

Proposed resolutions

Item 1:

Election of AGM chairman

The Nomination Committee proposes that Board Chairman Carl Borrebaeck be elected AGM chairman.

Item 8.b

Resolution to appropriate the Company's profit or loss as per the adopted consolidated balance sheet

The board proposes that all earnings at the disposal of the AGM be carried forward.

Items 9–11:

Setting of the number of directors and auditors; setting of directors' fees and auditor's fees; election of directors and auditors

The Nomination Committee's proposals are as follows:

The Nomination Committee proposes that the board shall consist of five directors and no alternates. The number of auditors and the number of deputy auditors shall each be one.

The Nomination Committee proposes that the directors' fees shall be SEK 200,000 (SEK 200,000 previous year) for each director elected by the AGM who is not employed by the Company and SEK 400,000 (SEK 400,000) for the board chairman, for a total amount of SEK 1,200,000 (SEK 1,200,000).

The Nomination Committee proposes that the auditor's fees shall be payable on the basis of approved invoices.

The Nomination Committee proposes the re-election of Carl Borrebaeck, Ian Kimber, Ann-Christin Malmborg Hager, Paula Zeilon and Paul Yianni as directors.

It is also proposed that Carl Borrebaeck be re-elected as chairman of the board.

The Nomination Committee proposes the re-election of Authorized Public Accountant Mats-Åke Andersson as the Company's auditor, with Authorized Public Accountant Martin Gustafsson as deputy auditor.

Information about the members proposed for re-election can be found on the Company's website www.senzagen.com.

Item 12:

Resolution on remuneration policies for senior executives

The board proposes that the AGM resolve to adopt the following policies for the remuneration of senior executives:

Scope

Senior executives are defined as the CEO and Group Management. These policies apply to employment agreements for senior executives entered into after approval of the policies by the AGM and to amendments to existing employment agreements for senior executives made thereafter. The board may deviate from the policies in individual cases in the event of special reasons. A special reason could be that a senior executive residing outside of Sweden must be offered terms that are competitive in the country in which they reside.

Fundamental principle and deliberation process for matters of remuneration

The fundamental principle of the policies is for the Group to offer remuneration on market terms in order to attract and retain proficient executives.

The board as a whole comprises the remuneration committee with the task of deliberating on the remuneration policies for senior executives that will be presented to the AGM for resolution. The board resolves on matters regarding the salary and employment conditions of the CEO.

In coordination with the board, the CEO resolves on the salary and employment conditions of the senior executives who report directly to the CEO.

Fixed salary

The fixed salary is adjusted annually and is based on the individual executive's expertise and area of responsibility.

Variable remuneration

The variable remuneration includes (a) an individual variable annual fee and may also include (b) a long-term incentive program as a complement.

- (a) The individual variable annual fee can range from 8% to 25% of the fixed remuneration depending on the position. The ultimate amount payable depends on the degree of attainment primarily of set financial goals as well as qualitative goals to a limited extent.
- (b) The long-term incentive program is intended to serve as a complement to the individual variable annual fee.

The board may deliberate on whether to propose share-related or share price-related programs for senior executives to the AGM.

Non-monetary remuneration

Subject to agreement with the Company's CEO, senior executives may be entitled to normal types of non-monetary remuneration, such as a company car and occupational health services.

Termination and severance pay

In the event of termination of a senior executive on the part of the Company, remuneration during the notice period and severance pay shall be no higher in amount than the equivalent of twelve (12) monthly salaries.

Fee for services that do not constitute board work

In individual cases, the Company's directors shall be remunerable for services rendered in their respective area of expertise that do not constitute board work. These services shall be remunerated with a fee on market terms, which is subject to approval by the board and must be disclosed at the AGM.

The total amount of remuneration that has been or will be paid directly or indirectly by the Company to senior executives is disclosed in its entirety in the Company's annual report, which is available on the Company's website, www.senzagen.com.

Item 13: Resolution to authorize the board to issue shares, stock options and/or convertibles

To enable the board to raise working capital for the Company, and/or bring in new owners of strategic significance to the Company, and/or acquire other companies or businesses, the board proposes that the AGM resolve to authorize the board, for the period until the next AGM, with or without the shareholders' preemptive rights waived, on one or more occasions, to decide to issue new shares, stock options and/or convertibles. The total number of shares that may be issued or, if convertibles or stock options are issued, added by way of conversion or exercise of rights under the authorization may not exceed 20 percent dilution of the number of outstanding shares in the Company after completed share issues under the authorization, based on the number of shares issued at the time of the AGM. The board shall also be entitled to resolve on whether new shares are payable in the form of cash, non-cash, offsetting, or in another manner consistent with the provisions of Chapter 2 Section 5 Paragraph 2 items 1-3 and 5 of the Swedish Companies Act.

To prevent the Company's current shareholders from being disadvantaged in relation to external investors who could subscribe for shares in the Company, the board plans, by virtue of this authorization, to set the issue price on market terms (meaning that an issue discount on market terms may be provided) for issues with the shareholders' preemptive rights waived. If found appropriate by the board to enable delivery of shares in conjunction with a share issue as set out above, a subscription price equal to the nominal (quotient) value of the shares can be used.

As a result, the maximum number of shares that may be issued is 8,127,012, and the Company's share capital may be increased by a maximum of SEK 406,350.60.

The board, or those designated by the board, are proposed to be granted authorization to make adjustments as may be necessary in conjunction with registering the resolution with the Swedish Companies Registration Office (Bolagsverket).

Majority requirement

Shareholders representing at least two thirds of both the votes cast and the shares represented at the AGM must vote for the resolution under item 13 for it to be deemed duly passed.



GENERAL INFORMATION

Number of shares and votes

The total number of shares in the Company at the date of this notice is 32,508,047 with the same number of votes. The Company does not hold any treasury shares.

Documents

Copies of the financial statements, auditor's report and proxy form will be kept available at the Company's premises at Medicon Village, Scheelevägen 2, Building 401, 223 81 Lund, Sweden, and on the Company's website, www.senzagen.com no later than three (3) weeks prior to the AGM. Complete proposals and other documentation that must be made available under the Swedish Companies Act will be kept available in the locations above no later than two (2) weeks prior to the AGM. All of the aforementioned documents will be sent to those shareholders who so request and provide their email address or mailing address.

Shareholders are reminded of their right, at the AGM, to request disclosures from the board and CEO under Chapter 7 Section 32 of the Swedish Companies Act.

Personal data processing

For information on how your personal data is processed, please see the privacy policy available on Euroclear Sweden AB's website: <https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>.

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Lund, March 2026,
the Board of Directors of **SenzaGen AB**