

## **Notice and Agenda of the Annual General Meeting**

**NOTICE** is hereby given to all shareholders of Verve Group SE that the company will be holding an annual general meeting on 11 June 2025 at 09.30 (CEST) at the premises of Gernandt & Danielsson, Hamngatan 2, Stockholm, Sweden. Entry and registration begins at 09.00 (CEST).

The board of directors has, pursuant to Chapter 7, Section 4 a of the Swedish Companies Act and the company's articles of association, decided that shareholders shall have the right to exercise their voting rights by postal voting prior to the annual general meeting. Accordingly, shareholders may choose to participate at the annual general meeting in person, by proxy or through postal voting.

Please note that shareholders, in order to be eligible to attend and vote at the annual general meeting, may be subject to different registration dates depending on the CSD affiliation of the shares held by the shareholder. See more under the heading "*Right to participate and notice of attendance*".

### **RIGHT TO PARTICIPATE AND NOTICE OF ATTENDANCE**

Shareholders who wish to attend the general meeting must:

- be entered as a shareholder in the share register kept by Euroclear Sweden AB on 2 June 2025 or, if the shares are registered in the name of a nominee, request that the nominee registers the shares in the shareholder's own name for voting purposes in such time that the registration is completed on 4 June 2025; and
- give notice of attendance in accordance with the instructions set out under the heading "*Notification of attendance in person or by proxy*" no later than on 4 June 2025 or submit a postal vote in accordance with the instructions set out under the heading "*Instructions for postal voting*" no later than on 4 June 2025.

Shareholders whose shares are held through Clearstream Banking AG (or any other CSD than Euroclear Sweden AB) should, well in advance of the record date, consult their custodian or nominee about the process they must follow in order to be entered as a shareholder in the share register kept by Euroclear Sweden AB on 2 June 2025.

### **NOTIFICATION OF ATTENDANCE IN PERSON OR BY PROXY**

Shareholders who wish to attend the annual general meeting in person or by proxy shall give notice of attendance to the company no later than on 4 June 2025 either:

- electronically on the company's website ([www.verve.com](http://www.verve.com));
- by email to [proxy@computershare.se](mailto:proxy@computershare.se);
- by mail to Computershare AB, "Verve Group SE AGM", Gustav III:s Boulevard 34, 169 73 Solna, Sweden; or
- by telephone on +46 (0)771 24 64 00 on weekdays between 09.00 and 16.00 (CEST).

The notification shall state the shareholder's name, personal identification number or corporate identification number, address, phone number and, where applicable, the number of accompanying assistants (not more than two).

Shareholders who do not wish to participate in person or exercise their voting rights by postal voting may exercise their voting rights at the annual general meeting through a proxy with a written, signed and dated power of attorney. If the power of attorney is issued by a legal entity, a copy of the certificate of registration or an equivalent authorisation document for the legal entity must be enclosed.

In order to facilitate the registration at the annual general meeting, power of attorneys, certificates of registration, and other authorisation documents should be submitted per email to [proxy@computershare.se](mailto:proxy@computershare.se) or by mail to “Verve Group SE AGM”, c/o Computershare AB, Gustav III:s Boulevard 34, 169 73 Solna, Sweden no later than on 4 June 2025. Please note that a notification of attendance at the annual general meeting must be made even if the shareholder wishes to exercise its voting rights at the annual general meeting through a proxy. A submitted power of attorney is not considered as a notification of attendance at the annual general meeting. A form of power of attorney is available on the company’s website ([www.verve.com](http://www.verve.com)). The form can also be obtained from Computershare or be ordered by email to [proxy@computershare.se](mailto:proxy@computershare.se).

## **INSTRUCTIONS FOR POSTAL VOTING**

Shareholders who wish to exercise their voting rights through postal voting must use the postal voting form and follow the instructions that are available on the company’s website ([www.verve.com](http://www.verve.com)). The postal voting form may also be obtained from Computershare or be ordered by email to [proxy@computershare.se](mailto:proxy@computershare.se). The postal voting form must be received by the company or Computershare no later than on 4 June 2025. The postal voting form must either:

- be sent by email to [proxy@computershare.se](mailto:proxy@computershare.se);
- be submitted electronically in accordance with the instructions on the company’s website ([www.verve.com](http://www.verve.com)); or
- be sent by mail to Computershare AB, “Verve Group SE AGM”, Gustav III:s Boulevard 34, 169 73 Solna, Sweden.

Those who wish to withdraw a submitted postal vote and instead exercise their voting rights by participating in the general meeting in person or through a proxy must give notice thereof to the general meeting’s secretariat prior to the opening of the annual general meeting.

If the shareholder is a legal entity, a certificate of registration or other authorisation document shall be enclosed with the voting form. If the shareholder votes by proxy, a written, signed, and dated power of attorney shall be enclosed with the voting form. Shareholders are not allowed to include special instructions or conditions in the postal vote. If special instructions or conditions are included, such postal voting forms become invalid. Further information and conditions can be found in the voting form.

## **PROPOSED AGENDA**

1. Election of chairman of the meeting
2. Preparation and approval of voting register
3. Approval of agenda
4. Election of one or two persons to verify the minutes of the meeting
5. Determination of whether the meeting has been duly convened
6. Presentation of the income statement, balance sheet and auditor’s report of the company and the group
7. Resolutions:
  - (a) on adoption of the income statement and balance sheet as well as the consolidated income statement and the consolidated balance sheet
  - (b) on the disposition of the company’s profit or loss as shown in the adopted balance sheet
  - (c) on discharge from liability of members of the board of directors and the CEO
8. Determination of the fees to be paid to the board of directors and the auditor
9. Determination of the number of directors of the board of directors and auditors
10. Election of board of directors, chairman of the board of directors and auditor
11. Resolution on guidelines for remuneration to senior executives
12. Resolution on an authorisation for the board of directors to resolve on repurchases of own shares

13. Resolution on an authorisation for the board of directors to resolve on transfers of own shares
14. Resolution on delivery of shares through a transfer of own shares to participants in the long-term incentive program adopted at the annual general meeting 2024 and the employee stock option program adopted at the extraordinary general meeting 2022
15. Resolution on an authorisation for the board of directors to resolve on issuance of shares, warrants and convertibles
16. Closing of the meeting

#### **Item 1. Election of chairman of the meeting**

The nomination committee proposes that Mikael Borg, member of the Swedish Bar Association or, in his absence, the person nominated by a representative of the nomination committee shall be appointed as chairman of the annual general meeting.

#### **Item 7 (b). Resolution on the disposition of the company's profit or loss as shown in the adopted balance sheet**

The board of directors proposes, in accordance with the proposal included in the annual report, that no dividend is paid for the financial year 2024 and that the residue of this year's result shall be carried forward.

#### **Items 8–10. Determination of the fees to be paid to the board of directors and the auditor, determination of the number of directors of the board of directors and auditors, election of board of directors, chairman of the board of directors and auditor**

The nomination committee proposes:

- That the board of directors' fees shall be paid with an unchanged amount of EUR 50,000 to each board member that is not employed by the company and EUR 100,000 to the chairman of the board. In addition, the nomination committee proposes that a fee of EUR 25,000 shall be allotted to the chairman of the audit committee as well as to the chairman of the remuneration committee. These fees shall apply for a full period between the election and the annual general meeting 2026. This means that the board fees amount to, in total, EUR 400,000 (item 8).
- That fees to the auditor shall be paid in accordance with approved invoice (item 8).
- That the board shall consist of seven members (item 9).
- That the company shall have one auditor (item 9).
- Re-election of the board members Remco Westermann, Greg Coleman, Franca Ruhwedel, Johan Roslund and Peter Huijboom, and the election of Alexander Doll as new board member, as well as re-election of Tobias M. Weitzel as member and chairman of the board of directors for the period until the close of the annual general meeting 2026 (item 10).
- Re-election of the company's auditor Deloitte Sweden AB for the period until the close of the annual general meeting 2026. Deloitte Sweden AB has informed the nomination committee that the auditor Christian Lundin will continue as auditor-in-charge if Deloitte Sweden AB is re-elected as auditor (item 10).

The nomination committee's complete proposals, including a presentation of the proposed members of the board of directors and an assessment of their independence in relation to the company, the executive management and the company's major shareholders, are available on the company's website ([www.verve.com](http://www.verve.com)).

**Item 11. Resolution on guidelines for remuneration to senior executives**

The board of directors proposes new guidelines for remuneration to the senior executives. The guidelines apply to remuneration agreed after the annual general meeting 2025 and do not apply to any remuneration resolved upon or approved by the general meeting. In order to comply with mandatory rules or established local practice, remuneration of employees subject to rules outside Sweden may be adjusted, however taking into account, to the extent possible, the overall purpose of the guidelines.

The guidelines for remuneration to the senior executives can be found in the board of directors' complete proposals and the company's website.

**Item 12. Resolution on an authorisation for the board of directors to resolve on repurchases of own shares**

The company is currently seeking to change its listing venue from the Scale segment to the Regulated Market of the Frankfurt Stock Exchange. The relevant securities prospectus has been approved and published. The company expects its shares to be listed on the Regulated Market in Frankfurt from mid-May. The listing on the Nasdaq First North Premier Growth Market in Stockholm will remain unchanged.

Pursuant to the change of listing venue to the Regulated Market of the Frankfurt Stock Exchange, the board of directors proposes that the general meeting resolves to authorise the board of directors to resolve on repurchases of the company's own class A shares ("**Shares**") on the following terms and conditions:

1. Repurchases of Shares may be made on Frankfurt Stock Exchange or another regulated market.
2. The authorisation may be exercised at one or several occasions before the annual general meeting 2026.
3. A maximum number of own Shares may be acquired so that the company's holding of own Shares at any given time does not exceed 10 per cent of all shares in the company.
4. Repurchases of the company's own Shares on Frankfurt Stock Exchange or another regulated market may only be made within the price interval registered at any given time, i.e. the interval between the highest bid price and the lowest selling price.

The purpose of the authorisation is to enable the board of directors to optimise the capital structure of the company and/or to enable the company to use acquired own Shares as payment for, or financing of, acquisitions of companies or businesses and/or to hedge or facilitate the settlement of the company's incentive programmes.

The board of directors shall have the right to decide on other terms and conditions for repurchases of own Shares in accordance with the authorisation.

A resolution in accordance with this item 12 is only valid where supported by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the annual general meeting.

**Item 13. Resolution on an authorisation for the board of directors to resolve on transfers of own shares**

Pursuant to the change of listing venue to the Regulated Market of the Frankfurt Stock Exchange as described under item 12 above, the board of directors proposes that the general meeting resolves to authorise the board of directors to resolve on transfers of the company's Shares on the following terms and conditions:

1. Transfers of Shares may be made on Frankfurt Stock Exchange, on another regulated market or in another way.
2. The authorisation may be exercised at one or several occasions before the annual general meeting 2026.
3. Transfers of own Shares may be made of up to the number of Shares that, at any given time, are held by the company.

4. Transfers of own Shares may be made with or without deviation from the shareholders' pre-emption rights.
5. Transfers of own Shares on Frankfurt Stock Exchange or another regulated market may only be made within the price interval registered at any given time, i.e. the interval between the highest bid price and the lowest selling price. Transfers of own Shares outside of Frankfurt Stock Exchange or another regulated market may be made against payment in cash, in kind or by way of set-off, and the price shall be established so that the transfer is made on terms corresponding to the terms for the relevant incentive programme, in accordance with current or future contractual obligations of the company or any group company (e.g., as payment for acquisitions) or otherwise on market terms.

The purpose of the authorisation is to enable the board of directors to optimise the capital structure of the company and/or to enable the company to use acquired own Shares as payment for, or financing of, acquisitions of companies or businesses and/or to hedge or facilitate the settlement of the company's incentive programmes.

The board of directors shall have the right to decide on other terms and conditions for transfers of own Shares in accordance with the authorisation.

A resolution in accordance with this item 13 is only valid where supported by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the annual general meeting.

**Item 14. Resolution on delivery of shares through a transfer of own shares to participants in the long-term incentive program adopted at the annual general meeting 2024 and the employee stock option program adopted at the extraordinary general meeting 2022**

The company adopted a long-term incentive program for key employees of the company and certain subsidiaries of the company, including members of the top management and the CEO of the company, at the annual general meeting 2024 ("LTIP 2024") and an employee stock option program for certain key employees of the company at the extraordinary general meeting on 1 November 2022 ("ESOP 2022"). In order to secure the delivery of shares under LTIP 2024 and ESOP 2022, the general meetings resolved upon directed issues and transfers of warrants.

To enhance flexibility in delivering shares under LTIP 2024 and ESOP 2022, and pursuant to the change of listing venue to the Regulated Market of the Frankfurt Stock Exchange as described under item 12 above, the board of directors proposes that the annual general meeting resolves that shares repurchased by the company pursuant to the authorisation under item 12 above, or otherwise held by the company, may be transferred to participants in LTIP 2024 and ESOP 2022 on the following terms and conditions:

1. The company may transfer shares, but only up to the number it has repurchased under the authorisation in item 12 above or otherwise already holds. In all cases, the number of shares transferred must not exceed the maximum number that participants in LTIP 2024 and ESOP 2022 may be entitled to receive, including any adjustments made in accordance with any re-calculation provisions set out in the terms and conditions of LTIP 2024 and ESOP 2022 (as applicable).
2. The transfer of shares shall, with deviation from the shareholders' preferential rights, be made to participants in LTIP 2024 and ESOP 2022, or to the company's subsidiaries without consideration, at the time and on the terms and conditions set out in the terms and conditions of LTIP 2024 and ESOP 2022 (as applicable).

A resolution in accordance with this item 14 is only valid where supported by shareholders holding not less than nine-tenths of both the votes cast and the shares represented at the annual general meeting.

## **Item 15. Resolution on an authorisation for the board of directors to resolve on issuance of shares, warrants and convertibles**

The board of directors proposes that the annual general meeting resolves to authorise the board of directors to, at one or several occasions and for the time period until the next annual general meeting, issue shares, warrants and convertibles within the limits of the company's articles of association. The authorisation shall be limited so that the board of directors may not resolve upon issues of shares, warrants and convertibles that entail that the total number of shares that are issued, issued through conversion of convertibles or issued through exercise of warrants exceeds 35 per cent of the total number of shares in the company at the time the board of directors exercises the authorisation for the first time.

Issues of shares, warrants and convertibles may be made with or without deviation from the shareholders' preferential rights and with or without provisions for payment in kind, set-off or other conditions. The purpose of the authorisation and the possibility to deviate from the shareholders' preferential rights shall be to finance acquisitions, raise capital to facilitate growth and development of the company or to hedge, facilitate or settle the company's incentive programs.

The board of directors, the CEO or such person as the board of directors authorise, shall be authorised to make such minor amendments and clarifications of the annual general meeting's decision that is required in connection with the registration of this resolution with the Swedish Companies Registration Office, or due to other formal requirements.

A resolution in accordance with this item 15 is only valid where supported by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the annual general meeting.

## **MISCELLANEOUS**

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

As of the date of this notice, the total number of shares in the company is 187,190,125 class A shares, corresponding to a total number of votes of 1,871,901,250, and zero class B shares. The company holds no treasury shares as of the date of this notice.

### **Shareholders' right to request information**

The board of directors and the CEO shall, if any shareholder so requests and the board of directors believes that it can be done without significant harm to the company, provide information in respect of any circumstances which may affect the assessment of a matter on the agenda and any circumstances that may affect the assessment of the company's financial position. The duty to provide information shall also apply to the company's relationship with another group company, the consolidated accounts and such circumstances regarding subsidiaries that are referred to in the preceding sentence.

### **Available documents**

Complete proposals and other documentation that shall be kept available before the annual general meeting according to the Swedish Companies Act and the Swedish Corporate Governance Code will be available on the company's website ([www.verve.com](http://www.verve.com)) no later than three weeks before the annual general meeting. The documents will also be sent to the shareholders who request it and state their postal address. Such a request may be sent to Computershare AB, "Verve Group SE AGM", Gustav III:s Boulevard 34, 169 73 Solna, Sweden, or by email to [proxy@computershare.se](mailto:proxy@computershare.se).

### **Personal data**

Personal data obtained from the share register, notifications of attendance at the annual general meeting and information regarding proxies will be used for registration, preparation of the voting register for the annual general meeting and, where applicable, the minutes of the annual general meeting. For more information on

how personal data is processed in connection with the annual general meeting, please refer to Euroclear Sweden AB's privacy notice that is available on Euroclear Sweden AB's website, [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

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8 May 2025

**Verve Group SE**

*The board of directors*