

## Carasent ASA - Announcement of cross border merger in connection with relisting to Stockholm

**Carasent's board of directors has resolved on a cross-border merger plan to effect the planned relisting of its shares on Nasdaq Stockholm**

**The board of directors of Carasent ASA ("Carasent" or the "Company") has today resolved to adopt a merger plan for a cross-border merger, subject to approval by an extraordinary general meeting in Carasent, with a newly established wholly-owned Swedish subsidiary[1] under name change to Carasent AB (publ) ("Carasent SWE"). The cross-border merger is, as previously announced, intended to be carried out by Carasent merging with Carasent SWE with the latter as acquiring entity, to the effect that shareholders will have their Carasent shares one for one exchanged with Carasent SWE shares listed only on Nasdaq Stockholm (the "Relisting").**

The Company's intention to relist has been previously announced at 2023's Capital Markets Day, as well as in recent quarterly reports. A majority of Carasent's operations and customer base are located in Sweden - approx. 80% of revenue as of FY 23 was generated in the country. Furthermore, the Company believes that such listing on Nasdaq Stockholm will enhance share liquidity and attract a broader shareholder base. Against this background, the board of directors of the Company has resolved to adopt a merger plan for a cross-border merger, to facilitate the Relisting.

The Company intends to relist its shares on Nasdaq Stockholm by transferring the business currently operated in Carasent to Carasent SWE, whose shares will subsequently be listed on Nasdaq Stockholm. For this purpose, the board of directors of Carasent has today adopted a merger plan pursuant to which the assets and liabilities of Carasent will be transferred to Carasent SWE through a cross-border merger by way of absorption. Carasent SWE is a Swedish wholly-owned subsidiary of the Company and has no operations of its own. Subsequent to completion of the cross-border merger, the shareholder structure, board of directors and management of Carasent SWE will be identical to the current shareholder structure, board of directors and management of Carasent. Carasent SWE will be described in more detail in a listing prospectus to be approved by the Swedish Financial Supervisory Authority, which will contain practical information for shareholders with respect to delivery and trading of their Carasent SWE shares after Relisting. Completion of the cross-border merger is conditional upon, *inter alia*, obtaining relevant approvals from Nasdaq Stockholm and relevant governmental authorities. The cross-border merger and Relisting are estimated to be completed during December 2024. Further information on key dates etc. will follow.

The cross-border merger requires a resolution by the extraordinary general meeting ("EGM") of the shareholders of Carasent. Further information and the proposed resolutions will be included in the notice of the EGM which will be announced separately within short. The EGM is planned to be held in early October 2024.

The merger plan for the cross-border merger together with appended documentation and other relevant documents are available at the Company's website and will free of charge be sent to those shareholders who so request and state their postal address.

**For further information, please contact**

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[1] The current name of the company is Goldcup 101292 AB (publ) (u.n.c.t Carasent AB (publ)).