

## Verve Group SE held its Annual General Meeting

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Verve Group SE (“Verve” or the “Company”, ISIN: SE0018538068) held its annual general meeting today on 11 June 2025. At the annual general meeting it was resolved on, among other things, adoption of the income statement and balance sheet, the composition of the board of directors, re-election of the chair of the board of directors and the auditor, the adoption of guidelines for remuneration to senior executives, the delivery of shares through the 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, as well as authorisations for the board of directors to resolve on repurchases of own shares, transfers of own shares and issues of shares, warrants and convertibles.

### **Adoption of the income statement and balance sheet, resolution on dividend and discharge of liability**

The annual general meeting adopted the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet for the financial year 2024.

The annual general meeting resolved that no dividend should be paid for the financial year 2024 and that the residue of this year's result should be carried forward.

Each of the members of the board and the CEO were discharged from liability for the financial year 2024.

### **Determination of the fees to be paid to the board of directors and the auditor**

The annual general meeting resolved that the board fees should 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 annual general meeting resolved that an unchanged total fee of EUR 25,000 should be allotted to the chairman of the audit committee as well as to the chairman of the remuneration committee. This means that the fees amount to, in total, EUR 400,000.

The annual general meeting resolved that the fees to the auditor should be paid in accordance with approved invoice.

### **Determination of the number of directors of the board and auditors, election of board of directors, chairman of the board and auditor**

The annual general meeting resolved that seven board members should be elected for the period until the close of the annual general meeting 2026 and that one registered accounting firm should be elected as the Company's auditor.

The annual general meeting re-elected Tobias M. Weitzel, Remco Westermann, Greg Coleman, Franca Ruhwedel, Johan Roslund and Peter Huijboom as members of the board of directors, and elected Alexander Doll as a new member of the board of directors for the period until the close of the annual general meeting 2026. Tobias M. Weitzel was re-elected as chairman of the board of directors for the same period.

The annual general meeting re-elected Deloitte Sweden AB as the Company's auditor for the period until the close of the annual general meeting 2026.

### **Resolution on guidelines for remuneration to senior executives**

The annual general meeting resolved on new guidelines for remuneration to the senior executives. The guidelines shall be in force until new guidelines are adopted by the general meeting. The guidelines for remuneration to senior executives are available on the Company's website, [www.verve.com](http://www.verve.com).

### **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 annual general meeting resolved to approve the delivery of shares through the 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 resolution enables the Company to use

repurchased or otherwise held shares for delivery to participants in these programs, with deviation from the shareholders' preferential rights.

The Company may only transfer shares up to the number it has repurchased under the repurchase authorisation adopted at the same annual general meeting as this resolution or otherwise already holds. In all cases, the number of shares transferred may not exceed the maximum number that 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 are entitled to receive. Transfers will be made without consideration at the time and on the terms set out in the respective program conditions.

#### **Resolution on authorisations for the board of directors to resolve on repurchases and transfers of own shares**

The annual general meeting resolved to authorise the board of directors to, during the period until the next annual general meeting, at one or several occasions, resolve on acquisitions and transfers of own shares. Acquisitions of own shares may be made on Frankfurt Stock Exchange or another regulated market at a price within the price interval registered at any given time provided that the Company's holding of own shares does not exceed 10 per cent of all shares in the Company. Transfers of own shares may be made on or outside of Frankfurt Stock Exchange or another regulated market within the price interval registered at any given time of up to the number of shares that, at any given time, are held by the Company.

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.

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

The annual general meeting resolved 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 is 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 when 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.

#### **Responsible parties**

The information was submitted for publication, through the agency of the contact persons set out below, at the time stated by Verve's news distributor EQS Newswire upon publication of this press release.

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### **About Verve Group SE**

Verve Group SE ("Verve" or the "Company", ISIN: SE0018538068) operates a cutting-edge ad software platform connecting advertisers seeking to buy digital ad space with publishers monetizing their content. Guided by the mission "Let's make media better," the Company focuses on enabling better outcomes for brands, agencies, and publishers with responsible advertising solutions, with an emphasis on emerging media channels. Verve is focused on delivering innovative technologies for targeted advertising without relying on identifiers like cookies or IDFA (the Identifier for Advertisers). Additionally, the platform fosters direct engagement between advertisers and publishers, eliminating intermediaries for greater efficiency. Verve's main operational presence is in North America and Europe, and it is registered as a Societas Europaea in Sweden (registration number 517100-0143). Its shares are listed on the regulated market of the Frankfurt Stock Exchange (Ticker: VRV) and on Nasdaq First North Premier Growth Market in Stockholm (Ticker: VER). Verve has an outstanding bond with the ISIN: SE0023848429. The Companies certified advisor on the Nasdaq First North Premier Growth Market is FNCA Sweden AB; contact info: [info@fnca.se](mailto:info@fnca.se)