

Item 14 – Proposal for a resolution on a long-term incentive programme, LTIP 2025, including:

a) issue of warrants

b) approval of transfer of warrants to participants in LTIP 2025

The board of directors of Netel Holding AB (publ), reg. no. 559327-6263, (the “**Company**”), proposes that the annual general meeting resolves to implement a long-term incentive programme for members of the group management and certain other key persons in the group, a maximum of 38 persons in total, (“**LTIP 2025**”), by resolving on a) issuance of warrants of series 2025/2028 to the Company’s wholly owned subsidiary Netel Group AB (the “**Subsidiary**”) and b) approval of transfer of warrants from the Subsidiary to participants in LTIP 2025 in accordance with what is set out below. The board of directors’ proposals for resolutions under a) and b) below constitutes an overall proposal and shall be resolved upon as one resolution.

The board of directors considers that a long-term share-related incentive programme for members of the group management and certain other key persons can have a positive impact on the Company’s development. The main purpose of implementing LTIP 2025 is to align the participants’ interests with the shareholders’ interests to ensure maximum long-term value creation. LTIP 2025 is also expected to facilitate for the Company to recruit and retain key persons.

Unlike the programme resolved on at the 2024 annual general meeting, LTIP 2025 only includes warrants (compared to warrants and synthetic options). LTIP 2025 is also a somewhat broader programme than the 2024 programme, i.e. it includes more key persons (a maximum of 38 persons compared to eight persons). Furthermore, all participants, regardless of position, are offered the same number of warrants. Since the programme in terms of number of instruments is approximately of the same size as the 2024 programme but the number of participants is higher, the possible allotment per participant is lower in LTIP 2025 than it was in the the 2024 programme. Through a broader programme, more key persons’ interests are aligned with the shareholders’ interests, which the board of directors assesses to be positive for the Company’s continued development.

a) Proposal for a resolution on issuance of warrants

The board of directors proposes that the general meeting resolves to issue a maximum of 896,800 warrants of series 2025/2028 on the following terms and conditions:

1. With deviation from the shareholders’ preferential rights, the warrants may only be subscribed for by the Subsidiary, with the right and obligation for the Subsidiary to transfer the warrants to participants in LTIP 2025 in accordance with what is stated in the proposal under b) below.
2. The reasons for the deviation from the shareholders’ preferential rights are that the warrants shall be offered to participants within the framework of LTIP 2025.
3. The warrants shall be issued free of charge to the Subsidiary.
4. Subscription of warrants shall be made on a separate subscription list on 19 May 2025 at the latest. The board of directors shall have the right to extend the subscription period.
5. Each warrant entitles to subscription of one new share in the Company at a subscription price corresponding to 150 per cent of the volume-weighted average price paid for the Company’s share on Nasdaq Stockholm during the period from 12 May 2025 up to and including 16 May 2025. The subscription price thus calculated shall be rounded to the nearest even SEK 0.01, where SEK 0.005 shall be rounded upwards. The subscription price may however never be lower than the share’s quota value. When subscribing for shares, the part of the subscription price that exceeds the previous shares’ quota value shall be allocated to the unrestricted share premium reserve.

6. The complete terms and conditions for the warrants are set out in the attached terms and conditions for warrants of series 2025/2028, appendix A, ("the **Warrant Terms**"). As set out in the Warrant Terms, the subscription price as well as the number of shares that each warrant entitles to subscription of may be recalculated in the event of a bonus issue, consolidation or split of shares, new issue, issue of warrants or convertibles, and in certain other cases. Furthermore, according to the Warrant Terms, so-called net strike shall apply when exercising the warrants, which means that the subscription price and the number of shares that each warrant entitles to subscription of will be recalculated before the exercise of these. The net strike provision entails that the warrant holder, when exercising the warrants, will be entitled to subscribe for fewer shares than what his or her total number of warrants otherwise would have entitled to subscription of but at the share's quota value. How many shares the warrant holder may subscribe for depends on the market value of a share in the Company in connection with the beginning of the subscription period (determined in the manner set out in the Warrant Terms). The net strike provision means that the liquidity that the Company receives when the warrants are exercised will be lower than otherwise, but at the same time means that fewer shares are issued, which means that the dilution that the programme can entail will be lower. If a recalculation according to the net strike provision results in the total number of shares that the warrant holder may subscribe for, after recalculation, being negative or zero, the net strike provision shall not be applied. In such cases, each warrant shall confer right to subscribe for the number of shares and at the subscription price that would have applied if the net strike provision had not existed.
7. The warrants may be exercised for subscription of shares during the period from 1 June 2028 up to and including 31 August 2028. As set out in the Warrant Terms, the time for exercising the warrants may be brought forward or be postponed in certain cases. The board of directors shall have the right to prolong the subscription period if any warrant holder is prevented from subscribing for shares during the subscription period due to insider or market abuse legislation.
8. Shares issued following subscription with the exercise of a warrants confers right to dividends for the first time on the next record date for dividends that occurs after the subscription has been effected.
9. If the issue is fully subscribed, all warrants are transferred to participants in LTIP 2025 and all warrants are exercised for subscription of shares, the Company's share capital will increase by SEK 13,796.93 (subject to the change that may be caused by recalculation according to the Warrant Terms).
10. The board of directors, or the person appointed by the board of directors, is authorized to make such minor formal adjustments in the issue resolution that may be required in connection with the registration of the issue resolution with the Swedish Companies Registration Office or, where applicable, Euroclear Sweden AB.

b) Proposal for a resolution on approval of transfer of warrants to participants in LTIP 2025

The board of directors proposes that the general meeting resolves to approve that the Subsidiary transfers a maximum of 896,800 warrants of series 2025/2028 to participants in LTIP 2025 on the following main terms and conditions:

1. The right to acquire warrants from the Subsidiary shall accrue to the members of the group management (6 persons) and certain other key persons within the group's various divisions, who have been identified by the board of directors and have shown an interest in participating (a maximum 32 persons). All shall be offered to acquire a maximum of 23,600 warrants each. Besides the members of the group management, the group of participants mainly includes persons with overall operational responsibility. No board members of the Company are included in the group of participants.

2. The warrants shall be transferred at a price (premium) corresponding to the warrant's market value at the time of the transfer. Calculation of the warrant's market value shall be made by PwC, as an independent valuation institute, by applying the Black & Scholes valuation model.
3. The warrants shall be transferred to the participants as soon as practically possible after the annual general meeting 2025, but no later than 31 December 2025.
4. In order to achieve high participation in LTIP 2025, participants who participate in the programme shall receive a subsidy in the form of a bonus payment, which, after tax, corresponds to approximately 50 per cent of the premium for the warrants that he or she acquires. The bonus shall be paid out by the Company or by the company in the group in which the participant is employed.
5. A prerequisite for acquiring warrants is that the participant, at the time of the acquisition, is employed by the group and that he or she has neither given nor received any notice of termination of his or her employment. Additional prerequisites are that the acquisition of warrants can legally take place and that the participant has entered into an agreement with the Company, which, inter alia, contains a pre-emption right for the Company in the event that the participant wishes to transfer or otherwise dispose of his or her warrants and a right for the Company to repurchase the warrants if the participant's employment ceases and in certain other cases. If the Company exercises its right to pre-emption or repurchase, the Company shall in certain cases have the right to deduct an amount corresponding to the subsidy that the participant received from the Company or another company in the group in connection with the transfer of the warrants to the participant against the purchase price that the Company otherwise would have paid to the participant for the warrants in connection with its acquisition. The board of directors shall decide on the more detailed content of the agreement.

Dilution

As of the date of this proposal, there are 48,511,873 shares in the Company. If all warrants of series 2025/2028 are subscribed for, transferred, and exercised, the number of shares and votes in the Company will increase by 896,800 (subject to the change that may be caused by recalculation according to the Warrant Terms), which corresponds to a dilution of approximately 1.82 per cent of the number of shares and votes in the Company. Since, according to the Warrant Terms, a so-called net strike shall be applied when the warrants are exercised, the dilution will, however, likely be lower. For illustrative purposes, it can be mentioned that the dilution is estimated to amount to approximately 0.46 per cent if the warrants are fully exercised in the event of a share price increase of 100 per cent and on the condition that no dividends are paid to shareholders during the duration of the programme. Dilution effects have been calculated as the number of additional shares and votes in relation to the number of existing and additional shares and votes.

Preliminary valuation, costs and effects on key figures

The market value of a warrant has, in a preliminary calculation carried out by PwC as an independent valuation institute using the Black & Scholes valuation model, been calculated at SEK 1.93 based on the following assumptions: (i) a share price of SEK 11.00, (ii) a subscription price of SEK 16.50 (150 per cent of the share price of SEK 11.00), (iii) a risk-free interest rate of approximately 2.3 per cent, (iv) a volatility of 40 percent and (v) a term of approximately 3.3 years. A final valuation will be carried out by PwC at the time of the transfer to the participants. The final market value may differ from the preliminarily calculated market value.

The subsidy in the form of a bonus payment that the participants in LTIP 2025 will receive will entail costs for the Company. The costs of the subsidy are estimated to total approximately SEK 2.2 million,

including costs for social charges. The calculation is based on the preliminary calculated market value of the warrants stated above together with the following assumptions: (i) that all warrants are acquired, (ii) an average income tax rate for the participants of approximately 51 per cent and (iii) an average percentage for social charges of approximately 24 per cent. In addition to what is stated above, certain limited pension costs may arise, since the subsidy is pensionable for some of the participants.

With regards to participants residing in other countries than Sweden, it is estimated that certain costs will be incurred by the Company in addition to the cost of the subsidy, this in the form of social security contributions on the benefit that may arise for these participants when exercising the warrants. If the participants residing in other countries than Sweden acquires all warrants that they are entitled to acquire and exercises them for subscription of shares, the costs for social security contributions are, at an assumed share price of SEK 22.00 at the time of exercise (corresponding to a share price increase of 100 per cent during the term of the programme) and unchanged percentage rate for social security contributions in relevant countries, estimated to amount to approximately SEK 0.2 million.

Under the assumptions stated above regarding costs, including a share price of SEK 22.00 at the beginning of the exercise period and that LTIP 2025 had been implemented in 2024, it is estimated that the Company's earnings per share for the full year 2024 had decreased from approximately SEK 1.20 per share to approximately SEK 1.18 per share.

Hedging measures

As the costs that are estimated to be incurred by the Company due to LTIP 2025 are relatively limited, the board of directors does not propose any hedging measures be taken to secure the Company's exposure to the costs that may arise.

Other incentive programmes

There is one long-term share and shares price related incentive programme in the Company since earlier – LTIP 2024, which includes warrants and synthetic options. For a description of the programme, reference is made to note 6 in the Company's annual report for 2024, which is kept available at the Company's office and at the Company's website, <https://netelgroup.com/investerare/rapporter-och-presentationer/>.

Preparation of the proposal

The proposal for resolution has been prepared by the remuneration committee and the board of directors in consultation with external advisers.

Majority requirement

For a valid resolution in accordance with the proposal, the proposal must be supported by shareholders with at least nine tenths of both the votes cast and the shares represented at the meeting.

Stockholm in April 2025
The board of directors of Netel Holding AB (publ)