

**NOTICE TO THE ANNUAL GENERAL MEETING IN CONTEXTVISION AB (PUBL)**

The shareholders of ContextVision AB (publ), reg. no. 556377-8900, are hereby invited to the Annual General Meeting on Tuesday, 13 May 2025, at 14:00, at the company's premises, Gamla Brogatan 26, Stockholm.

**PARTICIPATION AND NOTIFICATION ETC**

Shareholders who wish to participate in the general meeting with the right to vote shall

- be recorded as shareholder in the share register kept by Euroclear Sweden AB on Monday, 5 May 2025, temporary registration for shareholders registered at Norska Verdipapirsentralen (VPS) is made through DNB Bank ASA, see below; and
- give notice of attendance to the company in writing at the latest on Wednesday, 7 May 2025 (by e-mail: [ir@contextvision.com](mailto:ir@contextvision.com) or by post: Gamla Brogatan 26, 111 20 Stockholm).

For the notification, the name, personal or organization number, address, phone number, and shareholding should be stated. If a shareholder is represented by a proxy, a written and dated power of attorney must be issued for the proxy. Proxy forms are available on the company's website as set out below. If the power of attorney has been issued by a legal entity, a registration certificate or equivalent authorization document must be attached. Original power of attorney as well as registration certificate and other authorization documents must be presented no later than upon entry to the general meeting.

In order to be entitled to participate in the meeting, a shareholder who has had his shares registered in Sweden in addition to give notice of participation in the meeting must have the shares registered in his own name so that the shareholder is entered in the share register as of 5 May 2025. Such registration may be temporary (so-called voting rights registration) and is requested from the nominee according to the nominee's routines at such time in advance as the nominee decides. Voting rights registrations made no later than 7 May 2025 are taken into account in the production of the share register.

**PARTICULAR FOR SHAREHOLDERS REGISTERED AT NORSKA VERDIPAPIRSENTRALEN (VPS)**

- Shareholders registered at Norska Verdipapirsentralen (VPS) who are not registered with Euroclear Sweden AB, Sweden, and wish to be entitled to vote at the General Meeting must give notice of attendance to DNB Bank ASA **no later than 25 April 2025 at 12:00 local time**. The notice of attendance is made on a specific registration form which is sent by post to the shareholders and is also provided on the company's website. The notice of attendance shall be sent to DNB Bank ASA, Securities Services, PO Box 1600 Sentrum, N-0021 Oslo, or via e-mail [vote@dnb.no](mailto:vote@dnb.no).
- DNB Bank ASA will temporarily register the shares with Euroclear Sweden AB in the name of the shareholder. Shareholders registered with VPS must also give notice of attendance with the company as described above in order to receive voting rights at the General Meeting. Shareholders registered with VPS who only have given notice of attendance to the company may participate in the General Meeting without voting rights.

For information on how your personal data is processed, please see

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

At the time of issuing this notice to the general meeting, the company has in total 77,367,500 registered shares, corresponding to in total 77,367,500 votes. The company hold 1,241,457 treasury shares.

The shareholders are reminded of their right to request certain information from the board of directors and the managing director in accordance with chapter 7 section 32 of the Swedish Companies Act.

**AGENDA**

1. Election of the chairperson of the meeting
2. Preparation and approval of the voting list
3. Election of one or two persons to certify the minutes
4. Consideration of whether the meeting has been duly convened
5. Approval of the agenda
6. Presentation of annual report and auditor's report as well as of the consolidated financial statements and the auditor's report for the group
7. Resolution regarding:
  - a) adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet
  - b) appropriation of the company's profit or loss in accordance with the adopted balance sheet
  - c) discharge from liability of members of the board of directors and the managing director
8. Determination of the number of board members and deputy board members and auditors and deputy auditors
9. Election of the board of directors and the auditors
10. Determination of fees for the board of directors and the auditors
11. Proposal regarding principles for the appointment of a nomination committee and instruction to the nomination committee
12. Resolution regarding approval of the remuneration report
13. The board of directors' proposal regarding guidelines for remuneration to senior executives
14. The board of directors' proposal to authorize the board of directors to resolve on the acquisition of the company's own shares
15. The board of directors' proposal on a Long-Term Incentive Program 2025 (LTIP 2025)
16. Conclusion of the meeting

**7 B. RESOLUTION REGARDING APPROPRIATION OF THE COMPANY'S PROFIT OR LOSS IN ACCORDANCE WITH THE ADOPTED BALANCE SHEET**

The board of directors' proposes that no dividend shall be distributed for the financial year 2024 and that the company's result shall be carried forward in the new accounts.

**8. DETERMINATION OF THE NUMBER OF BOARD MEMBERS AND DEPUTY BOARD MEMBERS AND AUDITORS AND DEPUTY AUDITORS**

The shareholder Monsun AS proposes that the board of directors, for the period up until the end of the next annual general meeting, shall be composed of three directors with no deputy directors.

The shareholders Martin Hedlund and Sven Günter-Hanssen proposes that the board of directors, for the period up until the end of the next annual general meeting, shall be composed of five directors with no deputy directors.

It is proposed that one registered accounting firm is elected as auditor.

**9. ELECTION OF THE BOARD OF DIRECTORS AND THE AUDITORS**

The shareholder Monsun AS proposes that the board members Olof Sandén and Martin Ingvar shall be re-elected for the period up until the end of the next annual general meeting. Furthermore, the shareholder Monsun AS proposes that Christer Ljungberg shall be elected as a new board member for the period up until the end of the next annual general meeting. In addition, the shareholder Monsun AS proposes that Olof Sandén shall be re-elected as chairman of the board of directors for the period up until the end of the next annual general meeting.

The shareholders Martin Hedlund and Sven Günter-Hanssen propose that the board members Olof Sandén, Martin Ingvar, Martin Hedlund and Sven Günter-Hanssen shall be re-elected for the period up until the end of the next annual general meeting. Furthermore, the shareholders Martin Hedlund and Sven Günter-Hanssen propose that the new candidate nominated by Monsun AS, Christer Ljungberg, shall be elected as a new board member for the period up until the end of the next annual general meeting. In addition, the shareholders Martin Hedlund and Sven Günter-Hanssen propose that Olof Sandén shall be re-elected as chairman of the board of directors for the period up until the end of the next annual general meeting.

Information regarding the proposed new board member:

Name: Christer Ljungberg.  
Year of birth: 1963.

Education:	Christer Ljungberg holds a Master of Science in Engineering from Chalmers University of Technology in Gothenburg, is educated in market economy at DIHM, and is a member of Svenska Styrelseakademien.
Experience:	Christer Ljungberg has, through board assignments and work in senior positions, significant knowledge of business development. Christer Ljungberg has many years of experience in developing software and technology companies with digital business models as CEO and from board assignments. Previous experience include assignments within Visitgroup International AB, Viedoc Technologies AB, Ecoguard AB, Micropos Medical AB, Netgain AB, Remotex AB, Wedia Scandinavia AB (CEO and board member), Elander Invest AB (CEO and board member) and Followit AB (founder, CEO and board member).
Other assignments:	Christer Ljungberg is chairman of the board of Modelon AB and Exalt AB (publ), as well as member of the board of Magello AB, Prover Technology AB, Cloudmore AB and Novogon AB.
Independence:	Christer Ljungberg is independent in relation to the company and its management and in relation to the company's major shareholders.

For information regarding the board members proposed for re-election, please refer to the Annual Report 2024.

It is proposed that the accounting firm Grant Thornton shall be re-elected as auditor for the period up until the end of the next annual general meeting. Grant Thornton has announced that the authorized public accountant, Joakim Söderin, will be the responsible auditor.

#### **10. DETERMINATION OF FEES FOR THE BOARD OF DIRECTORS AND THE AUDITORS**

The shareholder Monsun AS proposes that fees to the board of directors, for the period up until the end of the next annual general meeting, shall amount to a total of SEK 926,000 with the following distribution: SEK 400,000 to the chairman of the board of directors (currently SEK 385,000) and SEK 263,000 to each of the other members of the board of directors (currently SEK 253,000).

The shareholders Martin Hedlund and Sven Günter-Hanssen proposes that fees to the board of directors, for the period up until the end of the next annual general meeting, shall amount to a total of SEK 1,452,000 with the following distribution: SEK 400,000 to the chairman of the board of directors (currently SEK 385,000) and SEK 263,000 to each of the other members of the board of directors (currently SEK 253,000).

Furthermore, it is proposed that the fee to the auditor, for the period up until the end of the next annual general meeting, shall be paid as incurred.

#### **11. PROPOSAL REGARDING PRINCIPLES FOR THE APPOINTMENT OF A NOMINATION COMMITTEE AND INSTRUCTION TO THE NOMINATION COMMITTEE**

It is proposed that the general meeting resolve that a nomination committee for the annual general meeting 2026 shall be appointed in accordance with the following.

##### **Principles for the appointment of a nomination committee and instruction to the nomination committee**

#### **1. Election of members etc.**

- 1.1. The chairman of the board of directors shall - by the end of the third quarter 2025 at the latest - contact the three largest registered shareholders or otherwise known shareholders as of August 31, and ask them to appoint one member each to be part of the nomination committee. If one shareholder refrains from appointing a member to the nomination committee, the shareholder next in line, according to shareholding, shall be asked to appoint a member of the nomination committee. The term of office shall run until the next nomination committee has taken office.
- 1.2. The nomination committee shall consist of at least four members, including the chairman of the board of directors.
- 1.3. The chairman of the board of directors is the convenor of the nomination committee's first meeting. For the continued work, a chairman of the nomination committee shall be appointed within the nomination committee. The chairman of the nomination committee shall not be the chairman of the board of directors.
- 1.4. The composition of the nomination committee shall be announced no later than six months before the annual general meeting. Through this procedure, all shareholders shall be made aware of which persons that may be contacted regarding nomination matters.

- 1.5. The nomination committee shall fulfill the obligations stated in the Swedish Corporate Governance Code as well as propose a procedure for the election of a new nomination committee. The nomination Committee may, within itself and through adjunction of the required additional member(s), appoint a specific nomination committee responsible for the appointment of auditors (in accordance with Section 2.1 below). If such a nomination committee is appointed, this shall be announced in accordance with what is stated above in Section 1.4.
- 1.6. Should a shareholder, who appointed a member of the nomination committee, sell a substantial part of its shares in the company before the nomination committee's work is fulfilled, the appointed member shall, upon decision of the nomination committee, resign and be replaced by a new member appointed by the shareholder who at the time is the largest registered shareholder or otherwise known shareholder not represented in the nomination committee. Should any member of the nomination committee no longer represent the shareholder who appointed the member before the nomination committee's work is fulfilled, such member shall, upon decision of the nomination committee, be replaced by new member appointed by the shareholder. Upon decision of the nomination committee, amendments of the composition of the nomination committee shall be done in accordance with the principles stated above in the event that the ownership of the company, in other cases than referred to above, substantially change before the nomination committee's work is fulfilled.

## **2. The task of the nomination committee**

- 2.1. The nomination committee shall prepare and propose decisions to the general meeting regarding:
  - Election of chairperson of the general meeting
  - Resolution regarding the number of members of the board of directors
  - Election of and resolution regarding fees to the chairperson of the board of directors and the members of the board of directors, respectively
  - Election of and resolution regarding fees to the auditor and deputy auditor (if applicable)
  - Election of and resolution regarding fees to the members of any other specific committee that the general meeting may resolve to appoint
  - Procedure for election of a new nomination committee
- 2.2. The nomination committee's proposed resolutions shall be submitted to the company through the chairperson of board of directors no later than six weeks before the general meeting where election of the board of directors and auditor shall take place. The proposed resolutions shall, as far as possible, include all the necessary information in order for the company to fulfil its information obligations under the Swedish Companies Act, marketplace rules, good practice on the stock market and other applicable rules/recommendations.
- 2.3. The chairperson of the board of directors shall, in an appropriate manner, inform the nomination committee regarding the board of directors competence profile and work methods.

## **3. Meetings**

- 3.1. The nomination committee shall convene when necessary in order for the nomination committee to fulfil its tasks, however, at least once a year during each term. The notice to the meeting shall be issued by the chairperson of the nomination committee (exemption in Section 1.3). A member of the nomination committee may request that the nomination committee convene.
- 3.2. The nomination committee has a quorum when at least half of the members are participating in a meeting. However, the nomination committee may not resolve on any issue if all the members of the nomination committee have not been afforded the opportunity to participate in the business of the meeting. The decision made by the nomination committee is the decision voted for by the majority of members present, or, when there is a tie, the chairperson of the nomination committee shall cast the deciding vote.
- 3.3. The nomination committee shall keep minutes of its meetings. The minutes shall be signed by the chairperson of the nomination committee and adjusted by a member appointed by the nomination committee. Minutes shall be stored in accordance with what is stated regarding minutes of meetings of the board of directors.

## **12. RESOLUTION REGARDING APPROVAL OF THE REMUNERATION REPORT**

The board of directors proposes that the general meeting resolves to approve the remuneration report for the financial year 2024.

### **13. THE BOARD OF DIRECTORS' PROPOSAL REGARDING GUIDELINES FOR REMUNERATION TO SENIOR EXECUTIVES**

The board of directors proposes that the general meeting resolves to adopt the following guidelines for remuneration to senior executives.

#### **Guidelines for Remuneration to Senior Executives**

##### **1. Introduction**

- 1.1. These Guidelines for Remuneration to Senior Executives (the "Guidelines") are applicable to remuneration agreed, and amendments to remuneration already agreed, after the adoption of the Guidelines by the annual general meeting on May 13, 2025. These Guidelines encompass remuneration to the board of directors, the CEO and the executive management, however, these Guidelines do not apply to any remuneration decided or approved by the general meeting.
- 1.2. The board of directors shall be entitled to temporarily depart from these Guidelines, in whole or in part, if special reasons justify doing so in an individual case and such deviation is necessary in order to meet the company's long-term interests and sustainability or to ensure the company's financial viability. If such a departure occurs, it must be reported in the remuneration report before the next annual general meeting. These Guidelines pertain to the period starting from the annual general meeting on May 13, 2025. Any issue regarding departure from these Guidelines shall be prepared and resolved upon by the board of directors.

##### **2. The Guidelines' promotion of the company's business strategy, long-term interest and sustainability**

- 2.1. ContextVision's strategy is to improve patients' lives through collaborative medtech innovation.
- 2.2. The board of directors considers that it is critical for the successful implementation of the company's business strategy and safeguarding of its long-term interests, that the company is able to recruit and retain senior executives with the competence and capacity to achieve specified goals. To this end, the company must offer competitive remuneration to motivate senior executives. Short-term variable pay covered by these Guidelines shall be based on criteria that aim at promoting the company's business strategy and long-term interests, including its sustainability, and where the fulfillment of the criteria is determined by the method set out below.

##### **3. Forms of remuneration, etc.**

The remuneration and other terms of employment for senior executives shall be based on market terms. Total remuneration consists of base salary and variable pay, pension and other benefits. In addition, the general meeting may – regardless of these Guidelines – resolve on, inter alia, share-related or share-price related remuneration. Such remuneration is therefore excluded in the calculation of the total remuneration and the relative proportion of the remuneration components.

##### **4. Fixed remuneration**

In establishing the base salary for the CEO and members of the executive management, the scope and complexity of the position in question, as well as the individual's performance is taken into account. The executive managements' salaries are, like the other components of remuneration, subject to annual review by the board of directors. The base salary constitutes a maximum of 70 percent of total remuneration in the event of a maximum outcome of short-term variable pay.

##### **5. Short-term variable remuneration**

The short-term variable pay covered by these Guidelines shall aim at promoting the company's business strategy and long-term interests, including its sustainability. The short-term variable pay shall be dependent upon either the company's and/or the individual's fulfillment of criteria set annually or with another periodicity. In that way, the short-term variable pay is clearly related to the company's development and/or the work contributions and performance of the individual. The criteria can be financial or non-financial, qualitative or quantitative, and shall be based on factors which support the company's business strategy and long-term interests. Short-term variable pay may also be awarded in extraordinary circumstances, provided that such extraordinary arrangements are applied on an individual basis only, either for the purpose of recruiting or retaining members of the executive management, or as remuneration for extraordinary performance beyond the individual's ordinary tasks. The outcome is prepared and approved by the board of directors in connection with the end of the qualification period or after or in connection with an extraordinary

circumstance or event. The remuneration is thereafter paid out. The short-term variable pay can amount to a maximum of 35 percent of base salary and 30 percent of total remuneration. Variable pay shall be pensionable, but not entitle to holiday pay. The company has no contractual right to recover the remuneration.

## **6. Long-term variable remuneration**

Members of the executive management can be offered incentive programs, which mainly should be share-related or share-price-related. An incentive program is intended to improve the participants' commitment to the company's development and shall be introduced on market-based terms. Resolutions on share-related or share-price-related incentive programs must be passed at a general meeting and are therefore not covered by these Guidelines.

## **7. Benefits**

### *7.1. Pension*

Members of the executive management employed in Sweden are covered by the contribution-defined plan under ITP1. Certain members of the executive management employed have a supplementary contribution-defined pension plan in addition to the ITP plan. The retirement age for members of the executive management employed in Sweden is 67 years. For members of the executive management employed outside of Sweden, locally competitive pension plans and retirement ages are applied.

### *7.2. Other benefits*

Other benefits e.g. car benefits, health insurance and life insurance are established based on them being competitive in the local market.

Pension and other benefits constitute a maximum of 30 percent of total remuneration in the event of a maximum outcome of short-term variable pay.

## **8. Expat arrangements etc.**

Members of the executive management who are required to relocate (expatriates) and/or commute internationally to execute the requirements of their role, may receive additional benefits and/or allowances to the extent reasonable in light of the special circumstances associated with such international relocation and/or commuting arrangements. Such additional benefits and/or allowances shall be decided by the board of directors. The aforementioned benefits and/or allowances may include (but is not limited to) commuting or relocation costs, cost of living adjustments, housing, home travel or education allowance, tax and social security equalization assistance.

## **9. Additional arrangements**

9.1. In addition, it may on a case-by-case basis be approved by the board of directors to compensate an individual for remuneration forfeited from a previous employer during recruitment. The board of directors will consider on a case-by-case basis if all or some of the remuneration, including incentives forfeited need to be "bought-out".

9.2. If there is a buy-out of forfeited incentives, this will take into account relevant factors including the form they were granted (cash vs. shares), performance conditions attached to these awards and the time they would have vested/paid. Generally, buy-out awards will be made on a comparable basis to those forfeited.

9.3. In the event of an internal candidate being promoted to the executive management, legacy terms and conditions may be honored, including pension and benefits entitlements and any outstanding incentive awards. If a member of the executive management is appointed following a merger or acquisition with/of another company, legacy terms and conditions may be honored.

## **10. Special adjustments**

Regarding employment contracts governed by rules other than those applying in Sweden, appropriate adjustments may be made in order to comply with such mandatory rules or local practices in the individual's country of employment, taking into account, to the extent possible, the overall purpose of these Guidelines.

## **11. Notice of termination and severance pay**

The employment or contractual agreements of members of the executive management shall be valid until further notice or for a specified period of time. For the CEO, in the event of termination by the company, a maximum of six months' notice period and a maximum of twelve months' severance pay apply. For members of the executive management employed in Sweden, the mutual notice period is a maximum of six months. Upon termination by the company, a maximum of six months' severance pay also applies. During the notice period, the current employment contract runs with associated benefits. In cases where severance pay would be paid, no other benefits will be paid after the expiry of the notice period. For members of the executive management who are locally employed outside of Sweden, employment or contractual agreements shall comply with mandatory rules applicable in the relevant jurisdiction or local practices in the individual's country of employment, entailing that e.g. other term of the employment (or term of contract as the case may be), other notice periods and other agreements on severance pay may be applicable in the individual case.

## **12. Salary and terms of employment**

In preparing the board of directors' proposal for these Guidelines, the salaries and terms of employment for the company's other employees have been taken into account. Information about the executive managements' total remuneration, components of their remuneration, as well as increases in remuneration and rates of increase over time have been obtained and have constituted a part of the board of directors' decision basis in their evaluation of the fairness of these Guidelines and the limitations arising from them.

## **13. The resolution process**

- 13.1. The Board of Directors shall prepare a proposal for new guidelines when there is a need for significant changes to the Guidelines, however at least every four years.
- 13.2. The board of directors shall, inter alia, monitor and evaluate the application of these Guidelines resolved by the annual general meeting. The CEO or other members of the executive management shall not be present while the board of directors addresses issues related to remuneration and passes resolutions about them, insofar as they are affected by the issues.
- 13.3. If the general meeting resolves not to adopt guidelines when there is a proposal for such, the board of directors shall submit a new proposal no later than at the next annual general meeting. In such cases, remuneration shall be paid in accordance with the current Guidelines.
- 13.4. External advisors are used in the preparation of these matters when deemed necessary.

## **14. Review of the Guidelines**

The guidelines were reviewed ahead of the annual general meeting on May 13, 2025, and the review has, inter alia, resulted in a clarification of the application of the Guidelines in connection with, inter alia, international relocation and/or commuting arrangements. In addition to the above, the review has resulted in certain editorial changes. The aforementioned changes are not expected to entail any significant change in the remuneration paid in accordance with the current guidelines.

## **14. THE BOARD OF DIRECTORS' PROPOSAL TO AUTHORIZE THE BOARD OF DIRECTORS TO RESOLVE ON THE ACQUISITION OF THE COMPANY'S OWN SHARES**

The board of directors proposes that the general meeting resolves to authorize the board of directors, for the period up until the 2026 annual general meeting, to resolve on the acquisition of own shares in the company in accordance with the following conditions:

1. The acquisition may involve up to 4,000,000 shares in the company for an amount not exceeding NOK 20,000,000.
2. The acquisition of shares may be made through trading on Euronext Oslo Stock Exchange (the "Exchange") or through an offer directed to all holders of shares in the company.
3. Shares may only be acquired on the Exchange at a price per share that does not exceed the higher of: a) the last independent trade in the company's share; and b) the highest current bid for the company's share on the

Exchange.

4. Shares may only be acquired through an offer directed to all holders of shares in the company at a price per share which, at the time of the offer, does not exceed the market value by 20 percent or is 20 percent below the market value at the time of the offer.
5. Payment for the shares shall be made in cash.
6. This authorization may be utilized on one or several occasions up until the 2026 annual general meeting.

The purpose of the above authorization is to reduce the capital of the issuer and/or to meet obligations arising from the company's Long-Term Incentive Programs (LTIP). The board of directors has proposed that the general meeting shall resolve on the introduction of a new Long-Term Incentive Program 2025 (LTIP 2025), that is subject to a separate resolution under item 15 of this notice to this general meeting.

#### Majority Requirement

A valid resolution requires the approval of shareholders representing two-thirds (2/3) of both the votes cast and the shares represented at the general meeting.

### **15. THE BOARD OF DIRECTORS' PROPOSAL REGARDING LONG-TERM INCENTIVE PROGRAM 2025 (LTIP 2025)**

The board of directors proposes that the general meeting resolves on the implementation of a long-term incentive program 2025 ("LTIP 2025"). This proposal is divided into four items:

- A. Terms of LTIP 2025.
- B. Hedging measures regarding LTIP 2025 through the transfer of treasury shares.
- C. Hedging measures regarding LTIP 2025 through an equity swap agreement with a third party.
- D. Other matters related to LTIP 2025.

#### **A. Terms of LTIP 2025**

##### **A.1 Introduction**

The board of directors want to implement a long-term incentive program for current and future senior executives and other employees in the company or its subsidiaries, in order to encourage a personal long-term ownership in the company, and in order to increase and strengthen the potential for recruiting, retaining and motivating such senior executives and other employees. Therefore, the board of directors proposes that the general meeting resolves on the implementation of LTIP 2025 for current and future senior executives and other employees in the company or its subsidiaries.

Participants will, after a qualifying period, be given the opportunity to, without consideration, receive allotment of ContextVision Shares (defined below). The number of allotted ContextVision Shares will be dependent on the fulfilment of certain performance requirements. ContextVision Shares are ordinary shares in the company ("ContextVision Shares"). The term of LTIP 2025 is approximately three years.

##### **A.2 Basic features of LTIP 2025**

LTIP 2025 will be directed towards current and future senior executives and other employees in the ContextVision Group. The participants are based in Sweden and other countries where the ContextVision Group is active. The participant shall be entitled, upon completion of a vesting period (defined below), subject to continued employment (with the exception of so-called good leavers), and depending on the fulfillment of the performance requirements related to the company's Earnings Before Interest, Taxes, Depreciation and Amortisation ("EBITDA"), during the financial years 2026-2028, and the ContextVision Share's total shareholder return ("TSR"), to receive allotment of ContextVision Shares ("Performance Shares"). Participants shall not pay any consideration for the allotted Performance Shares. Performance Shares are ContextVision Shares.

##### **A.3 Participation in LTIP 2025**

LTIP 2025 is directed towards not more than fifty (50) current and future senior executives and other employees in the company or its subsidiaries, divided into three categories of participants:



<b>Category</b>	<b>Maximum number of Performance Shares per person</b>	<b>Maximum number of Performance Shares per category</b>
A) CEO, maximum 1 person	142,200	142,200
B) Group Management Team, maximum 4 persons	47,400	189,600
C) Other employees, maximum 45 persons	47,400	1,066,500

New senior executives and other employees who are hired by the company or its subsidiaries after the end of the initial application period may be offered to participate in LTIP 2025. The remaining term of LTIP 2025 may be less than three years upon the inclusion of such new senior executives and other employees into LTIP 2025. The reason for the inclusion of new senior executives and other employees after the end of the initial application period is that it is considered to be of great value for the company and its subsidiaries to quickly integrate new senior executives and other employees into a corresponding incentive structure that applies to other senior executives and other employees covered by LTIP 2025. However, the inclusion of new senior executives and other employees into LTIP 2025 must not occur later than 31 December 2025.

Any resolution on participation or implementation of LTIP 2025 shall be conditional on that it, in the Board of Directors' judgement, can be offered with reasonable administrative costs and financial effects.

#### **A.4 Allotment of Performance Shares**

Allotment of Performance Shares within LTIP 2025 will be made during a limited period of time following the announcement of the quarterly report for the fourth quarter of 2028. The period up to this date is referred to as the qualification period ("vesting period"). If the participant and/or the company is prevented from carrying out the allotment of Performance Shares due to, for example, insider information, the company has the right to extend the period for allotment so that it runs until a date when such obstacle has ceased and allotment can take place.

In order for the participant to be entitled to receive allotment of Performance Shares, it is assumed that the participant remains an employee of the ContextVision Group during the full qualification period up until allotment (with the exception of so-called good leavers), and that the performance requirements related to the company's EBITDA and/or TSR has been fulfilled.

The Participant can receive allotment of the maximum number of Performance Shares set out in the table above. Of the maximum number of Performance Shares that can be allotted per person, fifty (50) percent of the Performance Shares shall be linked to the fulfillment of the performance requirement regarding EBITDA and fifty (50) percent of the Performance Shares shall be linked to the fulfillment of the performance requirement regarding TSR. The two performance requirements will be determined by the board of directors with a minimum and a maximum level for each performance requirement. For stock market and competitive reasons, the minimum and maximum level for the performance requirement EBITDA are not specified. No allotment of Performance Shares linked to a certain performance requirement will take place below the minimum level for such performance requirement. Full allotment of Performance Shares linked to a certain performance requirement will take place at or above the maximum level of such performance requirement. The number of Performance Shares that can be allotted increases linearly between the minimum and maximum levels of the respective performance requirements.

##### **A.4.1 EBITDA (weighting 50 percent)**

The performance requirement is based on the ContextVision Group's EBITDA during the financial years 2026-2028.

##### **A.4.2 TSR (weighting 50 percent)**

The performance requirement is based on the total shareholder return per ContextVision Share based on the volume-weighted average price according to Euronext Oslo Stock Exchange's official price list for the ContextVision Share during the first fifteen (15) trading days that directly follows the annual general meeting 2025 compared with the volume-weighted average price according to Euronext Oslo Stock Exchange's official price list for the ContextVision Share during the fifteen (15) trading days that immediately follows the announcement of the quarterly report for the fourth quarter of 2028, i.e. a calculation of the increase in percentages in the share price for the ContextVision Share, whereby the closing price shall be calculated to take into account any dividends paid during the above-mentioned time period according to the current methodology used when calculating total shareholder return.

#### **A.5 Limitation of allotment etc.**

Before allotment of Performance Shares, the board of directors shall assess whether the allotment is reasonable in relation to the company's financial results, position and development, as well as other factors. If significant changes take place within the company, or on the market, which, by the assessment of the board of directors, would mean that the terms for allotment/transfer of Performance Shares according to LTIP 2025 is no longer reasonable, the board of directors shall have the right to amend LTIP 2025, including, among others, the right to reduce the number of allotted/transferred Performance Shares, or not to allot/transfer any Performance Shares at all.

#### **A.6 Implementation and administration etc.**

The board of directors shall, in accordance with the resolutions by the general meeting set forth herein, be responsible for the detailed design and implementation of LTIP 2025. The board of directors may also decide on the implementation of an alternative cash-based incentive for participants in countries where the allotment of Performance Shares is not possible, as well as if otherwise considered appropriate. Such alternative incentive shall to the extent practically possible be designed to correspond to the terms of LTIP 2025. The intention is that the board of directors shall launch LTIP 2025 as soon as practically possible following the general meeting.

In the event that the general meeting does not resolve in accordance with item B with the required majority, the company shall hedge itself against the financial exposure that LTIP 2025 is expected to entail, by entering into a share swap agreement with a third party in accordance with what is stated in item C below.

### **B. Hedging measures regarding LTIP 2025 through the transfer of treasury shares**

#### **B.1 Approval of transfer of ContextVision Shares**

The board of directors proposes that the general meeting resolve to approve the transfer of ContextVision Shares owned by the company on the following terms and conditions:

- a) A maximum number of 1,398,300 ContextVision Shares may be transferred free of charge to participants within LTIP 2025 at the time and subject to the other conditions under which participants in LTIP 2025 have the right to be allotted ContextVision Shares.
- b) The number of ContextVision Shares that might be transferred under LTIP 2025 shall be subject to customary re-calculation principles and may, consequently, be subject to re-calculation due to a bonus issue, share split, rights issues, dividends and/or other similar events. Resolutions resolved upon by this general meeting or, if applicable, based on an authorization from this general meeting shall not be included in a re-calculation of the number of ContextVision Shares.
- c) It was noted that a proposal regarding an authorization for the board of directors to resolve on transfer of ContextVision Shares on Euronext Oslo Stock Exchange will be proposed by the board of directors prior to the annual general meeting 2028 and 2029, respectively, in order to hedge the cash flow related to the company's payments of social security contributions in relation to LTIP 2024 and LTIP 2025, respectively.

#### **B.2 The basis for the Board of Directors' proposal**

Since the board of Directors considers that the most cost-effective method of transferring ContextVision Shares under LTIP 2025 is to transfer ContextVision Shares owned by the company, the board of directors proposes that the transfer is hedged in this way in accordance with this item B. Should the necessary majority not be obtained for the proposal in item B, the board of directors will enter into a share swap agreement, in accordance with item C below. A share swap agreement will also be relevant should this be more appropriate, for example due to the fact that the acquisition of own shares cannot be made to the extent required to be able to transfer shares under LTIP 2025.

### **C. Hedging measures regarding LTIP 2025 through an equity swap agreement with a third party**

In the event that the necessary majority is not obtained for item B above, the company will hedge itself against the financial exposure that LTIP 2025 is expected to entail, by the company entering into a share swap agreement with a third party, whereby the third party in its own name shall acquire and transfer ContextVision Shares regarding LTIP 2025. The relevant number of ContextVision Shares shall correspond to the number of shares proposed under item B above.

## **D. Other matters in relation to LTIP 2025**

### **D.1 Majority requirements etc.**

A valid resolution under item A above (including item C) requires a majority of more than half of the votes cast at the general meeting.

A valid resolution under item B above requires that shareholders representing not less than nine-tenths (90%) of the votes cast as well as the shares represented at the general meeting approve the resolution.

### **D.2 Estimated costs, expenses and financial effects of LTIP**

The costs for LTIP 2025 which are charged in the profit and loss account, are calculated according to the accounting standard IFRS 2 and distributed over the vesting period. The calculation has been made based on the volume-weighted average price according to Euronext Oslo Stock Exchange's official price list for the ContextVision Share from and including March 19, 2025, to and including April 1, 2025 (equivalent to 10 trading days), i.e. NOK 5.8 per share (rounded to one decimal), and the following assumptions: (i) an estimated annual turnover of personnel of 10 percent, (ii) a fulfilment of the performance requirements of approximately 50 percent, (iii) an assessment of the future volatility of the ContextVision Shares, (iv) that a total maximum of 1,398,300 Performance Shares are eligible for allotment, and (v) an exchange rate NOK/SEK of 0.95. In addition to what is set forth above, the costs for the LTIP 2025 have been based on that the program comprises a maximum of fifty (50) participants.

In total, the costs for LTIP 2025 according to IFRS 2 are estimated to approximately SEK 2.6 million excluding social security costs (SEK 3.9 million if the fulfilment of the performance conditions is 100 percent). The costs for social security charges are calculated to approximately SEK 1.2 million, based on the above assumptions, and also assuming a TSR of approximately 12 percent during the vesting period of LTIP 2025 and a social security tax rate of 30 percent (SEK 3.1 million if the fulfilment of the performance conditions is 100 percent, as well as a yearly TSR of approximately 20 percent during LTIP 2025).

The expected annual costs of SEK 1.0 million, including social security charges, correspond to approximately 1.8 percent of the Group's total employee costs for the financial year 2024 (3.3 percent if the fulfilment of the performance conditions is 100 percent).

As proposed, LTIP 2025 may comprise a maximum of 1,398,300 shares in ContextVision. Together with 419,500 shares that may be transferred on Euronext Oslo Stock Exchange in order to hedge the cash flow related to the company's payments of social security contributions associated with LTIP 2025, the total number of shares amounts to 1,817,800. This corresponds to approximately 2.3 percent of all shares and votes in ContextVision.

The expected cost for advisory fees in order to ensure delivery of shares to participants through acquisition and transfer of ContextVision Shares is approximately SEK 300,000. The cost for a share swap arrangement with a third party is higher and based on an interest base with an addition for the company's lending costs, taking into account the structure of the share swap derivative.

Given the above assumptions regarding costs and that LTIP 2025 was introduced in 2023 instead, it is estimated that the key ratio earnings per share for the full year 2024 would have decreased from SEK 0.32 per share to SEK 0.31 per share, based on the average number of outstanding shares. Similarly, equity per share would have decreased from SEK 1.22 per share to SEK 1.21 per share, based on the number of shares outstanding at year-end.

### **D.3 The board of directors' statement**

The board of directors wishes to increase the ability of the company and its subsidiaries to retain senior executives and other employees. Moreover, an individual long-term ownership commitment among the participants in LTIP 2025 is expected to stimulate greater interest and motivation in the company's business operations, results and strategy. The board of directors believes that the implementation of LTIP 2025 will benefit the company and its shareholders. LTIP 2025 will provide a competitive and motivation-improving incentive for senior executives and other employees within the company and its subsidiaries.

LTIP 2025 has been designed to reward the participants for increased shareholder value by allotting ContextVision

Shares, based on the fulfilment of result based conditions and conditions linked to increased shareholder value. By linking the employees' remuneration to an improvement in ContextVision's results and value, the long-term value growth of ContextVision is rewarded. Based on these circumstances, the board of directors considers that the implementation of LTIP 2025 will have a positive effect on the company's continued development, and will thus be beneficial to the shareholders and the company.

#### **D.4 Preparation of the item**

The basis for LTIP 2025 has been prepared by the board of directors of the company. The work has been supported by external advisors and has been made in consultation with shareholders. The board of directors has thereafter decided to present this proposal for the general meeting. Except for the staff that have prepared the matter upon instruction from the board of directors, no employee that may be a participant of the program has participated in the preparations of the program's terms.

#### **D.5 Other share-related incentive programs**

The company's other share-related incentive programs are described on page 29 in the company's annual report 2024.

#### **DOCUMENTS**

The Annual Report and other documents pursuant to the Swedish Companies Act as well as proxy forms will be kept available at the company's office, Gamla Brogatan 26, Stockholm, and at the company's website, [www.contextvision.se](http://www.contextvision.se) no later than on 22 April 2025 and will also be sent to shareholders that so request and state their address.

N.B. This English version of the notice to the Extraordinary General Meeting is an unofficial translation. In case of any discrepancies in relation to the Swedish version of the notice to the Extraordinary General Meeting, the Swedish version shall prevail.

Stockholm in April 2025  
**CONTEXTVISION AB (PUBL)**  
The Board of Directors

**ANMÄLAN OM REGISTRERING INFÖR ÅRSSTÄMMA I CONTEXTVISION AB (PUBL) DEN 13 MAJ, 2025.  
/APPLICATION FOR REGISTRATION BEFORE THE ANNUAL GENERAL MEETING IN CONTEXTVISION AB (PUBL)  
ON 13 May 2025**

Aktieägare i ContextVision AB (publ) noterade hos VPS skall ha inkommit med anmälan om rösträttsregistrering enligt nedan senast 25 april 2025 kl 12.00 lokal tid.

Shareholders of ContextVision AB (publ) registered with VPS must apply for registration for voting purposes according to below by April 25, 2025, at 12:00 hours (noon) CET.

Returneras via e-mail eller brev/To be returned by e-mail or mail

E-mail address: vote@dnb.no

Adress/Address: DNB Bank ASA, Verdipapirservice, PB 1600 Sentrum, 0021 Oslo, Norway

Telefonnummer under kontorstid / Telephone No. Daytime	
Antal aktier / Number of shares	

Deltar personligen i stämman/Will attend in person

Företräds vid stämman genom ombud enligt nedanstående eller separat fullmakt / Represented at the general meeting by proxy holder as per details below or separate proxy

Fullmakt för (Observera att fullmakten måste dateras och undertecknas) /Proxy for (The proxy must be dated and signed):	
Ombudets namn / Name of proxy holder	
Utdelningsadress / Address	
Postnummer och ortnamn / Zip code and city	
Telefonnummer under kontorstid/ Telephone No. Daytime	
att vid årsstämma i ContextVision AB (publ), org.nr 556377-8900, den 13 maj 2025 och eventuell dag för fortsatt bolagsstämma företräda mig/oss och rösta för samtliga mina/våra aktier i bolaget. / as a proxy to represent me/us and to vote for all my/our shares in ContextVision AB (publ), corporate registration No. 556377-8900, at the Annual General Meeting on 13 May 2025, and, as the case may be, on any day for a continued shareholders' meeting.	

Underskrift av aktieägaren /Signature of the shareholder Ort och datum / Place and Date
Aktieägarens namnteckning (vid firmateckning, bifoga registreringsbevis)/ Authorized signature (where a company signature, please enclose list of authorized signatures)
Namnförtydligande / Name in block letters

