

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

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

Date: 14 November 2024

Time: 10:00 CET

Place: The meeting will be held electronically through Microsoft Teams.

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

Shareholders who wish to participate electronically at the meeting must send an e-mail to james.price@spotlio.com within 12 November 2024 at 16:00 hours (CET) and provide the e-mail address to which the invitation to the Microsoft Teams meeting shall be sent. If a shareholder wishes to attend by proxy (cf. the section below), the shareholder must provide the e-mail address of the proxy holder, unless the proxy is given to the chair of the board of directors (the "**Board**"). Shareholders that have registered their attendance for the general meeting within the deadline and provided their e-mail address pursuant to the instruction above will receive an e-mail containing a link to the meeting in Microsoft Teams from the Company. If the shareholder does not send its e-mail address to the Company, the shareholder will not be able to participate electronically at the meeting.

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 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 Teams and to facilitate an orderly and efficient general meeting.

The Board has proposed the following agenda:

1. Opening of the general meeting by the chair of the Board, Mr. Marc Bigas Bachs.
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. Election of new Board member
5. Remuneration to the new Board member

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. 7 November 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 CET on 12 November 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.

Oslo, 31 October 2024

Marc Bigas Bachs
Chair of the Board

Attachments:

1. Information on agenda matters no. 4 and 5
2. Proxy without voting instructions
3. Proxy with voting instructions

ATTACHMENTS TO THE NOTICE

Attachment no. 1: Information on agenda matters no. 4 and 5

Matter no. 4: Election of new Board member

It is proposed that Oriol Cortada Fusté is elected as a member of the Board, with election period until the annual general meeting in 2026.

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)
- Oriol Cortada Fusté, Board member (elected until the annual general meeting in 2026)

The proposal is in accordance with the Company's articles of association, since the Board pursuant to the articles of association section 5 "shall have up to 7 members according to the decision of the general meeting".

Matter no. 5: Remuneration to the new Board member

If elected, it is also proposed that Oriol Cortada Fusté is to receive a cash remuneration in accordance with the Board remuneration that was approved at the annual general meeting on 12 September 2024, being NOK 250,000 for the time period from said annual general meeting until the next annual general meeting but adjusted proportionally for the fact that he will be a Board member for a shorter period than one year.

Attachment no. 2: Proxy without voting instructions

If you do not attend the Spotlio AS' extraordinary 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 12 November 2024 at 16:00 CET.

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 extraordinary general meeting of Spotlio AS to be held on 14 November 2024.

This power of attorney is granted on this _____ day of November 2024 and shall remain in force until the extraordinary 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' extraordinary 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 12 November 2024 at 16:00 CET.

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 extraordinary general meeting of Spotlio AS to be held on 14 November 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 extraordinary general meeting on 14 November 2024		For	Against	Abstention
1.	Opening of the general meeting by the chair of the Board, Mr. Marc Bigas Bachs. 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.	Election of new Board member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Remuneration to the new Board member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

This power of attorney is granted on this _____ day of November 2024 and shall remain in force until the extraordinary 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)