



MINUTES OF EXTRAORDINARY GENERAL MEETING VEND MARKETPLACES ASA

The Extraordinary General Meeting in Vend Marketplaces ASA (the "**Company**") was held on 22 October 2025 at 16:00 CEST. As announced in the notice to the Extraordinary General Meeting, the meeting was held electronically.

An overview of represented shareholders and a record of the votes cast are 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.

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

Simen Bjølseth Madsen was elected to sign the minutes together with the Chair.

ITEM 4: PROPOSAL FOR THE REMOVAL OF THE COMPANY'S DUAL-CLASS SHARE STRUCTURE – AMENDMENT OF THE ARTICLES OF ASSOCIATION

The Chair accounted for the proposal.

Resolution:

The Company's two share classes, A-shares and B-shares, shall be combined into a single class of ordinary shares. The timeline for the combination of the share classes shall be in accordance with dates set out in the stock exchange notification with key information relating to the combination of the share classes.

Article 4 of the Company's Articles of Association shall be amended from:

"§4 - Share capital

The share capital is NOK 113,440,210, divided on 97,064,113 A-shares with a nominal value of NOK 0.50 and 129,816,307 B-shares with a nominal value of 0.50. The Company's shares shall be registered in the Norwegian Registry of Securities. Each A-share will give the right to 10 votes at the Company's General Meeting. Each B-share will give right to 1 vote at the Company's General Meeting. Otherwise, the A-shares and the B-shares carry equal rights."

To the following new wording:

"§4 - Share capital

The share capital is NOK 113,440,210, divided into 226,880,420 shares, each with a nominal value of NOK 0.5. The Company's shares shall be registered in the Norwegian Registry of Securities."

Article 7 of the Company's Articles of Association shall be amended from:

"§7 - Changes in the Articles of Association

Any resolutions to amend the Articles of Association, shall be passed by the General Meeting and shall require the endorsement of more than (i) 3/4 of the share capital represented in the relevant General Meeting and (ii) 3/4 of the A-shares represented in the relevant General Meeting.

The first paragraph applies likewise to decisions relating to, or votes taken on amendments to the Articles of Association of directly or indirectly owned subsidiaries or the sale of shares or activities, including private placements, mergers and demergers, in such subsidiaries to anyone other than another company in the Group.

With the majority stated in the first paragraph, the General Meeting can decide to grant the Board of Directors authorisation to make decisions in matters referred to in the second paragraph.

The Board shall ensure that the Articles of Association of subsidiaries include the provisions necessary to ensure that this regulation is implemented."

To the following new wording:

"§7 - Changes in the Articles of Association

Any resolutions to amend the Articles of Association, shall be passed by the General Meeting and 3/8 shall require the endorsement of more than 3/4 of the share capital represented in the relevant General Meeting.

The first paragraph applies likewise to decisions relating to, or votes taken on amendments to the Articles of Association of directly or indirectly owned subsidiaries or the sale of shares or activities, including private placements, mergers and demergers, in such subsidiaries to anyone other than another company in the Group.

With the majority stated in the first paragraph, the General Meeting can decide to grant the Board of Directors authorisation to make decisions in matters referred to in the second paragraph

The Board shall ensure that the Articles of Association of subsidiaries include the provisions necessary to ensure that this regulation is implemented."

Article 8 of the Company's Articles of Association shall be amended from:

"§8 - Board of Directors

The Company's Board of Directors shall comprise from 6 to 11 members, as well as deputy members, as decided by the Annual General Meeting. The employees in the Group shall be represented on the Board by the number of representatives in accordance with current agreements with the Company. This means that the employees in the Group shall have two Board members when the Board comprises six, seven or eight members, and that the employees in the Group shall have three Board members when the Board comprises nine, ten or eleven members.

Shareholders owning 25% or more of the Company's A-shares shall have the right to appoint one of the Board members elected by the shareholders. Board members shall be elected for 1 year."

To the following new wording:

"§8 - Board of Directors

The Company's Board of Directors shall comprise from 6 to 11 members, as well as deputy members, as decided by the Annual General Meeting. The employees in the Group shall be represented on the Board by the number of representatives in accordance with current agreements with the Company. This means that the employees in the Group shall have two Board members when the Board comprises six, seven or eight members, and that the employees in the Group shall have three Board members when the Board comprises nine, ten or eleven members.

Shareholders owning 25% or more of the Company's share capital shall have the right to appoint one of the

Board members elected by the shareholders. Board members shall be elected for 1 year."

The proposed resolution will be conditional upon the general meeting also passing the proposal in item 5 below.

ITEM 5: PROPOSAL FOR THE AMENDMENT OF THE AUTHORIZATION TO ISSUE SHARES GRANTED TO THE BOARD OF DIRECTORS BY THE ANNUAL GENERAL MEETING

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 6,490,815. 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 2026, but in no event later than 30 June 2026.*
- (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.*

ITEM 6: 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 7,437,148.5 through the redemption of own 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 7: 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 2026. 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 10,600,306, 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.*

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]

Simen Bjølseth Madsen

Vedlegg 1 / Appendix 1: Representerte aksjer / Shares represented

Totalt representert / Attendance Summary Report

Vend Marketplaces ASA

Ekstraordinær generalforsamling / EGM

22 October 2025

	A- Shares	B- Shares
Totalt stemmer representert / Total Votes Represented:	719,270,950	87,496,782
Totalt antall kontoer representert / Total Accounts Represented:	543	573
Totalt stemmer tilgjengelig/ Total Votes available:	958,684,430	115,837,680
% Totalt stemmer representert / % Total Votes Represented:	75.03%	75.53%
Totalt antall utstede aksjer / Total issued shares	97,064,113	129,816,307
% Totalt representert av aksjekapitalen / % Total Capital Represented:	74.10%	67.40%
Selskapets egne aksjer / Company Own Shares:	1,195,670	13,978,627

Sub Total: 19 806,767,732

<u>Kapasitet / Capacity</u>	<u>Registrerte Deltakere /</u> <u>Registered Attendees</u>	<u>Registrerte Stemmer</u> <u>/ Registered Votes</u>	<u>Kontoer /</u> <u>Accounts</u>
Guest (web)	16	0	0
Styrets leder med fullmakt / COB with proxy	1	125,257	12
Styrets leder med instruksjoner / COB with instruc	1	2,981	1
Forhåndsstemmer / Advance votes	1	806,639,494	1,095

Freddy Hermansen
DNB Bank ASA
Issuer services

Vend Marketplaces ASA Ekstraordinær generalforsamling / EGM 22 October 2025

Remember to filter by resolution		Votes						Votes / Shares	Shares							
Share Class	For		Against		Abstain		For		Against		Abstain		Not Voted			
1	A	717065440	99.69%	0	0.00%	2205510	0.31%	10	71706544	99.69%	0	0.00%	220551	0.31%	0	0.00%
1	B	87021504	99.46%	0	0.00%	475278	0.54%	1	87021504	99.46%	0	0.00%	475278	0.54%	0	0.00%
2	A	719270150	100.00%	0	0.00%	800	0.00%	10	71927015	100.00%	0	0.00%	80	0.00%	0	0.00%
2	B	87496702	100.00%	0	0.00%	80	0.00%	1	87496702	100.00%	0	0.00%	80	0.00%	0	0.00%
3	A	719270150	100.00%	0	0.00%	800	0.00%	10	71927015	100.00%	0	0.00%	80	0.00%	0	0.00%
3	B	87496701	100.00%	0	0.00%	81	0.00%	1	87496701	100.00%	0	0.00%	81	0.00%	0	0.00%
4	A	718961280	99.96%	1000	0.00%	308670	0.04%	10	71896128	99.96%	100	0.00%	30867	0.04%	0	0.00%
4	B	87114350	99.56%	80	0.00%	382352	0.44%	1	87114350	99.56%	80	0.00%	382352	0.44%	0	0.00%
5	A	719074150	99.97%	196800	0.03%	0	0.00%	10	71907415	99.97%	19680	0.03%	0	0.00%	0	0.00%
5	B	87448792	99.95%	47990	0.05%	0	0.00%	1	87448792	99.95%	47990	0.05%	0	0.00%	0	0.00%
6	A	719267440	100.00%	800	0.00%	2710	0.00%	10	71926744	100.00%	80	0.00%	271	0.00%	0	0.00%
6	B	87496430	100.00%	81	0.00%	271	0.00%	1	87496430	100.00%	81	0.00%	271	0.00%	0	0.00%
7	A	718496060	99.89%	732110	0.10%	42780	0.01%	10	71849606	99.89%	73211	0.10%	4278	0.01%	0	0.00%
7	B	87451563	99.95%	31043	0.04%	14176	0.02%	1	87451563	99.95%	31043	0.04%	14176	0.02%	0	0.00%

Freddy Hermansen
 DNB Bank ASA
 Issuer services