

Notice to the extraordinary general meeting in Cint Group AB (publ)

The shareholders of Cint Group AB (publ) (“**Cint**” or the “**Company**”) are hereby given notice of an extraordinary general meeting to be held on 17 December 2021.

In order to prevent the spread of the virus causing Covid-19, the board of directors has decided that the general meeting will be held without the physical presence of shareholders, proxies or external parties and that the shareholders shall have the opportunity to exercise their voting rights only by postal voting prior to the general meeting.

Right to participate and notice of attendance

Shareholders who wish to participate at the general meeting must:

- be registered in the share register kept by Euroclear Sweden AB on the record date 9 December 2021 or, if the shares are registered in the name of a nominee, request that the shares are registered in the shareholder’s own name for voting purposes by the nominee not later than on 13 December 2021, and
- notify their intention to participate by having submitted a postal vote in accordance with the instructions under the heading “Voting by post” below in such manner that Computershare AB has received the postal vote by 16 December 2021, at the latest. Please note that a notification to attend the general meeting can only be done by a postal vote.

Shareholders with nominee-registered shares held via a bank or other nominee must request the nominee to register them in the shareholder’s own name in the share register kept by Euroclear Sweden AB in order to participate in the general meeting (voting registration). As set out above, the nominee must have performed such registration with Euroclear by 13 December 2021. Therefore, the shareholder must contact its nominee well in advance of such day and re-register its shares in accordance with the nominee’s instructions.

Shareholders are invited to submit any questions regarding the proposals for the EGM in writing to Cint Group AB (publ), “EGM”, Luntmakargatan 18, SE-111 37 Stockholm or by e-mail to egm@cint.com. The Company will address submitted questions through a telephone / video conference which is intended to be held at 14:00 CET on 10 December 2021. The conference call will also be webcast and made available at www.cint.com.

Postal voting

The board of directors has decided that the shareholders shall have the opportunity to exercise their voting rights by a postal vote pursuant to Sections 20 and 22 of the Swedish Act (2020:198) on Temporary Exemptions to Facilitate the Execution of General Meetings in Companies and Associations. The shareholder shall use the voting form and follow the Company’s instructions that are available on the Company’s website: [www.cint.com / Investors / Leadership & Governance / General Meetings](http://www.cint.com/Investors/Leadership%20&%20Governance/General%20Meetings) (<https://investors.cint.com/en/general-meetings>) and at the Company’s offices, Luntmakargatan 18, SE-111 37 Stockholm. A completed and signed voting form should be sent by mail to Computershare AB, “EGM of Cint AB”, Box 5267, SE-102 46 Stockholm. Completed forms must be received by Computershare AB by 16 December 2021, at the latest. The completed and signed form may alternatively be submitted electronically by sending the form to info@computershare.se. Shareholders can also submit their postal votes electronically with BankID through the Company’s website. If the shareholder votes by proxy, a power of attorney shall be enclosed with the voting form. A proxy form is available upon request and on the Company’s website. If the shareholder is a legal entity, a certificate of incorporation or other authorization document shall be enclosed with the voting form. Shareholders are not allowed to include special instructions or conditions in the postal vote. If special instructions or conditions are included, such postal voting forms become invalid. Further information and conditions can be found in the voting form.

For questions about the general meeting or to receive a postal voting form or proxy form by post, please contact: Cint Group AB (publ), "EGM", Luntmakargatan 18, SE-111 37 Stockholm or send an e-mail to egm@cint.com.

Proposed agenda

1. Opening of the meeting
2. Appointment of chair of the meeting
3. Election of one person to verify the minutes
4. Preparation and approval of the voting list
5. Approval of the agenda
6. Determination whether the meeting has been duly convened
7. Resolution related to the equity financing of the acquisition of Lucid:
 - a) resolution on approval of the board of directors' decision on 27 October 2021 on a directed share issue against payment in cash; and
 - b) resolution on authorization to the board of directors to resolve on a new issue of shares against payment by way of set-off
8. Resolution on two long term incentive programs:
 - a) resolution on establishment of a warrant program; and
 - b) resolution on establishment of a share option plan and related issuance and transfer of warrants (as hedging arrangement)
9. Closing of the meeting

Appointment of chair of the meeting (item 2)

The chair of the board Niklas Savander, or, in his absence, the person designated by the board of directors, is proposed as chairman of the general meeting.

Election of one person to verify the minutes (item 3)

Robert Furuhjelm, representing Cidron Ross S.à r.l., or in his absence, the person designated by the board of directors of directors, is, in addition to the chair, proposed as person to verify the minutes. Also, such assignment includes verifying the voting list and that the received postal votes are correctly reflected in the minutes.

Preparation and approval of the voting list (item 4)

The voting list that is proposed to be approved under item 4 on the agenda is the voting list that Computershare has prepared, on behalf of the Company, based on the shareholders' register and received postal votes and which has been verified and approved by the person to verify the minutes.

Resolution related to the equity financing of the acquisition of Lucid (item 7)

On 27 October 2021, it was announced that the Company had entered into a merger agreement (the "**Merger Agreement**") with Lucid Holdings LLC ("**Lucid**") and the sellers of Lucid regarding the acquisition of all of the shares in Lucid (the "**Transaction**").

Against this background the board of directors proposes, that the general meeting resolves on two share issues related to the equity financing for the Transaction. The share issues in 7 a) and 7 b) shall be passed as one resolution.

Item 7 a) – resolution on approval of the board of directors' decision on 27 October 2021 on a directed share issue against payment in cash

Background

In order to finance part of the cash consideration under the Merger Agreement, the board of directors decided

on 27 October 2021 on a directed share issue in two tranches (the “**Directed Share Issue**”). The subscription price for the new shares in the Directed Share Issue of SEK 111.50 per share was determined through a so-called accelerated bookbuilding procedure targeted at Swedish and international institutional investors conducted by Carnegie Investment Bank AB (publ) and Danske Bank A/S, Danmark, Sverige Filial.

The first tranche of the Directed Share Issue constituted 13,076,200 shares and was resolved upon by the board of directors based on the authorization from the annual general meeting held on 5 February 2021 and was registered with the Swedish Companies Registration Office on 28 October 2021.

The second tranche of the Directed Share Issue constitutes up to 26,385,683 shares and was resolved upon by the board of directors subject to the subsequent approval by the general meeting and upon that all conditions (so called *conditions precedent*) for the consummation of the acquisition under the Merger Agreement are fulfilled.

Proposal

The board of directors proposes that the general meeting approves the board of directors’ resolution on issue of up to 26,385,683 new shares against payment in cash and an increase of the Company’s share capital of up to SEK 2,638,568.30. The main terms of the share issue are set out below.

1. The right to subscribe for the shares shall, with deviation from the shareholders’ preferential rights, be given to a number of Swedish and international institutional investors in Sweden and abroad. The Company has received subscriptions from such investors for all shares proposed to be issued.
2. A prerequisite for the Merger Agreement for the acquisition of Lucid was that the Company had secured funds through a capital raising. Therefore, the Company has considered the possibilities of raising capital through a rights issue, but concluded that such an alternative is not possible (as it would not have met the timeline to conclude the agreement to acquire Lucid). Other alternatives, including bridge-funding, have been deemed as too costly and thus not in the best interest of the shareholders. The reason for deviating from the shareholders’ preferential right is therefore to ensure the most time and cost efficient financing as possible of the transaction and at the same time diversify the shareholder base in the Company.
3. The resolution on issue of shares is conditional on that all conditions (*conditions precedent*) for the consummation of the acquisition of Lucid are fulfilled in accordance with the Merger Agreement.
4. The new shares shall be issued at a subscription price of SEK 111.50 per share. The price of SEK 111.50 per share has been determined through an accelerated book building procedure, conducted by Carnegie Investment Bank AB (publ) and Danske Bank A/S, Danmark, Sverige Filial, which, according to the board of directors’ assessment, corresponds to the market value of the shares.
5. The new shares shall entitle the holder to dividends from the first record date for dividends that takes place after the shares have been registered with the Swedish Companies Registration Office.
6. Each of the members of the board of directors and the CEO and CFO of the Company, or whomever appointed by any of them, is authorised to make those minor changes to the resolution that may prove to be necessary in connection with registration of the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB.

Item 7 b) – resolution on authorization to the board of directors to resolve on a new issue of shares against payment by way of set-off

Background

Part of the consideration to the sellers of Lucid is, in accordance with the terms of the Merger Agreement, intended to be paid by way of newly issued shares in the Company. The number of shares intended to be issued as such consideration is up to 36,292,902 shares at a subscription price for the new shares of approx. USD 13.11 per share equivalent to an amount of USD 475,799,950. The sellers’ right to receive such

consideration (the “**Claim**”) is intended to be set off as payment by the sellers for the newly issued shares in Cint.

Proposal

The board of directors proposes that the general meeting authorizes the board of directors to, prior to the next annual general meeting of the Company, at one or several occasions, resolve on a new issue of up to 36,292,902 shares against payment by way of set-off of the Claim and increase of the Company’s share capital of up to SEK 3,629,290.20. The main terms of the proposal is set out below.

1. The right to subscribe to the new shares shall, with deviation from the shareholders’ preferential rights, be given to the sellers of Lucid in accordance with the Merger Agreement. The reason for the deviation from the shareholders’ preferential rights is to enable delivery of shares to the sellers of Lucid in accordance with the Company’s obligations under the Merger Agreement and to enable a set-off against the Claim.
2. Payment for the new shares shall be made by way of set-off against each subscribers’ portion of the Claim in connection with subscription. In aggregate, USD 475,799,950, shall be paid for 36,292,902 shares, at a subscription price for the new shares of approx. USD 13.11 per share. The subscription price is determined in accordance with the Merger Agreement.
3. The new shares shall entitle the holder to dividends from the first record date for dividends that takes place after the shares have been registered with the Swedish Companies Registration Office.
4. Each of the members of the board of directors and the CEO and CFO of the Company, or whomever appointed by any of them, is authorised to make those minor changes to the resolution that may prove to be necessary in connection with registration of the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB.

Resolution on two long term incentive programs (item 8)

The board of directors proposes, subject to completion of the Transaction, that the general meeting resolves on the establishment of two new incentive programs. With the acquisition of Lucid, the Company’s exposure to the U.S. market will be significantly increased. Not only from a commercial but also from a talent acquisition and retention perspective. Following completion of the Transaction, approximately 37 % of the Company’s employees will be located in the U.S. The board of directors believes that long-term incentive programs are an important part of a well-balanced pay plan and a key tool for attracting and retaining talent. The two programs proposed herein have been designed with a particular focus on creating capabilities to attract and retain talent in the U.S., while at the same time striving to strike an appropriate balance between Swedish corporate guidelines and the realities of the US labour market.

The program set out in 8 b) is proposed as the Company’s ordinary annual program and the program set out in 8 a) is proposed as an extraordinary program established for purposes of the Transaction. The purpose of the extraordinary program is to further emphasise and incentivise the Company’s achievement and delivery on the intended integration and synergy value of the acquisition of Lucid.

As outlined below, the programs are proposed to be put in place in connection with the closing of the Transaction to ensure that the Company has an incentivising equity program for its key employees in place from day one to further promote achievement of the Company’s strategic objectives and the maximising of shareholder value. The board of directors believes that compensation to the Company’s CEO and other senior executives must reflect the competitive nature of the labour markets within which the Company operates (in particular the U.S.) and enable the Company to retain and attract the highest possible calibre of talent to enable the Company’s current and future growth ambitions. The board of directors further believes that the Company needs to engage and motivate talented employees through compensation packages perceived as fair and competitive across its global organization. The incentive programs in 8 a) and 8 b) shall be passed as one resolution.

Item 8 a) Resolution on establishment of a warrant program

Background and rationale

The board of directors proposes, subject to completion of the Transaction, that the general meeting resolves to establish an incentive program under which the Company offers a maximum of 30 employees within the Cint group to acquire warrants in the Company (the “**Warrant Program**”). The right to acquire warrants shall be granted to certain senior executives and key employees of the Cint group, as described below (together the “**Participants**”).

The proposed incentive program is proposed as an extraordinary program (in addition to the Company’s ordinary annual program) established for purposes of the Transaction. The reason for the proposed incentive program is to further emphasise and incentivise the Company’s management and key employees to achieve and deliver on the Company’s intended integration and synergy value related to the Transaction. Generally, the Board of Directors wishes to create conditions for retaining and recruiting competent personnel to the group, to increase the motivation amongst the Participants, increase their loyalty to the Cint group and align their interests with that of the Company’s shareholders as well as to promote an individual shareholding in the Company and thereby promote shareholder value and the long-term value growth of the Company. The board of directors sees the now mentioned purpose as all the more crucial in light of the integration and synergy creation work that the Transaction will entail.

The board of directors’ proposal means that the general meeting resolves:

1. on the establishment of the Warrant Program; and
2. on a directed issue of not more than 4,259,532 warrants to the Participants.

Issuance of warrants of series 2022/2024

The board of directors proposes that the general meeting resolves to issue warrants of series 2022/2024 in the Company on the following terms and conditions.

Number of warrants to be issued

A maximum of 4,259,532 warrants of series 2022/2024 shall be issued.

Right to subscription

The right to subscribe for warrants shall, with deviation of the shareholders’ preferential rights, rest with the Participants.

Reason for deviation from the shareholders’ preferential rights

The reason for deviating from the shareholders’ preferential rights is to create, by way of an incentive program, conditions for retaining and recruiting competent personnel to the group, increase motivation amongst the Participants, increase the Participants’ loyalty to the Company and align their interests with that of the Company’s shareholders as well as to promote an individual shareholding in the Company and thereby promote shareholder value and the long-term value growth of the Company. The board of directors believes that compensation to the Company’s CEO and other senior executives must reflect the Company’s high growth ambitions. The board of directors believes that the Company needs to engage and motivate talented employees through compensation packages perceived as fair and competitive across its global organization.

Subscription period

Subscription for the warrants shall be made on a separate subscription list not later than on 31 March 2022 (“**Date of Grant**”) with a right for the board of directors to defer the subscription date and Date of Grant.

Subscription price and payment

The warrants are issued for cash payment of an amount in SEK per warrant corresponding to a calculated market price determined in accordance with the Black & Scholes valuation model. The valuation of the warrants shall be made by Deloitte. Payment shall be made no later than on the tenth (10th) business day following the Date of Grant, with a right for the board of directors to defer the payment date.

Terms and conditions for the warrants

1. Each warrant shall entitle the holder to subscribe for one new share in the Company.
2. The subscription price for each new share shall be equal to an amount corresponding to 150% of the volume weighted average price for the Cint share on Nasdaq Stockholm during the trading days falling within a period of five (5) business days immediately prior to the first date of application for warrants for the Participant (the “**Base Price**”). Furthermore, if upon subscription of new shares by exercising the warrants, the average share price of the Company’s share, calculated in accordance with the complete terms and conditions for the warrants, exceeds 250% of the Base Price, a recalculated lower number of shares to which each warrant entitles shall apply.
3. The warrants may be exercised during the subscription period from and including the day following the publication of the interim report for the period 1 January–31 December 2023 and during a period of four weeks thereafter, however, not earlier than 19 February 2024 and not later than 10 April 2024. Pursuant to the terms and conditions for the warrants, the period during which the warrants may be exercised may be extended if Participants are prevented from exercising their subscription rights due to applicable laws on insider trading or any equivalents.
4. The new shares shall entitle the holder to dividends for the first time on the record date for dividends that occurs after subscription has been effected.
5. The subscription price and the number of shares for which each warrant entitles subscription of may be re-calculated in certain cases.
6. Upon subscription of the warrants the participants shall enter into an agreement with the company on terms and conditions set out by the board of directors.
7. Any shares delivered to a Participant, as a result of exercising a warrant, shall be subject to a twelve (12) month lock-up undertaking during which period such shares must not be sold, save for any sale needed to fund (i) the payment of the subscription price, and (ii) any tax payment as a consequence of the exercise. The board of directors will have a right to amend and waive the lock-up obligation set out herein.

Increase of the share capital

The Company’s share capital may, upon exercise of all 4,259,532 warrants, increase by SEK 425,953.20 (calculated on a quota value of SEK 0.1), subject to such re-calculation of the number of shares for which each warrant entitles subscription of that may be made in accordance with the complete terms and conditions for the warrants. If the subscription price exceeds the quota value of the shares, the excess amount shall be allotted to the non-restricted statutory reserve (*Sw. den fria överkursfonden*).

Price and valuation

The warrants are issued for cash payment of an amount in SEK per warrant corresponding to a calculated market price determined in accordance with the Black & Scholes valuation model. The valuation of the warrants shall be made by Deloitte.

A preliminary market price for the warrants has, in accordance with a valuation based on the market value of the underlying share corresponding to the closing price of the Company’s share on Nasdaq Stockholm on 18 November 2021, been set to SEK 8.20 per warrant (assuming a subscription price of SEK 208.40 per share). Deloitte has based its preliminary valuation on the assumption of a risk-free interest rate of -0.17% and an estimated volatility of 35%.

Allotment of warrants

The board of directors of the Company shall decide on the allotment of warrants in accordance with the following principles:

	Employee (category)	Total number of warrants (maximum)	Number of warrants per Participant (maximum)	Number of Participants (approx.)
1	CEO	540,000	540,000	1
2	Senior executives and other key employees	4,259,532	270,000	29
	Total (maximum)	4,259,532		30

In the event that all warrants within one category are not granted after the initial notification period, such non-granted warrants may be offered to employees in another category as long as the maximum number of warrants per individual within each category as set out above is not exceeded for any individual. Warrants may be granted on more than one occasion.

Only persons who are included in the abovementioned groups may be offered the opportunity to acquire warrants. In line with the above, the board of directors shall decide which persons that are to be included in each group. Board members of the Company may not acquire any warrants.

In connection with the transfer of warrants to the Participants of the incentive program, the Company shall reserve the right to repurchase warrants if the Participant's employment with the group is terminated and in certain situations. The Company may transfer repurchased warrants in accordance with the principles set out above.

Dilution effect

The final dilution will be a factor of the performance of the Company's share price and the implemented maximum caps on the proposed program. The maximum dilution effect will be approximately 2.0% if all 4,259,532 warrants of series 2022/2024 are exercised for subscription of 4,259,532 new shares in the Company (based on the total number of shares in the Company after the share issues, as described in this notice).

Costs

The Company's costs for the Warrant Program during its term are not expected to exceed SEK 2.5 million (mainly relating to social security contributions for Participants in jurisdictions where participation in the Warrant Program is taxed as earned income).

The Warrant Program will give rise to certain limited costs related to fees for consultants working with the preparation and the Company's administration of the Warrant Program.

Item 8 b) Resolution on establishment of a share option plan and related issuance and transfer of warrants (as hedging arrangement)

Background and rationale

The board of directors proposes, subject to completion of the Transaction, that the general meeting resolves to establish an incentive program by way of a share option plan (the "**2022 Share Option Plan**") for up to 70 senior executives and other key employees of the Cint group (together the "**SOP Participants**"). Pursuant to the 2022 Share Option Plan, the Company will offer the SOP Participants an option right to, subject to certain terms and conditions, acquire shares in the Company during the exercise period in 2025.

The reason for the proposed incentive program is to ensure that the Company has the appropriate tools to attract and retain the right talent to the group, to increase the motivation amongst the SOP Participants, increase their loyalty to the Company and align their interests with that of the Company's shareholders as well as to promote an individual shareholding in the Company and thereby promote shareholder value and the long-term value growth of the Company. As noted above, the Company's exposure to the U.S. market will be significantly increased through the acquisition of Lucid. The board of directors believes that compensation to the Company's senior executives and key employees must reflect the competitive nature of the labour markets within which the Company operates and enable the Company to retain and attract the

highest possible calibre of talent to enable the Company’s current and future high growth ambitions. The board of directors believes that the Company needs to engage and motivate talented employees through compensation packages perceived as fair and competitive across its global organization. The board of directors considers a long-term incentive program to be an important part of a well-balanced pay plan and key for attracting and retaining talent for the future.

The board of directors’ proposal means that the general meeting resolves:

- (i) on the establishment of the 2022 Share Option Plan; and
- (ii) on a directed issue and transfer of not more than 4,259,532 warrants within the scope of the 2022 Share Option Plan.

(i) Establishment of the 2022 Share Option Plan

The following main terms and conditions are proposed for the 2022 Share Option Plan:

1. The board of directors shall be responsible for the details and management of the 2022 Share Option Plan within the framework of its proposal. Approval for admission to participate in the 2022 Share Option Plan is at the sole discretion of the board of directors (primarily acting through its remuneration committee).
2. The maximum number of SOP Participants at any given time shall be seventy (70). The maximum number of Cint shares available under the program shall be 4,259,532.
3. Subject to the terms and conditions of the 2022 Share Option Plan, the Company will grant options (the “**Options**”), free of charge, to the SOP Participants in a number allocated by the board of directors pursuant to the principles described below.
4. The date of grant of Options for each Participant is referred to as the “**Date of Grant**”. The intention is to launch the 2022 Share Option Plan and grant the Options to SOP Participants before 31 March 2022 (the “**Initial Date of Grant**”). The Options will, subject to terms and conditions of the 2022 Share Option Plan, vest on the third anniversary of the Initial Date of Grant (the “**Vesting Date**”) in a number dependant on e.g. the level of fulfilment of the Performance Criteria (as described below). The period from Date of Grant to the Vesting Date is referred to as the “**Vesting Period**”. Vested Options will be available for an exercise period of twenty days after determination by the board of directors of the number of vested Options (if any). Any vested Options not exercised by an SOP Participant will automatically terminate and be forfeited.
5. Due to regional differences in administration, regulations and documentation (e.g. for SOP Participants in other countries than Sweden) and for the purposes, on an exemption basis, of being able to admit a limited number of new employees at a later date than the Initial Date of Grant at the discretion of the board of directors some SOP Participants may be admitted to the program subsequent to the Initial Date of Grant (in no event will the maximum number at any given time exceed 70).
6. Employees in the categories below are eligible for participation in the 2022 Share Option Plan. The maximum number of Options that an SOP Participant will be entitled to receive depends on which category such person belongs to:

	Employee (category)	Total number of Options (maximum)	Number of Options SOP Participant (maximum)	Number of SOP Participants (approx.)
1	CEO	250,000	250,000	1
2	Senior executives and other key employees	4,259,532	180,000	69
	Total (maximum)	4,259,532		70

In the event that all Options within one category are not granted after the initial notification period, such non-granted Options may be offered to employees in another category as long as the maximum number of Options per individual within each category as set out above is not exceeded for any individual. Options may be granted on more than one occasion.

7. The price payable per share upon exercise of an Option (the “**Exercise Price**”) shall (prior to any recalculations) correspond to the volume weighted average price for the Cint Share on Nasdaq Stockholm during the trading days falling within a period of five (5) banking days immediately prior to the Date of Grant.
8. Following the Vesting Period each Option entitles the SOP Participant to exercise one (1) Option in order to acquire one (1) share in Cint against cash payment of the Exercise Price subject to the terms of the 2022 Share Option Plan. These terms include:
 - a. Performance Criteria: The number of Options available for exercise (prior to any recalculations) depends on the level of fulfilment of the stipulated Performance Criteria (as described below). The performance criteria is based on relative TSR (total shareholder return) during a performance period of three years commencing on 1 January 2022 against those companies which are included in the N Technology EUR GI index as at the Date of Grant (the “**Performance Criteria**”). The level of fulfilment of the Performance Criteria will determine the vesting in accordance with the following:
 - i. no (zero) vesting of the Options if the Cint TSR ranking (measured as per the Performance Criteria) is lower than the median (50th percentile) of the comparator group;
 - ii. Options shall vest in 6% increments for each full percentage point that the Cint TSR ranking (measured as per the Performance Criteria) is higher than the median (50th percentile) of the comparator group up until 30% of the Options are vested (i.e. up until the Cint TSR ranking measured as per the Performance Criteria is above the 55th percentile of the comparator group); and
 - iii. 100% of the Options shall vest if Cint’s TSR ranking (measured as per the Performance Criteria) is at or above the upper quartile (75th percentile) of the comparator group.

Straight line of vesting from the 55th percentile of the comparator group, i.e. from the maximum vesting as per (ii) above and until the upper quartile in (iii) above. Any Options that are not vested will immediately be deemed forfeited without consideration.
 - b. Recalculation events: The Options are subject to recalculation provisions in the event of certain corporate actions (e.g. dividends, a share split, reverse share split or similar events having an impact on the number of shares in Cint) in accordance with the terms and conditions for the Cint warrants of series 2022/2025, which are proposed to be issued pursuant to 8 b) (ii) below in order to secure future delivery of shares under the 2022 Share Option Plan. In no circumstances shall a recalculation of the Options result in an obligation to deliver more shares than what can be obtained from the Cint warrants series 2022/2025.
 - c. Continued employment: The terms of the 2022 Share Option Plan includes a condition of the Participant’s continued employment within the Cint group during the Vesting Period (the board of directors of directors shall be authorised to waive this condition under extraordinary circumstances, for example, if the Participant’s employment is terminated as a result of long-term illness).
9. The Options are subject to a cap so that if the market price of the Cint shares on the Vesting Date is in excess of 250% of the Exercise Price, the board of directors shall reduce the vesting of Options so

that the Participant's aggregate gross proceeds are capped at 250% of the Exercise Price had there not been any such reduction.

10. Subject to the above main conditions, following payment by the SOP Participant of the Exercise Price the Company shall procure that shares corresponding to the number of exercised Options (if any) are delivered to the SOP Participants not later than 60 days after expiry of the Exercise Period. The board of directors shall be entitled to postpone such date if the Participant is not permitted to acquire shares during this period.
11. An SOP Participant's participation in the 2022 Share Option Plan requires that it is legally possible and appropriate in the jurisdiction in which such Participant is resident and that such participation, at Cint's sole discretion, is deemed possible with reasonable administrative and financial costs.

(ii) Issue and transfer of warrants within the scope of Cint's 2022 Share Option Plan

In order to ensure the delivery of shares under the 2022 Share Option Plan, the board of directors proposes that the general meeting resolves to issue not more than 4,259,532 warrants of series 2022/2025, whereupon the Company's share capital may be increased by not more than SEK 425,953.20 (calculated on a quota value of SEK 0.1).

The right to subscribe for the warrants shall, with deviation from the shareholders' pre-emptive rights, only vest with a wholly owned subsidiary of Cint (the "**Subsidiary**"), with the right and obligation to dispose of the warrants in accordance with the Company's obligations under the 2022 Share Option Plan. The reason for the deviation from the shareholders' pre-emptive rights is the establishment of the 2022 Share Option Plan.

The warrants shall be issued to the Subsidiary without consideration. The exercise price for subscription for shares based on the warrants shall correspond to the share's quota value.

In order to fulfil the commitments arising from the 2022 Share Option Plan, the Subsidiary shall have the right to transfer the warrants to participants, to a third party or otherwise dispose over the warrants, in accordance with the above in connection with exercise pursuant to the terms of the 2022 Share Option Plan.

Dilution effect

The final dilution will be a factor of the performance of the Company's share price and the implemented maximum caps on the proposed program. The maximum dilution effect will be approximately 2.0% if all 4,259,532 warrants of series 2022/2025 are exercised for subscription of 4,259,532 new shares in the Company (based on the total number of shares in the Company after the share issues, as described in this notice).

Costs

The costs for the 2022 Share Option Plan are based on the IFRS 2 reporting standards and will be amortised over the Vesting Period. The board of directors has made a preliminary cost calculation for the 2022 Share Option Plan, which is based on an Exercise Price of SEK 138.95, that the maximum number of Options is allocated following the Vesting Period, an estimated annual staff turnover of 8% and that each Participant exercises a maximum amount of Options. On the basis of the above assumptions, the value of each Option has, using a Monte Carlo simulation model been set at SEK 28.20. The value of the Options has been calculated on the basis of a share price of SEK 138.95 at the establishment of the 2022 Share Option Plan, an estimate of the future volatility of the Cint share as well as volatility and correlation between the Cint share and the Performance Criteria.

In total, the above results in expected costs for the 2022 Share Option Plan of approximately SEK 93.6 million, excluding costs for social security charges. The costs for social security charges on the basis of an annual total shareholder return of the Cint share of 10% until the time for allocation is approximately SEK 22.3 million.

Other share-based incentive schemes in Cint

For information about other share based incentive schemes in Cint, please refer to the Company's 2021 Q1 report regarding "Long-term share-based incentive programs". These main terms are also available on Cint's

website www.cint.com / Investors / Leadership & Governance / General Meetings. Other than as described therein there are no other share-based incentive schemes in Cint.

Preparation of the proposal

The Warrant Program and the 2022 Share Option Plan have been prepared by the Company's remuneration committee in consultation with external advisers and has been adopted by the board of directors.

In connection with the preparation of the programs the board of directors has also resolved to instruct its remuneration committee, as part of the annual review, to update the Company's guidelines for remuneration to the senior executives regarding guidelines for the senior executives' share ownership in the Company which shall include *inter alia* a minimum level of share ownership.

Authorization

Each of the members of board of directors, and the CEO and CFO of the Company or whomever appointed by any of them, shall be authorized to make such minor adjustments to this resolution that may be required for the registration with the Swedish Companies Registration Office (Sw. *Bolagsverket*) and Euroclear Sweden AB, and that the board of directors shall have the right to undertake minor adjustments to the incentive programs due to applicable foreign rules and laws, applicable law, regulation, market practice or otherwise.

Motivation in respect of vesting and exercise conditions

According to the remuneration rules from the Swedish Corporate Governance Board (Sw. *Kollegiet för svensk bolagsstyrning*), it should be specified and motivated why the vesting period or period from the commencement of the agreement until a share may be acquired is less than three years.

As set out further above, the Vesting Period for the Options in the 2022 Share Option Plan may in certain instances be shorter than three years. This may be the case due to regional differences in administration, regulations and documentation e.g. for SOP Participants in other countries than Sweden and for the purposes, on an exemption basis, to be able to admit a limited number of new employees at a later date than the Initial Date of Grant.

The Participants in the Warrant Program may in accordance with its term exercise such warrants to subscribe for shares after a two-year period and hence a shorter period of time than the minimum time of the three years prescribed in the Swedish Corporate Governance Board's remuneration rules. Considering that the agreement entered into in connection with the Participant's purchase of warrants contains provisions regarding a so called "lock-up" for another year (as further detailed above) a lock-in effect of three years in total is achieved thereby achieving the general purpose of the remuneration rules.

It is based on the above, in the opinion of the board of directors of the Company, in the best interest of the Company and its shareholders to apply such terms in order to fulfil the objectives of both the Warrant Program and the 2022 Share Option Plan.

Majority requirement

A resolution to approve the proposal under item 7 (resolution related to the equity financing of the acquisition of Lucid) requires support from at least two thirds (2/3) of both the votes cast as well as the shares represented at the general meeting.

A resolution to approve the proposal under item 8 (resolution on two long term incentive programs) require support from at least nine tenths (9/10) of both the votes cast as well as the shares represented at the general meeting.

Available documents

The complete proposals, together with ancillary documentation, will be made available at the Company's offices, Luntmakargatan 18, SE-111 37 Stockholm, in accordance with the requirements of the Swedish Companies Act and will be sent to shareholders who so request and who inform the Company of their mailing address. The documents will also be made available on the Company's website: www.cint.com /

Investors / Leadership & Governance / General Meetings (<https://investors.cint.com/en/general-meetings>). All documents above will be presented at the general meeting.

The shareholders register concerning the general meeting will also be available at the Company prior to the general meeting.

Shareholders' right to request information

Shareholders are reminded of their right pursuant to Chapter 7, Section 32 of the Swedish Companies Act to request that the board of directors and CEO provide information at the general meeting in respect of any circumstances which may affect the assessment of a matter on the agenda or any circumstances which may affect the assessment of the Company's or a group company's financial position. The obligation to provide information also applies to the Company's relationship to other group companies. Information must be provided if possible to provide such information without significant harm to the Company.

Requests for such information must be submitted in writing to the Company at its address Cint Group AB (publ), "EGM", Luntmakargatan 18, SE-111 37 Stockholm or send an e-mail to egm@cint.com, no later than ten days prior to the meeting, i.e. on 7 December 2021. The information is provided by the Company by keeping it available at the Company's website www.cint.com / Investors / Leadership & Governance / General Meetings (<https://investors.cint.com/en/general-meetings>) and its head office Luntmakargatan 18, SE-111 37 Stockholm no later than on five days prior to the meeting, i.e. on 12 December 2021. The information will also be sent to those shareholders who so request and submit their postal address or e-mail address.

Processing of personal data

For information on how personal data is processed in connection with the general meeting, see the privacy notices of Euroclear Sweden AB and Computershare AB available on their respective websites, www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf. and www.computershare.com/se/gm-gdpr.

Other information

The Company currently has 150,298,003 outstanding shares and votes. The Company holds no treasury shares.

* * *

Stockholm, November 2021

Cint Group AB (publ)

The board of directors