

Notice of the annual general meeting of Cabonline Group Holding AB (publ)

Shareholders of Cabonline Group Holding AB (publ), reg. no 559002-7156, (“Company”) are hereby invited to attend the annual general meeting, to be held on Wednesday 20 May 2026, at 13:00 CET at the Company’s premises at Anderstorpsvägen 22 in Solna.

Right to attend

Those who wish to attend the annual general meeting must be entered as shareholders in the Company’s share register kept by Euroclear Sweden on Monday 11 May 2026.

Shareholding in the name of a nominee

To be entitled to attend the annual general meeting shareholders whose shares are registered in the name of a nominee must register the shares in their own name with the help of the nominee, so that the shareholder is entered in the share register kept by Euroclear Sweden on Monday 11 May 2026. Such registration may be temporary (a “voting rights registration”) and should be requested from the nominee in accordance with the nominee’s procedures at such time in advance of the record date as the nominee determines. Voting rights registrations made no later than Wednesday 13 May 2026 will be taken into account in the preparation of the share register.

Proxies

Shareholders who wish to be represented at the annual general meeting by a proxy must issue a written, signed and dated power of attorney for the proxy. A proxy form issued by a legal entity must be accompanied by a copy of the certificate of registration (or, if no certificate exists, a corresponding document of authority) for the legal entity. A proxy form is available on the Company’s website, www.cabonlinegroup.com.

Proposed agenda

1. Opening of the meeting
2. Election of a chair of the meeting
3. Preparation and approval of the voting register
4. Approval of the agenda
5. Election of one or two persons to attest the minutes
6. Determination of whether the meeting was duly convened
7. Presentation of the annual report and the auditor’s report, the consolidated financial statements and the auditor’s report for the group and the sustainability report for 2025
8. Resolutions regarding
 - a. adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet 2025;
 - b. allocation of the Company’s profit or loss according to the adopted balance sheet; and
 - c. discharge from liability towards the Company for the board of directors and the managing director
9. Determination of fees for the board of directors and auditor
10. Election of the board of directors, chairman of the board and auditor
11. Resolution regarding the approval of the chairman of the Board’s participation in the Long-Term Incentive Program
12. Closing of the meeting



RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS

Item 2 – Election of a chair of the meeting

It is proposed that the lawyer Fredrik Winroth is to be appointed as chair of the meeting.

Item 8 (b) – Resolution regarding allocation of the Company's profit or loss according to the adopted balance sheet

The board of directors proposes that no dividend is declared for the financial year 2025 and that the result is carried forward.

Item 9 – Determination of fees for the board of directors and auditor

It is proposed that a fee of SEK 800,000 shall be paid to the chairman of the board and that no fee shall be paid to the other board of directors.

It is proposed that the auditor shall be paid on approved account.

Item 10 – Election of the board of directors, chairman of the board and auditor

It is proposed that the board of directors Peter Viinapuu, Julian Ruß, Thomas Næss and Charlotta Söderlund shall be re-elected for the period until the end of the next annual general meeting and that no deputy directors shall be elected.

It is proposed that Peter Viinapuu shall be re-elected as chairman of the board.

It is proposed, in accordance with the board's recommendation, that the audit firm Ernst & Young AB shall be re-elected as the Company's auditor for the period until the end of the next annual general meeting. Ernst & Young AB has announced that the new auditor in charge will be Linn Haslum Lindgren.

Item 11 – Resolution regarding the approval of the chairman of the Board's participation in a Long-Term Incentive Program

Proposed decision

On 12 September 2025, the company's Board adopted a long-term incentive program ("LTIP") for senior executives. It is proposed that the AGM approves that the chairman of the Board, Peter Viinapuu, participates in the LTIP.

Main features of the LTIP

The LTIP is designed exclusively as a cash incentive. Participants receive, in the event of a triggering event, a cash payout calculated in accordance with the program's terms and conditions.

The program period began on 1 January 2025 and runs until a triggering event occurs according to the terms of the program.

Payout is triggered if any of the following occurs:

- A. A so-called Change of Control Event, which means that
 - a. A new shareholder or group of shareholders acting in concert directly or indirectly acquires control over 35% or more of the votes in the Company, or
 - b. that the Company's shares are admitted to trading on a regulated market (Equity Listing Event/IPO).
 - c. Change of Control Event shall occur on the closing date of the acquisition of the new shareholder(s) or, in the event of an IPO, the Company's first trading day.
- B. A so-called Refinancing Event, which means that:
 - a. The company refinances all outstanding bonds in their entirety, or
 - b. obtains written approval from the bondholders to change the terms of all outstanding bonds.



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c. The Refinancing Event shall take place on the closing date of the new financing or written proceeding.

Performance requirements and bonus pool calculation

Upon Change of Control, the total bonus pool is calculated as the higher of:

- 12% of the actual Enterprise Value at exit that exceeds Implied Enterprise Value as of 1 January 2025, reduced by SEK 15 million, plus a fixed exit bonus pool of SEK 15 million; or
- 12% of the Implied Enterprise Value at exit that exceeds Implied Enterprise Value as of 1 January 2025, reduced by SEK 15 million, plus a fixed exit bonus pool of SEK 15 million; or
- if both actual Enterprise Value and Implied Enterprise Value at exit are less than or equal to Implied Enterprise Value as of 1 January 2025, the bonus pool is made up of the fixed exit bonus pool of SEK 15 million.

Implied Enterprise Value at exit is calculated as adjusted EBITDA for the last twelve months multiplied by a fixed multiple of six (6).

At the Refinancing Event, the total bonus pool amounts to a fixed refinancing bonus pool of SEK 30 million.

Allocation and costs for the Company

The allocation is determined individually between company and participant and in proportion to the part of the program period in which the person was a participant. The chairman of the Board's maximum allocation of the bonus pool is twenty (20) percent.

Payments under the LTIP are treated as income from employment and are subject to applicable taxes and social security contributions. The company bears the employer's share of social security contributions. Payment must take place within 45 days of the triggering event.

The total cost for the Company depends on when and at what value a triggering event occurs. The board assesses that the program's costs, including social security contributions, are reasonable in relation to the values the program is intended to achieve.

The program is cash-based and does not give rise to any dilution of shares or impact on the number of shares or voting rights in the Company.

MISCELLANEOUS

Shareholder's right to request information

At the general meeting, shareholders have the right under Chapter 7, Section 32 of the Swedish Companies Act to request information about circumstances which may affect the assessment of a matter on the agenda and about circumstances which may affect the assessment of the Company's and the group's financial situation.

Available documents

The accounts and the auditor's report will be available to the shareholders at the Company's office, and at the Company's website <https://www.cabonlinegroup.com/en> during a period of not less than three weeks prior to the annual general meeting and will also be distributed to shareholders who have notified their wish to receive the documents and have informed of their postal address.

Personal data

For information on how your personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Cabonline Group Holding AB (publ) has its registered office in in the municipality of Solna, Stockholm county.

Solna, April 2026

Cabonline Group Holding AB (publ)

The board of directors