

**NOTICE OF  
AN EXTRAORDINARY GENERAL MEETING IN  
SPOTLIO AS  
(business reg. no.: 916 539 754)**

An extraordinary general meeting of shareholders of Spotlio AS (the "**Company**" and the "**General Meeting**") will commence at the following place and time:

Date: Thursday, 4 January 2024

Time: 10:00 CET

Place: The meeting will be held electronically on Zoom

Registration for the general meeting must be made in accordance with the instructions below.

Shareholders who wish to attend the General Meeting in person or on basis of proxy from other shareholders must enroll by registering on the following link:

<https://us06web.zoom.us/j/86374404252>

To ensure that the shareholder receives information for participation, the shareholders are encouraged to register no later than at 16:00 CET on Tuesday 2 January 2024.

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). 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 the Zoom voting functionality and to facilitate an orderly and efficient general meeting.

If the shareholder will be represented in the General Meeting by proxy, the attorney-in-fact must enroll by registering on the abovementioned link.

The Board has proposed the following agenda:

1. Opening of the General Meeting by the chair of the Board and 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. Election of new Board member
5. Remuneration to the new Board member
6. Amendment of the Company's articles of association

### *The shares of the Company, attendance and voting*

At the date of this notice, the Company's share capital is NOK 3,942,804.26, divided on 197,140,213 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 register of shareholders (VPS) by no later than five (5) business days prior to the general meeting (i.e. Wednesday 27 December 2023, "record date").

Shareholders holding shares registered in a nominee account who wish to participate at the general meeting, must notify the Company thereof by e-mail to [ida.bolsones@spotlio.com](mailto:ida.bolsones@spotlio.com). Such notification must be received by the Company at the latest two business days prior to the general meeting, i.e. no later than 16:00 CEST on 2 January 2024. Enrolment for the general meeting must be made in accordance with the instructions included on the first page of the notice.

### *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 Norwegian Private Limited Liability 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 annual general meeting and an extraordinary general meeting if the shareholder has notified in writing no later than 14 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 limits.

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.

Oslo, 18 December 2023

Thomas S. Wrede-Holm  
Chair of the Board

#### Attachments:

1. Information on agenda matters no. 4, 5 and 6
2. Proxy without voting instructions
3. Proxy with voting instructions

## **ATTACHMENTS TO THE NOTICE**

### **Attachment no. 1: Information on agenda matters no. 4, 5 and 6**

#### **Matter no. 4: Election of new Board Member**

It is proposed that Marc Bigas Bachs is elected as a member of the Board, with election period until the annual general meeting in 2025.

If the General Meeting approves the proposal, the Board will consist of the following members:

- Thomas Wrede-Holm, chair of the Board (elected until the annual general meeting in 2024)
- Rafael Fuertes Armengol, Board member (elected until the annual general meeting in 2024)
- Tonje Berg, Board member (elected until the annual general meeting in 2024)
- Martí Rafel Herrero, Board member (elected until the annual general meeting in 2024)
- Marc Bigas Bachs, Board member (elected until the annual general meeting in 2025)

#### **Matter no. 5: Remuneration to the new Board Member**

If elected, it is also proposed that Marc Bigas Bachs is to receive a cash remuneration in accordance with the Board remuneration that was approved at the annual general meeting on 14 September 2023, being NOK 250,000 for the time period from said annual general meeting until the next annual general meeting but adjusted proportionally for the fact that he is a Board member for a shorter period than one year.

#### **Matter no. 6: Amendment of the Company's articles of association**

In order to facilitate for electronic communication with the Company's shareholders, as well as advance voting in connection with future general meetings, the Board proposes that the General Meeting resolves to amend the articles of association by including a new section 9, as follows:

##### ***§ 9 - Electronic communication with the company's shareholders and advanced voting on general meetings***

*The statutory requirements requiring that documents shall be sent to the shareholders shall not apply when the documents pertaining to the matters to be dealt with by the general meeting has been made available to the shareholders via the company's website. This also applies to documents which, according to law, shall be included in or enclosed the notice convening a general meeting. A shareholder may nonetheless require that the documents pertaining to the matters to be transacted at the general meeting are sent to him/her by regular mail. The company shall aim at sending notices and attachments, etc. relating to general meetings by e-mail to shareholders who have notified the company of their e-mail addresses.*

*The board of directors may resolve that the shareholders may cast their votes in writing, including by electronic communication, in a period prior to the general meeting. The board of directors may establish specific guidelines for such advance voting. It must be stated in the notice to the general meeting which guidelines have been set.*

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**Attachment no. 2: Proxy without voting instructions**

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

The proxy must be sent to Spotlio AS to [ida.bolsones@spotlio.com](mailto:ida.bolsones@spotlio.com) (scanned form) no later than 2 January 2024 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 extraordinary general meeting of Spotlio AS to be held on 4 January 2024.

This power of attorney is granted on \_\_\_\_\_ and shall remain in force until the extraordinary general meeting has been held.

Signature: \_\_\_\_\_

(if 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)

**Attachment no. 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 to [ida.bolsones@spotlio.com](mailto:ida.bolsones@spotlio.com) (scanned form) no later than 2 January 2024 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 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 4 January 2024.

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 4 January 2024		For	Against	Abstention
1.	Opening of the general meeting. 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.	Election of new Board member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Remuneration to the new Board member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Amendment of the Company's articles of association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

This power of attorney is granted on \_\_\_\_\_ 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)