THE BORD OF DIRECTORS COMPLETE PROPOSAL ON THE IMPLEMENTATION OF INCENTIVE PROGRAM AND ISSUANCE OF WARRANTS

The Board of Directors proposes that the general meeting resolves to implement an incentive program for employees in the subsidiaries Paxman US, Inc and Dignitana Inc (the "Program US TO 2026"), also including a resolution on a directed issue of warrants and approval of transfer.

A. Implementation of incentive program

The Board of Directors proposes that the meeting resolves to implement Program US TO 2026 in accordance with the guidelines set out below:

1. The program shall be structured in accordance with a U.S. "non-qualified stock option" model whereby the participant enters into an option agreement based on these guidelines, and otherwise on customary U.S. terms, which entitles the participant to acquire/subscribe for new shares in Paxman AB after a vesting period.
2. In order to ensure delivery of shares after the vesting period, underlying warrants shall be issued to the Company for subsequent transfer to the participant upon exercise of the options.
3. The program shall comprise a maximum of 30,000 new shares in Paxman AB. The option rights under the option agreement shall be offered to participants free of charge.
4. The vesting period for the program shall be three years.
5. Under the option agreement, the participant shall (after the expiry of the vesting period) be entitled to acquire shares in the Company at an exercise price per share corresponding to 110 percent of the volume-weighted average price calculated as an average of the daily volume-weighted average price of the Company's share as listed on Nasdaq First North Growth Market's official price list during ten (10) trading days starting on 25 May 2026, however not less than the quota value of the share.
6. The exercise price and the number of new shares to which the options entitle may be subject to recalculation, whereby the recalculation terms in the customary full warrant terms (see Appendix 1A) shall apply.
7. The Board of Directors shall be authorized to determine which persons shall be offered options and the number thereof in accordance with the following guidelines:
    - Only employees in the foreign subsidiaries Paxman US, Inc and Dignitana, Inc who are not tax resident in Sweden, and who are expected not to be tax resident in Sweden at the time of exercise, may be offered participation.
    - The program shall comprise the following category of participants and participants within the category shall initially be offered equal shares within the category's allocation. Options that remain may be offered to other participants.

Category	*No. of participants*	*Total number*
Management Team	1	20,000
Certain employees in roles of strategic importance	2	10,000
Total:	*3*	*30,000*

8. Option agreements shall be entered into with participants no later than 16 September 2026.
9. Exercise of the options under the option agreement – which takes place through subscription for new shares supported by the underlying warrants transferred to participants in

connection with exercise – may take place during a period of 30 days from the day following publication of the Company's quarterly reports, or, in respect of full year, the year-end report, for the first time following publication of the report for the second quarter of 2029 and for the last time following publication of the report for the first quarter of 2031. If the Company does not publish quarterly reports or a year-end report after the end of any calendar quarter, subscription may instead take place during the last month of the following calendar quarter, for the first time in September 2029 and for the last time in June 2031. Subscription may not take place in violation of the EU Market Abuse Regulation (596/2014/EU) or other applicable legislation.

10. The Board of Directors shall be authorized to determine the detailed terms of the option agreement, which may include customary terms regarding vesting periods, limitations, etc., within the framework of the above guidelines, as well as the terms of the underlying warrants in accordance with B below.
11. The Board of Directors shall be responsible for the design and administration of Program US TO 2026 within the framework of the above guidelines.

B. Directed issue of warrants

The Board of Directors proposes that the meeting resolves on a directed issue of a maximum of 30,000 warrants, entailing an increase in the share capital upon full exercise of a maximum of SEK 30,000. The following terms shall otherwise apply:

1. The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, vest in Paxman AB (publ) for subsequent transfer to participants in Program US TO 2026. Oversubscription is not possible.
2. The reason for the deviation from the shareholders' preferential rights is to implement an incentive program and thereby increase the incentives for employees in the operating subsidiaries Paxman US, Inc and Dignitana, Inc and strengthen their long-term commitment to the Company, which is deemed beneficial for the Company and its shareholders. The Board of Directors also considers that Program US TO 2026 contributes to retaining employees within the Group.
3. The warrants shall be issued free of charge.
4. Subscription for the warrants shall take place on a separate subscription list no later than 16 September 2026. The Board of Directors shall have the right to extend the subscription period.
5. Subscription for new shares by virtue of the warrants may take place during the period from and including the first occasion after publication of the Company's report for the second quarter of 2029 and the last occasion after publication of the report for the first quarter of 2031. If the Company does not publish quarterly reports or a year-end report after the end of any calendar quarter, subscription may instead take place during the last month of the following calendar quarter, for the first time in September 2029 and for the last time in June 2031.
6. Each warrant entitles the holder to subscribe for one (1) new share in the Company at a subscription price per share corresponding to 110 percent of the volume-weighted average price calculated as an average of the daily volume-weighted average price of the Company's share as listed on Nasdaq First North Growth Market's official price list during ten (10) trading days starting on 25 May 2026, however not less than the quota value of the share.
7. The warrants shall also be subject to the other terms set out in Appendix 1A.
8. The Board of Directors, or the person appointed by the Board of Directors, shall be authorized to make such minor adjustments as may be required for registration of the resolution with the Swedish Companies Registration Office.

C. Approval of transfer

The underlying warrants subscribed for by Paxman AB in accordance with B above shall be used for the purpose of delivering shares to participants in Program US TO 2026, which for technical reasons must take place through transfer of underlying warrants to the participants in connection with exercise of the options for subscription of new shares. In light of the above, the Board of Directors proposes that the meeting resolves to approve transfer of warrants to participants in Program US TO 2026 in accordance with the guidelines set out under section A above in connection with exercise of the options. Such transfer shall be made free of charge, provided that the participant is not tax resident in Sweden at the time of exercise.

D. Other information in relation to the proposal for Program US TO 2026

Majority requirement
As persons falling under Chapter 16, Section 2, paragraph 1, item 2 of the Swedish Companies Act (2005:551) are included among those entitled to subscribe, a valid resolution requires approval by shareholders representing at least nine-tenths (9/10) of both the votes cast and the shares represented at the general meeting.

Rationale for Program US TO 2026 and its preparation
The rationale, and thus the reason for deviating from the shareholders' preferential rights, for Program US TO 2026 is to increase the incentives for employees in the operating subsidiaries Paxman US, Inc and Dignitana, Inc and strengthen their long-term commitment to the Company, which is deemed beneficial for the Company and its shareholders. The Board of Directors also considers that Program US TO 2026 contributes to retaining employees within the Group.
The proposal for Program US TO 2026 has been prepared by the Board of Directors in consultation with external advisors. The final proposals have been presented by the Board of Directors.

Costs
Participation in Program US TO 2026 is free of charge. As only participants who are employees of the operating subsidiaries Paxman US, Inc or Dignitana, Inc in the United States and who are not tax resident in Sweden are included, no taxation arises in Sweden in this respect. Under applicable U.S. tax rules, the value of the option is taxed upon exercise. The value of an option corresponds to the difference between the subscription price of a share in the program and the market price of the share at the time of exercise after the vesting period. A prerequisite for more favourable taxation in the United States is that the subscription price of a share upon exercise exceeds the market value of the share at the time of entry into the program, which is why the subscription price has been set at 110 percent of the volume-weighted average price.

The participant is responsible for any income tax arising, but the U.S. subsidiaries may be required to pay social security contributions and Medicare charges based on the value. Social security contributions are paid on income up to USD 184,500 at (currently) 6.2 percent, and Medicare contributions of 1.45 percent apply. The cost that may arise for the subsidiaries is thus dependent on the development of the share price. Example: if the difference between the subscription price and the market value at exercise is SEK 50, a taxable benefit of up to SEK 1.5 million arises (SEK 50 × 30,000 shares). The cost for the U.S. subsidiaries would then amount to a maximum of approximately SEK 115,000 (SEK 1.5 million × 7.65%). No tax cost is expected to arise for the Company.

Apart from the above tax costs for the U.S. subsidiaries, the Company's costs are expected to consist only of costs for implementation and administration of the program.

Dilution

Program US TO 2026 comprises a maximum of 30,000 new shares upon full exercise (subject to any recalculations in accordance with applicable terms). This corresponds to a dilution of the total number of shares in the Company as of the date of the notice of approximately 0.13 percent (based on the total number of shares after exercise).

Existing share-related incentive programs

The Company's existing share-related incentive programs comprise the following two programs:

- 68,478 warrants which upon full exercise result in 68,478 new shares, corresponding to a dilution of the total number of shares in the Company as of the date of the notice of approximately 0.29 percent (based on the total number of shares after exercise). The warrants may be exercised until 30 June 2029.
- 125,154 warrants which upon full exercise result in 125,154 new shares, corresponding to a dilution of the total number of shares in the Company as of the date of the notice of approximately 0.53 percent (based on the total number of shares after exercise). The warrants may be exercised until 31 May 2030.

The maximum dilution of the two existing share-related incentive programs amounts to approximately 0.83 percent (based on the total number of shares after exercise).