



## HMS Networks AB's Annual General Meeting on April 23, 2026

The shareholders of HMS Networks AB (publ), Reg. no. 556661-8954, are hereby invited to the Annual General Meeting, which will be held at 10.30 a.m. on Thursday April 23, 2026, at the HMS head office, Stationsgatan 37, Halmstad. Registration for the Annual General Meeting will begin at 9.30 a.m.

### Right to participate in the Annual General Meeting

Shareholders who wish to participate in the Annual General Meeting must be registered in the share register kept by Euroclear Sweden AB (the Swedish Central Securities Depository) on Wednesday April 15, 2026, and give notice of their intention to participate in the Annual General Meeting no later than on Friday April 17, 2026, preferably before 4 p.m.

Notification shall be made by phone +46 (0)35 17 29 00, in writing to HMS Networks AB, "Annual General Meeting", P.O. Box 4126, 300 04 Halmstad, Sweden or via the website: [www.hms-networks.com](http://www.hms-networks.com). The notification should include name, personal ID number/CIN, address, daytime telephone number and, when applicable, information on assistants (no more than two).

### Proxies

If a shareholder is represented by a proxy, a proxy should be issued with a power of attorney for the proxy. Anyone representing a legal entity must present a copy of the registration certificate, or other document demonstrating the signatory's authority to sign for the legal entity. The power of attorney may not be more than one year old, unless a longer period of validity is stated in the power of attorney (no more than five years). The power of attorney in original and, if applicable, registration certificate must be sent to HMS Networks AB, "Annual General Meeting", P.O. Box 4126, 300 04 Halmstad, Sweden or by email to [agm@innovatics.se](mailto:agm@innovatics.se), well in advance of the Annual General Meeting. A form of power of attorney is available on the HMS website [www.hms-networks.com](http://www.hms-networks.com) and at the company's head office.

### Nominee registered shares

In order to be entitled to participate in the Annual General Meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of participation in the Annual General Meeting, register its shares in its own name so that the shareholder is listed in the presentation of the share register as of Wednesday April 15, 2026. Such registration may be temporary (so-called voting rights registration), and request for such voting rights registration shall be made to the nominee in accordance with the nominee's routines at such a time in advance as decided by the nominee. Voting rights registrations that have been made by the nominee no later than Friday April 17, 2026, will be taken into account in the presentation of the share register.

### Proposed agenda

1. Opening of the Meeting
2. Election of Chairperson of the Meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to approve the minutes
6. Determination as to whether the Meeting has been duly convened
7. Presentation of
  - a. the Annual Report, including the sustainability report, Auditors' Report and the Consolidated Accounts and Consolidated Auditors' Report, as well as the auditor's assurance report on the sustainability report



- b. the statement by the Auditor on the compliance with the current guidelines for remuneration to senior executives
- c. the Board of Directors' proposals according to items 14-16
8. Report by the CEO
9. Resolution concerning
  - a. the adoption of the Income Statement and Balance Sheet, and of the Consolidated Income Statement and Consolidated Balance Sheet
  - b. the allocation of the company's profit as set forth in the adopted Balance Sheet
  - c. the discharge of liability for Board Members and CEO
10. Determination of the number of Board Members and Deputies and Auditors
11. Determination of fees payable to Board Members and Auditor
12. Election of Board Members
13. Election of Auditor
14. Resolution on approval of remuneration report
15. Resolution on the Board of Directors' proposal for authorization of the Board of Directors to resolve on new share issues
16. Resolution on the Board of Directors' proposal for (a) implementation of a performance-based Share Saving Plan 2027–2030 for all employees, (b) authorization of the Board of Directors to resolve on repurchase of own shares within Share Saving Plan 2027–2030 and (c) transfer of own shares to participants in Share Saving Plan 2027–2030
17. Closing of the Meeting

## The Nomination Committee's proposals

### ***Election of Chairperson of the Meeting, determination of the number of Board Members and Deputies and Auditors, determination of fees payable to Board Members and Auditor and election of Board Members and election of Auditor (item 2 and 10-13)***

The Nomination Committee for 2026, comprising Chairperson Johan Menckel (Investment AB Latour), Staffan Dahlström (own holding), Sophie Larsén (AMF Fonder), Patrik Jönsson (SEB Investment Management AB) and Charlotte Brogren (Chairperson of the Board) proposes:

- that Charlotte Brogren shall be appointed Chairperson of the Annual General Meeting (item 2);
- that the Board of Directors increases with one Board Member and therefore shall consist of seven Board Members elected by the General Meeting, without any Deputies and that a registered public accounting firm shall be elected as Auditor (item 10);
- that fees to the Board Members shall amount to a total of SEK 3,180,000 (2,575,000), excluding committee fees, of which SEK 960,000 (875,000) shall be paid to the Chairperson, and SEK 370,000 (340,000) to each other Board Member elected by the General Meeting, that the fee for work in the Audit Committee shall amount to SEK 185,000 (170,000) to the Chairperson and SEK 95,000 (88,000) to each other member in the Audit Committee and that no fees shall be paid for work in other committees. The fees to the Auditor shall be paid according to approved invoices (item 11);
- that the Board Members Charlotte Brogren, Anders Mörck, Cecilia Wachtmeister, Niklas Edling, Anna Kleine and Johan Stakeberg shall be re-elected as Board Members, that Henrik Elmin shall be elected as new Board Member, and that Charlotte Brogren shall be re-elected as Chairperson of the Board (item 12) and
- that, in accordance with the Audit Committee's recommendation, Öhrlings PricewaterhouseCoopers AB is re-elected as the company's Auditor, with Johan Palmgren as auditor in charge for a mandate period of one year (item 13).



## Proposals from the Board of Directors

### ***Resolution concerning the allocation of the company's profit as set forth in the adopted Balance Sheet (item 9b)***

The Board of Directors proposes a dividend for the 2025 financial year of SEK 4.80 per share. The proposed record date for the dividend is Monday April 27, 2026. If the Annual General Meeting resolves in accordance with the proposal, the estimated date for payment of the dividend from Euroclear Sweden is Thursday April 30, 2026.

### ***Resolution on the Board of Directors' proposal for authorisation of the Board of Directors to resolve on new share issues (item 15)***

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors to resolve on new share issues in accordance with the following conditions:

1. The authorisation may be exercised on one or several occasions up to the Annual General Meeting 2027.
2. Issues may be made of such number of shares that corresponds to a maximum of 10 per cent of the company's share capital on the date when the authorisation is utilised for the first time.
3. An issue may be made with or without deviation from the shareholders' preferential right.
4. An issue may be made against cash payment, by set-off or by contribution in kind.
5. The subscription price shall, at deviation from the shareholders' preferential right, be determined in accordance with market practice. The Board of Directors shall be entitled to determine other terms of the issue.

The purpose of the authorisation, and the reason for the deviation from the shareholders' preferential right, is to enable the company to finance or carry out, in whole or in part, acquisitions of companies.

Under the Swedish Companies Act, the resolution of the General Meeting on authorisation for the Board of Directors to resolve on new share issues requires the support of shareholders representing at least two-thirds of both the number of votes cast and the shares represented at the Meeting in order to be valid.

### ***Resolution on the Board of Directors' proposal on (a) implementation of a performance-based Share Saving Plan 2027–2030 for all employees, (b) authorisation of the Board of Directors to resolve on repurchase of own shares within Share Saving Plan 2027–2030 and (c) transfer of own shares to participants in Share Saving Plan 2027–2030 (item 16)***

#### ***A. Implementation of performance-based Share Saving Plan 2027–2030 for all employees***

The Board of Directors proposes that the Annual General Meeting resolves on implementation of the below described Share Saving Plan 2027–2030 to all employees, comprising a maximum of 60,000 shares in the company, according to the following principal conditions:

1. Employees within the group as per 31 December 2026 (approximately 1,050 persons) will be offered to participate in the program. In order to participate in the program, the participant must, with own funds, make an investment of minimum 1% and maximum between 3% and 6% (depending on position, see item 2 below) of his or her annual fixed gross salary in shares in the company at market price over Nasdaq Stockholm ("Saving Shares"). Notification of participation in Share Saving



Program 2027–2030 shall be made no later than 31 December 2026. The investment shall take place during 2027 and shall be made to an amount corresponding to minimum 1% of the gross salary for 2026, with the possibility to further investment up to the fixed maximum amount.

2. For senior executives (approximately 120 persons), it is required that the own investment amounts to a minimum of 1% and a maximum of 6% of the gross salary for 2026. For other employees (approximately 930 persons), it is required that the own investment amounts to a minimum of 1% and maximum of 3% of the gross salary for 2026.
3. Each Saving Share entitles the participant to receive free of charge a maximum of two (2) shares in the company, based on the achievement of certain performance conditions (“Performance Share”). The performance conditions are based on the development of earnings per share according to determined objectives by the Board of Directors during the financial years 2028-2030 (the “Measurement Period”). The performance condition that must be achieved or exceeded relates to average annual growth of the company’s earnings per share during the Measurement Period, whereby Performance Shares is received linearly between the interval 0-20% and an average annual growth during the Measurement Period of 20% corresponds to maximum allotment, i.e. two (2) Performance Shares. Through the connection to earnings per share throughout the measurement period, the performance conditions contribute to the company’s long-term value creation.
4. Upon achievement of the performance conditions, Performance Shares will be received within 60 days after the day of the publishing of the year-end report regarding the financial year 2030. Subject to customary exceptions, the participant does not receive Performance Shares if the participant does not acquire Saving Shares according to determined minimum level, does not hold all his or her Saving Shares up to and including 31 December 2030, or does not remain in his or her employment or equivalent within the group as per this date.
5. A small number of selected consultants with assignments of essential importance for the company should be offered to, on comparable terms and conditions, participate in Share Saving Plan 2027–2030.
6. The Board of Directors shall be responsible for the detailed terms and conditions of Share Saving Plan 2027–2030 within the scope the above stated principal terms and conditions, as well as such reasonable adjustments of the program which are deemed appropriate or efficient due to legal or administrative conditions. In addition, the Board of Directors shall have the right to make minor adjustments to the terms and conditions and the administration of the share saving plan, in order to comply with local rules, market practice and administrative circumstances, in a cost-effective manner in some of the group’s jurisdictions other than Sweden.

*B. Authorisation for the Board of Directors to resolve on repurchase of own shares within Share Saving Plan 2027–2030*

To enable the company’s delivery of Performance Shares according to Share Saving Plan 2027–2030, the Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors to resolve on repurchase of own shares in accordance with the following conditions:

1. The repurchase of shares shall take place on Nasdaq Stockholm and pursuant to Nasdaq Stockholm’s Nordic Main Market Rulebook for Issuers of Shares.



2. The authorisation may be exercised on one or several occasions until the Annual General Meeting 2027.
3. The repurchase shall as a maximum comprise the number of shares required for delivery of Performance Shares to the participants in Share Saving Plan 2027–2030, however no more than 60,000 shares.
4. Acquisitions shall be made in compliance with the pricing restrictions set out in Nasdaq Stockholm's Nordic Main Market Rulebook for Issuers of Shares which, e.g., provides that the purchase shares may not be made at a price higher than the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase is carried out. Purchases may not be made at a lower price than the lowest price at which an independent purchase may be made.
5. Payment of the repurchased shares shall be made in cash.
6. The Board of Directors shall have the right to resolve on other terms and conditions for the repurchase.

The repurchase is expected to take place on one or several occasions in conjunction with the notification and investment periods during 2026 and 2027. To the extent that repurchase must be made after the Annual General Meeting 2027 in order to ensure delivery of shares according to the program's maximum amount, a new authorisation for repurchase of shares is required by the next Annual General Meeting.

#### *C. Transfer of own shares to participants in the Share Saving Plan 2027-2030*

To be able to deliver Performance Shares under Share Saving Plan 2027–2030, the Board of Directors proposes that the Annual General Meeting resolves on transfer of own shares in accordance with the following conditions:

1. A maximum number of 60,000 shares may be transferred free of charge to participants in Share Saving Plan 2027–2030.
2. With deviation from the shareholders' preferential rights, the right to acquire shares free of charge shall comprise persons within the group participating in Share Saving Plan 2027–2030, with a right for each of the participant to acquire the maximum number of shares stipulated in the terms and conditions of the Share Saving Plan 2027–2030.
3. Transfer of shares shall be made free of charge at the time for, and according to the terms for, the allotment of shares to participants in Share Saving Plan 2027–2030.
4. The number of shares that may be transferred under Share Saving Plan 2027–2030 may be recalculated due to any intervening split or reverse share split, bonus issue, preferential issue and/or similar corporate actions.

The reason for deviation from the shareholders' preferential rights is to enable the company to transfer Performance Shares to the participants in Share Saving Plan 2027–2030.

Shares that have been acquired by the company, and which are not transferred to participants in the Share Saving Plan 2027–2030 may be transferred to participants in previous share saving plans or future share



saving plans decided on by the General Meeting of the company. Also, such shares acquired by the company within previous years' share saving plans may be transferred to participants in the Share Saving Plan 2027–2030, previous share saving plans or future share saving plans decided on by the General Meeting. Transfer shall take place in accordance with applicable rules for the current share saving plan.

#### *Estimated costs*

The program will generate costs related to the application of IFRS 2 “Share-related remuneration” amounting to approximately m 23 SEK and costs for social security contributions of approximately m 7 SEK for the shares which are allotted free of charge. The total effect on the income statement is estimated to amount to approximately m 30 SEK, distributed over the years 2027–2030.

Costs according to IFRS 2 do not affect the cash flow or equity during the duration of the Share Saving Plan. The acquisition cost of the shares is estimated to approximately m 23 SEK and will affect the cash flow and equity in connection with acquisition of the shares. The social security contributions effect the equity continuously, but the cash flow only in 2031, after that the shares has been allotted. Administrative costs for the program are estimated to amount to m 0.8 SEK during the duration of the program.

The above cost-estimate is based on assumptions that just over half of the employees participate in the program, that all participants remain until the end of the program, an investment level per participant based on historical outcome and a maximum outcome on the performance conditions corresponding to two (2) Performance Shares per Saving Share. For the share price at the end of the program, a development corresponding to the outcome of the performance condition earnings per share has been assumed.

#### *Reason for the proposal*

The Board of Directors’ reason for the abovementioned proposal on Share Saving Plan 2027–2030 is that a personal long-term owner commitment in the company by the employees is expected to stimulate an increased interest for the company’s operation and earnings, and to increase the motivation and affinity with the company. The offering and participation in the Share Saving Plan shall be considered as a part of the total remuneration package. Therefore, the Board of Directors assesses that the Share Saving Plan is favourably for both the company and its shareholders. It is the Board of Directors’ intention to annually return to the Annual General Meeting with proposals for share saving plans with equivalent conditions and effects. In case the conditions for the assumptions on number of employees that may be offered to participate in the share saving program or otherwise that is the basis for the calculations of the maximum size of the program change, the Board of Directors’ intends to return with a supplementary proposal to the Annual General Meeting 2027 regarding repurchase and transfer of own shares within Share Saving Plan 2027–2030, in order to ensure that employees as per 31 December 2026 who wish to participate in the program can do so.

#### *Effects on key ratios*

As per the date of the Board of Directors’ proposal, the number of shares in the company amounts to 50,318,868. The Share Saving Plan 2027–2030 is expected to result in acquisition and transfer of a total of approximately 60,000 shares, which corresponds to approximately 0.12% of the total number of outstanding shares and votes. The key ratio earnings per share is not expected to be affected substantially.

#### *Majority resolution*

Decision on the Board of Directors’ proposal under items A, B and C shall be made as a joint decision. The proposal, to be valid, must be supported by shareholders holding at least nine-tenths of both the number of votes cast, as well as of the number of shares represented at the meeting.



**Shareholders' right to receive information**

The Board of Directors and CEO shall at the Annual General Meeting, if any shareholder so requests and the Board of Directors believes that it can be done without material harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda, circumstances that may affect the assessment of the company's or its subsidiaries' financial situation and the company's relation to another company within the group.

**Available documents**

The Nomination Committee's reasoned statement and form of power of attorney are available at the company and on the company's website, [www.hms-networks.com](http://www.hms-networks.com).

The Annual Report (including the sustainability report) and Auditor's Report for the parent company and the group as well as the auditor's assurance report on the sustainability report for the 2025 financial year and the Board of Directors complete proposal regarding items 14-16 and the Auditors' statement on whether the current guidelines for remuneration to senior executives have been complied with, will be available at the company and on the company's website, [www.hms-networks.com](http://www.hms-networks.com), no later than April 2, 2026.

The documents will be sent free of charge to shareholders who so request and state their postal address. A printed version of the Annual Report may be received by sending address details to [reception@hms-networks.com](mailto:reception@hms-networks.com).

**Number of shares and votes in the company**

As per March 18, 2025, the total number of shares and votes in the company amounts to 50,318,868. As of the same date, the company's holding of own shares amounts to 124,852 which do not entitle to any voting right as long as the company is the holder of the shares.

**Processing of personal data**

For information on processing of personal data, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

If you have questions regarding our processing of your personal data, you can contact us by emailing [dataprotection@hms-networks.com](mailto:dataprotection@hms-networks.com). HMS Networks AB (publ) has company registration number 556661-8954 and the Board of Directors' registered office is in Halmstad.

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Halmstad, March 2026  
**HMS Networks AB (publ)**  
*The Board of Directors*

**For more information please contact:**

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