

Notice and Agenda of the Annual General Meeting

NOTICE is hereby given to all shareholders of Verve Group SE that the company will be holding an annual general meeting on 5 June 2026 at 9.30 (CEST) at the premises of Gernandt & Danielsson, Hamngatan 2, Stockholm, Sweden. Entry and registration begins at 9.00 (CEST).

The board of directors has, pursuant to Chapter 7, Section 4 a of the Swedish Companies Act and the company's articles of association, decided that shareholders shall have the right to exercise their voting rights by postal voting prior to the annual general meeting. Accordingly, shareholders may choose to participate at the annual general meeting in person, by proxy or through postal voting.

Please note that shareholders, in order to be eligible to attend and vote at the annual general meeting, may be subject to different registration dates depending on the CSD affiliation of the shares held by the shareholder. See more under the heading "*Right to participate and notice of attendance*".

RIGHT TO PARTICIPATE AND NOTICE OF ATTENDANCE

Shareholders who wish to attend the general meeting must:

- be entered as a shareholder in the share register kept by Euroclear Sweden AB ("**Euroclear Sweden**") on 28 May 2026 or, if the shares are registered in the name of a nominee, request that the nominee registers the shares in the shareholder's own name for voting purposes in such time that the registration is completed on 1 June 2026; and
- give notice of attendance in accordance with the instructions set out under the heading "*Notification of attendance in person or by proxy*" no later than on 1 June 2026 or submit a postal vote in accordance with the instructions set out under the heading "*Instructions for postal voting*" no later than on 1 June 2026.

Shareholders whose shares are held through Clearstream Banking AG ("**Clearstream**") (or any other CSD than Euroclear Sweden) should, well in advance of the record date, consult their custodian or nominee about the process they must follow in order to be entered as a shareholder in the share register kept by Euroclear Sweden on 28 May 2026.

NOTIFICATION OF ATTENDANCE IN PERSON OR BY PROXY

Shareholders who wish to attend the annual general meeting in person or by proxy shall give notice of attendance to the company no later than on 1 June 2026 either:

- electronically on the company's website (<https://investors.verve.com/corporate-governance/shareholder-meeting/>);
- by email to proxy@computershare.se;
- by mail to Computershare AB, "Verve Group SE AGM", PO Box 149, SE-182 12 Danderyd, Sweden; or
- by telephone on +46 (0)771 24 64 00 on weekdays between 09.00 and 16.00 (CEST).

The notification shall state the shareholder's name, personal identification number or corporate identification number, address, phone number and, where applicable, the number of accompanying assistants (not more than two).

Shareholders who do not wish to participate in person or exercise their voting rights by postal voting may exercise their voting rights at the annual general meeting through a proxy with a written, signed and dated power of

attorney. If the power of attorney is issued by a legal entity, a copy of the certificate of registration or an equivalent authorisation document for the legal entity must be enclosed.

In order to facilitate the registration at the annual general meeting, powers of attorney, certificates of registration, and other authorisation documents should be submitted per email to proxy@computershare.se or by mail to Computershare AB, "Verve Group SE AGM", PO Box 149, SE-182 12 Danderyd, Sweden no later than on 1 June 2026. Please note that a notification of attendance at the annual general meeting must be made even if the shareholder wishes to exercise its voting rights at the annual general meeting through a proxy. A submitted power of attorney is not considered as a notification of attendance at the annual general meeting. A form of power of attorney is available on the company's website (<https://investors.verve.com/corporate-governance/shareholder-meeting/>). The form can also be obtained from Computershare or be ordered by email to proxy@computershare.se.

INSTRUCTIONS FOR POSTAL VOTING

Shareholders who wish to exercise their voting rights through postal voting must use the postal voting form and follow the instructions that are available on the company's website (<https://investors.verve.com/corporate-governance/shareholder-meeting/>). The postal voting form may also be obtained from Computershare or be ordered by email to proxy@computershare.se. The postal voting form must be received by the company or Computershare no later than on 1 June 2026. The postal voting form must either:

- be sent by email to proxy@computershare.se;
- be submitted electronically in accordance with the instructions on the company's website (<https://investors.verve.com/corporate-governance/shareholder-meeting/>); or
- be sent by mail to Computershare AB, "Verve Group SE AGM", PO Box 149, SE-182 12 Danderyd, Sweden.

Those who wish to withdraw a submitted postal vote and instead exercise their voting rights by participating in the general meeting in person or through a proxy must give notice thereof to the general meeting's secretariat prior to the opening of the annual general meeting.

If the shareholder is a legal entity, a certificate of registration or other authorisation document shall be enclosed with the voting form. If the shareholder votes by proxy, a written, signed, and dated power of attorney shall be enclosed with the voting form. Shareholders are not allowed to include special instructions or conditions in the postal vote. If special instructions or conditions are included, such postal voting forms become invalid. Further information and conditions can be found in the voting form.

PROPOSED AGENDA

1. Election of a chairman of the meeting
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Election of one or two persons to verify the minutes
5. Determination of whether the meeting has been duly convened
6. Presentation of the income statement, balance sheet and auditor's report of the company and the group
7. Resolutions:
 - (a) on adoption of the income statement and balance sheet as well as the consolidated income statement and the consolidated balance sheet
 - (b) on the disposition of the company's profit or loss as shown in the adopted balance sheet
 - (c) on discharge from liability of members of the board of directors and the managing director
8. Determination of the fees to be paid to the board of directors and the auditor
9. Determination of the number of directors of the board of directors and auditors
10. Election of the board of directors, chairman of the board and auditor

11. Resolution on the Remuneration Report
12. Resolution on an authorisation for the board of directors to resolve on repurchases of own shares
13. Resolutions on:
 - (a) an authorisation for the board of directors to resolve on transfers of own shares
 - (b) an authorisation for the board of directors to resolve on re-issues of treasury shares and to determine the price range at which the company can re-issue treasury shares
14. Resolution on an authorisation for the board of directors to resolve on issuance of shares, warrants and convertibles
15. Resolutions on:
 - (a) proposal to transfer the registered office from Sweden to Ireland (the “**Transfer**”)
 - (b) adoption of a memorandum of association and new articles of association (the “**Constitution**”) (including change of issuer CSD)
16. Resolution on change of the company name by amendment of paragraph 1 of the articles of association
17. Closing of the meeting

Item 1. Election of a chairman of the meeting

The nomination committee proposes that Mikael Borg, member of the Swedish Bar Association or, in his absence, the person nominated by a representative of the nomination committee shall be appointed as chairman of the annual general meeting.

Item 7 (b). Resolution on the disposition of the company’s profit or loss as shown in the adopted balance sheet

The board of directors proposes, in accordance with the proposal included in the annual report, that no dividend is paid for the financial year 2025 and that the residue of this year’s result shall be carried forward.

Items 8–10. Determination of the fees to be paid to the board of directors and the auditor, determination of the number of directors of the board of directors and auditors, election of the board of directors, chairman of the board and auditor

The nomination committee proposes:

- That the board of directors’ fees shall be paid with an unchanged amount of EUR 50,000 to each board member that is not employed by the company and EUR 100,000 to the chairman of the board. In addition, the nomination committee proposes that a fee of EUR 25,000 shall be allotted to the chairman of the audit committee as well as to the chairman of the remuneration committee. These fees shall apply for a full period between the election and the annual general meeting 2027. This means that the board fees amount to, in total, EUR 400,000 (item 8).
- That fees to the auditor shall be paid in accordance with approved invoice (item 8).
- That the board shall consist of seven members (item 9).
- That the company shall have one auditor (item 9).
- Re-election of the board members Remco Westermann, Greg Coleman, Franca Ruhwedel, Johan Roslund, Peter Huijboom and Alexander Doll as board members, as well as re-election of Tobias M. Weitzel as member and chairman of the board of directors for the period until the close of the annual general meeting 2027 (item 10).
- Re-election of the company’s auditor Deloitte Sweden AB (“**Deloitte Sweden**”) for the period until the close of the annual general meeting 2027 or until the company is effectively registered with the Companies Registration Office in Ireland (“**CRO**”) following a transfer of the company’s registered office in accordance with item 15(a) (the “**Effective Time**”), whichever comes first. Deloitte Sweden has informed the nomination committee that the auditor Christian Lundin will continue as auditor-in-charge if Deloitte Sweden is re-elected as auditor (item 10).

- Subject to the Transfer becoming effective in accordance with item 15(a), the election of Deloitte Ireland LLP (“**Deloitte Ireland**”) as new statutory auditor effective from the Effective Time and until the end of the annual general meeting 2027. Deloitte Ireland has informed the nomination committee that Ciarán O’Brien will be the auditor-in-charge if Deloitte Ireland is elected as auditor (item 10).

Following the Transfer pursuant to item 15(a), Verve would continue to apply the Swedish Corporate Governance Code and will accordingly maintain a nomination committee. The instructions for the nomination committee adopted at the extraordinary general meeting 2022 and the annual general meeting 2023 would also continue to apply after the Transfer.

The nomination committee’s complete proposals, including a presentation of the proposed members of the board of directors and an assessment of their independence in relation to the company, the executive management and the company’s major shareholders, are available on the company’s website (<https://investors.verve.com/corporate-governance/shareholder-meeting/>).

Item 11. Resolution on the Remuneration Report

The board of director’s remuneration report for 2025 (the “**Remuneration Report**”) provides an outline of how the guidelines for remuneration to senior executives (the “**Guidelines**”) which were adopted by the annual general meeting 2025, have been implemented in 2025. The Remuneration Report also provides information on the remuneration of the company’s CEO and a summary of the company’s outstanding incentive programmes. The Remuneration Report has been prepared in accordance with Chapter 8, Sections 53 a and 53 b of the Swedish Companies Act and the Rules on Remuneration of the Board and Executive Management and on Incentive Programmes issued by the Stock Market Self-Regulation Committee. The Remuneration Report will be made available on the company’s website (<https://investors.verve.com/corporate-governance/shareholder-meeting/>).

The board of directors proposes that the annual general meeting approves the Remuneration Report.

Item 12. Resolution on an authorisation for the board of directors to resolve on repurchases of own shares

The board of directors proposes that the annual general meeting resolves to authorise the board of directors to resolve on repurchases of the company’s own class A shares (“**Shares**”) on the following terms and conditions:

1. Repurchases of Shares may be made on Frankfurt Stock Exchange or another regulated market.
2. The authorisation may be exercised at one or several occasions before the annual general meeting 2027, or the Effective Time, whichever comes first.
3. A maximum number of own Shares may be acquired so that the company’s holding of own Shares at any given time does not exceed 10 per cent of all shares in the company.
4. Repurchases of the company’s own Shares on Frankfurt Stock Exchange or another regulated market may not be purchased at a price higher than the higher of the price of the last independent trade and the highest current independent purchase bid on Frankfurt Stock Exchange or at a price lower than the lowest price at which an independent acquisition can be made.

The purpose of the authorisation is to enable the board of directors to optimise the capital structure of the company and/or to enable the company to use acquired own Shares as payment for, or financing of, acquisitions of companies or businesses and/or to hedge or facilitate the settlement of the company’s incentive programmes.

The board of directors shall have the right to decide on other terms and conditions for repurchases of own Shares in accordance with the authorisation.

Following the Transfer becoming effective in accordance with item 15(a), the company's repurchases of its own shares will be governed by Irish law and the Constitution proposed to be adopted under item 15(b), including the authority for the board to redeem shares in accordance with the Constitution.

A resolution in accordance with this item 12 is only valid where supported by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the annual general meeting.

Item 13(a)-(b). Resolutions on (a) an authorisation for the board of directors to resolve on transfers of own shares and (b) an authorisation for the board of directors to resolve on re-issues of treasury shares and to determine the price range at which the company can re-issue treasury shares

(a) Resolution on an authorisation for the board of directors to resolve on transfers of own shares

The board of directors proposes that the annual general meeting resolves to authorise the board of directors to resolve on transfers of the company's Shares on the following terms and conditions:

1. Transfers of Shares may be made on Frankfurt Stock Exchange, on another regulated market or in another way.
2. The authorisation may be exercised at one or several occasions before the annual general meeting 2027, or the Effective Time, whichever comes first.
3. Transfers of own Shares may be made of up to the number of Shares that, at any given time, are held by the company.
4. Transfers of own Shares may be made with or without deviation from the shareholders' pre-emption rights.
5. Transfers of own Shares on Frankfurt Stock Exchange or another regulated market may not be made at a price higher than the higher of the price of the last independent trade and the highest current independent purchase bid on Frankfurt Stock Exchange or at a price lower than the lowest price at which an independent acquisition can be made. Transfers of own Shares outside of Frankfurt Stock Exchange or another regulated market may be made against payment in cash, in kind or by way of set-off, and the price shall be established so that the transfer is made on terms corresponding to the terms for the relevant incentive programme, in accordance with current or future contractual obligations of the company or any group company (e.g., as payment for acquisitions) or otherwise on market terms.

The purpose of the authorisation is to enable the board of directors to optimise the capital structure of the company and/or to enable the company to use acquired own Shares as payment for, or financing of, acquisitions of companies or businesses and/or to hedge or facilitate the settlement of the company's incentive programmes.

(b) Resolution on an authorisation for the board of directors to resolve on re-issues of treasury shares and to determine the price range at which the company can re-issue treasury shares

The board of directors proposes that the annual general meeting resolves that, subject to the Transfer becoming effective in accordance with item 15(a), and in replacement of the authorisation set out in item 13(a) above, the company be and is hereby authorised to re-issue treasury shares (as defined in Section 1078 of the Irish Companies Act 2014) in accordance with the Constitution and subject to the following restrictions and provisions:

(a) the maximum price at which treasury shares may be re-issued shall be an amount equal to 120% of the "market price", (b) the minimum price at which treasury shares may be re-issued shall be the nominal value of the share, where such a share is required to satisfy an obligation under any compensation program (including any share scheme or option schemes) operated by the company or any of its subsidiaries (as defined by Section 7 of the Irish Companies Act 2014) or, in all other cases, an amount equal to 95% of the "market price".

For the purposes of this resolution, "market price" shall mean the average closing price of the Shares on Frankfurt Stock Exchange for the five trading days prior to the date of the re-issue. This authority shall expire at the close of business on the earlier of the date of the annual general meeting in 2027 or the date that is 18 months from

the date of the passing of this resolution, unless previously varied or renewed in accordance with the provisions of Section 109 and/or 1078 (as applicable) of the Irish Companies Act 2014 (and/or any corresponding provision of any amended or replacement legislation) and is without prejudice or limitation to any other authority of the company to re-issue treasury shares on-market.

If approved by the requisite majority, resolution 13(b) will be deemed to be valid and effective with effect from the Effective Time. As the authorisation pursuant to Resolution 13(b) will apply once the company becomes an Irish incorporated company, resolution 13(b) is being presented as a proposal applicable to an Irish company, and is being proposed with the voting framework applicable to an Irish company.

Authorisations

The board of directors shall have the right to decide on other terms and conditions for transfers of own Shares/treasury shares in accordance with the authorisations.

Majority requirements

A resolution in accordance with item 13(a) is only valid where supported by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the annual general meeting. A resolution in accordance with item 13(b) is only valid where supported by shareholders holding not less than 75% of the votes cast at the annual general meeting.

Item 14. Resolution on an authorisation for the board of directors to resolve on issuance of shares, warrants and convertibles

The board of directors proposes that the annual general meeting resolves to authorise the board of directors to, at one or several occasions and for the time period until the next annual general meeting, or until the Effective Time, whichever comes first, issue shares, warrants and convertibles within the limits of the company's articles of association. The authorisation shall be limited so that the board of directors may not resolve upon issues of shares, warrants and convertibles that entail that the total number of shares that are issued, issued through conversion of convertibles or issued through exercise of warrants exceeds 35 per cent of the total number of shares in the company at the time the board of directors exercises the authorisation for the first time.

Issues of shares, warrants and convertibles may be made with or without deviation from the shareholders' preferential rights and with or without provisions for payment in kind, set-off or other conditions. The purpose of the authorisation and the possibility to deviate from the shareholders' preferential rights shall be to finance acquisitions, raise capital to facilitate growth and development of the company or to hedge, facilitate or settle the company's incentive programs.

The board of directors, the CEO or such person as the board of directors authorise, shall be authorised to make such minor amendments and clarifications of the annual general meeting's decision that is required in connection with the registration of this resolution with the Swedish Companies Registration Office, or due to other formal requirements.

Following and subject to the Transfer becoming effective in accordance with item 15(a), the board's authorisation to issue shares, warrants, and convertibles shall instead be governed by Irish law and the Constitution proposed to be adopted under item 15(b), and any resolution on authorisation under this item shall cease to apply and shall not impose any limitation in this regard.

A resolution in accordance with this item 14 is only valid where supported by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the annual general meeting.

Item 15(a)-(b). Resolutions on (a) proposal to transfer the registered office from Sweden to Ireland and (b) adoption of a memorandum of association and new articles of association (including change of issuer CSD)

Background

On 31 March 2026, Verve announced that its board of directors had prepared and approved a transfer proposal (the “**Transfer Proposal**”) in accordance with Article 8.2 of the Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (the “**SE Regulation**”) for the transfer of Verve’s registered office to Dublin, Ireland from Stockholm, Sweden (the Transfer) pursuant to Article 8 of the SE Regulation.¹ In order to be able to complete the Transfer, the board of directors hereby proposes that the annual general meeting resolves to approve the proposal to transfer Verve’s registered office and the adoption of the Constitution (as defined below) in accordance with the proposals (a) and (b) below.

The board of directors will also prepare a report explaining and justifying the legal and economic aspects of the Transfer and explaining the implications of the Transfer for shareholders, creditors and employees in accordance with Article 8.3 of the SE Regulation (the “**Transfer Report**”).

(a) Proposal to transfer the registered office from Sweden to Ireland

The board of directors proposes that the annual general meeting resolves to approve the Transfer in accordance with the Transfer Proposal and that the company’s registered office upon the Effective Time will become Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland.

A resolution under this item 15(a) shall be conditional upon that the annual general meeting resolves to approve the board of director’s proposal to adopt a memorandum of association and new articles of association (including change of issuer CSD) under item 15(b).

(b) Adoption of a memorandum of association and new articles of association (including change of issuer CSD)

The board of directors proposes that the annual general meeting resolves to approve the adoption of a memorandum of association and new articles of association (the Constitution) to take effect following the Effective Time in accordance with item (a) above.

The Constitution has been drafted to comply with the laws of Ireland and to be in line with market practice for Irish companies listed in the United States, ensuring consistency with the governance and structural standards expected in an international environment and by investors who assess and invest in the company’s international technology and advertising peer group.

The adoption of the Constitution will effect a change of Verve’s issuer central securities depository (“**CSD**”) from Euroclear Sweden AB to Euroclear Bank SA/NV (“**Euroclear Bank**”) (which is the CSD authorised to provider issuer CSD services in respect of shares of an Irish incorporated company). Immediately upon the Effective Time, the company’s ordinary shares will be admitted to the securities settlement system operated by Euroclear Bank as issuer CSD (the “**EB System**”). The EB System is structured as an ‘intermediated’ or ‘indirect’ settlement system. As a result, immediately upon the Transfer becoming effective, legal title to all of the company’s ordinary shares will be automatically transferred to Euroclear Nominees Limited, a nominee of Euroclear Bank, to be held for the benefit of the participants in the EB System, subject to and in accordance with the rules and procedures of the EB System (the “**EB Migration**”). Regulation 13.7 of the Constitution includes a mechanism to effect the transfer of legal title to the company’s shares from the shareholders to Euroclear Nominees Limited at the Effective Time. The EB Migration will not result in any change to the underlying beneficial ownership of any of the company’s shares and it is not expected that shareholders who currently hold their shares via Euroclear Sweden or Clearstream will be required to take any action in connection with the EB Migration.

¹ The Transfer Proposal was registered with the Swedish Companies Registration Office on 31 March 2026.

A resolution under this item 15(b) shall be conditional upon that the annual general meeting resolves to approve the board of director's proposal to transfer the registered office from Sweden to Ireland under item 15(a).

Authorisations

The board of directors proposes that the annual general meeting authorises the board of directors or anyone that the board otherwise appoints, to adopt minor adjustments and clarifications of the resolutions in accordance with this item 15(a)-(b) to the extent that this is required for registration with the Swedish Companies Registration Office and/or the CRO.

Majority requirements

A resolution in accordance with items 15 (a)-(b) is only valid where supported by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the annual general meeting.

Additional information

The Transfer Proposal and the Constitution are available on Verve's website (<https://investors.verve.com>) and at Verve's office at Humlegårdsgatan 19 A, SE-114 46 Stockholm, Sweden and the Transfer Report will be made available on Verve's website and office not later than one (1) month before the annual general meeting. The documentation will be sent free of charge to those shareholders and creditors who so request and state their postal or e-mail address. Such request may be sent to Computershare AB, "Verve Group SE AGM", PO Box 149, SE-182 12 Danderyd, Sweden, or by email to proxy@computershare.se.

Item 16. Resolution on change of the company name by amendment of paragraph 1 of the articles of association

The board of directors proposes that the annual general meeting resolves to change the name of the company to "Verve Group Media SE" in advance of the proposed Transfer.

The proposal to change the name of the company is proposed in connection with the proposed Transfer as the existing name (Verve Group SE) is not permitted to be registered with the Irish authorities as there are other existing entities registered with the CRO using the word "Verve" in their name, and as such Verve is required to adopt a distinguishing name.

The change in company name requires paragraph 1 of the articles of association to be amended accordingly. The board of directors, the CEO or such person as the board of directors authorise, shall be authorised to make such minor amendments and clarifications of the annual general meeting's decision that is required in connection with the registration of this resolution with the Swedish Companies Registration Office.

A resolution in accordance with this item 16 is only valid where supported by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the annual general meeting. The resolution shall be conditional upon that the annual general meeting resolves to approve the Transfer and the adoption of the Constitution in accordance with the board of director's proposals under item 15(a)-(b) above, and shall be registered with the Swedish Companies Registration Office after the annual general meeting to become effective in advance of the Transfer becoming effective.

MISCELLANEOUS

Number of shares and votes

As of the date of this notice, the total number of shares in the company is 200,116,528 class A shares, corresponding to a total number of votes of 2,001,165,280, and 0 class B shares. The company holds no treasury shares as of the date of this notice.

Shareholders' right to request information

The board of directors and the CEO shall, if any shareholder so requests and the board of directors believes that it can be done without significant harm to the company, provide information in respect of any circumstances which may affect the assessment of a matter on the agenda and any circumstances that may affect the

assessment of the company's financial position. The duty to provide information shall also apply to the company's relationship with another group company, the consolidated accounts and such circumstances regarding subsidiaries that are referred to in the preceding sentence.

Available documents

Complete proposals and other documentation that shall be kept available before the annual general meeting according to the Swedish Companies Act and the Swedish Corporate Governance Code will be available on the company's website (<https://investors.verve.com/corporate-governance/shareholder-meeting/>) no later than three weeks before the annual general meeting. The documents will also be sent to the shareholders who request it and state their postal address. Such a request may be sent to Computershare AB, "Verve Group SE AGM", PO Box 149, SE-182 12 Danderyd, Sweden, or by email to proxy@computershare.se.

Personal data

Personal data obtained from the share register, notifications of attendance at the annual general meeting and information regarding proxies will be used for registration, preparation of the voting register for the annual general meeting and, where applicable, the minutes of the annual general meeting. For more information on how personal data is processed in connection with the annual general meeting, please refer to Euroclear Sweden AB's privacy notice that is available on Euroclear Sweden AB's website, www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf.

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29 April 2026

Verve Group SE

The board of directors