

Note: This is an unofficial translation of the original Swedish text. In case of any discrepancy between this translation and the Swedish text, the Swedish text shall prevail.

## NOTICE OF ANNUAL GENERAL MEETING IN NEOVICI HOLDING AB

The shareholders of Neovici Holding AB (publ), reg. no. 559105-2914, are hereby summoned to the Annual General Meeting on Friday, 29 May 2026, at 2:00 p.m. at the company's office, Stora Nygatan 27, Stockholm.

### Right to participate and registration

Shareholders who wish to participate in the general meeting must both be entered in the share register maintained by Euroclear Sweden AB ("Euroclear") as of May 21, 2026, and have notified the company of their participation no later than May 23, 2026. Notification may be made in writing by email to the IR manager Joakim Spuller at [joakim.spuller@neovici.com](mailto:joakim.spuller@neovici.com) or by post to Neovici Holding AB, Stora Nygatan 27, 111 27 Stockholm.

When registering, the following information should be provided: name, personal or organization number, address and telephone number, as well as the number of accompanying assistants (maximum two).

Shareholders who have registered their shares in the name of a nominee must, in order to have the right to participate in the meeting, temporarily register the shares in their own name in the share register maintained by Euroclear (so-called voting rights registration). Voting rights registrations completed no later than the second banking day after the record date will be taken into account in the preparation of the share register for the general meeting. Shareholders must, in accordance with the nominee's procedures, request such voting rights registration well in advance.

If a shareholder is represented by a proxy, the proxy must have a written, dated, and signed power of attorney from the shareholder. The power of attorney and other authorization documents, such as registration certificates, must be available at the meeting. However, the power of attorney and other authorization documents should also be attached to the notice of participation.

### PROPOSED AGENDA

1. Opening of the meeting
2. Election of a chairman for the meeting
3. Election of one or two persons to verify the minutes
4. Preparation and approval of the voting list
5. Approval of the agenda
6. Determination of whether the meeting has been duly convened
7. Presentation of the annual report and auditor's report, as well as the consolidated financial statements and auditor's report for the group
8. Resolution on adoption of the income statement and balance sheet, as well as the consolidated income statement and consolidated balance sheet

9. Resolution on allocation of the company's results in accordance with the adopted balance sheet
  10. Resolution on discharge from liability for the board members and the CEO
  11. Resolution on the number of board members and auditors
  12. Resolution on fees for board members
  13. Resolution on fees for auditors
  14. Election of board members and chairman of the board
  15. Election of auditors
  16. Resolution on authorization to issue shares
  17. Resolution on shareholder proposal to establish a long-term incentive program for board members
  18. Resolution on principles for appointing a nomination committee and instructions for the nomination committee
  19. Closing of the meeting
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#### **PROPOSED RESOLUTIONS**

Neovici Holding AB's main shareholder iWork EP SA, which is controlled by the founder Jan Berggren with family, has submitted the proposals under items 11–15 set out below.

##### **Item 11 – Resolution on the number of board members and auditor**

Proposal: the general meeting shall elect four board members without deputies and one auditor.

##### **Item 12 – Resolution on remuneration to the board members**

Proposal: the general meeting shall resolve on an annual board remuneration of a total of SEK 850,000, of which the chairman shall receive SEK 350,000 and other members who are not employed by the company shall receive SEK 250,000 each.

##### **Item 13 – Resolution on remuneration to the auditors**

Proposal: the general meeting shall resolve on remuneration to the auditor according to approved invoice.

##### **Item 14 – Election of board members and chairman of the board**

Proposal: the general meeting shall elect Jan Berggren (re-election) and new election of Carl Palmstierna, Peder Ramel and Simon Harmark as board members for the period until the end of the next annual general meeting.

Carl Palmstierna shall be elected as chairman of the board.

The current board members Erik Nerpin and Behzad Ardakani have declined re-election.

Brief information about the proposed new board members:

*Carl Palmstierna*: Master of Science in Economics HHS. 49 years within the Financial sector of which 21 years in London and New York. Goldman Sachs (12 years), Partner 1992, IDI - CEO (4 years); ABG Sundal Collier - CEO (6 years), Valbay International (Executive Chairman + CEO (5 years). Has spent approximately 28 years investing and building companies in early growth phase through the family-owned investment company Palmstierna Invest AB. Current assignments:

Chairman of Nenda AB, Order Impact AB, board member of EnviGas AB, Zlideon AB, Qlucore AB, Swipefinder AB and Camboza AB. Shareholding in Neovici Holding AB: 1,000,000 B shares.

*Peder Ramel:* Bachelor's degree in business administration, Lund University. Former CEO of: Viasat AB (8 years), Bredbandsbolaget AB (4 years) and Hi3G Skandinavien AB (12 years). Current board assignments: Board member Freja eID Group AB and Hi3G Access AB. Shareholding in Neovici Holding AB: 90,000 B shares.

*Simon Harmark:* Executive MBA, Lund University. Simon Harmark has more than 30 years of experience from ICA, of which more than 25 years in leading positions. He most recently comes from a role where for eight years he had the overall responsibility for building and developing ICA Group's central function for Automation & AI with a clear focus on business value. He also has a broad operational background from leading positions within business development, supply chain, finance, purchasing and IT, as well as experience from the operational business close to store and retailer. No current board assignments. Shareholding in Neovici Holding AB: 11,261 B shares.

All proposed new board members are independent in relation to the company and company management as well as independent in relation to the company's larger shareholders. The board member Jan Berggren is dependent in relation to the company and company management (through employment as CEO) as well as dependent in relation to the company's larger shareholders (he controls together with his family the largest owner iWork EP SA).

#### **Item 15 – Election of auditor**

Proposal: the general meeting shall resolve on re-election of the authorized public accountant Johan Kaijser for the period until the end of the next annual general meeting.

#### **Item 16 – Resolution on authorization to resolve on issue of shares, warrants and convertible debentures**

The board proposes that the general meeting authorizes the board to on one or several occasions during the period until the next annual general meeting resolve on new issue of shares and/or warrants and/or convertible debentures against cash payment and/or with provision on non-cash contribution or set-off or with such terms as set out in Chapter 2 Section 5 of the Swedish Companies Act and to thereby be able to deviate from the shareholders' preferential rights. The purpose of the authorization and the reason for deviation from the shareholders' preferential rights is to enable the company to raise working capital.

#### **Item 17 – Shareholder proposal for resolution on establishment of a long-term incentive program for board members**

The shareholder iWork EP SA ("iWork") proposes that the annual general meeting in Neovici Holding AB (publ) ("Neovici" or the "company") resolves to establish a warrant-based incentive program for board members in the company through (A) resolution on issue of warrants of series 2026/2029 ("LTIP 2026/2029") to the company, and (B) resolution on approval of transfer of warrants of series 2026/2029 from the company to board members in the company, as set out below.

#### **Background and rationale**

The shareholder iWork considers it important that the board is given the opportunity to receive compensation that is related to and dependent on the value growth they contribute to creating. Furthermore, iWork considers it advantageous for the company and the shareholders that participants in the incentive program are given a personal and long-term ownership engagement in this way. Such ownership engagement is expected to stimulate increased interest in the operations and the development of results as a whole and increase motivation for the participants, and aims to achieve increased alignment of interests between the participants and the company's shareholders.

Against the background of the terms, the size of the allocation and other circumstances, iWork considers that the proposed warrant program as set out below is reasonable and advantageous for the company and its shareholders.

#### **A. Issue of warrants to the company**

The shareholder iWork proposes that the meeting resolves to issue a maximum of 2,083,920 warrants of series 2026/2029 with deviation from the shareholders' preferential rights, implying an increase of the share capital upon full exercise of a maximum of approximately SEK 104,196, on essentially the following terms:

1. With deviation from the shareholders' preferential rights, the right to subscribe for the warrants shall accrue to the company with the right and obligation, on one or several occasions, to further transfer warrants to board members in accordance with what is stated under item B below. The company shall not have the right to dispose of the warrants in any other way than what follows from the proposal under item B below. The reasons for deviation from the shareholders' preferential rights are that the warrants shall be used within the framework of LTIP 2026/2029.
2. The warrants shall be subscribed for no later than June 19, 2026 on a special subscription list, with the right for the board to extend the subscription period.
3. The warrants are issued free of charge to the company.
4. Each (1) warrant entitles to subscription of one (1) new share of series B in the company during the period from June 19, 2029 up to and including September 19, 2029, at a subscription price corresponding to 130 percent of the volume-weighted average price for the company's share on Nasdaq First North Growth Market during the ten (10) trading days immediately preceding June 19, 2026. The subscription price shall be rounded to the nearest whole öre, whereby 0.5 öre shall be rounded up. According to the terms for the warrants, the period during which the warrant right may be exercised shall be able to be extended if participants are prevented from exercising their warrants due to applicable laws on insider trading or similar. The part of the subscription price that upon subscription of shares based on the warrants exceeds the quota value shall be added to the free share premium reserve.
5. A new share subscribed for through exercise of a warrant entitles to dividends for the first time on the record date for dividend that occurs immediately after the new shares have been registered with the Swedish Companies Registration Office and the shares have been entered in the share register maintained by Euroclear Sweden AB.
6. According to the terms for the warrants, the subscription price and the number of shares that each warrant entitles to subscription for may be recalculated in the event of split, consolidation, rights issue and similar measures in accordance with customary

recalculation terms. Furthermore, the time for exercise of the warrants may be brought forward and postponed in certain cases. In addition, recalculation shall be able to take place upon subscription of shares through a so-called net strike formula (cashless exercise). Net strike means that the holder upon exercise of the warrant pays a reduced subscription price (corresponding to the quota value) for subscription of shares, in exchange for receiving a reduced number of shares (corresponding to the net value of the option after deduction of the original subscription price). Upon subscription through net strike, the dilution effect for existing shareholders is reduced, as well as the capital contribution to the company. The complete terms for the warrants are set out in Appendix A and will be available on the company's website, [www.neovici.com](http://www.neovici.com).

7. Warrants held by the company and that are not transferred according to item B below may be cancelled by the company following a decision by the board. Cancellation shall be reported to the Swedish Companies Registration Office for registration.
8. The CEO, or the person appointed by the CEO, is authorized to make the minor adjustments to the issue decision that may prove necessary in connection with registration with the Swedish Companies Registration Office or Euroclear Sweden AB.

#### **B. Proposal for resolution on approval of transfer of warrants**

The shareholder iWork proposes that the meeting resolves to approve that the company within the framework of LTIP 2026/2029 transfers a maximum of 2,083,920 warrants of series 2026 /2029 to board members on essentially the following terms:

1. The right to acquire warrants from the company shall accrue to the members of the board (maximum three persons), each of whom, personally or through a wholly owned company, has the right to acquire a maximum of the number of warrants stated below. A participant may apply to acquire a lower but not a higher number of warrants than stated for such participant.

Categories	Maximum number of warrants per participant
Chairman of the board (1 person)	1 041 960
Other members (2 persons)	520 980

2. Application for acquisition of warrants shall take place no later than June 19, 2026. Transfer shall take place as soon as possible after the end of the application period, provided that the participant is a member of the board of the company at the time of acquisition.
3. Transfer of the warrants shall take place at a price corresponding to the market value of the warrants at the time of transfer, which shall be calculated according to the Black & Scholes valuation model or another accepted valuation model. The valuation of warrants shall be carried out by an independent valuation institute or audit firm. In connection with transfer of warrants to the participants, the company shall, through agreement with the participants, reserve the right to repurchase warrants if the participant's assignment ceases or if the participant wishes to further transfer the warrants. Since the warrants are acquired by the participants at market value and require a positive development of the company's share price, there are no performance criteria for exercise of the warrants.

4. Payment for warrants acquired shall be made no later than seven days after application for acquisition. The board shall have the right to extend the payment period.

#### **Dilution effects, costs and effect on key figures**

As of the date of the proposal, there are 50,014,095 shares in the company. If all warrants that may be issued and transferred within the framework of LTIP 2026/2029 are exercised for subscription of shares, the number of shares and votes in the company will increase by a maximum of 2,083,920 (subject to possible recalculation of the number of shares according to the warrant terms), which would entail a dilution of approximately 4.00 percent based on the newly issued shares' share of the current number of shares in Neovici. Upon subscription through net strike, the number of shares subscribed for is further reduced, which would reduce the dilution effect for existing shareholders.

LTIP 2026/2029 is expected to have a marginal effect on the company's key figures.

#### **Preparation of the proposal**

The proposal for resolution on establishment of LTIP 2026/2029 and the proposals for resolutions under items A and B above have been prepared by the shareholder iWork in consultation with external advisors. The board has not participated in the preparation of the proposal.

#### **Majority requirements for valid resolution**

The proposal for resolution on establishment of LTIP 2026/2029 and the proposals for resolutions under items A and B constitute a combined proposal and shall be resolved as one decision. For a valid resolution in accordance with the shareholder's proposal, it is required that the proposal is supported by shareholders representing at least nine tenths of both the votes cast and the shares represented at the meeting, whereby shares held by board members covered by LTIP 2026/2029 shall not be taken into account in determining the required majority.

#### **Item 18 – Resolution on principles for appointing a nomination committee and instructions for the nomination committee**

It is proposed that the annual general meeting resolves on principles for appointing a nomination committee and instructions for the nomination committee as set out below.

The company shall have a nomination committee consisting of one representative for each of the three largest shareholders in terms of voting power in the company as of the last banking day in September in the year prior to the annual general meeting. In addition, the chairman of the board shall be a member of the nomination committee.

The chairman of the nomination committee shall, unless the members agree otherwise, be the member representing the shareholder with the largest voting power. The chairman of the board or another board member shall not be chairman of the nomination committee unless the members agree otherwise. Board members may be included in the nomination committee, but shall not constitute a majority of its members. The CEO or another person from company management shall not be a member of the nomination committee.

The names of the members of the nomination committee and the shareholder by whom they have

been appointed shall be announced no later than six months prior to the upcoming annual general meeting. The nomination committee is appointed for a term until a new nomination committee has been appointed.

The nomination committee shall perform its assignment in accordance with this instruction and applicable rules and prepare proposals in the following matters to be submitted to the annual general meeting for resolution:

- chairman of the meeting,
- number of board members and auditors,
- election of board members and chairman of the board,
- remuneration and other compensation for board assignments to each of the board members and, where applicable, compensation for committee work,
- election of auditor,
- remuneration of auditor, and
- to the extent deemed necessary, changes in the principles for appointing a nomination committee and the instruction for the nomination committee.

#### **Number of shares in the company**

As of the date of the notice, the total number of shares in Neovici Holding AB amounts to 50,014,095, of which 4,000,000 A shares (ten votes per share) and 46,014,095 B shares (one vote per share). The number of votes for all shares is 86,014,095. The company holds no own shares.

#### **Documents for the annual general meeting**

Neovici Holding AB's annual report will be available on Neovici Holding's website [www.neovici.com](http://www.neovici.com) no later than three weeks before the annual general meeting. Proxy forms for voting at the meeting will also be available on the company's website. The documents will be sent to shareholders who request them and provide their email address.

Neovici Holding AB (publ)  
Stockholm, April 2026  
The board

#### **Contacts**

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## About Neovici

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**Neovici AB**, established in Stockholm in 2009, is a leading provider of automated financial and related services through the innovative SaaS platform, Cosmoz. The company delivers AI-driven automation tools that process billions in transaction volume annually for major enterprises across retail, energy, and telecom sectors, with operations in both the Nordic region and Latin America.

Neovici AB is a wholly owned subsidiary of **Neovici Holding AB (publ)**, the listed parent company. In 2024, Neovici Holding AB was listed on Nasdaq First North Growth Market.

Read more: <https://www.neovici.com>.

### Certified Adviser

Certified Adviser for Neovici is Eminova Fondkommission AB | + 46 8 684 211 10 | [adviser@eminova.se](mailto:adviser@eminova.se)

### Attachments

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[Notice of Annual General Meeting in Neovici Holding AB](#)