

## NOTICE OF ANNUAL GENERAL MEETING IN 24SEVENOFFICE GROUP AB

The shareholders of 24SevenOffice Group AB, reg. no. 559120-8870, (the "**Company**") are hereby invited to the annual general meeting on Wednesday 15 May 2024 at 3 p.m. at Baker McKenzie's premises at Vasagatan 7 in Stockholm.

### **Right to attend the annual general meeting and notice**

Shareholders who wish to attend the general meeting must:

- i. on the record date, which is Monday 6 May 2024, be registered in the share register maintained by Euroclear Sweden AB; and
- ii. notify the Company of their participation and any assistants (no more than two) in the general meeting no later than Wednesday 8 May 2024. The notification shall be in writing to Baker & McKenzie Advokatbyrå KB, Attn: Elsa Sefastsson, Box 180, 101 23 Stockholm (kindly mark the envelope "24SevenOffice AGM"), or via e-mail: [elsa.sefastsson@bakermckenzie.com](mailto:elsa.sefastsson@bakermckenzie.com). The notification should state the name, personal/corporate identity number, shareholding, share classes address and telephone number and, when applicable, information about representatives, counsels and assistants. When applicable, complete authorization documents, such as registration certificates and powers of attorney for representatives and assistants, should be appended the notification.

### **Nominee registered shares**

Shareholders, whose shares are registered in the name of a bank or other nominee, must temporarily register their shares in their own name with Euroclear Sweden AB in order to be entitled to participate in the general meeting. Such registration, which normally is processed in a few days, must be completed no later than on Monday 6 May 2024 and should therefore be requested from the nominee well before this date. Voting registration requested by a shareholder in such time that the registration has been made by the relevant nominee no later than on Wednesday 8 May 2024 will be considered in preparations of the share register.

### **Proxy etc.**

A shareholder who wishes to be represented by proxy shall issue a written and dated proxy to the proxy holder. If the proxy is issued by a legal entity, a certified copy of the registration certificate or corresponding document ("**Registration Certificate**") shall be enclosed. The proxy must not be more than one year old, however, the proxy may be older if it is stated that it is valid for a longer term, maximum five years. The proxy in original and the Registration Certificate, if any, must be submitted with the advance voting form and should be at the Company's disposal no later than on 8 May 2024.

A form proxy will be available on the Company's website [www.24sevenoffice.com](http://www.24sevenoffice.com).

### **Advance voting**

The board has resolved that the shareholders may exercise their voting rights at the general meeting by voting in advance, so called postal voting.

A special form shall be used for advance voting. The form is available on the Company's website, [www.24sevenoffice.com](http://www.24sevenoffice.com). A shareholder who is exercising its voting right through advance voting do not need to notify the Company of its attendance to the general meeting. The advance voting form is considered as the notification of attendance to the general meeting.

The completed voting form must be at the Company's disposal no later than on Wednesday 8 May 2024. The completed and signed form shall be sent to the postal address stated under "Right to attend and notification" above. A completed form may also be submitted electronically and is to be sent to [elsa.sefastsson@bakermckenzie.com](mailto:elsa.sefastsson@bakermckenzie.com). If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed to the form. The same apply for shareholders voting in advance by proxy. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote is invalid.

Further instructions and conditions is included in the form for advance voting.

### **Electronic participation**

The board has decided that shareholders who cannot attend the meeting should be able to take part in the meeting via a link. Further instructions regarding electronic participation will be sent no later than Tuesday 14 May 2024 to the shareholders who have registered their participation no later than Wednesday 8 May 2024. Note that it is not possible to vote via link, but a shareholder who does not physically attend the meeting must vote via advance voting or by proxy, see further information above under the heading "Advance voting" and under the heading "Proxy etc."

### **Proposed agenda**

1. Opening of the meeting and election of chairman of the meeting
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Election of one or two persons to certify the minutes
5. Examination of whether the meeting has been properly convened
6. Presentation of the annual report and the auditor's report and the group annual report and the group auditor's report
7. Resolution regarding
  - a. adoption of income statement and balance sheet and the group income statement and the group balance sheet
  - b. decision regarding the profit or loss of the Company in accordance with the adopted balance sheet, and
  - c. discharge from liability of the board of directors and the managing director
8. Determination of number of directors and auditors
9. Determination of fees to the board of directors and to the auditors
10. Election of the board of directors and auditors
11. Resolution regarding establishment of a nomination committee and adoption of principles for the nomination committee
12. Resolution regarding amendments of the Company's articles of association
13. Resolution regarding authorization for the board to issue shares, convertibles and/or warrants
14. Closing of the annual general meeting

### **Proposed resolutions**

#### **Item 1: Opening of the meeting and election of chairman of the meeting**

The board of directors proposes that Carl Svernlöv, attorney at law, Baker & McKenzie, is appointed as chairman of the annual general meeting.

#### **Item 7.b7.b: Resolution regarding adoption of income statement and balance sheet and the group income statement and the group balance sheet**

The board of directors proposes that all funds available for the annual general meeting shall be carried forward.

#### **Item 8-Feil! Fant ikke referanseilden.: Determination of number of directors and auditors, determination of fees to the board of directors and to the auditors and election of the board of directors and auditors**

It is proposed that the board shall consist of four directors. It is further proposed that the number of auditors shall be one registered audit firm.

It is proposed that the remuneration to the board of directors is to be SEK 130,000 in total and shall be paid to the board of directors in the following amounts:

- SEK 65,000 to the board member Staffan Herbst; and
- SEK 65,000 to the board member Karin Lindberg.

No other remuneration shall be paid to the board.

Remuneration to the auditor is to be paid according to approved invoice.

It is proposed to re-elect Staffan Herbst, Karin Lindberg and Staale Risa as directors and to elect Linda Sannesmoen as new director for the period until the end of the next annual general meeting. It is further proposed to elect Staale Risa as chairman of the board for the period until the end of the next annual general meeting, thus Staale Risa leaves his assignment as vice chairman of the board. It is noted that Karl Anders Grønland has declined re-election.

#### Further information regarding the proposed director

Name: Linda Sannesmoen

Current assignments: Board member in Karriere.no AS, head of sustainability in the Company

Previous assignments: Chairman in R-Venture AS between year 2012 and 2014

Year of birth: 1980

Direct or related person ownership in the Company: None

Further information regarding the directors proposed for re-election are available at the Company's website [www.24sevenoffice.com](http://www.24sevenoffice.com) and will also be available in the annual report for 2023.

It is further proposed to re-elect the registered audit firm RSM Stockholm AB as the Company's auditor for a period up until the end of the next annual general meeting. RSM Stockholm AB has announced that Anneli Richardsson will be the main responsible auditor.

#### **Item 11: Resolution regarding establishment of a nomination committee and adoption of principles for the nomination committee**

The shareholder R-Venture AS proposes that the annual general meeting of the Company establishes a nomination committee and adopts principles for the nomination committee as follows:

##### Establishment of nomination committee and candidates for the members of the nomination committee

The shareholder R-Venture AS proposes that a nomination committee is established at the annual general meeting and that the following persons are elected as members of the nomination committee until the end of the next annual general meeting:

- Stian Rustad, representing the shareholder ICT Group AS;
- Hans Arne Flåto, representing the shareholder R-Venture AS; and
- Snorre Realfsen, representing the shareholder Ebiz AS.

It is proposed that Stian Rustad is appointed as chairman of the nomination committee.

It is further proposed that the annual general meeting adopts the following principles for the nomination committee, to apply until further notice.

##### Principles for the nomination committee

#### **1. Role of the nomination committee**

1.1 The Company shall have a nomination committee with the task of preparing and proposing decisions to the annual, and as applicable extra, shareholders' meetings on electoral and remuneration issues and, where applicable, procedural issues for the appointment of the subsequent nomination committee. The nomination committee is to propose:

- the chairman of the annual general meeting;
- candidates for the post of chairman and other directors of the board;

- fees and other remuneration to each director;
- members of the nomination committee;
- fees to members of committees within the board;
- election and remuneration of the Company auditor; and
- as the case may be, principles for the nomination committee.

1.2 The nomination committee shall in its assessment of the evaluation of the board and in its proposal in particular take into consideration the requirement of diversity and breadth on the board and strive for equal gender distribution.

1.3 Regardless of how they have been appointed, the members of the nomination committee are to promote the interests of all shareholders of the Company.

## **2. *Members of the nomination committee***

2.1 The nomination committee shall consist of three members, of whom all shall be representatives of the Company's largest shareholders.

2.2 The annual general meeting shall appoint the members of the following year's nomination committee. for the time until the end of the following annual general meeting.

2.3 Unless otherwise agreed between the members, the chairman of the nomination committee shall be nominated by the largest shareholder by voting power.

2.4 If a member of the nomination committee resigns before the nomination committee has completed its assignment the nomination committee can, if it considers it appropriate, offer the shareholder who appointed such a member to appoint a replacement member.

2.5 If a member's connection to the shareholder he or she represents ceases, for example through termination of employment, the same shareholder shall have the right to appoint a new member to replace the former member who no longer represents the shareholder. This shall be done by sending a notification from the shareholder to the chairman of the nomination committee (or, if the chairman resigns, to another member of the nomination committee) stating the member being replaced and the new member.

## **3. *Announcement of the nomination committee members***

3.1 If a member leaves the nomination committee during the year, or if a new member is appointed, the nomination committee shall ensure that such information, including the corresponding information about the new nomination committee member, is published on the website.

3.2 A change in the composition of the nomination committee shall be published immediately.

## **4. *Proposals to the nomination committee***

4.1 Shareholders shall be entitled to propose board members for consideration by the nomination committee. The nomination committee shall provide the Company with information on how shareholders may submit recommendations to the nomination committee. Such information will be announced on the Company's website.

4.2 The chairman of the board of directors shall keep the nomination committee informed about the work of the board of directors, the need for particular qualifications and competences, etc., which may be of importance for the work of the nomination committee.

## **5. *Proposals by the nomination committee***

5.1 When preparing its proposals, the nomination committee shall take into account that the board of directors is to have a composition appropriate to the Company's operations, phase of development and other relevant circumstances. The directors shall collectively exhibit diversity

and breadth of qualifications, experience and background. The nomination committee shall further strive for equal gender distribution.

- 5.2 The nomination committee shall provide the Company with its proposals for board members in such time that the Company can present the proposals in the notice of the shareholders' meeting where an election is to take place.
- 5.3 When the notice of the shareholders' meeting is issued, the nomination committee shall issue a statement on the Company's website explaining its proposals regarding the composition of the board of directors. The nomination committee shall in particular explain its proposal against the background of the requirement to strive for an equal gender distribution. The statement is also to include an account of how the nomination committee has conducted its work. In case a resigning managing director is nominated for the position of chairman of the board of directors, the nomination committee shall specifically explain the reasons for such proposal.
- 5.4 The nomination committee shall ensure that the following information on candidates nominated for election or re-election to the board of directors is posted on the Company's website at the latest when the notice to the shareholders' meeting is issued:
- year of birth, principal education and work experience;
  - any work performed for the Company and other significant professional commitments;
  - any holdings of shares and other financial instruments in the Company owned by the candidate or the candidate's related natural or legal persons;
  - whether the nomination committee deems the candidate to be independent from the Company and its executive management, as well as of the major shareholders in the Company. If the committee considers a candidate independent regardless of the existence of such circumstances which, according to the criteria of the Swedish Code of Corporate Governance, may give cause to consider the candidate not independent, the nomination committee shall explain its proposal; and
  - in the case of re-election, the year that the person was first elected to the board.

## **6. *Account of the work of the nomination committee***

- 6.1 All members of the nomination committee, where possible, and as a minimum one of the members, shall be present at the annual general meeting.
- 6.2 The nomination committee shall at the annual general meeting, or other shareholders' meetings where an election is to be held, give an account of how it has conducted its work and explain its proposals against the background of what is provided about the composition of the board in **Feil! Fant ikke referansekinden..**. The nomination committee shall in particular explain its proposal against the background of the requirement in **Feil! Fant ikke referansekinden.** to strive for an equal gender distribution.

## **7. *Fees and Costs***

- 7.1 No fee shall be payable by the Company to any member of the nomination committee.
- 7.2 The Company shall bear all reasonable costs associated with the work of the nomination committee. Where necessary, the nomination committee may engage external consultants to assist in finding candidates with the relevant experience, and the Company shall bear the costs for such consultants. The Company shall also provide the nomination committee with the human resources needed to support the nomination committee's work.

## **8. *Confidentiality***

- 8.1 A member of the nomination committee may not unduly reveal to anyone what he/she has learned during the discharge of his/her assignment as a nomination committee member. The duty of confidentiality applies to oral as well as written information and applies also after the assignment has terminated.

- 8.2 A nomination committee member shall store all confidential materials that he/she receives by reason of the nomination committee assignment in a manner so that the materials are not accessible to third parties. After the assignment has terminated, a nomination committee member shall hand over to the chairman of the board all confidential materials that the nomination committee member has received in his/her capacity as nomination committee member and still has in his/her possession, including any copies of the materials, to the extent reasonably possible taking into account inter alia technical aspects.
- 8.3 The chairman of the nomination committee may make public statements about the work of the nomination committee. No other nomination committee member may make statements to the press or otherwise make public statements regarding the Company and the Company group unless the chairman of the board has given permission thereto.

#### **Item 12: Resolution regarding amendments of the Company's articles of association**

The board of directors of the Company proposes that the annual general meeting resolves to amend the Company's articles of association as follows:

It is proposed to introduce a new provision which enables the board to resolve that a general meeting may be held digitally. The articles of association, § 9, will thereby have the following wording (the following provisions in the articles of association are renumbered):

*"A general meeting of the shareholders is to be held at the registered office of the company. The board of directors may also resolve that the general meeting shall be held digitally in accordance with the provisions of chapter 7 section 15 of the Swedish Companies Act (2005:551)."*

It is finally proposed that the board of directors or a person appointed by the board of directors be authorized to make such minor adjustments in the above resolution that may be required in connection with the registration with the Swedish Companies Registration Office.

#### **Item 13: Resolution regarding authorization for the board to issue shares, convertibles and/or warrants**

The board of directors of the Company proposes that the annual general meeting resolves to authorize the board of directors during the period up until the next annual general meeting to, on one or more occasions, resolve to issue shares, convertibles and/or warrants, with the right to convert and subscribe for shares, respectively, with or without preferential rights for the shareholders, in the amount not exceeding ten (10) percent of the total number of shares in the Company at the time when the authorization is used the first time, to be paid in cash, in kind and/or by way of set-off.

The purpose for the board to resolve on issuances with deviation from the shareholders preferential rights in accordance with the above is primarily for the purpose to raise new capital to increase flexibility of the Company and possibility to advance the development of the Company's business or in connection with acquisitions and to diversify the shareholder base.

Issuances of new shares, convertibles or warrants under the authorization shall be made on customary terms and conditions based on current market conditions. If the board of directors finds it suitable in order to enable delivery of shares in connection with a share issuance as set out above it may be made at a subscription price corresponding to the shares quota value.

The board of directors or a person appointed by the board of directors shall be authorized to make such minor adjustments in the above resolution that may be required in connection with the registration with the Swedish Companies Registration Office.

#### **Majority requirements**

Resolutions in accordance with items 12 and 13 are valid when supported by shareholders representing at least two-thirds of the votes cast and the shares represented at the general meeting.

#### **Number of shares and votes**

The total numbers of shares and votes in the Company on the date of this notice are 67,962,772. The Company holds no own shares.

**Other**

The annual report with the auditor's report, the complete proposals, proxy form and the advanced voting form and other documents that shall be available in accordance with the Swedish Companies Act are available at the Company premises, Sveavägen 9, 111 57 Stockholm, and at the Company's website, [www.24sevenoffice.com](http://www.24sevenoffice.com), at least three weeks in advance of the general meeting and will be sent to shareholders who request it and provide their e-mail or postal address.

The shareholders are hereby notified regarding the right, at the annual general meeting, to request information from the board of directors and managing director according to Ch. 7 § 32 of the Swedish Companies Act.

**Processing of personal data**

For information on how personal data is processed in relation the meeting, see the Privacy notice available on Euroclear Sweden AB's website: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Stockholm April 2024  
**24SevenOffice Group AB**  
The board of directors