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ANNUAL GENERAL MEETING OF PROACT IT GROUP AB (PUBL)

The shareholders of Proact IT Group AB (publ), 556494-3446, are hereby summoned to the annual general meeting on Tuesday 6 May 2025 at 04:00 pm CET. The annual general meeting will be held at Meeting:Labs, Gate:01, Frösundaviks Allé 1, Solna, Stockholm.

The Board has decided, in accordance with the provisions of Chapter 7, Section 4 a of the Swedish Companies Act and the company's Articles of Association, that shareholders before the meeting will have the opportunity to exercise their voting rights by postal voting. Shareholders can thus choose to attend the meeting in person, by proxy or by postal voting.

Registration and notification
Shareholders who wish to participate in the annual general meeting in person must

- Be recorded in the share register kept by Euroclear Sweden AB on Friday 25 April 2025, and
- Notify the company of their intention to participate in the general meeting no later than Tuesday 29 April 2025, at the address Computershare AB, "Proact IT Group AB:s Annual General Meeting", Box 5267, 102 46 Stockholm our through email to **proxy@computershare.se**.

Shareholders who wish to participate in the annual general meeting by postal voting must

- Be recorded in the share register kept by Euroclear Sweden AB on Friday 25 April 2025, and
- Cast their postal votes in accordance with the instructions under the heading *Postal voting* below so that the postal voting form is received by Computershare no later than Tuesday 29 April 2025.

For shareholders who have their shares registered through a bank or other nominee, the following applies in order to be entitled to participate in the general meeting. In addition to giving notice of participation, such shareholder must re-register its shares in its own name so that the shareholder is registered in the share register kept by Euroclear Sweden AB as of the record date, Friday 25 April 2025. Such registration may be temporary (so-called voting rights registration). Shareholders who wish to register their shares in their own names must, in accordance with the respective nominee´s routines, request that the nominee make such registration. Voting rights registration that have been requested by the shareholder at such time that the registration has been completed by the nominee no later than Tuesday, 29 April 2025, will be taken into account in the preparation of the share register.

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Postal Voting
The Board has decided that shareholders should also be able to exercise their voting rights by postal voting in accordance with the instructions in Proact's Articles of Association. A special form must be used for the postal vote. The form for postal voting is available on the company's website **proact.eu**, and will be sent to shareholders upon request, provided they provide their postal address. Completed and signed forms for postal voting can be sent by mail to Computershare AB, "Proact IT Group AB's Annual General Meeting", Box 5267, 102 46 Stockholm or by e-mail to **proxy@computershare.se**. Completed forms must be received by Computershare no later than 29 April 2025. Shareholders who are natural persons may also cast their votes electronically through verification with BankID via a link provided on the Company's website **proact.eu**. Such electronic votes must be submitted no later than 29 April 2025.

The Shareholders may not provide the postal vote with any special instructions or conditions. If so, the entire postal vote is invalid. Further instructions or conditions can be found on the postal voting form and at **proact.eu.**

Powers of attorney
If the shareholder intends to be represented by a proxy at the general meeting, the shareholder must attach a written, dated and signed power of attorney with their notice to attend the general meeting. If the shareholder submits its postal vote by proxy, a written and dated power of attorney signed by the shareholder must be attached to the postal voting form. If the shareholder is a legal person, a certificate of registration or other authorization document must be attached to the notice or the form respectively. Proxy forms are available on the company's website **proact.eu** and will be sent to shareholders who request and provide their postal address.

The total number of shares and votes in the company at the time of this notice amounts to 27,401,658 of which 607,689 are owned by the company.

Proposed agenda

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1. Opening of the meeting
2. Election of Chair of the meeting
3. Preparation and approval of voting list
4. Approval of the agenda
5. Election of at least one person to approve the minutes
6. Determination of whether the meeting has been duly convened
7. Presentation of the annual report and auditor's report as well as the consolidated accounts and the auditor's report for the consolidated accounts and in connection therewith the CEO presentation
8. Resolution on adoption of the profit and loss account and the balance sheet as well as the consolidated profit and loss account and the consolidated balance sheet
9. Resolution on allocation of the company's profit or loss according to the adopted balance sheet
10. Resolution to discharge the board members and the managing director from liability
11. Determination of number of board members and deputy board members and auditors
12. Determination of fees to be paid to the board members and to the auditors
13. Election of board members and chair of the board as well as auditor
14. Resolution on guidelines for appointing the nomintation committee
15. Resolution on approval of the remuneration report
16. Resolution on Performance Share Program 2025
17. Resolution on authorization for the Board of directors to resolve on new share issue
18. Resolution on authorization for the Board of directors to acquire and transfer own shares
19. Resolution on reduction of the share capital (cancellelation) and bonus issue
20. Closing of the meeting

This year's nomination committee
The nomination committee for the annual general meeting 2025 is composed of Katarina Berggren (Aktiebolaget Grenspecialisten), Niclas Röken (Alcur Fonder AB), Jesper Bergström (Handelsbanken Fonder) and Johannes Wingborg (Länsförsäkringar Fondförvaltning AB). Katarina Berggren was elected by the nomination committee to be Chair of the nomination committee.

Election of Chair of the annual general meeting (item 2)
The nomination committee proposes that Anna Söderblom is elected Chair of the annual general meeting.

Preparation and approval of the voting list (item 3)
The voting list proposed for approval is the voting list drawn up by the Chair at the annual general meeting, based on the general meeting's share register, present shareholders, proxies and advisors who have notified their intention to participate in the annual general meeting as well as advance votes received.

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Approval of the agenda (item 4)
The agenda, which is included in this notice to the annual general meeting, is proposed be approved as the agenda at the annual general meeting.

Determination of whether the meeting has been duly convened (item 6)
It is proposed that the general meeting approve the convening of the annual general meeting.

Resolution on allocation of the company's profit or loss according to the adopted balance sheet (item 9)
The Board proposes an ordinary dividend for the fiscal year 2024 of SEK 2.40 per share. Record date is proposed to be 8 May 2025. Provided that the general meeting resolves in accordance with the proposal, dividends are expected to be distributed by Euroclear Sweden AB on 13 May 2025.

Determination of number of board members and deputy board members and auditors (item 11)
The nomination committee proposes that the Board, for the period up until the end of the next annual general meeting, shall be composed of five members with no deputy members.

The nomination committee further proposes that one auditor, with no deputy, is elected for the period until the end of the next annual general meeting.

Determination of fees to be paid to the board members and to the auditors (item 12)
The nomination committee proposes a total remuneration to the Board amounting to SEK 2,350,000 for the period until the end of the next annual general meeting, whereof the Chair of the Board shall receive SEK 650,000 and the directors shall receive SEK 300,000 each. For committee work, a total fee of SEK 500,000 is proposed to be allocated by the board within the Board's three committees.

The nomination committee proposes, for the period running up until the end of the next annual general meeting, that the fees to the auditor is be paid in accordance with approved invoices.

Election of Board members and Chair of the Board as well as auditor (item 13)
The nomination committee proposes re-election of the Board members Anna Söderblom, Martin Gren, Annikki Schaeferdiek and Erik Malmberg, for the period until end of the next annual general meeting. In addition, it is proposed the election of Jon Risfelt as a new board member for the period until the end of the next annual general meeting. It is further proposed that Anna Söderblom is re-elected as Chair of the Board for the period until the end of the next annual general meeting.

The nomination committee further proposes the re-election of Öhrlings PricewaterhouseCoopers AB as auditor for the period until the end of the next annual general meeting. Subject to the approval by the general meeting of the nomination committee's proposal, Öhrlings PricewaterhouseCoopers AB has informed that authorized public accountant Magnus Thorling will be the auditor-in-charge.

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Resolution on guidelines for appointing the nomination committee (item 14)
The Nomination Committee proposes that the principles regarding the appointment of the Nomination Committee remain unchanged, i.e. that the company should have a Nomination Committee, that no remuneration should be paid to the members of the Nomination Committee and that the Nomination Committee process should otherwise be as follows.

1. The Nomination Committee shall consist of four or, in the case referred to in paragraph 8 below, five members. The Nomination Committee shall also be authorised to co-opt the Chair of the Board to attend meetings of the Nomination Committee.
2. Based on the ownership statistics received by the company from Euroclear Sweden AB as at 30 September each year and other reliable information made available to the company at that time, the Chair of the Board shall without undue delay contact the four largest shareholders in the company in terms of voting rights, whether directly registered or grouped together, who have disclosed their ownership and offer each of them the right to appoint a member of the Nomination Committee. If any of them declines the right to appoint a member or fails to respond to the request within a reasonable period of time (not exceeding five calendar days), the right to appoint such member shall pass to the next largest shareholder in terms of voting rights who does not already have the right to appoint a member of the Nomination Committee.
3. The member of the Nomination Committee appointed by the largest shareholder in terms of voting rights shall be the Chair of the Nomination Committee, unless the Nomination Committee decides otherwise.
4. the member of the Nomination Committee appointed by the largest shareholder in terms of voting rights shall have a casting vote. 5. the member of the Nomination Committee appointed by the largest shareholder in terms of voting rights shall have a casting vote.
5. The Chair of the Board shall convene the first meeting.
6. The appointment as a member of the Nomination Committee shall continue until a new Nomination Committee is appointed or in the cases referred to in point 8 below.
7. The names of the members of the Nomination Committee shall be published as soon as the Nomination Committee has been appointed and no later than six months before the next Annual General Meeting.

8. If there is a change in the ownership structure of the Company after 30 September but before the date which is two months before the next annual general meeting, and if a shareholder who has become one of the four largest shareholders of the Company in terms of voting rights after such change submits a request to the Chair of the Nomination Committee to be included in the Nomination Committee, such shareholder shall be entitled either to be appointed as a member of the Nomination Committee or to be excluded from the Nomination Committee, such shareholder shall be entitled either to appoint an additional member of the nomination committee or, if the nomination committee so decides, to appoint a member of the nomination committee to replace the member who, after the change in ownership, is the smallest shareholder in terms of voting rights and who appointed the member of the nomination committee. In addition, the member appointed by shareholders who, after 30 September, have sold more than half of their shareholding and who, as a result, are no longer among the ten largest shareholders of the company, shall be obliged to resign from the company's nomination committee within two weeks after the date of such sale.
9. If a member appointed by a shareholder resigns from the Nomination Committee during term of office or if a member is prevented from fulfilling his or her duties, the Chair of the Board shall immediately request the shareholder who appointed the member to appoint a new member within a reasonable period of time. If the shareholder does not exercise the right to appoint a new member, the right to appoint such a member shall pass to the next largest shareholder in terms of voting rights who has not already appointed or refrained from appointing a member of the Nomination Committee.
10. The Nomination Committee shall perform the duties as may from time to time be required by the Swedish Corporate Governance Code. The Nomination Committee's tasks shall include, but not be limited to, making proposals for (i) the Chair of the Annual General Meeting, (ii) the Chair of the Board and other members of the Board, (iii) fees and other remuneration for Board members, (iv) the election of the auditor, (v) the remuneration of the auditor and (vi) the Nomination Committee process in general.
11. The Nomination Committee shall be entitled to invoice the Company for costs incurred in connection with the work of the Nomination Committee.

Resolution on approval of the remuneration report (item 15)
The Board proposed that the annual general meeting resolves to approve the remuneration report.

Resolution on Performance Share Program 2025 (item 16)
The Board proposes that the annual general meeting resolves to implement a performance share program (”**Performance Share Program 2025**”). This proposal is divided into four items:

A. Terms of the Performance Share Program 2025.
B. Hedging by the transfer of own shares.
C. Hedging via a share swap agreement with a third party.
D. Other matters related to Performance Share Program 2025.

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(A) Terms of the Performance Share Program 2025

A.1 Performance Share Program 2025 in short

The Board want to implement Performance Share Program 2025 for current and future employees in the company and its subsidiaries in order to encourage a personal long-term ownership in the company, and in order to increase and strengthen the potential for recruiting, retaining and motivating current and future employees in the company and its subsidiary. Therefore, the Board proposes that the general meeting approves the implementation of Performance Share Program 2025 for current and future employees in the company and its subsidiary. The proposed Performance Share Program 2025 follows mainly the same structure as the performance share program resolved at the annual general meeting 2024.

Participation in the program is conditional upon that the participant makes an own investment in Proact shares. Participants may, after a Vesting Period (as defined below), receive allotments of Proact shares without consideration, provided that certain conditions are met. In order for the participant to be entitled to receive allotment of Proact shares, it is required that the participant remains an employee of the company or its subsidiaries during the full Vesting Period, and that the investment in Proact shares has remained in its entirety during the same period. Furthermore, it is required that the performance targets linked to the company's earnings per share and/or revenue have been achieved. For allotment of Proact shares, it is additionally required that (i) the threshold value for the company's net debt divided by EBITDA ("Net Debt-to-EBITDA") is not exceeded and (ii) the threshold value for the company's earnings per share has been reached. The term of Performance Share Program 2025 is approximately three years.

Performance Share Program 2025 has been designed to reward the participants for increased shareholder value by allotting Proact shares, based on the fulfilment of financial targets. By linking the current and future employees' remuneration to the development of the company's future results and value growth, the long-term growth of the company is rewarded. Based on these circumstances, the Board considers that the implementation of the Performance Share Program 2025 will have a positive effect on the company's continued development, and that the implementation of the Performance Share Program 2025 will therefore be beneficial to the shareholders and the company.

A.2 Participants in the Performance Share Program 2025

The Performance Share Program 2025 is directed to a total number of not more than 20 of the current and future employees of the company and its subsidiaries, divided into three categories. Category A consists of the CEO (not more than one (1) individual), category B consists of the current and future members of the group management team (not more than nine (9) individuals), and category C consists of current and future key employees (not more than ten (10) individuals.

Additional employees who have been recruited by the company or its subsidiaries, after the expiration of the initial subscription period, may be offered to participate in the Performance Share Program 2025. The remaining term of the Performance Share Program 2025 may be less than three years upon the addition of such new employees to the Performance Share Program 2025. The reason for the inclusion of new employees after the expiration of the initial subscription period is that it is considered to be of great value for the company and its subsidiaries to quickly

incorporate new employees into the corresponding incentive structure that applies to other employees covered by the Performance Share Program 2025. However, the inclusion of new employees to the Performance Share Program 2025 may not occur later than 31 December 2025.

A.3 The personal investment and allotment of share rights
To participate in the Performance Share Program 2025 the participant is required to acquire and lock up Proact shares within the Performance Share Program 2025 ("**Investment Shares**"). Participants in category A may acquire not more than 4,000 Investment Shares, participants in category B may acquire not more than 2,000 Investment Shares, and participants in category C may acquire not more than 1,250 Investment Shares. However, for participation in the Performance Share Program 2025, it is required that the participant – regardless of the category they belong to – acquires at least 500 Investment Shares.

If the participant is in possession of insider information and is therefore unable to acquire Proact shares in connection with the registration of the Performance Share Program 2025, the acquisition of Proact shares shall occur as soon as possible when such obstacle has ceased and the acquisition is possible, however no later than 31 December 2025.

The participant shall receive seven (7) share rights for each Investment Share. The allotment of Proact shares will occur during limited time period after the end of the Vesting Period, which runs from the date of agreement on participation in the Performance Share Program 2025, until the day of the presentation of Proact's interim report for the first quarter of 2028 (the "**Vesting Period** "). If allotment of Proact shares occurs after the presentation of Proact's interim report for the first quarter of 2028, the term of the Performance Share Program 2025 may be less than three years. The reason for the allotment of Performance Shares still being allowed during the aforementioned period is that the risk of insiders holding insider information increases gradually after the presentation of the aforementioned quarterly report.

If the participant has insider information and is therefore prevented from receiving Proact shares in connection with the allotment under the Performance Share Program 2025, the allotment of Proact shares shall occur as soon as possible when such obstacle has ceased and allotment is possible.

A.4 Terms for share rights
The following terms shall apply for share rights:

- Share rights are allocated free of charge.
- Participants are not entitled to transfer, pledge, dispose of, or exercise any shareholder rights regarding the share rights.
- The allotment of Proact shares according to the share rights requires, with certain limited exceptions, that the participant remains employed within the Proact Group throughout the entire Vesting Period and that the participant has not disposed of any of the originally held Investment Shares during the Vesting Period. In addition, it is required that the performance targets in accordance with section A.5 below have been achieved. Furthermore, for the allotment of Proact shares, it is also required that (i) the threshold value for the company's Net Debt-to-EBITDA multiple has not been exceeded and (ii) the threshold value for the company's earnings per share has been reached.
- Proact will compensate the participants if Proact's dividend distributions exceed the upper range according to Proact's dividend policy.
- The maximum value (including any compensation that participants receive for dividends left) that a participant can receive per share right is capped. The maximum value will be limited if the volume-weighted average price according to the official price list of Nasdaq Stockholm for the Proact share during the last ten trading days prior to the announcement of Proact's interim report for the first quarter of 2028 exceeds a share price corresponding to three times the volume-weighted average price according to the official price list of Nasdaq Stockholm for the Proact share during the first ten trading days immediately following 6 May 2025. If the value of the Proact share, at allotment, exceeds the maximum value, the number of shares that each share right entitles to will be reduced to achieve the aforementioned limitation. Allotment can only be made for whole Proact shares, which is why the number of Proact shares will be rounded down to the nearest whole share

A.5 Performance targets

The allotment of Proact shares depends on the extent to which two performance targets are met, which are Proact's earnings per share and net sales during the fiscal year 2027. The two performance targets shall be measured independently and assigned equal weight. The Board has set a minimum and a maximum level for each performance target. In order for all share rights to entitle to Proact shares, the maximum level for both performance targets must be achieved. If the minimum levels for a specific performance target is not met, the share rights associated with that performance target do not entitle to Proact shares. In cases where the degree of achievement of the performance targets is between the minimum and maximum levels, the outcome will be determined linearly within the range. Proact intends to present the minimum and maximum levels for the performance targets and to what extent these have been achieved in connection with the expiry of the program. The outcome of the program will be included in Proact's remuneration report for the annual general meeting 2028.

For the allotment to occur as outlined above it is also required that (i) the threshold value for the company's Net Debt-to-EBITDA multiple for the 2027 fiscal year has not been exceeded, and (ii) the threshold value for the company's earnings per share for the 2027 fiscal year is reached. If the threshold value for the company's Net Debt-to-EBITDA multiple has been exceeded or if the threshold value for the company's earnings per share has not been reached, the share rights shall not entitle to any Proact shares, regardless of the outcome for the performance targets.

A.6 Scope
The maximum number of Proact shares that can be allotted under Performance Share Program 2025, shall be limited to 241,500, which corresponds to approximately 0.86 percent of the outstanding shares and votes. The number of shares included in Performance Share Program 2025 may, according to the detailed conditions decided by the Board, be subject to recalculation where Proact carries out a bonus issue, a share split or a reverse share split, a rights issue or similar actions, with regard to customary practice for similar incentive plans.

A.7 Formulation and administration
The Board shall, in accordance with the resolution adopted the general meeting, be responsible for the detailed formulation and administration of the Performance Share Program 2025, within the scope of the terms and guidelines set out herein. If the delivery of Proact shares to individuals outside of Sweden cannot be carried out at reasonable costs and with reasonable administrative efforts, the Board shall have the right to decide that participants outside of Sweden may instead be offered cash-based settlement. The Board may also decide on the introduction of an alternative cash-based incentive program for participants in countries where the acquisition of Investment Shares or the allotment of Proact shares is not possible, or if this would otherwise be deemed appropriate. Such an alternative incentive program shall, to the extent practically possible, be designed to correspond to the terms of the Performance Share Program 2025.

The intention is that the Board shall launch the Performance Share Program 2025 as soon practically possible after the annual general meeting. If the Board resolves to postpone the launch of the Performance Share Program 2025 due to administrative reasons, significant market changes, stock exchange regulations, or other reasons, the term of the Performance Share Program 2025 may be less than three years. Since the launch of the Performance Share Program 2025 is of significant value to the company, it should occur as soon as it is practically possible after the reasons for the delayed launch have ceased. However, a decision regarding participation or the implementation of the Performance Share Program 2025 is contingent upon the board's assessment that it can be carried out with reasonable administrative costs and financial effects.

The Board shall, before allotment/transfer of Proact shares, assess whether the allotment is reasonable in relation to the company’s financial results, position and development, as well as other factors. If significant changes take place within the company, or on the market, which, by the assessment of the Board, would mean that the terms for allotment/transfer of Proact share according to Performance Share Program 2025 is no longer reasonable, the Board shall have the right to amend Performance Share Program 2025, including, among others, the right to reduce the number of allotted/transferred Proact shares, or not to allot/transfer any Performance Shares at all, or to make such other adjustments as are consistent with the applicable rules in effect at the time.

In the event the general meeting does not resolve in accordance with item B with the required majority, the company shall hedge against the financial exposure expected to arise from the Performance Share Program 2025 by entering into a share swap agreement with a third party as set out in item C below.

(B) Hedging measures by way of transfer of own shares

B.1 Background
In order to implement Performance Share Program 2025 in a cost-efficient and flexible manner, the board proposes that the company's commitments for the delivery of Proact shares are primarily secured through the transfer of Proact shares held by the company.

B.2 The Board's proposal to resolve on transfer of own shares to the participants
The board therefore proposes that the annual general meeting resolves on the transfer of own shares in accordance with the terms set out below:

Transfer can be made of not more than 241,500 Proact shares to participants in Performance Share Program 2025 (or a higher number that may result from a recalculation due to Proact implementing a bonus issue, a share split or a reverse share split, a new share issue or similar measures).

The transfer of shares shall be made without payment at the time and in accordance with the terms and conditions that the participants in Performance Share Program 2025 are entitled to receive allotment of shares.

The reason for the deviation from the shareholders' preferential rights is that the transfer of the shares is part of executing Performance Share Program 2025. Therefore, the Board considers it to be to the benefit of Proact to transfer shares in accordance with the proposal.

Since the Board considers that the most cost-efficient method is to transfer own Proact-shares, it is proposed that hedging measures regarding Performance Share Program 2025 are carried out as described in this item B. Should the necessary majority not be obtained for the proposal in item B, the Board will enter into a share swap agreement, in accordance with item C below.

(C) **Hedging via a share swap agreement with a third party**

C.1 Share swap agreement
In the event that the necessary majority is not obtained for item B above, the company will hedge itself against the financial exposure that Performance Share Program 2025 is expected to entail, by entering into a share swap agreement with a third party, whereby the third party in its own name shall acquire and transfer Proact shares under Performance Share Program 2025. The relevant number of shares shall correspond to the number of shares proposed under item B above.

C.2 Costs for the share-swap agreement etc.
The Board believes that the most cost efficient and flexible method to transfer Proact shares under Performance Share Program 2025 is obtained through transfer of own shares pursuant to item B above. The cost of hedging by entering into a share-swap agreement with a third party is significantly higher and will be based on an interest base with an addition for the company's lending costs, taking into account the structure of the share swap derivative.

(D) Other matters in relation to Performance Share Program 2025 etc.

D.1 The estimated costs and value of the Performance Share Program 2025
The cost of the Performance Share Program 2025, assuming (i) all individuals offered participation in the program participate, (ii) each participant acquires the maximum number of Investment Shares, (iii) the performance targets are met to 50 percent, (iv) the company has a staff turnover of 10 percent among the participants in the program, (v) the share price increases by 10 percent annually, and (vi) social security contributions amount to 25 percent, the total estimated annual costs amount to approximately SEK 4.1 million, of which SEK 1.1 million represents the cost for social security contributions.

Assuming that the performance targets are achieved so that 100 percent of the maximum number of Proact shares are allocated, and otherwise the same assumptions as above, the total annual costs are estimated to SEK 8.2 million, of which SEK 2.2 million represents the costs for social security contributions.

The costs will be booked as personnel costs in the income statement over the Vesting Period, in accordance with IFRS 2 share-based payments. Social security contributions will be recognized as an expense in the income statement, according to UFR 7 over the Vesting Period. The size of the social security contributions will be calculated based on the share price development for the company's share during the Vesting Period.

The cost of hedging measures through the repurchase and transfer of Proact shares is estimated to amount to approximately SEK 150,000.

D.2 Effects on key figures
The annual cost estimated above of SEK 4 million corresponds, on a pro forma basis for 2024, to a negative effect of approximately 0.08 percentage points on Proact's operating margin and a decrease in earnings per share of approximately SEK 0.15. Nevertheless, the Board considers that the positive effects on the result which are expected to arise from the increase of focus on profitability and sales growth, together with an expanded shareholding in Proact among the CEO, group management, and key personnel, outweigh the costs associated with the program.

D.3 The Board's explanatory statement
The Board wants to implement Performance Share Program 2025 for current and future employees in the company and its subsidiaries in order to encourage a personal long-term

ownership in the company, and in order to increase and strengthen the potential for recruiting, retaining and motivating current and future employees in the company and its subsidiary. Therefore, the Board proposes that the general meeting resolves to implement a Performance Share Program 2025 for current and future employees of the company and its subsidiaries.

Performance Share Program 2025 has been designed to reward the participants for increased shareholder value by allotting shares, based on whether the financial targets are achieved. By linking the current and future employees' remuneration to the development of the company's results and value, the long-term value growth of the company is rewarded. Based on these circumstances, the Board considers that the implementation of Performance Share Program 2025 will have a positive effect on the company's continued development, and the implementation of Performance Share Program 2025 will therefore be beneficial to the shareholders and the company.

D.4 Preparation of the item
The basis for Performance Share Program 2025 has been prepared by the Board of the company. The work has been supported by external advisors and has been made in consultation with shareholders. The Board has thereafter decided to present this proposal for the general meeting. Except for the staff that have prepared the matter upon instruction from the Board, no employee that may be a participant of Performance Share Program 2025 has participated in the preparations of the program's terms.

D.5 Other share-related incentive programs
The company's share-related incentive programs are described on page 63 in the company's annual report for 2024.

D.6 Majority requirement
The resolution according to item A (including item C) above shall require a majority of more than half of the votes cast at the annual general meeting.

A valid resolution under item B above requires that shareholders representing not less than nine-tenths (9/10) of the votes cast as well as the shares represented at the annual general meeting approve the resolution.

Resolution on authorization for the Board of directors to resolve on new share issue (item 17)
The board proposes that the annual general meeting authorizes the board to, with or without deviating from the shareholders' preferential right, at one or more occasions, until the date of the next annual general meeting decide on new share issues of a total of not more than 2,740,165 shares. This equals a dilutive effect of approximately 9 per cent of equity and votes at full use of the authorization at the time of this notice. It is noted that issues in accordance with the authorization however will be limited so that issued shares together with any repurchased shares according to the authorization proposed under item 18 below amounts to a total of not more than 10 per cent of the at each time outstanding number of shares.

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Resolution on a new share issue, with or without deviating from the shareholders' preferential right, may be made through cash payment and/or with a provision for payment through set-off or by non-cash consideration. However, payment through set-off may only be made in connection with acquisition of companies. The Board may otherwise decide the terms for such new share issue.

The Board, or the person appointed by the Board, shall be authorized to make the minor adjustments to the decision that may prove necessary in connection with the registration of the decision by Swedish Companies Registration Office.

Resolution on authorization for the Board of directors to acquire and transfer own shares (item 18)
The Board proposes that the annual general meeting authorizes, for the period until end of the next annual general meeting, the Board to resolve on the acquisition and transfer of the Company's own shares in accordance with the following.

Acquisition of shares in the company may only be made either on Nasdaq Stockholm (the "**Exchange**") or in accordance with an offer to all shareholders of the company. Acquisition may only be made of a maximum number of shares so that the number of treasury shares together with any newly issued shares in accordance with the authorization proposed under item 17, amounts to a total of not more than 10 percent of the at each time outstanding number of shares in the company and furthermore provided that, after repurchase, there is still full coverage of the company's restricted equity. Acquisition of shares on the Exchange may only take place at a price within the price range recorded on the Exchange at any given time. Purchases of shares through an acquisition offer to all of the company's shareholders may only be made at a price that, at the time of the acquisition offer, does not fall below the shares' market value and does not exceed the market value by 20 percent at most. The payment for the shares shall be paid in cash. Transfer of shares in the company may be carried out with a right to transfer deviating from the shareholders' preferential rights and it should be possible to make a payment by means of non-cash consideration, i.e. through contribution in kind or set-off. Payment through set-off may however only be made in connection with acquisition of a company. Transfer may be made of the entire number of shares which the company at each time holds. The transfer may not be made on the Exchange.

Resolution on reduction of the share capital (cancellation) and bonus issue (item 19)
The Board proposes that the annual general meeting resolves to reduce the share capital (cancellation) and to increase of share capital by way of bonus issue. The proposal is divided into two parts:

A. Resolution on the reduction of the share capital
B. Resolution on a bonus issue to increase the share capital.

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The Board proposes that a resolution in accordance with items A and B are conditional upon each other, which is why the proposals shall be adopted as a joint resolution. A valid decision requires the support of shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting.

(A) Resolution on reduction of the share capital
The company holds 607,689 of its own shares. The Board proposes that the annual general meeting decides to reduce the company's share capital by SEK 116,257 by the cancellation of 300,000 shares that the company has repurchased based on previous repurchase authorizations. The purpose of the reduction is to allocate to unrestricted equity. The cancellation means that the company's share capital decreases from SEK 10,618,837 to SEK 10,502,580 and that the number of shares decreases from 27,401,658 shares to 27,101,658 shares.

The resolution is conditional upon the annual general meeting resolving on an increase of the share capital by way of a bonus issue in accordance with item B below, and that the reduction of the share capital and bonus issue combined does not entail in a decrease of the company's share capital.

The Board, or a person appointed by the board, is authorized to make such minor adjustments to the above resolutions as may be required to file the resolutions with the Swedish Companies Registration Office.

(B) Resolution on an increase of the share capital
The Board proposed that the annual general meeting resolves to increase the company's share capital by SEK 116,257 by way of bonus issue without issuing new shares, by transferring SEK 116,257 from the unrestricted equity to the company's share capital. The purpose of the bonus issue is to restore the share capital after the reduction of the share capital in accordance with item A above.

The resolution is conditional upon the annual general meeting resolving on the reduction of the share capital in accordance with item A above and that the reduction of the share capital and bonus issue does not entail in a decrease of the company's share capital.

The Board, or a person appointed by the board, is authorized to make such minor adjustments as may be required to file the resolutions with the Swedish Companies Registration Office

Documentation and further information
Accounting documents and audit report, the board's remuneration report, the nomination committee's proposals and reasoned opinion and other necessary documentation will be kept available at the company at the address Frösundaviks Allé 1, Solna at the latest from 15 April 2025. Copies of this documentation will also be sent at no cost for the recipient to the shareholders who so wish and who state their postal address. The documentation is also available on the company's website **www.proact.se**.

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At the annual general meeting, if the Board believes that it can be done without material harm to the company, any shareholder has the right to receive information regarding circumstances that may affect the assessment of an item on the agenda and circumstances that can impact the assessment of the company's or subsidiaries' financial situation (the question right following Chapter 7 Section 32 § Swedish Companies Act).

Processing of personal data
For information on how personal data is processed in connection with the annual general meeting, see **https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf**.

Stockholm, April 2025
Proact IT Group AB (publ)
The Board of Directors

N.B. This English version of the Annual General Meeting notice is an unofficial translation. In case of any discrepancies in relation to the Swedish version of the notice, the Swedish version shall prevail.

For further information, please contact:
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About Proact

Proact is Europe's leading specialist in data and information management with focus on cloud services and data centre solutions. We help our customers to store, connect, protect, secure and drive value through their data whilst increasing agility, productivity and efficiency.

We've completed thousands of successful projects around the world, have more than 4,000 customers and currently manage hundreds of petabytes of information in the cloud. We employ over 1,200 people in 12 countries across Europe and North America.

Founded in 1994, our parent company, Proact IT Group AB (publ), was listed on Nasdaq Stockholm in 1999 (under the symbol PACT). For further information about Proact's activities please visit us at **www.proact.eu**

Interested in news and financial information from Proact? Subscribe **here**.