

NOTICE OF ANNUAL GENERAL MEETING IN DIVIO TECHNOLOGIES AB (PUBL)

The shareholders of Divio Technologies AB (publ), reg. no. 559077-0730, (the “Company”) are hereby summoned to the Annual General Meeting on 26 June 2026 at 10:00 a.m. at Fredersen Advokatbyrå’s premises at Birger Jarlsgatan 8 in Stockholm. Registration starts at 09:30 a.m.

Right to participate

The right to participate in the meeting is held by those who are both registered as shareholders in the share register maintained by Euroclear Sweden AB on 17 June 2026, and who notify their intention to participate no later than 22 June 2026. Notification shall be made in writing via e-mail to ir@divio.com or by post to Divio Technologies AB, c/o Fredersen Advokatbyrå, Birger Jarlsgatan 8, 114 34, Stockholm (mark the envelope “Divio AGM 2026”). The notification must state name, address, personal or corporate identity number, and telephone number. Any assistants should also be stated in the notification.

Nominee-registered shares

Shareholders whose shares are nominee-registered must, in order to be entitled to participate in the meeting, have the shares registered in their own name through the agency of the nominee so that the shareholder is included in the presentation of the share register as of the record date 17 June 2026. Such registration may be temporary (so-called voting rights registration) and is requested from the nominee in accordance with the nominee’s procedures in such time in advance as determined by the nominee. Voting rights registrations effected by the nominee no later than 22 June 2026 will be taken into account in the preparation of the share register.

Proxy

If a shareholder intends to be represented at the meeting by a proxy, a power of attorney must be issued to the proxy. The power of attorney must be in writing, dated and signed by the shareholder. A person representing a shareholder that is a legal entity shall present a registration certificate or other authorization document showing authorized signatories for the shareholder. To facilitate registration at the meeting, the original power of attorney as well as registration certificates and other authorization documents should be sent to the Company at the above address well in advance of the meeting. If power of attorney and other authorization documents have not been sent in advance, these must be presented at the meeting. A proxy form is available at the Company and on www.divio.com and will be provided to shareholders upon request.

Proposed agenda

1. Opening of the meeting
2. Election of Chairman of the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to verify the minutes
6. Determination of whether the meeting has been duly convened
7. Presentation of the annual report and audit report as well as the consolidated financial statements and the consolidated audit report
8. Resolution on adoption of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet
9. Resolution on dispositions regarding the Company’s profit or loss according to the adopted balance sheet
10. Resolution on discharge from liability for the Board members and the CEO
11. Determination of the number of Board members and auditors
12. Determination of remuneration to Board members and auditors
13. Election of Board members, Chairman of the Board and auditors
14. Resolution to adopt a long-term incentive program (series 2026/2029)
15. Resolution on authorization for the Board to issue shares, warrants and/or convertibles
16. Resolution to approve the Board’s decision on a directed share issue to subscribers covered by Chapter 16 of the Swedish Companies Act
17. Resolution on authorization for the Board to make minor adjustments to the resolutions adopted by the meeting
18. Closing of the meeting

Proposals for resolutions

Proposals regarding items 2 and 11–13

The following is proposed:

that Leif Liljebrunn is elected Chairman of the meeting,

that the Board shall consist of three (3) members, without deputies,

that Board remuneration shall amount to SEK 150,000 to the Chairman of the Board and SEK 100,000 each to other Board members who are not employed within the group,

that auditor's fees shall be paid according to approved invoice,

that Leif Liljebrunn and Anette Ringnér are re-elected and that Jon Levin is newly elected as Board member for the period until the end of the next Annual General Meeting. Niklas Köresaar has declined re-election as he is proposed to assume the role of permanent CFO in the Company after the AGM. Management, with the support of the Board, assesses that this change creates a clearer and more appropriate division of responsibilities between the CEO and CFO. Jon Levin, who is CEO and, together with related parties, one of the Company's larger shareholders, is therefore proposed as a new Board member.

that Leif Liljebrunn is re-elected Chairman of the Board,

that Forvis Mazars AB is re-elected as audit firm for the period until the end of the next Annual General Meeting (Forvis Mazars AB has informed that authorized public accountant Anders O Persson will continue as auditor in charge if the meeting resolves in accordance with the proposal).

A presentation of the proposed new Board member is available on the Company's website www.divio.com.

The Board's proposals

Resolution on dispositions regarding the Company's profit or loss according to the adopted balance sheet (item 8)

The Board proposes that no dividend be paid for the financial year 2025 and that available funds be carried forward.

Resolution to adopt a long-term incentive program (series 2026/2029) (item 14)

The Board proposes that the Annual General Meeting resolves to issue a maximum of 25,000,000 warrants of series 2026/2029 within the framework of a long-term incentive program to the CEO, other senior executives and other employees ("the **Participants**") within the Company and the Company's group according to the following.

The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, be allocated to the Company. The warrants are issued free of charge to the Company and the Company shall subsequently transfer the warrants to the Participants in the incentive program. The incentive program comprises a total of up to 30 current and future Participants in the Company. The incentive program entails that Participants are offered to acquire warrants at market value calculated in accordance with the Black-Scholes valuation model. The Board shall also have the right to offer future employees the opportunity to acquire warrants according to the terms set out in the proposal.

Each warrant entitles the holder to subscribe for one new share of series B in the Company at a subscription price corresponding to 200 percent of the volume-weighted average price of the Company's share during a period of 30 trading days immediately preceding the first offer to acquire warrants, however not less than the quota value of the share. The number of shares each warrant entitles to subscribe for, as well as the subscription price, shall be recalculated in the event of splits, reverse splits, issues, etc. in accordance with customary recalculation terms. For the warrants, the terms set out in Appendix A shall otherwise apply.

Each warrant entitles the holder to subscribe for one new share of series B in the Company during the period from 3 September 2029 up to and including 17 September 2029. If subscription of shares cannot take place during this period due to the Participant having access to inside information, subscription shall be made as soon as practicably possible after the information has ceased to constitute inside information. The same principle applies during so-called "closed periods" under the EU Market Abuse Regulation.

When exercising the warrants, the warrant holder may choose to subscribe for shares of series B at the quota value of the share instead of the otherwise applicable subscription price through a so-called net strike, thereby subscribing for a lower number of shares of series B than the warrants would otherwise entitle to. This results in a smaller dilution effect as fewer new shares of series B are issued, while the warrant holder's financial terms remain unchanged since a lower subscription price is paid per share. The number of shares of series B that the warrant holder may subscribe for when applying net strike is calculated based on the average price of the share according to the full terms for the warrants.

The price per warrant upon transfer to Participants shall be determined by an independent valuation institute engaged by the Company and correspond to the market value of the warrant at the time of acquisition calculated according to the Black-Scholes valuation model. Based on a share price of SEK 0.0619 per share, the market value of the warrants has been preliminarily calculated at SEK 0.0148 per warrant.

The last day for acquisition of warrants shall be the day before the Annual General Meeting in 2027. If acquisition cannot take place before this date due to the Participant having access to inside information, acquisition shall be made as soon as practicably possible after the information has ceased to constitute inside information. The same principle applies during so-called "closed periods" under the EU Market Abuse Regulation.

Participation in the incentive program requires that the Participant has entered into a pre-emption agreement with the Company, whereby the Company, with certain exceptions, reserves the right to repurchase warrants if the Participant's employment in the Company ceases or if the Participant wishes to transfer the warrants before they can be exercised. The terms of such agreements, including pricing upon repurchase, shall be determined by the Board.

Allocation of warrants

The right to acquire warrants shall be granted to a maximum of 30 Participants, and additional Participants may be invited to acquire warrants until the Annual General Meeting 2027.

The Participants are divided into the following three (3) categories:

- Category A – Chief Executive Officer (one (1) person): Maximum 3,125,000 warrants;
- Category B – Other senior executives (up to three (3) senior executives): Maximum 9,375,000 warrants and a maximum of 3,125,000 warrants per individual;
- Category C – Other employees (up to twenty-six (26) persons): Maximum 12,500,000 warrants and a maximum of 1,562,500 warrants per individual.

If not all warrants have been acquired within the above allocation, the Board shall have the right to offer remaining warrants to existing or new Participants within the program, without exceeding the maximum number that may be offered to each Participant or category as stated above. Oversubscription shall not be possible.

Costs and dilution

The price upon transfer of the warrants will be at market value, meaning that no social security charges will arise for the Company in connection with the acquisition of the warrants.

Based on the number of shares in the Company on the date of the notice to the general meeting, including shares added through the rights issue and directed issue announced by the Company on 22 April 2026, the directed issue proposed in item 16 and additional shares following full exercise of warrants of series TO5 and TO6, the maximum dilution resulting from the warrant program may amount to approximately 3.77 percent of the number of shares and approximately 3.74 percent of the number of votes. The Company already has an existing incentive program consisting of 3,000,000 warrants of series 2023/2026 which, prior to recalculation, may result in an increase of a total of 3,000,000 shares of series B. Taking into account also the shares that may be issued under the 2023/2026 program, the maximum dilution amounts to approximately 4.21 percent of the number of shares and approximately 4.17 percent of the number of votes. The dilution effect has been calculated as the number of additional shares and votes upon full exercise (in all programs) in relation to the sum of the current number of shares and votes and the number of additional shares and votes upon full exercise.

The incentive program is expected to have only a marginal impact on the Company's key figures.

Purpose of the incentive program

The Board considers that a share-related incentive program is an important part of a competitive remuneration package in order to attract and motivate the Company's employees, and to maximize value creation for all shareholders. The Board further considers that the program will increase the Participants' commitment to the Company's operations, strengthen loyalty to the Company and be beneficial for both the Company and its shareholders. Based on the structure of the incentive program, the Board therefore considers that there is no need to set predetermined and measurable performance criteria for participation in the program.

Preparation of the proposal

The incentive program has been prepared by the Board in consultation with external advisors during spring 2026. Niklas Köresaar, in his capacity as Board member and CFO of the Company, has not participated in the Board's preparation or proposal for resolution.

Resolution on issue of warrants

The Board proposes that the meeting resolves on an issue of a maximum of 25,000,000 warrants, entailing that the share capital may increase by a maximum of SEK 1,550,000.

1. The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, be granted to Divio Technologies AB (publ). The Company shall subsequently transfer the warrants to Participants in accordance with the terms of the incentive program, including the CEO, other senior executives and other employees.
2. Each warrant entitles the holder to subscribe for one new share of series B in the Company during the period from 3 September 2029 up to and including 17 September 2029, at a subscription price corresponding to 200 percent of the volume-weighted average price of the Company's share during a period of 30 trading days immediately preceding the first offer to acquire warrants, however not less than the quota value of the share. Any premium shall be allocated to the unrestricted share premium reserve.
3. Subscription for warrants shall take place no later than 30 June 2026. However, the Board shall have the right to extend the subscription period.
4. The warrants are issued free of charge to Divio Technologies AB (publ).
5. The warrants shall otherwise be subject to the terms set out in Appendix A.

Furthermore, it is proposed that the Chairman of the Board is authorized to make any minor adjustments to the resolution that may be required for registration and execution of the resolution.

The reason for the deviation from the shareholders' preferential rights is to implement an incentive program for the CEO, other senior executives and other employees within the Company and the Company's group.

Resolution on authorization for the Board to issue shares, warrants and/or convertibles (item 15)

The Board proposes that the Annual General Meeting resolves to authorize the Board, within the limits of the Articles of Association at any given time regarding shares and share capital, on one or more occasions during the period until the next Annual General Meeting, to resolve on new issues of shares as well as issues of convertibles and/or warrants, with or without preferential rights for the shareholders. Issue decisions pursuant to the authorization may be made with provisions for payment in kind, set-off or cash payment. Issues resolved pursuant to the authorization with deviation from the shareholders' preferential rights shall be made on market terms.

The purpose of the authorization and the reason for any deviation from the shareholders' preferential rights is to enable new issues of shares and issues of warrants and convertibles in order to increase the Company's financial flexibility and/or the Board's room for maneuver.

Resolution to approve the Board's decision on a directed share issue to subscribers covered by Chapter 16 of the Swedish Companies Act (item 16)

The Board proposes that the Annual General Meeting resolves to approve the Board's resolution of 21 May 2026 regarding a new issue of a maximum of 8,558,630 shares of series B (the "**Directed Issue**"). The following terms shall otherwise apply.

1. The Company's share capital may be increased by a maximum of SEK 530,635.06 through the issue of a maximum of 8,558,630 shares of series B.
2. The right to subscribe for shares in the Directed Issue shall be granted to Jon Levin (CEO), LEVINVEST Aktiebolag (related party to Jon Levin) and Ralf Brändli (CTO) (the "**Subscribers**").
3. The reason for the Board's decision regarding the Directed Issue and the deviation from the shareholders' preferential rights is as follows: The subscription period in the Company's rights issue of units consisting of shares of series B ended on 19 May 2026 (the "**Rights Issue**"). The final outcome shows that the Rights Issue was subscribed to approximately 117.8 percent, resulting in certain Subscribers, including senior executives in the Company, not being allotted the full number of units for which they had expressed interest. The Directed Issue is directed to these persons and is carried out at the same subscription price as in the Rights Issue. The Board notes that all shareholders, in direct connection with this resolution, have been offered the opportunity to subscribe for units in the Rights Issue on the same terms as in the Directed Issue, but that the Subscribers, who are senior executives in the Company, were not able to be allotted the full number of units they applied for in the Rights Issue due to oversubscription. The Board considers it beneficial for the Company to utilize the investment interest shown by the Subscribers in the Rights Issue. That senior executives demonstrate confidence in the Company's operations and future prospects constitutes, in the Board's assessment, an important sign of strength for the Company, contributing to stability, creating good conditions for growth, and strengthening the confidence of both existing and new shareholders. The Board further considers that long-term financial commitment and increased share ownership among senior executives strengthens the alignment of interests between management and the Company's shareholders, which stimulates increased commitment to the Company's continued commercial growth and value creation. Furthermore, it is the Board's assessment that carrying out the Directed Issue is appropriate in light of the current market situation as well as the phase the Company is in, and that the Directed Issue, together with the Rights Issue and the directed issue resolved by the Board on 22 April 2026, contributes to a strengthened balance sheet and commercial capacity, is beneficial for the Company's long-term growth ambitions, and improves the Company's financial flexibility. The Board's overall assessment is that it is in the interest of all shareholders to carry out the Directed Issue.
4. For each subscribed share, SEK 0.062 shall be paid. The subscription price has been determined through arm's length negotiations with the Subscribers and through analysis of a number of market factors. Furthermore, the subscription price in the Directed Issue corresponds to the subscription price applied in both the Rights Issue and the directed issue resolved by the Board on 22 April 2026. The Board therefore considers that the subscription price has been determined on market terms.
5. Subscription and payment shall take place within five (5) banking days from the resolution on the issue. The Board shall have the right to extend the period for subscription and payment.
6. The new shares shall entitle the holder to dividends for the first time on the record date for dividend that occurs immediately after the shares have been registered with the Swedish Companies Registration Office and included in the share register maintained by Euroclear Sweden AB.

Resolution on authorization for the Board to make minor adjustments to resolutions adopted by the meeting (item 17)

The Board proposes that the meeting authorizes the Board, the CEO or any person otherwise appointed by the Board, to make such minor adjustments and clarifications to the resolutions adopted at the meeting as may be necessary for the registration of the resolutions.

Majority requirements

For a valid resolution under item 15, it is required that it is supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting. For valid resolutions under items 14 and 16, it is required that they are supported by shareholders representing at least nine-tenths of both the votes cast and the shares represented at the meeting.

Other information

At the time of this notice, the total number of shares in the Company (prior to registration of the rights issue resolved on 22 April 2026) amounts to 515,961,090, of which 750,000 are A shares and 515,211,090 are B shares, corresponding to a total of 522,711,090 votes.

The annual report and audit report, proxy form, complete proposals for resolutions and other documents to be provided in accordance with the Swedish Companies Act will be available at the Company and on the Company's website www.divio.com no later than three weeks prior to the meeting. The documents will be sent upon request to shareholders who provide their postal address.

The Board of Directors and the CEO shall, if any shareholder so requests and the Board considers that it can take place without significant harm to the Company, at the meeting provide information regarding circumstances that may affect the assessment of an item on the agenda and circumstances that may affect the assessment of the Company's or its subsidiaries' financial situation and the Company's relationship with another group company.

For information on how your personal data is processed, see www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf

Stockholm, May 2026
Divio Technologies AB (publ)
The Board of Directors