

*N.B. This English version of the proposal to the 2026 AGM is an unofficial translation. In case of any discrepancies in relation to the Swedish version of the proposal, the Swedish version shall prevail.*

## **The Board of Directors proposal regarding Long Term Incentive Program 2026 (LTIP 2026)**

The Board of Directors proposes that the General Meeting pass a resolution on the implementation of a long-term incentive program 2026 (LTIP 2026). This proposal is divided into four items:

- A. Terms of LTIP 2026.
- B. Hedging of LTIP 2026 in the form of newly issued class C shares etc.
- C. Hedging of LTIP 2026 via an equity swap agreement with a third party.
- D. Other matters related to LTIP 2026.

### **A. Terms of LTIP 2026**

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

The Board of Directors want to implement a long-term incentive program for current and future senior executives and other key individuals in the company and 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 key individuals. The intention is also to use LTIP 2026 to unite the interests of such senior executives and key individuals with the interests of the shareholders. Therefore, the Board of Directors proposes that the General Meeting approves the implementation of LTIP 2026 for current and future senior executives and key individuals within the company and its subsidiaries.

Participants will, after a qualifying period and assuming an investment of their own in Eltel Shares, be given the opportunity to, without consideration, receive allotment of Eltel Shares (defined below) and, if applicable, exercise options issued by the company. The number of allotted Eltel Shares and, if applicable, options will depend on the number of Eltel Shares that they have purchased themselves and on the fulfilment of certain performance requirements. The options to be issued under the programme are either performance options issued free of charge, or call options issued at market value. Eltel Shares are ordinary shares in the company ("Etel Shares"). The term of LTIP 2026 is three years.

#### **A.2 Basic features of LTIP 2026**

##### *Performance Shares and Performance Options*

LTIP 2026 will be directed towards current and future senior executives and other key individuals in the company or its subsidiaries. The participants will be based in Sweden and other countries where the Eltel Group is active. Participation in the LTIP 2026 assumes that the participant acquires and locks in a number of Eltel Shares into LTIP 2026 ("Savings Shares"). Savings Shares shall be newly acquired Eltel Shares or Eltel Shares held by the participant, but which do not constitute Savings Shares in any other long-term incentive program introduced by the company. The participants are entitled to, after a certain vesting period (defined below), provided continued employment (with the exception of so-called "Good Leavers"), provided continued ownership of the Saving Shares and dependent on the fulfilment of certain performance requirements during the financial years 2026-2028, receive allotment of Eltel Shares ("Performance Shares") and, if applicable, exercise options issued by the company ("Performance Options").

The performance requirements are linked to the company's Compounded Annual Growth Rate of Revenue ("CAGR of Revenue"), Average Annual Adjusted Operative Earnings Margin Before Interest, Taxes and Amortization ("Average Annual Adjusted Operative EBITA Margin") and Annual Total Shareholder Return ("TSR"). The participant shall not pay any consideration for the allotted Performance Shares and, if applicable, the Performance Options. Performance Shares are Eltel Shares and Performance Options are call options issued by the company.

##### *Performance Options*

The right to receive Performance Options shall vest in current and future senior executives and other key individuals in the company or its subsidiaries that are set out in the table under item A.3 below. The Performance Options shall, in addition to what is otherwise stated in this item A, be governed by the following main terms and conditions:

- a) Each Performance Option entitles the holder to acquire one (1) Eltel Share. Participants are entitled (if applicable) to exercise the Performance Options during the following periods: (i) during two weeks following the presentation of the quarterly report for the first quarter 2029, (ii) from and including August 18, 2029, up to and including August 31, 2029, and (iii) from and including the day after the presentation of the quarterly report for the third quarter of 2029 up to and including November 17, 2029 (the "Exercise Periods").
- b) If the exercise of the Performance Options takes place after the presentation of the quarterly report for the first quarter of 2029, the term of this part of LTIP 2026 may be less than three years. The reason for the exercise of the Performance Options still being allowed during the aforementioned period is that the risk of insiders holding insider information increases gradually after the presentation of the aforementioned quarterly report.
- c) If the participant and/or the company is prevented from carrying out the exercise of the Performance Options due to, for example, insider information, the company shall be entitled to extend the relevant Exercise Period so that it runs until a date falling after the last date of such Exercise Period.
- d) The exercise price when the participant exercises the Performance Option shall correspond to 120 percent of the volume-weighted average price according to Nasdaq Stockholm's official price list for the Eltel Share during the first ten trading days that directly follows after May 12, 2026 (the "Purchase Price"). Customary recalculation of the Purchase Price as well as of the number of Eltel Shares that each Performance Option corresponds to may occur if the share capital or the number of shares in the company changes due to bonus issue, split or reverse split, redemption of shares, certain new issues and other similar corporate events, and if certain other measures are taken. The exercise of the Performance Options shall be made by using so called net strike so that the number of shares is reduced to the number corresponding to the gain inherent in the option, which shall result in a corresponding net outcome for participants.

#### *Call Options*

Current and future senior executives and other key individuals in the company or its subsidiaries that are entitled to receive Performance Options in accordance with what is set out in the table under item A.3 below, may elect not to receive the Performance Options and instead acquire Call Options. The right to elect not to receive the Performance Options and instead acquire Call Options of series 2026/2029:1 ("Call Options") shall vest in current and future senior executives and other key individuals in the company or its subsidiaries that are set out in the table under item A.3 below. The Call Options shall, in addition to what is otherwise stated in this item A, be governed by the following main terms and conditions:

- a) Each Call Option entitles the holder to acquire one (1) Eltel Share. Participants are entitled (if applicable) to exercise the Call Options during the following periods: (i) during two weeks following the presentation of the quarterly report for the first quarter 2029, (ii) from and including August 18, 2029, up to and including August 31, 2029, and (iii) from and including the day after the presentation of the quarterly report for the third quarter of 2029 up to and including November 17, 2029 (the "Exercise Periods").
- b) If the exercise of the Call Options takes place after the presentation of the quarterly report for the first quarter of 2029, the term of this part of LTIP 2026 may be less than three years. The reason for the exercise of the Call Options still being allowed during the aforementioned period is that the risk of insiders holding insider information increases gradually after the presentation of the aforementioned quarterly report.
- c) If the participant and/or the company is prevented from carrying out the exercise of the Call Options due to, for example, insider information, the company shall be entitled to extend the relevant Exercise Period so that it runs until a date falling after the last date of such Exercise Period.
- d) The exercise price when the participant exercises the Call Options shall correspond to 120 percent of the volume-weighted average price according to Nasdaq Stockholm's official price list for the Eltel Share during the first ten trading days that directly follows after May 12, 2026 (the "Purchase Price"). Customary recalculation of the Purchase Price as well as of the number of Eltel Shares

that each Call Option corresponds to may occur if the share capital or the number of shares in the company changes due to bonus issue, split or reverse split, redemption of shares, certain new issues and other similar corporate events, and if certain other measures are taken. The exercise of the Call Options shall be made by using so called net strike so that the number of shares is reduced to the number corresponding to the gain inherent in the option, which shall result in a corresponding net outcome for participants.

- e) Participation in this part of LTIP 2026 requires that the participant acquires Call Options. The Call Options shall be transferred on market terms at a price (premium) that is determined based on a calculated market value for the Call Options using the Black & Scholes valuation model, calculated by an independent valuation institute.
- f) The value of the Call Options has been preliminarily calculated to SEK 2.06 per Call Option based on a share price of SEK 8.70 (corresponding to the closing price of the Eltel Share on March 9, 2026), a Purchase Price of SEK 10.44 per share, a term of approximately 3.5 years, a risk-free interest rate of approximately 2.2 percent, and a volatility of 38 percent.
- g) The preliminary calculation above assumes that all dividends paid to shareholders during the term of the Call Options are fully compensated for by recalculation in accordance with the full terms and conditions for the Call Options.
- h) The final valuation of the Call Options takes place in connection with the participant's acquisition of the Call Options and will be based on market conditions at that time.
- i) Application for acquisition of Call Options must be made no later than on May 27, 2026. However, the Board of Directors has the right to extend the time for application for acquisition and to specify a new application period for new senior executives and other key individuals whose acquisition takes place after the end of the initial application period or for current and future senior executives and other key individuals if the launch of this part of LTIP 2026 occurs at a later date than on May 27, 2026. The intention is that Call Options can be transferred to new senior executives and other key individuals who are hired by the company or its subsidiaries after the end of the initial application period. Such transfers shall be made according to the same principles that apply according to this proposal. Transfer shall take place at the then current market price. The remaining term of the Call Options may be less than three years at the time of transfer to new senior executives and other key individuals. The reason for such transfers is that it is of great value for the company to quickly integrate new senior executives and other key individuals into the same incentive structure that applies to other senior executives and other key individuals, and to create a joint interest in promoting the company's long-term development.
- j) Payment for the acquired Call Options must be made at the latest in connection with the application for acquisition. However, the Board of Directors has the right to extend the time for payment and to specify a corresponding payment period for new senior executives and other key individuals whose acquisition takes place after the end of the initial payment period or for current and future senior executives and other key individuals if the launch of LTIP 2026 occurs at a later date.
- k) Transfer of Call Options to the participants requires that the participants enter into a call option agreement with the company containing provisions on, inter alia, pre-emption. The company reserves the right to repurchase the Call Options if the participant's employment with the company or its subsidiaries ceases or if the participant in turn wishes to transfer the Call Options. The Call Options shall otherwise be governed by market terms.

### A.3 Participation in LTIP 2026

LTIP 2026 is directed towards not more than twenty-three (23) current and future senior executives and other key individuals in the company or its subsidiaries, divided into four categories of participants:

Category	Maximum number of Savings Shares per participant	Maximum number of Performance Shares per participant	Maximum number of Performance Options per participant	Maximum number of Call Options per participant
A) CEO, maximum 1 person	36,000	288,000	288,000	288,000
B) Group Management Team, maximum 8 persons	14,000	112,000	112,000	112,000
C) Key individuals, maximum 4 persons	10,000	80,000	80,000	80,000
D) Other participants, maximum 10 persons	9,000	72,000	-	-

Participants in category A – C may elect not to receive the Performance Options and instead acquire Call Options in accordance with the table set out above.

#### *General*

New senior executives and other key individuals who are hired by the company or its subsidiaries after the end of the initial application period may be offered to participate in LTIP 2026. The remaining term of LTIP 2026 may be less than three years upon the inclusion of such new senior executives and other key individuals into LTIP 2026. The reason for the inclusion of new senior executives and other key individuals 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 key individuals into a corresponding incentive structure that applies to other senior executives and other key individuals covered by LTIP 2026. However, the inclusion of new senior executives and other key individuals into LTIP 2026 must not occur later than December 31, 2026.

### A.4 Allotment of Performance Shares and Performance Options

Allotment of Performance Shares and Performance Options within LTIP 2026 will be made during a limited period of time following the latter of the date of (i) the presentation of the first quarterly report for the first quarter of 2029, and (ii) the first record date for dividends decided by the Annual General Meeting 2029. The period up to this date is referred to as the qualification period (vesting period). If the allotment of Performance Shares and Performance Options takes place after the presentation of the quarterly report for the first quarter of 2029, the term of LTIP 2026 may be less than three years. The reason for the allotment of Performance Shares and Performance Options still being allowed during the aforementioned period is that the risk of insiders holding insider information increases gradually after the presentation of the aforementioned quarterly report.

If the participant and/or the company is prevented from carrying out the allotment of Performance Shares and, if applicable, Performance Options 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 and, if applicable, Performance Options, it is assumed that the participant remains an employee of the Eltel Group during the full qualification period up until allotment, that the participant, during this period, has kept all Savings Shares, and that any of the performance requirements linked to CAGR of Revenue, Average Annual Adjusted Operative EBITA Margin or TSR are fulfilled. The Board of Directors shall establish a customary definition of Good Leavers and determine whether any allocation shall be made to participants who are considered Good Leavers.

The participant can receive allotment of the maximum number of Performance Shares and, if applicable, Performance Options as set out in the table above. Regarding the maximum number of Performance Shares and, if applicable, Performance Options that can be allotted in accordance with the above, the following shall apply. Twenty (20) percent of the Performance Shares and, if applicable, twenty (20) percent of the Performance Options shall be linked to the fulfilment of the performance requirement regarding CAGR of Revenue, forty (40) percent of the Performance Shares and, if applicable, forty (40) percent of the Performance Options shall be linked to the fulfilment of the performance requirement regarding Average Annual Adjusted Operative EBITA Margin, and forty (40) percent of the Performance Shares and, if applicable, forty (40) percent of the Performance Options shall be linked to the fulfilment of the performance requirement regarding TSR.

The aforementioned performance targets shall be established by the Board of Directors. No allotment of Performance Shares or, if applicable, Performance Options linked to a certain performance requirement will take place below the minimum level for such performance requirement. Full allotment of Performance Shares and, if applicable, Performance Options linked to a certain performance requirement will take place at or above the maximum level of such a performance requirement. The number of Performance Shares and, if applicable, Performance Options that can be allotted increases linearly between the minimum and maximum level for each performance requirement. For stock market and competitive reasons, the minimum level and maximum level for the performance targets are not specified. Information on the performance targets and the outcome will be communicated to the shareholders after the allotment of Performance Shares and, if applicable, Performance Options to participants.

#### **A.4.1 Compounded Annual Growth Rate of Revenue (CAGR of Revenue) (weighting 20 percent)**

The performance requirement is based on the Eltel Group's (excluding PTI) Compounded Annual Growth Rate of Revenue (CAGR of Revenue), calculated pro forma taking into account acquired and divested operations, from and including the financial year 2026 until and including the financial year 2028 (with the financial year 2025 as base).

If the outcome of the performance requirement linked to CAGR of Revenue, from and including the financial year 2026 until and including the financial year 2028 (with the financial year 2025 as the base), results in a lower allotment of Performance Shares and, if applicable, Performance Options, than if the performance requirement linked to CAGR of Revenue was instead calculated annually (i.e. CAGR of Revenue for the financial year 2026 compared to the financial year 2025, CAGR of Revenue for the financial year 2027 compared to the financial year 2026, and CAGR of Revenue for the financial year 2028 compared to the financial year 2027), the performance requirement linked to CAGR of Revenue shall instead be calculated annually, whereby the allotment of Performance Shares and, if applicable, Performance Options for a certain financial year can at most amount to one third (1/3) of the total number of Performance Shares and, if applicable, Performance Options linked to the fulfilment of the performance requirement regarding CAGR of Revenue.

#### **A.4.2 Average Annual Adjusted Operative Earnings Margin Before Interest, Taxes and Amortization (Average Annual Adjusted Operative EBITA Margin) (weighting 40 percent)**

The performance requirement is based on the Eltel Group's (excluding PTI) Average Annual Adjusted Operative EBITA Margin, calculated pro forma taking into account acquired and divested operations, from and including the financial year 2026 until and including the financial year 2028.

If the outcome of the performance requirement linked to Average Annual Adjusted Operative EBITA Margin, from and including the financial year 2026 until and including the financial year 2028, results in a lower allotment of Performance Shares and, if applicable, Performance Options, than if the performance requirement linked to Average Annual Adjusted Operative EBITA Margin was instead calculated annually (i.e. Average Annual Adjusted Operative EBITA Margin for the financial year 2026, Average Annual Adjusted Operative EBITA Margin for the financial year 2027, and Average Annual Adjusted Operative EBITA Margin for the financial year 2028), the performance requirement linked to Average Annual Adjusted Operative EBITA Margin shall instead be calculated annually, whereby the allotment of Performance Shares and, if applicable, Performance Options for a certain financial year can at most amount to one third (1/3) of the total number of Performance Shares and, if applicable, Performance Options linked to the fulfilment of the performance requirement regarding Average Annual Adjusted Operative EBITA Margin.

#### **A.4.3 Annual Total Shareholder Return (TSR) (weighting 40 percent)**

The performance requirement is the average annual total shareholder return per Eltel Share based on the first ten trading days that directly follows May 12, 2026, compared with the last ten trading days in March 2029, i.e. a calculation of the increase in percentages in the share price for the Eltel Share, whereby the closing price has been 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.

If the outcome of the performance requirement linked to TSR, based on the first ten trading days immediately following May 12, 2026, compared with the last ten trading days of March 2029, results in a lower allotment of Performance Shares and, if applicable, Performance Options, than if the performance requirement was instead calculated annually (i.e. TSR for 2026/2027 based on the first ten trading days that directly follows May 12, 2026, compared with the last ten trading days in March 2027, TSR for 2027/2028 based on the last ten trading days in March 2027, compared with the last ten trading days in March 2028, and TSR for 2028/2029 based on the last ten trading days in March 2028, compared with the last ten trading days in March 2029), the performance requirement linked to TSR shall instead be calculated annually, whereby the allotment of Performance Shares and, if applicable, Performance Options for a certain financial year can at most amount to one third (1/3) of the total number of Performance Shares and, if applicable, Performance Options linked to the fulfilment of the performance requirement regarding TSR.

#### **A.4.4 Limitation of allotment etc.**

The Participant's Performance Shares, Performance Options (if applicable) and Call Options (if applicable), respectively, shall be capped to an amount. The outcome shall be capped for Performance Shares, Performance Options and Call Options, respectively, in the event the volume-weighted average price according to Nasdaq Stockholm's official price list for the Eltel Share during the last ten trading days in March 2029 exceeds a share price corresponding to 600 percent of the volume-weighted average price according to Nasdaq Stockholm's official price list for the Eltel Share during the first ten trading days that directly follows May 12, 2026. In such a case, the following shall apply: (i) the number of Performance Shares allotted to the participant shall be reduced in order to achieve such limitation, and, if applicable, (ii) the Purchase Price per Eltel Share acquired based on the Performance Options and Call Options, respectively, shall be increased öre by öre in order to achieve such limitation.

Before allotment of Performance Shares and, if applicable, Performance Options, 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 and, if applicable, Performance Options according to LTIP 2026 is no longer reasonable, the Board of Directors shall have the right to amend LTIP 2026, including, among others, the right to reduce the number of allotted/transferred Performance Shares and, if applicable, Performance Options, or not to allot/transfer any Performance Shares or, if applicable, Performance Options at all or make such other adjustments which are in accordance with applicable rules in force from time-to-time.

#### **A.5 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 2026. The Board of Directors may also decide on the implementation of an alternative cash-based incentive for participants in countries where the acquisition of Savings Shares or allotment of Performance Shares and/or Performance Options and/or Call Options (if applicable) 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 2026.

The intention is that the Board of Directors shall launch LTIP 2026 as soon as possible following the Annual General Meeting. If the Board of Directors resolves to postpone the launch of LTIP 2026 due to administrative reasons, significant market changes, stock exchange rules or other reasons, the term of LTIP 2026 may be less than three years. As the launch of LTIP 2026 is of great value to the company, the launch shall take place as soon as practically possible after the reasons for the postponed launch have ceased. However, any resolution on participation or implementation of LTIP 2026 shall be conditional on that it, in the Board of Directors' judgement, can be offered with reasonable administrative costs and financial effects.

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 2026 is expected to entail, by the company entering into a share swap agreement with a third party in accordance with what is stated in item C below.

## **B. Hedging of LTIP 2026 in the form of newly issued class C shares etc.**

### **B.1 Introduction**

The Board of Directors proposes that the implementation of LTIP 2026 shall be made in a cost-effective and flexible manner, and that the undertakings of the company for delivery of Performance Shares as well as Eltel Shares at exercise of the Performance Options (if applicable) and Call Options (if applicable) and the company's cash-flow for the payment of social security fees primarily shall be hedged by a directed issue of convertible and redeemable class C shares. These shares can be repurchased and converted into Eltel Shares and transferred in accordance with the following.

### **B.2 Authorization for the Board of Directors to resolve on a directed issue of class C shares**

The Board of Directors shall be authorized to resolve on a directed issue of class C shares on the following terms and conditions:

- a) The maximum number of class C shares to be issued are 3,333,234 shares.
- b) With derogation from the shareholders' preferential rights, the new class C shares may only be subscribed for by one external party after arrangement in advance with the Board of Directors.
- c) The amount to be paid for each new class C share (the subscription price) shall correspond to the share's quota value at the time of subscription.
- d) The authorization may be exercised on one or several occasions until the Annual General Meeting 2027.
- e) The new class C shares shall be subject to Chapter 4, Section 6 of the Swedish Companies Act (conversion clause) and Chapter 20, Section 31 of the Swedish Companies Act (redemption clause).
- f) The purpose of the authorization is to hedge the undertakings of the company according to LTIP 2026 and, in terms of liquidity, to hedge payments of social security contributions related to Performance Shares and Performance Options.

### **B.3 Authorization for the Board of Directors to repurchase issued class C shares**

The Board of Directors shall be authorized to repurchase class C shares on the following terms and conditions:

- a) Repurchase can only take place by way of an acquisition offer directed to all holders of class C shares in the company.
- b) The maximum number of class C shares to be repurchased shall amount to 3,333,234 shares.
- c) Repurchase shall be made at a cash price per share of minimum 100 and maximum 110 percent of the quota value applicable to the repurchased class C shares at the time of repurchase.
- d) The Board of Directors shall have the right to resolve on other terms and conditions for the repurchase.
- e) Repurchase may also be made of so-called interim shares regarding such class C shares, by Euroclear Sweden AB designated as a Paid Subscribed Share (Sw. Betald Tecknad Aktie, BTA).
- f) The authorization may be exercised on one or several occasions until the Annual General Meeting 2027.
- g) The purpose of the authorization is to hedge the undertakings of the company according to LTIP 2026 and, in terms of liquidity, to hedge payments of social security contributions related to the Performance Shares and Performance Options.

### **B.4 Approval of transfer of Eltel Shares**

Approval of transfer of Eltel Shares owned by the company on the following terms and conditions:

- a) A maximum number of 3,728,000 Eltel Shares may – with derogation from the shareholders' preferential rights - be transferred to participants in LTIP 2026, of which a maximum of 2,224,000

Eltel Shares may be transferred free of charge, a maximum of 1,504,000 Eltel Shares may be transferred to participants at exercise of the Performance Options and the Call Options, respectively, at the pre-determined Purchase Price, however, taking into account the net strike so that the number of shares is reduced to the number corresponding to the gain inherent in the option, which shall result in a corresponding net outcome for participants.

- b) The company holds 3,848,800 class C shares that were issued in connection with previous LTIP, whereof 1,065,765 class C share are not included in any outstanding LTIP. These 1,065,765 Eltel Shares may – with derogation from the shareholders' preferential rights - be transferred to participants in LTIP 2026 according to item B.4 a) above.
- c) Recalculation of the number of Eltel Shares that may be transferred may occur if the share capital or the number of shares in the company changes due to bonus issue, split or reverse split, redemption of shares, certain new issues and other similar corporate events, and if certain other measures are taken.
- d) It was noted that proposals regarding an authorization for the Board of Directors to resolve on transfer of Eltel Shares on Nasdaq Stockholm will be proposed by the Board of Directors prior to the Annual General Meeting 2027, 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, LTIP 2025 and LTIP 2026, respectively.

#### **B.5 Reasons for the deviation from the shareholders' preferential rights etc.**

The reason for deviation from the shareholders' preferential rights is to implement the proposed LTIP 2026 as set out herein. In order to minimize costs for LTIP 2026, the subscription price shall equal the class C share's quota value.

Since the Board of Directors considers that the most cost-effective method of transferring Eltel Shares under LTIP 2026 is to transfer Eltel 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.

#### **B.6 Adjustment Authorisation**

The Board of Directors, or a person appointed by the Board of Directors, shall be authorized to make minor adjustments to the above resolutions that may be necessary in connection with the registration with the Swedish Companies Registration Office and Euroclear Sweden AB, respectively.

#### **C. Hedging of LTIP 2026 via 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 2026 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 Eltel Shares in the company regarding LTIP 2026. The relevant number of Eltel Shares shall correspond to the number of shares proposed under item B above.

#### **D. Other matters related to LTIP 2026**

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

A valid resolution under item A and item C above 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 company's earnings per share will not be affected by the issuance of Call Options as the exercise price of the Call Options exceeds the current market value of the Eltel Share at the time of the issuance. The company's future earnings per share may be affected by the potential dilution effect of the shares acquired based on the Call Options if the company reports a positive result and the exercise price is below the market value. The part of LTIP 2026 that is based on Call Options will also incur certain limited costs in the form of administration costs.

The costs for the other parts of LTIP 2026 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 quoted closing price of the Eltel share as of March 9, 2026, i.e. SEK 8.70 per share, and the following assumptions: (i) an assessment of future dividends, (ii) an estimated annual turnover of personnel of 10 percent, (iii) an average fulfilment of the performance conditions of approximately 50 percent, and (iv) a total maximum of 2,224,000 Performance Shares and a maximum of 1,504,000 Performance Options eligible for allotment. In addition to what is set forth above, the costs for the LTIP 2026 have been based on that the program comprises a maximum of twenty-three (23) participants.

In total, the costs for these parts of LTIP 2026 according to IFRS 2 are estimated to approximately SEK 9.2 million excluding social security costs (SEK 13.5 million if the average fulfilment of the performance condition is 100 percent). The costs for social security charges are calculated to approximately SEK 2.1 million, based on the above assumptions, and also assuming an annual share price increase of 10 percent during the term of LTIP 2026 and a social security tax rate of 18 percent (SEK 6.0 million if the average fulfilment of the performance condition is 100 percent and assuming an annual share price increase of approximately 25 percent).

The expected annual costs of approximately SEK 3.8 million (based on the assumptions stated above, including an average fulfilment of the performance conditions of approximately 50 percent), including social security charges, correspond to approximately 0.12 percent of the Eltel's total employee costs for the financial year 2025 0.21 percent if the average fulfilment of the performance condition is 100 percent).

As proposed, LTIP 2026 may comprise a maximum of 2,224,000 shares in Eltel related to Performance Shares, which corresponds to a dilution of approximately 1.39 percent of all shares and votes in Eltel, which may be transferred without consideration. In addition, a maximum of 1,504,000 shares in Eltel may be transferred to participants, which corresponds to a dilution of approximately 0.94 percent of all outstanding shares and votes in Eltel, upon exercise of the Performance Options and the Call Options, respectively, at the pre-determined Purchase Price, however, taking into account the net strike so that the number of shares is reduced to the number corresponding to the gain inherent in the option, which shall result in a corresponding net outcome for participants. The dilution will thus be significantly smaller.

In addition to the above, a maximum of 671,000 shares may be transferred on Nasdaq Stockholm in order to hedge the cash flow related to the company's payments of social security contributions in relation to LTIP 2026.

The expected cost for the hedging arrangement through a directed issue of convertible and redeemable class C shares, and a repurchase and conversion of these shares to Eltel Shares is approximately SEK 300,000 including registrations etc. The cost for a share swap arrangement with a third party is significantly 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.

The effect on key ratios is only marginal.

### **D.3 The Board of Directors' explanatory statement**

The Board of Directors wishes to increase the ability of the company and its subsidiaries to recruit and retain senior executives and key individuals. Moreover, an individual long-term ownership commitment among the participants in LTIP 2026 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 2026 will benefit the company and its shareholders. LTIP 2026 will provide a competitive and motivation-improving incentive for senior executives and other key individuals within the company and its subsidiaries.

LTIP 2026 has been designed to reward the participants for increased shareholder value by allotting Performance Shares and, if applicable, Performance Options, based on the fulfilment of result-based conditions. Moreover, certain participants are given the opportunity to purchase Call Options. By linking the employees' remuneration to an improvement in Eltel's results and value, the long-term value growth of Eltel

is rewarded. Based on these circumstances, the Board of Directors considers that the implementation of LTIP 2026 will have a positive effect on the company's continued development, and will thus be beneficial to the shareholders and the company.

#### **D.4 Calculation of the market value**

The preliminary market value has, during March 2026, been established based on a calculated market value for the Call Options, applying the Black & Scholes valuation model calculated by PricewaterhouseCoopers.

#### **D.5 Preparation of the item**

The basis for LTIP 2026 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.6 Other share-related incentive programs**

The company's other share-related incentive programs are described on pages 114-115 in the company's annual report.