



# Notice of Annual General Meeting in Eniro Group AB (publ)

Welcome to the Annual General Meeting of Eniro Group AB (publ), reg. no. 556588-0936, (“Eniro” or the “Company”) on May 22, 2026 at 11.00 a.m. at Gårdsvägen 6 in Solna. Registration for the meeting begins at 10.30 a.m.

## Participation

Shareholders wishing to attend the meeting shall:

- be entered in the share register maintained by Euroclear Sweden AB as per the record date on May 13, 2026, and
- notify the Company of their intention to attend the meeting no later than on May 18, 2026.

Notification can be made by post to Eniro Group AB, "Annual General Meeting", Box 4085, 169 04 Solna or by e-mail to [bolagsstamma@eniro.com](mailto:bolagsstamma@eniro.com). The notification must state the name, personal or corporate identity number, address, telephone number, shareholding to be represented at the AGM and the number of advisors, if any.

Shareholders whose shares are registered in the name of a nominee (in a custody account with a bank or other nominee) must, in addition to giving notice of their intention to participate in the meeting as described above, request the nominee to temporarily register the shares in the shareholder's own name in the share register (so-called voting rights registration), as per the record date on May 13, 2026 in order for the shareholder to be entitled to participate in the meeting and contacts with the bank/nominee shall be made well in advance. The nominee may register voting rights retrospectively, provided this is done no later than on May 18, 2026 in order for it to be taken into account when the share register is drawn up.

## *PROXY AND POWER OF ATTORNEY FORMS*

Shareholders attending by proxy must present a written and dated power of attorney signed by the shareholder at the Annual General Meeting. Such proxy is valid for a maximum of one (1) year from the date of issue, unless a longer period of validity, not exceeding five (5) years from the date of issue, is specified in the proxy. If the power of attorney is issued by a legal entity, a certificate of registration or equivalent authorization document shall be attached to the power of attorney. A copy of the power of attorney and any other authorization documents should also be sent to the Company at the above postal or e-mail address in good time before the meeting. A proxy form is available on Eniro's website, [www.enirogroup.com](http://www.enirogroup.com) and can also be ordered by contacting the Company.

## *PERSONAL DATA*

Personal data relating to shareholders obtained from the share register, notification of attendance at the meeting and information on proxies and advisors will be used for registration, drawing up the voting list for the meeting and, where applicable, in the minutes of the meeting. Personal data is processed in accordance with the General Data Protection Regulation (Regulation (EU) 2016/679 of the European Parliament and of the Council). For further information on the Company's processing of personal data and your rights, please refer to the Company's website [www.enirogroup.com](http://www.enirogroup.com) under “Privacy Policy”.

## **Proposal for the agenda**

1. Opening of the meeting
2. Election of the Chairman of the General Meeting
3. Establishment and approval of the voting list
4. Approval of the agenda
5. Election of two persons to verify the minutes of the meeting
6. Examination of whether the meeting has been duly convened
7. Speech by the Managing Director
8. Chairman's report on the work of the Board in 2025
9. Presentation of the annual report and the auditor's report, the consolidated financial statements and the auditor's report on the consolidated financial statements (including the group's sustainability reporting), and the auditor's opinion on whether the guidelines for remuneration to senior executives have been complied with
10. Resolution on the adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet
11. Resolution on the appropriation of the Company's profit or loss according to the adopted balance sheet and the adopted consolidated balance sheet
12. Resolution on discharge from liability for the members of the Board of Directors and the Managing Director for the period covered by the accounts
13. Resolution on the number of members of the Board of Directors to be elected by the General Meeting and the number of auditors
14. Resolution on fees for members of the Board of Directors and auditors
15. Election of Board members and Chairman of the Board
16. Election of auditors
17. Submission and approval of remuneration report and remuneration guidelines
18. Resolution to amend the Articles of Association
19. Resolution to consolidate the Company's shares
20. Resolution to authorize the Board of Directors to decide on the repurchase of the Company's own shares
21. Closure of the meeting

## **Proposed resolutions**

### **Item 2 - Election of the Chairman of the General Meeting**

Eniro's Nomination Committee for the 2026 Annual General Meeting consists of Umut Akpınar, Chairman of the Nomination Committee, (appointed by Azerion Sverige AB), Mats Gabrielsson (appointed by B.O. Intressenter AB), Thomas Krishan (own holding) and Fredric Forsman (Chairman of the Board of Eniro).

The Nomination Committee proposes that the Chairman of the Board, Fredric Forsman, or, if he is unable to attend, the person designated by the Nomination Committee, be elected Chairman of the Meeting.

### **Item 11 - Resolution on the appropriation of the Company's profit or loss according to the adopted balance sheet and the adopted consolidated balance sheet**

The Board of Directors proposes that the Annual General Meeting allocates the Company's profit in accordance with the Board's proposal in the annual report. The Board of Directors proposes that a dividend in the amount of SEK 0.05 per share (prior to the share consolidation) shall be paid for the financial year 2025. It is proposed that the Board of Directors be authorized to determine the record date for the dividend.

### **Item 13 - Resolution on the number of members of the Board of Directors to be elected by the General Meeting and the number of auditors**

The Nomination Committee's proposal will be available within the prescribed time on Eniro's website, [www.enirogroup.com](http://www.enirogroup.com).

#### **Item 14 - Resolution on fees for members of the Board of Directors and auditors**

The Nomination Committee's proposal will be available within the prescribed time on Eniro's website, [www.enirogroup.com](http://www.enirogroup.com).

#### **Item 15 - Election of Board members and Chairman of the Board**

Information about the Board members proposed by the Nomination Committee will be available within the prescribed time on Eniro's website, [www.enirogroup.com](http://www.enirogroup.com).

#### **Item 16 - Election of auditors**

Information about the auditor proposed by the Nomination Committee will be available within the prescribed time on Eniro's website, [www.enirogroup.com](http://www.enirogroup.com).

#### **Item 17 - Submission and approval of remuneration report and remuneration guidelines**

The Board of Directors proposes no amendments to the guidelines for remuneration of senior executives adopted by the Annual General Meeting on May 28, 2025.

The Board of Directors has prepared a report on paid and outstanding remuneration covered by the guidelines for remuneration to senior executives (remuneration report) and proposes that the Annual General Meeting approves the same. The Remuneration Report is included in the documents provided to the AGM as set out below.

#### **Item 18 - Resolution to amend the Articles of Association**

In order to enable the proposed consolidation of shares referred to in item 19, 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 that the limits on the number of shares in the Articles of Association be amended from a minimum of 625,000,000 and a maximum of 2,500,000,000 to a minimum of 12,500,000 and a maximum of 50,000,000. Article 5 of the Articles of Association shall therefore read as follows:

"The number of shares shall be a minimum of 12,500,000 shares and a maximum of 50,000,000 shares."

Finally, it is proposed that the Board of Directors, or a person appointed by the Board, be authorized to make any minor adjustments to this resolution that may be necessary in connection with the registration to the Swedish Companies Registration Office.

Amendment of the Articles of Association in accordance with this item 18 is conditional upon the Annual General Meeting resolving to consolidate shares in accordance with item 19.

The resolution is valid only if it has been approved by shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting.

#### **Item 19 - Resolution to consolidate the Company's shares**

The Board of Directors of the Company proposes that the Annual General Meeting resolves that the number of shares in the Company be reduced through a share consolidation (1:50), whereby one fifty (50) existing shares in the Company will be consolidated into one (1) new share. The reason for the consolidation is that the Board of Directors wishes to achieve a number of shares that is appropriate for the Company.

As a result of the consolidation, the total number of shares in the Company will be reduced from 746,182,472 shares to 14,923,649 shares. Following the consolidation, the nominal

value of the shares will increase from approximately SEK 0.40 to approximately SEK 20.00 per share.

It is proposed that the Board of Directors be authorized to determine the record date for the consolidation. However, the record date may not fall before the date of registration of the resolution on the consolidation to the Swedish Companies Registration Office. In connection with the determination of the record date, the Company shall publish further information regarding the procedure for the consolidation.

To ensure that all shareholders receive a whole number of new shares, one or more of the Company's major shareholders will undertake, at no cost to the shareholders concerned, to contribute shares to those shareholders whose holdings are not evenly divisible by 50. This means that all shareholders will hold a whole number of shares following the consolidation (so-called rounding up).

Such an allocation of shares shall be effected by transferring the required number of shares, free of charge, to those shareholders whose holdings would otherwise not correspond to a whole number of new shares. Any fractional shares arising as a result of rounding shall be dealt with by the shareholders providing the shares.

It is proposed that the Board of Directors, or a person appointed by the Board, be authorized to make such minor adjustments to this resolution as may be necessary in connection with the registration to the Swedish Companies Registration Office or in connection with the implementation of the consolidation at Euroclear Sweden AB.

The resolution is valid only if it has been approved by shareholders representing at least two-thirds of both the shares specified and the shares represented at the meeting.

The resolution under this item 19 requires an amendment to the Articles of Association and is conditional upon the Annual General Meeting resolving to amend the Articles of Association in accordance with item 18.

#### **Item 20 - Resolution to authorize the Board of Directors to decide on the repurchase of the Company's own shares**

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors to decide, on one or more occasions up to the next Annual General Meeting, to repurchase the Company's own shares on the following principal terms:

1. Acquisitions may be made through purchases on Nasdaq Stockholm in accordance with Nasdaq Stockholm's rules for issuers on the main market.
2. Acquisitions may be made of no more than such a number of shares that the Company's holding of own shares following the acquisition amounts to a maximum of one-tenth (1/10) of all shares in the Company.
3. Acquisitions of shares on Nasdaq Stockholm may only take place within the price range registered at any given time.

The main purpose of any acquisitions is to enable the Company to achieve flexibility regarding its equity and thereby optimizing the Company's capital structure. Any acquisitions may also enable treasury shares to be used as consideration or to finance the acquisition of companies or assets, or in connection with the administration of incentive schemes. The Board of Directors shall be authorized to determine other terms and conditions for acquisitions pursuant to this authorization.

The resolution is valid only if it has been approved by shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting.

#### **Shares and votes**

The total number of shares in the Company as of the date of this notice is 746,182,472 ordinary shares carrying one (1) vote each. At the same time, the Company owns 18,175,356 own shares, which cannot be represented at the meeting.

### **Information at the meeting**

The Board of Directors and the Managing Director shall, if any shareholder so requests and the Board of Directors considers that it can be done without material harm to the Company, provide information on circumstances that may affect the assessment of an item on the agenda, circumstances that may affect the assessment of the Company's or its subsidiaries' financial situation and the Company's relationship with another group company.

### **Documents**

The proposals of the Board of Directors and the Nomination Committee and other documents that must be available in accordance with the Swedish Companies Act and the Swedish Code of Corporate Governance will be made available at the Company, at Gårdsvägen 6 in Solna, and on the Company's website, [www.enirogroup.com](http://www.enirogroup.com), no later than three (3) weeks prior to the meeting and will be sent to shareholders who specifically request it and state their postal address.

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Solna, April 2026

Eniro Group AB (publ)

*The Board of Directors*