

**INNKALLING TIL
ORDINÆR
GENERALFORSAMLING
I
SPOTLIO AS**

Det innkalles med dette til ordinær generalforsamling («OGF») i Spotlio AS (heretter «Selskapet»).

Dato: 17. september 2025

Kl.: 9:00 CET

Sted: Møtet vil avholdes elektronisk gjennom Microsoft Teams.

Påmelding til OGF må gjøres i henhold til instruksjonene nedenfor:

Aksjeeiere som ønsker å delta elektronisk på OGF, oppfordres til å sende en e-post til james.price@spotlio.com innen 15. september 2025 kl. 16:00 (CET) og oppgi e-postadressen som innkallingen til Microsoft Teams-møtet skal sendes til.

Dersom en aksjeeier ønsker å delta ved fullmektig (ref. avsnittet nedenfor), må aksjeeieren oppgi e-postadressen til fullmektigen, med mindre fullmakten er gitt til styrets leder. Aksjeeiere som har meldt seg på generalforsamlingen og oppgitt sin e-postadresse i henhold til instruksjonen ovenfor, vil motta en e-post med en lenke til generalforsamlingen i Microsoft Teams fra Selskapet. Dersom aksjeeieren ikke sender sin e-postadresse til Selskapet, vil aksjeeieren ikke bli tilsendt lenke for å delta elektronisk på generalforsamlingen. Aksjeeiere som sender e-post om deltakelse etter ovennevnte frist, vil fremdeles bli tilsendt møtelenke og kunne delta på OGF (ikke gjeldende for aksjeeiere med forvalterregistrerte aksjer, ref. [Vedlegg 1](#)), men aksjeeierne oppfordres til å gjøre dette i god tid slik at Selskapet enklere kan holde oversikt over deltagende aksjonærer. Vennligst referer til

**NOTICE OF
ANNUAL GENERAL MEETING
OF
SPOTLIO AS**

Notice is hereby given of an Annual General Meeting (“AGM”) of Spotlio AS (hereinafter the “Company”).

Date: 17 September 2025

Time: 9:00 CET

Place: The meeting will be held electronically via Microsoft Teams.

Registration for the AGM must be made in accordance with the instructions below:

Shareholders who wish to participate electronically at the AGM are encouraged to send an e-mail to james.price@spotlio.com within 15 September 2025 at 16:00 hours (CET) and provide the e-mail address to which the invitation to the Microsoft Teams meeting shall be sent.

If a shareholder wishes to attend by proxy (cf. the section below), the shareholder must provide the e-mail address of the proxy holder, unless the proxy is given to the chair of the board of directors. Shareholders that have registered their attendance for the general meeting within the deadline and provided their e-mail address pursuant to the instruction above will receive an e-mail containing a link to the meeting in Microsoft Teams from the Company. If the shareholder does not send its e-mail address to the Company, the shareholder will not be sent a link to participate electronically at the meeting. Shareholders who send an e-mail to participate after the above-stated deadline will still be sent a meeting link and will still be able to attend the AGM (not applicable for shareholders holding nominee-registered shares, ref. [Appendix 1](#)), but the shareholders are encouraged to do so well in advance so that the Company can more easily

Vedlegg 1 for ytterligere informasjon knyttet til deltakelse, stemmegivning og aksjonærrettigheter i forbindelse med OGF.

Fullmakter til bruk for aksjeeiere som ikke har mulighet til å delta personlig, er vedlagt denne innkallingen som Vedlegg 2 (uten stemmeinstruks) og Vedlegg 3 (med stemmeinstruks). Vedleggene er kun tilgjengelige på engelsk. Styret i Selskapet («**Styret**») oppfordrer herunder alle aksjeeiere som ønsker å delta, til å gjøre dette gjennom en fullmakt til styrets leder eller en annen aksjeeier, for å begrense antall deltakere på generalforsamlingen med det formål å minimere risikoen for utfordringer ved opptelling av stemmer i Teams og for å legge til rette for en ryddig og effektiv generalforsamling.

Dersom aksjonæren skal være representert på generalforsamlingen ved fullmektig, må e-post om dette sendes til james.price@spotlio.com, og fullmektigen vil måtte delta i Microsoft Teams-møte ved å benytte møteinnkallingen tilsendt.

Styret har foreslått følgende dagsorden:

**1. Åpning av generalforsamlingen av styreleder Mr. Marc Bigas Bachs.
Registrering av deltakende aksjonærer**

2. Valg av møteleder og person til å medunderskrive protokollen sammen med møteleder

3. Godkjenning av innkallingen og agendaen

4. Godkjenning av årsregnskap og årsberetning for 2024

Årsregnskapet for Spotlio AS og Spotlio-konsernet på konsolidert basis for regnskapsåret fra 1. mai 2024 til 30. april 2025 ("**Regnskapsperioden**" og "**Årsregnskapet**") og årsberetningen for Regnskapsperioden ble offentliggjort på Selskapets ticker "SPOT" på

keep track of participating shareholders. Please refer to Appendix 1 for further information on participation, voting and shareholders' rights in connection with the EGM.

Proxies to be used by shareholders who do not have the opportunity to participate personally are attached to this notice as Appendix 2 (without voting instructions) and Appendix 3 (with voting instructions). The appendices are available only in English. Hereunder, the Board of Directors (the "**Board**") encourages all shareholders who want to participate, to do this through a proxy to the chair of the Board or another shareholder, in order to limit the number of participants at the general meeting for the purpose of minimizing the risk of challenges in counting of votes in Teams and to facilitate an orderly and efficient general meeting.

If the shareholder is to be represented in the general meeting by proxy, an e-mail to this effect must be sent to james.price@spotlio.com, and the proxy will need to attend in the Microsoft Teams meeting through the invitation sent by e-mail.

The Board has proposed the following agenda:

**1. Opening of the general meeting by the chair of the Board, Mr. Marc Bigas Bachs.
Registration of meeting shareholders**

2. Election of a meeting chairperson and person to co-sign the minutes together with the chairperson

3. Approval of the notice and the agenda

4. Approval of the Annual Accounts and the Annual Report for 2024

The annual accounts for Spotlio AS and the Spotlio group on a consolidated basis for the financial year from 1 May 2024 to 30 April 2025 (the "**Accounting Period**" and the "**Annual Accounts**") and the annual report for the Accounting Period were made public on the

Euronext Live markets (Euronext Oslo informasjonssystem) den 3. september 2025.

Company's ticker "SPOT" on Euronext Live markets (Euronext Oslo's information system) on 3 September 2025.

Det foreslås at OGF godkjenner årsregnskapet og årsberetningen, og at årsresultatet for regnskapsperioden for Spotlio-konsernet på konsolidert basis på minus USD 4,2 millioner belastes annen egenkapital.

It is proposed that the AGM approves the Annual Accounts and annual report, and that the annual results for the Accounting Period for the Spotlio group on a consolidated basis of minus USD 4.2 million are debited from other equity.

5. Fastsettelse av honorar til revisor

5. Approval of the remuneration to the auditor

Styret foreslår at godtgjørelsen til revisor som angitt i notene til Årsregnskapet godkjennes, og at revisors honorar utbetales i henhold til avlagt regnskap.

The Board proposes that the remuneration to the auditor as set out in the notes to the Annual Accounts is approved, and that the auditor's fees are paid as per accounts rendered.

6. Styrevalg

6. Board election

Nåværende styre består av styreleder Marc Bigas Bachs og styremedlemmene Rafael Fuertes, Martí Rafel Herrero og Tonje Berg. Rafael Fuertes ble av den ordinære generalforsamlingen i 2024 valgt for en periode på to år, til datoen for den ordinære generalforsamlingen i 2026. Resten av styremedlemmene er på gjenvalg.

The current Board consists of chairman Marc Bigas Bachs and board members Rafael Fuertes, Martí Rafel Herrero and Tonje Berg. Rafael Fuertes was elected by the annual general meeting in 2024 for a period of two years, until the date of the annual general meeting in 2026. The rest of the board members are up for re-election.

Styremedlem Tonje Berg vil tre ut av styret ved slutten av denne generalforsamlingen.

Board member Tonje Berg will resign from the Board at the end of this AGM.

På denne bakgrunn foreslår styret at OGF fatter følgende vedtak relatert til styrevalg:

On this basis, the Board proposes that the AGM adopts the following resolution related to the election of the board of directors:

«Generalforsamlingen vedtar herved å velge følgende personer til styret i Spotlio AS:

“The general meeting hereby resolves to elect the following persons to the board of directors of Spotlio AS:

- *Marc Bigas Bachs, som styreleder,*
- *Rafael Fuertes, som styremedlem,*
- *Martin Rafel Herrero, som styremedlem, og*
- *Oriol Cortada Fusté, som styremedlem.*

- *Marc Bigas Bachs, as chair of the board,*
- *Rafael Fuertes, as board member,*
- *Martin Rafel Herrero, as board member, and*
- *Oriol Cortada Fusté, as board member.*

Ovennevnte medlemmer er valgt for en periode frem til datoen for Selskapets ordinære generalforsamling i 2027.»

The above members are elected for a period until the date of the company's annual general meeting in 2027."

7. Styregodtgjørelse

Styret foreslår at godtgjørelsen til styremedlemmene for perioden fra OGF og frem til Selskapets neste ordinære generalforsamling, som etter planen skal avholdes i september 2026, holdes på samme nivå som det foregående år. Styret foreslår at generalforsamlingen fatter følgende vedtak knyttet til Styrets godtgjørelse:

"Generalforsamlingen vedtar herved å godkjenne følgende godtgjørelse til Styret i Spotlio AS:

- Marc Bigas, styreleder: NOK 400 000 i fast honorar

- Rafael Fuertes: NOK 250 000 kroner i fast honorar

- Marti Rafel Herrero: NOK 250 000 kroner i fast honorar

- Oriol Cortada Fusté: NOK 250 000 kroner i fast honorar

Kontantvederlaget skal utbetales kvartalsvis og skal utbetales på forskudd.»

7. Board remuneration

The Board proposes that the remuneration to the board members for the time from the AGM until the Company's next annual general meeting, scheduled for September 2026, is kept at the same level as the previous year. The Board proposes that the AGM adopts the following resolution related to the remuneration of the Board:

"The general meeting hereby resolves to approve remuneration to the Board of Directors of Spotlio AS as follows:

- Marc Bigas, chair: NOK 400,000 as a fixed fee

- Rafael Fuertes: NOK 250,000 as a fixed fee

- Marti Rafel Herrero: NOK 250,000 as a fixed fee

- Oriol Cortada Fusté: NOK 250,000 as a fixed fee

The cash remuneration shall be payable quarterly and shall be paid in advance."

Oslo, 3. september 2025

For styret i Spotlio AS

Marc Bigas Bachs

Oslo, 3 September 2025

For and on behalf of the Board of Directors of
Spotlio AS

Marc Bigas Bachs

Appendix 1: General information on attendance, voting and shareholders' rights

The shares of the Company, attendance and voting

At the date of this notice, the Company's share capital is NOK 4,062,804.26, divided into 203,140,213 shares, each having a par value of NOK 0.02.

Each share is entitled to one vote. There are no limitations for voting rights set out in the articles of association, however, no voting rights may be exercised for the Company's own shares (treasury shares) or for shares held by the Company's subsidiaries.

Shareholders are generally entitled to attend and vote at the general meeting when their acquisition of shares has been entered in the Norwegian central securities depository, Euronext Securities Oslo (the "VPS"), by no later than five (5) business day prior to the general meeting (i.e. 10 September 2025, the "Record Date").

Enrolment for the general meeting must be made in accordance with the instructions included on the first page of the notice.

Shares held on nominee account

If shares are held through a nominee in the VPS, cf. section 4-4 of the Norwegian Private Limited Liability Companies Act (the "**Companies Act**"), this notice will be sent to the nominee who shall pass on the notice to the beneficial owner. Shareholders holding shares registered in a nominee account who wish to participate at the general meeting, must then notify the Company thereof by e-mail to james.price@spotlio.com. Such notification must be received by the Company at the latest two (2) business days prior to the general meeting, i.e. no later than 16:00 CET on 15 September 2025. It is not a requirement to have shares transferred to a securities account in the beneficial owner's own name in order to vote at the general meeting.

Shareholders' rights

The shareholders have certain statutory rights in connection with the general meeting, including:

The right to attend the meeting, either in person or by proxy, the right to speak at the meeting, the right to be assisted by an advisor and to give the advisor the right to speak, the right to have the Board members and the chief executive officer to provide information regarding (1) the annual report and annual accounts, (2) other issues on the agenda and (3) the Company's financial position and other matters to be considered by the general meeting, save for the exemptions provided by section 5-15 of the Companies Act. The shareholders are also entitled to propose resolutions to the items on the agenda.

Furthermore, the shareholders have the right to have proposals addressed by the general meeting if the shareholder has notified in writing no later than 21 days before the general meeting, provided that the proposal for a resolution or an explanation of the reasons why the item is proposed for the agenda is presented within said time limit.

Decisions regarding voting rights for shareholders and proxy holders are made by the person opening the general meeting, whose decisions may be reversed by the general meeting by simple majority vote.

The annual report and financial statements for the Spotlio group on a consolidated basis for the financial year from 1 May 2024 to 30 April 2025 are available on <https://live.euronext.com/en/listview/company-press-release/252201#CompanyPressRelease-12805386> and via investor services.

Oslo, 3 September 2025

Marc Bigas Bachs
Chair of the Board

Appendix 2: Proxy without voting instructions

If you do not attend Spotlio AS' extraordinary general meeting personally, you may grant proxy to another individual.

The proxy must be sent to Spotlio AS by e-mail to james.price@spotlio.com (scanned form) no later than 16 September 2025 at 16:00 CET.

The proxy must be dated and signed in order to be valid.

If you leave the "Name of the proxy holder" blank, the proxy will be given to the chair of the Board, or an individual authorized by him.

The undersigned shareholder in Spotlio AS hereby grants (tick one of the two):

☐ The chair of the Board (or person authorized by him), or

☐ _____
Name of proxy holder (in capital letters)

proxy to attend and vote for my/our shares at the annual general meeting of Spotlio AS to be held on 17 September 2025.

This power of attorney is granted on this _____ day of _____ 2025 and shall remain in force until the extraordinary general meeting has been held.

Signature: _____
(if the shareholder is a legal entity, then this power of attorney should be signed by a legal representative of the legal entity)

Shareholder: _____
(in capital letters)

Appendix 3: Proxy with voting instructions

If you do not attend Spotlio AS' extraordinary general meeting in person, you may use this proxy form to give voting instructions.

Proxies with voting instructions can only be registered by Spotlio AS and must be sent by e-mail to james.price@spotlio.com (scanned form) no later than 16 September 2025 at 16:00 CET.

The proxy with voting instructions must be dated and signed in order to be valid.

If you leave the "Name of the proxy holder" blank, the proxy will be given to the chair of the Board, or an individual authorized by him.

The undersigned shareholder in Spotlio AS hereby grants (tick one of e two):

- ☐ The chair of the Board (or person authorized by him), or
- ☐

Name of proxy holder (in capital letters)

proxy to attend and vote for my/our shares at the extraordinary general meeting of Spotlio AS to be held on 17 September 2025.

The votes shall be exercised in accordance with the instructions below. If the sections for voting are left blank, this will be counted as an instruction to vote in accordance with the Board's recommendations. However, if any motions are made from the attendees in addition to or in replacement of the proposals in the notice, the proxy holder may vote at his or her discretion. If there is any doubt as to how the instructions should be understood, the proxy holder may abstain from voting.

Agenda for the annual general meeting on 10 September 2025		For	Against	Abstention
1.	Opening of the general meeting by the chair of the Board, Mr. Marc Bigas Bachs. Registration of meeting shareholders	-	-	-
2.	Election of a meeting chairperson and person to co-sign the minutes together with the chairperson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Approval of the notice and agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Approval of the Annual Accounts and the Annual Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Approval of the remuneration to the auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Board election	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Board remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

This power of attorney is granted on this ____ day of ____ 2025 and shall remain in force until the extraordinary general meeting has been held.

Signature: _____
(if the shareholder is a legal entity, then this power of attorney should be signed by a legal representative of the legal entity)

Shareholder: _____(in capital letters)