

The Board of Directors' of Hexatronic Group AB (publ) (the "Company") proposal that the Extraordinary General Meeting resolves on (A) the adoption of a performance-based share savings programme ("LTIP 2026") directed to the group's (the "Hexatronic Group") CEO and the management team, other senior executives and other key employees, and (B) directed issue of convertible shares of series C, authorisation for the Board of Directors to resolve on repurchases of all issued redeemable and convertible shares of series C and approval of transfer of own ordinary shares to participants. In the event that the required majority for approval is not reached under item (B), the Board of Directors proposes (C) that the financial exposure of LTIP 2026 shall be hedged by the Company entering into a share swap agreement with a third party.

A. Introduction of LTIP 2026

Summary of the proposal

LTIP 2026 is a performance-based share savings programme with a three year vesting period directed to not more than thirty-five (35) senior executives and other key persons in Sweden. The purpose of LTIP 2026 is to encourage senior executives and other key persons to make private investments in the Company, to strengthen the common interests between the participants and the shareholders, and to contribute to long-term motivation and engagement.

Participation in LTIP 2026 requires that the participant makes a private investment in shares in the Company ("Saving Shares"). For each Saving Share the participant may, provided that the employment and the holding of Saving Shares is continuing throughout the three year vesting period and that established performance criteria are fulfilled, obtain up to six (6) Performance Shares per Saving Share free of charge.

The performance criteria consist of:

- EPS, earnings per share (40 percent);
- Net sales growth (25 percent);
- EBITA-margin (25 percent); and
- Sustainability criteria (10 percent).

The assessment of the fulfilment of the performance criteria will be based on average fulfilment during the financial years 2026, 2027 and 2028. This is a change in comparison to the proposal that was presented in the notice to the Annual General Meeting in May 2026 and which was withdrawn by the Board of Directors at the Annual General Meeting. In the proposal presented in the notice to the Annual General Meeting, fulfilment of the performance criteria was proposed to be based on fulfilment only during the 2028 financial year; now an average over all three years is proposed instead for all performance criteria.

At full allocation the number of Performance Shares and Hedging Shares is estimated to correspond to approximately 0.41 percent of the Company's total outstanding shares after full exercise of current and resolved upon incentive programmes, and the estimated EBITA effect amounts to approximately SEK 14 million per year over three years.

The Board of Directors' Proposal

The Board of Directors of the Company proposes that the Extraordinary General Meeting resolves to adopt a long-term incentive programme in the form of a performance-based share savings programme directed to the Hexatronic Group's CEO and the management team, other senior executives and other key employees ("**Participants**"). LTIP 2026 is proposed to include

a maximum of thirty-five (35) Participants. Participants in LTIP 2026 must have contributed a private investment through the acquisition of shares in the Company ("**Saving Shares**"). Subsequently, after a three-year vesting period commencing on the date of entering into an agreement to participate in LTIP 2026 (the "**Vesting Period**"), Participants will be given the opportunity to receive ordinary shares free of charge ("**Performance Shares**"), subject to the main terms and conditions set forth below. Within the LTIP 2026, the Company will award Participants conditional share rights ("**Share Rights**"), meaning the right, subject to certain conditions being met, to receive up to six (6) Performance Shares per Share Right free of charge.

Background

The objective of the proposed incentive programme is to create a programme that encourages senior executives and other key employees within the Hexatronic Group to build a significant shareholding in the Company through private investment over the next few years, thereby strengthening the bond between senior executives and other key employees and the Company and aligning the interests of management with the shareholders. The Company's Board of Directors is of the opinion that a performance-based share savings programme contributes to a higher commitment among employees and strengthens the bonds between the employees and the Company and rewards employees' continued loyalty and thereby the long-term value growth of the Company. Furthermore, it is the Board's assessment that LTIP 2026 will contribute to the opportunities to recruit and retain knowledgeable and experienced employees who hold key positions in the Hexatronic Group and are expected to increase employee interest in the business and earnings development in the Company. All in all, it is the Board's assessment that LTIP 2026 will benefit both the employees and the Company's shareholders through an increased share value.

The Board of Directors continuously evaluates the Company's performance-based share savings programmes. Following evaluation of the ongoing share savings programmes certain amendments are proposed relating to the maximum number of Saving Shares that Participants may allocate to LTIP 2026 and the maximum number of Performance Shares that Participants may receive, as well as to the measurement period for the performance requirements. The amendments entail that it is proposed that the maximum number of Savings Shares that Participants, excluding the group-CEO and other members of the group management team, shall be entitled to allocate to LTIP 2026 is reduced to the number corresponding to five (5) per cent of the Participant's annual gross basic salary (from a maximum of ten (10) per cent previous years). It is further proposed that all Participants, regardless of their role with the Company, shall be entitled to receive up to six (6) Performance Shares. Previously, Participants have been entitled to receive up to two (2), four (4) or six (6) Performance Shares depending on the Participant's role with the Company.

Lastly, it is proposed that the fulfilment of the performance requirements is assessed based on average fulfilment during the three financial years 2026, 2027 and 2028. This is a change compared to the proposal that was presented in the notice to the Company's Annual General Meeting in May 2026 and which was withdrawn by the Board of Directors at the Annual General Meeting. In the notice to the Annual General Meeting in May 2026 it was proposed that the fulfilment of the performance criteria was to be assessed based on the fulfilment during the 2028 financial year, after the entire measuring period had elapsed. Following consultation with larger shareholders, the Board of Directors now instead proposes that the fulfilment shall be based on an average value over the three financial years 2026, 2027 and 2028. The amendments are assessed to encourage long-term focus and are proposed following consultation with larger shareholders.

Private investment

In order to participate in LTIP 2026, the Participant must have contributed with a private investment through the acquisition of Saving Shares. The shares shall have been acquired at

market prices during the period between 27 August 2026 and 11 September 2026 for the purpose of being allocated to LTIP 2026, unless the Board of Directors allows exceptions in the individual case regarding shares previously acquired. The Board of Directors also has the right to thereafter, for individual additional Participants (new employees or promoted), postpone the last day for the acquisition of Savings Shares (see more below under “*Additional participants*”).

To participate in LTIP 2026 a Participant, excluding the group-CEO and other members of the group management, shall allocate a rounded number of shares corresponding to a maximum of five (5) per cent of the Participant’s annual gross basic salary calculated on the basis of the 2026 salary level to LTIP 2026. The group-CEO may allocate to LTIP 2026 a maximum of Saving Shares corresponding to a maximum of twenty (20) per cent of the group-CEO’s annual gross base salary calculated on the 2026 salary level. The minimum number of Saving Shares that the group-CEO must acquire to participate in LTIP 2026 shall correspond to a market value of at least ten (10) per cent of the annual gross basic salary. Other members of the group management may allocate to LTIP 2026 a maximum of Savings Shares corresponding to a maximum of ten (10) per cent of the Participant’s annual gross basic salary calculated on the basis of the 2026 salary level to LTIP 2026. The minimum number of Saving Shares that a member of the group management, excluding the group-CEO, must acquire to participate in LTIP 2026 shall correspond to a market value of at least five (5) per cent of the annual gross basic salary. For each Saving Share held within the LTIP 2026, the Company will grant Participants a Share Right, meaning the right, subject to certain conditions being met, to receive up to two, four or six Performance Shares per Share Right free of charge.

Terms and conditions

In addition to the requirement that the Participant’s employment and holding of Saving Shares shall continue throughout the Vesting Period, certain performance-based conditions linked to diluted earnings per share, Hexatronic Group growth, EBITA margin and certain sustainability requirements are imposed for the allotment of Performance Shares to the Participants.

Allotment, free of charge, of Performance Shares is, in addition to what is stated in the paragraph above, conditional on the achievement of the performance requirements set by the Board of Directors. For maximum allotment of Performance Shares, it is required that the requirements set by the Board of Directors are achieved or exceeded. The performance requirements refer to:

- (i) average diluted earnings per share for the financial years 2026-2028 (the “**Share Requirement**”),
- (ii) average net sales growth (CAGR) for the financial years 2026-2028 (the “**Growth Requirement**”),
- (iii) average EBITA margin for the financial years 2026-2028 (the “**EBITA Requirement**”), and
- (iv) average fulfilment of two sustainability requirements (the “**Sustainability Requirement**”).

The criteria are collectively referred to as the “**Performance Requirement**”. The Share Requirement shall be weighted by forty (40) per cent, the Growth Requirement and EBITA Requirement shall be weighted by twenty-five (25) per cent each, and the Sustainability Requirement shall be weighted by ten (10) per cent.

The Board of Directors shall have the right to make adjustments due to extraordinary events when determining if the performance requirements have been achieved or exceeded.

If the minimum level is not reached, based on the average fulfilment level during the entire measuring period, no Performance Shares related to the current Performance Requirement will be vested and if the upper requirement level is reached, all Performance Shares arising

from the current Performance Requirement for the financial year will be earned. In the event of an outcome between the minimum level and the upper requirement level, the earnings of the Performance Shares arising from the current Performance Requirement for the financial year will be made linearly. The final number of Performance Shares earned by each Participant shall be rounded down to the nearest whole number.

For the purpose of giving the Board of Directors the possibility to limit the costs incurred by the Company under LTIP 2026, it is proposed that the Board of Directors upon allotment of Performance Shares shall be entitled to adjust the number of Performance Shares that each individual Participant otherwise would be entitled to.

Such adjustment of the number of Performance Shares can be made in accordance with the below.

“Starting Price” = The actual closing price of the Company’s ordinary shares on Nasdaq Stockholm on 11 September 2026 (the last day during the investment period for LTIP 2026)

“Limit Price” = $4 * \text{Starting Price}$

“Final Price” = The actual closing price of the Company’s ordinary shares on Nasdaq Stockholm the trading day that occurs immediately before the resolution of allotment of Performance Shares.

“Entitled Performance Shares” = The number of Performance Shares that a Participant would be entitled to without adjustment.

The new number of Performance Shares shall be no more than the Entitled Performance Shares and not less than the Limit Price / Final Price * Entitled Performance Shares.

If a reduction in accordance with the formula above results in an uneven number of Performance Shares for a Participant, a rounding down shall be made.

The Share Requirement

The Share Requirement relates to the development of the Company’s earnings per share after dilution and is measured as average earnings per share after dilution during the 2026-2028 financial years. For allotment, free of charge, of Performance Shares to occur pursuant to the Share Requirement, the Company’s average earnings per share after dilution during the 2026-2028 financial years shall have amounted to a minimum level corresponding to SEK 1.70 and an upper requirement level corresponding to SEK 2.50 for maximal allotment. Allotment shall occur linearly between these levels.

The Growth Requirement

The Growth Requirement has been set by the Board of Directors as a measure of increased sales during the programme and is measured as average yearly growth (CAGR) in the Company’s sales during the 2026-2028 financial years. For allotment, free of charge, of Performance Shares to occur pursuant to the Growth Requirement, the net sales growth shall have amounted to a minimum level corresponding to five (5) percent CAGR and an upper requirement level corresponding to sixteen (16) percent CAGR million for maximal allotment. Allotment shall occur linearly between these levels.

The EBITA Requirement

The EBITA Requirement has been set by the Board of Directors as a measure of the Group’s EBITA margin over the duration of the programme and is measured as average EBITA margin for the financial years 2026-2028. For allotment, free of charge, of Performance Shares to occur pursuant to the EBITA Requirement, the average EBITA margin during the 2026-2028

financial years shall have reached a minimum level corresponding to nine point eight (9.8) per cent and an upper requirement level of eleven point one (11.1) per cent for maximal allotment. Allotment shall occur linearly between these levels.

The Sustainability Requirement

The Sustainability Requirement has been set by the Board of Directors as percentage measure of (i) reduced Scope 1 and Scope 2 emissions compared to the financial year 2022, and (ii) the share of purchased volume from sustainability approved suppliers, during the term of the programme and measured based on average fulfilment during the 2026-2028 financial years. For each requirement, a minimum level and an upper requirement level has been set. Regarding (i) above, the average minimum level for the 2026-2028 financial years has been set to a reduction of thirty-four (34) per cent and the upper requirement level to a reduction of thirty-eight (38) per cent. Regarding (ii) above, the average minimum level for the financial years 2026-2028 has been set to sixty (60.0) per cent and the upper requirement level to seventy (70.0) per cent.

Terms and conditions of the Share Rights

In addition to what is stated above, the following conditions shall apply to the Share Rights under LTIP 2026:

- (a) The Participant must acquire the Saving Shares prior to the beginning of the Vesting Period or, in the case of subsequent additional Participants, at the time determined by the Company's Remuneration Committee.
- (b) The Share Rights are vested during the Vesting Period or, in the case of subsequent additional Participants, proportionately, rounded down, calculated linearly on a full-year basis depending on when the additional Participant joins LTIP 2026.
- (c) The Share Rights cannot be transferred or pledged.
- (d) Each Share Right entitles the Participant, under certain conditions, to receive up to six (6) Performance Shares free of charge after the end of the Vesting Period, provided that, subject to certain exceptions, the Participant has been employed in the Hexatronic Group during the Vesting Period and retains his or her original Saving Shares in the Company.

Additional participants

In the event that a Participant, following a resolution by the Company's Remuneration Committee, is added after 11 September 2026, when calculating the maximum number of Saving Shares that the Participant may acquire, the Participant's annual gross basic salary at the current time and a share price corresponding to the average of the average volume weighted purchase price of the Company's share on Nasdaq Stockholm during a period of ten trading days after the announcement of the quarterly report for the Company that is published immediately before the decision to allow the additional Participant to participate, rounded to the nearest SEK 0.10.

For Saving Shares held by additional Participants within the LTIP 2026, the Company will award Share Rights proportionately, rounded down, calculated linearly on a full-year basis depending on when the additional Participant joins LTIP 2026. Additional Participants will be allotted Performance Shares no earlier than three (3) years after the Participant entered into an agreement to join LTIP 2026.

Delivery of Performance Shares

In order to be able to complete LTIP 2026 in a cost-effective and flexible manner, the Board of Directors primarily proposes that the Extraordinary General Meeting resolves, in accordance with item B below, that the Company's commitments for delivery of and costs attributable to

Performance Shares are secured through a directed issue of a maximum of 924,800 shares of series C to Danske Bank A/S, Danske Bank filial Sverige (the “**Bank**”), of which a maximum of 221,102 shares of series C may be issued to cover any social security contributions, with subsequent repurchases and conversion into ordinary shares and decisions on the transfer of own ordinary shares to the CEO and the management team, other senior executives and other key employees within the Hexatronic Group.

The Board of Directors proposes that the Extraordinary General Meeting resolves that a maximum of 703,698 ordinary shares may be transferred to Participants in accordance with LTIP 2026 and that a maximum of 221,102 ordinary shares may be transferred on the market to secure social security contributions in connection with LTIP 2026 (“**Hedging Shares**”).

In the event that the required majority for approval is not reached under item (B), the Board of Directors secondarily proposes, in accordance with item (C) below, that the Company's undertakings for the delivery of, and costs relating to, the Performance Shares instead shall be able to be hedged by the Company entering into a share swap agreement with a third party.

The Board of Directors has made the assessment that the implementation of LTIP 2026 in accordance with item B below is the most cost efficient and effective method for the delivery of Performance Shares under LTIP 2026. Since the costs for the Company in connection with a share swap agreement will be significantly higher than the costs in connection with transfer of treasury stock, the main alternative is therefore proposed to be that the financial exposure is secured by the issuing and transfer of treasury stock and that a share swap agreement with a third party is proposed as an alternative only in the event that the required majority for approval of item B is not reached.

Costs for LTIP 2026

Costs for LTIP 2026 are calculated in accordance with IFRS2 and are reported over the income statement.

The cost is reported linearly over the Vesting Period.

Based on the assumptions that LTIP 2026 will be fully subscribed by thirty-five (35) Participants, that all of these invest the maximum amount allowed in Saving Shares in LTIP 2026, that the share price amounts to SEK 37.62 at the time of investment, and that all Saving Shares remain at LTIP 2026's end, this means a total cost for LTIP 2026 of approximately SEK 34.2 million, provided that the Performance Requirements are fully achieved.

The above amount also includes social security contributions, which are currently payable at a nominal rate of 31.42 per cent. With an assumed share price at LTIP 2026's end of SEK 75.24 and otherwise with conditions as above, the social security contributions are estimated to amount to approximately SEK 13.2 million (including tax related effects), provided that the Performance Requirements are fully achieved.

If the Performance Requirements are achieved so that half of the Performance Shares are allocated to the Participants, the corresponding total cost is estimated to amount to SEK 15.5 million. LTIP 2026 has no limit on maximum profit for Participants and therefore no maximum cost of social security contributions can be calculated. However, the Board of Directors has the possibility to limit the costs incurred by the Company under LTIP 2026, through the right to adjust the number of Performance Shares that each individual Participant otherwise would be entitled to upon allotment of Performance Shares, as set forth above.

The costs for hedging the financial exposure of LTIP 2026 through a potential share swap agreement would, if so, not be expected to exceed SEK 3.3 million per year until 2029.

Effects on key performance indicators and dilution

LTIP 2026 is expected to comprise a maximum of 703,698 Performance Shares and 221,102 Hedging Shares for social security contributions, excluding the Saving Shares, which corresponds to approximately 0.41 per cent of the Company's total number of outstanding shares after full exercise of ongoing and now resolved incentive programmes.

Outstanding rights to shares under previous long-term incentive programmes and the proposed long-term incentive programme amount to approximately 2.18 per cent of the Company's total number of outstanding shares upon full exercise.

Ongoing incentive programmes including LTIP 2026 are expected to have only marginal impact on significant key performance indicators.

Additional ongoing share-based incentive programmes

For a description of the Company's ongoing long-term incentive programmes, please refer to the Annual Report for the financial year 2025 which is available on the Company's website, <https://group.hexatronic.com/>.

Preparation of the proposal and subsequent adjustments

LTIP 2026 has been prepared by the Board of Directors in consultation with the Remuneration Committee and external advisers.

The Board of Directors or a special committee set up by the Board of Directors shall be responsible for the detailed design and management of the terms and conditions for LTIP 2026, in accordance with the above-mentioned terms and conditions including provisions on recalculation in the event of an in-between bonus issue, share split, rights issue and/or other similar events. In connection therewith, the Board of Directors shall have the right to make adjustments to meet specific market conditions. Before LTIP 2026 is implemented the Board of Directors shall be entitled to resolve not to carry out the programme. The Board of Directors shall also have the right to make other adjustments for extraordinary one-time costs when determining if the performance requirements have been achieved or exceeded and if there are significant changes in the Hexatronic Group or its operating environment that would result in the decided terms of the LTIP 2026 no longer fulfilling its purposes.

B. Directed issue of convertible shares of series C, authorisation for the Board of Directors to resolve on the repurchase of all issued redeemable and convertible shares of series C, and transfer of own ordinary shares to Participants in accordance with LTIP 2026

In order to be able to carry out LTIP 2026 in a cost-effective and flexible manner, the Board of Directors primarily proposes that the Company's commitments for delivery of and costs attributable to Performance Shares be secured primarily through a directed issue of convertible shares of series C, with subsequent repurchases and conversion into ordinary shares and resolution on the transfer of own ordinary shares to Participants, as set out in [Appendix A](#).

The reasons for the deviation from the shareholders' preferential rights in the proposed new issue of shares of series C and the purpose of the proposed repurchase authorisation are to ensure delivery of shares to the Participants in accordance with LTIP 2026 and to cover any social security contributions due to LTIP 2026.

C. Share swap agreement with a third party for LTIP 2026

In the event that the required majority for approval is not reached under item (B) above, the financial exposure of LTIP 2026 shall be able to be hedged by the Company entering into a

share swap agreement with a third party, under which the third party in its own name shall acquire and transfer shares in the Company to employees who participate in LTIP 2026.

Majority requirements and special authorisations

The Board of Directors' proposal for resolution in accordance with item 7(A) requires the support of shareholders representing more than half of the votes cast at the Extraordinary General Meeting. A resolution on a directed issue of convertible shares of series C, authorisation for the Board of Directors to resolve on the repurchase of all issued redeemable and convertible shares of series C, and transfer of own ordinary shares to Participants in accordance with LTIP 2026 pursuant to item 7(B) requires the support of shareholders representing at least nine tenths (9/10) of both the votes cast and the shares represented at the meeting. A resolution on a share swap agreement with a third party pursuant to item 7(C) requires the support of shareholders representing more than half of the votes cast at the Extraordinary General Meeting.

The Board of Directors proposes that the Extraordinary General Meeting instructs the Board of Directors to implement the resolution above and to ensure that the Board of Directors transfers the Performance Shares in accordance with what is stated above. The Board further proposes that the Extraordinary General Meeting instructs the Board, or whomever the Board appoints, to make such minor adjustments in the abovementioned proposed resolutions that may prove necessary in connection with registration with the Swedish Companies Registration Office.

Gothenburg in July 2026

Hexatronic Group AB (publ)

The Board of Directors

The Board of Directors' of Hexatronic Group AB (publ) proposal for a resolution on a directed issue of convertible shares of series C, authorisation for the Board of Directors to resolve on the repurchase of all issued shares of series C, and approval of the transfer of own ordinary shares to participants

The Board of Directors proposes that the Extraordinary General Meeting resolves to issue not more than 924,800 class C shares, as a result of which the Company's share capital may increase by a maximum of SEK 9,248. The following conditions shall apply.

- 1. The right to subscribe for the shares shall, with deviation from the shareholders' preferential rights, vest with Danske Bank A/S, Danske Bank filial Sverige.*
- 2. Subscription of shares shall be made on the subscription list no later than 30 September 2026, with the right for the Board of Directors to extend the subscription period.*
- 3. For each subscribed share, SEK 0.01 shall be paid, in total no more than SEK 9,248, which corresponds to the quota value of the shares. Payment shall be made in cash when subscribing for the shares, with the right for the Board of Directors to extend the time for payment.*
- 4. The new class C shares shall be entitled to one-tenth (1/10) vote and shall not be eligible for dividends.*

The Board of Directors' report pursuant to Chapter 13, Section 6 of the Swedish Companies Act and the auditor's statement pursuant to Chapter 13, Section 6 of the Swedish Companies Act are available together with the proposal. The new class C shares shall be subject to reservations in accordance with Chapter 4, Section 6 (conversion reservation) of the Swedish Companies Act.

The Board of Directors also proposes that the Extraordinary General Meeting resolves to authorise the Board of Directors, during the period until the next Annual General Meeting, on one or more occasions, to decide on the repurchase of own shares of series C. Repurchases may only be made through an acquisition offer directed to all owners of class C shares and shall include all outstanding shares of series C. Acquisitions shall be made at a price corresponding to the share's quota value and payment shall be made in cash. The Board of Directors shall have the right to determine other terms and conditions for the repurchase. The reasons for the deviation from the shareholders' preferential rights in the proposed new issue of class C shares and the purpose of the proposed repurchase authorisation are to ensure delivery of shares to the participants in accordance with LTIP 2026 and to cover any social security contributions due to LTIP 2026.

The Board of Directors further proposes that the Extraordinary General Meeting resolves that class C shares that the Company acquires pursuant to the repurchase authorisation, in accordance with the above, after conversion into ordinary shares, may be transferred to the participants in LTIP 2026 or transferred on Nasdaq Stockholm, at a price within the registered price interval of the Company's ordinary shares on Nasdaq Stockholm at any given time, to cover any social security contributions due to the incentive programme.

The number of shares that can be transferred is subject to recalculation as a result of an in-between bonus issue, share split, rights issue and/or other similar events. The Board of Directors' opinion and report pursuant to Chapter 19, Sections 22-24 of the Swedish

Companies Act, and the auditor's statement pursuant to Chapter 19, Section 24 of the Swedish Companies Act, are available together with the proposal.

Furthermore, it is proposed that the Board of Directors, or whoever the Board of Directors appoints, be authorized to make any minor adjustments to the resolution that are required for registration with the Swedish Companies Registration Office.