted on the Company's website.

Upon full subscription of all warrants of series TO2028 and TO2029, 650,000 new ordinary shares of series B (“B shares”) may be issued, which corresponds to a dilution of approximately 1.7 percent of the total number of ordinary shares of series A and series B and approximately 1.3 percent of the total number of votes in the Company that ordinary shares of series A and series B represent (based on the number of such outstanding shares as of the date of the notice). Including the outstanding warrant program 2023/2026, the

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total maximum dilution is approximately 2.5 percent of the total number of ordinary shares of series A and series B and approximately 1.9 percent of the total number of votes in the Company that ordinary shares of series A and series B represent (based on the number of such outstanding shares as of the date of the notice).

The General Meeting's resolution regarding this item is valid only if supported by shareholders with at least nine-tenths (9/10) of both the votes cast and the shares represented at the meeting.

Agenda item 17a. – Resolution on issuing warrant program series TO2028 and approval of assigning of warrants

The Board of Directors proposes that the General Meeting resolves to issue a maximum of 325,000 warrants of series TO2028, each warrant carrying the right to subscribe for one new B share in the Company, as a result of which the Company's share capital may be increased by a maximum of SEK 8,125.

Each warrant of series TO2028 entitles the holder to subscribe for one new B share in the Company during the following periods: (i) a period of 5 banking days from and including June 10, 2028, (ii) a period of 10 banking days from and including the banking day after the publication of the Company's interim report for the second quarter of 2028, and (iii) a period of 10 banking days from and including the banking day after the publication of the Company's interim report for the third quarter of 2028, but no later than November 30, 2028 (each a "Subscription Period").

Upon full subscription under all warrants of series TO2028, 325,000 new ordinary shares of series B may be issued, which corresponds to a dilution of approximately 0.9 percent of the total number of ordinary shares of series A and series B and approximately 0.6 percent of the total number of votes in the Company that ordinary shares of series A and series B represent (based on the number of such shares outstanding as of the date of the notice). The subscription price for new B shares subscribed under warrants for TO2028 shall amount to an amount corresponding to 120 percent of the volume-weighted average price paid for the B share on Nasdaq Stockholm (or other equivalent trading venue or regulated market on which the Company's shares are traded) during the period from and including May 20, 2025 to and including June 3, 2025 (the "Calculation Period").

The increase in the Company's share capital upon exercise of the TO2028 series warrants will amount to a maximum of SEK 8,125, subject to the increase that may be caused by recalculation of the subscription price and the number of shares that each warrant entitles to subscription as a result of issues, etc. If the subscription price exceeds the quota value, the excess amount shall be added to the free share premium fund.

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The right to acquire warrants shall be granted to employees of the Company and its subsidiaries (the Company and its subsidiaries are collectively referred to as the "Group"). Notification of acquisition of warrants shall be made no later than June 10, 2025. However, the Board of Directors of the Company shall have the right to extend the period for notification of acquisition. Additional new employees may also be entitled to acquire warrants, whereby notification of the acquisition of warrants may take place at a later date. Such acquisitions shall be made at the then current market value and the board shall specify a corresponding notification period for new employees whose acquisition takes place after the initial notification period. The board has the right to extend the respective subscription period and the time for payment in the event that any participant is prevented from subscribing for shares due to insider or market abuse legislation.

If not all warrants are acquired, the remaining number may be allocated to participants regardless of category. However, no participant may acquire additional warrants that correspond to more than 50 percent of the number of warrants that each participant may acquire. The transfer of the warrants to the participants shall take place at a price corresponding to the market value of the warrant, which shall be calculated using the Black & Scholes valuation model by an independent valuation institute. With an estimated future volatility level during the term of the warrants of 29 percent and the assumption that the average value of the Company's share during the period for the valuation of the warrants amounts to SEK 179, whereby the subscription price for the TO2028 warrants will amount to SEK 214.8 per Warrant, the preliminary estimated market value according to the Black & Scholes valuation model will be SEK 27.4 per TO2028 warrant.

Agenda item 17b. – Resolution on issuing warrant program series TO2029 and approval of assigning of warrants

The Board of Directors proposes that the General Meeting resolves to issue a maximum of 325,000 warrants of series TO2029, each warrant carrying the right to subscribe for one new B share in the Company, as a result of which the Company's share capital may be increased by a maximum of SEK 8,125.

Each warrant of series TO2029 entitles the holder to subscribe for one new B share in the Company during the following periods: (i) a period of 5 banking days from and including June 10, 2029, (ii) a period of 10 banking days from and including the banking day after the publication of the Company's interim report for the second quarter of 2029, and (iii) a period of 10 banking days from and including the banking day after the publication of the Company's interim report for the third quarter of 2029, but no later than November 30, 2029 (each a "Subscription Period").

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Upon full subscription under all warrants of series TO2029, 325,000 new ordinary shares of series B may be issued, which corresponds to a dilution of approximately 0.9 percent of the total number of ordinary shares of series A and series B and approximately 0.6 percent of the total number of votes in the Company that ordinary shares of series A and series B represent (based on the number of such shares outstanding as of the date of the notice). The subscription price for new B shares subscribed under warrants for TO2029 shall amount to an amount corresponding to 126 percent of the volume-weighted average price paid for the B share on Nasdaq Stockholm (or other equivalent trading venue or regulated market on which the Company's shares are traded) during the period from and including May 20, 2025 to and including June 3, 2025 (the "Calculation Period").

The increase in the Company's share capital upon exercise of the TO2028 series warrants will amount to a maximum of SEK 8,125, subject to the increase that may be caused by recalculation of the subscription price and the number of shares that each warrant entitles to subscription as a result of issues, etc. If the subscription price exceeds the quota value, the excess amount shall be added to the free share premium fund.

The right to acquire warrants shall be granted to employees of the Company and its subsidiaries (the Company and its subsidiaries are collectively referred to as the "Group"). Notification of acquisition of warrants shall be made no later than June 10, 2025. However, the Board of Directors of the Company shall have the right to extend the period for notification of acquisition. Additional new employees may also be entitled to acquire warrants, whereby notification of the acquisition of warrants may take place at a later date. Such acquisitions shall be made at the then current market value and the board shall specify a corresponding notification period for new employees whose acquisition takes place after the initial notification period. The board has the right to extend the respective subscription period and the time for payment in the event that any participant is prevented from subscribing for shares due to insider or market abuse legislation.

If not all warrants are acquired, the remaining number may be allocated to participants regardless of category. However, no participant may acquire additional warrants that correspond to more than 50 percent of the number of warrants that each participant may acquire. The transfer of the warrants to the participants shall take place at a price corresponding to the market value of the warrant, which shall be calculated using the Black & Scholes valuation model by an independent valuation institute. With an estimated future volatility level during the term of the warrants of 29 percent and the assumption that the average value of the Company's share during the period for the valuation of the warrants amounts to SEK 179, whereby the subscription price for the TO2029 warrants will amount to SEK 225,5 per Warrant, the preliminary estimated market value according to the Black & Scholes valuation model will be SEK 31.45 per TO2029 warrant.

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Special majority requirements

For a valid resolution under item 16, the proposal must be supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting. For valid resolutions under item 17, the proposal must be supported by shareholders representing at least nine-tenths of both the votes cast and the shares represented at the meeting.

Documents

Complete proposals for resolutions, accounting documents, auditor's report and other documents prior to the Annual General Meeting are available at the Company's office at Nybrogatan 39, 114 39 Stockholm and on the Company's website <https://www.sdiptech.se> no later than 28 April 2025. The documents are sent free of charge to the shareholders who specifically request it and state their postal address.

Number of shares and votes

The total number of shares in the company as of the date of this notice is 39,741,938 shares, divided into 1,750,000 preference shares with one vote each, 1,424,000 A shares with ten votes each and 36,567,938 B shares with one vote each. The total number of votes in the company is 52,557,938. As of the date of this notice, the company does not hold any treasury shares.

Information at the meeting

Shareholders are reminded of their right to request information from the board of directors and the CEO at the meeting in accordance with Chapter 7, 32 and 57 §§ of the Swedish Companies Act.

Processing of personal data

A general description of how your personal data is handled prior to the Annual General Meeting can be found on Euroclear's website <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Stockholm April 2025

Sdiptech AB (publ)

Board of Directors

For additional information, please contact:

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About Us

Sdiptech is a technology group that acquires and develops market-leading niche operations that contribute to creating more sustainable, efficient and safe societies. Sdiptech has approximately SEK 5,000 million in sales and is based in Stockholm.

Sdiptech's common shares of series B are traded on Nasdaq Stockholm under the short name SDIP B with ISIN code SE0003756758. Sdiptech's preferred shares are traded under the short name SDIP PREF with ISIN code SE0006758348. Further information is available on the company's website: www.sdiptech.se