

NOTICE OF EXTRAORDINARY GENERAL MEETING IN VERTISEIT AB (PUBL)

The shareholders of Vertiseit AB (publ), Reg. No. 556753-5272 ("Vertiseit" or the "Company"), are hereby invited to an extraordinary general meeting on Friday, March 14, 2025, at 10:00 AM at Vertiseit's office, Kyrkogatan 7 in Varberg.

RIGHT TO PARTICIPATE

Shareholders wishing to participate in the extraordinary general meeting must be registered in the shareholder register maintained by Euroclear Sweden AB as of Thursday, March 6, 2025. The board of directors wishes that shareholders intending to participate in the extraordinary general meeting notify the Company of their and any assistants' participation at the meeting no later than on Monday, March 10, 2025.

Notification can be made to the Company in writing in any of the following ways:

- by mail to Vertiseit AB (publ), "Vertiseit's Extraordinary General Meeting", Kyrkogatan 7, 432 41 Varberg;
- via email to generalmeeting@vertiseit.com; or
- by phone at +46 340 - 848 11.

The notification should include the shareholder's name, personal or organization number, address, telephone number, and, if applicable, information about representatives, proxies, or assistants.

Proxies and representatives for minors or legal entities are asked to submit authorization documents to the Company well in advance of the meeting. If a shareholder is represented by a proxy, a written and dated power of attorney signed by the shareholder must be issued for the proxy. The power of attorney must not be older than 1 year unless a longer period is specified in the power of attorney (however, not more than 5 years). In order to facilitate registration at the meeting, the power of attorney as well as registration certificate and other authorization documents should be at the Company's disposal at the above address no later than Monday, March 10, 2025. The power of attorney form is available on the Company's website, www.vertiseit.com.

To be entitled to participate in the extra general meeting, a shareholder who has had his/her shares registered through a nominee must, in addition to being asked to register for the extra general meeting, have the shares registered in his/her own name so that the shareholder is recorded in the shareholder register as of Thursday, March 6, 2025. Such registration may be temporary (so-called voting rights registration) and is requested from the nominee according to the nominee's routines in such time in advance as determined by the nominee. Voting rights registrations made no later than Monday, March 10, 2025, will be considered preparing the shareholder register.

Information about registration for the extraordinary general meeting can also be found on the Company's website, www.vertiseit.com.

PROPOSED AGENDA

1. Opening of the meeting
2. Election of a chairman for the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of two adjusters
6. Question regarding the lawful convening of the extraordinary general meeting
7. Approval of the board of directors' resolution of a directed warrant issue
8. Closing of the meeting

PROPOSED RESOLUTIONS**Item 2 – Election of a chairman for the meeting**

The board of directors proposes that Vilhelm Schottenius be elected as chairman of the meeting.

Item 7 – Approval of the board of directors' resolution of a directed warrant issue

Background:

The board of directors of the Company has on 26 February 2025 resolved to carry out a directed issue of warrants to an investor comprising a total of 875,000 warrants, subject to approval by this extraordinary general meeting (the "**Directed Issue**").

The board of directors therefore proposes that the extraordinary general meeting approves the board of directors' resolution regarding the Directed Issue to issue a maximum of 875,000 warrants, entitling to subscription of a maximum of 875,000 class B shares, entailing an increase of the share capital upon full exercise by a maximum of SEK 43,750.

The right to subscribe for warrants in the Directed Issue shall, with deviation from the shareholders' preferential rights, be granted to Eiffel Investment Group SAS, through certain funds controlled by such investor.

The Company has conducted negotiations with the investor Eiffel Investment Group SAS, during which negotiations the parties have agreed on a transaction structure where the Company, through a directed issue, issues warrants to the investor for the execution of the investor's investment in the Company. The board of directors has decided to carry out a directed issue of warrants, this due to circumstances related to the investor's financing of the investment in the Company.

The board of directors' reasons for deviating from shareholders' preferential rights:

The reasons for deviating from the shareholders' preferential rights are as follows. The board of directors of the Company has been in discussions with the investor for some time. During such discussions, the investor has expressed an interest in the Company on the long-term. The purpose of the Directed Issue and the reason for the deviation from the shareholders' preferential rights is to raise capital to increase the Company's financial flexibility in a timely and cost-effective manner and which at the same time is strategically right for the Company's continued growth. In connection with the discussions regarding the Directed Issue, the Company's board of directors has carefully considered alternative options for the Directed Issue, whereby the board of directors has made an overall assessment and carefully considered the possibility of raising capital through a rights issue.

The board of directors considers that the reasons for deviating from the shareholders' preferential rights are:

1. to further strengthen the Company's shareholder base with an international, qualified, institutional and long-term shareholder with a strong capital base and with a strong interest in the development of the Company in accordance with the Company's growth strategy, which is expected to add significant diversification and strength to the Company's shareholder base;

2. a directed issue of warrants enables a more time-effective raising of capital and gives the Company an opportunity to act quickly on an investment opportunity from an international and qualified investor, compared to a rights issue of warrants, which would take significantly longer to complete and would entail a higher risk of a negative effect on the share price; and

3. a directed issue of warrants can be carried out at a significantly lower cost and with less complexity than a rights issue of warrants, and in view of the market volatility, a rights issue is also deemed to entail a risk of not being fully subscribed or fully utilised at the end of the subscription period, whereby extensive guarantee commitments would have been required for the Company to be able to guarantee a corresponding capital raise, which in turn would entail significant additional costs for the Company.

Considering the abovementioned and after careful consideration, it is the board of directors' overall assessment that the Directed Issue is the most beneficial alternative for the Company and in the interest of both the shareholders and the Company. Thus, the board of directors considers that the reasons for the Directed Issue justify a deviation from the main rule on shareholders' preferential rights. The Company intends to use the net proceeds from the Directed Issue to decrease its net-debt, enabling further acquisitions and the continued execution of the Company's growth strategy.

The resolution shall otherwise be governed by the following terms and conditions:

1. The warrants are issued free of charge.

1. Subscription of the warrants shall be made within two days from the date of the resolution to issue warrants by signing the subscription list. No payment for the subscribed warrants shall be made.
2. The board of directors shall be entitled to extend the subscription period.
3. Each warrant shall entitle the holder to subscribe for one (1) new series B share in the Company at a subscription price of SEK 64 during the period from 14 March 2025 until 31 March 2025, or such earlier or later date as may be set out in paragraph 8 of Appendix B.1. The subscription price for shares through the exercise of warrants has been determined by the board of directors based on negotiation with the investor at arm's length, based on the prevailing share price of the Company's B-share and the term of the warrants. The subscription price has under the negotiations been based on a volume weighted average price (VWAP) during the last 30 trading days of the Company's B-share on Nasdaq First North Growth Market up to and including 25 February 2025. The subscription price when subscribing for new series B shares by exercising the warrants entails a premium of 7 per cent in relation to the volume-weighted price according to the abovementioned interval. The board of directors considers that the subscription price reflects current market conditions and current demand for the Company's shares. In the opinion of the board of directors, the marketability of the subscription price in the Directed Issue has been ensured through the above procedure.
4. The share premium shall be transferred to the unrestricted premium reserve.
5. Other terms and conditions according to Appendix B.1.
6. The board of directors or a person appointed by the board of directors shall be authorised to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office, in relation to Euroclear Sweden AB or otherwise for formal reasons.

Majority Requirement

The approval of the extraordinary general meeting of this resolution is valid only if it is supported by shareholders represented at least two-thirds (2/3) of both the votes cast and the shares represented at the extraordinary general meeting.

SHAREHOLDERS' RIGHT TO ASK QUESTIONS

Shareholders have the right, in accordance with Chapter 7, Section 32 of the Swedish Companies Act, to ask questions to the Company at the extraordinary general meeting about the matters to be addressed at the extraordinary general meeting and about the Company's and the Group's financial situation. The shareholder who wants to send in questions in advance can do so to the Company at the address Vertiseit AB (publ), Att: the Board, Kyrkogatan 7, 432 41 Varberg or by email generalmeeting@vertiseit.com.

DOCUMENTS

Complete proposals for resolutions will be available on the Company's website www.vertiseit.com, at the Company at the address Kyrkogatan 7, 432 41 Varberg, and will be sent to shareholders who request it and state their postal address. All the above-mentioned documents will be presented at the extraordinary general meeting.

PROCESSING OF PERSONAL DATA

Personal data regarding shareholders obtained from the share register, notification of participation in the extraordinary general meeting and information about proxies and assistants will be used for registration, preparation of the voting list for the extraordinary general meeting and, where applicable, minutes of the extraordinary general meeting. The Company is the data controller for the processing of personal data carried out by the Company in connection with the extraordinary general meeting. For information on how your personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>.

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Varberg in February 2025
Vertiseit AB (publ)
The board of directors

CONTACTS**Johan Lind, Vertiseit CEO / Media Contact**

johan.lind@vertiseit.com

+46 703 579 154

Jonas Lagerqvist, Vertiseit Deputy CEO / CFO / Investor Relations

jonas.lagerqvist@vertiseit.com

+46 732 036 298

Redeye AB is the company's Certified Adviser

ABOUT VERTISEIT

Vertiseit is a leading platform company within In-Store Experience Management (IXM). The company operates through its subsidiaries Dise, Grassfish and Visual Art that enable global brands and leading retailers to strengthen the customer experience by offering a seamless customer journey through connecting the physical and digital meeting. The company has around 270 employees in Sweden, Norway, Denmark, Finland, Austria, Germany, Spain, UK and USA. During the period 2012-2024, Vertiseit performed an average profitable growth of recurring SaaS revenue (ARR) of 50 percent (CAGR). For the full year of 2024, the group's net revenue amounted to SEK 464 million, with an adjusted EBITDA margin of 21 percent. Since 2019, Vertiseit's B-share is listed on Nasdaq First North Growth Market.

VERTISEIT AB (publ)

Phone: +46 340 848 11

E-mail: info@vertiseit.com

Kyrkogatan 7, 432 41 Varberg, Sweden

Org.no: 556753-5272

www.vertiseit.com**ATTACHMENTS**[Notice of extraordinary general meeting in Vertiseit AB \(publ\)](#)