

N.B. English translation for convenience purposes only. In the event of discrepancies, the Swedish version shall prevail.

The nomination committee's reasoned statement ahead of the 2026 annual general meeting of Senzime AB (publ) regarding the proposed board of directors and auditor, and an account of how the nomination committee has conducted its work

Composition of the nomination committee

Ahead of the 2026 annual general meeting of Senzime, the nomination committee was established by the deputy chairman of the board contacting the three largest shareholders as of 30 September 2025. The Crafoord family and the Crafoord Foundation appointed Adam Dahlberg as their representative on the nomination committee, and AB Segulah et al. appointed Gabriel Urwitz as their representative. Senzime's third largest shareholder at the time was Fredrik Rapp. The nomination committee of Senzime ahead of the 2026 annual general meeting has thus consisted of Adam Dahlberg, Gabriel Urwitz and Fredrik Rapp.

The Crafoord family and the Crafoord Foundation, AB Segulah et al. and Fredrik Rapp represented, at the time of the appointment of the nomination committee, approximately 34 per cent of the number of shares and votes in the company. The members of the nomination committee appointed Gabriel Urwitz as chairman of the nomination committee.

The nomination committee's proposal regarding chairman of the annual general meeting

The nomination committee proposes that Mattias Prage (Advokatfirman Lindahl) be appointed as chairman of the annual general meeting.

The nomination committee's proposal regarding the number of board members

Senzime's board of directors currently consists of six members elected by the general meeting. According to the articles of association, the board shall consist of no fewer than three and no more than ten members without deputy members.

The nomination committee proposes that the board shall continue to consist of six members elected by the general meeting.

The nomination committee's proposal for election of board members

The nomination committee proposes the re-election of the current members Per Wold-Olsen, Adam Dahlberg, Sorin Brull, Lars Axelson and Ann Costello. Göran Brorsson has declined re-election.

The nomination committee proposes the new election of Wolfgang Reim. Wolfgang Reim has a long career in the medical technology industry, with roles including CEO & Group President of Dräger Medical during the period 2000–2006, CEO of the Ultrasound Division at Siemens Healthcare, and numerous board and chairmanship positions in companies such as Elekta AB, GN Store Nord, Carl Zeiss and Ondal Medical Systems. Wolfgang Reim was born in 1956, resides in Germany and holds an MSc and a doctoral degree in physics from the Federal Institute of Technology ETH in Zurich. The nomination committee unanimously considers Wolfgang Reim to have a highly relevant profile for Senzime's board of directors.

Furthermore, the nomination committee proposes that Per Wold-Olsen be elected as chairman of the board and Adam Dahlberg as vice chairman of the board.

All elections pertain to the period until the end of the next annual general meeting.

N.B. English translation for convenience purposes only. In the event of discrepancies, the Swedish version shall prevail.

The nomination committee's work

The nomination committee commenced its work shortly after its constitution and has thereafter continued its work to prepare proposals for the 2026 annual general meeting in accordance with the instructions.

The nomination committee has held a number of formal and informal meetings in total. As a basis for its work, the nomination committee has, among other things, conducted interviews with all board members and the CEO. In order to assess the extent to which the current board meets the requirements that will be placed on the board as a result of the company's operations and future direction, the nomination committee has discussed the size and composition of the board in terms of experience and competence. The board members proposed for re-election and new election possess both financial and operational competence as well as solid board experience. The board reflects a significant long-term commitment and relevant industry experience.

In its work, the nomination committee has taken into account the requirements of the Swedish Corporate Governance Code regarding the independence of board members, and considers that the proposed board meets the requirements. The nomination committee has further applied Rule 4.1 of the Swedish Corporate Governance Code on diversity policy and considers that the proposed board has an appropriate composition with regard to the company's operations, stage of development and other circumstances. In line with previous practice, the nomination committee has strived for an even gender distribution and diversity in terms of competence, experience and background on the board. Of the members proposed to the general meeting, only one out of six is a woman, resulting in a gender distribution of 17 per cent women and 83 per cent men. The nomination committee notes that this is an area that is important to consider in future changes to the board.

The nomination committee's proposal for board fees

The nomination committee has evaluated the existing remuneration of the board and has, among other things, compared the fees with fees in comparable companies. The nomination committee proposes that annual board fees shall be paid as set out below.

Total remuneration and remuneration structure

The nomination committee proposes that the total remuneration to the board of directors for the period until the end of the annual general meeting 2027 shall consist of the following three components:

1. Cash base remuneration totaling a maximum of SEK 2,025,000
2. Cash remuneration for committee work totaling a maximum of SEK 325,000
3. Share rights equivalent to a total value of up to SEK 1,375,000

However, under this item, resolutions are only made regarding items 1 and 2 above, i.e., the cash remuneration. Item 3 above, regarding share rights, is stated for informational purposes only and is addressed under a separate item below.

Distribution of base fee per person

Remuneration for regular board work is proposed as follows:

- Chairman of the board: SEK 550,000 in cash and SEK 550,000 in share rights.
- Vice chairman: SEK 375,000 in cash. Adam Dahlberg is proposed not to receive any Share Rights and will, if elected, therefore only receive the aforementioned cash remuneration.
- Other board members: SEK 275,000 in cash and SEK 275,000 in share rights. However, members who are not independent from the Segulah group are proposed not to receive any Share Rights.

The nomination committee further proposes that no board remuneration be paid to a board member who during the fiscal year 2026 receives consultancy fees from the Company exceeding a total amount equivalent to twice the cash board remuneration resolved at this annual general meeting.

N.B. English translation for convenience purposes only. In the event of discrepancies, the Swedish version shall prevail.

Remuneration for committee work

The nomination committee proposes that remuneration be paid for work within the board's committees for the period until the end of the annual general meeting 2027 as follows:

- Audit committee: SEK 75,000 to the chairman and SEK 37,500 to other members.
- Remuneration committee: SEK 50,000 to the chairman and SEK 25,000 to other members.
- R&D committee: SEK 50,000 to the chairman and SEK 25,000 to other members.

Furthermore, the nomination committee proposes that remuneration to the auditor is paid according to approved invoice.

Resolution on a shareholder program for the board

The nomination committee proposes that the annual general meeting resolves on the introduction of a shareholder program for board members of Senzime (**the "Board Program 2026"**). The proposal consists of two sub-resolutions, a) and b) below, which are conditional upon each other.

Sub-resolution a) contains the terms for Board Program 2026, while sub-resolution b) contains the more technical provisions to enable the delivery of shares to participants in the program.

The resolutions under this item are also conditional upon the proposal for new articles of association being adopted by the annual general meeting.

a) Proposal for resolution on the Board Program 2026

Background to the proposal

In order to increase common interests and engagement in the Company's operations, the nomination committee considers it desirable for board members to be shareholders in the Company. A share-based program is also important for the remuneration to the board to be competitive, which is necessary to attract, retain, and motivate international and competent members to the board. The nomination committee's assessment is that Board Program 2026 will serve these purposes effectively and in the long term, which in turn benefits the Company and its shareholders. Through Board Program 2026, individual board members will be able to build more significant shareholdings over time (provided that the general meeting also resolves to renew the program at later annual general meetings), which encourages long-term ownership and benefits members who have served and intend to continue serving on the Company's board for many years. The intention is that similar programs will be proposed at future annual general meetings (which, however, depends on the nomination committee finding it appropriate). The nomination committee encourages board members to retain their received shares at least as long as the member is part of the board, except to finance taxes as a consequence of Board Program 2026.

Board members who are not participating in Board Program 2026

Neither Adam Dahlberg, connected to the Company's largest shareholder – the Crafoord family and the Crafoord Foundation, nor Lars Axelsson, with connections to the Company's second-largest owner, the Segulah group, participate in Board Program 2026.

Terms for the Share Rights

The following terms shall apply to the Share Rights:

- The Share Rights shall be allocated to participants in Board Program 2026 in accordance with what is stated under the heading Allocation below. Allocation shall take place as soon as practically possible after this annual general meeting ("Allocation Date").
- The Share Rights vest after approximately one year (equivalent to one term of office as a board member), specifically on the day that falls four weeks before the annual general meeting 2027 ("Vesting Date"), provided that the participant is still a board member on the Vesting Date. The vesting period for Board Program 2026 is one year, which according to the applicable securities market regulations must be justified (as it is shorter than three years). The nomination

N.B. English translation for convenience purposes only. In the event of discrepancies, the Swedish version shall prevail.

committee considers that such a shorter period is appropriate and suitable in this case, as the board's term always extends to the next annual general meeting.

- Vested Share Rights may be exercised after the Vesting Date (but no later than six months thereafter).
- Each vested Share Right entitles the holder to receive one common share in Sensime free of charge.
- The number of Share Rights may be recalculated in the event of changes in the Company's share capital structure affecting the Share Rights, such as a split or consolidation of shares or similar measures. Such recalculation shall be carried out by the Audit Committee in consultation with relevant professional advisors.
- The Share Rights may not be transferred or pledged.
- In the event of a public takeover offer, sale of the Company's business, liquidation, merger, or other similar transaction affecting Sensime, all Share Rights shall be deemed vested (in connection with the completion of such a transaction).
- The Share Rights shall otherwise be subject to the terms set out in separate agreements with the participants and the detailed terms for Board Program 2026.

Allocation

The number of Share Rights to be allocated to each participant shall be calculated by dividing the amount below by the volume-weighted average price of the Company's share on Nasdaq Stockholm during the 10 trading days prior to the Allocation Date, rounded down to the nearest whole number. The Share Rights in Board Program 2026 are proposed to be allocated as follows:

- Chairman of the board of directors: Share Rights equivalent to SEK 550,000.
- Other board members: Share Rights equivalent to SEK 275,000. Members who are not independent from the Segulah group or Crafoord group are proposed not to receive any Share Rights.

Illustrative example. Board member X is entitled to Share Rights equivalent to SEK 275,000. The volume-weighted average price of the Company's share during the 10 trading days prior to the Allocation Date is SEK 4.50. Thus, the member is allocated 61,111 Share Rights. Each Share Right entitles the holder to one common share in the Company. If board member X remains on the board at the Vesting Date, the member is thus entitled to receive 61,111 common shares free of charge.

Preparation of the proposal

Board Program 2026 has been initiated by the nomination committee based on an evaluation of previous incentive programs and current market practices for comparable European (including Swedish) listed companies. The proposal has been prepared with the support of the Company's legal advisors.

Dilution

Assuming a share price at the time of allocation of Share Rights of approximately SEK 4, Board Program 2026 will encompass a maximum total of 343,750 shares, corresponding to a dilution of approximately 0.26 per cent based on the number of outstanding shares at the time of the notice. The dilution is expected to have a marginal impact on the Company's key figure "Earnings per Share." Information about the Company's existing incentive programs is available in Sensime's annual report for 2024, which is available on the Company's website, www.senzime.com.

Scope and costs of the program

Board Program 2026 will be reported in accordance with "IFRS 2 – Share-based Payment." IFRS 2 prescribes that the Share Rights shall be expensed as personnel costs over the vesting period. Personnel costs in accordance with IFRS 2 do not affect the Company's cash flow. Social security contributions will be expensed in the income statement in accordance with UFR 7 during the vesting period.

The program has been established in consultation with external legal and financial advisors and the costs for this advice are estimated to amount to a maximum of SEK 70,000 (excluding VAT).

N.B. English translation for convenience purposes only. In the event of discrepancies, the Swedish version shall prevail.

In addition to the advisory costs and based on the allocation of Share Rights to a total of four board members, including one chairman, the board estimates that Board Program 2026 will incur costs in the form of social security contributions and administrative costs related to share subscription and registration with the Swedish Companies Registration Office. Assuming that the share price at the allocation of Share Rights is approximately SEK 4, that the share price increases by 25 percent, and that the Share Rights are exercised by the participants, the personnel cost according to IFRS 2 is estimated at approximately 1.8 million SEK before tax. The cost for social security contributions is estimated, based on the same assumptions, to approximately SEK 576,000.

The total cost for Board Program 2026, including costs according to IFRS 2 and for social security contributions, is thus estimated to approximately SEK 2,400,000.

It should be noted that all calculations above are preliminary, based on assumptions, and are only intended to provide an illustration of the costs that Board Program 2026 may entail. Actual costs may therefore deviate from those stated above.

Delivery of shares under Board Program 2026

To ensure the delivery of common shares under Board Program 2026, the nomination committee proposes that the annual general meeting authorizes the board to resolve on the issuance of Class C shares and the repurchase of issued Class C shares, as well as to resolve on the transfer of own common shares in accordance with sub-resolution b) below.

b) Proposal to authorize the board to resolve on directed issuance and repurchase of Class C shares, and to transfer own common shares to participants in Board Program 2026

All resolutions below (i)–(iii) are presented as a joint proposal.

i. Authorization for the board to resolve on the issuance of Class C shares

The nomination committee proposes that the annual general meeting resolves to authorize the board to, during the period until the next annual general meeting, on one or more occasions, increase the Company's share capital by a maximum of SEK 87,500 through the issuance of a maximum of 700,000 Class C shares. The new shares shall, deviating from the shareholders' preferential rights, be subscribed for by a participating bank at a subscription price corresponding to the quota value, i.e., SEK 0.125. The purpose of the authorization and the reason for the deviation from the shareholders' preferential rights is to ensure the delivery of shares under Board Program 2026 and to cover any social costs related to the said program. The authorization will only be used for the exact number of shares that the Company is to deliver within the framework of Board Program 2026.

ii. Authorization for the board to resolve on the repurchase of own Class C shares

The nomination committee proposes that the annual general meeting authorizes the board to, during the period until the next annual general meeting, on one or more occasions, resolve on the repurchase of Class C shares. Repurchase may only be made through an acquisition offer for all outstanding Class C shares. The acquisition shall be made at a price corresponding to the share's quota value. Payment for acquired Class C shares shall be made in cash. The purpose of the proposed repurchase authorization is to ensure the delivery of shares within the framework of Board Program 2026.

iii. Resolution on transfer within the framework of Board Program 2026

The nomination committee proposes that the annual general meeting resolves that Class C shares acquired by the Company with the support of the repurchase authorization of Class C shares according to (ii) above may, after conversion into common shares, be transferred free of charge to participants in Board Program 2026 in accordance with the terms of the program. However, the number of common shares that may be transferred may be recalculated in the event of changes in the Company's capital structure affecting the rights, such as a split or consolidation of shares or similar measures. Such recalculation shall be carried out by the Audit Committee in consultation with relevant professional advisors.

The nomination committee's proposal for election of auditor and auditor's fees

N.B. English translation for convenience purposes only. In the event of discrepancies, the Swedish version shall prevail.

The nomination committee proposes the re-election of PwC as the company's auditor for the period until the end of the next annual general meeting. In the event PwC is re-elected, the nomination committee notes that PwC has announced that the authorised auditor Lars Kylberg will serve as auditor in charge.

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

The nomination committee's proposal for resolution on the nomination committee ahead of the next annual general meeting

Principles for the appointment of members of the nomination committee

The general meeting instructs the chairman of the board to contact the three largest shareholders in terms of votes according to Euroclear's share register as of 30 September 2026, who each appoint a member of the nomination committee. In the event that any of the three largest shareholders does not wish to appoint a member of the nomination committee, the fourth largest shareholder shall be consulted (and so on) until the nomination committee consists of three members.

The majority of the nomination committee's members shall be independent in relation to the Company and the Company management. The chairman of the board shall not be a member of the nomination committee. The CEO or another person from the Company management may not be a member of the nomination committee. At least one of the members of the nomination committee must be independent in relation to the largest shareholder in the Company in terms of votes or a group of shareholders who collaborate on the Company's administration. board members other than the chairman of the board may be members of the nomination committee, but may not constitute a majority of the nomination committee's members.

The members of the nomination committee shall be published on the Company's website no later than six months before the next annual general meeting. The website shall also provide information on how shareholders can submit proposals to the nomination committee.

The term of office for the appointed nomination committee shall run until a new nomination committee has been appointed in accordance with the mandate from the next annual general meeting.

The nomination committee appoints a chairman from among its members. The chairman of the board or another board member shall normally not be the chairman of the nomination committee.

If a member leaves the nomination committee before its term is completed, and if the nomination committee considers that there is a need to replace this member, the nomination committee shall appoint a new member in accordance with the principles above, but based on Euroclear's printout of the share register as soon as possible after the member has left its post. Changes in the composition of the nomination committee shall be announced immediately.

Tasks of the nomination committee

The nomination committee shall submit proposals for resolutions on the following issues to the 2027 annual general meeting:

- a) Election of the chairman of the annual general meeting,
- b) Resolution on the number of board members,
- c) Resolution on the fees and other remuneration to the board of directors and its committees, divided between the chairperson and other members,
- d) Resolution on the fees to the auditors,
- e) Election of board members, chairman of the board of directors and vice chairman of the board of directors,
- f) Election of auditors, and

N.B. English translation for convenience purposes only. In the event of discrepancies, the Swedish version shall prevail.

- g) Proposal for principles for the composition and instructions regarding work of the nomination committee in preparation for the annual general meeting 2028.

When preparing proposals – and otherwise in its work – the nomination committee shall apply paragraph 4.1 of the Swedish Code of Corporate Governance (the “**Code**”) regarding the diversity policy. The nomination committee shall also in other aspects, when preparing proposals for the 2027 annual general meeting adhere to the provisions of the Code.

The work of the nomination committee

The nomination committee shall meet as often as is necessary for the nomination committee to fulfil its duties, but at least once per year. Notices convening meetings are issued by the chairman of the nomination committee. If a member requests that the nomination committee be convened, the request shall be complied with.

The nomination committee is quorate if at least two members are present. Resolutions of the nomination committee shall be adopted by a simple majority of the members present or, in the event of a tied vote, the chairman shall have the casting vote.

Remuneration

No remuneration shall be paid to the committee members for their work on the nomination committee. The Company shall however bear reasonable costs that the nomination committee deem necessary for the committee to fulfil its assignment.

Stockholm in April 2026

The nomination committee of Senzime AB (publ)