

THE BOARD'S PROPOSAL

ON A LONG-TERM INCENTIVE PROGRAM SERIES TO 7 THROUGH A DIRECTED ISSUE AND TRANSFER OF WARRANTS TO EMPLOYEES AND KEY PERSONNEL IN SENIOR POSITIONS WITHIN THE VERTISEIT GROUP

The Board proposes that the annual general meeting decides to introduce a long-term incentive program based on warrants series TO 7 for employees and key personnel in senior positions in the Vertiseit Group through (A) a directed issue of no more than 661,000 warrants, corresponding to approximately 2.2 percent of the Company's total number of outstanding shares as per the date of this notice, and (B) approval of the transfer of such issued warrants to employees and key personnel in senior positions, under the conditions specified below and otherwise approves the below-described measures for the introduction of an incentive program.

The long-term incentive program based on warrants of series TO 7 is based on the same principles as the incentive program granted at the annual general meeting in 2024 and the extra ordinary general meeting held at October 28, 2024.

(A) Issue of warrant of series TO 7

For a resolution according to point (A) above on the Board's proposal to issue no more than 661,000 warrants within series TO 7, corresponding to approximately 2.2 percent of the Company's total number of outstanding shares as per the date of this notice, the following conditions shall apply:

1. The right to subscribe to the warrants shall, with deviation from the shareholders' preferential rights, be granted to the Company's wholly-owned subsidiary In-store Experiences AB, org. no. 559316-7355 (the "**Subsidiary**"), with the right and obligation for the Subsidiary to transfer the warrants to employees and key personnel in senior positions within the Vertiseit Group. The Subsidiary shall not have the right to dispose of the warrants in any other way than as stated in the proposal under (B) below.
2. The Board shall be responsible for the detailed design and management of the incentive program within the framework of the herein specified main terms. The transfer to current and future key personnel in senior positions and other employees within the Vertiseit Group shall be made at a market value at the time of transfer, which shall be determined by an independent valuation institute, using the Black & Scholes valuation model. The warrants may be transferred after prior approval by the Board.
3. The reason for the deviation from the shareholders' preferential rights is to introduce an incentive program through which employees within the Vertiseit Group will share and work towards a positive value development of the shares in the Company during the period that the proposed program covers, and to enable the Company to retain and recruit competent and committed staff.
4. The warrants shall be issued free of charge to the Subsidiary.
5. Subscription for the warrants shall be made on a subscription list within two weeks from the date of the decision on the issue. However, the Board shall have the right to extend the subscription period.
6. Each warrant shall entitle the holder to subscribe for one (1) new class B share in the Company during the period from May 2, 2028, to May 12, 2028, or the earlier or later day that may follow from paragraph 8 in Appendix A, at a subscription price of SEK 95.00.
7. Paid surplus for shares that have been subscribed for due to new subscription shall be added to the Company's unrestricted premium fund.
8. If all warrants are utilized for subscription of shares, the Company's registered share capital will increase by SEK 33,050 (taking into account the current quota value of SEK 0.05/share and assuming that no recalibration is done according to the terms of the options), and the Company will be provided with SEK 62,795,000 in liquid funds.

9. Shares that have been subscribed for due to new subscription entitle to dividend for the first time on the record date for dividend that occurs closest after the new subscription has been registered with the Swedish Companies Registration Office and the shares have been entered into the share register at Euroclear Sweden AB.
10. The subscription price for subscribing for shares with the support of the warrant as well as the number of shares that each warrant entitles to subscribe for may be subject to adjustment according to what is stated in paragraph 8 in the terms for the warrants in Appendix A.
11. For the warrants, otherwise, the terms stated in Appendix A shall apply.

(B) Approval of transfer of warrants of series TO 7

The Board proposes that the annual general meeting approves that the Subsidiary, on one or more occasions against payment, be given the right to transfer warrants to current and future key personnel in senior positions and other employees within the Vertiseit Group to fulfil the commitments that follow from the incentive program of series TO 7, in accordance with the guidelines specified below:

1. Sub-transfer may be made to **key personnel in senior positions** in the Vertiseit Group. The maximum number of warrants that may be transferred per person in this category may not exceed 16,000 warrants and the maximum number of warrants that may be transferred in total in this category may not exceed 238,000 warrants.
2. Sub-transfer may be made to other employees in the Vertiseit Group. The maximum number of warrants that may be transferred per person in this category may not exceed 8,000 warrants and the maximum number of warrants that may be transferred in total in this category may not exceed 423,000 warrants.

Deviations from the maximum number of warrants per person may be decided by the Board.

Calculation of the market value

Transfers to current and future **key personnel in senior positions** and other employees of the Vertiseit Group shall be made at market value at the time of transfer, which shall be determined by an independent valuation institute, using the Black & Scholes valuation model.

Background and reasons for the proposal

The general meeting of the Company has for a number of years resolved on a long-term incentive programme for employees and **key personnel in senior positions** in the Vertiseit Group. The Board considers it important and in the interest of all shareholders that employees and key persons in the Vertiseit group, who are deemed to be important for the Company's continued development and growth, have a long-term interest in a good value development of the share in the Company during the period covered by the proposed incentive programme. The Board also believes that such a programme would promote the Company's ability to recruit and retain competent and committed personnel. Since the warrants are acquired by the participants at market value and require a positive development of the share price in the Company, there are no performance criteria for the exercise of the warrants.

Dilution

If fully subscribed based on all the warrants referred to in item 19, 661,000 new B-shares can be issued, which corresponds to a dilution of approximately 2.17 percent of the total number of shares in the Company, as per the date of this notice, after full subscription of all warrants, however subject to possible recalibration according to the terms of the options.

Impact on key figures and costs for the Company, etc.

The incentive program of series TO 7 has been designed in consultation with external legal and financial advisors. The Company's earnings per share are not affected by the issue of warrants since the subscribers will acquire the warrants at market value which means that the warrants are expected to entail solely marginal personnel costs for the Company. The incentive program is expected to incur certain administrative costs in connection with registration and share subscription supported by the warrants.

Preparation of the matter

The principles for the incentive program of series TO 7 have been developed by the Company's Board. The proposal has been prepared with the support of external advisors and after consultations with shareholders. The Board has then decided to present this proposal to the annual general meeting. Except for the officials who prepared the question, no employee who may be covered by the program has participated in the design of the terms.

Previous incentive programmes in the Company

In addition to the warrants proposed to be issued at this annual general meeting, the Company has four outstanding share-related incentive programmes of series TO 4, TO 5 A, TO 6 and TO 6.1 amounting to a total of 3,579,000 warrants entitling to subscription of the same number of Class B shares. The subscription price in the four incentive programmes amounts to SEK 50.00 in TO 4 (comprising 1,175,000 warrants), SEK 50.00 in TO 5 A (comprising 764,000 warrants), SEK 53 in TO 6 (comprising 640,000 warrants), and SEK 65 in TO 6.1 (comprising 1,000,000 warrants). Series TO 4 runs until May 2025, series TO 5 A runs until May 2026, series TO 6 runs until May 2027 and series TO 6.1 runs until October 2027. The full terms and conditions of the incentive programmes of series TO 4, TO 5 A, TO 6 and TO 6.1 are available on the Company's website,

Other

The Board proposes that the annual general meeting assigns the Board to make the minor adjustments in the annual general meeting's decision that may prove necessary in connection with the registration at the Swedish Companies Registration Office and connection to Euroclear Sweden AB of the warrants.

Majority requirements

The issue of warrants under the incentive program TO 7 is covered by the provisions in Chapter 16 of the Swedish Companies Act. A valid decision therefore requires that this proposal is supported by shareholders with at least nine-tenths (9/10) of both the votes cast and the shares represented at the annual general meeting.

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