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**NOTICE OF
AN ANNUAL GENERAL MEETING IN
SPOTLIO AS**
(business reg. no.: 916 539 754)

The annual general meeting of shareholders of Spotlio AS (the "**Company**") will commence at the following place and time:

Date: Thursday, 12 September 2024
Time: 10:00 CEST
Place: The meeting will be held electronically on Zoom

Registration for the general meeting must be made in accordance with the instructions below:

Shareholders who wish to attend the general meeting in person or on basis of proxy from other shareholders must enrol by registering on the following link: <https://us06web.zoom.us/j/81762086679>

To ensure that the shareholder receives information for participation, the shareholders are encouraged to register no later than at 16:00 CEST on 10 September 2024.

Proxies to be used by shareholders who do not have the opportunity to participate personally are attached to this notice as Appendix 2 (without voting instructions) and Appendix 3 (with voting instructions). Hereunder, the board of directors (the "**Board**") encourages all shareholders who want to participate, to do this through a proxy to the chair of the Board or another shareholder, in order to limit the number of participants at the general meeting for the purpose of minimising the risk of challenges in counting of votes in the Zoom voting functionality and to facilitate an orderly and effective general meeting.

If the shareholder will be represented in the general meeting by proxy, the attorney-in-fact must enrol by registering on the abovementioned link.

The Board has proposed the following agenda:

1. Opening of the general meeting by the chair of the Board, Mr. Thomas Wrede-Holm.
Registration of meeting shareholders
2. Election of a meeting chairperson and person to co-sign the minutes together with the chairperson
3. Approval of the notice and the agenda
4. Approval of the annual accounts and the annual report
5. Remuneration to the auditor
6. Election of Board members
7. Remuneration to the Board members
8. Approval of incentive shares to the CEO and the new chair of the Board
9. Authorization to the Board on share capital increase to fulfil the Company's incentive programs
10. Authorization to the Board to acquire the Company's own shares to fulfil the Company's incentive programs

The shares of the Company, attendance and voting

At the date of this notice, the Company's share capital is NOK 3,942,804.26, divided on 197,140,213 shares, each having a par value of NOK 0.02.

Each share is entitled to one vote. There are no limitations for voting rights set out in the articles of association, however, no voting rights may be exercised for the Company's own shares (treasury shares) or for shares held by the Company's subsidiaries.

Shareholders are generally entitled to attend and vote at the general meeting when their acquisition of shares has been entered in the Norwegian central securities depository, Euronext Securities Oslo (the "VPS"), by no later than five (5) business day prior to the general meeting (i.e. Thursday 5 September 2024, "record date").

Shares held on nominee account

If shares are held through a nominee in the VPS, cf. section 4-4 of the Norwegian Private Limited Liability Companies Act (the "**Companies Act**"), this notice will be sent to the nominee who shall pass on the notice to the beneficial owner. Shareholders holding shares registered in a nominee account who wish to participate at the general meeting, must then notify the Company thereof by e-mail to james.price@spotlio.com. Such notification must be received by the Company at the latest two business days prior to the general meeting, i.e. no later than 16:00 CEST on 10 September 2024. It is not a requirement to have shares transferred to a securities account in the beneficial owner's own name in order to vote at the general meeting.

Enrolment for the general meeting must be made in accordance with the instructions included on the first page of the notice.

Shareholders' rights

The shareholders have certain statutory rights in connection with the general meeting, including:

The right to attend the meeting, either in person or by proxy, the right to speak at the meeting, the right to be assisted by an advisor and to give the advisor the right to speak, the right to have the Board members and the chief executive officer to provide information regarding (1) the annual report and annual accounts, (2) other issues on the agenda and (3) the Company's financial position and other matters to be considered by the general meeting, save for the exemptions provided by Section 5-15 of the Norwegian Private Limited Liability Companies Act. The shareholders are also entitled to propose resolutions to the items on the agenda.

Furthermore, the shareholders have the right to have proposals addressed by the annual general meeting and extraordinary general meetings if the shareholder has notified in writing no later than 21 days before the general meeting, provided that the proposal for a resolution or an explanation of the reasons why the item is proposed for the agenda is presented within said time limits.

Decisions regarding voting rights for shareholders and proxy holders are made by the person opening the general meeting, whose decisions may be reversed by the general meeting by simple majority vote.

The annual report and financial statements for the Spotlio group on a consolidated basis for the financial year from 1 May 2023 to 30 April 2024 are available via <https://live.euronext.com/en/product/equities/NO0010781560-MERK#CompanyPressRelease-12498173> and via investor services.

Oslo, 29 August 2024

Thomas Wrede-Holm

Chair of the Board

Attachments:

1. Information on agenda matters no. 4, 5, 6, 7, 8, 9 and 10
2. Proxy without voting instructions
3. Proxy with voting instructions

ATTACHMENTS TO THE NOTICE

Attachment no. 1: Information on agenda matters no. 4, 5, 6, 7, 8, 9 and 10

Matter no. 4: Approval of the annual accounts and the annual report

The annual accounts for Spotlio AS and the Spotlio group on a consolidated basis for the financial year from 1 May 2023 to 30 April 2024 (the "**Accounting Period**" and the "**Annual Accounts**") and the annual report for the Accounting Period were made public on the Company's ticker "SPOT" on Euronext Live markets (Euronext Oslo's information system) on 21 August 2024.

It is proposed that the general meeting approves the Annual Accounts and annual report, and that the annual results for the Accounting Period for the Spotlio group on a consolidated basis of minus USD 7.1 million are debited from other equity.

Matter no. 5: Remuneration to the auditor

The Board proposes that the remuneration to the auditor as set out in the notes to the Annual Accounts is approved, and that the auditor's fees are paid as per accounts rendered.

Matter no. 6: Election of Board members

The Board has proposed that Rafael Fuertes is re-elected to the Board, with an election period until the annual general meeting in 2026. Thomas Wrede-Holm will resign from the Board at the end of the annual general meeting due to workload in connection with other engagements. The Board has proposed to elect Marc Bigas Bachs as the new chair of the Board for the period until the annual general meeting in 2025.

If the general meeting elects the Board members as proposed, the Board will consist of the following members:

- Marc Bigas Bachs, chair of the Board (elected until the annual general meeting in 2025)
- Rafael Fuertes Armengol, Board member (elected until the annual general meeting in 2026)
- Tonje Berg, Board member (elected until the annual general meeting in 2025)
- Martí Rafel Herrero, Board member (elected until the annual general meeting in 2025)

Matter no. 7: Remuneration to the Board members

The Board has proposed that the remuneration to the Board members for the time period from today until the Company's next annual general meeting, scheduled for September 2025, is kept at the same level as the previous year, as follows:

- Marc Bigas Bachs, chair: NOK 400,000
- Rafael Fuertes Armengol: NOK 250,000
- Martí Rafel Herrero: NOK 250,000
- Tonje Berg: NOK 225,000 (in addition, Ms. Berg was awarded 100,000 options in December 2021 which fully vest in December 2024. From December 2024 onwards, the remuneration due to Ms. Berg will be equal to a proportional share of NOK 250,000 for the period from this annual general meeting until the next annual general meeting, in line with other Board members.)

The cash remuneration shall be paid in advance each quarter.

Matter no. 8: Approval of incentive shares to the CEO and the new chair of the Board

The Board proposes to award 2 million incentive shares in the Company to the CEO and a further 1 million incentive shares in the Company to Marc Bigas Bachs who as the new chair of the Board will serve the Company as an executive Board member and hereunder commit 50% of his time to operational tasks in the Company (collectively, the "**Shares**" and the "**Program**"), which shall vest linearly on a quarterly basis over a three-year period commencing on the date of the general meeting with 1/12 of the Shares each quarter and where each Share may be acquired against payment to the Company of the nominal value, equal to NOK 0.02. The terms and conditions of the 2021 Catalate Share Plan, including but not limited to antidilution, change of control, etc. shall apply accordingly to the Program (which may be amended by the Board).

On this background, the Board proposes that the General Meeting passes the following resolution:

"The Board may award, as part of the Company's incentive schemes, up to 2 million shares in the Company to the CEO, Mr. Albert Ferrando, and a further 1 million shares in the Company to the chair of the Board, Marc Bigas Bachs, each such share to be acquired against payment of the nominal value of the share."

Matter no. 9: Authorisation to the Board on share capital increase to fulfil the Company's incentive programs

The Board currently has no valid authorization to increase the share capital or to acquire own shares which means that the Company's ability to deliver shares under the incentive programs, also including the Program in matter no. 8 above, is limited to the treasury shares currently held by the Company. Thus, and in order to facilitate such share delivery, the Board proposes that the annual general meeting approves an authorization for the Board to increase the share capital with NOK 60,000 by issuance of up to 3,000,000 new shares under said incentive programs.

The Board proposes that the general meeting adopts the following resolution:

1. *"The board of directors (the "**Board**") is hereby granted authorization to increase the share capital of Spotlio AS (the "**Company**"), on one or several occasions, with up to NOK 60,000 (3,000,000 new shares), equivalent to approx. 1.52% of the registered share capital at the time of this resolution.*
2. *The authorization may be used to issue shares to key personnel (also including board members) of the Company and subsidiaries in accordance with option and share schemes approved by the Board.*
3. *The authorization shall remain in force until the annual general meeting in 2025, however not beyond 31 October 2025.*
4. *The pre-emptive right of the shareholders to subscribe to shares may be set aside.*
5. *The authorization covers share capital increases in exchange for non-cash payment or a right to charge the Company with special obligations pursuant to Section 10-2 of the Private Limited Liability Companies Act.*
6. *The authorization does not cover merger decisions according to Section 13-5 of the Private Limited Liability Companies Act."*

If the above proposal does not obtain the necessary 2/3 support from the general meeting, the Board intends to amend the proposal in order to increase the likelihood of getting the necessary support.

Matter no. 10: Authorisation to the Board to acquire the Company's own shares to fulfil the Company's incentive programs

Based on the considerations referred to under matter no. 9 above, the Board also proposes that the annual general meeting approves an authorization for the Board to acquire own shares to be delivered to participants under the Company's incentive programs, also including the Program in matter no. 8 above, amounting to 3,000,000 shares. The Board expects to primarily use the authorization to increase the share capital to fulfil its obligation to deliver shares under the incentive programs, but believes it is good for the Board to have flexibility with an authorization to acquire own shares for the purpose.

The Board proposes that the general meeting adopts the following resolution:

1. *"The Board is authorised pursuant to the Private Limited Liability Companies Act § 9-4 to acquire shares in the company (the "Company" and "own shares") on behalf of the Company with an aggregate nominal value of up to NOK 60,000 (3,000,000 shares), equivalent to approx. 1.52% of the registered share capital at the time of this resolution.*
2. *When acquiring own shares, the consideration per share may not be less than NOK 0.02 and may not exceed NOK 5.*
3. *The board of directors determines the methods by which the own shares can be acquired or disposed of.*
4. *This authorisation shall be valid until the annual general meeting in 2025, however not beyond 31 October 2025."*

If the above proposal does not obtain the necessary 2/3 support at the general meeting, the Board intends to amend the proposal in order to increase the likelihood of getting the necessary support.

Attachment no. 2: Proxy without voting instructions

If you do not attend the Spotlio AS' annual general meeting personally, you may grant proxy to another individual.

The proxy must be sent to Spotlio AS by e-mail to james.price@spotlio.com (scanned form) no later than 10 September 2024 at 16:00 CEST.

The proxy must be dated and signed in order to be valid.

If you leave the "Name of the proxy holder" blank, the proxy will be given to the chair of the Board, or an individual authorized by him.

The undersigned shareholder in Spotlio AS hereby grants (tick one of the two):

The chair of the Board (or person authorized by him), or

Name of proxy holder (in capital letters)

proxy to attend and vote for my/our shares at the annual general meeting of Spotlio AS to be held on 12 September 2024.

This power of attorney is granted on this _____ day of September 2024 and shall remain in force until the annual general meeting has been held.

Signature: _____

(if the shareholder is a legal entity, then this power of attorney should be signed by a legal representative of the legal entity)

Shareholder: _____

(in capital letters)

Attachment no. 3: Proxy with voting instructions

If you do not attend Spotlio AS' annual general meeting in person, you may use this proxy form to give voting instructions.

Proxies with voting instructions can only be registered by Spotlio AS and must be sent by e-mail to james.price@spotlio.com (scanned form) no later than 10 September 2024 at 16:00 CEST.

The proxy with voting instructions must be dated and signed in order to be valid.

If you leave the "Name of the proxy holder" blank, the proxy will be given to the chair of the Board, or an individual authorized by him.

The undersigned shareholder in Spotlio AS hereby grants (tick one of the two):

The chair of the Board (or person authorized by him), or

Name of proxy holder (in capital letters)

proxy to attend and vote for my/our shares at the annual general meeting of Spotlio AS to be held on 12 September 2024.

The votes shall be exercised in accordance with the instructions below. If the sections for voting are left blank, this will be counted as an instruction to vote in accordance with the Board's recommendations. However, if any motions are made from the attendees in addition to or in replacement of the proposals in the notice, the proxy holder may vote at his or her discretion. If there is any doubt as to how the instructions should be understood, the proxy holder may abstain from voting.

Agenda for the annual general meeting on 12 September 2024		For	Against	Abstention
1.	Opening of the general meeting by the chair of the Board, Mr. Thomas Wrede-Holm. Registration of meeting shareholders	-	-	-
2.	Election of a meeting chairperson and person to co-sign the minutes together with the chairperson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Approval of the notice and agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Approval of the annual accounts and the annual report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Remuneration to the auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Election of Board members	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Remuneration to the Board members	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	Approval of incentive shares to the CEO and the new chair of the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	Authorization to the Board on share capital increase to fulfil the Company's incentive programs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	Authorisation to the Board to acquire the Company's own shares to fulfil the Company's incentive programs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

This power of attorney is granted on this _____ day of September 2024 and shall remain in force until the annual general meeting has been held.

Signature: _____

(if the shareholder is a legal entity, then this power of attorney should be signed by a legal representative of the legal entity)

Shareholder: _____

(in capital letters)