

## **Transfer proposal**

*Pursuant to Article 8 of the Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European company (SE) (the “SE Regulation”) it is proposed to transfer the registered office of Verve Group SE (“Verve” or the “Company”) from Stockholm, Sweden to Dublin, Ireland (the “Transfer”).*

### **1 Company and proposed registered office**

Verve Group SE is a European public limited liability company (*Societas Europaea*) registered under Swedish law with its registered office in Stockholm, Sweden and registered with the Swedish Companies Registration Office (the “SCRO”) under the registration number 517100-0143. The board of directors of the Company (the administrative organ) hereby proposes that the Company transfers its registered office to Dublin, Ireland pursuant to the SE Regulation and in accordance with this transfer proposal (the “**Transfer Proposal**”).

The relevant authority in Ireland is the Companies Registration Office (the “**ICRO**”), address: Bloom House, Gloucester Place Lower, Dublin 1, phone: +353 (0)1 804 5200, e-mail: [info@cro.ie](mailto:info@cro.ie).

The board of directors expects the Transfer to be completed in October 2026 at the latest. The Transfer and the adoption of the Constitution (as defined below) will take effect when the Company is registered with the ICRO in Ireland, and the Company shall only then be deregistered with the SCRO. As a result of the Transfer, the Company will become subject to and governed by Irish law (instead of Swedish law) and a revised Constitution (as defined below).

As of the date of this Transfer Proposal, no proceedings for winding up, liquidation, insolvency or suspension of payments or other similar proceedings have been brought against the Company.

The Transfer will not result in the winding up of the Company or in the creation of a new legal person. The transfer of its registered office will not affect the Company’s existing stock exchange listings on Nasdaq First North Premier Growth Market in Stockholm or the regulated market of the Frankfurt Stock Exchange and the Company’s corporate bonds will remain in place.

### **2 Background and reasons for the Transfer**

The global advertising technology industry is strongly centred in the United States, which represents the world’s largest market for digital advertising and the primary hub for specialized ad-tech investors. As the United States is already Verve’s largest market and the core of its operational activities - accounting for a substantial share of revenues, costs, and headcount - aligning the corporate structure with international

industry standards is a logical progression. The board of directors believes that a registered office in Ireland allows the Company to implement a corporate governance framework that better reflects Verve's international footprint and that is more familiar to international investors particularly those based in the United States. Specifically, as the only EU member state operating under common law, Ireland provides a legal environment consistent with the framework under which Verve's principal U.S. peers and counterparties operate. Consequently, the Transfer minimizes structural hurdles, supporting an even deeper engagement with a broader global institutional and specialized shareholder base.

In connection with the Transfer, Verve intends to evaluate transitioning its financial reporting currency to USD. As the global digital advertising ecosystem is primarily denominated in USD, this shift would enhance comparability with industry peers and materially reduce the impact of foreign exchange volatility on the Company's reported results. Furthermore, reporting in USD is expected to facilitate a more precise financial analysis of the Company for international investors.

The relocation also provides the optionality for a future direct U.S. listing, which is not currently feasible under the Swedish legal system. A decision or timeline for such a listing has not yet been established and would furthermore depend on multiple factors, such as prevailing market conditions as well as other technical and regulatory considerations. The board of directors will prepare a Transfer Report (as defined below) explaining and justifying the legal and economic aspects of the Transfer and explaining the implications of the Transfer for shareholders, creditors and employees of the Company.

### **3 Changes to the articles of association and company name**

In connection with the Transfer, the board proposes that the company name shall be changed to "Verve Group Media SE" (due to existing entities registered with the ICRO in Ireland using the word "Verve").

In connection with the Transfer, the articles of association of the Company must be changed to be compliant with the laws of Ireland and to effect the change of the Company's issuer CSD from Euroclear Sweden AB to Euroclear Bank SA/NV (the Irish authorised issuer CSD). The board of directors has therefore prepared a proposal for new articles of association as set out in Appendix 1 (the "**Constitution**"). The Constitution has been drafted 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 board of directors shall be authorised to make minor changes to the Constitution as necessary according to the laws of Ireland or as otherwise required.

#### 4 Proposed Transfer timetable

The proposed timetable for the Transfer is set out below.

Step	Timing
The Transfer Proposal is registered with the SCRO and publicised in the Swedish Official Gazette pursuant to Article 8(2) of the SE Regulation.	Week 14 2026
Notice of the annual general meeting.	Week 18 2026
The Transfer Proposal and the report under Article 8(3) of the SE Regulation (the “ <b>Transfer Report</b> ”) are made available to the shareholders and creditors of the Company at the Company’s office and website.	Week 19 2026
The annual general meeting approves the Transfer Proposal.	Week 23 2026
The Company notifies known creditors in writing of the general meeting’s approval of the Transfer Proposal.	Week 23 2026
The Company applies for permission for the Transfer with the SCRO.	Week 23 2026
The SCRO summons creditors of the Company.	Week 24 2026
End date of the summons of creditors of the Company.	Week 33 2026
The SCRO decides to permit the Transfer and issues a certificate in accordance with Article 8(8) of the SE Regulation.	Week 34 2026
The Company applies for registration of the Transfer with the ICRO.	Week 34 2026
Registration with the ICRO becomes effective.	Week 40 2026
Notification of the re-registration to be sent to the SCRO by the ICRO.	Week 40 2026
Re-registration in Ireland and deregistration in Sweden is publicised in the ICRO Official Gazette.	Week 40 2026
Particulars of the Transfer to be forwarded to the Publications Office of the European Union who will publish a notice of the registration in the Official Journal of the European Union.	Within a month from the registration with ICRO becoming effective.
<i>All dates are estimations based on current expectations (including but not limited to the estimations as to how long the ICRO and the SCRO will take to process matters) and are subject to change.</i>	

#### 5 Implications of the Transfer on employees’ involvement

The employees’ involvement in the Company is currently regulated by the Council Directive 2001/86/EC of 8 October 2001 supplementing the Statute for a European company with regard to the involvement of employees (the “**Directive**”) and its implementation in Swedish law. Following the Transfer, the Directive and its implementation in Irish law will regulate the employees’ involvement in the Company. The Company has ten employees in Sweden. It is not anticipated that the Transfer will have an impact on these employees or their terms of employment

(including the locations where the employees carry out their work), except for that their employment may have to be moved to a Swedish branch or subsidiary to comply with applicable law. The implications of the Transfer Proposal on employees and the terms of employment will be negotiated individually between the Company and each employee of the Company.

## **6 Rights provided for the protection of shareholders and/or creditors**

The Transfer Proposal is subject to approval by the general meeting by a qualified majority of at least a two-third majority of both the votes cast and shares represented at the general meeting and the SCRO and the ICRO approving and registering the Transfer in accordance with the Transfer Proposal.

The Company's shareholders and creditors will be entitled, at least one month before the general meeting called to approve this Transfer Proposal, to examine (i) this Transfer Proposal and (ii) the Transfer Report at the Company's office at Humlegårdsgatan 19 A, SE-114 46 Stockholm, Sweden and the Company's website, investors.verve.com, and, upon request, to obtain copies of the documents free of charge in accordance with Article 8(4) of the SE Regulation.

All known creditors will, after the general meeting approving this Transfer Proposal, be informed about the resolution, their right to examine the Transfer Proposal and Transfer Report in accordance with Article 8(4) of the SE Regulation and their right to oppose the Transfer in accordance with sections 12–13 in the Swedish regulation (2004:575) regarding SE companies.

The SCRO will summon creditors of the Company and inform them about the general meeting's approval of the Transfer Proposal and the creditors' right to oppose the Transfer within the notice period decided by the SCRO. Where a creditor opposes the Transfer, the Company must demonstrate that the creditor who opposed the Transfer has received full payment or satisfactory security for its claim.

Except as stated above, no special rights are provided for the protection of shareholders and/or creditors.

## **7 Authorisation for the board of directors**

The board of directors shall be authorised to adopt minor adjustments and clarifications to the Transfer Proposal to the extent required in connection with registration of the aforesaid.

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Approved on 26 March 2026:

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Remco Westermann

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Tobias M. Weitzel

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Greg Coleman

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Alexander Doll

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Petrus Huijboom

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Johan Roslund

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Franca Ruhwedel

**Appendix 1 – Proposed Constitution**

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