

NOTICE OF EXTRAORDINARY GENERAL MEETING 2025 OF RAKETECH GROUP HOLDING P.L.C. in accordance with Article 57 of the Articles of Association of the Company (the "Articles").

NOTICE IS HEREBY GIVEN that the EXTRAORDINARY GENERAL MEETING 2025 (the "Meeting") of Raketech Group Holding p.l.c., company registration number C77421 (the "Company" or "RGH"), will be held on 30 July 2025, at 10 am (CET) at the premises of the Company at St George's Business Centre, Level 7, St George's Road, St Julian's, STJ 3202, Malta.

Purpose of the Meeting

- In light of the current Chair Ulrik Bengtsson stepping down, shareholders will be asked to vote on proposals to increase the number of Directors from five to six, and to elect Kathryn Moore Baker (who is also proposed as the new Chair), and Magnus Alebo as new Directors.
- At the Company's annual general meeting held on 20 May 2025 (the "AGM"), the Board of Directors proposed the adoption of two extraordinary resolutions; namely: (i) to amend the Memorandum and Articles of Association for the purpose of introducing provisions on squeeze-out rights, and (ii) to authorise the Company to acquire its own shares, respectively (jointly, the "Extraordinary Resolutions").
- In order to be passed at the AGM, the Extraordinary Resolutions required the support of shareholders having the right to attend and vote at the AGM holding in the aggregate (i) not less than 75 per cent in nominal value of the shares represented and entitled to vote at the AGM; and (ii) at least 51 per cent in nominal value of all the Company's issued shares.
- Only the first of the two aforementioned majorities was obtained at the AGM in respect of the Extraordinary Resolutions. In this regard, article 135 of the Companies Act (Cap. 386 of the laws of Malta) and article 97 of the Articles provides that if one of the two required majorities for the passing of an extraordinary resolution is obtained, but not both, another meeting shall be convened within thirty days to take a fresh vote on the proposed resolution, at which meeting the resolution may be passed by a member or members having the right to attend and vote at the meeting holding in the aggregate not less than seventy five per cent (75%) in nominal value of the shares represented and entitled to vote at the meeting. Alternatively, if more than half in nominal value of all the shares having the right to vote at the meeting are represented at that meeting, a simple majority in nominal value of such shares so represented shall suffice.

- Accordingly, the Meeting is hereby being convened within thirty (30) days of the AGM in order to take a fresh vote on the Extraordinary Resolutions, which is once again proposed by the Board and which may be passed in accordance with the revised majority requirements set out in the preceding paragraph.

Attendance and voting

- To be entitled to attend and vote at the Meeting (and for the Company to be able to determine the number of votes that may be cast), shareholders must be entered in the register of members maintained by Euroclear Sweden AB on 30 June 2025.
- Shareholders whose shares are registered in the name of a nominee must temporarily re-register their shares in their own name in the register of members maintained by Euroclear Sweden AB in order to be entitled to attend and vote at the Meeting. Such registration must be effected on 30 June 2025. Shareholders must therefore instruct their nominees well in advance thereof.
- To be entitled to attend and vote at the Meeting, shareholders must notify the Company of their intention to participate by mail to Raketech Group Holding P.L.C. c/o Euroclear Sweden AB, Box 191, SE-10123 Stockholm, Sweden, by phone +46 (0)8-401 43 10 (during the office hours of Euroclear Sweden AB) or by email at raketech@euroclear.com by no later than 11:59 p.m. (CET) on 30 June 2025. Such notification should include the shareholder's name, personal identification number/company registration number (or similar), address and daytime telephone number, number of shares in the Company, as well as, if applicable, details of proxies. See below for information on the processing of personal data.

Proxies

- A shareholder, who is entitled to attend and vote at the Meeting, is also entitled to appoint one or more proxies to attend and vote on such shareholder's behalf. A proxy does not need to be a shareholder. The appointment of a proxy must be in writing and its form must comply with article 88 of the Articles and:
 - a. where the shareholder is an individual, be signed by him/her; or
 - b. where the shareholder is a corporation, be signed by a duly authorised officer of the corporation.
- A proxy form is available on the Company's website: www.raketech.com/governance/general-meetings. Proxy forms must clearly indicate whether the proxy is to vote as she/he wishes or in accordance with the voting instructions sheet attached to the proxy form.
- The original signed proxy form and, where the shareholder is a corporation a certificate of registration or similar evidencing the signatory right of the officer signing the proxy form, must be received **no later than 11:59 p.m. (CET) on 30 June 2025** by Euroclear Sweden AB at Raketech Group Holding P.L.C., c/o Euroclear Sweden AB, Box 191, SE-10123 Stockholm, Sweden or by email at raketech@euroclear.com. In default of such timely receipt the proxy will not be

treated as valid. Shareholders are, therefore, encouraged to send or deliver their proxy forms (and, if applicable copies of certificates of registration or similar) as soon as possible.

- Aggregated attendance notifications and proxy data processed by Euroclear Sweden AB must be received by the Company by email at legal@raketech.com not less than 24 hours before the time appointed for the Meeting and in default shall not be treated as valid.

Right to Ask Questions

- Each shareholder (or proxy holder) shall have the right to ask questions which are pertinent and related to items on the Agenda of the Meeting to the Company Secretary by e-mail to legal@raketech.com by not later than **11:59 p.m. (CET) on 23 July 2025**. An answer to a question shall not be required in those cases specified in article 85 of the Articles (a copy of which is available on the Company's website).

Agenda

General

1. Opening of the Meeting
2. Election of Chair of the Meeting
3. Drawing up and approval of the voting list
4. Election of one or two persons to approve the minutes of the Meeting
5. Approval of the agenda
6. Determination whether the Meeting has been duly convened

Special business (ordinary resolutions)

1 Election of new members of the Board of Directors and election of new Chair of the Board of Directors

Special business (extraordinary resolutions)

1. Resolution to amend the Memorandum and Articles of Association for the purpose of introducing provisions on squeeze-out rights
2. Resolution to authorise the Company to acquire its own shares

Information on resolution proposals

Agenda item 2; Election of Chair of the Meeting

In terms of article 70 of the Articles, the Chair of the Board of Directors (Ulrik Bengtsson) shall preside as Chair of the Meeting. Should the Chair not be present at the Meeting, article 70 of the Articles will regulate the appointment of the Chair of the Meeting.

Agenda item 7; Election of new members of the Board of Directors and election of the new Chair of the Board of Directors

Ulrik Bengtsson will be stepping down from his role as Chair and Director of the Company at the end of the Meeting, and will not be seeking re-election to the role of Chair, nor to the office of Director, thereafter.

The Nomination Committee proposes to increase the number of Directors from five (5) to six (6).

The Nomination Committee further proposes to elect Kathryn Moore Baker and Magnus Alebo as new members of the Board of the Directors of the Company for the period until the end of the next annual general meeting.

It is noted that as Magnus Alebo holds an operational role within the group, he will not receive any additional remuneration for his service as a Director, in accordance with the Company's established policy.

Subject to the aforesaid proposed appointments, the Board of Directors of the Company will thereafter be composed of: Erik Skarp, Marina Andersson, Patrick Jonker, Clare Boynton, Magnus Alebo and Kathryn Moore Baker, all remaining in office until the end of the next annual general meeting.

Subject to her successful election as a Director, the Nomination Committee proposes that Kathryn Moore Baker be appointed as Chair of the Board of Directors for the period starting at the end of the Meeting until the end of the next annual general meeting of the Company.

The appointments of Kathryn Moore Baker and Magnus Alebo as Directors of the Company and of Kathryn Moore Baker as Chair of the Board of Directors shall be approved by separate ordinary resolutions.

Agenda item 8; Extraordinary resolution to amend the Memorandum and Articles of Association for the purpose of introducing provisions on squeeze-out rights

It is being proposed that the Company amends its Memorandum and Articles of Association for the purpose of introducing provisions on the exercise of squeeze-out rights where an offeror has acquired or has firmly contracted to acquire, whether directly or indirectly, shares of the Company representing ninety percent (90%) or more of the outstanding capital of the Company carrying voting rights.

The proposed amendments seek to regulate a scenario which, owing to the Company's status as a Maltese company listed on Nasdaq First North Growth Premier, is not otherwise regulated by the relevant Maltese and/or Swedish rules relating to the exercise of squeeze-out rights. This will make the Company more attractive to potential offerors, given that it will provide additional certainty as to the procedure to be followed for the exercise of squeeze-out rights.

The Board of Directors therefore proposes that the Meeting adopts the following Extraordinary Resolutions:

“(1) That the following new Clauses 43 to 49 be added to the Articles of Association of the Company, which shall read as follows:

*43. Where an Acquiror has acquired or has firmly contracted to acquire, whether directly or indirectly, Shares representing ninety percent (90%) or more of the outstanding capital of the Company carrying voting rights, either directly as a result of a Bid or through one or more acquisitions of Shares outside the context of a Bid, including through the exercise of options or warrants to receive Shares, or through any other means, the Acquiror shall have the right to require all the other shareholders of the Company (the **“Squeezed-Out Shareholders”**) to transfer all of their Shares (the **“Squeeze-Out Shares”**) to the Acquiror (the **“Squeeze-Out Right”**) for a fair price in cash (the **“Consideration”**). Any Shares held by the Company shall not be included in the calculation of the ninety percent (90%) threshold referred to above. Actions taken by any Persons Closely Related to the Acquiror are to be regarded as taken by the Acquiror.*

44. Where an Acquiror has acquired the Squeeze-Out Right following a Bid, the Consideration shall be presumed to be fair if it is equal to the consideration offered in the Bid. Where an Acquiror has acquired the Squeeze-Out Right through one or more acquisitions of Shares outside the context of a Bid, the Consideration shall be presumed to be fair if it is not lower than each of the following (in each case to be calculated from the date of the last acquisition of Shares as a result of which the Squeeze-Out Right was acquired): (a) the weighted average price of the Shares or of all transactions in Shares (as reported by the relevant Market on which they are listed) during the previous six (6) months; (b) the highest price paid and the weighted average price paid for Shares by the Acquiror (or Persons Closely Related to the Acquiror) during the previous six (6) months; and (c) ten percent (10%) below the weighted average price of the Shares within the previous ten trading days.

If any non-cash consideration was offered or paid by the Acquiror to acquire Shares (whether in the context of a Bid or otherwise), the value of the non-cash consideration shall be determined by reference to the market value of the assets or securities constituting such non-cash consideration at the time of the Bid or at the time of each relevant acquisition (as applicable).

The Consideration determined in accordance with this Article 44 shall be deemed fair, final and binding on the Squeezed-Out Shareholders, who will have no right to challenge, contest, or seek a review of the Consideration.

*45. An Acquiror may exercise its Squeeze-Out Right within ninety (90) calendar days from the acquisition of shares representing ninety percent (90%) or more of the outstanding capital of the Company carrying voting rights, by notice in writing to the Directors (the **“Squeeze-Out Notice”**) containing the following information:*

- (a) the intention to avail of the Squeeze-Out Right;
- (b) the number of shares of the Company already owned by the Acquiror;
- (c) the proposed Consideration payable by the Acquiror to each of the Squeezed-Out Shareholders; and
- (d) any other terms upon which the Squeeze-Out Right is being exercised (including the Long-Stop Date, as defined in Article 48 below).

46. Within five (5) Business Days from the receipt of the Squeeze-Out Notice, the Directors shall notify the Squeezed-Out Shareholders (through the relevant Central Securities Depository) that the Acquiror has exercised its Squeeze-Out Right (the “**Shareholder Squeeze-Out Notice**”). The Shareholder Squeeze-Out Notice shall specify the date of the Squeeze-Out Notice, the Consideration to be paid to the Squeezed-Out Shareholders and any other terms upon which the Squeeze-Out Right is being exercised (including the Long-Stop Date, as defined in Article 48 below).

47. Within five (5) Business Days from the receipt of the Squeeze-Out Notice, the Company shall also publish, on its website and in the manner typically adopted by the Company for its public announcements, a company announcement notifying the public (including the Squeezed-Out Shareholders) that the Acquiror has exercised its Squeeze-Out Right and that the Squeezed-Out Shareholders are obliged to transfer their shares to the Acquiror in accordance with the provisions of these Articles and the Shareholder Squeeze-Out Notice. A copy of the Shareholder Squeeze-Out Notice shall be annexed to the announcement.

48. Each Squeezed-Out Shareholder shall transfer their shares to the Acquiror as soon as practicable but in any event no later than forty-five (45) Business Days from the Shareholder Squeeze-Out Notice (the “**Long-Stop Date**”) and shall enter and execute all such documents as are necessary to give effect to the transfer to the Acquiror of their shares in the Company. For this purpose, and for the purpose of this Article 48, the Company:

- (a) is irrevocably appointed as the attorney of the Squeezed-Out Shareholders; and
- (b) may cause the relevant financial institution acting in its capacity as settlement agent for the Acquiror (the “**Settlement Agent**”) to irrevocably appoint the Company in writing as such Settlement Agent’s attorney;

and the attorney so appointed shall in each case be authorised to enter and execute all such documents as are necessary to give effect to the transfer to the Acquiror of the relevant shares in the Company. The aforementioned appointments shall in each case constitute an irrevocable power of attorney by way of security for the purposes of Article 1887 of the Civil Code (Chapter 16 of the laws of Malta). The Company shall have the authority to exercise the powers granted to it under this Article 48 if by the Long-Stop Date, one or more Squeezed-Out Shareholders has / have not transferred his / their shares to the Acquiror, in which case the Company shall be empowered to

execute all such documents or take any such other action as may be necessary in terms of applicable law for the relevant shares to be transferred by the Squeezed-Out Shareholder/s to the Acquiror.

49. The Consideration shall, within fifteen (15) Business Days of the Long-Stop Date, be transferred to the Settlement Agent for the purpose of crediting the Consideration to the bank or custody account last notified to the Company by the Squeezed-Out Shareholder/s

*(2) That the Company's Memorandum and Articles of Association ("**M&A**") be updated to reflect the foregoing extraordinary resolution, and any other amendments that are required in terms of law to reflect any changes that may have taken place (including in terms of applicable regulatory requirements and/or expectations) since the current version of the M&A was last approved and registered by the Registrar of Companies.*

(3) That any one director and/or the company secretary, acting singly, be and hereby is, authorised to: (i) issue a certified extract of these resolutions, (ii) sign and file the updated M&A on the Company's behalf with the Registrar of Companies, and (iii) do all things as may be necessary to give effect to these resolutions including inter alia submit any notifications and/or documents as may be necessary to the Commissioner for Inland Revenue and/or any other relevant authorities."

Majority Requirement

The resolution to authorise the Company to amend the Memorandum and Articles of Association is valid only where supported by shareholders holding not less than seventy-five per cent (75%) in nominal value of the shares represented and entitled to vote at the Meeting.

Agenda Item 9; Extraordinary resolution to authorise the Company to acquire its own shares

The purpose behind the proposed authorisation to allow the Company to acquire its own shares is in order to enable the Company, in a time-efficient manner, to: (i) use any shares acquired pursuant to the said authorisation to settle deferred payments due by it in connection with past transactions carried out by the Company and/or its subsidiaries, and (ii) promote more efficient capital usage in the Company, including by cancelling, transferring, disposing and/or otherwise using such shares following their acquisition by the Company, should the Board of Directors wish to do so at a later date.

The Board of Directors therefore proposes that the Meeting adopts the following Extraordinary Resolutions:

1. That pursuant to article 18 of the Company's Articles of Association and in terms of section 106 of the Companies Act (Chapter 386 of the Laws of Malta) (the "Act"), the Company be and is hereby authorised to acquire the following number of its own shares, fully paid-up shares subject to the limitations and conditions set out in the Act and the following terms and conditions:
2. Any acquisition of own shares shall take place exclusively on Nasdaq First North Growth Premier;
3. The authorisation may be utilised on one or more occasions before the next annual general meeting taking place in 2026, provided that the authorisation granted to the Company by virtue of this resolution shall not exceed a maximum period of eighteen months from the date hereof;
4. The Company may acquire its own shares to the extent that, at no point in time, would the Company's holding of own shares exceed twenty-five per cent (25%) of the Company's total issued share capital, and in no event may the Company repurchase more than 11,306,056.75 shares in the Company;
5. The maximum price at which shares may be repurchased shall be the lowest ask price on Nasdaq First North at the time of the relevant repurchase; and
6. The minimum price at which shares may be repurchased shall be the SEK equivalent at the date of the purchase of €0.002 per share.
7. That the Board of Directors, should it wish to do so, be authorised to cancel any of the shares acquired by the Company as set out above (up to a maximum of 11,306,056.75 shares), and that the Memorandum and Articles of Association of the Company be updated to reflect any such reduction in share capital and that any Director and/or the Company Secretary be, and hereby is, authorised to sign the updated Memorandum and Articles of Association of the Company and handle its registration with the relevant authorities. and to perform any such other act as he/she may deem necessary to give effect to these resolutions, including, inter alia, to issue certified extracts / copies of these resolutions.
8. That, without prejudice to the foregoing resolution, the Board of Directors be also authorised to transfer, dispose of and/or use the shares acquired in terms of resolution (1) above for any purpose as it deems fit."

Majority Requirement

The resolution to authorise the Company to acquire its own shares is valid only where supported by shareholders holding not less than seventy-five per cent (75%) in nominal value of the shares represented and entitled to vote at the Meeting.

Other

The Company has 45,224,227 shares issued as of the date of this Notice (one vote per share).

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Except as otherwise provided in this Notice, all supporting documentation mentioned in this Notice and a copy of the Company's proposed amendments to its Memorandum and Articles of Association are available at the Company's website (www.raketechn.com) as at the date of this Notice. Such documents will also be (a) sent to shareholders who so request and who inform the Company of their mailing address and (b) made available at the Meeting.

For information on how your personal data is processed, see the integrity policy that is available at Euroclear's website www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf.

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Malta, 16 June 2025

RAKETECH GROUP HOLDING P.L.C.

The Board of Directors

For more information, please contact:

investor@raketechn.com

About Raketechn Group

Raketechn is a leading online affiliate and content marketing company, with expertise in delivering comparison services for sports and gaming, online guides, communities, and social media products. Raketechn guides sports and gaming enthusiasts to the best possible services, while also delivering high-quality traffic and leads to its partners. Raketechn grows both organically and via acquisitions and operates its business in accordance with a clear framework for responsible affiliate marketing services. The company's shares are listed in Nasdaq First North Premier Growth Market with ticker RAKE. DNB Carnegie Investment Bank AB (publ) is the company's Certified Adviser. For more information, visit www.raketechn.com.

Attachments

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