

Press release 22 July 2025

## Notice of Extraordinary General Meeting in Asker Healthcare Group AB (publ)

Asker Healthcare Group AB (publ), Reg. No. 559184-9848 ("Asker" or the "Company"), with its registered office in Danderyd, gives notice of the Extraordinary General Meeting to be held on 27 August 2025 at 10.00 CEST at Wallenbergsalen, IVA Conference Centre, Grev Turegatan 16 in Stockholm. Registration starts at 09.30 CEST.

### Right to participate in the Extraordinary General Meeting and notice of participation

#### *Participation in the Extraordinary General Meeting at the venue*

A shareholder who wishes to participate in the Extraordinary General Meeting at the venue in person or represented by a proxy must:

- (i) be recorded as a shareholder in the share register maintained by Euroclear Sweden AB relating to the circumstances on 19 August 2025, and
- (ii) no later than 21 August 2025 give notice by post to Asker Healthcare Group AB (publ), c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden, via e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com), or by telephone +46 8 402 91 33. When providing such notice, the shareholder shall state name, personal or corporate registration number, address, telephone number and the number of any accompanying assistant(s) (maximum two assistants) as well as information about any proxy.

If a shareholder is represented by proxy, a written, dated proxy for the representative must be issued. A proxy form is available on the Company's website, [www.asker.com](http://www.asker.com). If the proxy is issued by a legal entity, a certificate of registration or equivalent certificate of authority should be enclosed. To facilitate the registration at the Extraordinary General Meeting, the proxy and the certificate of registration or equivalent certificate of authority should be sent to the Company as set out above so that it is received no later than 26 August 2025.

### ***Participation by voting in advance***

A shareholder who wishes to participate in the Extraordinary General Meeting by voting in advance must (i) be recorded as a shareholder in the share register maintained by Euroclear Sweden AB relating to the circumstances on 19 August 2025, and (ii) give notice no later than 21 August 2025, by casting its advance vote in accordance with the instructions below so that the advance vote is received by the Company no later than on that day.

A shareholder who wishes to participate in the Extraordinary General Meeting at the venue in person or represented by a proxy must give notice thereof in accordance with what is set out under *Participation in the Extraordinary General Meeting at the venue* above. This means that a notification by advance vote is not sufficient for a person who wishes to participate at the venue.

A special form shall be used when advance voting. The advance voting form is available on the Company's website [www.asker.com](http://www.asker.com). A completed and signed form may be submitted by post to Asker Healthcare Group AB (publ), c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden or via e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com). The completed form shall be received by the Company not later than 21 August 2025. Shareholders who are natural persons may also cast their votes electronically through BankID verification via Euroclear Sweden AB's website, <https://anmalan.vpc.se/EuroclearProxy>. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the advance vote in its entirety) is invalid. Further instructions and conditions are included in the form for advance voting.

If a shareholder votes by proxy, a written and dated proxy shall be enclosed to the advance voting form. A proxy form is available on the Company's website [www.asker.com](http://www.asker.com). If the shareholder is a legal entity, a certificate of registration or equivalent certificate of authority should be enclosed. If a shareholder has voted in advance and then attends the Extraordinary General Meeting in person or through a proxy, the advance vote is still valid except to the extent the shareholder participates in a voting procedure at the Extraordinary General Meeting or otherwise withdraws its casted advance vote. If the shareholder chooses to participate in a voting at the Extraordinary General Meeting, the vote cast will replace the advance vote with regard to the relevant item on the agenda.

### ***Nominee-registered shares***

To be entitled to participate in the Extraordinary General Meeting, a shareholder whose shares are held in the name of a nominee must, in addition to providing notification of participation, register its shares in its own name so that the shareholder is recorded in the share register relating to the circumstances on 19 August 2025. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee's procedures and in such time in advance as the nominee determines. Voting right registrations completed by the nominee not later than 21 August 2025 are taken into account when preparing the share register.

### **Proposed agenda**

1. Opening of the Extraordinary General Meeting
2. Election of chairman of the Extraordinary General 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 of whether the Extraordinary General Meeting has been duly convened
7. Proposal to amend the articles of association
8. Proposal to resolve to adopt a long-term performance-based investment share program:
  - a) resolution to adopt a long-term performance-based investment share program
  - b) resolution on authorisation for the Board of Directors to issue class C shares, repurchase issued class C shares and to transfer own ordinary shares
  - c) resolution on equity swap agreement with a third party
9. Closing of the Extraordinary General Meeting

### **Proposed resolutions**

#### ***Election of chairman of the Extraordinary General Meeting (item 2)***

The Board of Directors proposes that Jesper Schönbeck, member of the Swedish Bar Association, from Advokatfirman Vinge, is elected as chairman of the Extraordinary General Meeting.

#### ***Proposal to amend the articles of association (item 7)***

The Board of Directors proposes that the Extraordinary General Meeting resolves to implement a long-term performance-based investment share program, as suggested in item 8 below. To enable the issuance, reclassification, and redemption of class C shares, the Board of Directors proposes to amend the articles of association as follows:

An updated wording of section 5 is proposed in the articles of association.

<i><b>Current wording</b></i>	<i><b>Proposed wording</b></i>
<p><b>5 Numbers of shares</b></p> <p>The number of shares shall be not less than 300,000,000 shares and not more than 1,200,000,000 shares.</p>	<p><b>5 Numbers of shares</b></p> <p>The number of shares shall be not less than 300,000,000 shares and not more than 1,200,000,000 shares.</p> <p>The shares shall be issued in two classes, ordinary shares and class C shares. Ordinary shares shall entitle the holder to one (1) vote per share, whereas class C shares shall entitle the holder to one tenth (1/10) vote per share. Shares of each class may be issued in a quantity corresponding to the entire share capital of the company.</p> <p>Holders of class C shares are not entitled to dividends. Upon the company's liquidation, class C shares carry equivalent right to the company's assets as other shares, however not to an amount exceeding the quota value of the share.</p> <p>Where the company resolves to issue new shares by way of a cash issue or a set-off issue, one old share shall entitle the holder to pre-emption rights to one new share of the same class pro rata to the number of shares previously owned by the holder (primary pre-emption rights). Shares that are not subscribed for pursuant to primary pre-emption rights shall be offered to all shareholders for subscription (subsidiary pre-emption rights). Unless shares offered in such manner are sufficient for the subscription which takes place pursuant to subsidiary pre-emption rights, the shares shall be allotted among the subscribers' pro rata to the total number of shares previously owned. Where this is not possible with respect to a particular share(s), shares shall be allotted through drawing of lots.</p>

	<p>The provisions above shall not entail any restrictions on the possibility for the company to adopt a resolution regarding a cash issue or set-off issue without regard to shareholders' pre-emption rights.</p> <p>The provisions above regarding shareholders' pre-emption rights shall apply mutatis mutandis to an issue of warrants or an issue of convertible instruments.</p> <p>Where the company resolves to issue only one class of shares by way of a cash issue or set-off issue, all shareholders, irrespective of the class of share, shall hold pre-emption rights to subscribe for new shares pro rata to the number of shares previously owned.</p> <p>In the event of a bonus issue, new shares of each class shall be issued pro rata to the number of shares of the same class previously issued. In connection therewith, the owners of existing shares of a certain class shall entitle the holder to new shares of the same class. This shall not entail any restrictions on the possibility of issuing new shares of a new class by means of a bonus issue, following the required amendment to the articles of association.</p> <p>Reduction of share capital, which in any case shall not fall below the minimum share capital, may, upon the request of an owner of class C shares and a resolution by the company's board of directors or the general meeting, take place through redemption of class C shares. A request from a shareholder shall be made in writing. When a resolution on reduction has been passed, an amount corresponding to the reduction amount shall be transferred to the company's reserve fund, if required funds are available. The redemption amount per C- share shall correspond to the quota value of such share.</p>
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	<p>Following notice of the redemption resolution, holders of shares shall promptly receive payment for the shares, or, if authorization from the Swedish Companies Registration Office (Sw. <i>Bolagsverket</i>) or a court is required, following notice that the final decision has been registered.</p> <p>Class C shares held by the company may, upon decision of the board of directors be reclassified into ordinary shares. Immediately thereafter, the board of directors shall register the reclassification to the Swedish Companies Registration Office. The reclassification is effected when it has been registered and the reclassification been reflected in the central securities depository register.</p>
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The existing shares shall be ordinary shares.

The Board of Directors proposes that the CEO shall be authorised to make the minor adjustments to this resolution that may be necessary in connection with their registration.

***Proposal to resolve to adopt a long-term performance-based investment share program (item 8)***

The Board of Directors proposes that the Extraordinary General Meeting resolves to adopt a long-term performance-based investment share program for Group Management Team and other key employees within the Asker group in accordance with item 8(a) – 8(b) below. The resolutions under items 8(a) – 8(b) are proposed to be conditional upon each other. Should the majority requirement for item 8(b) below not be met, the Board of Directors proposes that the Company shall be able to enter into an equity swap agreement with a third party in accordance with item 8(c) and the resolutions under items 8(a) and 8(c) shall be conditional upon each other.

***Proposal to resolve to adopt a long-term performance-based investment share program (8(a))***

*Summary of the program*

The Board of Directors proposes that the Extraordinary General Meeting resolves to adopt a long-term performance-based investment share program (the “**Plan 2025**”). The Plan 2025 is proposed to include not more than approximately 132 employees within the Asker group. The participants in the Plan 2025 are required to invest in ordinary shares in Asker (“**Investment Shares**”). Investment Shares entitle each participant to Performance Share Rights which entitle the participants to, subject

to performance conditions, receive “**Performance Shares**” free of charge in accordance with the terms set out below.

The Board of Directors intends to propose recurring three year rolling programs subject to the approval of future Annual General Meetings, from the Annual General Meeting 2026 and onwards.

#### *The rationale for the proposal*

The rationale for an annual performance-based investment share program, including the Plan 2025, is to create conditions for motivating and retaining key employees of the Asker group. It is important to Asker’s decentralised and entrepreneurial business model that targets of the participants are aligned with those of the Company, including the Company’s business strategy, long-term interest and sustainable business. It is also important to increase the motivation of meeting and exceeding Asker’s financial targets. The Board of Directors’ view is that it is desirable that the Group Management Team and other key employees within the Asker group are shareholders and thereby have aligned interests with the Company’s shareholders.

By offering an allotment of Performance Share Rights, the participants are rewarded for increased shareholder value. Further, the Plan 2025 rewards key employees’ loyalty and long-term value growth in the Company. Against this background, the Board of Directors is of the opinion that the adoption of the Plan 2025 will have a positive effect on the Asker group’s future development and thus be beneficial for both the Company and its shareholders.

#### *Personal investment*

In order to participate in the Plan 2025, the participant must have made a private investment in ordinary shares in Asker by investing in Investment Shares. These Investment Shares can either be shares already held or shares purchased on the market in connection with notification to participate in the Plan 2025. Investment Shares held under the Plan 2025 will entitle the Participant to receive “**Performance Share Rights**”, whereby each Performance Share Right, subject to the performance conditions, entitle the participant to receive one Performance Share free of charge.

#### *Participants*

The participants invited to participate in the Plan 2025 are divided into four categories:

- (i) Group CEO, Group Management Team and Business Area Directors (approximately 12 employees): will be offered to invest a total of maximum 255,000 Investment Shares, where no individual will be offered less than 1,414 Investment Shares or more than 9,325 Investment Shares within the Plan 2025, entitling to an allotment of five Performance Share Rights per Investment Share,
- (ii) Country Management (approximately 10 employees): will be offered to invest a total of maximum 70,000 Investment Shares, where no individual will be offered less than 754 Investment Shares or more than 2,825 Investment Shares within the Plan 2025, entitling to an allotment of four Performance Share Rights per Investment Share,
- (iii) Local Managing Directors and Senior Key Specialists (approximately 50 employees): will be offered to invest a total of 198,750 Investment Shares, where no individual will be offered less than 472 Investment Shares or more than 2,350 Investment Shares within the Plan

2025, entitling to an allotment of three Performance Share Rights per Investment Share, and

- (iv) Other Key Employees (approximately 60 employees): will be offered to invest a total of 114,000 Investment Shares, where no individual will be offered less than 472 Investment Shares or more than 1,425 Investment Shares within the Plan 2025, entitling to an allotment of two Performance Share Rights per Investment Share.

In total, a maximum of 637,750 Performance Share Rights may be allocated to the participants in the Plan 2025. Individual participants within the same category may receive varying allocations of Performance Share Rights to allow for certain flexibility in the detailed distribution within each category.

In order to enable control and create predictability regarding the maximum outcome per participant and the costs for the Plan 2025, the maximum value of the Performance Shares that can be allocated from each Performance Share Right is limited to 300 percent of the volume-weighted average share price in the Company during September 2025. Should the value of the Performance Shares allocated on the date of allocation of Performance Shares exceed this amount, a proportional reduction in the number of Performance Shares to be allocated shall be made so that the amount is not exceeded.

#### *Terms and conditions*

A Performance Share Right may be exercised provided that the participant, with certain exceptions, from the start date of the Plan 2025, up to and including the publication of the Company's interim financial report for the first quarter 2028 (the "**Vesting Period**") has kept their Investment Shares and has maintained their employment within the Asker group. Consequently, the Vesting Period for the Plan 2025 is shorter than three years. The reason for that the Vesting Period is shorter than three years is that the Board of Directors deems it important to implement a long-term share based incentive program after the IPO and annual long-term share based incentive programs are intended to be proposed at future annual general meetings and the Board of Directors deems it important to have the vesting periods ending approximately the same time every year.

In addition to the requirement for the participant's maintained employment, the final number of Performance Share Rights which vest shall also be conditional upon the below listed performance conditions:

- (i) An adjusted EBITA growth measured as compound annual growth rate (CAGR),
- (ii) A reduction of Scope 1 and 2 CO<sub>2</sub> emissions in line with SBTi targets, and
- (iii) Percentage of suppliers, based on purchase value, who have signed Asker's Code of Conduct or an equivalent code (calculated as a percentage of COGS).

The performance conditions are split between the three independent conditions listed above with 85 percent of the Performance Share Rights relating to the adjusted EBITA growth, 7.5 percent of the Performance Share Rights relating to a reduction of Scope 1 and 2 CO<sub>2</sub> emissions in line with SBTi targets and 7.5 percent of the Performance Share Rights relating to percentage of suppliers who have signed Asker's Code of Conduct or an equivalent code.



#### Adjusted EBITA

The Adjusted EBITA growth is calculated as the CAGR between the year end result 2024 and the year end result 2027. Should the Company's Adjusted EBITA growth amount to 17.5 percent, all Performance Share Rights attributable to Adjusted EBITA vest. Should the Company's Adjusted EBITA growth amount to 12.5 percent, 50 percent of the Performance Share Rights attributable to Adjusted EBITA vest. In the event of an Adjusted EBITA growth between 12.5 and 17.5 percent, Performance Share Rights attributable to Adjusted EBITA vest linearly. An EBITA growth of less than 12.5 percent entails that no Performance Share Rights attributable to Adjusted EBITA vest. The Company's adjusted EBITA growth amount target shall be recalculated in the event of a share issue.

#### ESG-targets

Should the reduction of Scope 1 and 2 CO<sub>2</sub> emissions in line with SBTi targets be achieved (meaning a reduction amounting to at least 31 percent at the end of 2027 vs base line), all Performance Share Rights attributable to the target shall vest. A reduction of less than 31 percent entails that no Performance Share Rights attributable to this target vest.

Should the percentage of suppliers, based on purchase value, who have signed Asker's Code of Conduct or an equivalent code be achieved (meaning suppliers covering at least 88 percent of COGS at the end of 2027), all Performance Share Rights attributable to the target shall vest. A coverage of less than 88 percent of COGS entails that no Performance Share Rights attributable to this target vest.

#### *Other terms and conditions for the Performance Share Rights*

The Performance Share Rights shall, in addition to what is set out above, be governed by the following terms and conditions:

- Performance Share Rights are granted free of charge after adoption of the Plan 2025 and no later than 30 September 2025.
- Performance Share Rights vest at the end of the Vesting Period and subject to the performance conditions being fulfilled.
- Performance Share Rights may not be transferred or pledged.
- The number of Performance Shares that each Performance Share Right entitles them to will be re-calculated in the event that changes occur in the Company's equity capital structure, such as a bonus issue, merger, rights issue, share split or reverse share split, reduction of the share capital or similar measures. Furthermore, in order to align the participants' and the shareholders' interests, the Company will compensate the participants for any dividends paid by increasing the number of Performance Shares that each Performance Share Right entitles them to.

#### *Preparation and administration*

The Board of Directors, or the remuneration committee, shall be responsible for preparing the detailed terms and conditions of the Plan 2025, in accordance with the above terms and conditions. In connection therewith, the Board of Directors, or the remuneration committee, shall be entitled to make adjustments to meet foreign regulations or market conditions. The Board of Directors, or the remuneration committee, may also make other adjustments if significant changes in the Asker group

or its environment would result in a situation where the adopted terms and conditions of the Plan 2025 no longer serve their purpose or the rationale for the proposal.

#### *Scope and costs of the Plan 2025*

The Plan 2025 will be accounted for in accordance with IFRS 2 which stipulates that the Performance Share Rights should be recorded as personnel expenses during the Vesting Period.

Based on (i) that 637,750 Performance Share Rights are allotted, (ii) an annual increase in the share price of 15 percent, (iii) an estimated annual turnover of personnel of 10 percent, and (iv) that the performance conditions are fulfilled to 75 percent, the expected annual IFRS costs amount to approximately SEK 14.5 million and annual social security costs of SEK 4.5 million, with a social security tax rate of 21 percent.

Based on (i) that 637,750 Performance Share Rights are allotted, (ii) an annual increase in the share price of 20 percent, (iii) an estimated annual turnover of personnel of 10 percent, and (iv) that the performance conditions are fulfilled to 100 percent, the expected annual IFRS costs amount to approximately SEK 19.3 million and annual social security costs of SEK 6.7 million, with a social security tax rate of 21 percent.

#### *Dilution*

Upon maximum allotment of Performance Shares, including buffer for dividend compensation, and provided that the hedging arrangements in accordance with item 8(b) below are adopted by the Extraordinary General Meeting, 670,000 ordinary shares will be allotted to participants under the Plan 2025, meaning a dilution of approximately 0.17 percent of the number of ordinary shares and votes in the Company. This does not include recalculation pursuant to the terms and conditions other than buffer for dividend compensation.

#### *Preparation of the proposal and previous incentive programs*

The Company's Board of Directors and its remuneration committee have prepared this Plan 2025 in consultation with external advisors. The Plan 2025 has been reviewed by the Board of Directors at a board meetings held in June and July 2025.

Asker has no previous long-term incentive program.

#### ***Proposal to resolve to authorise the Board of Directors to issue class C shares, repurchase issued class C shares and to transfer own ordinary shares (items 8(b)(i)-(iii))***

All resolutions under item 8(b)(i)-(iii) are proposed to be conditional upon each other, as well as item 8(a), and are therefore proposed to be adopted in conjunction.

#### ***Authorisation for the Board of Directors to issue class C shares (item 8(b)(i))***

The Board of Directors proposes that the Extraordinary General Meeting resolves to authorise the Board of Directors, during the period until the Annual General Meeting 2026, on one or more occasions, to issue not more than 670,000 class C shares, each at quota value. With deviation from the shareholders' preferential rights, the participating bank shall be entitled to subscribe for the new class C shares at a subscription price corresponding to the quota value of the shares. The purpose of the authorisation and the reason for the deviation from the shareholders' preferential rights in connection with the issue of shares is to ensure delivery of shares under the Plan 2025. The number

of shares that can be issued is subject to recalculation in the event of a bonus issue, split, rights issue and/or other similar events.

***Authorisation for the Board of Directors to resolve to repurchase own class C shares (item 8(b)(ii))***

The Board of Directors proposes that the Extraordinary General Meeting resolves to authorise the Board of Directors, during the period until the annual general meeting 2026, on one or more occasions, to repurchase its own class C shares. The repurchase may only be effected through a public offer directed to all holders of class C shares and shall comprise all outstanding class C shares. Repurchases shall be effected at a purchase price corresponding to the quota value of the share. Payment for the acquired class C shares shall be made in cash. The purpose of the proposed repurchase authorisation is to ensure delivery of Performance Shares under the Plan 2025. The number of shares that can be repurchased is subject to recalculation in the event of a bonus issue, split, rights issue and/or other similar events.

***Transfer of own class C shares (item 8(b)(iii))***

The Board of Directors proposes that the Extraordinary General Meeting resolves that class C shares that the Company acquires based on the authorisation to repurchase own class C shares in accordance with item 8(b)(ii) above, may, following the reclassification into ordinary shares, be transferred to participants in the Plan 2025 in accordance with the adopted terms and conditions. In total, a maximum of 670,000 ordinary shares may be transferred to participants. The number of shares that can be transferred is subject to recalculation in the event of a bonus issue, split, rights issue and/or other similar events.

***Equity swap agreement with a third party (item 8(c))***

Should the majority requirement under item 8(b) above not be met, the Board of Directors proposes that the Extraordinary General Meeting resolves that Asker can enter into an equity swap agreement with a third party on terms in accordance with market practice, whereby the third party in its own name shall be entitled to acquire and transfer ordinary shares in Asker to the participants in the Plan 2025.

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**Special majority requirements**

A resolution in accordance with the proposal in item 7 above shall only be valid where supported by not less than two-thirds of both votes cast and the shares represented at the Extraordinary General Meeting. A resolution in accordance with the proposal in item 8(b) above shall only be valid where supported by not less than nine-tenths of both votes cast and the shares represented at the Extraordinary General Meeting.

**Shareholders' right to obtain information**

The Board of Directors and the CEO shall, if requested by a shareholder and if 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 a matter on the agenda.

### Number of shares and votes

There are 383,036,497 shares outstanding in Asker, corresponding to 383,036,497 votes. As of the date of this notice, the Company holds no shares.

### Documentation

Relevant documents pursuant to the Swedish Companies Act will be made available at the Company's office at Svärdvägen 3A, SE-182 33 Danderyd, and at the Company's website, [www.asker.com](http://www.asker.com), no later than three weeks before the Extraordinary General Meeting. Copies of the documents will be sent to shareholders who so request and who inform the Company of their postal address.

### Processing of personal data

For information on how your personal data is processed, see the integrity policy that is available on Euroclear's website <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 [privacy@asker.com](mailto:privacy@asker.com).

Danderyd, July 2025  
**Asker Healthcare Group AB (publ)**  
The Board of Directors

### For further information, please contact:

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*Asker Healthcare Group is a partner to caregivers and patients across Europe providing medical products and solutions. We build and acquire leading companies that together support the healthcare system to improve patient outcomes, reduce total cost of care and ensure a fair and sustainable value chain. We are a European healthcare group that combines the entrepreneurial drive of strong local companies, with the abilities and collected knowledge of a large group – driving progress in the healthcare sector. The group has more than 4 000 employees in 17 countries and revenues amounting to SEK 16 billion.*

The information was submitted for publication, through the agency of the contact person set out above, at 08.00 CEST on 22 July 2025.