

Report from the Annual General Meeting in Acast AB (publ) on 19 May 2026

Acast's Annual General Meeting was held in Stockholm on Tuesday 19 May 2026. At the Annual General Meeting, the following main resolutions were made:

Adoption of the accounts and discharge from liability

The meeting adopted the balance sheet and the income statement for the parent company and the group. The Board of Directors and the CEO were discharged from liability for the financial year 2025.

Distribution of profit

The meeting resolved, in accordance with the Board of Directors' proposal, that no dividends should be paid to the shareholders for the financial year 2025.

Remuneration report

The meeting resolved to approve the Board of Directors' report regarding remuneration for the financial year 2025.

The Board of Directors and fees

The meeting resolved, in accordance with the Nomination Committee's proposal, that the Board of Directors will continue to comprise six Directors. Björn Jeffery, Hjalmar Didrikson, John Harrobin, Jonas von Hedenberg, Marta Martinez and Samantha Skey were re-elected as Directors. John Harrobin was re-elected as Chair of the Board of Directors.

The meeting resolved, in accordance with the Nomination Committee's proposal, that the Chair of the Board shall be paid a fee of SEK 1,000,000 (unchanged) and each of the other Board members shall be paid a fee of SEK 400,000 (unchanged). The meeting also resolved, in accordance with the Nomination Committee's proposal, that fees shall be payable to the Chair of the Audit Committee with SEK 110,000 (previously SEK 100,000) and to each member of the Audit Committee with SEK 55,000 (previously SEK 50,000), and that fees shall be payable to the Chair of the Remuneration Committee with SEK 55,000 (previously SEK 50,000) and to each member of the Remuneration Committee with SEK 27,500 (previously SEK 25,000). It was further resolved that fees for work in the Development Committee shall be payable to the Chair with SEK 500,000 (unchanged) and with SEK 350,000 (unchanged) to each member of the Development Committee.

Auditor

The meeting resolved, in accordance with the Nomination Committee's proposal, to re-elect KPMG AB as auditor until the end of the next Annual General Meeting. KPMG AB has informed that Jesper Swärd will continue as auditor-in-charge. It was resolved that the company's auditor shall be paid in accordance with approved invoices.

Guidelines for remuneration to the executive management

The meeting resolved, in accordance with the Board of Directors' proposal, to adopt new guidelines for remuneration to the executive management.

LTI program 2026

The meeting resolved, in accordance with the Board of Directors' proposal, to implement a performance stock unit program ("**LTI 2026**") for approximately 64 employees in the Acast group. A maximum of 2,190,000 performance stock units may be allotted to the participants. The performance stock units shall be allotted to the participants free of charge and vesting shall occur on a linear basis (0–100 percent) between 15 June 2026 and 15 June 2029, subject to the participant continuing to be an employee of the Acast group.

Vesting is also conditional upon certain performance targets being achieved during the vesting period for LTI 2026, relating to the average total shareholder return on Acast's share (TSR target), the company's operating margin (EBIT target), and the company's partnerships regarding donations of unsold advertising inventory for charitable purposes (ESG target). Each performance stock unit that has vested in full entitles the holder to receive one share in Acast.

To ensure delivery of vested performance stock units, the Annual General Meeting also resolved on transfer of no more than 2,190,000 Acast shares to the participants in LTI 2026, in accordance with the terms and conditions of LTI 2026.

Authorisation to resolve on new issue of shares and/or warrants

The meeting authorised the Board of Directors to, on one or several occasions for the period up to the next Annual General Meeting, resolve on new issue of shares and/or warrants, to the extent that such issue can be made without amending the articles of association. An issue may be made with or without deviation from the shareholders' preferential rights. Based on the authorisation, the Board of Directors may resolve to issue a number of new shares corresponding to a maximum of ten (10) percent of the total number of outstanding shares in the company at the time of the Annual General Meeting. The purpose of the authorisation and the reasons for any deviation from the shareholders' preferential rights are to enable issues in order to execute acquisitions of companies which are important for Acast's business and thereby use the company's share as payment.

Authorisation for the Board of Directors to resolve on acquisition and transfer of own shares

The meeting authorised 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 ten (10) percent of all shares in Acast at any time following the acquisition. The meeting further authorised the Board of Directors to resolve upon transfer of own shares, which may be conducted on Nasdaq Stockholm or elsewhere, including a right to resolve on deviations from the shareholders' preferential rights. The number of shares transferred may not exceed the total number of shares held by Acast at any time. The purpose of the 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 Acast's incentive program and to enable the financing of acquisitions of businesses through payment with own shares.

Transfer of own shares to two key employees of Wake Word Studios and Podius

The meeting resolved on transfer of not more than 185,480 shares in Acast to two key employees of Wake Word Studios and Podius, for the purpose of complying with the retention agreements entered into in connection with Acast's acquisition of the companies in December 2025. Transfer and payment of the shares shall take place during two separate transfer periods, the first occurring between 15 December 2026 - 15 January 2027 and the second occurring between 15 December 2027 - 15 January 2028. Transfer shall occur with deviation from the shareholders' preferential rights at a price per share which corresponds to the volume-weighted average price of Acast's share on Nasdaq Stockholm during the five trading days preceding each transfer period. Payment for the shares shall be made by way of set-off.

For more information

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About Acast

Acast is the global authority on podcasting, building the infrastructure that serves as the single point of entry for the whole industry. This enables creators to grow and monetize across audio, video, social, and beyond, and brands to buy at scale - without walls or borders. As the world's largest pure-play podcast company, we connect 140,000+ storytellers with 4,000+ advertisers globally. Listed on Nasdaq Stockholm (ACAST).

Attachments

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