

This is a translation of the Swedish original. In case of any discrepancies between this translation and the Swedish original, the latter shall prevail.

Notice of Annual General Meeting in Bentley Endovascular Group AB (publ)

The shareholders of Bentley Endovascular Group AB (publ), reg. no. 559363-9718, (the “Company”), are hereby summoned to the Annual General Meeting on Tuesday 25 June 2024 at 10:00 CEST at the Company’s office at Convendum, Brahegatan 10, Stockholm. Registration for the meeting will commence at 09:45 CEST.

NOTIFICATION OF PARTICIPATION

Shareholders who wish to participate at the meeting must:

- (i) both be recorded as shareholders in the share register kept by Euroclear Sweden AB on the record date on Friday, 14 June 2024; and
- (ii) notify the Company of their and any possible attending counsels’ participation in writing by post to Bentley Endovascular Group AB (publ), Att: Annual General Meeting, Box 1432, 111 84 Stockholm, Sweden or by e-mail to jenny.linden@delphi.se no later than on Tuesday, 18 June 2024.

The notification shall include full name, personal/corporate identity number, address, daytime telephone number, holding of shares and, when applicable, information regarding deputies, proxies and advisors. The number of advisors can be at most two. In order to facilitate registration for the meeting, the notification should, when applicable, be accompanied by powers of attorney, certificates of registration and other documents of authority.

Shareholders have the opportunity to participate, without the right to vote, at the meeting digitally. A link will be provided to those who have notified that they wish to participate digitally and provided their e-mail address in their notification of participation to be made in accordance with the above instruction. Please note that shareholders who participate digitally are not entitled to vote at the meeting.

Personal data regarding shareholders obtained from the share register, the notification of participation at the meeting and data regarding proxies and advisors, will be used for registration, preparation of the voting list for the meeting and, when applicable, the minutes from the meeting. The personal data is handled in accordance with the General Data Protection Regulation (Regulation (EU) 2016/679 of the European Parliament and of the Council). For information on how your personal data is processed in connection with the general meeting, see the privacy policy on Euroclear Sweden AB's website, <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

NOMINEE REGISTERED SHARES

To be entitled to participate in the meeting, a shareholder whose shares are registered 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 registered in the share register on the record date on Friday, 14 June 2024. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee’s procedures in such time in advance as the nominee determines. Voting registration requested by shareholders in such time that the registration has been made by the nominee no later than on Tuesday, 18 June 2024 will be considered in the preparation of the share register.

PROXIES

Shareholders' rights at the meeting may be exercised by a proxy. The power of attorney must be in writing, dated and signed and may not be more than five years old. The original version of the power

of attorney shall be presented at the meeting. Proxies for legal entities must also be accompanied by a certificate of registration or if such document does not exist, equivalent document verifying authority. To facilitate registration, a copy of the power of attorney and other authorizing documents should be attached to the notification to the meeting. Proxy forms are available on the Company's website <https://www.group.bentley.global/en/> and are sent by post to shareholders who request it and provide their postal address.

PROPOSED AGENDA

1. Election of chairperson of the meeting.
2. Preparation and approval of the voting register.
3. Approval of the agenda.
4. Election of two persons to attest the minutes.
5. Determination of whether the meeting was duly convened.
6. Presentation of the annual report and the auditor's report and the consolidated financial statements and auditor's report for the group.
7. Presentation by the CEO.
8. Resolution on:
 - a. adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet,
 - b. allocation of the Company's profit according to the adopted balance sheet, and
 - c. discharge from liability for board members and the CEO.
9. Determination of the number of board members and the number of auditors.
10. Determination of remuneration for the board of directors and auditors.
11. Election of board members and auditors.
12. Resolution on retroactive remuneration for the board of directors.
13. Resolution on instruction for the nomination committee.
14. Resolution on authorization for the board of directors to decide on issue of new shares, warrants and convertible debentures (issue to the general public).
15. Resolution on authorization for the board of directors to decide on issue of new shares, warrants and convertible debentures.
16. Closing of the meeting.

RESOLUTIONS PROPOSED BY THE MAJOR SHAREHOLDERS

Major shareholders, representing approximately 53.68 per cent of the total number of shares and votes in the Company, ("**Major Shareholders**") has submitted the following proposals for resolution in regard to items 8-12 according to the above proposed agenda.

Item 8. Determination of the number of board members and deputies and the number of auditors

The board of directors is currently composed of five (5) ordinary board members without deputies. Major Shareholders propose that the board of directors shall be composed of four (4) ordinary board members without deputies for the period until the end of the next annual general meeting.

The Company currently has a registered auditing firm as auditor. Major Shareholders propose that the Company for the period until the end of the next annual general meeting shall have a registered auditing firm as auditor.

Item 9. Determination of remuneration to the board of directors and auditors

Major Shareholders propose that remuneration to the board of directors for the coming term of office shall be paid in total of SEK 2,735,000 and that the remuneration is distributed as follows: SEK 940,000 to the chairperson of the board of directors and SEK 470,000 to each of the board members who are not employed by the Company, an additional SEK 115,000 to the chairperson of the audit committee and SEK 70,000 to each of the other members of the audit committee and an additional SEK 60,000 to

the chairperson of the remuneration committee and SEK 35,000 to each of the other members of the remuneration committee.

Major Shareholders further propose that remuneration to the Company's auditor shall be paid in accordance with approved invoice.

Item 10. Election of board members and auditors

Major Shareholders propose that the annual general meeting, for the period until the end of the next annual general meeting, shall re-elect the board members Annika Sunnanväder, Eurico Pacheco and James Mitchell, and that Birgitta Stymne Göransson is elected as new board member.

Major Shareholders propose that Annika Sunnanväder is re-elected as the chairperson of the board of directors.

Presentation of the proposed new board member:

Birgitta Stymne Göransson

Birgitta Stymne Göransson (born 1957) holds an MBA from Harvard Business School and a Master of Science in Chemical Engineering and Biotechnology from the Royal Institute of Technology in Stockholm, Sweden. Birgitta is currently chairman of the board of Industrifonden and MD International AB (publ) (Min Doktor) and board member of Rhenman & Partners Asset Management AB, Elekta AB, Bure Equity AB, Pandora AS and Asker Healthcare Group AB. Birgitta has also previous experience as president and CEO of Memira Group (2010-2013), CEO of Semantix Group (2005-2009) and COO/CFO of Telefonos (2001-2005).

For a presentation of the board members proposed for re-election, please refer to the Company's website <https://www.group.bentley.global/en/governance>.

Major Shareholders further propose election of the registered auditing firm Öhrlings Pricewaterhousecoopers AB ("**PwC**") as the Company's auditor for the period until the end of the next annual general meeting. PwC has informed that, if PwC is elected as auditor, Magnus Lagerberg will continue as auditor in charge.

Item 11. Resolution on retroactive remuneration for the board of directors

Major Shareholders propose that the annual general meeting resolves on retroactive remuneration to the board of directors for the period 1 October 2023 until the date of the annual general meeting, and that the remuneration is paid as follows: SEK 700,000 to the chairperson of the board of directors and SEK 350,000 to each of the board members who are not employed by the Company.

Item 12. Resolution on instruction for the nomination committee

Major Shareholders propose that the annual general meeting resolves that the below instruction for the nomination committee shall be valid until further notice.

These instructions, the current composition of the nomination committee and how the nomination committee can be contacted shall at all times be kept available on the Company's website.

1. Principles for appointment of nomination committee members

The Company is to have a nomination committee. Nomination committee members are to be nominated by the major shareholders in the Company, whereby the four largest shareholders in the Company, in terms of votes according to the shareholders' register maintained by Euroclear Sweden on the last banking day in September, are entitled to nominate one member each. If fewer than three members are nominated in accordance with the above, other shareholders are to be offered, on the basis of voting rights, to nominate one member until a total of three members have been nominated.

The shareholder controlling most votes in the Company is entitled to nominate the chairman of the nomination committee. The chairman of the board of directors is to be a co-opted member of the nomination committee (without voting rights) and coordinates the nomination procedure.

When members are nominated and elected by the above procedure, the rules and regulations set out in the Swedish Corporate Governance Code on the composition of nomination committees are to be followed. Each member of the nomination committee is to consider carefully whether there is any conflict of interest before accepting the assignment. The nomination committee shall serve until a new nomination committee is appointed.

2. Changes to the nomination committee

Changes to the composition of the nomination committee may be made in the following cases.

- a) A member wishes to step down early or cannot fulfil their duties or if a shareholder wishes to replace their nominated member, whereby a request is submitted to the chairman of the nomination committee (or should the request apply to the chairman, to another member of the nomination committee) and receipt thereof shall imply that the request has been executed.
- b) A shareholder who has not nominated a member of the nomination committee becomes larger in terms of votes than a shareholder who has nominated a member of the nomination committee, after which the larger shareholder is entitled to replace the nominated member, or if other significant changes occur in ownership of the Company, whereby the nomination committee has the right to make an independent decision to dismiss and/or appoint additional members with the aim that the composition of the nomination committee shall reflect the ownership structure of the Company.
- c) The nomination committee can offer vacant seats on the nomination committee to shareholders or members nominated by shareholders with the aim that the composition of the nomination committee shall reflect the ownership structure of the Company.

Any changes to the nomination committee are to be disclosed by the Company as soon as possible.

3. Duties

Regardless of how they are appointed, members of the nomination committee are to promote the common interests of all shareholders and are not to reveal the content and details of nominations discussions unduly.

The chairman of the nomination committee is to convene the committee's first meeting. Well in advance of the publication of the notice for the annual general meeting by the board of directors, the nomination committee is to prepare and submit to the chairman of the board of directors, the nomination committee's proposals for:

- a) election of the chairperson of the board of directors and other board members,
- b) determination of remuneration to the board of directors,
- c) election of auditor,
- d) determination of remuneration to the auditors,
- e) election of the chairperson of the meeting, and
- f) resolution regarding amendments to these instructions (if the nomination committee considers it necessary).

The nomination committee's proposals are to be presented in the notice for the annual general meeting. In conjunction with the publication of the notice for the annual general meeting by the board of directors, the nomination committee is to ensure that the Company publishes the nomination committee's proposals and reasoned statement on its website as well as information about how the nomination committee has performed its work.

The nomination committee is also to fulfil any other duties incumbent upon a nomination committee in accordance with the Swedish Corporate Governance Code.

4. Fees

Fees are not to be paid to members of the nomination committee. However, the nomination committee has the right to charge the Company for expenses for recruitment consultants or other expenses required by the nomination committee to perform its duties.

RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS

Item 1. Election of chairperson of the meeting

The board of directors proposes that Mats Dahlberg from Advokatfirman Delphi is elected as chairperson of the annual general meeting.

Item 7b. Resolution on allocation of the Company's profit in accordance with the adopted balance sheet

The board of directors proposes that no dividend is paid for the financial year 2023 and that the Company's available funds shall be carried forward to new account.

Item 13. Resolution on authorization for the board of directors to decide on issue of new shares, warrants and convertible debentures (issue to the general public)

The board of directors proposes that the general meeting resolves to authorize the board of directors, for the period up to the next annual general meeting, whether on one or several occasions and whether with or without pre-emption rights for the shareholders, to adopt resolutions to issue new shares, warrants and convertible debentures. The Company's share capital may, by means of this authorization, be increased by a maximum amount within the framework of the Company's articles of association in effect at any given time. Such new issue resolutions may include provisions of payment in cash and/or payment by way of contribution of non-cash consideration or by set-off of a claim or that subscription shall be subject to other conditions.

The authorization is intended for the new issue(s) of shares that the Company is planning to make prior to and in connection with a planned listing of the Company's shares on Nasdaq First North Premier Growth Market or another equivalent trading platform. Deviation from the shareholders' pre-emption rights shall be possible in order to achieve the required diversification of ownership in the Company prior to the planned listing, to provide the Company with institutional ownership and otherwise strengthen the Company's financial position. The reason for the proposal and the possibility to deviate from the shareholders' pre-emption rights is to allow for flexibility when listing and raising capital.

The board of directors or a person appointed by the board of directors shall be authorized to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office.

For the present resolution to be valid it is required that the proposal is approved by shareholders holding at least two-thirds (2/3) of both the votes cast and the shares represented at the general meeting.

Item 14. Resolution on authorization for the board of directors to decide on issue of new shares, warrants and convertible debentures

The board of directors proposes that the general meeting resolves to authorize the board of directors, for the period up to the next annual general meeting, whether on one or several occasions and whether with or without pre-emption rights for the shareholders, to adopt resolutions to issue new shares, warrants and convertible debentures. Such new issue resolutions may include provisions of

payment in cash and/or payment by way of contribution of non-cash consideration or by set-off of a claim or that subscription shall be subject to other conditions.

The Company's share capital may, by means of the authorization, be increased in total by an amount corresponding to a dilution of ten (10) percent of the company's share capital at the time of the general meeting's resolution on the proposed authorization.

The purpose of the proposed authorization and the reasons for the deviation from the shareholders' preferential rights are to be able to strengthen the Company's financial position, adjustment of the Company's capital and/or ownership structure and to enable acquisition of other companies, parts of companies or assets that the Board of Directors considers of value to the Company's operations. Upon deviation from the shareholder's preferential rights, the new issue shall be made at market terms and conditions.

The board of directors or a person appointed by the board of directors shall be authorized to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office.

For the present resolution to be valid it is required that the proposal is approved by shareholders holding at least two-thirds (2/3) of both the votes cast and the shares represented at the general meeting.

DOCUMENTATION

The annual report and the auditor's report will be made available at latest three (3) weeks prior to the annual general meeting and will also be presented at the meeting. The notice will be available at Advokatfirman Delphi's office at Mäster Samuelsgatan 17 in Stockholm no later than two (2) weeks before the annual general meeting and will be sent to shareholders who so request and provide their postal address. The notice will also be available on the Company's website, <https://www.group.bentley.global/en/agm>.

SHAREHOLDERS' RIGHT TO REQUEST INFORMATION

Pursuant to Chapter 7, Sections 32 and 57 of the Swedish Companies Act, the board of directors and the CEO shall, if any shareholder so request and the board of directors deems that it may be done without significant harm to the Company, provide information at the annual general meeting regarding circumstances that may affect the assessment of a matter on the agenda and conditions that may affect the assessment of the Company's financial situation. The disclosure requirement also covers the Company's relationship to another Group company, the consolidated financial statements and such relationships concerning subsidiaries as referred to in the previous sentence.

Stockholm, May 2024

Bentley Endovascular Group AB (publ)

The board of directors