

The nomination committee's proposals to engcon AB's Annual General Meeting 2026 (including motivated statement)

The nomination committee's motivated statement

The nomination committee's work prior to the annual general meeting

In accordance with the instruction to the nomination committee that was adopted by the annual general meeting 2023, valid until further notice, the three largest shareholders as of 31 August 2025 that wished to participate in the nomination committee have each appointed a member to constitute engcon AB's (the "**Company**") nomination committee.

The nomination committee has comprised of Monica Engström, Monen Holding AB, Johan Wadell, Andra AP-fonden and Henrik Söderberg, C WorldWide Asset Management with Johan Wadell as chairman. The chairman of the board of directors, Annika Bärems, has been a co-opted member of the nomination committee.

The members have been appointed by shareholders who hold approximately 24 percent of the total number of votes in engcon AB.

The nomination committee has, in accordance with the instruction adopted by the annual general meeting 2023 and the Swedish Corporate Governance Code, been assigned to prepare proposals on the following matters to be presented at the Company's annual general meeting 2026:

- election of chairman at the annual general meeting;
- election of chairman and other members of the Company's board of directors;
- resolution on remuneration to the board of directors, divided between the chairman and the other members as well as remuneration for committee work; and
- election of and remuneration for the auditor.

The nomination committee has held four recorded meetings and maintained regular contact in between these meetings.

The nomination committee has applied section 4.1 of the Swedish Corporate Governance Code as a diversity policy in the preparation of its proposal. This means that the nomination committee has had as a starting point that the board of directors shall have an appropriate composition with regard to the Company's operations, stage of development and circumstances in general, characterised by versatility and breadth regarding the competence, experience and background of the board members elected by the general meeting. An even gender distribution has been sought.

The nomination committee also considers it to be important that the members of the board of directors are able to devote the time and care required to fulfil their duties as members of the board of directors of the Company, and the nomination committee has therefore assessed the members of the board of directors' assignments outside the Company and the time that these assignments require.

The nomination committee has received the CEO's presentation of the Company's operations, strategy and priorities. The nomination committee has also received a report from the chairman of the board of directors on how the board of directors' work has been conducted. The nomination committee has also had the opportunity to interview all board members and considers that the overall evaluation of the board of directors' work shows that the board of directors is well-functioning.

The nomination committee has discussed the size and composition of the board of directors in light of the Company's situation and development opportunities. The nomination committee's intention has

been to maintain the versatility and breadth of the board of directors. In general, the nomination committee considers that the competence of the board of directors is good.

In the preparation of the nomination committee's proposal for election of auditor and decision on the remuneration to the auditor, the nomination committee has received a written statement from the chairman of the audit committee. Through the statement, the nomination committee has been informed of the board of directors' and the audit committee's assessment of the quality and efficiency of the auditor's work. The nomination committee's proposal for the election of auditor and resolution on remuneration for the auditor is in accordance with the audit committee's recommendation.

The nomination committee's assessment of the proposed composition of the board of directors

The nomination committee's proposal for the board of directors is presented under the heading "*The nomination committee's proposed resolutions*" below.

It is the nomination committee's view that the work of engcon's board of directors is functioning well. In the opinion of the nomination committee, the proposed board of directors has an appropriate composition, taking into account the Company's operations, development stage and other circumstances, characterised by versatility and breadth regarding the proposed board members' competence, experience and background. The nomination committee's proposal for the board of directors means that 60 percent of the members are women and 40 percent of the members are men. The nomination committee continuously works towards an even gender balance within the board of directors. Furthermore, the nomination committee considers that the proposed board members have sufficient time to fulfil their duties as board members in the Company.

The nomination committee's assessment of the proposed board members' independence

Taking into consideration applicable Swedish rules on independence, the nomination committee has made the following assessments of the proposed board members' independence in relation to the Company and its management as well as the Company's major shareholders:

- The nomination committee considers that all proposed board members, except Stig Engström, are independent in relation to the Company and its management. Stig Engström is not independent as he receives remuneration for consultancy work that he performs for the Company.
- The nomination committee considers that all proposed board members except Stig Engström and Monica Engström are independent in relation to the Company's major shareholders. Stig Engström and Monica Engström are not independent as they each control more than 10 percent of the shares and votes in the Company.

The nomination committee's assessment of the proposed remuneration to the board of directors

The nomination committee considers it to be important that board fees (including fees for committee work) is kept on a level that makes it possible to recruit and retain high and competitive competence to the board of directors of the Company. The nomination committee has interviewed the chairman of the board of directors about the scope and complexity of the board work and compared the Company's board fees with board fees in other comparable companies listed on Nasdaq Stockholm. Against this background, the nomination committee has concluded that the current fees are lower in comparison with board fees in companies of similar size and complexity. The nomination committee considers it important to gradually increase the fees in the coming years in order to reach fees that are in line with the market. The work of the remuneration committee has increased in scope and complexity, and against this background, an increase in the remuneration for work on the remuneration committee is proposed. The remuneration for work on the audit committee is proposed to remain unchanged.

The nomination committee's proposed resolutions

The nomination committee's proposal for chairman of the Annual General Meeting 2026

The nomination committee proposes that the chairman of the board of directors Annika Bärems is elected as chairman of the annual general meeting 2026.

The nomination committee's proposal on the board of directors and chairman of the board

The nomination committee proposes that the annual general meeting elect five ordinary members without deputies.

For the period until the end of the next annual general meeting, the nomination committee proposes re-election of the board members Annika Bärems, Anna Stålenbring, Monica Engström, Peter Hofvenstam and Stig Engström.

The nomination committee proposes re-election of Annika Bärems as chairman of the board of directors.

Information about the proposed board members is available in the annual report and on the Company's website, www.engcongroup.com.

Remuneration to the chairman and other board members

The nomination committee proposes that remuneration of SEK 568,000 (previously 546,000) be paid to the chairman of the board and SEK 284,000 (previously 273,000) to each of the other board members elected by the general meeting.

The nomination committee proposes that special remuneration be paid to the board members appointed by the board of directors to form the board's audit committee, of SEK 111,500 (unchanged) to the chairman and SEK 55,000 (unchanged) to each member.

The nomination committee proposes that special remuneration be paid to the board members appointed by the board to form the board's remuneration committee, of SEK 60,000 (previously 44,000) to the chairman and SEK 40,000 (previously 27,500) to each member.

Election of, and remuneration to, auditor

The nomination committee proposes that the number of auditors shall be one audit firm without any deputy auditor.

The nomination committee proposes re-election of the registered accounting firm Deloitte AB as auditor for the period until the end of the next annual general meeting.

Provided that the annual general meeting resolves in accordance with the nomination committee's proposal, Deloitte AB has informed the nomination committee and the Company that the authorised public accountant Jonas Ståhlberg will continue as auditor in charge.

The nomination committee proposes that fees to the auditor shall be paid in accordance with approved invoice.

The proposal is in accordance with the audit committee's recommendation.