Notice of 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 14 December 2022 at 10:00 CET at Convendum, Conference 1, Biblioteksgatan 29, SE-114 35 Stockholm. The entrance to the meeting will open at 09:30 CET.

The board of directors has decided, pursuant to the Company's articles of association, that shareholders shall also have the right to exercise their voting rights by postal voting. Shareholders may therefore choose to exercise their voting rights at the general meeting by attending in person, through a proxy or by postal voting.

Vote at the general meeting

Those who wish to exercise their voting rights at the general meeting must:

- be entered as a shareholder in the share register kept by Euroclear Sweden AB on 6 December 2022 or, if the shares are registered in the name of a nominee, request that the nominee registers the shares in the shareholder's own name for voting purposes in such time that the registration is completed by 8 December 2022; and
- give notice of attendance at the general meeting to the Company in accordance with the instructions set out in the section "*Notice of attendance for participating in person or through a proxy*" no later than on 8 December 2022 or submit a postal vote in accordance with the instructions set out in the section "*Voting by post*" no later than on 13 December 2022.

Notice of attendance for participating in person or through a proxy

Those who wish to participate in the general meeting in person or through a proxy shall give notice of attendance to the Company no later than on 8 December 2022 either:

- electronically on the Company's website, www.cint.com (only applicable to private individuals);
- by email to proxy@computershare.se;
- by post to Computershare AB, Box 5267, SE-102 46 Stockholm (Att. "Cint's EGM"); or
- by telephone to +46 (0)771-24 64 00 on weekdays between 09.00 a.m. and 16.00 p.m. (CET).

The notice of attendance shall state name, date of birth or corporate identification number, address, telephone number and, where relevant, the number of accompanying advisors (not more than two).

Those who do not wish to attend the general meeting in person or exercise their voting rights by postal voting may exercise their voting rights at the general meeting through a proxy in possession of a written, signed and dated proxy form. A proxy form issued by a legal entity must be accompanied by a copy of a certificate of registration or a corresponding document of authority for the legal entity. To facilitate the registration at the general meeting, proxy forms, certificates of registration and other documents of authority

should be submitted either by e-mail to proxy@computershare.se or by mail to Computershare AB, Box 5267, SE-102 46 Stockholm (Att. "Cint's EGM") no later than on 8 December 2022. Please note that notice of attendance must be given even if a shareholder wishes to exercise its rights at the meeting through a proxy. A submitted proxy form does not count as a notice of attendance. Template proxy forms in Swedish and English are available on the Company's website, www.cint.com.

Voting by post

Shareholders who wish to exercise their voting rights by postal voting shall use the voting form and follow the instructions available on the Company's website, www.cint.com, and at the Company's offices, Luntmakargatan 18, SE-111 37 Stockholm. The postal vote must be received by the Company no later than on 13 December 2022. The postal voting form shall be sent either:

- electronically in accordance with the instructions available on the Company's website, www.cint.com;
- by email to proxy@computershare.se; or
- by post to Computershare AB, Box 5267, SE-102 46 Stockholm (Att. "Cint's EGM").

Those who wish to withdraw a submitted postal vote and instead exercise their voting rights by participating in the general meeting in person or through a proxy must give notice thereof to the general meeting's secretariat prior to the opening of the general meeting.

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, www.cint.com. 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 on:
    (a) the establishment of LTIP 2023; and

(b) delivery of shares under the LTIP 2023 through an issue and transfer of warrants of series 2023/2026

8. Closing of the meeting

Item 2: Appointment of chair of the meeting

Carl Westerberg, lawyer at Gernandt & Danielsson law firm, or, in his absence, the person designated by the board of directors, is proposed as chair of the general meeting.

Item 3: Election of one person to verify the minutes

Andreas Nilsson, representing Cidron Ross S.à r.l., or in his absence, the person designated by the board of directors, is, in addition to the chair, proposed as person to verify the minutes.

Item 4: Preparation and approval of the voting list

The voting list that is proposed to be approved under item 4 on the agenda is the voting list that Computershare AB has prepared, on behalf of the Company, based on the general meeting share register, shareholders who have notified their attendance and are present at the general meeting and received postal votes.

Item 7(a): Resolution on the establishment of LTIP 2023

Background and purpose

The board of directors proposes that the general meeting resolves to establish a new long-term incentive program ("**LTIP 2023**"). In December 2021, Cint acquired Lucid to create a global leader in technology-enabled insights. Founded in Stockholm in 2000, Cint has deep roots in Sweden and quickly grew across Europe and into the US while Lucid, founded in New Orleans in 2010, had approximately 80 percent of its revenues from the Americas region. In combination, the Company earns around 60 percent of its revenues in the US and 35 percent from EMEA. Not surprisingly, Group Management and key employees are also balanced along similar lines, with a substantial majority of potential LTIP participants based out of the US. In fact, less than 10 percent of employees and only one member of group management is working out of Sweden.

Within this context, Cint is a global company listed in Stockholm with staff working out of 16 offices across the Americas, EMEA, Asia and Australia. With a rapidly growing company that relies on attracting and retaining from the borderless talent pool of the tech industry, the challenge for the Company in building an incentive program has been centred around balancing what employees can reasonably expect with the constraints of being a company listed on Nasdaq Stockholm. To find a workable solution, Cint started engaging with global compensation experts in the spring of 2022 and met with a group of institutional investors, including nine of the ten largest investors representing more than 50 percent of the shareholding in the Company, and proxy advisors in September and November to garner views.

The board of directors' proposed LTIP 2023 is based on the Company's wish to have a single and simple program. The purpose of the proposed incentive program is to reward the delivery of long-term, sustainable value to Cint's shareholders as part of a competitive total compensation package. It is also important to recognize that this is within a context that is

not only global but also within an industry where equity incentives are used to compensate both outperformance and expected income.

The LTIP 2023 is proposed as the Company's ordinary annual program and, if approved by the general meeting, will be considered as the annual program for the financial year 2023 and consequently no additional program for the financial year 2023 will in such case be proposed to the annual general meeting 2023. The next annual program is intended to be proposed at the annual general meeting 2024.

Subject to the terms and conditions of the LTIP 2023, the Company will award restricted stock units ("**RSUs**") free of charge to members of the Company's Group Management and other employees (the "**Participants**") as allocated by the board of directors, pursuant to the following principles.

1. The maximum number of RSUs that may be awarded is 3,761,941. Each RSU shall entitle the holder to one share in the Company subject to both performance (as described below) and continued employment within the Cint group. Accordingly, the maximum number of shares available for the Participants under the LTIP 2023 shall be 3,761,941 (subject to recalculation in accordance with the terms of the LTIP 2023).

2. The intention is to launch the LTIP 2023 and award the RSUs shortly after the publication of the Company's year-end report for the financial year 2022 which is currently scheduled to be published on 22 February 2023, but the board of directors shall be authorised to in its own discretion finally determine the date of award (the "**Date of Award**"). The RSUs will, subject to the terms and conditions of the LTIP 2023, vest with one-third on each of the first three yearly anniversaries following the Date of Award (each a "**Vesting Anniversary**"), subject to both (i) performance (as described below) and (ii) continued employment. The period from the Date of Award to the third Vesting Anniversary is referred to as the "**Vesting Period**". The board of directors will determine the number of vested RSUs (if any) after each Vesting Anniversary. Members of Group Management are required to retain the vested shares during the full Vesting Period and are not entitled to sell them, save for any sale needed to fund any tax payment as a consequence of the awarded shares under the LTIP 2023.

3. Each vested RSU entitles the Participant to receive one share in Cint, subject to the terms of the LTIP 2023. These terms include:

    a. **EBITDA margin**: The number of vested RSUs (prior to any recalculations) on each Vesting Anniversary depends on the level of fulfilment of the stipulated performance criteria (as described below). The performance criteria is based on the adjusted EBITDA margin for the financial year before each Vesting Anniversary (the "**EBITDA margin**"). The level of fulfilment of the performance criteria will determine the vesting in accordance with the following:

        (i) none of the RSUs eligible to vest on the applicable Vesting Anniversary will vest if the EBITDA margin is *less than* the adjusted EBITDA margin for the financial year 2022 as set out in

the Company's year-end 2022 report (the "**2022 EBITDA margin**");

(ii) one-fourth of the RSUs eligible to vest on the applicable Vesting Anniversary will vest if the EBITDA margin *equals* the 2022 EBITDA margin;

(iii) 100 percent of the RSUs eligible to vest on the applicable Vesting Anniversary will vest if the EBITDA margin *equals or exceeds* 25 percent.

In case of an EBITDA margin between the performance levels set out in item (ii) and (iii) above, *i.e.*, an EBITDA margin between the 2022 EBITDA margin and 25 percent, a straight-line vesting between one-fourth and full vesting shall apply.

In case of overperformance, any RSUs that did not vest at previous Vesting Anniversaries may be subject to vesting if the EBITDA margin performance exceeds 25 percent during a subsequent financial year ("**Overperformance Vesting**"). Overperformance Vesting shall be calculated on the same basis as the straight-line vesting between item (ii) and (iii) above, *i.e.,* for each 0.1 percent that the EBITDA margin exceeds 25 percent, a corresponding number of RSUs will vest as was the number of RSUs that did not vest for each 0.1 percent below the EBITDA margin of 25 percent. Accordingly, Overperformance Vesting will only be possible if the previous year(s) vesting is less than 100 percent and the maximum vested RSUs will not exceed 100 percent of the total number of RSUs awarded.

Any RSUs that are not vested at each Vesting Anniversary (and that are not subject to Overperformance Vesting) will lapse and be deemed forfeited without consideration.

The board of directors shall be entitled to determine that all or some of the vested RSUs should be cancelled or reclaimed (clawback) if the EBITDA margin outcome is the result of misstatement of the financial accounts or gross misconduct as well as reduce or delay vesting of RSUs if the EBITDA margin outcome does not reflect the underlying business performance of the Company as determined by the board of directors.

b. **Continued employment**: The terms of the LTIP 2023 includes a condition of the Participant's continued employment within the Cint group during the Vesting Period, including for the avoidance of doubt, the requirement for Group Management to retain vested shares (the board of directors shall be authorised to waive this condition under certain circumstances, for example, if the Participant's employment is terminated as a result of long-term illness).

4. The LTIP 2023 comprises in total 3,761,941 RSUs which are anticipated to be awarded to approximately 90 participants consisting of the CEO, members of Group Management and other key employees as decided by the board of directors.

The maximum number of RSUs that can be awarded to any participant, including the CEO, will be 550,000.

5. In the event a Participant cannot, after each Vesting Anniversary, receive shares from vested RSUs under applicable laws or regulations or at reasonable cost or with reasonable administrative effort by the Participant or the Company, the board of directors shall have the right to decide to settle the RSUs wholly or partly in cash. The board of directors shall also have the right to in its own discretion decide that shares and/or cash shall be withheld by the Company in order to cover or facilitate the payment of applicable taxes.
6. In the event of a change in control of the Company (meaning a party, or several parties acting in concert, acquiring shares representing more than 50 percent of the votes in the Company) or a direct or indirect sale, transfer or other disposal of all or substantially all of the business and assets, any unvested RSUs shall vest *pro rata* to time and performance achieved at the board of directors' discretion through the change in control and be settled in accordance with the terms of the LTIP 2023.
7. The board of directors shall be entitled to recalculate the maximum number of shares (per RSU and in total) in the event of intervening rights issues, bonus issues, share splits, reverse share splits, dividends or similar events, with the aim to achieve the same economic intention of the awards for the Participants.
8. In order to further align the interests of the members of Group Management with the interests of the shareholders, each member of Group Management shall be required to undertake to retain a minimum of 50 percent of the shares received from vested RSUs (net after taxes) until the Participant has built a personal ownership of shares in the Company equal to 100 percent of the Participant's annual gross base salary (200 percent for the Chief Executive Officer).
9. The board of directors shall be responsible for the detailed terms and the administration of the LTIP 2023 within the scope and framework of this proposal. In connection therewith, the board of directors shall be entitled to adopt different terms and conditions, *e.g.*, due to new recruitment, illness, disability, death, redundancy, contractual retirement, local rules and laws, tax regulations, and other circumstances determined by the board of directors.
10. The RSUs will have no voting rights prior to vesting, the number of RSUs will not be increased and no cash will be paid as dividend equivalent for vested RSUs.
11. The LTIP 2023 will be governed by Swedish law.

Delivery of shares and hedging

In order to ensure the delivery of shares to the Participants under the LTIP 2023, the board of directors proposes that the Company can hedge its obligations under the LTIP 2023 by entering into an equity swap arrangement with a third party, whereby the third party in its own name shall be entitled to acquire and transfer shares (including to the Participants) in accordance with the terms and conditions of the LTIP 2023.

In addition, the board of directors proposes that the general meeting resolves to issue up to 4,138,135 warrants of series 2023/2026 (see item 7(b) of the proposed agenda), which

shall, if approved by the general meeting, be used as hedge instead of the equity swap arrangement described above to ensure delivery of shares to the Participants and cover any costs (including taxes and social security charges) under the LTIP 2023.

Dilution effect

The maximum dilution effect will be approximately 1.94 percent if all 4,138,135 warrants of series 2023/2026 are exercised for subscription of 4,138,135 new shares in the Company. If the warrant settlement method proposed under item 7(b) of the proposed agenda is not approved with the requisite majority and the Company's obligations under the LTIP 2023 are settled by way of an equity swap arrangement with a third party, no dilution effect will arise.

Costs

The costs for the LTIP 2023 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 LTIP 2023, which is based on a share price at award of SEK 59.00 and that a conservative three-quarters of the maximum number of RSUs is allocated and vested following the Vesting Period. On the basis of the above assumptions, the value of each RSU has, using a Black & Scholes simulation model been set at SEK 57.82.

In total, the above results in expected costs for the LTIP 2023 of approximately EUR 13.3 million, excluding costs for social security charges. With full vesting the costs would be approximately EUR 20 million. The costs for social security charges on the basis of an annual growth of the Cint share of 15 percent until the time for allocation is estimated at approximately EUR 1.6 million based on that three-quarters of the maximum number of RSUs is vested. With full vesting the costs for social security charges would be EUR 2.3 million.

Other share-based incentive programs in Cint

For information about other share-based incentive programs in Cint, please refer to the Company's annual report 2021 (see section "*Long-term share-based incentive programs*") and the Company's Q3 2022 report (see section "*Long-term share-based incentive programs*"). These main terms are also available on Cint's website www.cint.com. Other than as described therein there are no other share-based incentive schemes in Cint.

Preparation of the proposal

The LTIP 2023 has been prepared by the Company's remuneration committee and has been adopted by the board of directors.

Authorization

Each of the members of board of directors 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.

Vesting

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 above, members of Group Management are required to hold vested shares for the full Vesting Period which is three years, and thus fulfils the requirement in the remuneration rules.

For other Participants, mainly located in the US and European countries other than Sweden, the RSUs for the LTIP 2023 vest with one-third on each Vesting Anniversary and the Vesting Period is accordingly partly shorter than three years. The reason for having a shorter Vesting Period than three years for other Participants is to ensure that the Company has a competitive offer as an employer and to meet the requirements of international tech talent which is instrumental for the Company's future success and development.

Majority requirement

A resolution in accordance with the board of directors' proposal regarding the establishment of the LTIP 2023 under this item 7(a) of the proposed agenda requires support from shareholders representing more than half of the votes cast at the general meeting.

Item 7(b): Resolution on delivery of shares under the LTIP 2023 through an issue and transfer of warrants of series 2023/2026

Under the LTIP 2023 proposed by the board of directors under item 7(a) of the proposed agenda, the Company has an obligation, subject to certain conditions, to deliver shares in the Company to the Participants in the LTIP 2023.

In order to secure the Company's obligation to deliver shares and to cover any costs (including taxes and social security charges), the board of directors proposes that the general meeting resolves to issue and transfer up to 4,138,135 warrants of series 2023/2026 on the terms and conditions set out below. The board of directors considers the warrant settlement method to be the preferred alternative to the equity swap arrangement with a third party included in item 7(a) of the proposed agenda since the costs for an equity swap arrangement are significantly higher than the costs for issuing and transferring warrants. If the general meeting resolves to approve the proposed warrant settlement method under this item 7(b) with the requisite majority, the board of directors intends to not utilise the equity swap arrangement proposed under item 7(a) above.

In order to secure the Company's obligation to deliver shares under the LTIP 2023, the board of directors proposes that the general meeting resolves to issue and transfer warrants of series 2023/2026 in the Company on the following terms and conditions:

1. A maximum of 4,138,135 warrants of series 2023/2026 shall be issued.
2. 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 LTIP 2023.

3. The reason for the deviation from the shareholders' pre-emptive rights is to secure the Company's obligations to deliver shares and to cover any costs (including taxes and social security charges) under the LTIP 2023.
4. Subscription for the warrants shall take place on a separate subscription list not later than on 30 April 2023.
5. The warrants shall be issued to the Subsidiary without consideration.
6. Each warrant shall entitle the holder to subscribe for one new share in the Company. The exercise price for subscription for shares based on the warrants shall correspond to the quota value.
7. The warrants may be exercised during the period from and including 1 May 2023 up to and including 31 December 2026.
8. The new shares shall carry rights to dividends for the first time on the record date for dividends that occurs after subscription has been effected.
9. The subscription price and the number of shares for which each warrant entitles subscription may be recalculated under certain circumstances as set forth in the complete terms and conditions for the warrants.
10. Upon exercise of all 4,138,135 warrants, the Company's share capital will increase by SEK 413,813.5 (based on a quotient value of SEK 0.1). If the subscription price exceeds the quotient value of the shares, the excess amount shall be allotted to the non-restricted statutory reserve (Sw. *den fria överkursfonden*).
11. The Subsidiary may, pursuant to the terms of the LTIP 2023, transfer up to 4,138,135 warrants (a) free of charge to Participants (and/or a designated third party) for the purpose of enabling the delivery of shares in the Company under the LTIP 2023 and (b) at a price equal to the fair market value of the warrants as determined using a customary valuation method to a designated third party for the purpose of covering any costs (including taxes and social security charges) under the LTIP 2023.

The complete terms and conditions for the warrants of series 2023/2026, a transcript of the Company's articles of association and documents prepared pursuant to Chapter 14, section 8 of the Swedish Companies Act will be available at the Company and on the Company' website, www.cint.com, not later than three weeks prior to the general meeting.

The resolution shall be conditional upon that the general meeting resolves to establish the LTIP 2023 in accordance with the board of directors' proposal under item 7(a) of the proposed agenda.

A resolution in accordance with the board of directors' proposal requires support from shareholders representing not less than nine-tenths of both the votes cast and 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. 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. 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.

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 212,976,588 outstanding shares and votes. The Company holds no treasury shares.

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Stockholm, November 2022

Cint Group AB (publ)

The board of directors