

CONNECTING A WORLD OF RETAIL

CORPORATE GOVERNANCE

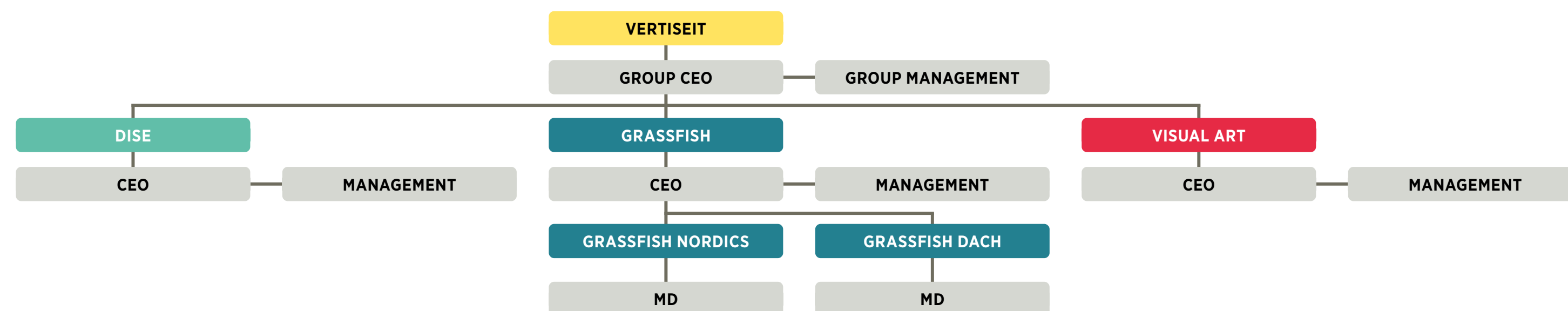
For Vertiseit, sound corporate governance is fundamental to maintaining a trust-based relationship with shareholders and other key stakeholders. The Swedish Corporate Governance Code, which the Company has applied since January 1, 2020, aims to ensure an appropriate balance between shareholders, the Board of Directors, and executive management. For Vertiseit, good corporate governance is essential for reliability, transparency, and long-term value creation, and is achieved through effective governance, control, and follow-up, combined with a clear corporate culture.

Overall structure for Corporate Governance

ARTICLES OF ASSOCIATION

According to the Articles of Association, the Company's name is Vertiseit AB (publ), and its financial year is the calendar year, January 1 to December 31. For the complete Articles of Association, which in their current form were

High-level structure for Corporate Governance



adopted at the General Meeting on March 20, 2019, see the Company's website vertiseit.com.

SWEDISH CORPORATE GOVERNANCE CODE

Corporate governance comprises the various decision-making systems through which shareholders directly and indirectly govern the Company. Corporate governance in Swedish listed companies has developed through legislation, recommendations and statements, as well as through self-regulation. The Swedish Corporate Governance Code (the "Code") is an important

component of corporate governance in Swedish listed companies.

COMPLIANCE WITH THE CODE

Vertiseit's shares are traded on Nasdaq First North Growth Market and are therefore not subject to the requirement to comply with the Swedish Corporate Governance Code. However, to clarify the Company's ambitions regarding the quality of governance, follow-up, and control, Vertiseit has chosen to apply the Code on a voluntary basis as of January 1, 2020.

The Code sets a standard for corporate governance at a higher level of ambition than the minimum requirements of the Swedish Companies Act and other regulations. The Code is based on the principle of "comply or explain." This means that the Company is not required to comply with every rule of the Code at all times but may choose alternative solutions that are deemed to better suit the circumstances in each individual case, provided that the Company openly discloses any such deviations, describes the alternative solution chosen, and explains the reasons for doing so. There are no deviations to report for the 2025 financial year.

SHARES AND SHAREHOLDERS

Vertiseit AB (publ) is a Swedish public limited liability company governed by the Swedish Companies Act, the Nasdaq First North Growth Market Rulebook for Issuers, the Code on a

voluntary basis, and the Company's Articles of Association.

The Vertiseit share is traded on Nasdaq First North Growth Market. As of December 31, 2025, Vertiseit had 2,622 shareholders according to the share register, and the total number of shares amounted to 30,333,143, of which 2,429,510 were Class A shares and 27,903,633 were Class B shares. Class A shares carry one (1) vote each, and Class B shares carry one-tenth (1/10) of a vote each. More information about the Vertiseit share and its shareholders can be found in the section "Share and Ownership Information" on page 26.

General Meeting

The General Meeting is Vertiseit's highest decision-making body and may resolve on any matter in the Company that is not expressly assigned to another corporate body. At the Annual General Meeting,

which must be held within six months of the end of the financial year, shareholders exercise their voting rights on matters such as adoption of the income statement and balance sheet, allocation of the Company's profit or loss, discharge from liability for the members of the Board of Directors and the Chief Executive Officer for the financial year, election of Board members and auditor, and remuneration to the Board and the auditor. At Annual General Meetings, at least one member of the Nomination Committee, the Company's auditor, and, to the extent possible, all other Board members and the Chief Executive Officer shall attend. In accordance with the Articles of Association, notice of a General Meeting shall be given by announcement in the Swedish Official Gazette (Post- och Inrikes Tidningar) and by making the notice available on the Company's website. At the same time, an announcement that

The external and internal frameworks for corporate governance include, among others:

External regulations	Internal regulations
The Swedish Companies Act	Articles of Association
Nasdaq First North Growth Market's rules for issuers	Board of Directors' Rules of Procedure
The Swedish Code of Corporate Governance (the Code)	Decision-making Procedure
IFRS standards	Policy regarding the composition of the board, signatory rights, authorization, and approval
EU's Market Abuse Regulation (MAR)	Quality and Environmental Certification according to ISO 9001 and ISO 14001
	Information Security Certification according to ISO 27001
	Quality Policy, Environmental Policy, Sustainability Policy, Work Environment Policy, Gender Equality Policy, Salary Policy, Privacy Policy, Code of Conduct, Code of Conduct for Suppliers, Information Policy, Finance Policy, Information Security Policy, Whistleblowing policy
	Manuals and guidelines for essential parts of the operations
	Processes for internal control and risk management

notice has been given shall be published in Dagens Industri.

Resolutions adopted at the General Meeting are disclosed after the meeting in a press release, and the minutes of the meeting are published on the Company's website.

In addition to the Annual General Meeting, Extraordinary General Meetings may be convened. The Chairman of the Board, as many Board members as possible, and the Chief Executive Officer shall attend Extraordinary General Meetings of the Company.

RIGHT TO PARTICIPATE IN THE GENERAL MEETING

All shareholders who are directly registered in the share register maintained by Euroclear five business days prior to the General Meeting are entitled to participate in the General Meeting and vote for the number of shares they hold. Shareholders may participate in the General Meeting in person or by proxy and may also be accompanied by up to two advisors.

INITIATIVES FROM SHAREHOLDERS

Shareholders who wish to have a matter addressed at a General Meeting must submit a written request to the Board of Directors. The request must normally be received by the Board no later than seven weeks prior to the General Meeting via email at generalmeeting@vertiseit.com or by mail to Vertiseit AB (publ), Attn: Board of Directors, Kyrkogatan 7, SE-432 41 Varberg.

ANNUAL GENERAL MEETING 2025

The 2024 Annual General Meeting was held on April 24 at Vertiseit's headquarters in Varberg. A total of 29 shareholders were represented at the meeting, representing 62 percent of the Company's share capital and 78 percent of the votes. The Chief Executive Officer, Deputy Chief Executive Officer, the Company's auditor, and several Board members were present at the meeting.

The Annual General Meeting resolved in accordance with the proposals of the Board of Directors and the Nomination Committee regarding:

- Adoption of the income statement and balance sheet.

- Allocation of the Company's earnings by carrying forward retained earnings of SEK 547,977,182.
- Discharge from liability for the Board members and the Chief Executive Officer.
- Determination of the number of Board members elected by the General Meeting to six members with no deputies.
- Re-election of Ann Öberg as Chair of the Board.
- Re-election of Board members Vilhelm Schottenius, Jon Lindén, Mikael Olsson, and Johanna Schottenius. Adrian Nelje declined re-election.
- Determination of unchanged Board remuneration of SEK 230,000 to the Chair and SEK 115,000 to each of the other Board members elected by the General Meeting. No remuneration shall be paid for committee work.
- Auditor's fees shall be paid in accordance with approved invoices.
- Re-election of the registered audit firm KPMG AB as auditor for the period until the end of the next Annual General Meeting. KPMG AB announced that Mikael Ekberg will continue as auditor-in-charge.
- Implementation of an incentive program with warrants for employees and key executives. Authorization for the Board of Directors to resolve on directed issues of convertible instruments and shares.

The complete minutes of the Annual General Meeting are available on the Company's website vertiseit.com.

AHEAD OF THE 2026 ANNUAL GENERAL MEETING

Vertiseit's 2026 Annual General Meeting will be held on Wednesday, April 22, at Vertiseit's headquarters at Kyrkogatan 7 in Varberg.

Key dates for the 2026 Annual General Meeting are:

- April 14 – record date for the Annual General Meeting.
- April 16 – last day for voting rights registration of shares.
- April 22 at 6:00 p.m. – the Annual General Meeting begins.

For further information regarding the 2026 Annual General Meeting, see page 71 and Vertiseit's website vertiseit.com.

Nomination Committee

The Annual General Meeting on April 24, 2025 adopted principles for the appointment of the Nomination Committee. The Nomination Committee shall consist of one representative of each of the three largest shareholders in terms of voting rights, or groups of shareholders that have formalized cooperation regarding Nomination Committee work, according to Euroclear's register as of October 31. If significant changes occur in ownership after October 31, the Nomination Committee may decide to offer a new owner a place on the Nomination Committee in accordance with the same principles. The composition of the Nomination Committee and how it can be contacted shall be disclosed on the Company's website.

The Nomination Committee is tasked with presenting proposals regarding:

- Chair of the Annual General Meeting; Board members, Chair of the Board, and auditor;
- Board remuneration, divided between the Chair and other members;
- Remuneration for work in Board committees; Auditor remuneration; and
- Nomination Committee for the next General Meeting.

In accordance with these principles, the Nomination Committee for the 2026 Annual General Meeting consists of:

- Johannes Wårdman, Chair – representing Johan Lind
- Adrian Nelje – representing himself

- Klas Karlsson – representing the Schottenius Group, Oskar Edespong, Jonas Lagerqvist, and Emil Kihlberg

Ahead of the 2026 Annual General Meeting, the Nomination Committee has held several minuted meetings and a number of informal contacts and coordination meetings in which all members have participated. The Nomination Committee has received a presentation from the Company's management regarding strategy and the Company's status and has reviewed the annual evaluation of the Board's work. Particular attention has been given to the composition of the Board and how Board members function as a group, as well as whether Board members devote sufficient time and commitment. It can be noted, among other things, that Board members have high attendance at meetings and are well prepared. The Nomination Committee has also discussed and evaluated the level of Board remuneration and compared it with remuneration levels in other comparable companies. Given the scope and complexity of the business, the Nomination Committee considers that the remuneration level should be increased, and the proposal to the Annual General Meeting is that remuneration shall amount to SEK 250,000 to the Chair (previously SEK 230,000) and SEK 125,000 to Board members (previously SEK 115,000). Information has been available on Vertiseit's website on how shareholders could submit proposals to the Nomination Committee. The Nomination Committee has not received any proposals from shareholders. Regarding the composition of the Board, the diversity policy set out in section 4.1 of the Code has been applied. The Nomination Committee's proposals to the 2026 Annual General Meeting will be presented in connection with the notice and made available on Vertiseit's website..

Board of Directors

The Board of Directors is the highest decision-making body after the General Meeting and also the highest executive body. The responsibilities of the Board are primarily governed by the Swedish Companies Act, the Annual Accounts Act, the Company's Articles of Association, guidelines from the General Meeting, and the Board's rules of procedure. In addition, the Board shall comply with the Code and Nasdaq First North Growth Market's rulebook, as well as other applicable Swedish and

foreign laws and regulations. Under the Swedish Companies Act, the Board is responsible for the Company's organization and the management of the Company's affairs.

THE BOARD'S WORK AND RESPONSIBILITIES

The Board's rules of procedure, adopted by the Board and reviewed annually, govern the allocation of work and responsibilities between the Board, its Chair, and the Chief Executive Officer. The Board also adopts instructions for its committees, instructions for the Chief Executive Officer, and instructions for financial reporting. The Board's duties include establishing strategies, business plans and budgets, interim reports, year-end accounts and annual reports, as well as adopting instructions, policies, and guidelines. The Board is also responsible for monitoring financial performance and ensuring the quality of financial reporting and internal control, and for evaluating operations based on the objectives and guidelines established by the Board.

Finally, the Board makes decisions regarding significant investments and changes in the Company's organization and operations. The Chair of the Board leads the Board's work and is responsible for ensuring that the Board fulfills its obligations in accordance with applicable laws and regulations and that the work is carried out efficiently and in accordance with the Board's rules of procedure. The Chair shall ensure that Board decisions are implemented, that the Board receives the information required to perform its duties in a timely manner, and that the Board continuously deepens its knowledge of the Company and its operations. The Chair is also responsible for ensuring that the Board's work is evaluated annually. The results of this evaluation are discussed within the Board and reported by the Chair to the Nomination Committee. The Chair represents the Board in relation to the Company's shareholders. Board members are elected annually at the General Meeting for the period until the end of the next Annual General Meeting. According to the Company's Articles of Association, the Board shall consist of not fewer than three and not more than ten members elected by the General Meeting, and not fewer than zero and not more than three deputy members.

COMPOSITION OF THE BOARD OF DIRECTORS

The Board currently consists of six ordinary members, of whom two are women and four

are men. The Chief Executive Officer and Group CEO Johan Lind, and the Deputy Chief Executive Officer and CFO Jonas Lagerqvist, attend all Board meetings. Other senior executives participate as presenters on specific matters. All Board members are considered independent in relation to the Company and its management. Three of the Board members, with the exception of Vilhelm Schottenius, Johanna Schottenius, and Carl Backman, are also independent in relation to the Company's major shareholders. Vertiseit thus complies with the requirements of Nasdaq First North Growth Market and the Code regarding the independence of Board members. For information about the composition of the Board and presentations of the Board members, see page 32.

THE BOARD'S WORK DURING 2025

According to the Board's rules of procedure, in addition to a statutory meeting, the Board shall convene at least six times per year and additionally when required. At one of these meetings, the Board shall address the Group's strategic direction, risks, and business plan. According to the rules of procedure, the Board shall also meet with the Company's auditor at least once per year without the presence of executive management, evaluate the Board's work, and evaluate the Chief Executive Officer and senior executives.

Board meetings typically begin with a discussion of the Company's operations and financial performance. Financial reports and the annual report are reviewed and approved prior to publication. Other matters discussed at Board meetings include general strategic matters, general business matters, potential acquisitions, long- and short-term objectives, HR

matters, compliance with policies and laws, and compensation models. At the final Board meeting of the year, the Chief Executive Officer and CFO present the budget for the following year. The budget is discussed and, after any adjustments, approved. The Company's CFO normally attends all Board meetings and is responsible for keeping minutes. Other members of the Company's management are invited to present matters relating to their respective areas of responsibility. During 2025, Vertiseit's Board placed particular emphasis on matters relating to the Company's long-term strategy and objectives, efficiency and increased profitability, risk management, and internal control. In 2025, the Board held eight ordinary meetings and twelve additional meetings (including per capsulam resolutions), in addition to the statutory meeting. Board members' attendance and remuneration are presented in the table below.

DIVERSITY

The Board of Vertiseit shall, as a whole, have appropriate collective competence, experience, and background for the Company's operations and to identify and understand the risks associated with the business. The objective is for the Board to consist of members of varying ages, represented by both men and women, with diverse geographic and ethnic backgrounds, complementing each other in terms of experience, education, and professional background, thereby contributing to independent and critical judgment within the Board. The Nomination Committee applies the provisions of section 4.1 of the Code regarding Board diversity. The Board elected by the General Meeting consists of two women (33%) and four men (67%). The Nomination Committee considers

it important to strive for a balanced gender distribution and regards the current composition as satisfactory.

Board Committees

AUDIT COMMITTEE

During 2025, the Audit Committee consisted of the members Mikael Olsson, Ann Öberg, and Carl Backman. Mikael Olsson serves as Chair of the Committee. The Audit Committee is responsible for monitoring the Company's financial reporting, risk management, internal control, and accounting and auditing. The Audit Committee also reviews and monitors the auditors' impartiality and independence, other services provided by the Company's auditors, and assists the Company's Nomination Committee in preparing proposals for the election of auditors. The members of the Audit Committee possess the expertise and experience in accounting, auditing, and/or risk management required to fulfill the Committee's duties. During the year, the Audit Committee held four meetings. The Board has also held meetings attended by the Company's auditors. During the year, the Committee primarily focused on financial reporting, risk monitoring, internal control, and audit matters.

REUNDERATION COMMITTEE

The Board has established a Remuneration Committee. Its responsibilities include preparing the Board's decisions on proposals for guidelines on remuneration to senior executives and any decisions to deviate from such guidelines. The Board shall prepare proposals for new guidelines at least every four years and submit them to the Annual General Meeting for approval. The

guidelines shall apply until new guidelines are adopted by the General Meeting. The current guidelines were adopted by the 2024 Annual General Meeting and apply until the 2028 Annual General Meeting. The Remuneration Committee shall also monitor and evaluate the application of the guidelines for remuneration to senior executives, as well as the Company's remuneration structures and levels. The Chair of the Board serves as Chair of the Remuneration Committee. The other members are Johanna Schottenius and Jon Lindén. All members are considered independent in relation to the Company and its management. When the Board addresses and resolves on remuneration-related matters, the Company's CEO and other members of executive management do not participate to the extent that the matters concern their own remuneration..

REMUNERATION TO THE BOARD

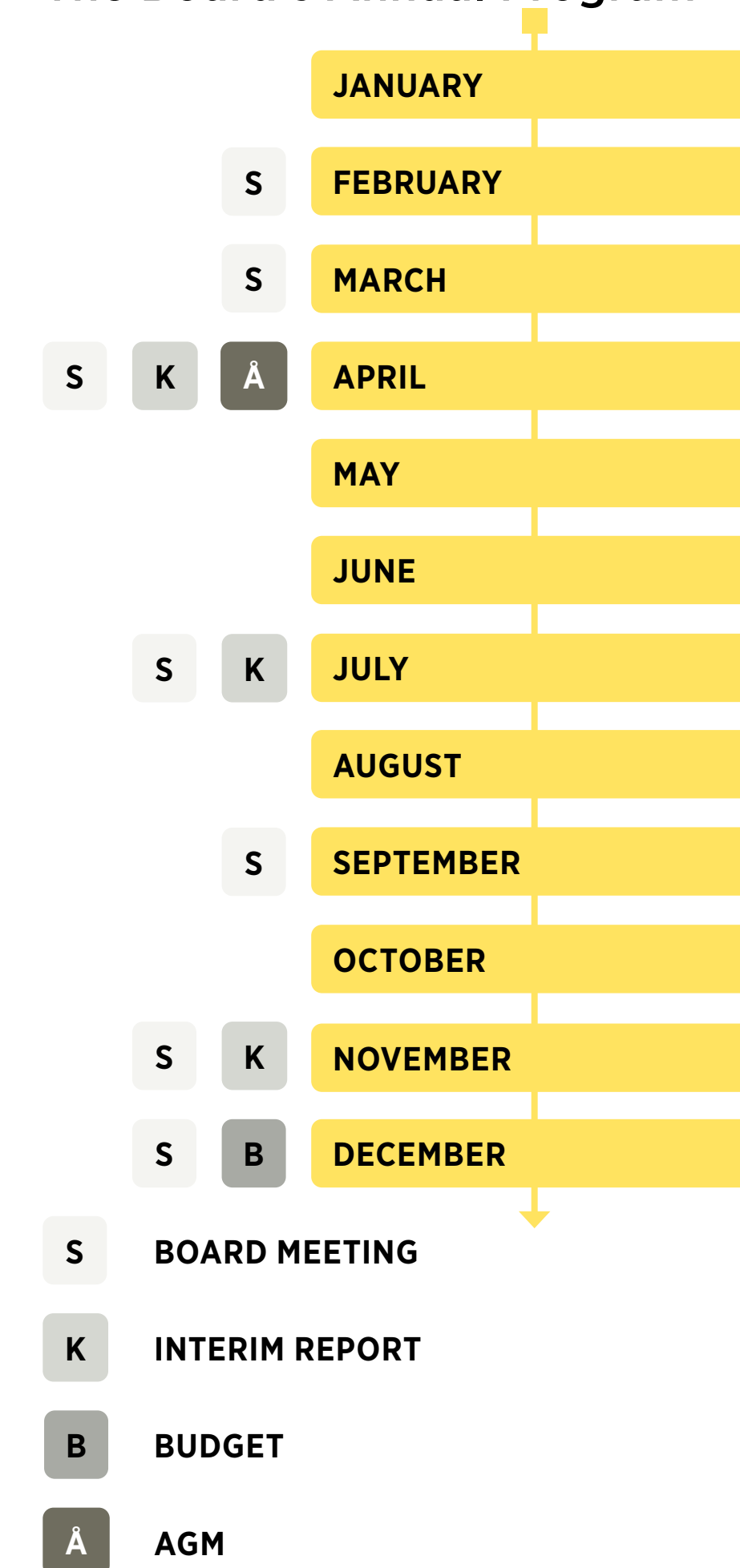
At the Annual General Meeting on April 24, 2025, it was resolved that Board remuneration would remain unchanged compared to the previous year. This meant that remuneration to the Chair of the Board amounts to SEK 230,000 and remuneration to each of the other Board members elected by the General Meeting amounts to SEK 115,000. No remuneration shall be paid for committee work. The total remuneration to Board members elected by the General Meeting thus remains unchanged at SEK 805,000, including committee work.

Ahead of the 2026 Annual General Meeting, the Nomination Committee has proposed that Board remuneration be increased to SEK 250,000 for the Chair and SEK 125,000 for Board members. The total proposed remuneration amounts to SEK 875,000.

CEO and senior executives

The Chief Executive Officer reports to the Board of Directors. The CEO's responsibilities are governed by the Swedish Companies Act, the Annual Accounts Act, the Company's Articles of Association, guidelines from the General Meeting, the CEO instruction, and other internal policies and instructions adopted by the Board, as well

The Board's Annual Program



Board member	Appointed	Born	Board meetings	Audit committees	Remuneration committees	Independent to the company	Independent to major shareholders	Total remuneration
Ann Öberg (chair)	2023	1974	8 (8)	3 (4)	1 (1)	Yes	Yes	230 000
Vilhelm Schottenius	2009	1956	8 (8)	-	-	Yes	No	115 000
Jon Lindén	2019	1974	7 (8)	-	-	Yes	Yes	115 000
Johanna Schottenius	2020	1981	8 (8)	-	-	Yes	No	115 000
Mikael Olsson	2019	1963	8 (8)	4 (4)	1 (1)	Yes	Yes	115 000
Adrian Nelje	2008	1984	8 (8)	4 (4)	1 (1)	Yes	No	115 000
Carl Backman (from October)	2024	1971	2 (2)	-	-	Yes	No	-

as other applicable Swedish and foreign laws and regulations. In addition, the CEO shall comply with the Code and Nasdaq First North Growth Market's rulebook. Under the Swedish Companies Act, the CEO is responsible for the day-to-day management in accordance with the Board's guidelines and instructions. The CEO shall also take the necessary measures to ensure that the Company's accounting is carried out in accordance with law and that the management of funds is conducted in a satisfactory manner. The division of responsibilities between the Board and the CEO is set out in the CEO instruction. The CEO is responsible for operational management and for implementing decisions made by the Board. The CEO shall also ensure that matters to be addressed by the Board are prepared and presented in accordance with applicable legislation, the Articles of Association, and internal instructions. Furthermore, the Chair of the Board shall be continuously informed of the Company's operations, results, and financial position, as well as other events, circumstances, or conditions that may be relevant to the Board or shareholders. The CEO and senior executives are described in more detail in the section "Executive Management" on page 33.

Vertiseit's Executive Management consists of the CEO and Group CEO, Deputy CEO and CFO, and CTO. The Extended Management Team includes an additional nine senior executives. In total, the management team consists of nine men and three women. The members of management hold the following positions:

- Johan Lind, CEO, Group CEO, and Co-founder
- Jonas Lagerqvist, Deputy CEO and Chief Financial Officer
- Oskar Edespong, Chief Technical Officer and Co-founder
- Emil Kihlberg, Head of Business Development
- Roland Grassberger, Chief Strategy Officer
- Lisa Spjut, Head of IXM Grid
- Monika Lindquist, Chief Marketing Officer
- Sandra Malmberg, HR Manager
- Marco Burkhardtsmayer, Chief Experience Manager, Grassfish
- Sebastian Kryh, CEO, Dise
- Anders Henricson, CEO, Grassfish
- Pontus Meijer, CEO, Visual Art

GUIDELINES FOR COMPENSATION TO SENIOR EXECUTIVES

All senior executives receive a fixed salary. Apart from the incentive programs described on page 39, in which senior executives are offered participation on the same terms as other employees, no variable compensation is paid. Pension benefits are provided in accordance with the applicable guidelines for remuneration to senior executives. Other benefits may include, for example, company car, health insurance, and occupational health services. The notice period, with entitlement to salary during the notice period, is a maximum of six months. No additional severance pay is granted. Senior executives in the Vertiseit Group include the 12 individuals comprising the Executive Management and the Extended Management Team.

The 2024 Annual General Meeting adopted guidelines for remuneration to senior executives, applicable until the 2028 Annual General Meeting. These guidelines cover the Chief Executive Officer and other senior executives in the Company. The guidelines apply to remuneration agreed, and changes made to already agreed remuneration, after their adoption by the 2024 Annual General Meeting.

The purpose of the guidelines for remuneration to senior executives is to ensure that Vertiseit can attract, recruit, motivate, and retain qualified employees with the expertise and experience required to achieve Vertiseit's operational objectives, and to ensure that management maintains the appropriate focus. Compensation shall be market-based and competitive, considering the conditions in the markets in which Vertiseit operates. The structure of compensation shall motivate senior executives to maximize shareholder value.

FORMS OF COMPENSATION

Remuneration to senior executives may consist of a fixed component (fixed base salary), pension benefits, and other benefits. These components shall provide a well-balanced compensation structure reflecting individual competence, responsibility, and performance, both in the short and long term, as well as Vertiseit's overall performance.

The General Meeting may, in addition and irrespective of these guidelines, resolve on share-

based or share price-related compensation, such as incentive programs. The purpose of such programs shall be to increase shareholder value by promoting and encouraging the Executive Management's engagement in the Group's development. Senior executives, including the CEO, shall be entitled to defined contribution pension provisions of up to 30 percent of the fixed annual cash salary. In addition to these pension contributions, senior executives may allocate salary for additional pension contributions, provided that such arrangements are cost-neutral for Vertiseit.

Vertiseit may offer other benefits to senior executives in accordance with local market practice. Such benefits may include, for example, occupational health services, company car, or similar. The total of severance pay and salary during the notice period for senior executives may not exceed twelve (12) months' salary.

SALARIES AND EMPLOYMENT TERMS FOR EMPLOYEES

In preparing the Board's proposal for these remuneration guidelines, salary and employment conditions for the Company's employees have been considered by including information on total compensation, compensation components, and the development and rate of increase in compensation over time as part of the Remuneration Committee's and the Board's decision-making basis when assessing the reasonableness of the guidelines and the limitations arising from them.

DEVIATIONS FROM THE GUIDELINES

The Board of Directors may temporarily deviate, in whole or in part, from the above guidelines for remuneration to senior executives if, in individual cases, there are special reasons and such deviation is necessary to safeguard the Company's long-term interests, including its sustainability, or to ensure the Company's financial viability. If the Board deviates from the guidelines, this shall be disclosed at the next Annual General Meeting.

Auditor

At the Annual General Meeting on April 24, 2025, KPMG AB was appointed as the Company's auditor. The auditor-in-charge is Mikael Ekberg. The auditor shall examine the Company's annual report and accounting records, the consolidated financial statements, and the relationships between the

parent company and its subsidiaries, as well as the administration of the Board of Directors and the Chief Executive Officer. After each financial year, the auditor shall submit an audit report to the Annual General Meeting. According to the Company's Articles of Association, the Company shall have no fewer than one and no more than two auditors. For auditor remuneration, see Note 7. In connection with the Board's approval of the 2025 year-end accounts, the Board reviewed and received a report from the Company's external auditors. On this occasion, the Board also met with the auditors without the presence of the Chief Executive Officer or other members of executive management.

Risk Management and Internal Control

The Group's finance function collaborates with the Group's operational units to identify and evaluate financial and operational risks. Risk management relating to operations, where the key risks concern quality and environmental matters, is continuously monitored within governance processes, as well as through internal and external ISO audits. Both operational and financial risks are monitored through internal self-assessments and followed up by the Audit Committee. Parts of these self-assessments are also reviewed by the Company's external auditors. The overall objective of the finance function is to ensure that financial risks are optimized to a risk level, within the framework of the Board's risk mandate, that provides shareholders with a satisfactory return. Risk management is handled by the Group's finance function in accordance with guidelines adopted by the Board. Vertiseit's risk management process is also integrated into the preparation of the annual business plan, which includes an analysis of trends, business opportunities, and risks, enabling assessment and rapid response to changing conditions. For more information on risks and risk management, see "Risks and Risk Management" on page 25.

INTERNAL AUDIT

The Board has decided not to establish a separate internal audit function, as the Company considers that its operational system, with regard to risk and quality, and the finance function, together with oversight by the Audit Committee, with regard to

financial internal control, provide sufficient control and follow-up. The need for a separate internal audit function is assessed annually by the Board.

POLICIES

The Company has established a number of policies and governing documents that are approved annually by the Board. Both policies and governing documents are managed within the Company's management system. Policies adopted and approved by the Board include, among others:

- Quality Policy
- Environmental Policy
- Work Environment Policy
- HR Policy
- Privacy Policy
- Code of Conduct
- Supplier Code of Conduct
- Information Policy
- Finance Policy
- Remuneration Policy
- Travel Policy
- Whistleblower Policy
- Information Security Policy
- Corporate Assets Policy

INTERNAL CONTROL AND RISK MANAGEMENT RELATED TO FINANCIAL REPORTING

The Board of Directors and the Chief Executive Officer are ultimately responsible for ensuring that internal controls are developed, communicated to, and understood by the employees who implement the individual control structures, and that these control structures are monitored, executed, updated, and maintained. Officers at each level are responsible for ensuring that internal controls are established within their respective areas and that these controls achieve their intended effect.

The process for internal control, risk assessment, control structures, and monitoring related to financial reporting has been designed to ensure reliable overall and external financial reporting in accordance with IFRS, applicable laws and regulations, and other requirements applicable to companies listed on Nasdaq First North Growth Market. This work involves the Board of Directors, senior executives, and other employees. The manner in which the Board monitors and ensures the quality of internal control is documented in the Board's adopted rules of procedure and in the instructions for the Audit Committee.

Operations are conducted in accordance with established processes designed to meet Vertiseit's requirements for internal control. Process owners, together with other employees, have clearly

defined roles and responsibilities, as well as clear guidance in the form of policies, processes, and strategies necessary to achieve operational objectives. Self-assessments are conducted to evaluate the status and effectiveness of risks and controls associated with these processes. This work is governed within the framework of the Company's ISO system. Internal self-assessments, together with the Company's external ISO audits, are used to obtain an overall view in connection with the evaluation and improvement of the risk management system.

The self-assessments are reviewed and evaluated by the finance function, the auditors, and the Audit Committee to ensure proper risk management and reporting. Compliance reports from external ISO audits are presented to the Audit Committee, the Board of Directors, and the Chief Executive Officer. The Chief Executive Officer and senior executives are responsible for controls within the operational activities. Overall responsibility for the evaluation and improvement of the risk management system is shared among the CEO, senior executives, the Audit Committee, and the Board of Directors. In addition, Vertiseit's external auditors review the Group's internal controls as part of their annual audit.



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WE STAND UP FOR WHAT WE BELIEVE AND DARE TO CHALLENGE OURSELVES AND OUR CUSTOMERS. MOVING FROM WORDS TO ACTIONS, CREATING EXTRAORDINARY RESULTS.

BOARD



ANN ÖBERG

Board Chair

Ann Öberg holds a PhD in economics with extensive experience from expert positions at the Ministry of Finance, the National Institute of Economic Research, and the Fiscal Policy Council. She has served as the Chief Economist for both the Confederation of Swedish Enterprise and Svenska Handelsbanken, has experience from Klarna, and is currently the CEO of Almega. Ann Öberg is considered independent in relation to the Company, its management, and major shareholders. Board member since 2023, Board Chair since 2024.

SHAREHOLDING IN VERTISEIT

2,800 B-shares

OTHER ASSIGNMENTS

Lannebo (Öhman), Member
Ratio, Member
Wellstreet, Member
IIES (Institute for International Economic Studies), Member



VILHELM SCHOTTENIUS

Board Member

Vilhelm Schottenius was born in 1956. He is an educated economist, a serial entrepreneur, and a professional board member with experience from starting and developing several successful companies. Vilhelm Schottenius is considered independent in relation to the Company and its management, but not in relation to major shareholders. Board member since 2009, Board Chair during the years 2019-2023.

SHAREHOLDING IN VERTISEIT

421,172 A-shares and 1,050,925 B-shares

OTHER ASSIGNMENTS

Provobis Holding AB, Chair
RCL Holding Aktiefbolag, Chair
Interactive Security International AB, Chair
Schottenius Invest AB, Chair
Schottenius Holding AB, Chair
Schottenius & Partners AB, Member
Partner Fondkommission AB, Member
Golfstore Group Ek förening, Member
Doklet AB, Member



JOHANNA SCHOTTENIUS

Board Member

Johanna Schottenius was born in 1981 and holds a master's degree in economics from the School of Business, Economics and Law at the University of Gothenburg. She has experience from the retail sector and has worked globally within IKEA, including as All Channel Experience Manager. Johanna has also worked as a management consultant and is currently the CEO of Schottenius & Partners AB. Johanna Schottenius is considered independent in relation to the Company and its management, but not in relation to major shareholders. Board member since 2020.

SHAREHOLDING IN VERTISEIT

No holdings

OTHER ASSIGNMENTS

Björn Borg AB, Chair
Whistleblowing Solutions AB, Member
BWH Hotel Group AB, Member
Halland Invest AB, Member



JON LINDÉN

Board Member

Jon Lindén was born in 1974 and has a high school education. He is a serial entrepreneur within the tech sector with a background as one of the co-founders of Procera Networks (now Sandvine). Currently, Jon is the CMO and a co-owner of Ekkono Solutions AB, which develops Edge Machine Learning software. Jon has extensive experience in sales, business development, and leadership for high-tech product companies. Jon Lindén is considered independent in relation to the Company, its management, and major shareholders. Board member since 2019.

SHAREHOLDING IN VERTISEIT

4,000 B-shares

OTHER ASSIGNMENTS

Ride My Bike AB, Member/CEO
Ekkono Solutions AB, Member



MIKAEL OLSSON

Board Member

Mikael Olsson was born in 1963 and holds a degree in economics from the University of Gothenburg. He has previous experience as a certified auditor and tax consultant at KPMG, and as an Investment Manager at Amplico Capital. Currently, he is the CEO of Nordanland AB and Nordanland Investment AB. Mikael Olsson is considered independent in relation to the Company, its management and major shareholders. Board member since 2019.

SHAREHOLDING IN VERTISEIT

34,200 B-shares

OTHER ASSIGNMENTS

Nordanland Fastigheter AB, Member
Nordanland Investment i Väst AB, Member/CEO
Nordanland Finans Nr. 1 AB, Member/CEO
Nordanland Finans Nr. 2 AB, Member/CEO
K M Olsson Investment AB, Member
Solverandan AB, Member
KMO Kapitalförvaltning AB, Member/CEO



CARL BACKMAN

Board Member

Carl Backman is CEO of Bonnier Capital and brings extensive experience in managing both listed and unlisted investments in small and medium-sized growth companies across various industries, including SaaS, digitalization, and technology services.

Since 1998, Carl has held various roles as an investor and owner. He previously served as CEO of the family-owned investment company JCE-Group. Carl has also worked as Investment Director at Fouriertransform, owned by the Swedish state, and was formerly CEO of the listed investment company Bure Equity AB..

SHAREHOLDING IN VERTISEIT

No holdings

OTHER ASSIGNMENTS

Rider Avenue Invest AB, Member

GROUP MANAGEMENT



JOHAN LIND

CEO / Co-founder

Johan has a high school degree, and has studied independent courses within marketing and economics. He has solid experience from retail, both as employee and entrepreneur. Johan co-founded Vertiseit in 2008 and has been the company's CEO ever since. Furthermore, Johan has extensive experience as an advisor and board member in both public and private activities. Employed, and in current role, since 2008.

SHAREHOLDING IN VERTISEIT

682,617 A-shares, 1,313,467 B-shares and 32,000 warrants

OTHER ASSIGNMENTS

Styrelseakademien Halland, Member



JONAS LAGERQVIST

Deputy CEO / CFO

Jonas Lagerqvist was born in 1980 and holds a degree in finance from the School of Business, Economics and Law at the University of Gothenburg. He has also completed the GEM - Joint Management Program at SSE Executive Education, Stockholm School of Economics. Furthermore, he has undertaken several internal and external leadership courses through Handelsbanken. Employed, and in his current role, since 2019.

SHAREHOLDING IN VERTISEIT

269,910 A-shares, 712,292 B-shares and 48,000 warrants

OTHER ASSIGNMENTS

Ferrum AB, Member
Subbe Fyr AB, Member
Kristin Lagerqvist AB, Dpt. Member



OSKAR EDESPONG

CTO / Co-founder

Oskar Edespong, born in 1983, is educated in computer engineering at Chalmers University of Technology in Gothenburg. He has been engaged in system development as a consultant since high school through his own company. Oskar has also worked with system development at Ringhals and Mötesplatsen during his studies at Chalmers University of Technology. Oskar co-founded Vertiseit along with CEO Johan Lind and board member Adrian Nelje. Employed, and in his current role, since 2008.

SHAREHOLDING IN VERTISEIT

344,094 A-shares, 758,283 B-shares and 33,954 warrants

OTHER ASSIGNMENTS

Account i Varberg AB, Member



ROLAND GRASBERGER

Chief Strategy Officer

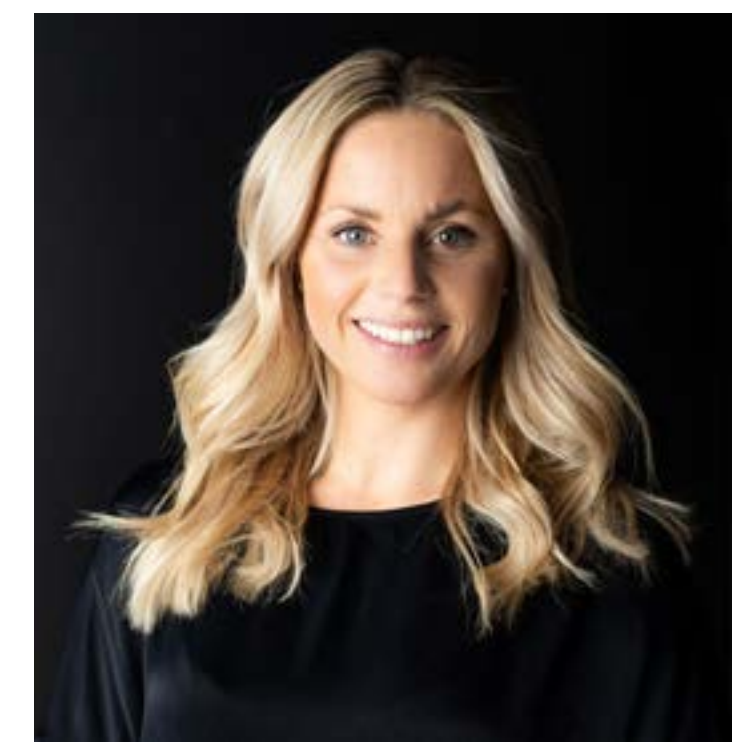
Roland Grassberger, born in 1963, studied Computer Science at the Technical University of Vienna. He has been working at Vertiseit since 2021. Since 2005, Roland has been the Managing Director at Grassfish Marketing Technologies GmbH, which was acquired by Vertiseit in 2021. At Grassfish Marketing Technologies, Roland has served as CEO since 2005. Before founding Grassfish, Roland had co-founded several tech companies in Austria. Employed, and in his current role, since 2021.

SHAREHOLDING IN VERTISEIT

550,000 B-shares and 24,000 warrants

OTHER ASSIGNMENTS

No other assignments



SANDRA MALMBERG

HR manager

Sandra Malmberg, born in 1989, holds a bachelor's degree from the Labor Studies Program at the University of Gothenburg and has additionally studied behavioral science at Linköping University. She has solid experience in HR, most recently as HR Manager at Eugin Sweden AB, which operates several IVF clinics in Sweden. Previously, she has also worked as an HR Partner at MQ. Employed, and in her current role, since 2022.

SHAREHOLDING IN VERTISEIT

32,000 warrants

OTHER ASSIGNMENTS

No other assignments



MONIKA LINDQUIST

CMO Vertiseit

Monika Lindquist, born in 1985, has experience in strategic marketing within both B2B and B2C. She served as CMO at Visual Art from 2019 and contributed to the company's global growth prior to Vertiseit Group. She holds a Bachelor's degree in Psychology, as well as studies in Management Accounting and Financial Accounting from Umeå University, and has completed a program in Strategic Market Communication at Berghs School of Communication. Monika is also an angel investor and advisor within the startup sector and lectures in growth marketing at IHM Business School. Employed since 2019 and in her current role since 2024.

SHAREHOLDING IN VERTISEIT

3,671 B-shares and 24,000 warrants

OTHER ASSIGNMENTS

Elice Invest AB, Chair
Ron Sjöblom AB, Member

All holdings are reported as of March 31, 2026.

GROUP MANAGEMENT



EMIL KIHMBERG

Head of Business Development

Emil Kihlberg, born in 1992, attended the technology program at Peder Skrivare's School. He has been working at Vertiseit since 2011. Through various positions, from project manager to leadership roles within the company, he has gained a comprehensive perspective on the company's operations. Emil is the Business Development Manager for Vertiseit and also leads the Grassfish Consulting business, focusing on developing and refining solutions based on customer business and operational needs. Employed since 2014, and in his current role since 2023.

SHAREHOLDING IN VERTISEIT

29,100 A-shares, 141,404 B-shares and 40,000 warrants

OTHER ASSIGNMENTS

No other assignments



LISA SPJUT

Head of IXM Grid

Lisa Spjut, born in 1986, holds a Master of Science in Business and Economics from Lund University with a specialization in mathematics. She has extensive experience leading high-performing teams and projects at companies such as Polestar, Zettle, and Klarna. Employed and in her current role since 2024.

SHAREHOLDING IN VERTISEIT

8,000 warrants

OTHER ASSIGNMENTS

No other assignments



MARCO BURKHARDTSMAYER

CXO Grassfish

Marco, born in 1981, is a recognized specialist in customer experience within retail and was named a Top Retail Expert in 2025. With his expertise in AI, he has played a key role in the development of several generative AI applications in retail. In 2010, he founded MuSe Content, which together with Stoked AI was acquired by Vertiseit in 2025. Marco holds a diploma in Business Administration from the University of Hamburg and has completed courses in AI at both Harvard and MIT. Employed and in his current role since 2025.

SHAREHOLDING IN VERTISEIT

94,581 B-shares

OTHER ASSIGNMENTS

No other assignments



SEBASTIAN KRYH

CEO Dise

Sebastian Kryh, born in 1981, has an MSc in Engineering with a specialisation in electrical engineering from Chalmers University of Technology. Furthermore, Sebastian has participated in numerous internal and external leadership training programs through Stena Metall AB and Bankgirot. He worked as a controller and deputy program manager at Stena Metall during the implementation of Six Sigma from 2007 to 2011, as a management consultant at SEB from 2011 to 2013, and in leading positions at Bankgirot from 2013 to 2017 before retraining as a Key Account Manager through Evidente AB from 2018 to 2019. Employed since 2019, and in his current role since 2021.

SHAREHOLDING IN VERTISEIT

5,039 B-shares and 16,000 warrants

OTHER ASSIGNMENTS

No other assignments



ANDERS HENRICSON

CEO Grassfish

Anders Henricson, born in 1971, holds a technical upper secondary education along with numerous additional trainings in leadership and business development. He brings over 30 years of experience in the retail industry, primarily from Nilson Group, Vagabond, and IKEA. He has been employed by Vertiseit and has held his current position since 2024.

SHAREHOLDING IN VERTISEIT

3,000 B-shares and 16,000 warrants

OTHER ASSIGNMENTS

Henricson 0306 AB, Member



PONTUS MEIJER

CEO Visual Art

Pontus Meijer, born in 1974, holds an engineering degree from Chalmers University of Technology. He has extensive experience, with over 15 years in the industry. Pontus has held various roles at Visual Art since 2014 and has served as the company's CEO since 2019.

SHAREHOLDING IN VERTISEIT

8,000 warrants

OTHER ASSIGNMENTS

No other assignments

AUDITOR'S REPORT ON THE CORPORATE GOVERNANCE STATEMENT

To the general meeting of the shareholders in Vertiseit AB (publ), corporate identity number 556753-5272.

ENGAGEMENT AND RESPONSIBILITY

We have audited the corporate governance statement for the year 2025 on pages 27-30. It is the Board of Directors who is responsible for the corporate governance statement and that it has been prepared in accordance with the Annual Accounts Act.

THE SCOPE OF THE AUDIT

We conducted our audit with guidance of FAR's auditing standard RevR 16 *The auditor's examination of the corporate governance statement*. That standard requires that we have planned and performed the audit to obtain reasonable assurance that the corporate governance statement is free of material misstatements. We believe that our audit procedures provide a reasonable basis for our opinions.

OPINION

A corporate governance statement has been prepared. It is consistent with the annual accounts and the consolidated accounts and is in accordance with the Annual Accounts Act.

Göteborg on the date that appears on our electronic signature

KPMG AB

Mikael Ekberg

Authorized Public Accountant

CONNECTING A WORLD OF RETAIL

Vertiseit is a leading Retail Tech platform company in Europe. Through the subsidiaries Dise, Grassfish and Visual Art, the group offers SaaS platforms for Digital In-store and related consulting services. The company's customers consist of global brands and retailers who use the company's products and services. This enables a seamless customer journey by connecting the digital and physical meeting for a strengthened customer experience.