

Notice of Annual General Meeting of Divio Technologies AB (publ)

The shareholders of Divio Technologies AB (publ), reg. no. 559077-0730 (the "Company"), are hereby invited to attend the Annual General Meeting to be held on Friday, June 13, 2025, at 8:00 a.m. CET at Skeppargatan 27 in Stockholm.

Right to participate and notification

The right to participate in the General Meeting is held by the shareholder who:

is entered in the share register maintained by Euroclear Sweden AB on 4 June 2025 (the record date),

have notified the Company of their intention to participate. Notification of participation must be received by the Company no later than 9 June 2025. Notification of participation in the Annual General Meeting can be made by mail to Divio Technologies AB (publ), Att. Jon Levin, Skeppargatan 27 114 52, Stockholm or by e-mail to ir@divio.com. When giving notice of attendance, shareholders must state their name, personal identity number or corporate identity number, address and telephone number (daytime) and, where applicable, the name of any assistant, the name and personal identity number of any proxy or the name and personal identity number of any deputy.

Nominee-registered shares

Shareholders whose shares are registered in the name of a nominee must, in order to be entitled to exercise their voting rights at the Annual General Meeting, request to be temporarily entered in the share register maintained by Euroclear Sweden AB regarding circumstances on the record date (so-called voting rights registration). Such re-registration must be completed no later than 9 June 2025, which means that shareholders who wish to re-register must notify their nominee of this well in advance of the said date.

Representative

Shareholders who are to be represented by proxy must issue a written, signed and dated power of attorney. If the power of attorney is issued by a legal entity, a copy of the valid certificate of registration for the legal entity (or equivalent document for a foreign legal entity) must be attached to the power of attorney. The documents must not be older than one year. However, the power of attorney may specify a longer period of validity for the power of attorney, but not more than five years. A proxy form is available on the Company's website www.divio.com. To order a proxy form, the same postal address and e-mail address as provided for notification of attendance at the Annual General Meeting apply. In order to facilitate registration, the original power of attorney as well as the certificate of registration and other authorization documents should be received by the Company at the above address well in advance of the Annual General Meeting.

Draft 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 and voting inspectors.
6. Determination of whether the meeting has been duly convened.
7. The Chairman's review of the financial year.
8. Presentation of the Annual Report and the Auditor's Report as well as the Consolidated Financial Statements and the Auditor's Report on the Group. Statement by the CEO on the activities.
9. Resolution on adoption of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet.
10. Resolution on appropriation of the Company's profit or loss in accordance with the adopted balance sheet.
11. Resolution on discharge from liability for the Company's Board of Directors and CEO.
12. Determination of the number of members of the Board of Directors and auditors.
13. Determination of fees to the members of the Board of Directors and auditors.
14. Election of members of the Board of Directors, Chairman of the Board of Directors and auditors.
15. Resolution on amendment of the Articles of Association.
16. Resolution to abolish the Nomination Committee
17. Resolution on authorization for the Board of Directors to resolve on the issue of shares, warrants and convertibles
18. Resolution to authorize the Board of Directors to make minor adjustments to the resolutions passed at the Annual General Meeting
19. Closing of the meeting.

The Nomination Committee's proposal for a resolution

Election of Chairman of the Meeting (item 2)

The Nomination Committee proposes that Jon Levin shall be appointed Chairman of the Meeting.

The Board supports the proposal.

Determination of the number of members of the Board of Directors and auditors (item 12)

The Nomination Committee proposes that the number of members of the Board of Directors shall remain unchanged at three (3). The Nomination Committee proposes that the Annual General Meeting re-elects the current auditor.

The Board supports the proposal.

Determination of fees to the Board of Directors and auditors (item 13)

The Nomination Committee proposes that fees to the Board members shall be paid as follows:

Chairman of the Board: SEK 150,000. Each of the other Board members, who are also not employed by the Group: SEK 100,000. Fees to the Company's auditor are proposed to be paid in amounts according to current and approved invoices in accordance with customary billing standards.

The Board supports the proposal.

Election of members of the Board of Directors, Chairman of the Board of Directors and auditors (item 14)

The Nomination Committee proposes re-election of the Board members Leif Liljebrunn, Anette Ringnér and Niklas Köresaar for the period until the end of the next Annual General Meeting. Leif Liljebrunn is proposed to be re-elected as new Chairman of the Board.

Anders O Persson (Forvis Mazars AB) is proposed to be re-elected as the Company's auditor as auditing firm.

The Board supports the proposal.

The Board's proposal for resolution

Resolution on appropriation of the Company's profit or loss in accordance with the adopted balance sheet (item 10)

The Board of Directors proposes that the Annual General Meeting dispose of the Company's result in accordance with the Board's proposal in the Annual Report, meaning that no dividend is proposed.

Resolution to amend the Articles of Association (item 15)

The Board of Directors proposes that the Annual General Meeting resolves to amend the Articles of Association regarding the limits for the share capital as follows. The purpose of the amendment is to ensure that there is the same ratio between the number of outstanding shares and the Company's share capital.

Current wording

Proposed wording

§ 4

Aktiekapitalet ska vara lägst 10 000 000 kronor och högst 40 000 000 kronor.
The share capital shall be no less than 10,000,000 SEK and no more than 40,000,000 SEK.

§ 4

Aktiekapitalet ska vara lägst 18 000 000 kronor och högst 72 000 000 kronor.
The share capital shall be no less than 18,000,000 SEK and no more than 72,000,000 SEK.

A resolution under this item requires that the proposal is supported by shareholders in order to be valid represented at least two-thirds (2/3) of both the votes cast at the meeting and those at the AGM represented the shares.

Resolution to dissolve the Nomination Committee (item 16)

After careful consideration and analysis of the division of work between the Board of Directors and the current Nomination Committee, the Board has concluded that the tasks of the Nomination Committee, in a more efficient manner, can be handled by the Board. In light of this, the Board of Directors proposes that the Annual General Meeting resolves that the Nomination Committee is abolished and that no decision is made on principles for the appointment of the Nomination Committee.

Resolution on authorization for the Board of Directors to resolve on the issue of shares, Warrants and convertibles (item 17)

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors to, within the framework of limits for shares and share capital, on one or more occasions, during the period until the next Annual General Meeting resolves on a new issue of shares and issue of convertible debentures and/or warrants with or without preferential rights for the shareholders. Issue resolution with It shall be possible to support the authorisation with a provision for contribution in kind, set-off or cash payment.

According to Chapter 16. of the Swedish Companies Act, the Board of Directors does not have the right, by virtue of this authorisation, to decide on issues to Board members of the Group, employees and others. Issues resolved by virtue of the authorization, with deviation from the shareholders' preferential rights, shall be made to market conditions.

The purpose of the authorization and the reasons for any deviation from the shareholders' preferential rights are that new issues of shares and issues of warrants and convertibles may be made for to increase the Company's financial flexibility and/or the Board of Directors' room for manoeuvre.

A resolution under this item requires that the proposal is supported by shareholders represented at least two-thirds (2/3) of both the votes cast at the meeting and those at the AGM represented the share in order to be valid.

Resolution to authorize the Board of Directors to make minor adjustments to the resolutions passed at the Annual General Meeting (item 18)

The Board of Directors proposes that the Annual General Meeting authorize the Board of Directors, the CEO or a person otherwise appointed by the Board of Directors to make such minor adjustments and clarifications to the resolutions passed at the Annual General Meeting to the extent necessary for registration of the resolutions.

Other

Proxy forms and other meeting documents will be available at the Company no later than three weeks prior to the meeting, as well as on the Company's website, www.divio.com. The said documents will also be sent to shareholders who so request to ir@divio.com stating their postal address or e-mail address.

Shareholders present at the Annual General Meeting have the right to request information regarding an item on the agenda in accordance with Chapter 7: 32 of the Companies Act. The Board of Directors and the CEO shall provide such information at the Annual General Meeting if it can be done without material harm to the Company.

A general description of how your personal data is processed prior to the Annual General Meeting is available on Euroclear's website www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf

Number of shares and votes

At the time of issuance of this notice, the total number of shares in the Company amounts to 333,840,085. The company does not hold any own shares.

Stockholm, May 2025

Divio Technologies AB (publ)

Board

For more information about Divio Technologies, please visit divio.com or contact CEO Jon Levin (jon.levin@divio.com) +46 732 44 70 66.

Divio Technologies AB (Publ) uses FNCA Sweden AB as certified advisors, info@fnca.se.

Press enquiries

For further information about Divio Technologies, please visit divio.com or contact CEO Jon Levin (ir@divio.com)

The company's Certified Adviser is FNCA Sweden AB.

About Divio Technologies

Divio Technologies AB (Publ) is the PaaS and Cloud Management Software development group behind the Divio platform, which simplifies cloud hosting, deployment and development via a PaaS solution. The platform allows enterprises to reduce costs, time to market and the burden on employees, as well as decreasing dependency on cloud vendors.

Attachments

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