

The English text is an unofficial translation of the Swedish original. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.

The board of directors' complete proposal to the annual general meeting 2026

Items 2, 7b), 7d), 12), 13) and 14)

Item 2 – Election of one or two persons to verify the minutes

The board of directors proposes that the annual general meeting elects one or two persons that are proposed by the chairman of the general meeting and who are not a board member of, or employed by, the Company to attest the minutes of the general meeting. The assignment to attest the minutes shall also include verifying the voting list and that the received postal votes are correctly reflected in the minutes of the general meeting.

Stockholm in March 2026

Vestum AB (publ)

The board of directors

Item 7 b) – Resolution on disposition of the company’s profit or loss as shown in the adopted balance sheet

The board of directors proposes that no dividends shall be paid for the financial year 2025 and that the result shall be carried forward.

Stockholm in March 2026

Vestum AB (publ)

The board of directors

Item 7 d) – Resolution on approval of the remuneration report

The board of directors' remuneration report for 2025 (the "**Remuneration Report**") provides an outline of how the guidelines for executive remuneration have been implemented during 2025. The Remuneration Report has been prepared in accordance with Chapter 8, Sections 53 a–53 b of the Swedish Companies Act and the Rules on Remuneration of the Board and Executive Management and on Incentive Programmes issued by the Stock Market Self-Regulation Committee.

There have been no deviations from the procedure for the implementation of and no derogations from the application of the guidelines for executive remuneration in 2025.

The Remuneration Report for 2025 is available on the Company's website (www.vestum.se).

The board of directors proposes that the annual general meeting approve the Remuneration Report.

Regarding the board of directors' proposal for new guidelines for executive remuneration, see item 14.

Stockholm in March 2026

Vestum AB (publ)

The board of directors

Item 12 – Resolution on an authorisation for the board of directors to resolve on issuances of shares, warrants and/or convertible instruments

The board of directors proposes that the annual general meeting resolves on authorisation for the Company's board of directors to, at one or several occasions during the period up until the next annual general meeting, with or without deviation from the shareholders' preferential rights, resolve upon the issuance of new shares, warrants and/or convertible instruments. The reason for the deviation from the shareholders' preferential rights shall, in such case, be to satisfy the Company's capital needs, secure the Company's continued operations and development, and enable future acquisitions. The board of directors shall have the right to resolve that payments shall be made in in cash, in kind, through set-off or otherwise with conditions. In the event that new shares are issued with deviation from the shareholder's preferential rights, the new share issue shall be carried out on market terms.

The authorisation shall be limited so that the board of directors may not resolve upon issues of shares, convertibles or warrants that entail that the total number of shares that are issued, issued through conversion of convertibles or issued through exercise of warrants exceeds 10% of the total number of shares in the Company at the time the board of directors exercises the authorisation for the first time.

The board of directors, the managing director or the person appointed by the board of directors shall be authorised to make minor adjustments to the resolution as may be required in connection with the registration with the Swedish Companies Registration Office (Sw. *Bolagsverket*).

A resolution pursuant to item 12 is valid only where supported by shareholders holding not less than two-thirds of the votes cast as well as the shares represented at the annual general meeting.

Stockholm in March 2026
Vestum AB (publ)
The board of directors

Item 13 – Resolution on an authorisation for the board of directors to resolve on acquisitions and transfers of treasury shares

The board of directors proposes that the annual general meeting resolves on authorisation for the Company's board of directors to, at one or several occasions during the period up until the next annual general meeting, resolve upon acquisitions and transfers of treasury shares in the Company on the following terms.

Acquisitions may be made of a maximum of so many shares that the Company's holding of treasury shares, following the acquisition, amounts to a maximum of 10% of all shares in the Company. Acquisitions of treasury shares shall be made on Nasdaq Stockholm. Acquisitions of treasury shares shall be made at a price per share within the at each time prevailing price interval for the shares on Nasdaq Stockholm. Payment for acquired treasury shares shall be made in cash.

Transfers may be made of treasury shares held by the Company at the time of the board of directors' resolution to transfer the shares. Transfers of treasury shares may be made by other means than on Nasdaq Stockholm. Transfers of treasury shares shall be made at market terms. Payment for treasury shares transferred may be made in cash, in-kind or by set-off. Transfers of treasury shares may be made with deviation from the shareholders' preferential rights.

The reason for an acquisition or a transfer of treasury shares, and the reason for any transfer with deviation from the shareholders' preferential rights, shall be to: (i) optimise the company's capital structure or (ii) use the shares as consideration (including earn-out consideration) in connection with, or as financing of, acquisitions of companies or businesses.

A resolution pursuant to item 13 is valid only where supported by shareholders holding not less than two-thirds of the votes cast as well as the shares represented at the annual general meeting.

Stockholm in March 2026

Vestum AB (publ)

The board of directors

Item 14 – Resolution on guidelines for executive remuneration

The Board of Directors proposes that the AGM adopts the following guidelines for executive remuneration.

Guidelines for executive remuneration

The guidelines cover salaries and other remuneration to the CEO and other persons in the Company's management (senior executives). The guidelines shall be applied for remuneration agreed upon, and changes made to existing agreements, after adoption of these guidelines at the AGM 2026. These guidelines do not apply to any remuneration decided or approved by the general meeting.

The guidelines' promotion of the Company's business strategy, long-term interests and sustainability

Vestum is an industrial group that provides services and products to the infrastructure sector. Vestum has the most prominent specialists with extensive industry experience and strong positions in regional markets. For further information about the Company's business strategy, see <https://www.vestum.se/en/about-vestum/>.

A prerequisite for the successful implementation of the Company's business strategy and safeguarding of its long-term interests, including its sustainability, is that the Company is able to recruit and retain qualified personnel with the right competence. To this end, it is necessary that the Company offers competitive remuneration. These guidelines enable the Company to offer the senior executives a competitive total remuneration.

It is noted that the AGM of the Company may resolve to implement incentive programs for its employees. Such incentive programmes are not covered by these guidelines.

Types of remuneration

Remuneration and other terms of employment shall be on market terms in order for the Company to be able to retain and recruit competent senior executives. The compensation may consist of a fixed cash salary, variable cash remuneration, pension benefits, insurance and other benefits. Additionally, the general meeting may – irrespective of these guidelines – resolve on, among other things, share-related or share price-related remuneration. To the extent that a member of the Board of Directors performs work on behalf of the Company in addition to the board assignment, market term consultancy fees may be paid to such board member.

Fixed cash salary

The senior executives shall receive a fixed base salary in line with market terms and based on the individual's area of responsibility, competence and experience. The fixed cash salary shall be reviewed annually for each calendar year.

Variable cash remuneration

The senior executives shall be able to receive annual variable cash remuneration and such remuneration must be designed to promote the Company's long-term value creation. The variable remuneration shall be linked to predetermined and measurable criteria. The satisfaction of criteria for awarding variable cash remuneration shall be measured over a period of one year. The variable cash remuneration may amount to a maximum of 50 per cent of the total fixed cash salary during the measurement period.

When the measurement period for meeting the criteria for payment of variable cash remuneration has ended, it shall be determined to what extent the criteria have been met. The

Remuneration Committee is responsible for the assessment of variable cash remuneration to the CEO. The CEO is responsible for the assessment of other senior executives. For financial objectives, the evaluation shall be based on the latest financial information made public by the Company.

The Board of Directors shall have the possibility, under applicable law or contractual provisions, to in whole or in part reclaim variable remuneration paid on incorrect grounds.

Pension

For the CEO, pension benefits, including health insurance, shall be premium defined. Variable cash remuneration shall not qualify for pension benefits. The pension premiums for premium defined pension shall amount to not more than 30 per cent of the fixed annual cash salary.

For other senior executives, pension benefits, including health insurance, shall be premium defined unless the senior executive concerned is subject to defined benefit pension under mandatory collective agreement provisions. Variable cash remuneration shall qualify for pension benefits to the extent required by mandatory collective agreement provisions. The pension premiums for premium defined pension shall amount to not more than 30 per cent of the fixed annual cash salary.

For employments governed by rules other than Swedish, pension benefits and other benefits may be duly adjusted for compliance with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines.

Other benefits

Other benefits may include e.g., life insurance, health insurance and wellness allowance. Such benefits may in total amount to a maximum of 10 per cent of the fixed annual cash salary.

Termination of employment

In the event of termination by the Company, the notice period is a maximum of twelve months for the CEO and for other senior executives. Fixed cash salary during the notice period and severance pay, including any compensation for non-compete undertakings, may not in total exceed an amount equivalent to the fixed cash salary for 24 months for the CEO and twelve months for other senior executives. In the event of termination by the executive, the notice period may not exceed twelve months. No severance pay shall be paid in the event of termination by the executive.

Salary and employment conditions for employees

In the preparation of the Board of Directors' proposal for these remuneration guidelines, salary and employment conditions for employees of the Company have been taken into account by including information on the employees' total income, the components of the remuneration and increase and growth rate over time, in the Remuneration Committee's and the Board of Directors' basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable.

The decision-making process to determine, review and implement the guidelines

The Board of Directors has established a Remuneration Committee. The committee's tasks include preparing the Board of Directors' decision to propose guidelines for executive remuneration. The Board of Directors shall prepare a proposal for new guidelines at least every fourth year and submit it to the AGM. The guidelines shall be in force until new guidelines are adopted by the general meeting. The Remuneration Committee shall also monitor and evaluate programs for variable remuneration for the executive management, the application of the guidelines for executive remuneration as well as the current remuneration structures and compensation levels in the Company. The CEO and other members of the executive management

do not participate in the Board of Directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

Derogation from the guidelines

The Board of Directors may temporarily resolve to derogate from the guidelines, in whole or in part, if in a specific case there is special cause for the derogation and a derogation is necessary to serve the Company's long-term interests, including its sustainability, or to ensure the Company's financial viability. As set out above, the Remuneration Committee's tasks include preparing the Board of Directors' resolutions in remuneration-related matters. This includes any resolutions to derogate from the guidelines.

Stockholm in March 2026

Vestum AB (publ)

The board of directors