



## MINUTES OF ANNUAL GENERAL MEETING VEND MARKETPLACES ASA

The Annual General Meeting in Vend Marketplaces ASA (the "**Company**") was held on 30 April 2026 at 12:00 CEST. As announced in the notice to the Annual General Meeting, the meeting was held electronically.

An overview of represented shareholders is attached to these minutes.

The meeting was opened by the Chair of the Board of Directors, Karl-Christian Agerup.

CEO Christian Printzell Halvorsen attended the meeting. In addition, the Chairman of the Nomination Committee Trond Berger attended.

The Company's auditor, PwC, was represented by Certified Public Accountant, Eivind Nilsen.

The meeting had the following agenda:

### **ITEM 1: ELECTION OF CHAIR**

Andreas Ehrenclou was elected as chair of the meeting.

### **ITEM 2: APPROVAL OF THE NOTICE OF THE ANNUAL GENERAL MEETING AND THE AGENDA**

The notice and agenda were approved.

### **ITEM 3: ELECTION OF A REPRESENTATIVE TO CO-SIGN THE MINUTES OF THE ANNUAL GENERAL MEETING TOGETHER WITH THE CHAIR**

Jann-Boje Meinecke was elected to sign the minutes together with the Chair.

### **ITEM 4: APPROVAL OF THE FINANCIAL STATEMENTS FOR 2025 FOR VEND MARKETPLACES ASA AND THE VEND GROUP, INCLUDING THE BOARD OF DIRECTORS REPORT FOR 2025, AS WELL AS CONSIDERATION OF THE STATEMENT ON CORPORATE GOVERNANCE**

CEO Christian Printzell Halvorsen presented the financial statements for 2025 for Vend Marketplaces ASA and the Vend group. The Board of Directors' statement on corporate governance was considered. The chair accounted for the proposal to approve the financial statements.

#### **Resolution:**

*The General Meeting approved the financial statements for 2025 for Vend Marketplaces ASA and the Vend Group, including the Board of Directors' Report for 2025. The General Meeting took into consideration the statement on corporate governance.*

### **ITEM 5: APPROVAL OF THE BOARD OF DIRECTORS' PROPOSAL REGARDING SHARE DIVIDEND FOR 2025**

The Chair accounted for the proposal.

Resolution:

*The General Meeting approved the Board of Directors' proposal regarding dividend for the 2025 financial year of NOK 2.50 per share, excluding shares owned by the Group.*

**ITEM 6: APPROVAL OF THE AUDITOR'S FEE FOR 2025 AND ATTESTATION**

The Chair accounted for the proposal.

Resolution:

*The General Meeting approved the auditor's fees in the total amount of NOK 6 202 680.*

**ITEM 7: ADVISORY VOTE ON REMUNERATION REPORT**

The Chair accounted for the Company's report of the paid and outstanding remuneration to the Company's senior executives.

Resolution:

*The General Meeting endorsed the Company's report on the remuneration to the Company's senior executives.*

**ITEM 8: REMUNERATION POLICY**

The Chair accounted for the proposal.

Resolution:

*The General Meeting approved the Company's policy for remuneration to senior executives.*

**ITEM 9: THE NOMINATION COMMITTEE'S REPORT ON ITS WORK DURING THE PERIOD 2025–2026**

The Chair of the Nomination Committee presented its report.

**ITEM 10: ELECTION OF SHAREHOLDER-ELECTED BOARD MEMBERS**

The Chair accounted for the proposal from the Nomination Committee, and informed that Rune Bjerke and Ulrike Handel will not stand for re-election. The Nomination Committee has proposed the other shareholder-elected board members are re-elected, and that Kim Wahl and Melina Cruickshank are elected as new shareholder-elected board members, all for a term of one year.

Resolution:

*The General Meeting approves the Nomination Committee's proposals regarding shareholder-elected board members for the period 2026-2027.*

The board will hereby consist of:

- Karl-Christian Agerup
- Kim Wahl
- Philippe Vimard
- Natasha ten Cate (Natalia Zharinova)
- Rolv Erik Ryssdal
- Satu Kiiskinen
- Melina Cruickshank
- Henning Spjelkavik (employee representative)
- Yevgeniya Nättälä (employee representative)
- Kamilla Wehrmann (employee representative)

**ITEM 11: ELECTION OF CHAIR AND DEPUTY CHAIR**

The Chair accounted for the proposal from the Nomination Committee, and informed that the Nomination Committee had decided to propose that Karl-Christian Agerup and Kim Wahl are elected as Chair and

Deputy Chair, respectively, of the Board.

**Resolution:**

*The General Meeting approves the Nomination Committee's proposal regarding the appointment of Karl-Christian Agerup as Chair and Kim Wahl as Deputy Chair of the Board for 2026–2027.*

**ITEM 12: THE NOMINATION COMMITTEE'S PROPOSAL REGARDING DIRECTORS' FEES, ETC.**

The Chair accounted for the proposal from the Nomination Committee.

**Resolution:**

*The General Meeting approved the Nomination Committee's proposal regarding fees payable to the Board of Directors and the Board Committees for the period from the Annual General Meeting in 2026 to the Annual General Meeting in 2027.*

The fees were accordingly resolved to be as follows (figures for the period 2025-2026 in brackets):

Chair of the Board	NOK 1 561 000	(NOK 1 494 000)
Deputy chair of the Board	NOK 1 171 000	(NOK 1 121 000)
Shareholder-elected Board members	NOK 733 000	(NOK 701 000)
Employee representatives	NOK 494 000	(NOK 473 000)
Alternate Board members	NOK 34 000 per meeting	(NOK 33 000 per meeting)
Chair of the Audit Committee	NOK 271 000	(NOK 259 000)
Member of the Audit Committee	NOK 167 000	(NOK 160 000)
Chair of the Compensation Committee	NOK 183 000	(NOK 175 000)
Member of the Compensation Committee	NOK 120 000	(NOK 115 000)
Additional fee for Board members residing outside the Oslo region	NOK 54 000	(NOK 52 000)
Additional fee for Board members residing outside the Nordic countries	NOK 291 000	(NOK 210 000)

**ITEM 13: THE NOMINATION COMMITTEE – FEES**

The Chair accounted for the proposal from the Nomination Committee.

**Resolution:**

*The General Meeting approved the Nomination Committee's proposal regarding fees for the period from the Annual General Meeting in 2026 to the Annual General Meeting in 2027.*

The fees were accordingly resolved to be as follows (figures for the period 2025-2026 in brackets):

Chair of the Nomination Committee	NOK 177 000	(NOK 169 000)
Member of the Nomination Committee	NOK 110 000	(NOK 105 000)

#### **ITEM 14: ELECTION OF CHAIR OF THE NOMINATION COMMITTEE**

The Chair accounted for the proposal from the Nomination Committee.

##### **Resolution:**

*The General Meeting re-elects Trond Berger as the Chair of the Nomination Committee for a period of two years.*

#### **ITEM 15: GRANTING OF AUTHORIZATION TO THE BOARD OF DIRECTORS TO ADMINISTER SOME OF THE PROTECTION INHERENT IN ARTICLE 7 OF THE ARTICLES OF ASSOCIATION**

The Chair accounted for the proposal.

The wording of the authorisation is as follows:

*“Pursuant to the third paragraph of Article 7 of the Articles of Association, the Board of Directors is authorized to make decisions on the following matters referred to in the second paragraph of Article 7 of the Articles of Association:*

- a) Voting relating to amendments to subsidiaries’ Articles of Association.*
- b) Decisions to sell shares or operations, including private placements, mergers or demergers, in subsidiaries when the net payment (sales amount, merger or demerger payment, etc.) does not exceed NOK 6 billion after financial adjustments.*

*Within the framework of the Group CEO’s general authorization, the Board of Directors may delegate its authority pursuant to this authorization to the management.*

*A director appointed pursuant to the second paragraph of Article 8 of the Articles of Association may demand that certain matters which are covered by this authorization must nonetheless be submitted to the General Meeting for its decision.*

*The authorization is valid until the next Annual General Meeting of Vend Marketplaces ASA in 2027.”*

##### **Resolution:**

*The General Meeting authorized the Board of Directors to administer parts of Article 7 of Vend’s Articles of Association in accordance with the proposed authorization as worded above. The authorization is valid from the Annual General Meeting in 2026 until the Annual General Meeting in 2027.*

#### **ITEM 16: REDUCTION OF SHARE CAPITAL BY REDEMPTION OF OWN SHARES**

The Chair accounted for the proposal.

##### **Resolution:**

- (i) The company’s share capital shall be reduced by NOK 3 649 440 through the redemption of 7 298 880 own shares, to NOK 105 455 905.50 consisting of 210 911 811 shares, each with a nominal value of NOK 0.50.*
- (ii) Section 4 of the articles of association shall be amended so as to reflect the share capital and the number of shares after the share capital reduction.*

#### **ITEM 17: AUTHORIZATION TO THE BOARD OF DIRECTORS TO BUY BACK COMPANY SHARES**

The Chair accounted for the proposal.

Resolution:

- (i) *The Board of Directors is authorized pursuant to the Norwegian Public Limited Liability Companies Act to acquire and dispose of own shares in Vend Marketplaces ASA.*
- (ii) *The authorization is valid until 30 June 2027. With effect from the time of registration of this authority with the Norwegian Register of Business Enterprises the previous authority to acquire own shares is withdrawn.*
- (iii) *The total nominal value of the shares acquired or held by the Company may not exceed NOK 10 545 590.50, provided that total amount of own shares held by the Company and shares in which contractual pledges are established shall in not event exceed 10% of the Company's share capital.*
- (iv) *The minimum amount which can be paid for the shares is NOK 30, and the maximum amount is NOK 1,000.*
- (v) *The Board of Directors is free to decide on the acquisition method and possible subsequent sale of the shares.*
- (vi) *The shares may serve as settlement in the Company's share based long-term incentive schemes, as well as employee share saving plan, and to improve the capital structure of the Company. The shares may not be used in a take-over situation cf. section 6-17 (2) of the Norwegian Securities Trading Act.*

**ITEM 18: AUTHORIZATION TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL**

The Chair accounted for the proposal.

Resolution:

- (i) *The Board of Directors is authorized pursuant to the Public Limited Liability Companies Act section 10-14 (1) to increase the Company's share capital by up to NOK 10 545 590.50. Subject to this aggregate amount limitation, the authority may be used on more than one occasion.*
- (ii) *The authority shall remain in force until the Annual General Meeting in 2027, but in no event later than 30 June 2027.*
- (iii) *The pre-emptive rights of the shareholders under section 10-4 of the Public Limited Liability Companies Act may be set aside.*
- (iv) *The authority covers capital increases against contributions in cash and contributions other than in cash. The authority covers the right to incur special obligations for the Company, ref. section 10-2 of the Public Limited Liability Companies Act. The authority covers resolutions on mergers in accordance with section 13-5 of the Public Limited Liability Companies Act.*

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There were no further items on the agenda. All resolutions were passed in accordance with necessary majority requirements. An overview of the voting on each individual item on the agenda is attached to the minutes.

[Only Norwegian version signed]

Andreas Ehrenclou

[Only Norwegian version signed]

Jann-Boje Meinecke

**Vedlegg 1 / Appendix 1: Fremmøtte aksjonærer / Shareholders present**

**Totalt representert /  
Attendance Summary Report  
Vend Marketplaces ASA  
Generalforsamling / AGM  
30 April 2026**

**12:30:27**

<b>Antall personer deltakende i møtet / Registered Attendees:</b>	<b>19</b>
<b>Totalt stemmeberettiget aksjer representert / Total Votes Represented:</b>	<b>159,145,963</b>
<b>Totalt antall kontoer representert / Total Accounts Represented:</b>	<b>665</b>
<b>Totalt stemmeberettiget aksjer / Total Voting Capital:</b>	<b>210,346,193</b>
<b>% Totalt representert stemmeberettiget / % Total Voting Capital Represented:</b>	<b>75.66%</b>
<b>Totalt antall utstede aksjer / Total Capital:</b>	<b>218,210,691</b>
<b>% Totalt representert av aksjekapitalen / % Total Capital Represented:</b>	<b>72.93%</b>
<b>Selskapets egne aksjer / Company Own Shares:</b>	<b>7,864,498</b>

Sub Total:	5	14	159,145,963
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<u>Kapasitet / Capacity</u>	<u>Registrerte Deltakere / Registered Attendees</u>	<u>Registrerte Ikke-Stemmeberettigede Deltakere / Registered Non-Voting Attendees</u>	<u>Registrerte Stemmer / Registered Votes</u>	<u>Kontoer / Accounts</u>
Aksjonær / Shareholder (web)	3	0	210,448	3
Gjest / Guest (web)	0	14		
Styrets Leder med fullmakt / COB with proxy	1	0	43,211,126	19
Forhåndsstemmer / Advance votes	1	0	115,724,389	643

Martin Sørby Bråten  
DNB Bank ASA  
DNB Carnegie Issuer Services

## Vedlegg / Appendix 2: Stemmeoversikt / Voting overview

### Vend Marketplaces ASA GENERALFORSAMLING / AGM 30 April 2026

Som registreringsansvarlig for avstemmingen på generalforsamlingen for aksjonærene i selskapet avholdt den 30 April 2026, BEKREFTES HERVED at resultatet av avstemmingen er korrekt angitt som følger:-

/

As scrutineer appointed for the purpose of the Poll taken at the General Meeting of the Members of the Company held on 30 April 2026, I HEREBY CERTIFY that the result of the Poll is correctly set out as follows:-

Totalt antall stemmeberettigede aksjer / Issued voting shares: 210,346,193

	STEMMER / VOTES FOR	%	STEMMER / VOTES MOT	%	STEMMER / VOTES AVSTÅR	STEMMER TOTALT / VOTES TOTAL	% AV STEMME- BERETTIG KAPITAL AVGITT STEMME / % ISSUED VOTING SHARES VOTED	IKKE AVGITT STEMME I MØTET / NO VOTES IN MEETING
1	159,138,865	100.00	20	0.00	100	159,138,985	75.66%	6,978
2	159,138,865	100.00	20	0.00	100	159,138,985	75.66%	6,978
3	159,138,865	100.00	20	0.00	100	159,138,985	75.66%	6,978
4	159,069,462	99.99	15,082	0.01	54,441	159,138,985	75.66%	6,978
5	159,097,156	99.97	41,829	0.03	0	159,138,985	75.66%	6,978
6	159,048,211	99.94	90,774	0.06	0	159,138,985	75.66%	6,978
7	140,270,514	88.29	18,600,868	11.71	267,603	159,138,985	75.66%	6,978
8	143,261,502	90.03	15,868,319	9.97	9,164	159,138,985	75.66%	6,978
10a	152,848,607	96.05	6,290,058	3.95	320	159,138,985	75.66%	6,978
10b	159,126,483	99.99	12,182	0.01	320	159,138,985	75.66%	6,978
10c	159,084,674	99.97	53,991	0.03	320	159,138,985	75.66%	6,978
10d	158,171,965	99.39	966,700	0.61	320	159,138,985	75.66%	6,978
10e	151,700,568	95.33	7,438,097	4.67	320	159,138,985	75.66%	6,978
10f	158,559,646	99.64	579,019	0.36	320	159,138,985	75.66%	6,978
10g	158,175,640	99.39	963,025	0.61	320	159,138,985	75.66%	6,978
11a	153,195,111	96.30	5,881,330	3.70	62,544	159,138,985	75.66%	6,978
11b	159,138,642	100.00	23	0.00	320	159,138,985	75.66%	6,978
12	159,035,436	99.94	102,895	0.06	654	159,138,985	75.66%	6,978
13	159,138,311	100.00	20	0.00	654	159,138,985	75.66%	6,978
14	159,138,745	100.00	20	0.00	220	159,138,985	75.66%	6,978
15	159,138,923	100.00	20	0.00	42	159,138,985	75.66%	6,978
16	159,114,845	99.98	24,137	0.02	3	159,138,985	75.66%	6,978
17	158,831,683	99.81	300,120	0.19	7,182	159,138,985	75.66%	6,978
18	159,042,545	99.94	96,440	0.06	0	159,138,985	75.66%	6,978

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