

Board of Directors' Proposals to the Annual General Meeting 2026

Item 16 – Resolution on Guidelines for Remuneration of Senior Executives

The Board of Directors proposes that the Annual General Meeting resolve on the following guidelines for remuneration of senior executives. Senior executives means the Chief Executive Officer and other members of group management. In the event that a member of the Board of Directors performs work for Genovis beyond board duties, consulting fees or other remuneration may be paid for such work. The guidelines shall apply to remuneration agreed upon, and changes made to previously agreed remuneration, after the guidelines have been adopted by the Annual General Meeting 2026. The guidelines do not cover remuneration resolved by the General Meeting.

Promotion of the Company's Business Strategy, Long-Term Interests and Sustainability

In brief, the Company's business strategy is to develop innovative and effective solutions for the research, development and manufacture of pharmaceuticals. The strategy for conducting successful operations and achieving the Company's financial goals consists of developing new innovative products, building long-term customer relationships and inorganic growth initiatives within the focus areas: biochemical analysis, diagnostics and applications in the manufacture of biological pharmaceuticals. Further information about the Company's business strategy is available at www.genovis.com.

Successful implementation of the Company's business strategy and safeguarding of the Company's long-term interests, including its sustainability, requires the Company to be able to recruit and retain qualified employees. This requires the Company to be able to offer competitive remuneration. These guidelines enable senior executives to be offered competitive total remuneration.

Variable cash remuneration covered by these guidelines shall aim to promote the Company's business strategy and long-term interests, including its sustainability.

Forms of Remuneration, etc.

Remuneration shall be market-based and may consist of the following components: fixed annual salary, variable cash remuneration, pension benefits, other benefits and severance pay. In addition, and independently of these guidelines, the General Meeting may resolve on, for example, share and share price-related remuneration.

Fulfilment of criteria for the payment of variable cash remuneration shall be measurable over a period of one year and may amount to at most a certain percentage, see below, of the fixed cash annual salary.

Chief Executive Officer

The Company's Chief Executive Officer shall receive fixed and variable cash remuneration. Pension benefits, including health insurance, shall be defined contribution. Variable cash remuneration shall not qualify for pension. The Company shall make pension provisions of a maximum of 35 percent of the fixed cash annual salary. In addition to the fixed cash annual salary, the Chief Executive Officer shall receive variable cash remuneration that may amount to a maximum of 50 percent of the fixed cash annual salary per year. The variable portion of the cash remuneration is based on the Company achieving certain predetermined and measurable criteria, which may be financial or non-financial, and may also consist of individually adapted quantitative or qualitative targets. The criteria shall be designed to promote the Company's business strategy and long-term interests, including its sustainability, by for example having a clear link to the business strategy or promoting the Chief Executive Officer's long-term development.

Other Senior Executives

This group shall receive a market-based fixed cash annual salary as well as variable cash remuneration that may amount to a maximum of 50 percent of the fixed annual salary per year. The variable cash remuneration shall be based on the Company achieving certain predetermined and measurable criteria, which may be financial or non-financial (such as ESG). The variable cash remuneration shall also, to a certain extent, be based on predetermined targets related to individual performance and shall consist of predetermined and measurable quantitative or qualitative targets. The criteria shall be designed to promote the Company's business strategy and long-term interests, including its sustainability, by for example having a clear link to the business strategy or promoting the executive's long-term development.

Pension benefits, including health insurance, shall be defined contribution unless the executive is covered by defined benefit pension under mandatory collective bargaining agreement provisions. Variable cash remuneration shall qualify for pension to the extent required by mandatory collective bargaining agreement provisions applicable to the executive. Pension premiums for defined contribution pension may amount to a maximum of 35 percent of the fixed annual salary.

Conditions for Variable Remuneration and Performance Requirements

Variable cash remuneration is linked to certain predetermined and measurable criteria as described above. When the measurement period for fulfilment of criteria for payment of variable cash remuneration has ended, an assessment shall be made of the extent to which the criteria have been met. The Board of Directors is responsible for the assessment regarding variable cash remuneration for the Chief Executive Officer. Regarding variable cash remuneration for other executives, the Chief Executive Officer is responsible for the assessment. Regarding financial targets, the assessment shall be based on the most recently published financial information of the Company.

Cash Remuneration in Extraordinary Circumstances

In addition to the above, additional variable cash remuneration may be paid in extraordinary circumstances, provided that such extraordinary arrangements are time-limited and only made at the individual level, either for the purpose of recruiting or retaining executives, or as remuneration for extraordinary work efforts beyond the person's ordinary duties. Such remuneration may not exceed an amount corresponding to 35 percent of the fixed cash annual salary per year and may not be paid more than once per year and per individual. Any decisions on such remuneration shall be made by the Board of Directors.

Derogation from the Guidelines

The Board of Directors may resolve to temporarily derogate from these guidelines, in whole or in part, if the Board of Directors in an individual case assesses that there are special reasons warranting such derogation and it is necessary to serve the Company's long-term interests, including its sustainability, or to ensure the Company's financial viability.

Other Benefits

Senior executives may be granted customary benefits, which may include, inter alia, a company car, occupational health services and life insurance. Such benefits may amount to a maximum value corresponding to ten percent of the fixed cash annual salary.

Severance Pay

Upon termination by the Company, the notice period may be a maximum of 12 months. Fixed cash salary during the notice period and severance pay may together not exceed an amount corresponding to 18 months' fixed cash salary for the Chief Executive Officer and 12

months for other senior executives. Upon termination by the executive, the notice period may be a maximum of six months, without entitlement to severance pay.

In addition, remuneration for any non-compete undertaking may be paid. Such remuneration shall compensate for any loss of income and shall only be paid to the extent that the former executive does not have entitlement to severance pay. The remuneration shall be based on the fixed cash salary at the time of termination, unless otherwise required by mandatory collective bargaining agreement provisions, and shall be paid during the period in which the non-compete undertaking applies, which shall be a maximum of nine months after the end of employment.

Salary and Employment Conditions for Employees

In preparing the Board of Directors' proposal for these guidelines, salary and employment conditions for the Company's employees have been taken into account, with data on employees' total remuneration, the components of remuneration and the increase and rate of increase in remuneration over time having formed part of the Board of Directors' basis for decision in evaluating the reasonableness of the guidelines and the limitations that follow therefrom.

The Decision-Making Process for Determining, Reviewing and Implementing the Guidelines

The Board of Directors prepares proposals for guidelines for remuneration of senior executives. The Board of Directors shall prepare a proposal for new guidelines at least every four years and submit the proposal for resolution at the Annual General Meeting. The guidelines shall apply until new guidelines have been adopted by the General Meeting. The Board of Directors shall monitor and evaluate programs for variable remuneration for company management, the application of guidelines for remuneration of senior executives and current remuneration structures and levels in the Company. When the Board of Directors processes and resolves on remuneration-related matters, the Chief Executive Officer and other members of company management do not participate, to the extent they are affected by the matters.

Description of Material Changes to the Guidelines and How Shareholders' Views Have Been Taken into Account

Compared to the previously adopted guidelines, the following changes have been made to these proposed guidelines:

- An addition that the Chief Executive Officer's variable remuneration shall not qualify for pension.
- The maximum scope for other benefits has been made uniform across the group of senior executives. Previously, the maximum value was 15 percent of the cash annual salary for senior executives excluding the Chief Executive Officer, who had a limit of ten percent of the cash annual salary. The current proposal is a limit of ten percent of the cash annual salary for all senior executives.
- The percentage cap in the previous guidelines regarding any non-compete undertaking upon termination of employment has been removed, in order to compensate for the limitation arising from such an undertaking.

Beyond what is mentioned above, no material changes have been made to these proposed guidelines compared to the previously adopted guidelines.

Item 17 – Authorization for the Board of Directors to Resolve on New Share Issues

The Board of Directors proposes that the General Meeting authorize the Board of Directors to resolve, on one or more occasions during the period up to and including the next Annual General Meeting, with or without preferential rights for shareholders, to issue new shares, convertibles or warrants. New issues may be made against cash payment and/or with provisions for payment in kind, set-off or other conditions. Through resolutions made pursuant to the authorization, the share capital may be increased by a total maximum of SEK 1,650,000 through the issuance of a total maximum of 6,600,000 new shares. In the event of issues without preferential rights for shareholders, the subscription price shall be market-based at the time of the issue resolution.

The reason for any deviation from shareholders' preferential rights shall be to broaden the shareholder base, raise or facilitate the raising of working capital, increase liquidity in the share, carry out company acquisitions or raise or facilitate the raising of capital for company acquisitions.

A valid resolution under this item requires that the resolution be supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the General Meeting.

Item 18 – Authorization for the Board of Directors to Resolve on Repurchase and Transfer of Own Shares, Conditional upon the Adoption of Legislative Proposal prop. 2025/26:125

The Swedish Government has, in legislative bill 2025/26:125, proposed an amendment to the Swedish Companies Act (aktiebolagslagen) such that the possibility for public limited liability companies to acquire and transfer own shares shall also apply to companies whose shares are admitted to trading on an MTF platform, including Nasdaq First North Growth Market. The legislative amendments are proposed to enter into force on 5 December 2026. The Board of Directors' right to utilize the authorization is conditional upon the Swedish Companies Act being amended such that acquisition and transfer of own shares shall also be permitted for companies whose shares are admitted to trading on an MTF platform.

The Board of Directors proposes that the Annual General Meeting authorize the Board of Directors to resolve, on one or more occasions during the period up to and including the next Annual General Meeting, to acquire and transfer own shares on the following terms.

Repurchases of shares may be made on Nasdaq First North Growth Market in accordance with the Nasdaq First North Growth Market Rulebook for Issuers of Shares. The maximum number of own shares that may be repurchased shall not exceed ten (10) percent of all shares in the Company at any given time. Repurchases of shares may only be made at a price per share within the prevailing price range for the share on Nasdaq First North Growth Market at the time of the repurchase. Repurchases shall be made against cash payment.

Transfers may be made of all own shares held by the Company at the time of the Board of Directors' transfer resolution. Transfers of own shares on Nasdaq First North Growth Market may only be made at a price per share within the prevailing price range for the share on Nasdaq First North Growth Market at the time of the transfer. Transfers of own shares in a manner other than on Nasdaq First North Growth Market shall be made against cash payment, through contribution of assets in kind or through set-off, and the price shall be determined such that the transfer is made on market-based terms. Transfers of own shares in a manner other than on Nasdaq First North Growth Market may be made with deviation from shareholders' preferential rights.

The purpose of an acquisition or transfer of own shares, and the reason for any transfer with deviation from shareholders' preferential rights, shall be to enable adjustment and improvement of the Company's capital structure in order to contribute to increased

shareholder value, and to capitalize on strategic business opportunities by financing such opportunities in whole or in part with own shares.

The Board of Directors' proposal for a resolution to authorize the Board of Directors to resolve on repurchase and transfer of own shares is conditional upon the Swedish Companies Act being amended such that acquisition and transfer of own shares shall also be permitted for companies whose shares are admitted to trading on an MTF platform. The resolution shall not be valid and shall not be implemented in the event that the Swedish Parliament does not adopt such legislative amendments, or until such legislative amendments have entered into force.

Kävlinge, April 2026

Genovis AB (publ)

The Board of Directors