

Stockholm, February 13, 2026

## PRESS RELEASE - NAXS AB (publ)

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N.B. The English text is an in-house translation. In the event of any discrepancies between the text in this document and the Swedish document, the latter shall prevail.

### NOTICE OF ANNUAL GENERAL MEETING IN NAXS AB (publ)

The shareholders of NAXS AB (publ), reg. no. 556712-2972, with its registered office in Stockholm (the “**Company**” or “**NAXS**”), are hereby invited to the annual general meeting (the “**Meeting**”) on Tuesday 17 March 2026 at 11.00 a.m. (CET) at the offices of KANTER Advokatbyrå, Engelbrektsgatan 3, Stockholm, Sweden. Registration starts at 10.30 a.m. (CET).

#### PRECONDITIONS FOR PARTICIPATION

Shareholders that wish to participate in the Meeting,

*shall* be registered in the share register maintained by Euroclear Sweden AB by Monday 9 March 2026;

*and shall* have notified the Company of their intention to attend the Meeting and of any representative/proxy/advisor who will represent/accompany the shareholder to the Meeting by Wednesday 11 March 2026. Notification shall be sent by mail to NAXS AB (publ), Attn: Gösta Lundgren, Box 5855, 102 40 Stockholm, Sweden or by e-mail to [gosta.lundgren@naxs.se](mailto:gosta.lundgren@naxs.se). Notification shall include the shareholder's name, personal identification number/corporate registration number (or similar), address and daytime telephone number, as well as, if applicable, details of representatives, proxies and advisors.

#### PROXY

Shareholders represented by proxy must submit a written and dated power of attorney. If the power of attorney is executed by a legal person, a certified copy of the certificate of registration or equivalent must be attached. The power of attorney is valid for a period of one year from its issuance; however, the power of attorney may be valid for up to five years from its issuance if explicitly stated. The power of attorney and certificate of registration should be submitted to the Company by post at the address above in due time prior to the Meeting. A proxy form is available on the Company's website ([www.naxs.se](http://www.naxs.se)) and will be sent to shareholders who request the form. To facilitate registration at the Meeting, it is recommended that the proxy and the certificate of registration or equivalent certificate of authority are sent to the Company as set out above so that it is received by the Company no later than Wednesday 11 March 2026.

#### NOMINEE-REGISTERED SHARES

To be entitled to participate in the Meeting, shareholders whose shares are registered in the name of a nominee/custodian must, in addition to providing notification of participation, re-register their shares in their own names in the share register maintained by Euroclear Sweden AB so that the shareholder is recorded in the share register relating to the circumstances on Monday 9 March 2026. Such registration may be temporary (so-called voting right registration) and must have been effected at Euroclear Sweden AB no later than on Wednesday 11 March 2026, and the shareholders must therefore advise their nominees well in advance of this date.

## **RIGHT TO REQUEST INFORMATION**

The shareholders are reminded of their right to, at the Meeting, obtain information from the board and CEO in accordance with Chapter 7 Section 32 of the Swedish Companies Act (Sw. *aktiebolagslagen*). Shareholders who wish to submit questions in advance may do so by sending post to NAXS AB (publ), Attn: Gösta Lundgren, Box 5855, 102 40 Stockholm, Sweden or by e-mail to [gosta.lundgren@naxs.se](mailto:gosta.lundgren@naxs.se).

## **NUMBER OF SHARES AND VOTES**

As of the date of this notice there are in total 11,077,585 shares and votes in the Company. The Company holds 80,968 own shares as of the date of this notice.

## **PROPOSED AGENDA**

1. Opening of the Meeting
2. Election of the chairman of the Meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of two persons to verify the minutes together with the chairman of the Meeting
6. Determination as to whether the Meeting has been duly convened
7. Presentation by the CEO, submission of the annual accounts and the auditor's report, as well as consolidated accounts and auditor's report on consolidated accounts
8. Resolution on
  - a. the adoption of the profit and loss statement and balance sheet, as well as the consolidated profit and loss statement and the consolidated balance sheet;
  - b. appropriation of the Company's result according to the adopted balance sheet; and
  - c. discharge of the members of the board and the CEO from liability
9. Determination of the number of members of the board
10. Determination of fees to be paid to the members of the board and auditor
11. Election of members of the board and chairman of the board
12. Election of auditor
13. The nomination committee's proposal regarding election of members of the nomination committee
14. Presentation of the board's remuneration report for approval
15. The proposal from the board to authorise the board to acquire the Company's own shares
16. The proposal to authorize the board to resolve on the issuance of new shares
17. Closing of the Meeting

### ***Proposals of the nomination committee***

**Items 2 and 9-13: Election of chairman of the Meeting, determination of the number of members of the board, determination of the fees to be paid to the members of the board and auditor, election of members of the board and chairman of the board, election of auditor and election of members of the nomination committee.**

The nomination committee of the Company proposes that the Meeting resolves in accordance with the following;

- Attorney at law Ebba Olsson Werkell from KANTER Advokatbyrå is proposed to chair the Meeting.
- It is proposed that, for the period until the end of the next annual general meeting, the board shall consist of four ordinary members without any deputy members of the board.
- Oliver Molse, Niclas Winberg and Thor Åhlgren are proposed for re-election as board members and Amaury de Poret to be elected as a new board member for the time until the end of the next annual general meeting. It is also proposed that Oliver Molse is re-elected as

chairman of the board of directors. For information regarding the proposed board members, reference is made to the Company's annual report and the Company's website, [www.naxs.se](http://www.naxs.se).

- The registered auditing company Ernst & Young AB is proposed to be re-elected as auditor for the period until the end of the next annual general meeting, which is in accordance with the board of directors' recommendation. Should the nomination committee's proposal for auditor be adopted, Ernst & Young AB has announced that the authorised auditor Mona Alfredsson will be appointed as the main responsible auditor.
- It is proposed that the remuneration to the board of directors is to be SEK 800,000 in total, of which the chairman of the board of directors shall receive a fee of SEK 400,000 and each of the other board members who are not employed by the Company shall receive a fee of SEK 200,000.
- It is proposed that the auditor shall be entitled to a fee in accordance with approved invoice.
- Oscar Molse (representing Buntel AB), Luca Di Stefano (representing Lärkberget AB) and the chairman of the board of directors Oliver Molse (representing himself) are proposed as members of the nomination committee. Furthermore, Oscar Molse is proposed as chairman of the nomination committee.

#### ***Proposals of the board***

##### **Item 8b: Appropriation of the Company's results**

The funds at the Meeting's disposal consist of the result for the year of SEK 24,542,172, the share premium reserve of SEK 577,705,947, and the Company's accumulated results of SEK - 287,564,492, in total SEK 314,683,627.

The board proposes that the funds at the Meeting's disposal shall be allocated as dividends to the shareholders of SEK 2.00 per share and that the remaining unrestricted equity is carried forward. Thursday 19 March 2026 is proposed as the record date for dividends. If the Meeting resolves in accordance with the proposal, payment through Euroclear Sweden AB is estimated to be made on Tuesday 24 March 2026.

##### **Item 15: Proposal to authorise the board to acquire the Company's own shares**

The board proposes that the Meeting resolves to authorise the board to decide on the acquisition of the Company's own shares where, principally, the following shall apply;

1. Acquisition of own shares may be made on Nasdaq Stockholm or through a directed offer to all shareholders.
2. Acquisitions may be made of a maximum number of shares so that the Company's holding of own shares at any time does not exceed ten (10) percent of all shares in the Company.
3. Purchases of shares may only be effected on Nasdaq Stockholm at a price that does not exceed a price higher than the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the share is traded and otherwise in accordance with the terms applicable as set forth by Nasdaq Stockholm. In the event that the acquisitions are effected by a member of the stock exchange as assigned by the Company, the price of own shares may, however, correspond to the volume weighted average price during the time period within which the shares were acquired, even if the volume weighted average price on the day of delivery to the Company falls outside the price range. Acquisition of shares may only take place at a price within the price interval, on any occasion, recorded on Nasdaq Stockholm, which refers to the interval between the highest buying price and the lowest selling price.
4. In connection with a public offer to all shareholders, acquisitions may be made at a price corresponding to the market value of the share at the discount or premium that the Board of Directors deems to be in line with market conditions.

5. Payment for the shares shall be made in cash.

The purpose of the authorization is to give the board of directors the greatest possible flexibility in the Company's asset management, to be able to return capital to the shareholders, to adapt the Company's capital structure, to use own shares as a means of payment in company acquisitions or incentive programs, and to counteract a net asset discount in the Company's share and thereby increase shareholder value.

**Item 16 - Proposal for resolution on authorization for the board of directors to resolve on a new issue of shares**

The board of directors proposes that the Meeting authorizes the board of directors to, on one or more occasions until the next annual general meeting, with or without deviation from the shareholders' preferential rights, resolve on a new issue of shares corresponding to a maximum of ten (10) percent of the total number of outstanding shares in the Company at the time when the authorization is first exercised.

The authorisation shall also include the right to resolve on the issue of shares against cash payment, payment by set-off or contribution in kind, and to otherwise decide on terms and conditions in accordance with the Swedish Companies Act. An issue that is made with deviation from the shareholders' preferential rights shall be made on market terms, however, with the possibility, if the board of directors deems it justified by the Company's and the shareholders' common interest, to set the subscription price at a level above the prevailing market price (so-called premium issue).

The purpose of the authorization is to give the board of directors the greatest possible flexibility to, in a fast and cost-effective manner:

- raise capital to finance investments or acquisitions;
- enable strategic collaborations or changes in ownership, and
- adapt the Company's capital structure to current market conditions.

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**MAJORITY REQUIREMENTS**

A resolution in accordance with the proposal under items 15 and 16 above shall only be valid where supported by not less than two-thirds of both the votes cast and the shares represented at the Meeting.

**DOCUMENTATION**

The annual report and the auditor's report, the remuneration report, the complete proposals from the board and the auditor's and the board of directors' statements according to the Swedish Companies Act will be held available at the Company's office on Nybrogatan 6, Stockholm, Sweden, as well as on the Company's website, [www.naxs.se](http://www.naxs.se) no later than three weeks before the meeting. Further, the nomination committee's motivated statement will be available at the address stated above as well as on the website at least four weeks before the Meeting. Copies of the documents will be sent to the 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

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Stockholm, February 2026  
The board of NAXS AB (publ)

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*The information was submitted for publication, through the agency of the contact person set out above, at 11.45 CET on February 12, 2026.*

This press release and further information is available on the Company's website: [www.naxs.se](http://www.naxs.se)

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*NAXS is listed on NASDAQ Stockholm. NAXS primarily invests in private equity funds with a Nordic focus, but may also make direct investments or co-investments alongside private equity or other alternative assets funds. In addition, NAXS may, to a limited extent, make other types of investments.*