

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

The shareholders of Cint Group AB (publ) (“Cint” or the “Company”) are hereby given notice of the annual general meeting to be held on 9 May 2023 at 10.00 CET at Convendum, Fleminggatan 18 in 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 have the possibility 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. No food will be served before or after the annual general meeting.

## Right to participate and notice of attendance

Shareholders 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 the record date 28 April 2023 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 in such time that the registration is completed by 3 May 2023, 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 3 May 2023 or submit a postal vote in accordance with the instructions set out in the section “*Voting by post*” no later than on 3 May 2023.

## 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 3 May 2023 either:

- electronically on the Company’s website, <https://investors.cint.com> (only applicable to private individuals);
- by email to [proxy@computershare.se](mailto:proxy@computershare.se);
- by post to Computershare AB, Box 5267, SE-102 46 Stockholm (Att. “Cint’s annual general meeting”); 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](mailto:proxy@computershare.se) or by mail to Computershare AB, Box 5267, SE-102 46 Stockholm (Att. "Cint's annual general meeting") no later than on 3 May 2023. 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, <https://investors.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](http://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 3 May 2023. The postal voting form shall be sent either:

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

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 hereof to the general meeting's secretariat prior to the opening of the general meeting.

If a shareholder votes by proxy, a signed and dated 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), "Annual general meeting", Luntmakargatan 18, SE-111 37 Stockholm or send an e-mail to [agm@cint.com](mailto:agm@cint.com).

### **Proposed agenda**

1. Opening of the meeting
2. Election of a chair of the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to verify the minutes
6. Determination whether the meeting has been duly convened
7. Presentation of the annual report and the auditor's report and the consolidated financial report and the auditor's report in respect thereof
8. Resolutions:
  - a) on adoption of the income statement and balance sheet and the consolidated income statement and the consolidated balance sheet

b) on the disposition of the Company's result as shown in the adopted balance sheet

c) on discharge of liability of members of the board and the managing director

9. Determination of the number of members of the board of directors and the number of auditors

10. Determination of the fees to be paid to the members of the board of directors and the auditors

11. Election of the members of the board of directors and auditor

12. Resolution on guidelines for remuneration to senior executives

13. Resolution on approval of the remuneration report

14. Resolution on authorisation of the board of directors to issue shares

15. Closing of the meeting

### **Item 2: Appointment of chair of the meeting**

The nomination committee proposes that the attorney Carl Westerberg, or in his absence, the person designated by the nomination committee, is proposed as chair of the general meeting.

### **Item 3: Preparation and approval of the voting list**

The voting list that is proposed to be approved under item 3 on the agenda is the voting list that Computershare 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 5: Election of one or two persons to verify the minutes**

Jan Dworsky representing Swedbank Robur, 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.

### **Item 8b: Resolution on the disposition of the Company's result as shown in the adopted balance sheet**

The board of directors proposes that the annual general meeting resolves that Cint shall not pay any dividends for the financial year 2022 and that the result shall be carried forward.

### **Item 9: Determination of the number of members of the board of directors and the number of auditors**

The nomination committee proposes that six board members are elected, and that a registered accounting firm is elected as the Company's auditor.

### **Item 10: Determination of the fees to be paid to the members of the board of directors and the auditors**

The nomination committee proposes that the fees to be paid to the members of the board of directors elected by the annual general meeting for the period until the close of the annual general meeting 2024 shall be SEK 1,200,000 to the chair of the board of directors and SEK 450,000 to each of the members of the board of directors.

The nomination committee proposes that additional fees are paid to the members of the audit committee, with SEK 200,000 to the chair of the audit committee and SEK 100,000 to each of the members of the audit committee for the period until the close of the annual

general meeting 2024.

The nomination committee proposes that additional fees are paid to the members of the remuneration committee, with SEK 100,000 to the chair of the remuneration committee and SEK 50,000 to each of the members of the remuneration committee for the period until the close of the annual general meeting 2024.

The nomination committee proposes that the fees to the auditor be paid against approved invoice.

#### **Item 11: Election of the members of the board of directors and auditor**

The board members Kaveh Rostampor, Niklas Savander and Daniel Berglund have informed the nomination committee that they are not available for re-election at the annual general meeting 2023.

The nomination committee proposes that Patrick Comer, Carl Sparks, Tina Daniels, Liselotte Engstam and Anna Belfrage are re-elected and that Mark Simon is elected as member of the board of directors for the period until the close of the annual general meeting 2024.

The nomination committee proposes that Patrick Comer is re-elected as chair of the board of directors for the period until the close of the annual general meeting 2024.

A closer presentation of the proposed board members (including the nomination committee's evaluation on independence) can be found on the Company's website, <https://investors.cint.com>.

The nomination committee proposes, in accordance with the recommendation from the audit committee, that the registered accounting firm PricewaterhouseCoopers AB is re-elected as auditor for the period until the close of the annual general meeting 2024. PricewaterhouseCoopers AB has informed that, if the annual general meeting resolves in accordance with the nomination committee's proposal, the authorised public accountant Niklas Renström will be appointed auditor in charge.

#### **Item 12: Resolution on guidelines for remuneration to senior executives**

The board of directors proposes the following guidelines for compensation to senior executives. These guidelines do not apply to any remuneration decided or approved by the general meeting.

##### **Guidelines for remuneration to the senior executives**

###### *General principles for remuneration and other terms and conditions*

These guidelines apply to remuneration to senior executives in the Company. For the purposes of these guidelines, senior executives include the CEO, the deputy CEO (if applicable), and certain other executives who, from time to time, are members of the group management and directly report to the CEO. As of the date of these guidelines, Cint's senior executives comprise of CEO, CFO, General Counsel, CTO, CPO, CRO, CHRO, CTSO, and SVP Customer Experience.

These guidelines do not apply to any remuneration resolved upon or approved by the general meeting and are only applicable to remuneration agreed, and amendments to remuneration already agreed, after the adoption of these guidelines by the annual general meeting 2023.

### *Purpose and general remuneration principles*

These guidelines constitute a frame for which remuneration to senior executives may be decided by the board of directors during the period of time for which the guidelines are in force. Cint is a global software platform company that serves the insights industry across the globe. As a consequence Cint competes for senior management talent with the broader tech industry. As many of the Cint key executives live and operate outside of Sweden, these guidelines attempt to ensure Cint's competitiveness as an employer in all of the geographies and domains it operates. For further information regarding the Company's strategic priorities, please refer to the Company's annual report and the Company's website, [www.cint.com](http://www.cint.com).

The Company's remuneration principles shall be designed to ensure responsible and sustainable remuneration decisions that support the Company's business strategy, long-term interests and sustainable business practices. To this end, salaries and other employment terms shall enable the Company to retain, develop and recruit skilled senior executives with relevant experience and competence. The remuneration shall be on market terms, competitive and reflect the performance and responsibilities of individual senior executives.

In the preparation of the board of directors' proposal for these guidelines, remuneration and employment conditions for employees of the Company have been taken into account by including information on the employees' total income, the components of the remuneration and its conditions in the remuneration committee's and the board of directors' basis of decision when evaluating whether the guidelines and limitations set out herein are reasonable.

Remuneration for senior executives must be duly adjusted to comply with any local mandatory rules in the jurisdiction of their employment and may be duly adjusted to comply with established local practice, taking into account, to the extent possible, the overall purpose of the guidelines.

### *Elements of remuneration*

The remuneration to the senior executives covered by these guidelines may consist of fixed cash salary, variable cash salary, pension and non-financial benefits. In addition hereto, the general meeting may decide on sharebased long-term incentive programs in which senior executives can participate.

### *Principles for fixed cash salary*

The fixed cash salary shall be in line with market conditions, be competitive, and shall take into account the scope and responsibility associated with the position, as well as the skills, experience and performance of each senior executive.

### *Principles for variable cash salary*

Variable cash salary (i.e., cash bonuses) shall be based on a set of predetermined and measurable performance criteria that reflect the key drivers for pursuing the Company's business strategy, long-term interests and sustainable business practices. Such performance criteria shall consist of key performance indicators both for the Company's overall and financial performance as well as individual performance. To which extent the criteria for awarding variable cash salary have been satisfied shall be determined when the relevant

measurement period of the performance criteria has ended. Such variable cash salary shall be evaluated and documented on an annual basis. Variable cash remuneration may amount to a maximum of 100% of the fixed annual cash salary for each senior executive.

#### *Principles for pension benefits*

Pension benefits shall be based on local practices and applicable law. Any deviations to local common practice in pensions are to be separately approved by the remuneration committee and documented in its report to the board of directors. Pension benefits may not amount to more than 50% of the annual fixed cash salary of each senior executive, provided that mandatory provisions of applicable laws do not require a higher pension provision.

#### *Principles for non-financial benefits*

Non-financial benefits shall be based on market terms and shall facilitate the duties of senior executives. The aim of the Company is to have sufficiently competitive salary and incentive programs and minimise additional non-financial benefits. Any non-financial benefits, beyond what is offered to the entire workforce of Cint, shall be reviewed and approved by the remuneration committee. Premiums and other costs related to non-financial benefits may not exceed 20% of the annual fixed cash salary of each senior executive.

#### *Share-based long-term incentive programs*

Remuneration resolved upon or approved by the general meeting is not covered by these guidelines. Accordingly, these guidelines do not apply to, i.e., share-based long-term incentive programs resolved upon or approved by the general meeting. However, as a principle, it is the aim of the board of directors to propose such programs to the annual general meeting each year, as attractive share-based long-term incentive programs form a critical part of the total compensation for senior executives and will allow the Company to retain and hire the talent it needs for further growth.

#### *Preparation and review of these guidelines*

These guidelines have been prepared by the board of directors' remuneration committee. The remuneration committee shall have a preparatory function, in relation to the board of directors, in respect of principles for remuneration and other terms of employment regarding the senior executives. With the recommendation of the remuneration committee as the basis, when the need arises for significant changes in the guidelines, but at least every fourth year, the board of directors shall prepare a proposal for guidelines for resolution by the annual general meeting. The annual general meeting shall decide on such proposals. Resolved guidelines may also be amended by way of resolution by general meetings other than annual general meetings.

Within the scope and on the basis of these guidelines, the board of directors shall, based on the remuneration committee's preparation and recommendations, annually decide on the general principles and structure of the remuneration of the executive team and specific remuneration terms for the CEO and make such other resolutions in respect of remuneration for the CEO that may be required. The specific remuneration terms for each senior executive (other than the CEO) shall be prepared by the CEO and be agreed with the Chair of the Board in consultation with the Remuneration Committee (if needed).

The members of the remuneration committee are independent in relation to the Company and the senior executives, except for the chair of the remuneration committee (also chair of the board) who is dependent in relation to the Company and its executive management but independent in relation to the Company's major shareholders. The CEO and the other senior executives do not participate in the board of directors' handling of and resolutions regarding remuneration-related matters if they are affected by such matters.

#### *Termination of employment*

Upon termination of employment by the Company or the executive, the notice period may not exceed twelve months. Fixed cash salary during the notice period and severance pay (if any) may not together exceed an amount corresponding to the annual fixed cash salary for two years.

#### *Derogations from these guidelines*

The board of directors may temporarily resolve to derogate from these guidelines, in whole or in part, if in a specific case there is special cause for such derogation and a derogation is necessary to serve the Company's long-term interests, including its sustainability, or to ensure the Company's financial viability.

#### **Item 13: Resolution on approval of the remuneration report**

The board of directors proposes that the annual general meeting approves the remuneration report for 2022.

#### **Item 14: Resolution on authorisation of the board of directors to issue shares**

The board of directors proposes that the annual general meeting resolves to authorise the board of directors to, on one or more occasions before the annual general meeting 2024, resolve on issues of shares against payment in cash, with provisions of payment in kind or set-off of claims or other conditions, and carried out with or without deviation from the shareholders' preferential rights. The purpose of the authorisation and the possibility to deviate from the shareholders' preferential rights is to provide the board of directors' flexibility in financing and facilitating an accelerated expansion and development of the Company in accordance with its adopted strategy.

The board of directors is entitled to resolve on share issues causing an increase of the Company's share capital of at most 10 per cent of the Company's registered share capital at the time the board of directors first utilises the authorisation.

The board of directors, or the person appointed by the board of directors, is authorised to make such minor adjustments to the resolution as may be required in connection with registration of the resolution with the Swedish Companies Registration Office.

#### **Majority requirement**

A resolution to approve the proposal under item 14 requires support from at least two thirds (2/3) of both the votes cast as well as the shares represented at the general meeting.

#### **Available documents**

Documents that shall be made available prior to the annual general meeting 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:  
<https://investors.cint.com>. All documents above will be presented at 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.

### **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](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf). and [www.computershare.com/se/gm-gdpr](http://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, April 2023

Cint Group AB (publ)

*The board of directors*