

Notice of Extraordinary General Meeting of Ambea AB (publ)

Ambea AB (publ), Reg. No. 556468-4354, with its registered office in Stockholm, gives notice of the Extraordinary General Meeting to be held on Tuesday 4 November 2025 at 12:00 p.m. at Ambea's head office, Röntgenvägen 3 D, SE-171 54 Solna, Sweden. Registration starts at 11:30 a.m.

Right to participate in the Extraordinary General Meeting and notice of participation

Participation at the venue

A shareholder who wishes to participate in the Extraordinary General Meeting at the venue in person or represented by a proxy must

- (i) be recorded in the share register maintained by Euroclear Sweden AB relating to the circumstances on 27 October 2025, and
- (ii) no later than 28 October 2025 give notice electronically via the company's website, www.ambea.se/investerare or via e-mail to proxy@computershare.se, by post to Computershare AB, "Ambea Extraordinary General Meeting", Box 149, SE-182 12 Danderyd, Sweden, or by telephone +46(0) 771 24 64 00. When providing such notice, the shareholder shall state name, personal or corporate registration number, address, telephone number and the number of any accompanying assistant(s) (maximum two assistants).

If a shareholder is represented by proxy, a written, dated proxy for the representative must be issued. A proxy form is available on the company's website, www.ambea.se. If the proxy is issued by a legal entity, a certificate of registration or equivalent certificate of authority should be enclosed. To facilitate the registration at the General Meeting, the proxy and the certificate of registration or equivalent certificate of authority should be sent to the company as set out above so that it is received no later than 3 November 2025.

Participation by advance voting

A shareholder who wishes to participate in the Extraordinary General Meeting by advance voting must

- (i) be recorded in the share register maintained by Euroclear Sweden AB relating to the circumstances on 27 October 2025, and
- (ii) notify its intention to participate in the General Meeting no later than 28 October 2025, by casting its advance vote in accordance with the instructions below so that the advance vote is received by Computershare AB no later than on that day.

A shareholder who wishes to participate in the Extraordinary General Meeting at the venue in person or represented by a proxy must give notice thereof in accordance with what is set out under *Participation at the venue* above. This means that a notification by advance vote is not sufficient for a person who wishes to participate at the venue.

A special form shall be used when advance voting. The advance voting form is available on the company's website, www.ambea.se. A completed and signed form may be submitted by post to Computershare AB, "Ambea Extraordinary General Meeting", Box 149, SE-182 12 Danderyd, Sweden or via e-mail to proxy@computershare.se. Shareholders may also submit advance votes electronically through BankID verification in accordance with instructions on the company's website, www.ambea.se/investerare. The completed form shall be received by Computershare AB not later than 28 October 2025. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the advance vote in its entirety) is invalid. Further instructions and conditions are included in the form for advance voting.

If a shareholder votes by proxy, a written and dated proxy shall be enclosed to the advance voting form. Proxy forms are available on the company's website, www.ambea.se. If the shareholder is a legal entity, a certificate of incorporation or an equivalent certificate of authority should be enclosed.

If a shareholder has voted in advance and then attends the Extraordinary General Meeting in person or through a proxy, the advance vote is still valid except to the extent the shareholder participates in a voting procedure at the General Meeting or otherwise withdraws its casted advance vote. If the shareholder chooses to participate in a voting at the General Meeting, the vote cast will replace the advance vote with regard to the relevant item on the agenda.

Nominee-registered shares

To be entitled to participate in the Extraordinary General Meeting, a shareholder whose shares are held in the name of a nominee must, in addition to providing notification of participation, register its shares in its own name so that the shareholder is recorded in the share register relating to the circumstances on 27 October 2025. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee's procedures and in such time in advance as the nominee determines. Voting right registrations completed by the nominee not later than 29 October 2025 will be taken into account when preparing the register of shareholders.

Number of shares and votes

As per the date of this notice there are a total of 84,101,290 shares outstanding in the company that entitle to one vote per share at the General Meeting. As of the date of this notice (i.e. 9 October 2025), the company holds no own shares.

Proposed agenda

1. Opening of the Extraordinary General Meeting
2. Appointment of chairman of the Extraordinary General Meeting

3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to approve the minutes
6. Determination of whether the Extraordinary General Meeting has been duly convened
7. Resolution on long-term incentive program to senior executives and key employees
 - (a) Resolution on incentive program consisting of warrants with subsidy
 - (b) Resolution on incentive program consisting of warrants without subsidy
 - (c) Resolution on incentive program consisting of call options
8. Closing of the Extraordinary General Meeting

Proposed resolutions

Item 2 – Appointment of chairman of the Extraordinary General Meeting

The board of directors proposes that Sofie Bjärtun, member of the Swedish Bar Association from Advokatfirman Vinge, is appointed as chairman of the Extraordinary General Meeting.

Item 7 – Resolution on long-term incentive program to senior executives and key employees

The board of directors proposes that the Extraordinary General Meeting resolves, in accordance with item 7(a), to issue not more than 540,000 warrants to a subsidiary of the company for subsequent transfer within the scope of a long-term incentive program to senior executives and key employees, with Ambea subsidizing the participants' acquisition of warrants on the terms set out below. Should the majority requirement for item 7(a) not be met, the board of directors proposes that the Extraordinary General Meeting resolves, in accordance with item 7(b), to issue not more than 540,000 warrants to a subsidiary of the company for subsequent transfer within the scope of a long-term incentive program to senior executives and key employees, but without Ambea subsidizing the participants' acquisition of warrants. Should the majority requirement for item 7(b) not be met, the board of directors proposes that the Extraordinary General Meeting resolves, in accordance with item 7(c), to implement an incentive program consisting of call options.

Resolution on incentive program consisting of warrants with subsidy (item 7(a))

In total, the incentive program comprises a maximum of 48 individuals. The incentive program entails that senior executives and key employees, who have entered into an agreement with the company stipulating, among other things, a pre-emption right for the company, are offered to acquire warrants at market value, calculated in accordance with the Black-Scholes valuation formulae.

Each warrant entitles the holder to subscribe for one new share in Ambea. The warrants have an exercise price per share corresponding to 115 percent of the average volume weighted price of the company's share during the period of five trading days falling immediately before the offer for subscription of the warrants (the "**Offer day**"), however as a minimum of the quota value of the share. If, at the time of subscription of shares, the closing price, on the trading day immediately preceding the subscription, exceeds 200 percent of the exercise price during the period of five trading days falling immediately before the Offer day, the exercise price shall be increased by the above-mentioned price to the extent that it exceeds 200 percent of the exercise price.

Each warrant entitles to subscription of one new share in Ambea during two periods, both during two weeks from the day of publication of the interim report for the period 1 January – 30 September 2028 as well as during two weeks from the day of publication of the interim report for the period 1 January – 31 March 2029. However, subscription may not take place later than 31 May 2029.

The price per warrant upon transfer to the participants shall be established by the company, or by an independent appraiser or auditor firm, as soon as possible after the exercise price has been established and shall correspond to the market value of the warrant calculated in accordance with the Black-Scholes valuation formulae.

Ambea will subsidize the participants' acquisition of warrants in accordance with the following. The company will pay an amount corresponding to 50 percent of the price per warrant for each of the below two performance conditions fulfilled, up to a maximum of 100 percent of the price per warrant if both performance conditions are fulfilled. The performance conditions are individually and in equal parts (i) eNPS and (ii) care receiver survey for elderly care (Sw. *brukarundersökning*). Each performance condition is fulfilled if the average results for the years 2026 and 2027, respectively, are above the average results for the years 2023 and 2024, respectively. Payment will be made after the outcome of the fulfilment of the performance conditions has been established. Ambea will cover the customary social security contributions payable on the subsidy. Any other costs by reason of the subsidy, such as pension premiums, shall be borne by the participant whereby such costs will be deducted from the subsidy paid to the participant.

The company shall, in connection with the transfer of the warrants to the participants in the program, reserve a pre-emption right, with certain exceptions, regarding the warrants if the participant's employment or engagement within the group is terminated or if the participant wishes to transfer its warrants prior to the exercise period.

The complete terms and conditions for the warrants have been resolved by the board of directors and are available to the shareholders in accordance with the below.

Allocation of warrants

Not more than 48 senior executives and key employees in the Ambea group shall be entitled to acquire warrants up to the maximum number of warrants as set out below. To be offered to participate it is further required, for participants who have been invited to participate in Ambea's warrant program in the preceding year or two preceding years, that such participant has invested during such year or years in accordance with the terms of the program applicable at the time. Furthermore, participants in each category must invest the minimum amount set out below.

Position	Guaranteed number of warrants per participant of each category	Minimum amount in SEK per participant of each category
CEO	40,000	150,000

CFO	28,000	105,000
Management group 1 (approx. 6 individuals)	20,000	75,000
Management group 2 (approx. 4 individuals)	16,000	60,000
Other key persons (approx. 36 individuals)	8,000	30,000

Each participant may acquire its guaranteed number of warrants in accordance with the allocation as set out above. Each participant may apply for over-allotment corresponding to 175 percent of the participant's guaranteed number of warrants, which constitutes each participant's maximum number of warrants to be acquired. Over-allotment of warrants is first made to the CEO and is then distributed pro rata based on acquisition between the other participants.

Effect on important key ratios, costs for the program and dilution

The cost for the incentive program is expected to have a marginal impact on Ambea's key ratios. The total cost for the incentive program, including the subsidy, is estimated not to exceed SEK 9 million during the term of the program. The total cost for the subsidy is calculated to amount to up to SEK 8.5 million including social security contributions (based on a social security tax rate of 28.35 percent) for the entire term of the program. The stated cost is based on the below preliminary price of the warrants and presumes that all participants are still employed by Ambea (including have not given notice or received notice of termination of employment) at the payment of the subsidy and that the subsidy is paid in full. The stated cost does not take into account that the participants pay the warrant premium at the time of the acquisition of the warrant. The payment of the subsidy is subject to the performance conditions as set out above. In addition to what is stated above, the cost for the program has been calculated on the basis that the program comprises a maximum of 48 participants and that these participants acquire the maximum allowable allocation as stated above.

According to a preliminary valuation, the market value of the warrants corresponds to approximately SEK 16.50 per warrant (assuming a price of the company's shares of approximately SEK 135 per share, an exercise price of approximately SEK 155.25 per share, a risk-free interest rate of 2.01 percent and a volatility of 28 percent), calculated according to the Black-Scholes valuation formulae.

Based on the number of shares in Ambea as of the date of the notice convening the Extraordinary General Meeting, the maximum dilution as a result of the warrant program may amount to approximately 0.64 percent, subject to any recalculation according to the warrant terms. If Ambea's other outstanding share-related incentive programs are included in the calculation, the maximum dilution amounts to approximately 1.10 percent.

The rationale for the incentive program

The rationale for the incentive program is to create opportunities to motivate and retain competent employees in the Ambea group as well as to align the targets of the participants with those of the company. The incentive program has been established as it is deemed desirable for senior executives and key employees within the Ambea group to be shareholders of the company. The board of directors considers that the implementation of the incentive program as described above is in the favour of the group and the shareholders in the company.

Preparation of the proposal

The incentive program has been prepared by the board of directors and its remuneration committee together with advisors, and has been reviewed at a meeting of the board of directors in October 2025.

Other incentive programs

For a description of Ambea's other share-related incentive programs, reference is made to the annual report for 2024 and the board's remuneration report for 2024.

Resolution on incentive program consisting of warrants without subsidy (item 7(b))

Should the majority requirement for item 7(a) not be met, the board of directors proposes that the Extraordinary General Meeting resolves to issue not more than 540,000 warrants to a subsidiary of the company for subsequent transfer within the scope of a long-term incentive program to senior executives and key employees. The complete terms and conditions for the warrants have been resolved by the board of directors and are available to the shareholders in accordance with the below. The proposal corresponds to the proposal under item 7(a) with the following amendments.

Participants in each category must invest the minimum amount set out below.

Position	Guaranteed number of warrants per participant of each category	Minimum amount in SEK per participant of each category
CEO	40,000	100,000
CFO	28,000	70,000
Management group 1 (approx. 6 individuals)	20,000	50,000
Management group 2 (approx. 4 individuals)	16,000	40,000
Other key persons (approx. 36 individuals)	8,000	20,000

Ambea will not subsidize the participants' acquisition of warrants and since the warrants are acquired at market value, no social security costs shall arise for the company in connection with the transfer of the warrants. The company's costs for the program will therefore be limited and relate to the implementation and administration of the incentive program.

Resolution on incentive program consisting of call options (item 7(c))

Should the majority requirement for items 7(a) and 7(b) not be met, the board of directors proposes that the Extraordinary General Meeting resolves, in accordance with item 7(c), to implement an incentive program consisting of call options in accordance with the below.

In total, the incentive program comprises a maximum of 48 individuals and 540,000 call options. The incentive program entails that senior executives and key employees are offered to acquire call options at market value, calculated in accordance with the Black-Scholes valuation formulae.

Each call option entitles the holder to receive one share in Ambea. The call options have an exercise price per share corresponding to 115 percent of the average volume weighted price of the company's share during the period of five trading days falling immediately before the offer for acquisition of the call options (the "**Offer day**"). The price thus calculated shall be rounded off to the nearest whole SEK 0.10, whereupon SEK 0.05 shall be rounded downwards. If, at the time of exercise of the call option, the closing price, on the trading day immediately preceding the exercise, exceeds 200 percent of the exercise price during the period of five trading days falling immediately before the Offer day, the exercise price shall be increased by the above-mentioned price to the extent that it exceeds 200 percent of the exercise price.

Each call option entitles to one share in Ambea during two periods, both during two weeks from the day of publication of the interim report for the period 1 January – 30 September 2028 as well as during two weeks from the day of publication of the interim report for the period 1 January – 31 March 2029. However, exercise of call options may not take place later than 31 May 2029. The price to be paid per share and the number of shares that each call option entitles to acquire may be subject to customary adjustments, including dividend. The time at which the call options may be exercised may be brought forward as a result of any merger or similar actions.

The price per call option upon acquisition by the participants shall be established by the company, or by an independent appraiser or auditor firm, as soon as possible after the exercise price has been established and shall correspond to the market value of the call option calculated in accordance with the Black-Scholes valuation formulae.

The call options are freely transferable. However, the company shall reserve a pre-emption right, with certain exceptions, regarding the call options if the participant's employment or engagement within the group is terminated or if the participant wishes to transfer its call options prior to the exercise period.

The board of directors shall, within the framework of the conditions set out be responsible for the preparation and management of the incentive program. Issuing call options to employees outside

Sweden is dependent on tax effects, that there is no legal impediment, and that the board of directors determines that such allocation can be carried out with reasonable administrative and financial resources. The board of directors shall be entitled to make such minor amendments to the incentive program as required by applicable foreign legislation and regulations.

The company has the right to repurchase the call options from the participant if the participant does not wish to use all acquired call options and has notified the company about this. Acquisition of call options shall occur at a price which at the time was equivalent to no more than the market value.

Allocation of call options

Not more than 48 senior executives and key employees in the Ambea group shall be entitled to acquire call options up to the maximum number of call options as set out below. To be offered to participate it is further required, for participants who have been invited to participate in Ambea's warrant program in the preceding year or two preceding years, that such participant has invested during such year or years in accordance with the terms of the program applicable at the time. Furthermore, participants in each category must invest the minimum amount set out below.

Position	Guaranteed number of call options per participant of each category	Minimum amount in SEK per participant of each category
CEO	40,000	100,000
CFO	28,000	70,000
Management group 1 (approx. 6 individuals)	20,000	50,000
Management group 2 (approx. 4 individuals)	16,000	40,000
Other key persons (approx. 36 individuals)	8,000	20,000

Each participant may acquire its guaranteed number of call options in accordance with the allocation as set out above. Each participant may apply for over-allotment corresponding to 175 percent of the participant's guaranteed number of call options, which constitutes each participant's maximum number of call options to be acquired. Over-allotment of call options is first made to the CEO and is then distributed pro rata based on acquisitions between the other participants. The call options shall be acquired no later than 30 November 2025. The board of directors shall have the right to extend the acquisition period.

Effect on important key ratios, costs for the program and dilution

The cost for the incentive program is expected to have a marginal impact on Ambea's key ratios. Ambea will not subsidize the participants' acquisition of call options and since the call options are

acquired at market value, no social security costs shall arise for the company in connection with the transfer of the call options. The incentive program is proposed to be hedged through a so-called equity swap agreement, which means that Ambea will engage a third party who will, on terms in accordance with market practice, acquire shares in its own name and transfer shares to the participants. Ambea will finance the share acquisitions. Assuming that 540,000 call options will be allotted under the program and without taking into account any re-calculation, the maximum number of shares to be delivered is 540,000. If these shares are acquired at SEK 135 per share, the total cost for Ambea will be SEK 13 million (which includes fees payable to the third party).

According to a preliminary valuation, the market value of the call options corresponds to approximately SEK 16.50 per call option (assuming a price of the company's shares of approximately SEK 135 per share, an exercise price of approximately SEK 155.25 per share, a risk-free interest rate of 2.01 percent and a volatility of 28 percent), calculated according to the Black-Scholes valuation formulae.

Since the incentive program consisting of call options is proposed to be hedged through a so-called equity swap agreement as set out below, the incentive program will not entail any dilution for the shareholders. At maximum allotment of call options, the number of shares to be delivered amounts to 540,000 shares, corresponding to approximately 0.64 percent of the share capital and votes.

The rationale for the incentive program

The rationale for the incentive program is to create opportunities to motivate and retain competent employees in the Ambea group as well as to align the targets of the participants with those of the company. The incentive program has been established as it is deemed desirable for senior executives and key employees within the Ambea group to be shareholders of the company. The board of directors considers that the implementation of the incentive program as described above is in the favour of the group and the shareholders in the company.

Preparation of the proposal

The incentive program has been prepared by the board of directors and its remuneration committee together with advisors, and has been reviewed at a meeting of the board of directors in October 2025.

Other incentive programs

For a description of Ambea's other share-related incentive programs, reference is made to the annual report for 2024 and the board's remuneration report for 2024.

Equity swap agreement with a third party

To ensure delivery of shares under the incentive program, the board of directors proposes that the Extraordinary General Meeting resolves that Ambea can enter into an equity swap agreement with a third party on terms in accordance with market practice, whereby the third party in its own name shall be entitled to acquire and transfer shares in Ambea to the participants.

Special majority requirements

A resolution in accordance with items 7(a) and 7(b) above requires approval of at least nine tenths (9/10) of both the votes cast and the shares represented at the General Meeting.

Shareholders' right to request information

The board of directors and the CEO shall, if requested by a shareholder and if the board of directors believes that it can be done without material harm to the company, provide information regarding circumstances that may affect the assessment of a matter on the agenda.

Documentation etc.

The board of directors' full proposal about the incentive program and the terms and conditions for the warrants, the board of directors' report pursuant to Chapter 14 Section 8 of the Swedish Companies Act, and the auditor's statement pursuant to Chapter 14 Section 8 of the Swedish Companies Act, are held available to the shareholders for inspection at the company's head office, Röntgenvägen 3 D, SE-171 54 Solna, Sweden, and on the company's website, www.ambea.se/investerare, no later than three weeks before the Extraordinary General Meeting. Copies of the documents will be sent to shareholders who so request and state their postal address.

Processing of personal data

More information regarding the processing of your personal data is available in Euroclear's privacy notice that is available at Euroclear's webpage, <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>. If you have questions regarding our processing of your personal data, you can contact us by emailing dataskyddsbud@ambea.se.

This is an unofficial translation of the Swedish original wording. In case of differences between the English translation and the Swedish original, the Swedish text shall prevail.

Stockholm, October 2025

Ambea AB (publ)

The board of directors