

NOTICE OF EXTRAORDINARY GENERAL MEETING 2024 OF RAKETECH GROUP HOLDING P.L.C. in accordance with Article 57 of the Articles of Association of the Company (the "Articles").

NOTICE IS HEREBY GIVEN that the EXTRAORDINARY GENERAL MEETING 2024 (the "Meeting") of Raketech Group Holding p.l.c., company registration number C77421 (the "Company" or "RGH"), will be held on 26 June 2024, at 1 p.m. (CET) at the premises of the Company in SOHO Office (The Strand), Fawwara Building, Triq I-Imsida il-Gzira, Malta.

Purpose of the Meeting

- At the Company's annual general meeting held on 16 May 2024 (the "AGM"), the Board of Directors proposed the adoption of an extraordinary resolution to authorise the Company to acquire its own shares (the "Extraordinary Resolution").
- In order to be passed at the AGM, the Extraordinary Resolution required the support of shareholders having the right to attend and vote at the AGM holding in the aggregate (i) not less than 75 per cent in nominal value of the shares represented and entitled to vote at the AGM; and (ii) at least 51 per cent in nominal value of all the Company's issued shares.
- Only the first of the two aforementioned majorities was obtained at the AGM in respect of the Extraordinary Resolution. In this regard, article 135 of the Companies Act (Cap. 386 of the laws of Malta) and article 97 of the Articles provides that if one of the two required majorities for the passing of an extraordinary resolution is obtained, but not both, another meeting shall be convened within thirty days to take a fresh vote on the proposed resolution, at which meeting the resolution may be passed by a member or members having the right to attend and vote at the meeting holding in the aggregate not less than seventy five per cent (75%) in nominal value of the shares represented and entitled to vote at the meeting. Alternatively, if more than half in nominal value of all the shares having the right to vote at the meeting are represented at that meeting, a simple majority in nominal value of such shares so represented shall suffice.
- Accordingly, the Meeting is hereby being convened within thirty (30) days of the AGM in order to take a fresh vote on the Extraordinary Resolution, which is once again proposed by the Board and which may be passed in accordance with the revised majority requirements set out in the preceding paragraph.

Attendance and voting

- To be entitled to attend and vote at the Meeting (and for the Company to be able to determine the number of votes that may be cast), shareholders must be entered in the register of members maintained by Euroclear Sweden AB on 27 May 2024.
- Shareholders whose shares are registered in the name of a nominee must temporarily re-register their shares in their own name in the register of members maintained by Euroclear Sweden AB in order to be entitled to attend and vote at the Meeting. Such registration must be effected on 27 May 2024. Shareholders must therefore instruct their nominees well in advance thereof.
- To be entitled to attend and vote at the Meeting, shareholders must notify the Company of their intention to participate by mail to Raketech Group Holding P.L.C. c/o Euroclear Sweden AB, Box 191, SE-10123 Stockholm, Sweden, by phone +46(0)8-401 43 10 (during the office hours of Euroclear Sweden AB) or by email at raketech@euroclear.com **by no later than 11:59 p.m. (CET) on 27 May 2024**. Such notification should include the shareholder's name, personal identification number/company registration number (or similar), address and daytime telephone number, number of shares in the Company, as well as, if applicable, details of proxies. See below for information on the processing of personal data.

Proxies

- A shareholder, who is entitled to attend and vote at the Meeting, is also entitled to appoint one or more proxies to attend and vote on such shareholder's behalf. A proxy does not need to be a shareholder. The appointment of a proxy must be in writing and its form must comply with article 88 of the Articles and:

(a) where the shareholder is an individual, be signed by him/her; or

(b) where the shareholder is a corporation, be signed by a duly authorised officer of the corporation.

- A proxy form is available on the Company's website: www.raketech.com/governance/general-meetings. Proxy forms must clearly indicate whether the proxy is to vote as she/he wishes or in accordance with the voting instructions sheet attached to the proxy form.
- The original signed proxy form and, where the shareholder is a corporation a certificate of registration or similar evidencing the signatory right of the officer signing the proxy form, must be received **no later than 11:59 p.m. (CET) on 27 May 2024** by Euroclear Sweden AB at Raketech Group Holding P.L.C., c/o Euroclear Sweden AB, Box 191, SE-10123 Stockholm, Sweden or by email at raketech@euroclear.com. In default of such timely receipt the proxy will not be treated as valid. Shareholders are, therefore, encouraged to send or deliver their proxy forms (and, if applicable copies of certificates of registration or similar) as soon as possible.

- Aggregated attendance notifications and proxy data processed by Euroclear Sweden AB must be received by the Company by email at legal@raketech.com not less than 24 hours before the time appointed for the Meeting and in default shall not be treated as valid.

Right to Ask Questions

- Each shareholder (or proxy holder) shall have the right to ask questions which are pertinent and related to items on the Agenda of the Meeting to the Company Secretary by e-mail to legal@raketech.com by not later than **11:59 p.m. (CET) on 19 June 2024**. An answer to a question shall not be required in those cases specified in article 85 of the Articles (a copy of which is available on the Company's website).

Agenda

General

- 1 Opening of the Meeting
- 2 Election of Chairman of the Meeting
- 3 Drawing up and approval of the voting list
- 4 Election of one or two persons to approve the minutes of the Meeting
- 5 Approval of the agenda
- 6 Determination whether the Meeting has been duly convened

Special business (extraordinary resolutions)

- 7 Resolution to authorise the Company to acquire its own shares

Information on resolution proposals

Agenda item 2; Election of Chairman of the Meeting

The Nomination Committee proposes Ulrik Bengtsson to be elected as Chairman of the Meeting, in terms of article 70 of the Articles.

Agenda item 7; Extraordinary resolution to authorise the Company to acquire its own shares

The purpose behind the proposed authorisation to allow the Company to acquire its own shares is in order to enable the Company, in a time-efficient manner, to: (i) use any shares acquired pursuant to the said authorisation to settle deferred payments due by it in connection with past transactions carried out by the Company and/or its subsidiaries, and (ii) promote more efficient capital usage in the Company, including

by cancelling, transferring, disposing and/or otherwise using such shares following their acquisition by the Company, should the Board of Directors wish to do so at a later date.

The Board of Directors therefore proposes that the Meeting adopts the following Extraordinary Resolutions:

(1) That pursuant to article 18 of the Company's Articles of Association and in terms of section 106 of the Companies Act (Chapter 386 of the Laws of Malta) (the "Act"), the Company be and is hereby authorised to acquire the following number of its own shares, fully paid-up shares subject to the limitations and conditions set out in the Act and the following terms and conditions:

1. Any acquisition of own shares shall take place exclusively on Nasdaq First North Growth Premier;

2. The authorisation may be utilised on one or more occasions before the next annual general meeting taking place in 2025, provided that the authorisation granted to the Company by virtue of this resolution shall not exceed a maximum period of eighteen months from the date hereof;

3. The Company may acquire its own shares to the extent that, at no point in time, would the Company's holding of own shares exceed ten per cent (10%) of the Company's total issued share capital, and in no event may the Company repurchase more than 4,271,531 shares in the Company;

4. The maximum price at which shares may be repurchased shall be the lowest ask price on Nasdaq First North at the time of the relevant repurchase; and

5. The minimum price at which shares may be repurchased shall be the SEK equivalent at the date of the purchase of €0.002 per share.

(2) That the Board of Directors, should it wish to do so, be authorised to cancel any of the shares acquired by the Company as set out above (up to a maximum of 4,271,531 shares), and that the Memorandum and Articles of Association of the Company be updated to reflect any such reduction in share capital and that any Director and/or the Company Secretary be, and hereby is, authorised to sign the updated Memorandum and Articles of Association of the Company and handle its registration with the relevant authorities. and to perform any such other act as he/she may deem necessary to give effect to these resolutions, including, inter alia, to issue certified extracts / copies of these resolutions.

(3) That, without prejudice to the foregoing resolution, the Board of Directors be also authorised to transfer, dispose of and/or use the shares acquired in terms of resolution (1) above for any purpose as it deems fit.

Majority Requirement

The resolution to authorise the Company to acquire its own shares is valid only where supported by shareholders holding not less than seventy-five per cent (75%) in nominal value of the shares represented and entitled to vote at the Meeting.

Other

The Company has 42,715,314 shares issued as of the date of this Notice (one vote per share).

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Except as otherwise provided in this Notice, all supporting documentation mentioned in this Notice and a copy of the Company's proposed amendments to its Memorandum and Articles of Association are available at the Company's website (www.raketech.com) as at the date of this Notice. Such documents will also be (a) sent to shareholders who so request and who inform the Company of their mailing address and (b) made available at the Meeting.

For information on how your personal data is processed, see the integrity policy that is available at Euroclear's website www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf.

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Malta, 16 May 2024

RAKETECH GROUP HOLDING P.L.C.

The Board of Directors

For more information, please contact:

investor@raketech.com

About Raketech Group

Raketech is a leading online affiliate and content marketing company, with expertise in delivering comparison services for sports and gaming, online guides, communities, and social media products. Raketech guides sports and gaming enthusiasts to the best possible services, while also delivering high-quality traffic and leads to its partners. Raketech grows both organically and via acquisitions and operates its business in accordance with a clear framework for responsible affiliate marketing services. The company's shares are listed in Nasdaq First North Premier Growth Market with ticker RAKE. Carnegie Investment Bank AB (publ) is the company's Certified Adviser. For more information, visit www.raketech.com.

Attachments

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