



NOTICE OF ANNUAL GENERAL MEETING IN MENTIMETER AB (PUBL)

The shareholders of Mentimeter AB (publ), Reg. No. 556892-5506 (“**Mentimeter**” or the “**Company**”), with its registered office in Stockholm, Sweden, are hereby summoned to the annual general meeting on 31 May 2022.

On the basis of temporary statutory rules, the board of directors has decided that the annual general meeting will be conducted by advance voting only, without physical presence of shareholders, proxies and third parties. Mentimeter welcomes all shareholders to exercise their voting rights at this annual general meeting through advance voting, according to the procedure set out below. Further, the CEO will on 24 May 2022 hold an information meeting for shareholders in Mentimeter HQ office at Tulegatan 11 at CEST 18:00 (more information will be sent out separately) and the meeting will be possible to join electronically: <https://mentimeter.zoom.us/j/92138699137?pwd=RCsxVjN6a3J5U0syQjION1N5YjVzd09>.

In the advance voting form, the shareholders may request that a resolution on one or several of the matters on the proposed agenda below should be deferred to a so-called continued general meeting, which cannot be conducted solely by way of advance voting. Such continued general meeting shall take place if the annual general meeting so resolves or if shareholders with at least one tenth of all shares in the Company so request.

Notification of participation

Shareholders who wish to participate in the annual general meeting must be registered in the share register maintained by Euroclear Sweden AB on 20 May 2022, and notify the Company of its intention to participate on the meeting by casting its advance vote in accordance with the instructions under the heading “Advance voting” below so that the advance voting form is received by the Company no later than on 30 May 2022.

Shareholders whose shares are registered in the name of a nominee through a bank or a securities institution must re-register their shares in their own names to be entitled to participate in the annual general meeting. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee’s procedures and such time in advance as the nominee determines. Voting right registration completed not later than the second banking day after 20 May 2022 are taken into account when preparing the shareholders’ register.

Advance voting

The shareholders may exercise their voting rights at the meeting only by voting in advance, so-called advance voting in accordance with Section 22 of the Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for advance voting. The form is available on the Company’s website, <https://www.mentimeter.com/investors/general-meetings>. The advance voting form is considered as the notification of participation to the meeting.

The completed form must be received by the Company no later than on 30 May 2022. The form should be submitted via e-mail to legal@mentimeter.com or by post to Mentimeter AB (publ), “Årsstämma”, Tulegatan 11, SE-113 86 Stockholm, Sweden. If the shareholder votes in advance by proxy, a power of attorney shall be enclosed to the form. If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed to the form. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the advance vote in its entirety) is invalid. Further instructions and conditions are included in the form for advance voting.

Right to request information

Shareholders are reminded of their right to request information in accordance with Chapter 7, Section 32 of the Swedish Companies Act (Sw. aktiebolagslagen). A request for such information shall be made in writing to Mentimeter AB (publ), att. Louise Markgren (legal counsel), Tulegatan 11, SE-113 86 Stockholm, Sweden, or via e-mail to legal@mentimeter.com, no

later than on 21 May 2022. Information relating to such requests will be made available at Mentimeter AB (publ), Tulegatan 11, SE-113 86 Stockholm, Sweden and on the Company's website, <https://www.mentimeter.com/investors/general-meetings>, no later than on 26 May 2022. The information will also be sent, within the same period of time, to shareholders who so request and provide their address.

Number of shares and votes

As of the date of this notice, there are a total of 70,484,000 shares, corresponding to 70,484,000 votes, in the Company.

Proposed agenda

- 1 § Opening of the meeting and election of a chairman of the meeting
- 2 § Preparation and approval of the voting list
- 3 § Approval of the agenda
- 4 § Election of one or two persons who shall approve the minutes of the meeting
- 5 § Determination of whether the meeting has been duly convened
- 6 § Submission of the annual report and the auditors' report and, where applicable, the consolidated financial statements and the auditors' report for the group
- 7 § Resolutions regarding the adoption of the income statement and the balance sheet and, when applicable, the consolidated income statement and the consolidated balance sheet
- 8 § Resolutions regarding allocation of the company's profits or losses in accordance with the adopted balance sheet
- 9 § Resolutions regarding discharge of the members of the board of directors and the managing director from liability
- 10 § Determination of the number of members of the board of directors and the number of auditors and deputy auditors
- 11 § Determination of fees for members of the board of directors and auditors
- 12 § Election of the members of the board of directors and auditors and deputy auditors
- 13 § Resolution to authorise the board of directors to resolve on a directed issue of new shares in connection with a listing of the Company's shares
- 14 § Resolution to authorise the board of directors to resolve on an issue of new shares
- 15 § Resolution on long-term incentive program for employees in the form of warrants

Resolution proposals

Item 1 – Election of a chairman of the meeting

The board of directors proposes that Katarina Bonde, or, in the event of impediment to attend, the person proposed by the board of directors, is elected chairman of the annual general meeting.

Item 2 – Preparation and approval of the voting list

The voting list proposed for approval under item 3 on the agenda is based on the shareholders' register maintained by Euroclear Sweden AB as of 20 May 2022 and advance votes received at the latest on 30 May 2022, as verified by the persons approving the minutes of the annual general meeting.

Item 4 – Election of one or two persons to approve the minutes of the meeting

As persons to approve the minutes together with the chairman, the board of directors proposes Niklas Ingvar, or, in the event of impediment to attend, the person proposed by the board of directors. The task of approving the minutes also includes verifying the voting list and that the advance votes received are correctly stated in the minutes of the annual general meeting.

Item 8 - Resolutions regarding allocation of the company's profits or losses in accordance with the adopted balance sheet

The board of directors proposes that this year's deficit of 13 945 217 together with balanced profits of SEK 13 023 799, i.e. together a total of - SEK 921 418 shall be carried forward and is balanced in a new account and that no dividend shall be paid to the shareholders.

Items 10-12 - Proposal on the number of members of the board of directors and auditors and deputy auditors, fees for the members of the board of directors and the auditor as well as election of the members of the board of directors and auditor and deputy auditor

The nomination committee, which consists of Hjalmar Didrikson (appointed by Alfvén & Didrikson AB), Johan Wiklund (appointed by Ingbacka AB), Johnny Warström (appointed by Karagwe Invest AB) and Katarina Bonde (chairman of the board of directors), proposes the following:

- that the board of directors shall be comprised by six (6) members, with no deputy members, and that the Company shall have one auditor, with no deputy auditor (item 10).
- conditional upon that the Company's shares are admitted to trading on a regulated market or multilateral trading facility, that the fees for the board of directors, for the period until the end of the next annual general meeting, shall amount to SEK 550,000 for the chairman and SEK 275,000 for each of the other board members elected by the meeting, not employed by the Company or any of its subsidiaries, and that the fees for work in the committees shall amount to SEK 50,000 for the chairman of the audit committee and SEK 20,000 for each of the other members of the audit committee and the remuneration committee (item 11).
- in the event that the Company's shares are not admitted to trading on a regulated market or multilateral trading facility, that the fees for the board of directors, for the period until the end of the next annual general meeting, shall amount to SEK 450,000 for the chairman and SEK 225,000 for each of the other board members elected by the meeting, not employed by the Company or any of its subsidiaries. No fees shall be paid for work in the audit committee and the remuneration committee (item 11).
- that the auditor's fee shall be paid in accordance with invoices approved by the board of directors (item 11).
- that Katarina Bonde, Per Appelgren, Hannah Meiton, Niklas Ingvar, Miriam Grut Norrby and Marcus Teilman shall be re-elected as members of the board of directors for the period until the end of the next annual general meeting, and that Katarina Bonde shall be re-elected as the chairman of the board of directors (item 12).
- that the auditing firm Grant Thornton Sweden AB is re-elected as the Company's auditor for the period until the end of the next annual general meeting, in accordance with the recommendation and preference of the audit committee. Joakim Söderin is proposed by Grant Thornton Sweden AB as auditor in charge if they are re-elected (item 12).

The nomination committee's motivated statement can be found in the nomination committee's report prepared prior to the annual general meeting 2022 which is available at the Company.

Item 13 - Resolution to authorise the board of directors to resolve on a directed issue of new shares in connection with a listing of the Company's shares

The board of directors proposes that the general meeting resolves to authorise the board of directors to, in connection with a listing of the Company's shares on Nasdaq First North Premier Growth Market and for the period up until the next annual general meeting, resolve, whether on one or several occasions, on a directed issue of new shares, provided however that any such issue must not result in the Company's share capital exceeding the Company's maximum allowed share capital as set out in the articles of association, applicable from time to time.

The CEO is authorised to make such minor adjustments to this resolution that may be necessary in connection with the registration thereof.

Item 14 - Resolution to authorise the board of directors to resolve on an issue of new shares

The board of directors proposes that the general meeting resolves to authorise the board of directors for the period up to the next annual general meeting to resolve, whether on one or several occasions and whether with or without pre-emption rights for the shareholders, on an issue of new shares. The board of directors shall be entitled to resolve that payment for new shares shall be made in cash or in kind or that new shares shall be subscribed for with a right of set-off. The board of directors' resolution on a share issue with deviation from the shareholders' preferential rights shall correspond to an increase of not more than ten (10) percent of the total number of shares outstanding prior to the exercise of the

authorisation, calculated after full exercise of the hereby proposed authorisation. Should the board of directors resolve on an issue with deviation from the shareholders' preferential rights, the reason shall be to enable the Company to finance the operations in a fast and efficient way, acquire companies, businesses or parts thereof and to enable a broadening of the ownership of the Company. Upon such deviation from the shareholders' preferential rights, the new issue shall be made at market terms and conditions.

The CEO is authorised to make such minor adjustments to this resolution that may be necessary in connection with the registration thereof.

Item 15 - Resolution on long-term incentive program for employees in the form of warrants

The board of directors proposes that the general meeting resolve on a directed issue of not more than 1,409,680 warrants, with the right to subscribe for not more than 1,409,680 shares in Mentimeter AB (publ), with deviation from the shareholders' preferential rights, entailing an increase in the share capital of not more than approximately SEK 10,089.5 if fully taken up.

The right to subscribe for the warrants shall vest in up to 187 employees (management, executives, other key employees and employees that have not previously participated in a warrant program - see categories below) in Mentimeter AB (publ), directly or through their wholly-owned subsidiaries, in accordance with the following basis for distribution.

As stated below, the participants are divided into four categories. The number of warrants a participant can be allotted is dependent on category belonging. The table below sets forth the allotment within each category.

Category	Description	Maximum no of participants	Maximum no of warrants	Maximum no of warrants per participant
1	Other employees	88	256,305	3,769
2	Managers, team-leads and individuals of great importance on the future development/growth of the Company	44	256,305	7,538
3	Strategically important leaders and key employees of particularly great importance on the future development/growth of the Company	33	384,459	15,077
4	Management group, executives and key employees of extraordinary importance on the future development/growth of the Company	22	512,611	30,154
		187	1,409,680	

A maximum of 1,409,680 warrants may be allotted to the participants of this program (internally named W8). This means that described maximum number of warrants per participant will never be allotted within all categories and the table above sets forth the maximum number of warrants per category. There will never be more than a total of 1,409,680 warrants allotted to the participants within this program. A person who has signed an employment contract with a company within the group in a position that qualifies to be part of the program according to the above may be offered warrants even if he/she hasn't started the employment.

To comment on the reason for deviating from the shareholders' preferential right, the board would like state the following. The purpose of the proposal is to improve and increase the chance of keeping and motivating the employees and increase

the group's chance of recruiting top talents to strategically important positions. The board is convinced that this incentive program will contribute to the possibility of motivating and keeping executives and other important employees within the group which will be to the benefit of the group's long-term development and therefore also the Company and the shareholders. An incentive program giving employees the opportunity to be part of the Company's growth in value with a long-term perspective, creates trust in the Company and increases the share value.

The warrants shall be issued against consideration at market value and the purchase price shall be (calculated according to Black & Scholes Formula) SEK 1.76. Subscription for the warrants shall take place from the date of the resolution to issue warrants until six months thereafter. The board of directors is entitled to extend the subscription period and time of payment.

Time for subscription of shares is in 4 years. During this time vesting will take place in accordance with the warrant agreement to be entered into between the subscriber and the Company in connection with the subscription.

During the period from 1 July 2026 up to and including 31 October 2026, or the earlier date set forth in the terms, warrant holders are entitled to subscribe for one new share in the Company for each warrant certificate at a subscription price of SEK 35.48 in which case payment for the new shares shall be made immediately in cash to an account designated by the Company.

The complete terms and conditions for the warrants have been resolved by the board of directors and are available to the shareholders in accordance with what is set out in section "Other information" below.

Majority requirements

Resolutions in accordance with item 13 and 14 above require approval of at least two thirds (2/3) of the shares represented and votes cast at the annual general meeting. Resolutions in accordance with item 15 above require approval of at least nine tenths (9/10) of the votes cast as well as of the shares represented at the annual general meeting.

Other information

The annual accounts 2021 and auditors' statement as well as the board of directors' complete proposals under item 15 will be held available at the Company, Mentimeter AB (publ), Tulegatan 11, SE-113 86 Stockholm, Sweden, no later than three weeks prior to the annual general meeting, and will be sent to shareholders who so request and provide their address.

* * *

Stockholm, April 2022
Mentimeter AB (publ)
The board of directors