Notice of Annual General Meeting of Goobit Group AB (publ)

The shareholders of Goobit Group AB (publ), reg. no. 556952-8671 (the "Company") are hereby summoned to the annual general meeting on Thursday, 15 October 2026 at 9.00 a.m. (CET) at NGM's premises at Stureplan 2, Stockholm, Sweden.

Right to participate and notification

Shareholders wishing to participate in the annual general meeting must (i) be recorded in the shareholders' register maintained by Euroclear Sweden AB as of 7 October 2026, and (ii) notify the Company of their intention to participate no later than 9 October 2026, by e-mail to ir@goobit.se. The notification must state the shareholder's name, personal identity number or corporate registration number, address, telephone number, e-mail address and any assistants.

Proxies

Shareholders represented by proxy must issue a dated power of attorney for the proxy. If the power of attorney is issued by a legal entity, a certified copy of the certificate of registration (or equivalent document) for that legal entity must be enclosed. The power of attorney and certificate of registration should be sent well in advance of the meeting by post to the Company at: Goobit Group AB (publ), c/o Goobit AB, Kivra: 556911-9992, 106 31 Stockholm, Sweden. The power of attorney is valid for one year from issuance, or for the longer period of validity stated therein, but not exceeding five years. A power of attorney form for shareholders wishing to participate in the meeting by proxy will be made available on the Company's website, www.goobit.se.

Nominee-registered shares

Shareholders whose shares are registered in the name of a nominee, through a bank's trust department or other nominee, must temporarily re-register the shares in their own name with Euroclear Sweden AB in order to be entitled to participate in the meeting, so that the shareholder is entered in the transcript of the share register as of 7 October 2026. Such registration may be temporary (so-called voting rights registration) and must be requested from the nominee in accordance with the nominee's own procedures and within such time in advance as the nominee determines. Voting rights registrations made by the nominee no later than 9 October 2026 will be taken into account in the preparation of the share register.

Proposed agenda

1. Opening of the meeting and election of chairman of the meeting
2. Preparation and approval of the voting register
3. Election of one or two persons to verify the minutes
4. Determination of whether the meeting has been duly convened
5. Approval of the agenda

6. Presentation of the annual report and the auditor's report, and the consolidated financial statements and consolidated auditor's report
7. 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 or loss according to the adopted balance sheet
    c. discharge from liability for the members of the board of directors and the managing director
8. Determination of fees to the board of directors and the auditor
9. Election of the board of directors and the auditor
10. Resolution on principles for appointing the nomination committee ahead of the 2027 annual general meeting
11. Resolution on amendment of the articles of association
12. Resolution on adoption of new articles of association
13. Resolution on authorisation for the board of directors to resolve on the issue of shares, warrants and/or convertibles
14. Resolution on approval of the board of directors' resolution on a rights issue of units to existing shareholders
15. Resolution on authorisation for over-allotment in connection with the rights issue
16. Resolution on authorisation for the board of directors to resolve on a new issue of units to guarantors
17. Closing of the meeting

Proposals for resolution

Item 1 – Election of chairman of the meeting

The nomination committee proposes that Michael Völter be elected as chairman of the meeting.

Item 7 b – Allocation of the Company's profit or loss according to the adopted balance sheet

The board of directors proposes that no dividend be paid.

Items 8–9 – Determination of fees to the board of directors and the auditor, and election of the board of directors and the auditor

The nomination committee proposes that the annual general meeting resolve

- that annual directors' fees be paid in the amount of SEK 150,000 to members who do not receive a salary from the Company, and EUR 13,400 to the chairman **(the fee to the chairman is paid in EUR as the chairman is resident in Germany)**, whereby the fee for the term of office until the next annual general meeting — which, as a result of the Company's shortened financial year 2026, is expected to be shorter than normal — shall be paid in proportion to the actual length of the term of office relative to twelve months,
- that fees to the auditor be paid in accordance with approved invoices,
- that the board of directors shall consist of three ordinary members without deputies,
- that Christian Ander, Joakim Dahl and Michael Völter be re-elected as members,

- that Michael Völter be re-elected as chairman,
- that Mikael Köver be re-elected as auditor, with Simon Westerberg as deputy auditor.

Item 10 – Principles for appointing the nomination committee ahead of the 2027 annual general meeting

The nomination committee proposes that the nomination committee ahead of the 2027 annual general meeting be appointed as follows.

Ahead of the 2027 annual general meeting, the nomination committee shall consist of members appointed by the three largest shareholders as of 30 November 2026, according to the share register maintained by Euroclear Sweden, together with the chairman of the board of directors. If the chairman of the board is among the three largest owners referred to above, the fourth largest owner shall also be included in the nomination committee, so that the nomination committee consists of four members. The chairman of the board shall also convene the first meeting of the nomination committee.

If a shareholder entitled to appoint a member of the nomination committee waives its right to appoint a member, the right to appoint a member shall pass to the largest shareholder who did not previously have the right to appoint a member of the nomination committee. The member appointed by the shareholder with the largest number of votes shall, unless the nomination committee decides otherwise, be appointed chairman of the nomination committee.

If one or more shareholders who have appointed members of the nomination committee are no longer among the three largest shareholders in the Company at a point in time more than two months before the 2027 annual general meeting, the members appointed by such shareholders shall offer to resign from their assignment, and new members shall be appointed by the new shareholder(s) then among the four largest shareholders. Unless there are special reasons, no changes shall be made to the composition of the nomination committee if only marginal changes in the number of votes have occurred, or if the change occurs later than two months before the annual general meeting.

If a member of the nomination committee resigns before the committee's work has been completed, the shareholder that appointed the departing member shall, if considered necessary, be entitled to appoint a new member, or, if that shareholder is no longer among the three largest shareholders, the largest shareholder next in line.

Changes to the nomination committee shall be announced immediately. The composition of the nomination committee shall be announced no later than six months before the meeting.

No remuneration shall be paid to the members of the nomination committee. However, the Company shall pay the necessary expenses that the nomination committee may incur within the scope of its work.

The nomination committee shall perform its duties in accordance with the Swedish Corporate Governance Code. The term of office of the nomination committee ends when the following nomination committee has been announced.

Item 11 – Resolution on amendment of the articles of association

The board of directors proposes that the annual general meeting resolve on the following amendments to the articles of association.

(a) New provision on the location of general meetings and the possibility of a fully digital general meeting

The board of directors proposes that Article 8 (Notice of and registration for general meetings) be supplemented with a new introductory paragraph, as follows.

Proposed new wording (new first paragraph of Article 8):

"General meetings shall be held in the Municipality of Stockholm. The board of directors may resolve that a general meeting shall instead be held entirely digitally, i.e. without a physical venue for the meeting, provided that shareholders are given the opportunity to exercise their voting rights at the meeting in the same manner as at a meeting held at a physical venue."

The remaining paragraphs of Article 8 remain unchanged. The provision is introduced pursuant to Chapter 7, Section 15 of the Swedish Companies Act, which since 1 January 2024 permits general meetings to be held entirely digitally, provided that the articles of association so permit.

(b) Article 10 (Financial year)

The board of directors proposes that the Company's financial year be changed from a broken financial year to a calendar year.

Current wording:

"Article 10. Financial year The Company's financial year shall be 1 May – 30 April."

Proposed wording:

"Article 10. Financial year The Company's financial year shall be the calendar year, 1 January – 31 December."

The amendment means that the current financial year is shortened and will comprise the period 1 May 2026 – 31 December 2026 (8 months), after which the Company's financial year will follow the calendar year from 1 January 2027. A change from a broken financial year to a calendar year does not require the approval of the Swedish Tax Agency. The change must be filed for registration with the Swedish Companies Registration Office (Bolagsverket) no later than one month after the end of the shortened financial year, i.e. no later than 31 January 2027.

Majority requirement (item 11 a–b): A valid resolution on amendment of the articles of association under item 11 requires that the resolution be supported by shareholders holding at least two-thirds of both the votes cast and the shares represented at the annual general meeting, in accordance with Chapter 7, Section 42 of the Swedish Companies Act.

Item 12 – Resolution on adoption of new articles of association

The board of directors proposes that the general meeting resolve to amend the articles of association, whereby the limits in the articles of association for share capital (Article 4) and number of shares (Article 5) are amended (other provisions are proposed to remain unchanged):

Current wording:

"Article 4. Share capital The share capital shall be not less than SEK 2,800,000 and not more than SEK 11,200,000.

Article 5. Number of shares The number of shares shall be not less than 280,000,000 and not more than 1,120,000,000."

Proposed wording:

"Article 4. Share capital The share capital shall be not less than SEK 16,000,000 and not more than SEK 64,000,000.

Article 5. Number of shares The number of shares shall be not less than 1,600,000,000 and not more than 6,400,000,000."

The resolution to adopt new articles of association is subject to and conditional upon the general meeting resolving to approve the board of directors' resolution on the rights issue of units under item 14 of the agenda of the general meeting.

The managing director, or the person appointed by the board of directors, shall be entitled to make such minor adjustments as may be required in connection with the registration of the resolution with the Swedish Companies Registration Office.

Majority requirement

A valid resolution in accordance with the proposal requires that the resolution be supported by shareholders holding at least two-thirds of both the votes cast and the shares represented at the meeting.

Item 13 – Resolution on authorisation for the board of directors to resolve on the issue of shares, warrants and/or convertibles

The board of directors proposes that the annual general meeting resolve to authorise the board of directors to, during the period until the next annual general meeting, on one or several occasions and with or without deviation from the shareholders' preferential rights, resolve on the issue of shares, warrants and/or convertibles within the limits of the articles of association in force from time to time. The reason for this authorisation is that, given the prevailing conditions in the capital markets, the board of directors considers it to be of great importance to have sufficient flexibility to quickly take advantage of opportunities and manage the challenges facing the Company. This may include, but is not limited to, securing financing for strategic investments or strengthening the Company's capital structure. The authorisation shall include the right to resolve on an issue on terms providing that payment may be made in cash, by set-off, or otherwise be subject to conditions.

A valid resolution requires that the resolution be supported by shareholders holding at least two-thirds of both the votes cast and the shares represented at the annual general meeting.

Item 14 – Resolution on approval of the board of directors' resolution on a rights issue of units to existing shareholders

On 14 September 2026, the board of directors resolved as set out below (in italics), subject to subsequent approval by the general meeting, on a rights issue of units to existing shareholders (the "Rights Issue"). The board of directors proposes that the meeting resolve to approve the board's resolution.

The board of directors of Goobit Group AB (publ), reg. no. 556952-8671 (the "Company"), resolves, subject to subsequent approval by the general meeting, to increase the Company's share capital by not more than SEK 16,264,932.20 (of which not more than SEK 12,568,356.70 is attributable to the increase due to the issue of shares, and not more than SEK 3,696,575.50 is attributable to the increase due to the issue of warrants of series TO 2), through the issue of not more than 73,931,510 so-called units with preferential rights for existing shareholders, on the terms set out below.

Each unit consists of seventeen (17) shares and one (1) warrant of series TO 2. This means that not more than 1,256,835,670 new shares and not more than 73,931,510 new warrants of series TO 2 may be issued.

The right to subscribe for units shall, with preferential rights, be vested in those who are registered as shareholders of the Company on the record date for the issue. Each existing share entitles the holder to one (1) unit right. Five (5) unit rights entitle the holder to subscribe for one (1) unit.

If not all units are subscribed for by exercise of unit rights, the board of directors shall, within the maximum amount of the issue, resolve on the allotment of units to those who have subscribed for units without the exercise of unit rights, in accordance with the following allotment principles:

- *firstly, units subscribed for without the exercise of unit rights shall be allotted to subscribers who have also subscribed for units by exercise of unit rights, regardless of whether the subscriber was a shareholder on the record date or not, and if allotment to such subscribers cannot be made in full, allotment shall be made pro rata in relation to the number of units subscribed for by exercise of unit rights and, to the extent this is not possible, by drawing of lots,*
- *secondly, units subscribed for without the exercise of unit rights shall be allotted to other subscribers who have subscribed for units without the exercise of unit rights, and if allotment to such subscribers cannot be made in full, allotment shall be made pro rata in relation to the number of units each subscriber has subscribed for and, to the extent this is not possible, by drawing of lots, and*
- *thirdly, allotment shall be made to the guarantors in accordance with the terms of the guarantee undertakings issued and, to the extent this is not possible, by drawing of lots.*

The record date for determining which shareholders are entitled to subscribe for units with preferential rights shall be 20 October 2026.

Subscription for units by exercise of unit rights shall be made through cash payment or set-off during the period from and including 22 October 2026 up to and including 5 November 2026. The board of directors shall be entitled to extend the subscription and payment period, and may also resolve on such subsequent set-off as referred to in Chapter 13, Section 41 of the Swedish Companies Act.

Subscription for units without the exercise of unit rights shall be made by subscription on a subscription list during the period from and including 22 October 2026 up to and including 5 November 2026. Payment shall be made in cash or by set-off no later than 3 banking days after the dispatch of a settlement note showing the allotment of units. The board of directors shall be entitled to extend the subscription and payment period, and may also resolve on such subsequent set-off as referred to in Chapter 13, Section 41 of the Swedish Companies Act.

Each unit is issued at a price of SEK 0.34 per unit, corresponding to a subscription price of SEK 0.02 per share. The warrants are issued free of charge.

Each warrant of series TO 2 entitles the holder to subscribe for five (5) new shares in the Company. The exercise price for warrants of series TO 2 will amount to SEK 0.024 per share, corresponding to 120 per cent of the subscription price per share in the rights issue. Subscription for shares by exercise of warrants of series TO 2 shall take place in accordance with the terms and conditions for the warrants during the period from and including 18 May 2027 up to and including 1 June 2027.

The warrants of series TO 2 shall otherwise be subject to the terms and conditions set out in Appendix A.

The issue resolution is conditional upon an amendment of the articles of association.

The portion of the subscription price exceeding the quotient value of the shares upon subscription shall be allocated to the unrestricted share premium reserve. This also applies to shares subscribed for through the exercise of warrants.

The new shares shall carry the right to dividends for the first time on the record date for dividends that occurs immediately after the new share issue has been registered with the Swedish Companies Registration Office and the shares have been entered in the share register maintained by Euroclear Sweden AB.

The managing director, or the person appointed by the board of directors, shall be entitled to make such minor adjustments as may be required in connection with the registration of the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

The resolution to approve the board of directors' resolution on the issue of units is subject to and conditional upon the general meeting resolving on the adoption of new articles of association under item 12 of the agenda of the general meeting.

Item 15 – Resolution on authorisation for over-allotment in connection with the rights issue

The board of directors proposes that the general meeting resolve to authorise the board of directors to, for the period until the end of the next annual general meeting, on one or several occasions and with deviation from the shareholders' preferential rights, resolve on a new issue of shares to enable over-allotment in the Rights Issue (the "Over-Allotment Issue"). The authorisation may only be utilised if the Rights Issue is fully subscribed. The Over-Allotment Issue may increase the Company's share capital by not more than SEK 3,882,352.98 through the issue of not more than 17,647,059 units.

Certain investors have undertaken to, directly or indirectly, subscribe for units without the exercise of unit rights in the Rights Issue (the "Investors"). No compensation is paid for these subscription undertakings (the "Subscription Undertakings"). In order to enable full allotment to the Investors even if the Rights Issue is fully subscribed, the board of directors intends, provided that the general meeting grants the required authorisation, to resolve on the Over-Allotment Issue. The terms of the Over-Allotment Issue shall be the same as in the Rights Issue, and the subscription price in the Over-Allotment Issue shall correspond to the subscription price in the Rights Issue.

The board of directors intends to resolve pursuant to the authorisation if the Rights Issue is fully subscribed. Allotment in the Over-Allotment Issue shall primarily be made to Investors who have in advance submitted subscription undertakings regarding subscription without the exercise of unit rights in the Rights Issue and who have not received full allotment corresponding to their respective undertakings, pro rata in relation to the portion of the respective undertaking not allotted in the Rights Issue, and secondarily to other investors who have applied for subscription of units without the exercise of unit rights in the Rights Issue and who have not received full allotment, pro rata in relation to their respective notified interest. To the extent allotment cannot be made pro rata in accordance with the above allotment principles, allotment shall be made by drawing of lots.

The purpose of the Over-Allotment Issue and the reason for the deviation from the shareholders' preferential rights are as follows. The primary purpose of the Over-Allotment Issue is to ensure full allotment to the Investors who have entered into Subscription Undertakings regarding subscription without the exercise of unit rights and without compensation in the Rights Issue. Without the possibility of over-allotment, the Company would not be able to secure these Subscription Undertakings, which are of material importance for the completion of the Rights Issue. The fact that the Company has entered into the Subscription Undertakings has also resulted in the board of directors choosing to enter into fewer agreements with issue guarantors, which entails lower transaction costs and enables the Company to retain a greater share of the issue proceeds. In addition, the Over-Allotment Issue aims to, to the extent there is room, satisfy additional demand from investors who have subscribed for units without the exercise of unit rights in the Rights Issue. The board of directors views the possibility of obtaining additional financing through the Over-Allotment Issue as an attractive way to raise capital, and has made an overall assessment and carefully examined the possibility of raising additional capital without deviating from the shareholders' preferential rights. The board of directors notes in this regard the challenging conditions for raising capital and the importance of being able to act quickly when investor interest is present. If the Rights Issue is fully subscribed, a potential Over-Allotment Issue would mean that the Company can benefit from the work carried out and the investor interest that could not be accommodated in connection with the Rights Issue. Through the Over-Allotment Issue, the Company can thus take advantage of the opportunity to raise additional capital in a time- and cost-efficient manner. An over-allotment also enables the Company to strengthen its financial position and thereby extend its financial runway, which reduces refinancing risk and gives the Company increased operational flexibility to drive the Company's product and business development and to take advantage of strategic opportunities. Carrying out a separate issue at a later date would entail significant additional costs and time, which would not be in the interest of the Company or its shareholders.

The terms of the Subscription Undertakings have been negotiated between the Company and the Investors on an arm's length basis and with regard to prevailing market conditions and other investor dialogues. The board of directors notes that the Investors do not receive any compensation for their subscription undertakings, and that the subscription price in the Over-Allotment Issue is the same as in the Rights Issue. It is the board of directors' assessment that the terms of the Subscription Undertakings and the Over-Allotment Issue, including the allotment order, reflect the actual investor interest that has been shown in the Company in the investor dialogues preceding the Rights Issue.

Based on the above and after careful consideration, the board of directors considers it justified and in the interest of the Company and its shareholders to deviate from the main rule on shareholders' preferential rights, and that the terms of a potential Over-Allotment Issue, including the subscription price, are on market terms.

The resolution to authorise the board of directors to issue shares and warrants in the Over-Allotment Issue is subject to and conditional upon the general meeting resolving to approve the board of directors' resolution on the Rights Issue in accordance with the board's proposal under item 14 of the agenda of the meeting.

The board of directors, the managing director, or the person appointed by the board of directors or the managing director, is authorised to make such minor adjustments to the resolution as may prove necessary in connection with registration with the Swedish Companies Registration Office.

Majority requirement

A valid resolution in accordance with the proposal requires that the resolution be supported by shareholders holding at least two-thirds of both the votes cast and the shares represented at the meeting.

Item 16 – Resolution on authorisation for the board of directors to resolve on a new issue of units to guarantors

In order to enable the issue of units consisting of shares and warrants as guarantee compensation to those who have entered into guarantee undertakings (the "Guarantors") to secure the Rights Issue, the board of directors proposes that the general meeting resolve to authorise the board of directors to, for the period until the next annual general meeting, on one or several occasions, with deviation from the shareholders' preferential rights and with or without conditions regarding set-off or other conditions, resolve on the issue of shares and warrants to the Guarantors.

Upon utilisation of the authorisation, the terms for units shall be the same as in the Rights Issue, meaning that each unit shall consist of seventeen (17) shares and one (1) warrant of series TO 2.

The purpose of the authorisation and the reason for the deviation from the shareholders' preferential rights is to enable the issue of units as guarantee compensation to the Guarantors. The number of shares and warrants that may be issued pursuant to the authorisation may in total not exceed the total number of shares and warrants corresponding to the agreed guarantee compensation payable by the Company to the Guarantors. The terms of the guarantee undertakings have been negotiated between the Company and the Guarantors on an arm's length basis and with regard to prevailing market conditions. It is the board of directors' assessment that the terms of the guarantee undertakings and the guarantee compensation reflect market terms. Following an overall assessment and after careful consideration, the board of directors considers it justified and in the interest of the Company and its shareholders to deviate from the main rule on shareholders' preferential rights, and that the terms of a potential issue to Guarantors, including the subscription price, under this authorisation are on market terms.

The resolution to authorise the board of directors to issue shares and warrants to Guarantors is subject to and conditional upon the general meeting resolving to approve the board of directors' resolution on the Rights Issue in accordance with the board's proposal under item 14 of the agenda of the meeting.

The board of directors, the managing director, or the person appointed by the board of directors or the managing director, is authorised to make such minor adjustments to the resolution as may prove necessary in connection with registration with the Swedish Companies Registration Office.

Majority requirement

A valid resolution in accordance with the proposal requires that the resolution be supported by shareholders holding at least two-thirds of both the votes cast and the shares represented at the meeting.

Information and number of shares and votes

Shareholders are reminded of their right to obtain information from the board of directors and the managing director in accordance with Chapter 7, Section 32 of the Swedish Companies Act.

Documents

Accounting documents, the auditor's report and the complete proposals for resolution are available on the Company's website, www.goobit.se, no later than three weeks before the meeting. Copies of these documents will be sent to shareholders who so request and provide their postal address.

Shares and votes

As of the date of this notice, Goobit Group AB has a total of 369,657,550 shares, each carrying one vote.

Processing of personal data

For information on how the Company processes your personal data, please refer to the privacy policy available on Euroclear's website, www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf.

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Goobit Group AB (publ)

The Board of Directors

Attachments

Notice of Annual General Meeting of Goobit Group AB (publ)