

**Press Release**

March 30, 2026 18:00 CEST

# Notice to the Annual General Meeting in Vitec Software Group AB (publ)

The shareholders of Vitec Software Group AB (publ), reg. no. 556258-4804, are hereby summoned to the Annual General Meeting on April 28, 2026, at 17:30 (CEST) at Clarion Hotel Umeå, Storgatan 36, Umeå. Registration to the Annual General Meeting takes place at 16:30-17:15. The Annual General Meeting will be held in Swedish. Food and beverages will be served afterwards.

**Participation at the Annual General Meeting**

Shareholders who wish to participate in the Annual General Meeting shall:

- partly be registered in the share register kept by Euroclear Sweden AB on the record date on April 20, 2026; and
- partly give notice to the company of their intention to participate in the Annual General Meeting in accordance with the instructions under the heading "*Participation at the Annual General Meeting venue*", or alternatively submit a postal vote in accordance with the instructions under the heading "*Participation through postal voting*", no later than on April 22, 2026.

For shareholders who have their shares registered through a bank or other nominee, the following applies in order to have the right to exercise voting rights at the Annual General Meeting, regardless of whether participation takes place at the Annual General Meeting venue or through postal voting. In addition to giving notice of participation, such shareholder must re-register its shares in its own name so that the shareholder is registered in the share register kept by Euroclear Sweden AB. Such re-registration may be temporary (so-called voting rights registration). Shareholders who wish to register their shares in their own name must, in accordance with the respective nominee's routines, request that the nominee carries out such registration. Voting rights registration requested by the shareholder in such time that the registration has been completed by the nominee no later than on April 22, 2026 will be taken into account at the preparation of the share register.

## Participation at the Annual General Meeting venue

Registration for participation at the Annual General Meeting venue, in person or via representative, shall be made to the company no later than on April 22, 2026 in any of the following ways:

- On the company's website, [www.vitecsoftware.com](http://www.vitecsoftware.com).
- By telephone +46 (0) 771 24 64 00, weekdays 09.00 - 16.00.
- By mail to Computershare AB, "Vitec AGM", Box 149, 182 12 Danderyd, Sweden.
- By e-mail to [proxy@computershare.se](mailto:proxy@computershare.se).

When registering, shareholders must state their name, personal identity number or corporate registration number, address and telephone number, shareholding to be represented at the Annual General Meeting and any advisors.

Shareholders who participate via representative shall at the Annual General Meeting present a dated proxy signed by the shareholder and are asked to submit copies of such documents to the company in connection with the notification of participation to the Annual General Meeting in accordance with the above. Proxy forms in both Swedish and English are available on the company's website, [www.vitecsoftware.com](http://www.vitecsoftware.com). If the shareholder is a legal entity, a certificate of registration or other authorization document should be presented and submitted in accordance with the above. Please note that notification of participation must be made even if the shareholder wishes to exercise its voting right through a representative. A submitted proxy does not apply as notification of participation at the Annual General Meeting.

## Participation through postal voting

The Board of Directors has, in accordance with the regulations in the company's articles of association, decided that the shareholders shall be able to exercise their voting rights through postal voting prior to the Annual General Meeting. Shareholders who wish to participate in the Annual General Meeting through postal voting shall use the postal voting form and follow the instructions available on the company's website, [www.vitecsoftware.com](http://www.vitecsoftware.com).

Shareholders who wish to participate through postal voting shall send a completed and signed postal voting form by mail to Computershare AB, "Vitec AGM", Box 149, 182 12 Danderyd, Sweden, or by e-mail to [proxy@computershare.se](mailto:proxy@computershare.se). Completed forms must be received by Computershare no later than on April 22, 2026.

Shareholders can also submit postal votes electronically through verification with BankID on the company's website, [www.vitecsoftware.com](http://www.vitecsoftware.com). Such electronic votes must be submitted no later than on April 22, 2026.

The shareholder may not provide special instructions or conditions to the postal vote. If so, the entire postal vote is invalid. Further instructions and conditions can be found in the postal voting form.

If a shareholder submits postal votes through a representative, a dated proxy signed by the shareholder must be sent with the postal voting form. Proxy forms are available in both Swedish and English on the company's website, [www.vitecsoftware.com](http://www.vitecsoftware.com). If the shareholder is a legal entity, a registration certificate or other authorization document must be sent with the form.

Persons who wish to participate at the Annual General Meeting venue, in person or through a representative, must notify the company of this in accordance with the instructions under the heading "*Participation at the Annual General Meeting venue*" above. This means that a notification of participation through postal voting alone is not sufficient for shareholders who wish to participate at the Annual General Meeting venue.

### **Possibility to follow the meeting via video link**

Shareholders have the possibility to follow the meeting via video link. The video link will be available on the company's website, [www.vitecsoftware.com](http://www.vitecsoftware.com). Since it is not possible to verify with certainty that no external party (who is not a shareholder) follows the meeting via video link, the possibility to follow the meeting via video link requires that the meeting decides that also persons who are not shareholders shall have the right to follow the meeting.

Shareholders who follow the meeting via video link are not able to exercise voting rights or other shareholder rights at the meeting such as requesting to speak, making proposals or objections or requesting a vote (voting). Shareholders who follow the meeting via video link but who also wish to exercise their voting rights must, in addition, attend the meeting venue through a representative and notify their participation or participate in the meeting by postal voting in accordance with the above instructions.

### **Agenda**

1. Opening of the meeting
2. Election of Chairman of the meeting
3. Preparation and approval of the 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 as well as the consolidated financial statement and the group auditor's report
8. Resolution regarding adoption of the profit and loss statement and the balance sheet, as well as the consolidated profit and loss statement and the consolidated balance sheet
9. Resolution regarding appropriation of the company's profit or loss in accordance with the adopted balance sheet
10. Resolution regarding discharge from liability for the members of the Board of Directors and the CEO
  - a. Lars Stenlund (chairman)
  - b. Anna Valtonen (board member)
  - c. Birgitta Johansson-Hedberg (board member)
  - d. Jan Friedman (board member)
  - e. Kaj Sandart (board member)
  - f. Malin Ruijsenaars (board member)
  - g. Olle Backman (CEO)
11. Resolution regarding the number of members of the Board of Directors and deputy members of the Board of Directors, as well as auditors and deputy auditors
  - a. Resolution regarding the number of members of the Board of Directors and deputy members of the Board of Directors
  - b. Resolution regarding the number of auditors and deputy auditors
12. Determination of remuneration to the members of the Board of Directors and the auditors
  - a. Determination of remuneration to the members of the Board of Directors
  - b. Determination of remuneration to the auditors
13. Election of members of the Board of Directors and Chairman of the Board of Directors
  - The Nomination Committee proposes the election of the following board members:
    - a. Lars Stenlund (re-election)
    - b. Anna Valtonen (re-election)
    - c. Jan Friedman (re-election)
    - d. Kaj Sandart (re-election)
    - e. Malin Ruijsenaars (re-election)
    - f. Jonas Ahlberg (new election)

- g. Karin Gunnarsson (new election)
  - The Nomination Committee proposes re-election of Lars Stenlund as Chairman of the Board.
- 14. Election of auditors
- 15. Resolution regarding instruction for Nomination Committee
- 16. Resolution regarding approval of remuneration report
- 17. The Board of Directors' proposed resolution regarding authorization for the Board of Directors to resolve on issuance of new shares
- 18. The Board of Directors' proposed resolution regarding authorization for the Board of Directors to resolve on repurchase and transfer of the company's own shares
- 19. The Board of Directors' proposed resolution regarding a long-term share savings plan, a long-term performance-based share savings plan as well as the authorization on acquisition and transfer of class B shares under the programs
  - a. Resolution on long-term share savings plan (ESSP 2026)
  - b. Resolution on long-term performance-based share savings plan (Performance ESSP 2026)
  - c. Resolution on authorizing the Board to resolve on the acquisition of own class B shares in Vitec on Nasdaq Stockholm
  - d. Resolution on transfers of acquired own class B shares to participants in ESSP 2026 and Performance ESSP 2026
  - e. Resolution authorizing the Board to transfer own class B shares to secure payment of social security contributions and occupational pension
  - f. Resolution on entering into a share swap agreement with a third party
- 20. Closing of the meeting

## **2) Election of Chairman of the meeting**

The Nomination Committee proposes that Lars Stenlund, Chairman of the Board of Directors, or the person appointed by the Board of Directors in the event of his absence, is elected Chairman of the Annual General Meeting.

## **9) Resolution regarding appropriation of the company's profit or loss in accordance with the adopted balance sheet**

The Board of Directors proposes that the Annual General Meeting resolves on an ordinary dividend of SEK 3.68 per share, to be paid quarterly through partial payments of SEK 0.92 per share.

The proposed record dates for the right to receive the partial payments are June 25, 2026, September 25, 2026, December 23, 2026, and March 24, 2027. The partial payments are expected to be made about three bank days after the respective record date.

According to the Swedish Companies Act, a maximum amount of the dividend shall be determined in advance to ensure that the dividend does not exceed the company's distributable income, and such maximum amount is proposed to be determined to SEK 156,344,798. The total dividend shall not exceed the aforementioned maximum amount. In the event the number of shares in the company entails that the maximum amount may be exceeded, the distribution per share shall be adjusted down so that the total dividend corresponds to the maximum amount.

## **11) Resolution regarding the number of members of the Board of Directors and deputy members of the Board of Directors, as well as auditors and deputy auditors**

The Nomination Committee proposes that the Board of Directors, for the period until the end of the next Annual General Meeting, shall consist of seven ordinary members with no deputy members, and that one authorized auditing company shall be elected as auditor.

## **12) Determination of remuneration to the members of the Board of Directors and the auditors**

The Nomination Committee proposes, for the period until the end of the next Annual General Meeting, that the total remuneration to the Board of Directors shall amount to SEK 2,990,000 (previously SEK 2,465,000), whereof SEK 950,000 (previously SEK 890,000) shall constitute remuneration to the Chairman of the Board of Directors and SEK 340,000 (previously SEK 315,000) shall constitute remuneration to each of the other six members of the Board of Directors.

The Nomination Committee proposes, for the period until the end of the next Annual General Meeting, that the remuneration to the auditor shall be paid in accordance with approved invoice.

## **13) Election of members of the Board of Directors and Chairman of the Board of Directors**

The Nomination Committee proposes, for the period until the end of the next Annual General Meeting, re-election of the members of the Board of Directors Lars Stenlund, Anna Valtonen, Jan Friedman, Kaj Sandart and Malin Ruijsenaars and new election of Jonas Ahlberg and Karin Gunnarsson. Lars Stenlund is proposed to be re-elected as Chairman of the Board.

## **14) Election of auditors**

The Nomination Committee proposes, in accordance with the Audit Committee's recommendation, for the period until the end of the next Annual General Meeting, re-election of Deloitte AB as auditor. Deloitte AB has announced that it intends to appoint Richard Peters as auditor in charge.

## **15) Resolution regarding instruction for Nomination Committee**

The Nomination Committee proposes that the Annual General Meeting resolves to adopt an instruction for Nomination Committee in accordance with the following.

### ***Members of the Nomination Committee***

The Nomination Committee shall consist of the Chairman of the Board of Directors and three additional members. Based on ownership statistics as of 31 August, the Chairman of the Board of Directors shall contact the three largest shareholders and offer them to appoint one member each for the Nomination Committee. If a shareholder abstains, the right passes to the next largest shareholder as regards the number of votes. When the members are appointed, the Chairman of the Board of Directors shall summon the Nomination Committee to a meeting.

The member appointed by the largest shareholder, as regards the number of votes, shall be the Chairman of the Nomination Committee. If a change takes place in the company's ownership structure after 31 August, but earlier than two months before the Annual General Meeting, and if a new shareholder that is one of the three largest shareholders after this change expresses a wish to be included in the Nomination Committee, that shareholder shall have the right to either appoint another member or, if the Nomination Committee decides so, appoint a member to replace the member appointed by the smallest shareholder, as regards the number of votes, after the change in ownership. If a member resigns or a member is prevented from fulfilling its mandate, the shareholder who has appointed the member shall be asked to appoint a new member. If the shareholder abstains, the right passes to the next largest shareholder, as regards the number of votes. No remuneration shall be paid to the members of the Nomination Committee, however remuneration for costs incurred shall be paid.

### ***The Nomination Committee's task***

The Nomination Committee shall prepare and propose resolutions to the general meeting regarding:

- Election of Chairman of the general meeting
- Resolution regarding the number of members of the Board of Directors and auditors

- Election of and resolution on remuneration to the Chairman of the Board of Directors and other members of the Board of Directors
- Election of and resolution on remuneration to the auditors
- Election of and resolution on remuneration to members of another particular committee, which the general meeting may resolve to appoint
- Instruction for Nomination Committee

The Nomination Committee's proposals shall be submitted to the company, through the Chairman of the Board of Directors, no later than six weeks before the general meeting where election of members of the Board of Directors or auditor shall take place. The proposals shall, to the extent possible, include all requisite information so that the company, with guidance hereof, can fulfil its disclosure requirement according to the Swedish Companies Act, The Swedish Corporate Governance Code, the regulated market's rules and regulations, best practice on the stock market and other applicable rules or recommendations.

### ***Meetings of the Nomination Committee***

The Nomination Committee shall meet when required for it to fulfil its tasks, however at least once per term of office. Notice to a meeting is issued by the Chairman of the Nomination Committee, with exception for the first meeting to which the notice is issued by the Chairman of the Board of Directors. The members can demand that the Nomination Committee is convened.

The Nomination Committee is quorate if at least half of the number of members are participating. However, a resolution in a matter shall not be made if not all members have had the opportunity to participate in the handling of the matter, to the extent possible. The Nomination Committee's resolution is the opinion for which more than half of the number of the participating members are voting, or in the event of equal number of votes, the opinion of the Chairman of the Nomination Committee.

Minutes shall be kept at the Nomination Committee's meetings, which shall be signed or verified by the Chairman and a member appointed by the Nomination Committee. The minutes shall be kept in accordance with the procedure for keeping of board meeting minutes.

### **16) Resolution regarding approval of remuneration report**

Guidelines for remuneration to senior executives were adopted at the Annual General Meeting 2024. Proposals for new guidelines are prepared when needed, but at minimum every four years, i.e. at the latest on the Annual General Meeting 2028. The Board of Directors does not propose any amendments to the guidelines adopted at the Annual General Meeting 2024.

The Board of Directors has prepared a remuneration report regarding the financial year 2025, in accordance with Chapter 8, Section 53 a of the Swedish Companies Act. The Board of Directors proposes that the Annual General Meeting resolves to approve the Board of Directors' remuneration report.

### **17) The Board of Directors' proposed resolution regarding authorization for the Board of Directors to resolve on issuance of new shares**

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors, for the period until the next Annual General Meeting, to resolve on share issues of class B shares and/or issues of convertible debentures of class B shares, with deviation from the shareholders' preferential rights and with or without a provision regarding contribution in kind or subscription with set-off rights. The authorization includes a maximum of 2,500,000 class B shares, based on the current quota value, and shall be possible to exercise at one or more occasions within specified limits. The value transferred to the company through share issues by virtue of the authorization, shall be made on market terms and may include a market-based issue discount.

The purpose of the authorization, and the reason for the possibility to deviate from the shareholders' preferential rights, is to enable the company to, in a time and cost efficient way, finance acquisitions of companies, assets and liabilities, product rights or similar.

The Board of Directors, or a person appointed by the Board of Directors, shall be authorized to make minor adjustments to the above resolutions that may be necessary in connection with the registration with the Swedish Companies Registration Office.

A valid resolution regarding issue authorization in accordance with the above requires that shareholders representing not less than two-thirds (2/3) of the votes cast as well as the shares represented at the Annual General Meeting approve the resolution.

#### **18) The Board of Directors' proposed resolution regarding authorization for the Board of Directors to resolve on repurchase and transfer of the company's own shares**

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors, for the period until the next Annual General Meeting and on one or more occasions, to resolve on repurchase and transfer of the company's own class B shares.

Repurchase may be made of no more than as many class B shares that the company's holding from time to time does not exceed ten (10) percent of the total number of shares in the company. Repurchases shall be made on Nasdaq Stockholm and at prices in accordance with the Nasdaq Stockholm Main Market Rulebook for Issuers of Shares.

Transfer may be made of no more than the number of class B shares that from time to time are held by the company. Transfer may be made with or without deviation from the shareholders' preferential rights. Transfer shall be carried out on Nasdaq Stockholm or otherwise. Transfers on Nasdaq Stockholm shall be made at prices within the from time to time registered price range, i. e. the range between the highest bid price and the lowest offer price. In case of transfers carried out otherwise, the value received by the company through the transfer shall be on market terms and may include a market-based transfer discount. Payment for transferred class B shares shall be made in cash, in kind or by way of set-off.

The purpose of the authorizations, and the reason for the possibility to deviate from the shareholders' preferential rights, is to enable the company to adjust its capital structure from time to time in a time and cost efficient way and, with respect to transfers of class B shares, to finance acquisitions of companies, assets and liabilities, product rights or similar.

A valid resolution regarding the authorizations in accordance with the above requires that shareholders representing not less than two-thirds (2/3) of the votes cast as well as the shares represented at the Annual General Meeting approve the resolution.

#### **19) The Board of Directors' proposed resolution regarding long-term share savings plan, a long-term performance-based share savings plan as well as the authorization on acquisition and transfer of class B shares under the programs**

##### ***Background and motivation***

In 2023, Vitec Software Group AB (publ) (the "**Company**" or "**Vitec**" and together with its subsidiaries the "**Group**") launched an Employee Share Savings Plan for employees within the Group to offer the employees an opportunity to become long-term shareholders in the Company. The Employee Share Savings Plan was adopted again both in 2024 ("**ESSP 2024**") and in 2025 ("**ESSP 2025**"). Through the ESSP 2024, approximately 30% of employees became shareholders of the Company. In Sweden, approximately 35% of the employees chose to participate in the ESSP 2024. Through the ESSP 2025, approximately 30% of employees became shareholders of the Company, and in Sweden, approximately 33% of the employees chose to participate in the ESSP 2025.

The Board of Directors proposes that the Annual General Meeting resolves to implement a new plan period for the Employee Share Savings Plan for current and future employees in the Company ("**Employees**") within the Group (Employee Share Savings Plan, "**ESSP 2026**"). Furthermore, the Board of Directors proposes that the Annual General Meeting resolves to implement a new plan period of the performance-based Employee Share Savings Plan for the Top Management (Performance Employee Share Savings Plan, "**Performance ESSP 2026**"). The purpose of the Performance ESSP 2026 is to offer Vitec executives an incentive which has a potential higher upside in the form of performance-based matching shares while adding a degree of risk-taking (participants are not guaranteed to receive Matching Shares). The Board believes that ESSP 2026 and Performance ESSP 2026 will aid in the retention and attraction of key personnel while strengthening the alignment of the participant's interests with shareholders.

To manage the total cost of ESSP 2026 and Performance ESSP 2026, the Board has introduced a cap on the total number of shares in the plans. The total number of shares cannot exceed one and a half percent of the total number of shares outstanding i.e. 561,004 including hedging for social costs. In the event that the cap is reached, participants' investments will be reduced proportionally.

To be entitled to matching shares in ESSP 2026, the employee must invest in shares during the savings period using their own funds and remain employed throughout the two-year lock-up period. One savings share entitles the employee to one matching share. Historically, this broad-based program has accounted for approximately 40% of the company's total costs for the two employee share savings programs, ESSP and Performance ESSP.

Performance ESSP has the same basic requirements as ESSP 2026 regarding personal investment and continued employment during the lock-up period. The number of matching shares may range from 0 to 4 per savings share, depending on the Vitec Group's average earnings-per-share growth over the program's three-year period. A Compounded Annual Growth Rate of at least 10% is required to receive the first matching share, after which the allocation increases linear up to a maximum of four matching shares per savings share at a Compounded Annual Growth Rate of at least 20%. Historically, the cost of Performance ESSP has accounted for approximately 60% of the total costs of the two employee share savings programs.

#### ***ESSP 2026 and Performance ESSP 2026 overview***

ESSP 2026 is proposed to address current and future Employees within the Group. Subject to their own investment in Vitec class B shares ("**Savings Shares**"), during a period of twelve (12) months ("**Savings Period**"), normally through monthly savings, Employees will be offered the opportunity to receive, free of charge, an allocation of Vitec class B shares after a holding period which commences after the first acquisition of Savings Shares and ends on 30 June 2029 ("**Holding Period**"). The maximum savings amount will be differentiated with respect to the Employee's role within the Group. Employees may receive an allocation of class B shares provided that their employment or position as the CEO has not been terminated as a so-called bad leaver before the end of the Holding Period and conditional upon maintenance of their own initial investment in Savings Shares during the entire Holding Period ("**Matching Shares**").

Participants in category A-C below ("**Top Management**") have the possibility to choose to participate in Performance ESSP 2026 instead of ESSP 2026. It is not possible to participate in both ESSP 2026 and Performance ESSP 2026. Through Performance ESSP 2026, Top Management has the possibility to receive more Matching Shares compared to ESSP 2026 provided that certain performance criteria are fulfilled. Participation in the Performance ESSP

2026 entails a higher risk for the Top Management (as there is no guaranteed Matching Share) but also the possibility of a larger allocation of Matching Shares. In addition to the aforementioned performance criteria, mainly the same conditions apply for Performance ESSP 2026 as for ESSP 2026.

### ***The Board's proposed resolution***

Therefore, in order to maintain maximum flexibility, the Board of Directors proposes that the Annual General Meeting resolves:

- i. on a long-term share savings plan (ESSP 2026) in accordance with the conditions set out in section A. below and a long-term performance-based share savings plan (Performance ESSP 2026) in accordance with the conditions set out in section B below;
- ii. to authorize the Board of Directors to resolve on the acquisition of own class B shares in Vitec on Nasdaq Stockholm and that acquired own class B shares may be i) transferred free of charge to participants in ESSP 2026 and Performance ESSP 2026, and ii) transferred to secure thereto connected costs for social security contributions in accordance with the conditions set out in sections C.–E. below; and
- iii. in the event that the required majority according to sections C.–E. below cannot be reached that Vitec may enter into share swap agreements with third parties in accordance with the conditions in section F. below.

#### **A. Resolution on long-term share savings plan (ESSP 2026)**

- a. ESSP 2026 is addressed to Employees of the Group, which currently consists of approximately 1,900 employees.
- b. ESSP 2026 means that Employees are offered the opportunity, subject to their own investment in Vitec class B shares ("**Savings Shares**") during a Savings Period, to receive from Vitec or from another company within the Group, or from a designated third party, an allotment of Vitec class B shares free of charge. For every Savings Share, Employees participating in ESSP 2026 will have the opportunity, after the Holding Period to receive an allocation of one Vitec class B share ("**Matching Share**").
- c. The maximum amount that each Employee participating in ESSP 2026 may invest in, normally through monthly savings, have been differentiated with reference to position and responsibility in the Group and the participants have for this reason been divided into five different categories:  
Category A – Group CEO  
Category B – Group Management  
Category C – Business Unit Managers  
Category D – Local Management  
Category E – Other employees
- d. The maximum amount that each category above can invest during the Savings Period as well as the maximum number of participants in each category is set out below.  
Maximum savings amount during the Savings Period (SEK):  
Category A – not more than 1 person: 500,000  
Category B – not more than 15 persons: 400,000  
Category C – not more than 65 persons: 300,000  
Category D – not more than 150 persons: 200,000  
Category E – not more than 1,900 persons: 100,000
- e. Employees may only participate in the ESSP 2026 if they invest for a minimum of SEK 500 monthly during the Savings Period and do not choose to participate in Performance ESSP 2026 in accordance with paragraph B below.
- f. An Employee's investment will be used to quarterly after the publications of the Company's quarterly reports, during the Savings Period, acquire as many whole Savings Shares as can be acquired with the Employee's accumulated investment at that time.

- g. Acquisitions of Savings Shares on behalf of the Employee will be made on Nasdaq Stockholm and be transferred to the Employee's custody account.
- h. It is a condition for the Employee to be able to receive Matching Shares that he or she, with certain specific exceptions, remains an Employee of the Group until the end of the Holding Period and that the Employee has retained Savings Shares acquired under the ESSP 2026 until the end of the Holding Period. Savings Shares that have been disposed of before the end of the Holding Period shall therefore not be taken into account when determining any allocation of Matching Shares.
- i. Matching Shares will be allocated as soon as possible after the end of the Holding Period.
- j. Any dividends paid on the Employee's Savings Shares during the Holding Period will be reinvested to purchase additional Savings Shares under the ESSP 2026.
- k. The Board shall be entitled to determine the detailed terms and conditions of ESSP 2026 within the framework of the main terms and conditions of ESSP 2026 as decided by the Annual General Meeting. The Board may in connection therewith make necessary adjustments to comply with specific local regulations or prevailing market conditions outside Sweden.
- l. If there are significant changes in the Group or in the market that, in the Board's opinion, would make the terms and conditions for the allocation of Matching Shares under ESSP 2026 unreasonable, the Board shall also have the right to decide on an adjusted allocation of Matching Shares, or that no allocation of Matching Shares shall be made at all, for ESSP 2026 or for ESSP 2026 participants operating within a particular business unit or jurisdiction.
- m. Participation in ESSP 2026 requires that such participation can legally take place in the various jurisdictions concerned and/or that, in the opinion of the Board, participation can take place with reasonable administrative costs and financial effort.
- n. The number of Matching Shares will be recalculated as a result of any bonus issue, split, rights issue and/or other similar corporate action in such manner as the Board deems appropriate to obtain a reasonable result.
- o. Matching Shares may not, however, be allocated during any such period when trading in the Company's shares is forbidden in accordance with the Regulation (EU) No 596/2014 or any other equivalent legislation which applies at any given time.
- p. Future Employees may be offered to participate in ESSP 2026, but no later than 30 September 2026. Additional Participants will be allotted Matching Shares no earlier than three (3) years after the Employee entered into an agreement to join ESSP 2026.

#### **B. Resolution on long-term performance-based share savings plan (Performance ESSP 2026)**

- a. Performance ESSP 2026 is addressed to Top Management of the Group, which currently consists of approximately 70 employees.
- b. Performance ESSP 2026 means that Top Management are offered the opportunity, subject to their own investment in Vitec class B shares (Savings Shares) during a Savings Period, to receive from Vitec or from another company within the Group, or from a designated third party, an allotment of Vitec class B shares free of charge. For every Savings Share, Employees participating in Performance ESSP 2026 will have the opportunity, after the Holding Period to receive an allocation of up to four Vitec class B share (Matching Share) provided that the performance criterion is fulfilled. The number of Matching Shares allocated per Saving Share depends on the fulfilment of the performance criterion. The performance criterion is the Compounded Annual Growth Rate of Vitec Group's Earnings Per Share ("**CAGR EPS**") over the three-year performance period 2026–2028. Threshold and maximum levels will be established by the Board at grant. If the threshold level is not met, no Matching Shares will vest. If the threshold level is met, one matching share will

vest. If the maximum level is met, four Matching Shares will vest. For target achievement between the threshold and maximum level, the vesting outcome will be measured linearly. Full details of the target levels resolved by the Board in 2026 and the actual outcome will be fully disclosed in the annual report for 2028.

- c. The maximum amount that each Employee participating in Performance ESSP 2026 may invest in, normally through monthly savings, have been differentiated with reference to position and responsibility in the Group and the participants have for this reason been divided into three different categories:  
Category A – Group CEO  
Category B – Group Management  
Category C – Business Unit Managers
- d. The maximum amount that each category above can invest during the Savings Period as well as the maximum number of participants in each category is set out below.  
Maximum savings amount during the Savings Period (SEK):  
Category A – not more than 1 person: 500,000  
Category B – not more than 15 persons: 400,000  
Category C – not more than 65 persons: 300,000
- e. Top Management may only participate in the ESSP 2026 if they invest for a minimum of SEK 500 monthly during the Savings Period and do not choose to participate in ESSP 2026 in accordance with paragraph A above.
- f. An Employee's investment will be used to quarterly after the publications of the Company's quarterly reports, during the Savings Period, acquire as many whole Savings Shares as can be acquired with the Employee's accumulated investment at that time. The number of Matching Shares allocated per Saving Share depends on the fulfilment of the performance criterion.
- g. Acquisitions of Savings Shares on behalf of the Employee will be made on Nasdaq Stockholm and be transferred to the Employee's custody account.
- h. It is a condition for the Employee to be able to receive Matching Shares that he or she, with certain specific exceptions, remains an Employee of the Group until the end of the Holding Period and that the Employee has retained Savings Shares acquired under the Performance ESSP 2026 until the end of the Holding Period. Savings Shares that have been disposed of before the end of the Holding Period shall therefore not be taken into account when determining any allocation of Matching Shares.
- i. Matching Shares will be allocated as soon as possible after the end of the Holding Period.
- j. Any dividends paid on the Employee's Savings Shares during the Holding Period will be reinvested to purchase additional Savings Shares under the Performance ESSP 2026.
- k. The Board shall be entitled to determine the detailed terms and conditions of Performance ESSP 2026 within the framework of the main terms and conditions of Performance ESSP 2026 as decided by the Annual General Meeting. The Board may in connection therewith make necessary adjustments to comply with specific local regulations or prevailing market conditions outside Sweden.
- l. If there are significant changes in the Group or in the market that, in the Board's opinion, would make the terms and conditions for the allocation of Matching Shares under Performance ESSP 2026 unreasonable, the Board shall also have the right to decide on an adjusted allocation of Matching Shares, or that no allocation of Matching Shares shall be made at all, for Performance ESSP 2026 or for Performance ESSP 2026 participants operating within a particular business unit or jurisdiction.
- m. Participation in Performance ESSP 2026 requires that such participation can legally take place in the various jurisdictions concerned and/or that, in the opinion of the Board, participation can take place with reasonable administrative costs and financial effort.
- n. The number of Matching Shares will be recalculated as a result of any bonus issue, split, rights issue and/or other similar corporate action in such manner as the Board deems appropriate to obtain a reasonable result.

- o. Matching Shares may not, however, be allocated during any such period when trading in the Company's shares is forbidden in accordance with the Regulation (EU) No 596/2014 or any other equivalent legislation which applies at any given time.
- p. Future Top Management may be offered to participate in ESSP 2026, but no later than 30 September 2026. Additional Participants will be allotted Matching Shares no earlier than three (3) years after the Employee entered into an agreement to join ESSP 2026.

### **C. Resolution on authorizing the Board to resolve on the acquisition of own class B shares in Vitec on Nasdaq Stockholm**

In order to i) secure deliveries of class B shares to participants in ESSP 2026 and Performance ESSP 2026, and ii) secure thereto connected costs for social security contributions, in accordance with sections D.–E. below the Board proposes that the Annual General Meeting resolves to authorize the Board to resolve to acquire class B shares in Vitec on the following terms.

- a. Acquisition of class B shares in Vitec may only be made on Nasdaq Stockholm.
- b. The authorization may be exercised on one or more occasions, but at the latest until the Annual General Meeting in 2027.
- c. A maximum of 561,004 class B shares in Vitec may be acquired to secure the delivery of class B shares in accordance with sections D.–E. below.
- d. Acquisition of Vitec class B shares on Nasdaq Stockholm may only take place at a price within the price range applicable on Nasdaq Stockholm at the time, meaning the range between the highest purchase price and the lowest sale price.

The Board of Directors has issued a statement in accordance with Chapter 19, Section 22 of the Swedish Companies Act.

### **D. Resolution on transfers of acquired own class B shares to participants in ESSP 2026 and Performance ESSP 2026**

The Board of Directors proposes that the Annual General Meeting resolves on that transfers of acquired own class B shares in Vitec may take place on the following conditions.

- a. A maximum of 487,830 class B shares in Vitec may be transferred to participants in ESSP 2026 and Performance ESSP 2026.
- b. The transfer of Class B shares to participants requires that the participant fulfils the conditions for receiving Class B shares.
- c. The transfer of class B shares to participants in ESSP 2026 and Performance ESSP 2026 shall be free of charge and be made at the time specified in the terms and conditions of ESSP 2026 and Performance ESSP 2026.
- d. The right to acquire class B shares in Vitec free of charge shall, with deviation from the shareholders' preferential rights, be granted to persons within the Group participating in ESSP 2026 or Performance ESSP 2026. Furthermore, subsidiaries of Vitec shall, with deviation from the shareholders' preferential rights, have the right to acquire class B shares in Vitec free of charge, whereby such subsidiary shall be obliged, in accordance with the terms of ESSP 2026 and Performance ESSP 2026, to immediately transfer the class B shares to persons within the Group participating in ESSP 2026 or Performance ESSP 2026.
- e. The number of class B shares in Vitec that may be transferred under ESSP 2026 and Performance ESSP 2026 will be recalculated as a result of any bonus issue, split, rights issue and/or other similar corporate action in such manner as the Board deems appropriate to obtain a reasonable result.

A maximum of 487,830 class B shares acquired in accordance with point C. above may be transferred. Together with the number of class B shares that may be transferred under point E. below, a maximum of 561,004 class B shares may be transferred under ESSP 2026 and Performance ESSP 2026.

#### **E. Resolution authorizing the Board to transfer own class B shares to secure payment of social security contributions and occupational pension**

In order to enable the transfer of own class B shares to hedge costs, including social security contributions and occupational pension related to ESSP 2026 and Performance ESSP 2026, the Board proposes that the Annual General Meeting resolves to authorize the Board to transfer own class B shares in Vitec on the following terms.

- a. Transfer of class B shares may only take place at Nasdaq Stockholm at a price within the price range applicable from time to time, meaning the range between the highest purchase price and the lowest sale price.
- b. Transfer may be made with the number of class B shares required for Vitec to cover costs, including social security contributions related to ESSP 2026 and Performance ESSP 2026, with a maximum of 73,174 class B shares.
- c. Class B shares may also be transferred outside Nasdaq Stockholm to a bank or other financial institution, with deviation from the shareholders' preferential rights. Such transfer may be made at a price corresponding to the stock exchange price at the time of the transfer of the class B shares transferred, with such fair market deviation that the Board deems appropriate.
- d. The authorization may be exercised on one or more occasions, but at the latest until the Annual General Meeting in 2027.
- e. The number of class B shares transferred to hedge costs related to ESSP 2026 and Performance ESSP 2026 may be subject to recalculation as a result of a bonus issue, stock split and/or reverse stock split, rights issues or similar events affecting the number of class B shares in Vitec.

A maximum of 73,174 class B shares acquired in accordance with point C. above may be transferred. Together with the number of class B shares that may be transferred under point D. above, a maximum of 561,004 class B shares may be transferred under ESSP 2026 and Performance ESSP 2026.

#### **F. Resolution on entering into a share swap agreement with a third party**

In the event that the required majority for sections C.–E. above is not reached, the Board proposes that the Annual General Meeting resolves that the financial exposure relating to ESSP 2026 and Performance ESSP 2026 may be hedged by Vitec entering into a share swap agreement with a third party on market terms, whereby the third party may in its own name acquire and transfer class B shares in Vitec to Employees who participate in ESSP 2026 or Performance ESSP 2026.

#### ***Scope of the program, effects on key figures, dilution and costs***

ESSP 2026 and Performance ESSP 2026 is expected to comprise no more than 561,004 class B shares in total which corresponds to approximately 1.5 percent of the total number of shares in the Company and approximately 0.9 percent of the total number of votes in the Company. The total number of shares cannot exceed one and a half percent of the total number of shares outstanding i.e. 561,004 including hedging for social costs. In the event that the cap is reached, participants' investments will be reduced proportionally. Granted but not yet exercised assignable rights to class B shares under previous long-term incentive programs totals approximately 0.7 percent of the total number of outstanding class B shares in Vitec. The impact on key ratios of the Company's incentive programs is only marginal. Information about other long-

term incentive programs in Vitec may be found in the Company's annual report 2025, note 4, the Company's remuneration report, and on the Company's website: [Investors & Press \(vitecsoftware.com\)](https://www.vitecsoftware.com).

ESSP 2026 and Performance ESSP 2026 will result in the value of the Matching Shares being reported as personnel costs in the income statement during the Lock-in Period in accordance with IFRS 2 Share-related compensation. Social security contributions will be expensed in the income statement according to UFR 7 during the Lock-in Period. The size of these costs will be calculated based on the Company's share price development during the Savings- and Holding Period and the allocation of Matching Shares. Based on the assumption that (i) the share price value at the time of acquisition is SEK 258.35, (ii) that a maximum allocation of Matching Shares takes place, (iii) that staff turnover is zero percent per year, and (iv) that all participants make an investment up to the maximum amount and retain their entire holding for the duration of the program, the total cost is estimated to amount to approximately SEK 126 million excluding social security contributions. The net costs for outgoing social security contributions and occupational pension, assuming (i) a share price of SEK 258.35 at the time of purchase of shares for the hedging arrangement described in E. above, and (ii) a share price increase of 0 percent during the duration of the program, are estimated to amount to a maximum of approximately SEK 19 million.

Under the same assumption of a share price at the time of acquisition of SEK 258.35, an average participation of approximately 35 percent, an investment level of approximately 47 percent and a personnel turnover of 10 percent during the plan period, the cost is estimated to amount to approximately SEK 81 million excluding social security contributions. Net costs for social security contributions and occupational pensions are estimated, with the same assumptions, to amount to approximately SEK 9 million.

The costs should be seen in relation to the Company's total costs for wages and benefits, which for the last reported twelve-month period ending 31 December 2025 amounted to SEK 1,551 million including social security contributions. Administrative costs for ESSP 2026 and Performance ESSP 2026 have been estimated at a maximum of SEK 4 million. Based on the above assumptions, the costs of ESSP 2026 and Performance ESSP 2026, including social security contributions, amount to approximately 5.8 percent of the Company's total costs for wages and benefits for the last reported twelve-month period. The maximum 73,174 class B shares which can primarily be transferred on Nasdaq Stockholm to cover social security contributions, does not have a dilutive effect on earnings per share, as these are transferred at the prevailing market price.

### ***Terms and conditions***

The decision of the Annual General Meeting on ESSP 2026 under section A. above and on Performance ESSP 2026 under section B. above is conditional upon the Annual General Meeting either deciding in accordance with the Board's proposal under sections C.–E. above or in accordance with the Board's proposal under section F. above.

### ***Majority rules***

A majority of more than half of the votes cast at the meeting shall be required for a resolution of the meeting in accordance with the proposal of the Board of Directors as set out in section A-B. above. The resolution of the Meeting in accordance with the proposal of the Board of Directors under sections C.–D. above requires the support of shareholders holding at least nine tenths of both the votes cast and the shares represented at the Meeting. The resolution of the Meeting in accordance with the proposal of the Board of Directors under section E. above requires the

support of shareholders holding at least two-thirds of both the votes cast and the shares represented at the Meeting. For a valid resolution in accordance with the proposal of the Board of Directors under section F. above, a majority of more than half of the votes cast at the meeting is required.

#### ***Reason for the deviation from the shareholders' preferential rights***

Transfers of class B shares in Vitec are a step towards achieving the proposed ESSP 2026 and Performance ESSP 2026. Therefore, and in light of the above, the Board considers it to be beneficial for Vitec and the shareholders that the participants in ESSP 2026 and Performance ESSP 2026 are offered the opportunity to become shareholders in Vitec.

#### **Documents**

Complete proposals will no later than on April 7, 2026 be available on the company's website, [www.vitecsoftware.com](http://www.vitecsoftware.com). The documents are also sent to shareholders who request it and provide their postal address. Furthermore, no later than on April 7, 2026, the annual report and the auditor's report as well as the auditor's statement regarding guidelines for remuneration to senior executives will be available at the company and on the company's website, [www.vitecsoftware.com](http://www.vitecsoftware.com). The documents are also sent to shareholders who request it and provide their postal address.

#### **Shareholders' right to receive information**

The shareholders have, in accordance with Chapter 7, Section 32 of the Swedish Companies Act, right to request information from the Board of Directors and the CEO in respect of any circumstances which may affect the assessment of a matter on the agenda and any circumstances which may affect the assessment of the company's financial position, provided that the Board of Directors believes that such may take place without significant harm to the company.

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

As of the date of this notice, the total number of shares in the company amounts to 39,890,291, divided into 2,490,000 class A shares carrying 10 votes each and 37,400,291 class B shares carrying 1 vote each, and the total number of votes in the company amounts to 62,300,291. The company holds 311,032 own class B shares and can not vote for these shares at the Annual General Meeting.

Umeå in March 2026  
Vitec Software Group AB (publ)

*The Board of Directors*

*N.B. This English version of the notice to the Annual General Meeting 2026 is an unofficial translation. In case of any discrepancies in relation to the Swedish version of the notice, the Swedish version shall prevail.*

#### **For more information, please contact**

Patrik Fransson, Head of Investor Relations, Vitec Software Group AB (publ)  
[patrik.fransson@vitecsoftware.com](mailto:patrik.fransson@vitecsoftware.com), +46 76 942 85 97

### **About Vitec Software Group**

Vitec is a leading provider of Vertical Software and has its origin and headquarters in Umeå, Sweden. Our products are developed to meet specific needs within various niche markets in society. The expertise of our employees, combined with our shared corporate culture and business model, enable continuous improvement and innovation. We grow through the successes of our business units, as well as through acquisitions. Everything we do is based on a long-term perspective. Because we are to rely on – today and tomorrow. Vitec has 1,770 employees, is listed on Nasdaq Stockholm and had net sales of SEK 3,633 million in 2025. Read more at [vitecsoftware.com](http://vitecsoftware.com).