

Report from the Annual General Meeting in Acast AB (publ) on 20 May 2025

Acast's Annual General Meeting was held in Stockholm on Tuesday 20 May 2025. At the Annual General Meeting, the following main resolutions were made:

Adoption of the accounts and discharge from liability

The meeting adopted the balance sheet and the income statement for the parent company and the group. The Board of Directors and the CEO were discharged from liability for the financial year 2024.

Distribution of profit

The meeting resolved, in accordance with the Board of Directors' proposal, that no dividends should be paid to the shareholders for the financial year 2024 and that the funds available for distribution by the meeting shall instead be carried forward.

Remuneration report

The meeting resolved to approve the Board of Director's report regarding remuneration for the financial year 2024.

The Board of Directors and fees

The meeting resolved, in accordance with the Nomination Committee's proposal, that the Board of Directors will continue to comprise six Directors. Björn Jeffery, Hjalmar Didrikson, John Harrobin, Jonas von Hedenberg and Samantha Skey were re-elected as Directors, and Marta Martinez was elected as new Director. John Harrobin was re-elected as Chair of the Board of Directors.

The meeting resolved, in accordance with the Nomination Committee's proposal, that the Chair of the Board shall be paid a fee of SEK 1,000,000 and each of the other Board members shall be paid a fee of SEK 400,000. The meeting also resolved, in accordance with the Nomination Committee's proposal, that fees shall be payable to the Chair of the Audit Committee with SEK 100,000 and to each member of the Audit Committee with SEK 50,000, and that fees shall be payable to the Chair of the Remuneration Committee with SEK 50,000 and to each member of the Remuneration Committee with SEK 25,000. It was further resolved that fees for work in the newly established development committee shall be payable to the Chair with SEK 500,000 and with SEK 350,000 to each member.

Auditor

The meeting resolved, in accordance with the Nomination Committee's proposal, to re-elect KPMG AB as auditor until the end of the next Annual General Meeting. KPMG AB has appointed Jesper Swärd as new auditor-in-charge. It was resolved that the company's auditor shall be paid in accordance with approved invoices.

Guidelines for remuneration to the executive management

The meeting resolved, in accordance with the Board of Director's proposal, to adopt new guidelines for remuneration to executive management.

LTI program 2025

The meeting resolved, in accordance with the Board of Director's proposal, to adopt a performance stock unit program for approximately 52 employees in the Acast group. A maximum of 3,621,362 performance stock units may be allotted to the participants. The performance stock units shall be allotted to the participants free of charge. 30 percent of the allotted performance stock units will vest as per 15 June 2026, an additional 30 percent will vest as per 15 June 2027 and an additional 40 percent will vest as per 15 June 2028.

After the performance stock units have been allotted and vested, and to the extent that a performance condition regarding total return on Acast's share has been fulfilled, each performance stock unit entitles the holder a right to, during a certain period, either acquire one share at a price corresponding to the quota value of the share, or be allotted, free of charge, a warrant entitling to subscription of one share in Acast at a price corresponding to the quota value of the share.

The maximum dilution for current shareholders due to the program is two percent of the current total number of outstanding shares in Acast after full subscription under the LTI program 2025.

Further, it was resolved that Acast, with deviation from the shareholders' preferential rights and in order to secure the delivery of shares pursuant to the LTI program 2025, shall issue a maximum of 3,621,362 warrants, entitling to subscription of new shares in Acast. The warrants shall be issued free of charge and the right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, be granted to Acast.

The meeting also resolved, in accordance with the Board of Directors' proposal, that the Board of Directors may resolve on transfer of the warrants to the participants or otherwise to a third party, for the purpose of delivering shares to the participants in accordance with the terms and conditions of the program.

Authorisation to resolve on new issue of shares and/or warrants

The meeting authorised the Board of Directors to, on one or several occasions for the period up to the next Annual General Meeting, resolve on new issue of shares and/or warrants, to the extent that such issue can be made without amending the articles of association. An issue may be made with or without deviation from the shareholders' preferential rights. Based on the authorisation, the Board of Directors may resolve to issue a number of new shares corresponding to a maximum of ten percent of the total number of outstanding shares in the company at the time of the Annual General Meeting.

Amendment of the articles of association

The meeting resolved, in accordance with the Board of Director's proposal, to make certain adjustments to the object of the company's business in the articles of association.

For more information

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About Acast

Since 2014, Acast has been creating the world's most valuable podcast marketplace, building the technology which connects podcast creators, advertisers and listeners. Its marketplace spans over 140,000 podcasts, 3,300 advertisers and one billion quarterly listens. Crucially, those listens are monetized wherever they happen - across any podcasting app or other listening platform.

The company operates worldwide and is headquartered in Stockholm, Sweden. Acast is listed on the Nasdaq First North Premier Growth Market (ACAST.ST). Certified Adviser is FNCA Sweden AB, info@FNCA.se.

Attachments

[Report from the Annual General Meeting in Acast AB \(publ\) on 20 May 2025](#)