

NOTICE OF EXTRA GENERAL MEETING IN 24SEVENOFFICE GROUP AB

The shareholders of 24SevenOffice Group AB, reg. no. 559120-8870, (the "**Company**") are hereby invited to the extra general meeting on Friday 29 November 2024 at 15:00 CET at Baker McKenzie's premises at Vasagatan 7 in Stockholm.

Right to attend the extra general meeting and notice

Shareholders who wish to attend the general meeting must:

- i. on the record date, which is Thursday 21 November 2024, be registered in the share register maintained by Euroclear Sweden AB; and
- ii. notify the Company of their participation and any assistants (no more than two) in the general meeting no later than Monday 25 November 2024. The notification shall be in writing to Baker McKenzie Advokatbyrå, Attn: Simon Olofsson, Box 180, 101 23 Stockholm (kindly mark the envelope "24SevenOffice EGM"), or via e-mail to simon.olofsson@bakermckenzie.com. The notification should state the name, personal/corporate identity number, shareholding, address and telephone number and, when applicable, information about representatives, counsels and assistants. When applicable, complete authorization documents, such as registration certificates and powers of attorney for representatives and assistants, should be appended the notification.

Nominee registered shares

Shareholders, whose shares are registered in the name of a bank or other nominee, must temporarily register their shares in their own name with Euroclear Sweden AB in order to be entitled to participate in the general meeting. Such registration, which normally is processed in a few days, must be completed no later than on Thursday 21 November 2024 and should therefore be requested from the nominee well before this date. Voting registration requested by a shareholder in such time that the registration has been made by the relevant nominee no later than on Monday 25 November 2024 will be considered in preparations of the share register.

Proxy etc.

A shareholder who wishes to be represented by proxy shall issue a written and dated proxy to the proxy holder. If the proxy is issued by a legal entity, a certified copy of the registration certificate or corresponding document ("**Registration Certificate**") shall be enclosed. The proxy must not be more than one year old, however, the proxy may be older if it is stated that it is valid for a longer term, maximum five years. The proxy in original and the Registration Certificate, if any, must be submitted with the advance voting form and should be at the Company's disposal no later than on Monday 25 November 2024.

A form proxy will be available on the Company's website www.24sevenoffice.com.

Advance voting

The board has resolved that the shareholders may exercise their voting rights at the general meeting by voting in advance, so called postal voting.

A special form shall be used for advance voting. The form is available on the Company's website, www.24sevenoffice.com. A shareholder who is exercising its voting right through advance voting do not need to notify the Company of its attendance to the general meeting. The advance voting form is considered as the notification of attendance to the general meeting.

The completed voting form must be at the Company's disposal no later than on Monday 25 November 2024. The completed and signed form shall be sent to the postal address stated under "Right to attend and notification" above. A completed form may also be submitted electronically and is to be sent to simon.olofsson@bakermckenzie.com. If the shareholder is a legal entity, a certificate

of incorporation or a corresponding document shall be enclosed to the form. The same apply for shareholders voting in advance by proxy. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote is invalid.

Further instructions and conditions are included in the form for advance voting.

Electronic participation

The board has decided that shareholders who cannot attend the meeting should be able to take part in the meeting via a link. Further instructions regarding electronic participation will be sent no later than Thursday 28 November 2024 to the shareholders who have registered their participation no later than Monday 25 November 2024. Note that it is not possible to vote or exercise any other shareholder rights via link. A shareholder who does not physically attend the meeting must vote via advance voting or by proxy, see further information above under the heading "Advance voting" and under the heading "Proxy etc."

Proposed agenda

1. Opening of the meeting and election of 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 certify the minutes
5. Examination of whether the meeting has been properly convened
6. Resolution regarding the approval of the sale of certain subsidiaries and assets to Abacus Bidco AB
7. Resolution regarding the approval of the earn-out payment to R-Venture AS
8. Closing of the extra general meeting

Proposed resolutions

Item 1: Opening of the meeting and election of chairman of the meeting

The board of directors proposes that Carl Svernlöv, attorney at law at Baker McKenzie, or anyone appointed by him, is appointed as chairman of the extra general meeting.

Item 6: Resolution regarding the approval of the sale of certain subsidiaries and assets to Abacus Bidco AB

The board of directors of the Company proposes that the extra general meeting resolves to approve the sale of certain subsidiaries and assets (the "**Target Business**") of the Company (the "**Transaction**") to Abacus Bidco Oy, reg. no. 3459129-1 (the "**Buyer**"), in accordance with a purchase agreement entered into on 12 November 2024 (the "**Purchase Agreement**"). As part of the Transaction, the Company's largest shareholder, R-Venture AS, will reinvest a substantial part of its proceeds into the Buyer group (100 per cent of the net proceeds less approximately SEK 300 million). Pursuant to the terms of the Purchase Agreement, completion of the Transaction is conditional upon the approval of the Transaction by the general meeting, the receipt of necessary clearances or approval from the relevant competition authorities and the separation of the Target Business from the Remaining Business (as defined below).

The Target Business consists mainly of the ERP related subsidiaries and assets, including among others 24SevenOffice Norway AS, 24SevenOffice Scandinavia Systems AS and 24SevenOffice Sweden AB. The purchase price for the Target Business equals its enterprise value of approximately SEK 2.4 billion, subject to customary closing balance sheet adjustments. The Transaction will be fully settled in cash. Conditional upon satisfaction of the closing conditions mentioned above, Completion is expected to take place by the end of 2024.

The board of directors intends to, as soon as practically possible following the completion of the Transaction, return value to shareholders by proposing a dividend of approximately SEK 23 per share, after settling debt and other obligations that could impact the final amount. As part of the Transaction,

the board of directors intends to propose retaining SEK 200 million in cash to amongst other things invest in the Company's remaining business areas of fintech, CRM, MRP and others.

The Company will retain the following companies and business units (the "**Remaining Business**"):

- the Company's US business, consisting of 24SevenOffice US Inc., Masterplan ERP Inc., the MRP business (including the holding company 24SevenOffice MRP AS), and a licensing right to CRM software from the Target Business and an intended forking of the CRM software, but excluding the US intellectual property rights in respect of ERP and CRM (which, for clarity, will be transferred to the Target Business);
- the Company's fintech business, consisting of (i) 24SevenOffice AI AS, (ii) 24SevenFinans AS, (iii) the Pay by 24SevenOffice software (previously Optin Pay), and (iv) the strategic partnership with Storebrand;
- the Company's Danish business, consisting of 24SevenOffice Danmark A/S (formerly Innomate A/S) and its HCM SaaS business; and
- the debt collection business of Oflow AS (formerly Inkassopartner AS), excluding the Oflow debt collection software and license held by Oflow Group AS (which will, for clarity, remain part of the Target Business, but the software will be licensed to Oflow AS pursuant to a software licensing agreement).

Further information on the sale is set out in the press releases available on the Company's website, www.24sevenoffice.com.

Resolution in accordance with this item is conditional upon the extra general meeting's approval of the earn-out payment to R-Venture AS in accordance with item 7.

Item 7: Resolution regarding the approval of the earn-out payment to R-Venture AS

The board of directors of the Company proposes that the extra general meeting resolves to approve a cash payment of the earn-out payment to R-Venture AS of SEK 306,000,000 (the "**Earn-Out Payment**") pursuant to the share purchase agreement entered into on 3 May 2024 regarding the Company's acquisition of all shares (incl. the intellectual property rights) in IMS Venture AS from R-Venture AS (the "**Share Purchase Agreement**"). As R-Venture AS owns 58.68 percent of the shares in the Company, the acquisition of the shares in IMS Venture AS from R-Venture AS constituted a related party transaction, which required approval from the general meeting. The extra general meeting held on 10 June 2024 approved the acquisition and its terms as set out in the Share Purchase Agreement.

As set out in the board of directors' proposal to the extra general meeting on 10 June 2024, the purchase price for the shares, according to the Share Purchase Agreement, consisted of a cash payment, and of synthetic options issued by the Company (the "**Synthetic Options**"). The Synthetic Options entail that the Company shall pay the Earn-Out Payment of between USD 15,000,000 and USD 45,000,000 if the following occurs in the future: (i) the Company carries out an exit, which in the Share Purchase Agreement is defined as an IPO or sale of the Company ("**Exit**"), and (ii) the share price of the Company is between SEK 17.5 and SEK 45 per share. The size of the Earn-Out Payment follows the share price linearly from USD 15,000,000 in case of an Exit at a share price of SEK 17.5 to USD 45,000,000 at a share price of SEK 45.

The intention of the Company and R-Venture AS was that a sale such as the Transaction proposed by the board of directors before this extra general meeting shall constitute a sale of the Company and consequently an Exit for the purpose of the Share Purchase Agreement. As this intention was not apparent from the wording of the Share Purchase Agreement, the board of directors proposes that this extra general meeting approves and ratifies such Earn-Out Payment being made by the Company to R-Venture AS on the basis of the completion of the Transaction.

The Earn-Out Payment has been calculated based on a share price of SEK 31, and the estimated total amount is SEK 306 million.

Further information on the acquisition of IMS Venture is set out in the press releases and documentation in connection with the extra general meeting on 10 June 2024, available on the Company's website, www.24sevenoffice.com.

Resolution in accordance with this item is conditional upon the extra general meeting's approval of the sale of certain subsidiaries and assets to Abacus Bidco Oy in accordance with item 6.

Majority requirements

Resolutions in accordance with items 6 and 7 are valid if supported by shareholders representing more than half of the votes cast at the meeting, whereby shares and votes directly or indirectly held or controlled by R-Venture AS or by persons controlling R-Venture AS, shall not be taken into account. Stian Rustad owns 100 percent of the shares in ICT Group AS, which is the largest shareholder of R-Venture AS and which also owns 873,652 shares in the Company. Neither these shares nor the 39,881,436 shares in the Company owned by R-Venture AS shall therefore be taken into account to determine whether the majority requirement is met.

Number of shares and votes

The total numbers of shares and votes in the Company on the date of this notice are 67,962,772. The Company holds no own shares.

Other

The complete proposals, proxy form and the advance voting form and other documents that shall be available in accordance with the Swedish Companies Act are available at the Company premises, Sveavägen 9, 111 57 Stockholm, and at the Company's website, www.24sevenoffice.com, at least two weeks in advance of the general meeting and will be sent to shareholders who request it and provide their e-mail or postal address.

The shareholders are hereby notified regarding the right, at the extra general meeting, to request information from the board of directors and managing director according to Ch. 7 § 32 of the Swedish Companies Act.

Processing of personal data

For information on how personal data is processed in relation the meeting, see the Privacy notice available on Euroclear Sweden AB's website: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Stockholm in November 2024
24SevenOffice Group AB
The board of directors