Notice to the Annual General Meeting of Virtune AB

The shareholders of Virtune AB ( Publ ) corporate ID number 559175–2067, with registered office in Stockholm, are hereby summoned to the Annual General Meeting on Wednesday, May 21, 2025 at 4:00 PM.

The Annual General Meeting will not take place digitally but will take place physically at the company's premises at Kungsgatan 26, 111 35 in Stockholm.

**Registration etc.**

Shareholders who wish to participate in the Annual General Meeting must register with the company by email no later than Friday, May 16, 2025, no later than 5:00 p.m. Registration for participation in the Annual General Meeting must be made to email: hello@virtune.com. When registering, name, address, personal or corporate identity number, telephone number and shareholding must be stated and, where applicable, the name of any assistant, proxy or deputy. Shareholders who participate via video link or are represented by proxy must issue a written, dated power of attorney for the proxy. The power of attorney should be submitted to the company well in advance of the Annual General Meeting and this can be done by email: hello@virtune.com. Anyone representing a legal entity must attach a copy of the registration certificate showing the authorized signatory. The information provided when registering will be processed and used only for the meeting.

**Proposal for agenda**

1. Election of chairman at the meeting
2. Selection of one or two keepers of the minutes
3. Establishment and approval of the electoral roll
4. Approval of agenda
5. Examination of whether the meeting has been duly convened
6. Presentation of annual report and audit report
7. Decision on
	1. determination of the income statement and balance sheet
	2. dispositions regarding the company's results according to the approved balance sheet
	3. Discharge from liability for the board members and the CEO
8. Determination of the number of board members and deputies as well as auditors or registered auditing firm
9. Determination of remuneration for the board of directors and the auditor
10. Election of board of directors and auditor or registered auditing firm
11. Decision on principles for the appointment of Board members
12. Proposal for a resolution authorizing the board of directors to decide on the issue of shares and convertibles
13. Proposal for a decision on the adoption of a long-term incentive program for the board of directors and key personnel within Virtune AB

**PROPOSAL FOR A DECISION**

**Election of chairman at the meeting (item 1)**

The Nomination Committee proposes that the Chairman of the Board, Erik Fischbeck, or, in his absence, the person appointed by the Board, be appointed Chairman of the Annual General Meeting.

**Selection of one or two adjusters (point 2)**

The Board proposes that Gert Nordin, or in the event of his absence, the person designated by the Board, be appointed to, together with the Chairman, adjust the minutes of the meeting.

**The board's proposal for the establishment and approval of the voting list (item 3)**

The voting list proposed for approval is the voting list prepared by the company, based on the general meeting share register and advance votes received, and checked and approved by the adjuster.

**Decision on allocations regarding the company's results according to the adopted balance sheet (item 7b)**

The Board of Directors proposes that the standing funds available for the meeting be transferred to a new account and that no dividend should therefore be paid.

**Determination of the number of board members and deputies as well as auditors or registered auditing firm (item 8)**

The Nomination Committee proposes that the board shall consist of a minimum of 3 and a maximum of 8 members and a minimum of 1 and a maximum of 2 deputies, until the time of the next Annual General Meeting and that the meeting elects 4 members and one deputy.

The Nomination Committee proposes that a registered accounting firm be elected as auditor.

**Determination of remuneration for the board of directors and the auditor (item 9)**

The Nomination Committee proposes that the Board be remunerated as follows: A fee of 3 price base amounts, according to the level established in 2025, shall be paid to the Chairman of the Board and 2 price base amounts to members who are not operational in the company for regular board work comprising up to twelve board meetings including customary board work and preparation during the remaining period until the next Annual General Meeting.

The Nomination Committee further proposes that the meeting authorizes the Board to approve, if necessary, consulting fees for work in addition to regular board work per current account for board members for advisory services. Consulting fees for advisory services should be paid in moderation.

The board proposes that the auditor's fee be paid according to an invoice approved by the board.

**Election of the board of directors and auditor or registered accounting firm (item 10)**

The Nomination Committee proposes the re-election of Erik Fischbeck, Laurent Kssis, Fredrik Djavidi and Christopher Kock. It is further proposed that Erik Fischbeck be appointed Chairman of the Board. All elections are for the period until the end of the next Annual General Meeting.

The board is therefore proposed to consist of the following:

* Re-election of Erik Fischbeck, Chairman of the Board
* Re-election of Laurent Kssis, board member
* Re-election of Fredrik Djavidi, board member
* Re-election of Christopher Kock, board member

Furthermore, the Nomination Committee also proposes re-election of Deputy Board Member Peter Arvidson for the period until the end of the next Annual General Meeting as Deputy Board Member.

Nomination Committee proposes that the registered auditing firm Öhrlings Price WaterhouseCoopers AB be re-elected, for the period until the end of the next Annual General Meeting, as auditor and Öhrlings Price WaterhouseCoopers AB has appointed Johan Engstam as auditor in charge.

**Decision on principles for the appointment of Board members (item 11)**

The Nomination Committee is proposed to consist of the 3 largest shareholders as of November 30, 2025 and the Chairman of the Board. The following principles in summary are proposed to constitute principles for the appointment of Nomination Committee members.

The Nomination Committee shall appoint a chairman from within its ranks, who may not, however, be the chairman of the board.

The Nomination Committee shall comply with the Swedish Code of Corporate Governance to the greatest extent possible.

majority of the members shall be independent in relation to the company and the company management. At least one member shall be independent in relation to the largest shareholder or group of shareholders in terms of votes.

shareholders who cooperate in the management of the company. No remuneration shall be paid to members of the Nomination Committee.

For more information, **see Appendix 1:** Virtune - NOMINATION COMMITTEE 2025.

**Proposal for a resolution authorizing the board of directors to decide on the issue of shares and convertibles (item 12)**

The Board of Directors proposes that the Annual General Meeting authorize the Board of Directors to, during the period until the next Annual General Meeting, on one or more occasions and with or without deviation from the shareholders' preferential rights, make decisions on new issues of shares and convertible debentures. The issue of shares and convertible debentures shall only be possible against cash payment. Deviation from the shareholders' preferential rights shall be possible for the purpose of enabling payment for the acquisition of property or shares in order to capitalize the Company and or to otherwise develop and expand the business. New issues of shares and convertible debentures shall, in the event of deviation from the shareholders' preferential rights, be carried out on market terms and may only be carried out to a maximum total dilution of 10 percent of the total number of outstanding shares in the Company. However, new issues of shares and convertible debentures that take place in accordance with the shareholders' preferential rights shall not be limited in any way other than what follows from the limits on the share capital and the number of shares in the articles of association applicable at any time.

It is further proposed that the Annual General Meeting authorize the Board of Directors, the CEO or the person appointed by the Board of Directors, to make any minor adjustments to the resolution that may be deemed necessary in connection with registration of the resolution with the Swedish Companies Registration Office.

**Proposal for a resolution on the adoption of a long-term incentive program for the board of directors, management and key personnel within Virtune AB (item 13)**

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to introduce a long-term incentive program for the Board of Directors, management and key personnel within Virtune AB (the “Company”) (the “Option Program 2025”). Within the framework of the Option Program 2025, the Company may issue a maximum of 316,000 warrants that can be distributed among the participants. The program entails full dilution corresponding to up to approximately 5 percent of the total number of outstanding shares in the Company.

**Number of shares and votes**

As of the date of this notice, the company has a total of 6,376,960 outstanding shares, which entitle each share to one vote at the Annual General Meeting. As of the date of this notice, the company does not hold any treasury shares.

**Majority rules**

For a valid resolution according to item 12 above, approval by at least two-thirds (2/3) of both the votes cast and the shares represented at the meeting is required. For item 13, for its validity, the proposal requires the support of shareholders representing at least nine-tenths (9/10) of both the votes cast and the shares represented at the meeting.

**Information before the meeting**

The Board of Directors and the CEO shall, if requested by any shareholder and the Board of Directors believes that this can be done without material harm to the company, provide information about circumstances that may affect the assessment of an item on the agenda and circumstances that may affect the assessment of the company's financial situation and the company's relationship with other companies within the group. Requests for such information shall be sent by e-mail to hello@virtune.com , no later than Friday, May 16, 2025, at 5:00 p.m. The information shall also be sent within the same time to the shareholder who has so requested and who has provided his or her address.

**Documents**

Annual report documents and audit report for the financial year 2024 and other decision-making documents are available at the Company at Kungsgatan 26, 111 35 Stockholm and on the Company's website https://virtune.com/ no later than three weeks before the meeting.

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Stockholm
April 2025

**Virtune AB ( Publ )**

*Board of Directors*