

# Notice of Annual General Meeting in Carasent AB (publ)

**The shareholders of Carasent AB (publ) are invited to the Annual General Meeting on Monday, 20 April 2026, at 10.00 CEST in the premises of the company, Magnus Ladulåsgatan 65, 4 Tr, SE-118 27 Stockholm, Sweden.**

## **Right to participate and notice**

Shareholders who wish to participate in the meeting must:

- be recorded in the share register maintained by Euroclear Sweden AB on Friday, 10 April 2026 (temporary registration of shareholders registered with the Norwegian Central Securities Depository, Euronext Securities Oslo (formerly VPS), is made by DNB Bank ASA after notification by shareholders according to the instructions below), and
- notify the company of their intention to participate in the meeting not later than Tuesday, 14 April 2026. Notification shall be made by post to Carasent AB (publ), Nellickevägen 20, SE-412 63 Gothenburg, Sweden or by email to Svein.martin.bjornstad@carasent.com. When giving notice, the shareholder shall state name, personal or corporate registration number, address, telephone number and the number of any accompanying assistant(s) (maximum two assistants) as well as information about any proxy.

Shareholder represented by a proxy shall issue a written and dated power of attorney for the proxy. If the power of attorney is issued by a legal entity, a certificate of registration or equivalent indicating the authorized signatories of the legal entity must be enclosed. The original power of attorney and any registration certificate or equivalent shall be sent to the company at the address above well in advance of the meeting. Proxy forms are available on the company's website, [www.carasent.com](http://www.carasent.com), and will be sent by post to shareholders who so request and state their postal address.

## **Nominee registered shares**

To be entitled to participate in the meeting, a shareholder whose shares are held in the name of a nominee must, in addition to providing notification of participation, register its shares in its own name so that the shareholder is recorded in the share register on 10 April 2026. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee's procedures and in such time in advance as the nominee determines. Voting rights registrations completed by the nominee no later than 14 April 2026 will be taken into account when preparing the share register.

## **Information for shareholders registered with Euronext Securities Oslo**

Shareholders registered with Euronext Securities Oslo (formerly VPS) who are not registered with Euroclear Sweden AB, Sweden, and who wish to be entitled to vote at the General Meeting must notify DNB Bank ASA no later than 8 April 2026 at 12.00 CEST. Notification must be sent by post to DNB Bank ASA, Verdipapirservice, PB 1600 Sentrum, N-0021 Oslo, or by e-mail to [vote@dnb.no](mailto:vote@dnb.no). The notification must state name, personal or corporate identity number and number of shares. DNB Bank ASA will temporarily register the shares with Euroclear Sweden AB in the name of the shareholder. Shareholders registered with Euronext Securities Oslo must also notify the company as described above in order to be entitled to vote at the General Meeting. The General Meeting may decide that shareholders registered with Euronext Securities Oslo who have only registered with the company may participate in the general meeting without voting rights.

## **Proposed agenda:**

1. Opening of the meeting
2. Election of Chairman of the meeting
3. Preparation and approval of voting list
4. Approval of the agenda
5. Election of one or two persons to verify the minutes
6. Determination of whether the meeting has been duly convened
7. Presentation of the annual report and auditor's report, and the consolidated accounts and the auditors' report for the group
8. Resolutions
  - a. on the adoption of the income statement and the balance sheet, and the consolidated income statement and the consolidated balance sheet
  - b. on the disposition of the company's results as per the adopted balance sheet
  - c. on discharge from liability of the members of the Board of Directors and the CEO
9. Determination of the number of members of the Board of Directors and auditors
10. Determination of remuneration for the Board of Directors
11. Determination of remuneration to the auditor
12. Election of the members of the Board of Directors and auditor
  - a. Re-election of Camilla Skoog as Board member
  - b. Re-election of Henric Carlsson as Board member
  - c. Re-election of Tomas Meerits as Board member

- d. Re-election of Johan Kallblad as Board member
  - e. Re-election of Cecilia Lager as Board member
  - f. Re-election of Tomas Meerits as Chairman of the Board
  - g. Re-election of KPMG AB as auditor
13. Presentation of the Board of Directors' remuneration report for approval
  14. The Board of Directors' proposal for resolution regarding implementation of a long-term incentive scheme
  15. The Board of Directors' proposal for amendment of the articles of association
  16. The Board of Directors' proposal for a resolution
    - a. on increase of share capital through a bonus issue
    - b. on reduction of the share capital through cancellation of own shares
  17. The Board of Directors' proposal for resolution on share issue authorization
  18. The Board of Directors' proposal for resolution on authorization to acquire and transfer own shares
  19. Closing of the meeting

#### **Disposition of the company's results (item 8 b)**

The Board of Directors proposes that no dividend shall be distributed, and that the company's accumulated results shall be carried forward.

#### **The Nomination Committee's proposal (items 2 and 9–12)**

The Nomination Committee, consisting of Niclas Lindlöf (Vitruvian Partners), Anna Sundberg (Handelsbanken Fonder) and Jonas Eixmann (Second AP Fund), proposes the following:

- that Tomas Meerits is elected Chairman of the Annual General Meeting;
- that the Board of Directors shall consist of five members with no alternates;
- that the remuneration to the members of the Board, excluding remuneration for the work performed on the Board's committees, shall amount to SEK 1,590,000 in total, distributed as follows: SEK 550,000 shall be distributed to the Chairman of the Board and SEK 260,000 shall be distributed to each of the other Board members. As remuneration for work performed on a committee, the following is proposed: SEK 100,000 shall be distributed to the Chairman of the audit committee and SEK 55,000 to each of the other members of the committee. SEK 60,000 shall be distributed to the Chairman of the remuneration committee and SEK 30,000 to each of the other members of the committee;
- that the Board members Camilla Skoog, Henric Carlsson, Tomas Meerits, Johan Kallblad and Cecilia Lager are re-elected;
- that Tomas Meerits is elected Chairman of the Board;
- that the company shall have one auditor with no alternates;
- that remuneration to the auditor shall be paid in accordance with approved invoices; and
- that KPMG AB is re-elected as the company's auditor (Daniel Haglund is intended to serve as auditor-in-charge).

The proposal regarding the auditor is in accordance with the audit committee's recommendation.

The current board member Dr. Carol Wildhagen has declined re-election.

For information on the board members proposed for re-election, please refer to the company's website [www.carasent.com](http://www.carasent.com).

#### **Long-term incentive scheme (item 14)**

The Board of Directors proposes that the Annual General Meeting resolves to adopt a long-term incentive scheme for senior executives and key personnel within the company through the issue of warrants.

##### *Issue of warrants*

The Board of Directors proposes that the Annual General Meeting, with deviation from the shareholders' preferential rights, resolves on a directed issue of a maximum of 350,000 warrants of series 2026/2029, which means that the company's share capital can increase by a maximum of approximately SEK 2,419.640925.

The right to subscribe for warrants shall, with deviation from the shareholders' preferential rights, be granted to employees of the company or the group.

The warrants shall be issued at a price corresponding to an estimated market value of the warrants (option premium) using the Black-Scholes model. A preliminary calculation based on a subscription price at exercise of the warrants of SEK 30.80 per share gives a value of SEK 3.45 per warrant.

Each warrant shall entitle the holder to subscribe for one new share against payment in cash during the exercise period 7 May 2029 up to and including 7 August 2029. Payment for the share upon exercise of the warrant shall be made in cash at a subscription price corresponding to 130 percent of the average of the volume weighted price paid for each trading day according to Nasdaq Stockholm's official price list for shares in the company during the period

of 10 trading days up to and including 17 April 2026.

The Board of Directors of the company is responsible for the detailed design of the incentive program and may, in connection with the allotment of warrants, reserve the right to, *inter alia*, repurchase warrants if the participant's employment terminates or if the participant wishes to transfer the warrants.

#### *Allocation of warrants*

The offer to subscribe for warrants shall be made in lots of no more than 5,000. The offer is distributed among the employees based on the decision of the Board of Directors of the company as follows. Employees are offered minimum 1 post and maximum 20 lots (maximum 70 persons)

#### *Reasons for the deviation from shareholders' preferential rights*

The reasons for the deviation from the shareholders' preferential rights are a desire to introduce an option program whereby employees of the company are offered the opportunity to participate in an increase in the value of the company's share. This is expected to lead to an increase in the interest of the company's development, as well as the company's share price development, and continued company loyalty in the coming years is stimulated.

#### *Dilution effect*

In the event that all warrants are exercised, the number of shares will increase by 350,000, which corresponds to a dilution of a maximum of approximately 0.5 percent of the shares and votes based on the company's current number of shares before the cancellation of shares proposed in item 16 on the agenda.

#### *Previous incentive scheme*

The Annual General Meeting 2025 resolved to adopt a long-term incentive scheme for senior executives and key employees through the issue of warrants series 2025/2028. Within the scope of the incentive scheme, a total of 362,755 warrants were issued, which, if fully exercised, corresponds to a dilution of approximately 0.5 percent of the shares and votes. Subscription of the shares through exercise of the warrants of series 2025/2028 may take place during the period 7 May 2028–7 August 2028.

There are currently no other outstanding incentive programs.

#### *Costs*

Since the warrants are issued at market value, the company's assessment is that that no salary costs or social security costs will be incurred by the company as a result of the warrant program. The total costs, including costs in the form of fees to external advisors and costs for administration of the program, are estimated amounting to approximately SEK 0,1 million over the term of the program. The incentive program is expected to have a limited effect on the company's key figures.

#### *Preparation of the proposal*

The proposal for the incentive scheme has been prepared by the Board of Directors in cooperation with external expertise.

#### *Specific authorization*

The Board of Directors, or the person appointed by the Board of Directors, shall be authorized to make such minor adjustments to the above proposal as may be necessary in connection with the registration of the above resolution with the Swedish Companies Registration Office and potential Euroclear Sweden registration of the warrants.

#### *Majority requirement*

The resolution is subject to Chapter 16 of the Swedish Companies Act and requires the support of shareholders with at least nine tenths of both the votes cast and the shares represented at the meeting.

### **Amendment of the articles of association (item 15)**

The Board of Directors proposes that the Annual General Meeting resolves to amend the articles of association so that the provision regarding number of shares (§ 4) shall read "*The share capital shall be not less than SEK 500,000 and not more than SEK 2,000,000. The number of shares shall be not less than 50,000,000 and not more than 200,000,000.*"

### **Increase of share capital through a bonus issue and reduction of the share capital through cancellation of own shares (item 16)**

The Board of Directors proposes that Annual General Meeting resolves to increase the share capital through a bonus issue and to reduce the share capital with cancellation of repurchased own shares mainly as set out below. The resolutions are conditional upon each other; thus, the Board of Directors proposes that the Annual General

Meeting makes one joint resolution with respect to the proposals.

*a. Increase of share capital through a bonus issue*

To enable the proposed reduction of share capital as set out in item b., the share capital will be increased by a bonus issue of SEK 100,000 by a transfer of SEK 100,000 from the company's unrestricted equity.

The bonus issue will take place without the issuing of new shares.

Through the bonus issue, the company's share capital will total SEK 600,000 and there will be 72,324,781 registered shares, each with a quota value of approximately SEK 0.008296.

Following the resolutions under items a. and b., the company's share capital will total SEK 583,408.176515 and there will be 70,324,781 registered shares, each with a quota value of approximately SEK 0.008296.

*b. Reduction of the share capital through cancellation of own shares*

The company's share capital shall be reduced by SEK 16,591.823485 by cancellation of 2,000,000 own shares. The purpose of the reduction is to allocate means to unrestricted equity. The reduction shall be made without repayment to the company's shareholders and the shares to be cancelled consist of shares held by the company at the time of the execution of the resolution. After the reduction, the company's share capital will amount to SEK 583,408.176515 and the number of shares in the company will amount to 70,324,781 shares.

The resolution requires that the articles of association are amended.

The Board of Directors states the following as an account under Chapter 20 Section 13 Paragraph 4 of the Swedish Companies Act. A resolution to reduce the share capital in accordance with this item requires neither the approval of the Swedish Companies Registration Office nor, in disputed cases, a court of general jurisdiction, since the company simultaneously will carry out a bonus issue meaning that neither the restricted equity nor the share capital will be reduced. The effect of the Board of Directors' proposal under this item b. means that the company's restricted equity and share capital will be reduced by SEK 16,591.823485. The effect of the Board of Directors' proposal under item a. above means that the company's restricted equity and share capital will be increased by SEK 100,000 and thereby exceed the amount before the reduction. The proposed resolution to carry out the bonus issue is set out in item a. above.

The Board of Directors, or a person appointed by the Board of Directors, is authorized to make such minor adjustments to the resolution as may prove necessary in connection with registration with the Swedish Companies Registration Office and/or Euroclear Sweden AB.

**Share issue authorization (item 17)**

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors, up and until the next Annual General Meeting, on one or several occasions and with or without preferential rights for shareholders, to resolve on the issue of new shares, provided that such issue or issues may not comprise a total of more than 10 percent of the number of outstanding shares in the company as per the day of the Annual General Meeting. It shall also be possible to make such an issue resolution stipulating in-kind payment, the right to offset debt or other conditions.

The CEO shall be authorized to make such adjustments to this resolution that may be necessary in connection with the registration thereof.

**Authorization to acquire and transfer own shares (item 18)**

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors to decide on the acquisition of shares on Nasdaq Stockholm. The authorization may be exercised on one or more occasions, but not later than the date of the next Annual General Meeting. The maximum of so many shares may be acquired that the company's holding at any time does not exceed 10 percent of all shares in the company. Shares may only be acquired on Nasdaq Stockholm at a price not higher than the higher of the price of the last independent trade and the highest current independent purchase bid on Nasdaq Stockholm. Acquisitions of shares may not be made at a price lower than the lowest price at which an independent purchase can be made. The purpose of the authorization is to give the Board of Directors increased freedom of action and the opportunity to continuously adapt the company's capital structure and to enable financing of acquisitions.

The Board of Directors further proposes that the Annual General Meeting resolves to authorize the Board, during the period until the next Annual General Meeting, in a manner other than on Nasdaq Stockholm, to sell the company's own shares, as payment for or to finance acquisitions, and thus transfer shares with deviation from the shareholders' preferential rights. The transfer shall be made on market terms. Payment for the shares may be made in cash, in kind or by set-off. The authorization may be exercised on one or more occasions and covers all own shares that the company holds at any given time. The reason for the proposal and the reason why the transfer of

shares may be made with deviation from shareholders' preferential rights is to enable financing of acquisitions.

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**Number of shares and votes**

The number of shares in the company at the time of this notice amounts to 72,324,781 and the number of votes at the time of this notice amounts to 72,324,781. The company holds 5,470,476 own shares.

**Other information**

The annual report, the Board of Directors' remuneration report and all other documentation for resolutions are available at the company's office at Nellickevägen 20 in Gothenburg, Sweden, and on the company's website ([www.carasent.com](http://www.carasent.com)) no later than three weeks prior to the meeting. Moreover, the Nomination Committee's reasoned statement is available at the company's above-mentioned address, as well as on the company's website, from the date of this notice. Copies of the documentation will be sent to shareholders who so request and who inform the company of their postal address. Shareholders are reminded of their right to require information under chapter 7 section 32 of the Swedish Companies Act.

**Processing of personal data**

For information on how your personal data is processed, see the integrity policy available on Euroclear'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). If you have questions regarding our processing of your personal data, you can contact us by emailing [klara.strandberg@carasent.com](mailto:klara.strandberg@carasent.com). Carasent AB (publ)'s corporate registration number is 559478-3440 and its registered office is in Gothenburg, Sweden.

*This notice is a translation of a Swedish notice and in the event of any discrepancy between the language versions, the Swedish version shall prevail.*

Gothenburg, March 2026

**Carasent AB (publ)**

*The Board of Directors*