

## Notice of Annual General Meeting in Carasent AB (publ)

**The shareholders of Carasent AB (publ) are invited to the Annual General Meeting on Wednesday, 23 April 2025, at 14.00 CEST in the premises of the company, Nellickevägen 20, Gothenburg, Sweden.**

### **Right to participate and notice**

Shareholders who wish to participate in the meeting must:

- be recorded in the share register maintained by Euroclear Sweden AB on Friday, 11 April 2025 (temporary registration of shareholders registered with the Norwegian Central Securities Depository, Euronext Securities Oslo (formerly VPS), is made by DNB Bank ASA after notification by shareholders according to the instructions below), and
- notify the company of their intention to participate in the meeting not later than Tuesday, 15 April 2025. Notification shall be made by post to Carasent AB (publ), Nellickevägen 20, SE-412 63 Gothenburg, Sweden or by email to Svein.martin.bjornstad@carasent.com. When giving notice, the shareholder shall state name, personal or corporate registration number, address, telephone number and the number of any accompanying assistant(s) (maximum two assistants) as well as information about any proxy.

Shareholder represented by a proxy shall issue a written and dated power of attorney for the proxy. If the power of attorney is issued by a legal entity, a certificate of registration or equivalent indicating the authorized signatories of the legal entity must be enclosed. The original power of attorney and any registration certificate or equivalent shall be sent to the company at the address above well in advance of the meeting. Proxy forms are available on the company's website, [www.carasent.com](http://www.carasent.com), and will be sent by post to shareholders who so request and state their postal address.

### **Nominee registered shares**

To be entitled to participate in the meeting, a shareholder whose shares are held 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 recorded in the share register on 11 April 2025. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee's procedures and in such time in advance as the nominee determines. Voting rights registrations completed by the nominee no later than 15 April 2025 will be taken into account when preparing the share register.

### **Information for shareholders registered with Euronext Securities Oslo**

Shareholders registered with Euronext Securities Oslo (formerly VPS) who are not registered with Euroclear Sweden AB, Sweden, and who wish to be entitled to vote at the General Meeting must notify DNB Bank ASA no later than 4 April 2025 at 12.00 CEST. Notification must be sent by post to DNB Bank ASA, Verdipapirservice, PB 1600 Sentrum, N-0021 Oslo, or by e-mail to [vote@dnb.no](mailto:vote@dnb.no). The notification must state name, personal or corporate identity number and number of shares. DNB Bank ASA will temporarily register the shares with Euroclear Sweden AB in the name of the shareholder.

Shareholders registered with Euronext Securities Oslo must also notify the company as described above in order to be entitled to vote at the General Meeting. The General Meeting may decide that shareholders registered with Euronext Securities Oslo who have only registered with the company may participate in the general meeting without voting rights.

**Proposed agenda:**

1. Opening of the meeting
2. Election of Chairman of the meeting
3. Preparation and approval of voting list
4. Approval of the agenda
5. Election of one or two persons to verify the minutes
6. Determination of whether the meeting has been duly convened
7. Presentation of the annual report and auditor's report, and the consolidated accounts and the auditors' report for the group
8. Resolutions
  - a. on the adoption of the income statement and the balance sheet, and the consolidated income statement and the consolidated balance sheet
  - b. on the disposition of the company's results as per the adopted balance sheet
  - c. on discharge from liability of the members of the Board of Directors and the CEO
9. Determination of the number of members of the Board of Directors and auditors
10. Determination of remuneration for the Board of Directors
11. Determination of remuneration to the auditor
12. Election of the members of the Board of Directors and auditor
  - a. Re-election of Camilla Skoog as Board member
  - b. Re-election of Henric Carlsson as Board member
  - c. Re-election of Tomas Meerits as Board member
  - d. Election of Johan Kallblad as new Board member
  - e. Election of Dr. Carol Wildhagen as new Board member
  - f. Election of Cecilia Lager as new Board member
  - g. Election of Tomas Meerits as new Chairman of the Board
  - h. Re-election of KPMG AB as auditor
13. Presentation of the Board of Directors' remuneration report for approval
14. The Board of Directors' proposal for resolution regarding implementation of a long-term incentive scheme
15. The Board of Directors' proposal for resolution on share issue authorization
16. The Board of Directors' proposal for resolution an authorization to acquire and transfer own shares
17. The Board of Directors' proposal for resolution on amendment of the articles of association
18. Closing of the meeting

**Disposition of the company's results (item 8 b)**

The Board of Directors proposes that no dividend shall be distributed, and that the company's accumulated results shall be carried forward.

**The Nomination Committee's proposal (items 2 and 9–12)**

The Nomination Committee, consisting of Niclas Lindlöf (Vitruvian Partners), Anna Sundberg (Handelsbanken Fonder) and Elisabet Jamal Bergström (SEB Investment Management), proposes the following:

- that attorney-at-law Christian Lindhé is elected Chairman of the Annual General Meeting;
- that the Board of Directors shall consist of six members with no alternates;
- that the remuneration to the members of the Board, excluding remuneration for the work performed on the Board's committees, shall amount to SEK 1,750,000 in total, distributed as follows: SEK 500,000 shall be distributed to the Chairman of the Board and SEK 250,000 shall be distributed to each of the other Board members. As remuneration for work performed on a committee, the following is proposed: SEK 75,000 shall be distributed to the Chairman of the audit committee and SEK 50,000 to each of the other members of the committee. SEK 50,000 shall be distributed to the Chairman of the remuneration committee and SEK 25,000 to each of the other members of the committee;
- that the Board members Camilla Skoog, Henric Carlsson and Tomas Meerits are re-elected;
- that Johan Kallblad, Dr. Carol Wildhagen and Cecilia Lager are elected as new Board members;
- that Tomas Meerits is elected Chairman of the Board;
- that the company shall have one auditor with no alternates;
- that remuneration to the auditor shall be paid in accordance with approved invoices; and
- that KPMG AB is re-elected as the company's auditor (Daniel Haglund is intended to serve as auditor-in-charge).

The proposal regarding the auditor is in accordance with the audit committee's recommendation.

*Johan Kallblad*

Johan Kallblad (born 1972) is a company builder with 20 years of experience from leadership and sales positions in Business-to-Business software and professional services. As CEO and significant owner of Exsitec from 2010 to 2025, Johan was responsible for growing the company from a local operation with 30 employees to a pan-Nordic software sales and delivery organization with 650 employees and 5,500 customers. Prior to building Exsitec, Johan held sales and management roles within the Capgemini Group for six years, having previously spent seven years in software development and delivery roles within IMI Software in Sweden and the US. Johan holds an MSc in Industrial Engineering and Management from Linköping University. Johan is independent in relation to owners and management of Carasent. Johan holds 15,000 shares in the company.

*Dr. Carol Wildhagen*

Dr. Carol Wildhagen (born 1978) has 20 years of experience as a founder and manager in the German and European healthcare market with a focus on SaaS, sales and internationalization. Carol is currently Director of Tandem Health in Germany and a venture capital partner focusing on seed investments. She is also an advisor to EIT Health. Carol was previously CEO of Platform 24 in Germany and a member of its management team. Prior to that, Carol co-founded an AI chatbot

company that provided patient support for pharmaceutical companies and is a former project manager at the Boston Consulting Group. Carol holds a PhD in medicine and is a trained physician. Carol is independent in relation to owners and management of Carasent. Carol holds no shares in the company.

#### *Cecilia Lager*

Cecilia Lager (born 1963) has extensive experience from various financial and banking operations and was involved in building up ABB's financial services business. Cecilia was then Director of Communications at Gränges before taking over as CEO of SEB Fonder in the early 2000s. Since 2010, Cecilia has worked both as a management consultant and independent board member, mainly focusing on financial development, transformations and leadership development. Cecilia has broad experience from board work in both listed and unlisted environments and has previously been a board member of SignUp Software, Elanders, Evolution and Cinnober. Cecilia is independent in relation to owners and management of Carasent. Cecilia holds no shares in the company.

For information on the board members proposed for re-election, please refer to the company's website [www.carasent.com](http://www.carasent.com).

#### **Long-term incentive scheme (item 14)**

The Board of Directors proposes that the Annual General Meeting resolves to adopt a long-term incentive scheme for senior executives and key personnel within the company through the issue of warrants.

#### *Issue of warrants*

The Board of Directors proposes that the Annual General Meeting, with deviation from the shareholders' preferential rights, resolves on a directed issue of a maximum of 500,000 warrants of series 2025/2028, which means that the company's share capital can increase by a maximum of approximately SEK 3,456.63.

The right to subscribe for warrants shall, with deviation from the shareholders' preferential rights, be granted to employees of the company or the group.

The warrants shall be issued at a price corresponding to an estimated market value of the warrants (option premium) using the Black-Scholes model. A preliminary calculation based on a subscription price at exercise of the warrants of SEK 30.00 per share gives a value of SEK 4.38 per warrant.

Each warrant shall entitle the holder to subscribe for one new share against payment in cash during the exercise period 7 May 2028 up to and including 7 August 2028. Payment for the share upon exercise of the warrant shall be made in cash at a subscription price corresponding to 130 percent of the average of the volume weighted price paid for each trading day according to Nasdaq Stockholm's official price list for shares in the company during the period of 10 trading days up to and including 22 April 2025.

The Board of Directors of the company is responsible for the detailed design of the incentive program and may, in connection with the allotment of warrants, reserve the right to, *inter alia*, repurchase warrants if the participant's employment terminates or if the participant wishes to transfer the warrants.

*Allocation of warrants*

The offer to subscribe for warrants shall be made in lots of no more than 5,000. The offer is distributed among the employees based on the decision of the Board of Directors of the company as follows. Employees are offered minimum 1 post and maximum 10 lots (maximum 100 persons)

*Reasons for the deviation from shareholders' preferential rights*

The reasons for the deviation from the shareholders' preferential rights are a desire to introduce an option program whereby employees of the company are offered the opportunity to participate in an increase in the value of the company's share. This is expected to lead to an increase in the interest of the company's development, as well as the company's share price development, and continued company loyalty in the coming years is stimulated.

*Dilution effect*

In the event that all warrants are exercised, the number of shares will increase by 500,000, which corresponds to a dilution of a maximum of approximately 0.7 percent of the shares and votes based on the company's current number of shares.

*Other outstanding incentive programs*

There are currently no other outstanding incentive programs.

As part of the incentive program, the participant receives a bonus in the form of a gross salary supplement corresponding to an amount of SEK 1 per warrant paid by the participant for the warrants. The total salary cost including social security contributions may not exceed SEK 657,100.

*Costs*

Since the warrants are issued at market value, the company's assessment is that that no salary costs or social security costs will be incurred by the company as a result of the warrant program. Upon payment of the bonus, salary costs and social security contributions arise. Assuming that all options are acquired and social security contributions of 31.42 percent, the total salary cost including social security contributions amounts to SEK 0.7 million. The total costs, including other costs in the form of fees to external advisors and costs for administration of the program, are estimated amounting to approximately SEK 0,9 million over the term of the program. The incentive program is expected to have a limited effect on the company's key figures.

*Preparation of the proposal*

The proposal for the incentive program has been prepared by the Board in cooperation with external expertise.

*Specific authorization*

The Board of Directors, or the person appointed by the Board of Directors, shall be authorized to make such minor adjustments to the above proposal as may be necessary in connection with the registration of the above resolution with the Swedish Companies Registration Office and potential Euroclear Sweden registration of the warrants.

*Majority requirement*

The resolution is subject to Chapter 16 of the Swedish Companies Act and requires the support of shareholders with at least nine tenths of both the votes cast and the shares represented at the meeting.

**Share issue authorization (item 15)**

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors, up and until the next Annual General Meeting, on one or several occasions and with or without preferential rights for shareholders, to resolve on the issue of new shares, provided that such issue or issues may not comprise a total of more than 10 percent of the number of outstanding shares in the company as per the day of the Annual General Meeting. It shall also be possible to make such an issue resolution stipulating in-kind payment, the right to offset debt or other conditions.

The CEO shall be authorized to make such adjustments to this resolution that may be necessary in connection with the registration thereof.

**Authorization to acquire and transfer own shares (item 16)**

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors to decide on the acquisition of shares on Nasdaq Stockholm. The authorization may be exercised on one or more occasions, but not later than the date of the next Annual General Meeting. The maximum of so many shares may be acquired that the company's holding at any time does not exceed 10 percent of all shares in the company. Shares may only be acquired on Nasdaq Stockholm at a price within the price range applicable on Nasdaq Stockholm at any given time price interval, meaning the interval between the highest buying price and the lowest selling price. The purpose of the authorization is to give the Board of Directors increased freedom of action and the opportunity to continuously adapt the company's capital structure and to enable financing of acquisitions.

The Board of Directors further proposes that the Annual General Meeting resolves to authorize the Board, during the period until the next Annual General Meeting, in a manner other than on Nasdaq Stockholm, to sell the company's own shares, as payment for or to finance acquisitions, and thus transfer shares with deviation from the shareholders' preferential rights. The transfer shall be made on market terms. Payment for the shares may be made in cash, in kind or by set-off. The authorization may be exercised on one or more occasions and covers all own shares that the company holds at any given time. The reason for the proposal and the reason why the transfer of shares may be made with deviation from shareholders' preferential rights is to enable financing of acquisitions.

**Amendment of the articles of association (item 17)**

The Board of Directors proposes that the Annual General Meeting resolves to amend the articles of association by adding the following paragraphs.

*§ 12 Place for the general meetings*

General meetings shall be held in Gothenburg or Stockholm.

### *§ 13 Postal voting*

The board of directors may collect powers of attorney in accordance with the procedure described in Chapter 7, section 4, second paragraph of the Companies Act. The board of directors has the right before a General Meeting to decide that shareholders shall be able to exercise their right to vote by post before the General Meeting.

Some minor linguistic adjustments to the articles of association are also proposed.

---

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

As per the date of this notice, there are 72,324,781 outstanding shares and votes in the company. The company holds no treasury shares.

### **Other information**

The annual report, the Board of Directors' remuneration report and all other documentation for resolutions are available at the company's office at Nellickevägen 20 in Gothenburg, Sweden, and on the company's website ([www.carasent.com](http://www.carasent.com)) no later than three weeks prior to the meeting. Moreover, the Nomination Committee's reasoned statement is available at the company's above-mentioned address, as well as on the company's website, from the date of this notice. Copies of the documentation will be sent to shareholders who so request and who inform the company of their postal address. Shareholders are reminded of their right to require information under chapter 7 section 32 of the Swedish Companies Act.

### **Processing of personal data**

For information on how your personal data is processed, see the integrity policy available on Euroclear's website: [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf). If you have questions regarding our processing of your personal data, you can contact us by emailing [klara.strandberg@carasent.com](mailto:klara.strandberg@carasent.com). Carasent AB (publ)'s corporate registration number is 559478-3440 and its registered office is in Gothenburg, Sweden.

*This notice is a translation of a Swedish notice and in the event of any discrepancy between the language versions, the Swedish version shall prevail.*

Gothenburg, March 2025

**Carasent AB (publ)**

*The Board of Directors*