

## Notice of the Annual General Meeting of Acast AB (publ)

Shareholders of Acast AB (publ), reg. no. 556946-8498 (“**Acast**” or the “**Company**”), are hereby given notice of the Annual General Meeting, to be held on Tuesday 19 May 2026, at 10:30 CEST at Acast’s Head Office, Kungsgatan 28 in Stockholm, Sweden. Registration for the Annual General Meeting will commence at 10:00 CEST.

The Board of Directors has resolved that the shareholders may also exercise their voting rights at the Annual General Meeting by postal voting in accordance with the provisions of Acast’s Articles of Association.

### Right to participate

Shareholders who wish to participate in the Annual General Meeting, shall be recorded in the shareholders’ register maintained by Euroclear Sweden AB on Friday 8 May 2026, and shall notify the Company of their intention to participate at the Annual General Meeting no later than on Tuesday 12 May 2026. Notice of attendance may be given in writing to the Company at the address Acast AB (publ), “Annual General Meeting 2026”, c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden, by telephone +46 (8) 402 91 33 or on the Company’s website, <https://investors.acast.com/governance/generalmeeting>. When giving notice of attendance, please state your name or company name, personal identification number or company registration number, address and daytime telephone number. For the registration of proxies, the registration procedure above applies (see also below under the heading “*Proxy etc.*”).

Shareholders who wish to use the possibility of postal voting shall do that in accordance with the instructions under the heading “*Postal voting*” below. Such postal voting does not require any further notice of attendance.

### Nominee-registered shares

To be entitled to attend the Annual General Meeting, shareholders whose shares are nominee-registered must, in addition to giving notice of attendance to the Annual General Meeting, register such shares in their own names so that the shareholder is recorded in the share register as of Friday 8 May 2026. Such registration may be temporary (so-called voting right registration) and request for such registration shall be made to the nominee in accordance with the nominee’s routines in such time in advance as decided by the nominee. Voting rights registrations effected by the nominee no later than Tuesday 12 May 2026 will be considered in the preparation of the share register.

### Proxy etc.

Shareholders who wish to attend the Annual General Meeting in person or by proxy are entitled to bring one or two deputies. Shareholders who wish to bring a deputy shall state this in connection with the notice of attendance. Shareholders represented by a proxy shall issue a written and dated power of attorney for the proxy. If the power of attorney has been issued by a legal entity, a copy of a certificate of incorporation or if no such document exists, a corresponding document shall be enclosed. In order to facilitate the registration at the Annual General Meeting, the power of attorney as well as the certificate of incorporation and other corresponding documents should be provided to the Company at the address stated above well in advance of the Annual General Meeting and preferably no later than Tuesday 12 May 2026. A proxy form is available on the Company’s website, <https://investors.acast.com/governance/generalmeeting>.

### Postal voting

A designated form shall be used for postal voting. The form is available on Acast’s website, <https://investors.acast.com/governance/generalmeeting>.

The completed voting form must be received by Euroclear Sweden AB (being the administrator of the forms for Acast) no later than on Tuesday 12 May 2026. The completed form shall be sent to Acast AB (publ), “Annual General Meeting 2026”, c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden. The completed form may alternatively be submitted electronically either through BankID signing as per instructions available on <https://www.euroclear.com/sweden/generalmeetings/> or through sending the completed voting form by e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com) with reference “Acast Annual General Meeting 2026”. If a shareholder votes in advance by proxy, a power of attorney shall be enclosed with the form. If the shareholder is a legal entity, a certificate of incorporation or a corresponding document

shall be enclosed with the form. Further instructions and conditions are included in the form for postal voting.

### **Proposed agenda**

1. Opening of the general meeting
2. Election of Chair of the general meeting
3. Drawing up and approval of voting list
4. Approval of the agenda
5. Election of one or two persons to check and verify the minutes
6. Determination of whether the general meeting has been duly convened
7. Chair of the Board of Directors' statement regarding the Board of Directors' work
8. Presentation by the CEO
9. Presentation of the annual report and the auditor's report, and the consolidated financial statements and the auditor's report on the consolidated financial statements
10. Resolution on:
  - a) adoption of the income statement and the balance sheet and the consolidated income statement and consolidated balance sheet regarding the financial year 1 January – 31 December 2025,
  - b) disposition of the Company's earnings in accordance with the adopted balance sheet, and
  - c) discharge from liability for the Board of Directors and the CEO
11. Presentation of remuneration report for approval
12. Determination of the number of Directors of the Board
13. Determination of remuneration to the Board of Directors and the auditor
14. Election of Directors and Chair of the Board of Directors
15. Election of auditor
16. Resolution regarding guidelines for remuneration to executive management
17. Resolution regarding LTI program 2026, including resolutions on:
  - a) implementation of a performance stock unit program,
  - b) transfer of shares to the participants, and
  - c) hedging measures by entering into a share swap agreement with a third party
18. Resolution on authorisation for the Board of Directors to resolve on new issues of shares and/or warrants
19. Resolution on authorisation for the Board of Directors to resolve on acquisition and transfer of own shares
20. Resolution on transfer of own shares to two key employees of Wake Word Studios and Podius
21. Closing of the general meeting

### **Proposals**

The Nomination Committee, consisting of Sofia Hasselberg (Chair) (appointed by Bonnier Capital AB), Cecilia Tunberger (appointed by Alfvén & Didrikson AB), Björn Yrild (appointed by Moor & Moor AB) and Lars Hagerud (AltoCumulus, appointed by the other members of the Nomination Committee in accordance with the instruction for the Nomination Committee adopted at the Annual General Meeting 2023), has submitted proposals to be resolved upon under items 2 and 12-15 on the agenda.

#### ***Item 2 – Election of Chair of the general meeting***

The Nomination Committee proposes that Fredrik Lundén, member of the Swedish Bar Association, is elected as Chair of the general meeting.

#### ***Item 10 b) – Resolution on disposition of the Company's earnings in accordance with the adopted balance sheet***

The Board of Directors proposes that the general meeting resolves that no dividend will be paid to the shareholders for the financial year 2025 and that the funds available to the general meeting are carried forward.

#### ***Item 11 – Presentation of remuneration report for approval***

The Board of Directors proposes that the general meeting approves the remuneration report regarding remuneration to the CEO, deputy CEO and the Board of Directors for the financial year 2025.

**Item 12 – Determination of the number of Directors of the Board**

The Nomination Committee proposes that the Board of Directors shall consist of six (6) Directors with no deputies.

**Item 13 – Determination of remuneration to the Board of Directors and the auditor**

The Nomination Committee proposes that the Chair of the Board of Directors shall be paid a fee of SEK 1,000,000 (unchanged) and each of the other Directors shall be paid a fee of SEK 400,000 (unchanged). The Nomination Committee has further proposed that fees for committee work shall be payable to the Chair of the audit committee with SEK 110,000 (previously 100,000), with SEK 55,000 (previously 50,000) to each member of the audit committee, with SEK 55,000 to the Chair of the remuneration committee (previously 50,000) and with SEK 27,500 to each member of the remuneration committee (previously 25,000). Furthermore, it is proposed that fees for work in the development committee shall be payable to the Chair with SEK 500,000 (unchanged) and with SEK 350,000 to each member (unchanged).

It is proposed that fees to the Company's auditor shall be paid in accordance with approved invoices.

**Item 14 – Election of Directors and Chair of the Board of Directors**

The Nomination Committee proposes that Björn Jeffery, Hjalmar Didrikson, John Harrobin, Jonas von Hedenberg, Marta Martinez and Samantha Skey shall be re-elected as Directors.

The Nomination Committee proposes that John Harrobin shall be re-elected as Chair of the Board of Directors.

Further information regarding the proposed members of the Board of Directors is available on the Company's website at <https://investors.acast.com/governance/generalmeeting>.

**Item 15 – Election of auditor**

The Nomination Committee proposes, in accordance with the recommendation from the Audit Committee, that the registered accounting firm KPMG AB shall be re-elected as auditor for the period until the end of the next Annual General Meeting. KPMG AB has informed the Nomination Committee that if KPMG AB is re-elected as auditor, the authorised public accountant Jesper Swärd will continue as auditor-in-charge.

**Item 16 – Resolution regarding guidelines for remuneration to the executive management**

The Board of Directors proposes that the Annual General Meeting resolves to adopt the following guidelines for remuneration to executive management.

**The Board's proposal for guidelines for remuneration to the executive management**

The following guidelines cover remuneration to Acast's CEO, other members of the executive management team and, where applicable, remuneration to Board members in addition to Board fees. The remuneration guidelines are decided upon by the annual general meeting and shall apply to all agreements concluded after the annual general meeting 2026 as well as to changes to already existing agreements after the annual general meeting. The remuneration guidelines do not apply to any remuneration decided upon by a general meeting.

**1. How these guidelines support the Company's business strategy, long-term interests and sustainability**

Acast's business strategy can briefly be described as: Acast is a global leader within the open ecosystem for podcasts and offers an all-in-one solution, bringing creators and listeners together. Acast shall create revenue from monetizing advertisement and set international standards for podcasting.

Sustainability is crucial for Acast to generate prosperous business and the sustainability agenda shall focus on the employees and creating the best possible work environment.

For further information on the Company's business strategy, please visit [www.acast.com/investors](http://www.acast.com/investors).

The remuneration is designed to encourage the executive management to deliver results in line with the Company's targets, strategy and vision and to act in accordance with the Company's ethical code

of conduct and basic principles. Remuneration is structured to encourage good performance, prudent behavior and risk-taking aligned with customer and shareholder expectations. The Company's remuneration levels are determined based on local market practice. However, Acast competes for qualified employees internationally, which is why it is important that the Company can offer a competitive total remuneration, which is made possible by these guidelines.

The payment of variable remuneration must not undermine the Group's long-term interests and is contingent upon the recipient's compliance with internal rules and procedures.

Share-based incentive programs shall be resolved by the general meeting and are therefore not covered by these guidelines. For information regarding outstanding long-term incentive programs, see Acast's annual report.

## **2. Remuneration components and conditions for members of the executive management**

The Company offers remuneration to the executive management which can be comprised of fixed base salary, variable remuneration, share-based incentive programs, pension and other benefits. The fixed base salary shall be reviewed every year. Salaries are age- and gender-neutral and anti-discriminatory. Acast views remuneration from a holistic perspective and, accordingly, takes all remuneration components into account.

Board members are incentivized through Board member fees.

## **3. Cash based variable remuneration**

Cash based variable remuneration shall be linked to predetermined and measurable criteria, designed to enhance the Company's long-term value creation aligned with shareholders' interests. Cash based variable pay shall not exceed 150 percent of the fixed annual base salary. Pay-out is based on growth and profitability-related targets determined based on the Company's financial targets. Moreover, payout may be based on the achievement of key strategic goals, e.g. increasing the number or size of specific revenue streams.

Possibility of claw-back will follow according to current programs' policy.

## **4. Pension and insurance**

Pension and insurance are offered pursuant to national legislation, regulations and market practices and are structured according to collective agreements, company-specific plans or a combination of the two. Acast has defined-contribution pension plans. Pension contribution shall be a maximum of 30 percent of the fixed base salary.

## **5. Other benefits**

The executive management is entitled to other customary benefits. These are designed to be competitive in relation to similar operations in the respective country. Compensation in the form of benefits shall be a maximum of 10 percent of the fixed annual base salary. In order to facilitate the work of members of the executive management who are located in other countries than their home countries of employment, and it is deemed to be important for the Company's growth strategy, additional benefits and allowances may include (but is not limited to) commuting or relocation costs; cost of living adjustment, housing, travel or education allowance; tax and social security equalization assistance. Such benefits may amount to a maximum of 120 percent of the fixed annual base salary.

## **6. Contract and termination of employment**

All employees within the executive management have employment contracts with a six to twelve month notice period. Salary during the period of notice and severance pay for executive management may together not exceed an amount equivalent to twelve months' base salary. In addition, any non-competition commitments may be compensated with compensation for loss of income (compared to the fixed base salary) for a maximum of six months after the termination of employment. However, this does not apply if any severance pay is payable.

## 7. Data on pay and employment conditions

In the preparation of the Board's proposal for these remuneration guidelines, pay levels and employment conditions for employees have been examined through data on employees' total pay, the components of total pay and the development of compensation over time to evaluate the plausibility of the guidelines and the limitations attached to these.

## 8. Decision process to decide, evaluate and adapt the remuneration guidelines

The Board's decision regarding the proposal for remuneration guidelines for remuneration to the executive management has been prepared by the remuneration committee. The majority of the members of the remuneration committee are independent from the Company and its executive management. A proposal for new remuneration guidelines shall be prepared by the Board at least every fourth year. The proposal shall be presented at the annual general meeting. Remuneration guidelines adopted at the annual general meeting are valid until new guidelines are adopted by the annual general meeting.

The remuneration committee has the commitment to follow up and evaluate programs for variable pay and pay structure for executive management according to the remuneration guidelines.

Members of executive management are not participating in the Board's preparation of pay related matters if their own compensation is concerned.

## 9. Deviation from the guidelines

The Board shall only be allowed to deviate from the guidelines in individual cases if there are special reasons for doing so and where a deviation is necessary to support the long-term interests and sustainability of the Company or to secure financial viability of the Company, for example additional variable remuneration in case of exceptional performance. The remuneration committee shall be responsible for preparing the Board's decision in these matters. If such deviation occurs, the Board shall report the reasons for the deviation in the remuneration report for the following annual general meeting.

## 10. Significant changes to the guidelines

The Board has not received any comments from shareholders on the existing guidelines for remuneration to senior executives. The Board has made a general review of the guidelines and the Board's proposal for guidelines for remuneration to senior executives includes certain amendments compared to the guidelines adopted at the Annual General Meeting 2025. The updated guidelines include a possibility for the Board to compensate for non-compete obligations, for a limited period of time, through compensation for loss of income, in case of termination of employment.

***Item 17 – Resolution regarding LTI program 2026, including resolutions on a) implementation of a performance stock unit program, b) transfer of shares to participants, and c) hedging measures by entering into a share swap agreement with a third party***

Item 17 a) – Resolution on implementation of a performance stock unit program

### **Background and purpose**

The Board of Directors proposes that the Annual General Meeting resolves to adopt a performance stock unit program for certain of the employees in the Acast group domiciled in and outside Sweden (the "**Performance Stock Unit Program 2026**").

The purpose of the Performance Stock Unit Program 2026 is to create conditions for Acast to retain, attract and motivate key employees and encourage employees to become shareholders in Acast and thereby align the interests of employees and shareholders. The Performance Stock Unit Program 2026 also promotes continued loyalty to Acast and thereby the long-term value growth. Against this background, the Board of Directors is of the view that the Performance Stock Unit Program 2026 will

have a positive impact on Acast's future development and consequently be beneficial for both Acast and the shareholders.

The Performance Stock Unit Program 2026 follows, in all material respects, the same structure as Acast's previous performance stock unit programs. However, unlike the previous stock unit programs, the Performance Stock Unit Program 2026 includes, in addition to targets relating to average total shareholder return (TSR) on Acast's share, a new financial performance target and a new ESG-related performance target.

The following terms shall apply to the Performance Stock Unit Program 2026:

#### Allotment and participants

1. A maximum of 2,190,000 performance stock units may be allotted to the participants under the Performance Stock Unit Program 2026. Allotment of performance stock units shall occur as soon as practicably possible following the approval by the Annual General Meeting.
2. The Performance Stock Unit Program 2026 shall comprise approximately 64 employees in the Acast group. The participants are divided into different categories based on position and role/responsibility area within the group. Allotment will occur in accordance with the following category division, whereby an employee within a certain category may be allotted a maximum number of performance stock units stated in the table below, although with certain variations within each respective category depending on individual position and ability to directly impact Acast's value growth:

<b>Position / role</b>	<b>Number of employees per category</b>	<b>Maximum number of performance stock units per participant</b>
CEO	1	550,000
Other members of the executive management and the senior leadership team	10	100,000 – 400,000
Global and local managers	25	30,000 – 100,000
Other key roles for the business	28	Up to 30,000

3. Performance stock units shall, in situations where the Board of Directors deems it particularly motivated and provided that it is within the limits for allotment as set out in item 2 above, be awarded up until the Annual General Meeting 2027 to future new employees who will commence their employment prior thereto. Such additional allotment may not amount to more than 10 percent of the maximum number of performance stock units that may be allotted under the Performance Stock Unit Program 2026. In cases where such allotment is made after 15 June 2026, the number of allotted performance stock units shall be reduced in proportion to the shorter Vesting Period (as defined below) applicable to the participant.

The reason as to why the Board of Directors shall be entitled to resolve on allotment of performance stock units to new employees up until the Annual General Meeting 2027 is that the performance stock units constitute an important component of the remuneration offered by Acast to its employees, particularly in the U.S. market. Further description of the motives for the Vesting Period being shorter than three years in such cases is set out in item 11 below.

4. Allotment of performance stock units is conditional upon that (i) the participant's employment with Acast or its subsidiaries has not been terminated or notice has been given to terminate the employment and (ii) the participant has entered into a separate agreement with Acast

that, *inter alia*, provides for any discontinuation of the participant's employment with the Acast group.

5. The performance stock units shall be allotted to the participants free of charge.

#### **Vesting conditions and performance targets**

6. The allotted performance stock units shall vest, i.e. entitle the participant to allotment of shares, subject to the participant continuing to be an employee of the Acast group. Vesting shall occur on a linear basis (0–100 percent) between 15 June 2026 and 15 June 2029 (the “**Vesting Period**”). However, if the participant's employment terminates or is terminated prior to 15 June 2027, no performance stock units will entitle the participant to allotment of any shares. If the participant's employment terminates or is terminated following 15 June 2027 but prior to 15 June 2029, vesting shall cease at that time, and any allotment of shares shall be made pro rata based on the proportion of the Vesting Period that has elapsed at such time relative to the Vesting Period in its entirety. The Board of Directors shall be entitled to determine, based on the circumstances in each individual case, that vesting shall also occur during the notice period. No vesting shall occur during the Vesting Period in respect of so-called bad leavers.
7. In addition to the requirement that the participant remains employed by the Acast group, as set out above, vesting shall be conditional upon the achievement of performance targets relating to (i) average total shareholder return (TSR) on Acast's share (the “**TSR Target**”), (ii) the Company's operating margin (the “**EBIT Target**”), and (iii) the Company's partnerships regarding donations of unsold advertising inventory for charitable purposes (the “**ESG Target**”), as further set out below. 50 percent of the performance stock units shall be attributable to the TSR Target, 40 percent of the performance stock units shall be attributable to the EBIT Target, and 10 percent of the performance stock units shall be attributable to the ESG Target. That 50 percent of the performance stock units are attributable to one performance target means that 50 percent of the performance stock units granted will vest if that performance target is achieved in full.

##### **(a) TSR Target**

The TSR Target refers to the average total shareholder return per year (including returned dividends, as applicable) on Acast's share on Nasdaq Stockholm (the “**marketplace**”), in relation to a minimum level set by the Board of Directors over a given measurement period as set out below. If the TSR amounts to at least 10 percent per year, the performance stock units attributable to the TSR Target shall vest at 100 percent. If the TSR Target is not achieved, all performance stock units attributable to the TSR Target shall lapse. The starting value for the TSR Target shall be SEK 25.92, based on the volume weighted average price of Acast's share on the marketplace during the twenty (20) trading days following the date of publication of the Company's year-end report for the period 1 January – 31 December 2025, and the end value shall be calculated as the volume weighted average price of Acast's share on the marketplace during the twenty (20) trading days following the date of publication of the Company's year-end report for the period 1 January – 31 December 2028.

##### **(b) EBIT Target**

The EBIT Target refers to the Company's EBIT margin<sup>1</sup> for 2028. If the Company's EBIT margin amounts to at least 10 percent in 2028, the performance stock units attributable to the EBIT Target shall vest at 100 percent. If the EBIT Target is not achieved, all performance stock units attributable to the EBIT Target shall lapse.

##### **(c) ESG Target**

The ESG Target refers to Acast's partnerships regarding donations of unsold advertising inventory for charitable purposes. The ESG Target will be reached if Acast donates unsold advertising inventory in the amount of at least USD 3.0 million during the financial years 2026–2028. If the ESG Target is not achieved, all performance stock units attributable to the ESG Target shall lapse.

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<sup>1</sup> The calculation of the outcome in relation to the EBIT Target shall be adjusted for the effects of acquisitions and divestments, changes in exchange rates, extraordinary items or items affecting comparability.

The Board of Directors shall be entitled to recalculate the performance targets in the event of corporate actions that justify such a recalculation and to adjust the performance targets if special circumstances occur, whereby the adjustment shall aim to maintain the economic value of the performance stock unit irrespective of the corporate action or the special circumstances and not to make it harder or easier to satisfy the performance targets.

8. Each performance stock unit that has vested in full in accordance with items 6 and 7 above shall entitle the holder to receive one (1) share in Acast.

### **Recalculation, dilution and costs of the program**

9. The number of shares to which each performance stock unit may entitle shall be recalculated in the event of share splits, rights issues and similar corporate actions with the aim that the economic value of a performance stock unit shall be unaffected by such actions.
10. The maximum dilution for current shareholders due to the Performance Stock Unit Program 2026 is approximately 1.2 percent of the current total number of outstanding shares and votes in Acast after full vesting and allotment under the Performance Stock Unit Program 2026.<sup>2</sup> The program is expected to result in some costs, mainly related to accounting (IFRS2) salary costs and social security costs. Assuming that 100 percent of the performance stock units will be vested, the accounting (IFRS2) salary costs and social security costs for the performance stock units are estimated to amount to approximately SEK 56 million during the Vesting Period. Under the assumption that 100 percent of the performance stock units will be vested and a share price of SEK 33.7 upon pay-out of shares pursuant to the performance stock units, the social security costs will amount to approximately SEK 13.6 million (based on an assumed average social security cost of 18 percent). Accounting (IFRS2) salary costs will be recognised during the Vesting Period based on the changes in value of the performance stock units. The total costs for social security costs during the Vesting Period will depend on the number of performance stock units that will be vested and the value of the benefit that the participant will receive. All calculations above are indicative and only serve to illustrate the costs that the Performance Stock Unit Program 2026 may entail.

### **Specific motivation**

11. According to the Remuneration Rules (Rules on Remuneration of the Board and Executive Management and on Incentive Programmes) that are administered by the Stock Market Self-Regulation Committee (Sw. *Aktiemarknadens självregleringskommitté*) it should be specified and motivated why the vesting period or period from the commencement of the agreement until a share may be acquired is less than three years. Under the Performance Stock Unit Program 2026, the Board of Directors may allot performance stock units to new employees up until the Annual General Meeting 2027, which Acast considers to constitute a deviation from the rule above. The reason for the deviation is that the performance stock units constitute an important component of the remuneration offered by Acast to its employees, specifically in the U.S. market. From a business perspective, Acast considers it essential to be able to offer performance stock units in relation to new hires for the entire period until the next Annual General Meeting. The U.S. is Acast's single largest market, and as of 31 December 2025 approximately 25 percent of Acast's employees were located in the U.S.

### **Administration, structure and further information**

12. Participation in the Performance Stock Unit Program 2026 is subject to such participation being legally permissible and, in Acast's opinion, capable of being implemented with reasonable administrative costs and financial efforts.
13. The Board of Directors shall be responsible for the detailed structure of the agreements with the participants, including the definition of so-called *bad leavers*, and for the administration of the Performance Stock Unit Program 2026. In this context, the Board of Directors shall be entitled to make adjustments to comply with specific rules or market conditions in other jurisdictions. The Board of Directors shall also have the right to in its own discretion decide that shares and/or cash shall be withheld by the company in order to cover or facilitate the

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<sup>2</sup> Based on the number of shares in the Company at the time of publication of the convening notice to the Annual General Meeting, which amounts to 182,465,260.

payment of applicable taxes or social security contributions. Furthermore, the Board of Directors shall, in extraordinary circumstances, be entitled to limit the scope of, or prematurely terminate, the Performance Stock Unit Program 2026, in whole or in part.

14. There are share-related incentive plans that have previously been implemented in Acast, see note 9 "Long-term incentive programs" under the group's notes in Acast's annual report for 2025 which will be held available at Acast's website, <https://investors.acast.com/investors/reports> not later than on 17 April 2026.
15. The Board of Directors has prepared the Performance Stock Unit Program 2026 following consultations with the Company's major shareholders and in consultation with external advisers. The Board of Directors has thereafter resolved to submit this proposal to the Annual General Meeting. Except for the employees who prepared the matter pursuant to instructions from the Board of Directors, no employee that may be included in the program has taken part in the structure of the terms and conditions.
16. The Board of Directors, or a person appointed by the Board of Directors, shall be entitled to make such minor adjustments to the above resolutions as may prove necessary in connection with registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

#### Item 17 b) – Resolution on transfer of shares to the participants

The Board of Directors proposes that the Annual General Meeting resolves to transfer a maximum of 2,190,000 Acast shares to the participants in the Performance Stock Unit Program 2026. Further, in order to secure Acast's delivery of shares to the participants in Performance Stock Unit Program 2026 pursuant to this item 17 b), the Board of Directors proposes that the Annual General Meeting resolve to authorise the Board of Directors to repurchase the Company's own shares (see item 19 on the agenda).

Transfer (allotment) of shares to the participants in accordance with this item 17 b) shall be made free of charge in accordance with the terms and conditions of the Performance Stock Unit Program 2026. The reasons for deviating from the shareholders' preferential rights are the same as the reasons motivating implementation of the Performance Stock Unit Program 2026 (see above under item 17 a)).

#### Item 17 c) – Resolution on hedging measures by entering into a share swap agreement with a third party

In the event that the required majority cannot be achieved for a resolution under item 17 b) above, the Company shall secure the delivery of shares to the participants in the Performance Stock Unit Program 2026, and hedge against the financial exposure that the Performance Stock Unit Program 2026 is expected to entail, by entering into a share swap agreement with a third party, whereby the third party shall acquire, and transfer shares included in the Performance Stock Unit Program 2026 in its own name. The relevant number of shares in this context shall correspond to the number of shares proposed under item 17 b) above.

The Board of Directors believes that the most cost-effective and flexible method to transfer Acast shares to the participants under the Performance Stock Unit Program 2026 is transferring own shares as described in item 17 b). The cost of hedging by entering into a share swap agreement with a third party is significantly higher and will be based on an interest rate and additional costs associated with the Company's borrowing costs given the structure of the share swap derivative and prevailing market conditions at the time of any such agreement.

#### **Majority rules**

For a valid resolution under items 17 a) and 17 c) above, a majority of more than half of the votes cast at the general meeting is required. For a valid resolution under item 17 b) above, the resolution must be supported by shareholders representing at least nine tenths of both the votes cast and the shares represented at the Annual General Meeting.

#### ***Item 18 – Resolution on authorisation for the Board of Directors to resolve on new issues of shares and/or warrants***

The Board of Directors proposes that the Annual General Meeting resolves on authorisation for the Board of Directors to resolve to issue new shares and/or warrants in accordance with the following.

The Board of Directors shall be authorised to resolve to issue new shares and/or warrants on one or several occasions for the period up to the next Annual General Meeting, to the extent that such new issue can be made without amending the articles of association. An issue may be made with or without deviation from the shareholders' preferential rights. The total amount of shares that may be issued based on the authorisation, may correspond to a maximum of 10 percent of the total number of outstanding shares in the Company at the time of the Annual General Meeting.

The Board of Directors shall be authorised to resolve on issue where payment is made by contribution in kind or by way of set-off. An issue by way of set-off that takes place with deviation from the shareholders' preferential rights shall be in line with market terms.

The purpose of the authorisation and the reasons for any deviation from the shareholders' preferential rights are that the Board of Directors shall be able to resolve on issues of shares in order to execute acquisitions of companies which are important for the Company's business and thereby use the Company's share as payment.

***Item 19 – Resolution on authorisation for the Board of Directors to resolve on acquisition and transfer of own shares***

The Board of Directors proposes that the Annual General Meeting resolves on authorisation for the Board of Directors to, on one or several occasions for the period until the end of the next Annual General Meeting, resolve to acquire a maximum number of own shares so that the Company holds a maximum of 10 percent of all shares in Acast at any time following the acquisition. Acquisitions shall be conducted on Nasdaq Stockholm and at a price per share not exceeding the higher of the prices for the most recent independent trade and the highest current independent bid on Nasdaq Stockholm. Acquisitions may not be conducted at a price below the lowest possible market price. Acast may instruct a stock exchange member to accumulate a certain number of own shares through proprietary trading during a certain period of time and on the delivery date issue payment for the shares at a price corresponding to the volume-weighted average price based on the total trading during that period. Payment for the shares shall be made in cash.

The Board of Directors further proposes that the Annual General Meeting authorises the Board of Directors to, on one or several occasions for the period until the end of the next Annual General Meeting, resolve upon transfer of own shares. The number of shares transferred may not exceed the total number of shares held by Acast at any time. Transfers may be conducted on Nasdaq Stockholm or elsewhere, including a right to resolve on deviations from the shareholders' preferential rights. Transfer of shares on Nasdaq Stockholm shall be made at a price within the price range applicable at any given time. Transfer of shares outside Nasdaq Stockholm shall be made at a price in cash, or in value of property received, that corresponds to the market value of the shares, as determined by the Board of Directors, at the time of the transfer of the shares in Acast.

The purpose of the above authorisations regarding acquisition and transfer of own shares, and the reason for deviation from the shareholders' preferential rights, is to ensure the delivery of shares to the participants in the Company's incentive program and to enable the financing of acquisitions of businesses through payment with own shares.

***Item 20 – Resolution on transfer of own shares to two key employees of Wake Word Studios and Podius***

The Board of Directors proposes that the Annual General Meeting, as set out below, resolves on transfer of own shares in Acast to two key employees of Wake Word Studios GmbH ("**Wake Word Studios**") and PODIUS.io GmbH ("**Podius**"), for the purpose of complying with the retention agreements entered into with the two key employees in connection with Acast's acquisition of Wake Word Studios and Podius in December 2025. Under the agreements, the two key employees are, during a two-year period, each entitled to receive remuneration corresponding to EUR 330,000, of which 70 percent shall be paid in the form of shares in the Company (corresponding to EUR 231,000 each). The total number of shares that may be transferred to the key employees shall amount to not more than 185,480 shares.

The Board of Directors proposes that the Annual General Meeting resolves on transfer of own shares on the following terms.

1. The Company may transfer not more than 185,480 shares in Acast.
2. The right to acquire the shares shall, with deviation from the shareholders' pre-emption rights, only be offered to the two key employees of Wake Word Studios and Podius.
3. The shares shall be transferred at a price per share which corresponds to the volume-weighted average price of the Company's share on Nasdaq Stockholm during the five (5) trading days preceding each transfer period (as set out in item 4 below).
4. Transfer and payment of the shares shall take place during two separate transfer periods, the first occurring between 15 December 2026 and 15 January 2027 and the second occurring between 15 December 2027 and 15 January 2028.
5. Payment for the shares shall be made by way of set-off, whereby set-off can be made at a maximum amount corresponding to the key employees' claims against the Company of no more than EUR 231,000 each. The amount of the claims may be lower, whereby the number of shares that can be transferred is reduced correspondingly.

#### **Other terms and conditions**

The reason for the deviation from the shareholders' pre-emption rights is to fulfil the Company's obligations under the retention agreements which the Company has entered into with the two key employees of Wake Word Studios and Podius. Further, transfer of shares in connection with each respective transfer period is subject to the fulfilment of conditions as set out in the retention agreements, including fulfilment of certain financial performance targets related to Wake Words' operations and continued employment. In order to secure Acast's delivery of shares pursuant to this item 20, the Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors to repurchase the Company's own shares (see item 19 on the agenda).

#### **Miscellaneous**

The Board of Directors or the CEO, or the person that any of them may appoint, shall be authorised to make the minor adjustments in the above resolutions as may be required in connection with registration at the Swedish Companies Registration Office and/or Euroclear Sweden AB.

#### **Majority rules**

A resolution by the Annual General Meeting in accordance with items 17 b) and 20 above is valid when supported by shareholders representing at least nine tenths of both the votes cast and the shares represented at the Annual General Meeting. A resolution by the Annual General Meeting in accordance with items 18 and 19 above is valid only when supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the Annual General Meeting.

#### **Number of shares and votes**

At the time of issuing this notice there were in the aggregate 182,465,260 shares outstanding in Acast AB. The total number of votes amounts to 182,465,260. At the same time, Acast held no shares in treasury.

#### **Shareholder's right to request information**

Shareholders are reminded of their right to request information from the Board of Directors and the CEO at the general meeting in accordance with Chapter 7, Section 32 of the Swedish Companies Act.

#### **Available documents**

The Nomination Committee's complete proposals and reasoned statement and information regarding proposed Directors, the Board of Directors' complete proposals and other documents that shall be available in accordance with the Swedish Companies Act and the Swedish Corporate Governance Code, will be kept available at the Company's office and on the Company's website, <https://investors.acast.com/governance/generalmeeting>. The documents will be sent, free of charge, to any shareholder who requests the documents and provide their postal or e-mail address.

This is an in-house translation. In case of any discrepancies between the Swedish original and this translation, the Swedish original shall prevail.

**Processing of personal data**

For information regarding processing of your personal data, please refer to:

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

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Stockholm, April 2026  
Acast AB (publ)  
*The Board of Directors*