



Notice to attend the extraordinary general meeting of SmartCraft Group AB (publ)

The shareholders of SmartCraft Group AB (publ), reg. no. 559537-0098 (“**SmartCraft**” or the “**Company**”), are hereby given notice of the Extraordinary General Meeting (the “**EGM**”) to be held on Wednesday, 29 April 2026 at 09:00 CEST at World Trade Center Stockholm (venue: Casablanca), Klarabergsviadukten 70 in Stockholm.

Shareholders who do not wish to attend the EGM, may exercise their voting rights at the EGM by postal voting.

SmartCraft was incorporated on 1 July 2025, formed solely for the purpose of effecting a cross-border merger with its Norwegian previous parent company, SmartCraft ASA, in connection with the relisting from Oslo Børs to Nasdaq Stockholm. As the Company conducted no business operations during the period from its incorporation on 1 July 2025 to 31 December 2025, the Board of Directors resolved to extend the Company’s first financial year to run from 1 July 2025 to 31 December 2026.

Under the Swedish Companies Act, a company is required to hold an Annual General Meeting within six months of the end of each financial year. Since the Company’s first financial year does not end until 31 December 2026, no Annual General Meeting can be held before that date. Accordingly, the Company will not prepare an annual report for the period 1 July 2025 to 31 December 2025, and no Annual General Meeting will be held in 2026. Instead, the shareholders of the Company are invited to attend this EGM.

Right to participate in the EGM

Shareholders who wish to exercise their voting rights at the EGM must:

- be included in the shareholders register maintained by Euroclear Sweden AB (“**Euroclear**”) as of Tuesday, 21 April 2026; and,
- notify SmartCraft of their participation at the EGM in accordance with the instructions set out in the section “*Notice of attendance*”, or submit a postal vote in accordance with the instructions set out in the section “*Postal voting*” no later than Thursday, 23 April 2026.

Nominee-registered shares

In order to be entitled to participate at the EGM, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of participation at the EGM, register its shares in its own name so that the shareholder is recorded in the share register prepared by Euroclear as of the record date Tuesday, 21 April 2026. Such re-registration may be temporary (so-called voting rights registration), and requests for such voting rights registration shall be made to the nominee, in accordance with the nominee’s routines at such time in advance as determined by the nominee. Voting rights registration that have been completed by the nominee no later than Thursday, 23 April 2026 are taken into account in the preparation of the share register.

Notice of attendance

Notification of attendance at the EGM may be made:

- *By e-mail: GeneralMeetingService@euroclear.com*
- *By telephone: +46 8-402 91 33*
- *By post: SmartCraft Group AB (publ), “EGM”, c/o Euroclear Sweden, Box 191, SE-101 23 Stockholm, Sweden*
- *Through Euroclear’s website: <http://www.euroclear.com/sweden/generalmeetings/>*

The notification shall state the shareholder's:

- *Name or business name*
- *Personal identity number/Corporate Registration Number*
- *Address and daytime telephone number*
- *Shareholding*
- *Where applicable, details of any assistants, not more than two assistants, and information on any proxies which may accompany the shareholder to the EGM*

Shareholders represented by proxy shall issue a written dated power of attorney for the proxy. If the power of attorney is issued on behalf of a legal entity, a certified copy of a registration certificate or corresponding document ("**certificate**") for the legal entity shall be appended. The power of attorney in original and, where applicable, the certificate, should be sent by post to the Company at the address stated above well in advance of the EGM. Proxy forms are available at SmartCraft's website, www.smartcraft.com, and will be sent to shareholders who so request and inform the Company of their address.

Postal voting

Shareholders who do not wish to attend the EGM in person may choose to exercise their voting rights at the EGM by voting in advance, so-called postal voting, in accordance with the provisions in the Articles of Association of SmartCraft. Shareholders may, cast their votes electronically through verification with Swedish BankID via Euroclear Sweden AB's website <http://www.euroclear.com/sweden/generalmeetings/> no later than Thursday, 23 April 2026.

A special form should be used for postal voting by post or e-mail. The postal voting form is available on SmartCraft's website, www.smartcraft.com. A completed and signed postal voting form can be submitted by post to SmartCraft Group AB (publ), "EGM", Box 191, 101 23 Stockholm, Sweden or by e-mail to GeneralMeetingService@euroclear.com. A completed form must be received by Euroclear Sweden AB no later than Thursday, 23 April 2026.

The shareholder may not provide any other instructions than marking the response alternatives in the postal voting form. If the shareholder has included special instructions or conditions, or supplemented or amended the pre-printed text, the postal vote will be invalid. Further instructions and terms are set out in the postal voting form and on <http://www.euroclear.com/sweden/generalmeetings/>.

Shareholders' right to request information

Shareholders are reminded of their right to request information from the Board of Directors and the CEO at the EGM in accordance with Chapter 7, Section 32 of the Swedish Companies Act.

Number of shares and votes

SmartCraft has a total of 171,522,305 shares and votes. As of the date of this notice, SmartCraft holds 10,293,403 treasury shares, corresponding to 10,293,403 votes, which cannot be represented at the EGM.

Proposed agenda

1. Opening of the meeting;
2. Election of Chairman of the meeting;
3. Preparation and approval of the voting list;
4. Approval of the agenda;
5. Election of one or two persons to verify the minutes;
6. Determination of whether the meeting has been duly convened;
7. Presentation of SmartCraft ASA's annual report and the auditor's report;

8. Determination of the number of members and deputy members of the Board of Directors, and auditors and deputy auditors;
9. Determination of fees to the Board of Directors;
10. Election of members of the Board of Directors and the Chairman of the Board of Directors;
11. Election of auditors;
12. Resolution on (a) the establishment of a long-term incentive program based on C1-shares, (b) amendment of the articles of association, and (c) directed issue of C1-shares;
13. Resolution regarding authorisation for the Board of Directors to resolve on new issues;
14. Resolution regarding authorisation for the Board of Directors to effect synthetic repurchases of own shares;
15. Closing of the meeting.

Election of Chairman of the meeting (item 2)

The Nomination Committee proposes Johan Thiman, White & Case, or, if he is prevented from attending, the person appointed by the Nomination Committee instead, to preside as Chairman at the EGM.

Presentation of SmartCraft ASA's annual report and the auditor's report (item 7)

SmartCraft was incorporated on 1 July 2025, formed solely for the purpose of effecting a cross-border merger with its Norwegian previous parent company, SmartCraft ASA, in connection with the relisting from Oslo Børs to Nasdaq Stockholm. A joint merger plan was adopted by the boards of directors of SmartCraft Group AB (publ), as the acquiring company, and SmartCraft ASA, as the transferring company, on 1 December 2025. The merger was registered with the Swedish Companies Registration Office (Sw. *Bolagsverket*) on 20 March 2026, upon which all outstanding shares in SmartCraft ASA were exchanged on a one-for-one basis for shares in SmartCraft, and SmartCraft ASA ceased to exist as a separate legal entity.

As SmartCraft conducted no business operations during the period from its incorporation on 1 July 2025 to 31 December 2025, the Board of Directors resolved to extend the Company's first financial year to run from 1 July 2025 to 31 December 2026. Accordingly, the Company will not prepare an annual report for the period 1 July 2025 to 31 December 2025. The annual report of SmartCraft ASA for the financial year 2025 together with the auditor's report will, however, be made available to shareholders and presented at the EGM.

Determination of the number of members and deputy members of the Board of Directors, and auditors and deputy auditors (item 8)

The Nomination Committee proposes that the EGM shall elect seven (7) ordinary members without deputies.

The Nomination Committee proposes that the number of auditors shall be one registered audit firm, without any deputy auditors.

Determination of fees to the Board of Directors (item 9)

The Nomination Committee proposes that the fees payable to the members of the Board of Directors are as set out below up until the end of the next Annual General Meeting:

- The Chairman of the Board of Directors: SEK 675,000
- Members of the Board of Directors: SEK 270,000
- Additional fee to the Chair of the Audit Committee: SEK 120,000
- Additional fee to the members of the Audit Committee: SEK 70,000
- Additional fee to the Chair of the Remuneration Committee: SEK 50,000

- Additional fee to the members of the Remuneration Committee: SEK 25,000

Board members Carl Ivarsson and Allan Engström, who are not independent in relation to the Company's largest shareholder, will not receive any remuneration.

Election of the members of the Board of Directors and the Chairman of the Board of Directors (item 10)

The Nomination Committee proposes re-election of members Mette Kamsvåg, Allan Engström, Carl Ivarsson, Isabella Alveberg, Eva Hemb, Per Norman and Ståle Risa up until the end of the next Annual General Meeting.

The Nomination Committee further proposes re-election of Mette Kamsvåg as Chairman of the Board.

More information concerning all members proposed for re-election is available on the Company's website, www.smartcraft.com.

Election of auditors (item 11)

The Nomination Committee proposes that the Company shall have one auditor without deputy auditors.

The Nomination Committee proposes re-election of the audit firm Ernst & Young AB ("EY") up until the end of the next Annual General Meeting. EY has informed the Nomination Committee and the Company that, provided that the EGM adopts the Nomination Committee's proposal, the authorised public accountant Linda Sallander will be the auditor in charge.

The proposal is in accordance with the Audit Committee's recommendation.

Proposal regarding resolution on (a) the establishment of a long-term incentive program based on C1-shares, (b) amendment of the articles of association, and (c) directed issue of C1-shares (item 12)

The Board of Directors proposes that the EGM resolves on (a) the establishment of a long-term incentive program based on C1-shares for employees in the SmartCraft group ("LTIP 2026"), (b) amendment of the articles of association, and (c) directed issue of new C1-shares. The resolutions under this item are conditional upon each other and are thus proposed to be made as one resolution.

Establishment of a long-term incentive program based on C1-shares (item 12(a))

LTIP 2026

The Board of Directors proposes that the EGM resolves to establish LTIP 2026. LTIP 2026 is proposed to include the CEO, the group executive management and other key employees within the SmartCraft group, in total not more than approximately 30 persons.

LTIP 2026 is proposed to comprise a maximum of 2,171,168 newly issued convertible and redeemable C1-shares. In order to participate in LTIP 2026, the participant must have made a private investment in the SmartCraft group through subscription for new C1-shares in SmartCraft Group AB (publ). C1-shares shall be issued to the participants at market value at the time of the issue, which shall be determined by an independent valuation institute using customary valuation methods based on market conditions at the time of the issue.

Eligible to participate in LTIP 2026 are those employees of the SmartCraft group selected by the Board of Directors within the categories listed below who, at the time of subscription for C1-shares under the program, have not resigned, been dismissed, or whose employment has not otherwise terminated.

The price per C1-share is SEK 2.28, according to a preliminary valuation. The preliminary valuation is based on a market value of SmartCraft's ordinary shares of SEK 16.41 and an assumed Hurdle Value (as defined below) of SEK 19.70. Established financial valuation principles have been used for the valuation, which, in addition to the current market value of SmartCraft's ordinary shares and the Hurdle Value, is based on the variables risk-free interest rate, estimated future volatility, maturity to potential conversion of the C1-shares to ordinary shares, expected dividends and illiquidity in the C1-shares.

C1-shares shall be available for purchase by the participants as set out below.

Category	Maximum investment amount ^{1) 2)}	Maximum number of C1-shares ^{1) 2)}
CEO (1 person)	SEK 1,140,000 per person	500,000 C1-shares per person
Executive management (approximately 9 people)	SEK 684,000 per person	300,000 C1-shares per person
Other key employees (approximately 20 people)	SEK 456,000 per person	200,000 C1-shares per person

- 1) The maximum investment amount and the maximum number of C1-shares are based on a preliminary market value of SEK 2.28 per C1-share. The final investment amount and the final number of C1-shares for each category and participant will be determined by the market value per C1-share at the time of the issue, with the limitation that the total number of C1-shares that can be issued and transferred can never exceed 2,171,168.
- 2) The maximum investment amount and the maximum number of C1-shares assume that each participant subscribes for the maximum number of C1-shares initially allocated. To the extent that any participant does not subscribe for the full number of C1-shares allocated, other participants may subscribe for such remaining C1-shares in accordance with the subsidiary subscription right described below. Consequently, the final investment amount and number of C1-shares may deviate from the preliminary allocation set out above.

If any C1-shares remain after all applications have been satisfied up to the maximum level according to the table above, the remaining C1-shares may be allotted to other participants, provided that such additional allotment may not exceed 50 per cent of the maximum number of C1-shares initially allocated to such participant within a specific category. If the remaining C1-shares are insufficient to satisfy all applications, the C1-shares shall be allotted pro rata in relation to the acquired number of C1-shares. The Board of Directors will decide on the allotment.

Terms and conditions for the C1-shares

The C1-shares shall entitle the holder to a certain number of ordinary shares in SmartCraft conditional upon (i) the closing price of SmartCraft's ordinary share on Nasdaq Stockholm on the trading day following the date of publication of SmartCraft's interim report for the first quarter 2029 or 1 June 2029, whichever occurs first, or, alternatively, (ii) in the absence of an applicable price for SmartCraft's ordinary share on Nasdaq Stockholm the market value of the SmartCraft's share on 1 June 2029, determined in accordance with established valuation principles (the "**Closing Price**") amounting to at least 120 per cent of the closing price of SmartCraft's ordinary share on Nasdaq Stockholm on the trading day of SmartCraft's first offer to subscribe for C1-shares (the "**Hurdle Value**")^[1].

If the condition above is met, the C1-shares shall entitle the holder to a number of ordinary shares in SmartCraft corresponding to the value of the C1-shares based on the Closing Price (which may at most amount to 300 per cent of the closing price of SmartCraft's ordinary share on Nasdaq Stockholm on the trading day of SmartCraft's first offer to subscribe for C1-shares (the "**Value Cap**") but reduced by the Hurdle Value. For this purpose, the Board of Directors shall, as soon as possible and no later than four weeks after the conditions for conversion have been met, resolve to convert a number of C1-shares into ordinary shares in accordance with the formula below, whereby the value of each ordinary share shall be deemed to correspond to the Closing Price. Conversion of C1-shares into ordinary shares shall take place on a ratio of 1:1, i.e., one (1) C1-share shall be converted into one (1) ordinary share. Conversion shall be carried out pro-rata in relation to each shareholder's holding of C1-shares at the time of the decision for conversion.

$$\text{Number of C1-shares to be converted} = \frac{(\text{The Closing Price}^{\text{[2]}} - \text{the Hurdle Value}) \times \text{the number of outstanding C1-shares}}{\text{the Closing Price}}$$

Only a whole number of C1-shares may be converted, rounded down to the nearest whole ordinary share. For the C1-shares that are not converted into ordinary shares, the Board of Directors will decide on redemption without any consideration in accordance with the principles in the Board's proposal for new articles of association under item (b) below. Redemption of all C1-shares without any consideration will also occur if the Closing Price does not exceed the Hurdle Value.

Full terms and conditions for the C1-shares are set out in the Board's proposal for new articles of association under item (b) below.

Assignment

A prerequisite for allotment of C1-shares is that the participant has entered into an undertaking not to transfer their C1-shares and has submitted an irrevocable request for redemption of the participant's C1-shares in the event that the participant's employment with the SmartCraft group is terminated under specific circumstances.

Dilution and costs

LTIP 2026 comprises a maximum of 2,171,168 newly issued C1-shares, which means that the increase in SmartCraft's share capital in the event of full participation will amount to a maximum of SEK 6,329.11. This corresponds to a maximum dilution of approximately 1.25 per cent of the total number of shares and 0.13 per cent of the total number of votes in SmartCraft^[3]. If the condition set out in "Terms and conditions for the C1-shares" above is met, a maximum of 1,302,700 C1-shares may be converted into ordinary shares, which corresponds to a dilution of approximately 0.75 per cent of the total number of shares and votes in SmartCraft^[4], although subject to any recalculation in accordance with the full terms and conditions for the C1-shares in the event of certain corporate actions.

Assuming that the Hurdle Value is set at SEK 19.70, the table below shows the number of C1-shares that would be converted into ordinary shares at the Closing Prices specified.

N.B. Illustrative calculation example based on an assumed Hurdle Value of SEK 19.70.

Closing Price	Number of new ordinary shares	Total dilution (shares and votes)
SEK 19.7	0	0.0 per cent
SEK 23.0	310,166	0.18 per cent
SEK 26.3	542,792	0.32 per cent

The C1-shares will be issued at market value and, therefore, no social security contributions are expected to be incurred by SmartCraft in connection with the program. SmartCraft's costs for LTIP 2026, in addition to the costs of preparation and administration of the incentive program, are limited to IFRS 2 costs. The total cost of the program, assuming full participation, is estimated to amount to approximately SEK 2.0 million, which is allocated over a three-year period.

Preparation of and motives for the proposal

LTIP 2026 has been prepared by the Board of Directors in consultation with external advisors. The motives for the proposal and the reason for the deviation from the shareholders' preferential rights are to implement the program in order to create conditions for motivating, retaining and recruiting executive management and other key individuals within the group. The program has been designed on the basis that it is desirable that key persons within the SmartCraft group are shareholders in the Company. The program also rewards employees' continued loyalty and thereby the long-term value growth of SmartCraft.

Accordingly, the Board of Directors considers that the adoption of LTIP 2026 will have a positive effect on the future development of SmartCraft and will consequently be beneficial for both the Company and its shareholders. The Board of Directors deems that it is in all shareholders' interest that senior executives and other key individuals have a long-term interest of a beneficial development of the value of the Company's share.

Structure and administration

The Board of Directors shall be responsible for the structure and administration of the terms and conditions of LTIP 2026 within the framework and guidelines set out above, including provisions for recalculation in the event of an intermediate bonus issue, split, rights issue and/or other similar events. The Board of Directors shall also be entitled to make adjustments to meet specific foreign regulations or market conditions in connection with the structure and administration of the terms and conditions of LTIP 2026.

In addition, the Board of Directors is given the right to cancel or adjust the program in the event of a public takeover bid or similar event. The Board of Directors shall also be entitled to make other adjustments if significant changes occur in the SmartCraft group or its business environment that would

result in the adopted terms and conditions for LTIP 2026 no longer fulfilling its purpose.

Other share-based incentive programs

Please refer to SmartCraft's website www.smartcraft.com and SmartCraft ASA's annual report for the financial year 2025 for a description of all SmartCraft's other share-based incentive programs. SmartCraft has no share-based incentive programs other than those described therein.

Amendment of the articles of association (item 12(b))

To implement LTIP 2026 and enable the new issue of C1-shares in accordance with the proposed resolutions in items 12(a) and 12(c), the Board of Directors proposes to amend the articles of association by introducing a new class of convertible and redeemable C1-shares. Each C1-share is proposed to carry one tenth (0.1) vote and shall not be entitled to dividends. The Board of Directors' complete proposal for the new articles of association is available on the Company's website.

Directed issue of new C1-shares (item 12(c))

The Board of Directors proposes that the EGM resolves to increase SmartCraft's share capital by not more than SEK 6,329.11 by issuing not more than 2,171,168 C1-shares.

The new C1-shares may, with deviation from shareholders' preferential rights, only be subscribed for by participants in LTIP 2026 at market value at the time of the issue, which shall be determined by independent valuation institutes using customary valuation methods based on market conditions at the time of the issue.

The purpose of the issue and the reason for the deviation from the shareholders' preferential rights is to enable the participants of LTIP 2026 to subscribe for C1-shares in order to participate in LTIP 2026.

Majority requirements

A resolution in accordance with the Board of Directors' proposal under items 12(a)–(c) shall only be valid where supported by shareholders representing at least nine-tenths (9/10) of both the votes cast and the shares represented at the EGM.

Proposal regarding authorisation for the Board of Directors to resolve on new issues (item 13)

The Board of Directors proposes that the EGM authorises the Board of Directors to, on one or several occasions up to the next Annual General Meeting, with or without deviation from the shareholders' preferential right, resolve on new issues of shares and/or warrants and/or convertible bonds. The total number of shares that may be issued, by way of a new share issue, exercise of warrants or conversion of convertible bonds, by virtue of the authorisation shall be within the limits of the articles of association and not exceed ten (10) per cent at the time of the Board of Directors' resolution. The authorisation includes a right to resolve on new issues for cash consideration, by contribution in kind or payment by set-off. The issue price shall, in the case of deviation from the shareholders' preferential right, be determined in accordance with market practice. The Board of Directors shall be entitled to determine other terms of the issue.

The purpose of the authorisation, and the reason for any deviation from the shareholders' preferential right, is to increase the financial flexibility of the group to enable the group to finance the operations in a fast and efficient way and/or acquire companies, businesses or parts thereof.

The Board of Directors, the CEO or a person appointed by one of them shall be entitled to make any minor adjustments to the above decision that might be required in connection with registration with the Swedish Companies Registration Office.

Majority requirements

A resolution in accordance with the Board of Directors' proposal under item 13 shall only be valid where supported by shareholders representing at least two-thirds (2/3) of both the votes cast and the shares represented at the EGM.

Proposal regarding authorisation for the Board of Directors to effect synthetic repurchases of own shares (item 14)

The Board of Directors proposes that the EGM authorises the Board of Directors to, on one or several occasions up until the next Annual General Meeting, prepare and implement a program for synthetic repurchases of own shares. The aggregate number of shares repurchased under the program, together with any shares already held by SmartCraft, may not at any time exceed ten (10) per cent of the total number of shares in SmartCraft. Synthetic repurchases may be effected at a price per share within the prevailing quoted price range for SmartCraft's shares on Nasdaq Stockholm.

For this purpose, SmartCraft shall enter into agreements or other arrangements enabling the redemption of shares on terms that are equitable to other shareholders. The counterparty to any such agreement or arrangement shall be offered the opportunity to redeem up to the number of shares underlying that agreement or arrangement. Resolution on redemption shall be adopted by a subsequent general meeting.

The purpose of the proposed authorisation to effect synthetic repurchases of own shares is to continuously be able to adapt SmartCraft's capital structure and thereby contribute to an increase in shareholder value.

Authorisation

The Board of Directors, or any person appointed by the Board of Directors, shall be entitled to make such minor adjustments to the EGM's resolutions that may prove necessary for registration with the Swedish Companies Registration Office and Euroclear Sweden.

Documentation

Documents that shall be made available prior to the EGM pursuant to the Swedish Companies Act will be available at the Company and on the Company's website www.smartcraft.com at least three (3) weeks before the EGM. The documentation is sent upon request to shareholders who provide their postal address.

Processing of personal data

For information on how your personal data is processed, see

<http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Gothenburg, March 2026

SmartCraft Group AB (publ)

Board of Directors

For further information, please contact

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ABOUT SMARTCRAFT

SmartCraft is the leading Nordic provider of mission-critical SaaS solutions to SMEs in the construction sector, increasing their productivity, margins, and resource efficiency. The Group currently has more than 14 100 customers and 270 employees distributed across Norway, Sweden, Finland and UK. SmartCraft was listed on the Oslo Stock Exchange in June 2021 and was subsequently relisted on Nasdaq Stockholm in 2026.

^[1] The Hurdle Value and the Value Cap (as defined below) shall be subject to recalculation following a reverse share split or share split, bonus issue, rights issue, dividend, reduction of share capital with repayment to the shareholders, partial

demerger, repurchase of shares by way of an offer to all shareholders or similar corporate event occurring before conversion, taking into consideration customary principles for recalculation in warrant and share-based incentive programs in the stock market as resolved upon by the Board of Directors. Such recalculation shall be made by the Board of Directors and confirmed by an independent valuation institution.

[2] Maximum amount up to the Value Cap.

[3] Based on the number of shares in SmartCraft as of the date of the notice.

[4] Based on the number of shares and votes in SmartCraft as of the date of the notice and based on a preliminary market value of SEK 16.41 and a Hurdle Value of SEK 19.70.