

Notice of Annual General Meeting in Wyld Networks AB

Shareholders of Wyld Networks AB, reg. no. 559307-1102 (the "Company"), are hereby invited to the Annual General Meeting on 18 June 2025 14:00 CEST at Advokatfirman Schjødt, Hamngatan 27, in Stockholm. Registration for the Annual General Meeting will commence at 13:30 CEST.

Participation in the Annual General Meeting

Shareholders who wish to participate in the Annual General Meeting must be recorded in the share register maintained by Euroclear Sweden AB on 10 June 2025.

Shareholders who intend to participate in the Annual General Meeting are requested to notify the Company of their intention to participate in the Annual General Meeting no later than on 12 June 2025 by post to Wyld Networks AB "Annual General Meeting 2025", c/o Pearson & Partners AB, Skeppsbron 13B, SE-211 20 Malmö, or by e-mail to info@wyldnetworks.com. In the notice of participation, shareholders should state their name, personal identification number or corporate registration number, phone number and the number of shares they represent.

If a shareholder is represented by proxy, a written, dated proxy for the representative must be issued, should the right to vote for the shares be divided among different representatives, the representatives, together with information on the number of shares each representative is entitled to vote for. A proxy form is available on the Company's webpage, www.wyldnetworks.com. If the proxy is issued by a legal entity, a certificate of registration or equivalent certificate of authority should be enclosed. To facilitate the registration at the Annual General Meeting, the proxy and the certificate of registration or equivalent certificate of authority should be sent to Wyld Networks AB "Annual General Meeting 2025", c/o Pearson & Partners AB, Skeppsbron 13B, SE-211 20 Malmö, or by e-mail to info@wyldnetworks.com, so that it is received no later than on 17 June 2025.

Nominee-registered shares

A shareholder whose shares are held with a nominee must, through the nominee, register its shares in its own name so that the shareholder is registered in the share register kept by Euroclear Sweden AB as of 10 June 2025 to be entitled to participate in the Annual General Meeting. Such registration may be temporary (so called voting right registration). A shareholder who wishes to register its shares in its own name must, in accordance with the nominee's procedures, request that the nominee carries out such voting right registration. Voting right registrations completed no later than 12 June 2025 are taken into account when preparing the meeting's register of shareholders.

Proposed agenda

1. Opening of the meeting
2. Election of chairman 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 audit report as well as the consolidated accounts and the consolidated audit report
8. Resolutions on:
 - a) Adoption of the income statement and the balance sheet, as well as the consolidated income statement and the consolidated balance sheet
 - b) Allocation of the Company's result according to the adopted balance sheet
 - c) Discharge from liability of the board members and the Chief Executive Officer
9. Determination of fees to the board of directors and auditor
10. Election of the board of directors and auditor
11. Proposal to amend the articles of association (limits for the share capital and the number of shares)
12. Proposal of the board of directors for a resolution regarding (A) implementation of option program 2025/2035 and (B) directed issue of warrants and approval of transfer of warrants to fulfil the Company's commitments under the option program
13. Proposal regarding authorisation for the board of directors to resolve on new issues
14. Closing of the meeting

PROPOSALS FOR RESOLUTION

Resolution on allocation of the Company's result according to the adopted balance sheet (item 8 b)

The board of directors proposes that the Company's result is carried forward.

Determination of fees to the board of directors and Auditor (item 9)

The shareholder Olsen Fond & Försäkring AB (the "**Shareholder**") proposes that an aggregate annual fee of SEK 850,000 shall be paid to the board members, of which SEK 350,000 to the chairman of the board of directors and SEK 250,000 to each of the other board members elected by the Annual General Meeting.

The Shareholder proposes that fees to the auditor, for a period until the end of the next Annual General Meeting, are to be paid as per approved invoice.

Election of the board of directors, chairman of the board of directors and auditor (item 10)

The Shareholder proposes that the board of directors shall consist of three persons and no deputies. The Shareholder proposes that the number of auditors shall amount to one.

The Shareholder proposes re-election of Mats L. Andersson and Mats R. Andersson and election of Scott Moore as board members until the end of the next Annual General Meeting. The Shareholder proposes re-election of Mats L. Andersson as chairman of the board of directors.

Scott Moore, born in 1976, holds a B.A. in Economics, Political Science, and Germanic Studies from Indiana University. Scott Moore has many years of experience from corporate finance, investment companies and technology companies in Sweden, the UK, Germany and the US. Scott's current assignments include chairman of the board of Pensionera Group AB and CIP II AB, Board Memberships in CNI Nordic 5 AB and MOX Advisory AB.

Scott Moore owns no shares or warrants in Wyld Networks AB.

Scott Moore is independent in relation to the Company and the management as well as the Company's major shareholders.

The Shareholder proposes re-election of Mazars AB with the certified auditor Åsa Andersson Eneberg as responsible auditor for a period until the end of the next Annual General Meeting.

Proposal to amend the articles of association (limits for the share capital and the number of shares) (item 11)

In order to achieve suitable limits for the share capital and the number of shares in the articles of association, the board of directors proposes that the Annual General Meeting resolves to amend § 4 in the articles of association as follows:

Proposed wording

The share capital shall be not less than SEK 4,354,678 and not more than SEK 17,418,712. The number of shares shall not be less than 877,554,971 and not more than 3,510,219,884.

The board of directors or the CEO shall have the right to make the minor adjustments in this resolution that may be necessary in connection with registration of the resolution with the Swedish Companies Registration Office.

A valid resolution requires the support of shareholders who represent at least two-thirds of both the votes cast and the shares represented at the Annual General Meeting.

Proposal of the board of directors of Wyld Networks AB for a resolution regarding (A) implementation of option program 2025/2035 and (B) directed issue of warrants and approval of transfer of warrants to fulfil the Company's commitments under the option program (item 12)

The board of directors of Wyld Networks AB proposes that the Annual General Meeting resolves to implement an Option Program for the employees of the Company - Option Program 2025/2035 - as set out below.

Background and reasons

The purpose of Option Program 2025/2035 is to recruit, retain and reward long term commitments of the Company's employees, to ensure that the Company's long term value increase is reflected in the remuneration for the participants of the program, to contribute to the capability to recruit and retain competent co-workers and to otherwise increase shared incentives between the group's employees and the Company's shareholders. Since the board of directors' assessment is that an incentive program shall be offered on a broad scale in order to best promote long term value creation, no predestined and/or measurable criteria are required in order to be eligible to participate in Option Program 2025/2035.

It is the intention of the board of directors to annually propose incentive programs.

To secure the Company's commitments in accordance with Option Program 2025/2035, the board of directors also proposes that the Annual General Meeting resolves on a directed issue of warrants and on approval of the transfer of warrants in accordance with item B below.

Given the reasons set out above and the main terms and conditions set out below it is the opinion of the board of directors that the proposed Option Program 2025/2035 is reasonable and beneficial for the Company and its shareholders.

(A) Proposal by the board of directors on resolution regarding implementation of Option Program 2025/2035

The board of directors proposes that the Annual General Meeting resolves to implement Option Program 2025/2035, according to the following main principles:

- (a) Option Program 2025/2035 shall include no more than 13,364,464 stock options.
- (b) Each stock option shall entitle the holder to subscribe for one new share in the Company at a subscription price corresponding to 100 per cent of the closing price (rounded off to the closest öre (SEK 0.01)) for the Company's share on Nasdaq First North Growth Market on the trading day prior to the grant of the stock options of series 2025/2035. The exercise price and the number of shares for which each stock option entitles the holder to subscribe may be subject to recalculation pursuant to a bonus issue, share split, new issue with preferential rights and similar measures, whereby conventional terms and conditions for recalculation shall be applied.
- (c) Option Program 2025/2035 participants shall comprise certain employees of the Company and its subsidiary.
- (d) Stock options will be distributed in accordance with the following allotment categories (none of which have a minimum guaranteed allotment):
 - (i) senior management and other key employees: not more than 4 persons and not more than 835,279 stock options per person;
 - (ii) certain other employees who have been employed by the Wyld Networks group for at least a year without interruption at the time of grant: not more than 12 persons and not more than 835,279 stock options per person; and
- (e) Allotted stock options shall be offered free of charge. Such offer shall be made within 10 banking days from the date the resolution on allotment is made. Over-allocation may not occur.
- (f) Stock options of series 2025/2035 granted may be exercised by the holder during the period from and including 30 June 2026 up to and including 31 May 2035.
- (g) The stock options are subject to vesting. 1/3 of the stock options are vested one year from the grant date, 2/3 of the stock options are vested two years from the grant date and all of the stock options are vested three years from the grant date. The holder shall be entitled to exercise the vested stock options during the period set out above, provided that the holder concerned at this time (a) is still employed by the group and (b) has not received notice of dismissal (Sw. *avsked*) or termination (Sw. *uppsägning*) from his or her employment in the group for reasons other than scarcity of work (Sw. *arbetsbrist*). In the event that the stock option holder ceases employment during the exercise period, the vested stock options may be exercised within a period of 90 days following the date of cessation, whereupon to the extent unexercised the stock options shall lapse, except where the stock option holder's employment ceases as a result of gross misconduct or summary dismissal, in which case the stock options shall lapse on the date of notice of termination.
- (h) As the program is directed towards British employees and has been prepared in accordance with special British tax rules, the board of directors deems it appropriate that certain stock options vest and can be exercised earlier than three years from the grant date.
- (i) Upon exercise, each stock option will entitle the holder to receive one warrant immediately exercisable for one share against payment of the exercise price.

- (j) For participation in Option Program 2025/2035 it is required that such participation is legally possible, and that such participation in the board of directors' opinion is possible at reasonable administrative costs and with reasonable financial resources.
- (k) Issued employee stock options do not constitute securities and may not be transferred, pledged or otherwise disposed of by the holder.
- (l) In other respects, the board of directors shall establish the general terms for participation in the program.

(B) Directed issue of warrants and approval of transfer of warrants to secure the Company's commitments under option program 2025/2035

To enable the Company's delivery of shares pursuant to Option Program 2025/2035, the board of directors proposes that the Annual General Meeting resolves on a directed issue of warrants and to approve the transfer of warrants on the following terms:

- (a) A maximum of 13,364,464 warrants shall be issued, entailing an increase in the share capital of a maximum of SEK 66,318.2951797233 upon full exercise.
- (b) Right to subscribe shall, with deviation from the preferential right for existing shareholders, reside in the Company.
- (c) Subscription of the warrants shall be made on a separate subscription list no later than 30 June 2025.
- (d) The warrants shall be issued free of charge.
- (e) Each warrant shall entitle the holder to subscribe for one new share.
- (f) Each warrant shall initially entitle the holder to subscribe for one new share in the Company at a subscription price corresponding to 100 per cent of the closing price (rounded off to the closest öre (SEK 0.01)) for the Company's share on Nasdaq First North Growth Market on the trading day prior to the grant of the stock options of series 2025/2035. The subscription price and the number of shares for which each warrant entitles the holder to subscribe may be subject to recalculation pursuant to a bonus issue, share split, new issue with preferential rights and similar measures, whereby conventional terms and conditions for recalculation shall be applied.
- (g) Subscription of shares in the Company by virtue of the warrants shall be made during the period from and including 30 June 2026 up to and including 31 May 2035. The share premium shall be transferred to the unrestricted premium reserve.
- (h) Shares issued following exercise of warrants during a certain financial year shall entitle to dividend for the first time on the record day for dividend which occurs following registration of the shares with the Swedish Companies Registration Office.
- (i) The complete terms and conditions for the warrants are set out in "Terms and conditions for Wyld Networks AB warrants 2025/2035".

The reason for the deviation from the shareholders' preferential right is that the issue forms part of the implementation of Option Program 2025/2035. In view of what is set forth under Background and reasons above, the board of directors is of the opinion that it is of benefit to the Company and its shareholders that the employees of the group are offered to participate in Option Program 2025/2035.

The board of directors further proposes that the Annual General Meeting resolves to approve that the Company transfers warrants to participants in Option Program 2025/2035.

Finally, the board of directors proposes that the board of directors, or anyone appointed by the board of directors, should be authorised to make such minor adjustments to the above proposal that may be necessary

in connection with the registration procedures with the Swedish Companies Registration Office, and possible registration of the warrants with Euroclear.

Costs

Whilst the Company remains a qualifying company for the purposes of Schedule 5 of the UK Income Tax (Earnings and Pensions) Act 2003 in relation to grant of Enterprise Management Incentive Share Options, no income tax or social security contributions will arise in connection with the stock options, provided the exercise price is not less than the fair market value of a share at the grant date and no disqualifying events arise during the period in which the stock option remains capable of exercise. The program requires the holder to indemnify the Company in the event that any such tax or social security liabilities arise (including those of the employer).

The Option Program 2025/2035 will incur costs for the Wyld Networks group in reference to personnel costs from an accounting perspective. Based on the assumption of a share price at the time of allocation of the stock options of SEK 0.037, that 100 per cent of the stock options will be exercised meaning that 13,364,464 stock options will vest, the personnel cost from an accounting perspective for the Option Program 2025/2035 is estimated to amount to a total of approximately SEK 0.2 million recognized during the period 2025-2035. Personnel costs do not affect the Company's cash flow. The stock options do not have a market value since they are not transferable. However, the board of directors has calculated a theoretical value of the stock options using the Black & Scholes valuation model. The calculations have been based on the term of the stock options, the subscription price, an assumed share price of SEK 0.037 per share at the time of allocation of the stock options, a risk-free interest rate of 2.9 percent, an assumed volatility of 43 percent, and no expected dividend. In accordance with this valuation, the value of the options in the Stock Option Program 2025/2035 is approximately SEK 0.02 per option.

All of the calculations above are preliminary and aim only to present an example of the potential costs that the Option Program 2025/2035 may incur. Actual costs may therefore deviate from what has been stated above.

Dilution and effect on material key ratios

Option Program 2025/2035 comprises the issuance of maximum 13,364,464 warrants. At full exercise of all issued warrants under Option Program 2025/2035 for subscription of new shares, 13,364,464 shares will be issued, corresponding to approximately 1.5 per cent of the shares in the Company.

At full subscription and exercise of all the warrants issued with respect to Option Program 2025/2035 it is the board of director's opinion that the effect of Option Program 2025/2035 on the Wyld Networks groups material key ratios is marginal.

Description of ongoing share-based incentive programs

Wyld Networks AB's ongoing share-based incentive programs are described in the annual report for 2024.

Preparation

The proposal for Option Program 2025/2035 has been prepared by the board of directors in consultation with external advisers. Except for the officials who prepared the matter pursuant to instructions from the board of directors, no employee that may be included in the program has taken part in the drafting thereof.

Majority requirements

The board of directors' proposal with respect to Option Program 2025/2035 and the board of directors' proposal for a directed issue and transfer of not more than 13,364,464 warrants is a cohesive proposal, why a resolution in accordance with one of the partial proposals shall be conditional upon a resolution in accordance with the other partial proposal and that Chapter 16 of the Companies Act shall be applied on the cohesive proposal. A valid resolution in accordance with the board of director's proposal requires that it is supported by shareholders representing at least nine tenths of both the number of votes cast and the shares represented at the meeting.

Proposal regarding authorisation for the board of directors to resolve on new issues (item 13)

The board of directors proposes that the Annual General Meeting resolves to authorise the board of directors to, on one or several occasions until the next Annual General Meeting, with or without deviation from the shareholders' pre-emptive rights, against payment in cash, non-cash consideration or through set-off, resolve on new issues of shares, convertibles and/or warrants.

The reason to authorise the board of directors to have the possibility to resolve on new issues without preferential rights for the shareholders as described above is primarily for the purpose of being able to raise new capital, to increase the Company's flexibility and strengthen the Company's own funds or to be able to carry out acquisitions.

The board of directors or the CEO shall have the right to make the minor adjustments in this resolution that may be necessary in connection with registration of the resolution with the Swedish Companies Registration Office.

A valid resolution requires the support of shareholders who represent at least two-thirds of both the votes cast and the shares represented at the Annual General Meeting.

Shareholders' right to request information

If a shareholder so requests and the board of directors considers it possible without this resulting in material damage to the company, the board of directors and the CEO must provide information concerning conditions that could influence the assessment of items on the agenda, information concerning conditions that could influence assessments of the financial condition of the Company or subsidiaries as well as the Company's relationship with another Group company.

Documents

Copies of accounting documents and the audit report as well as other documents according to the Swedish Companies Act will be available at the Company and on the Company's website www.wyldnetworks.com. All of these documents will also, without charge, be sent to shareholders who so request and state their address.

19th May 2025
REGULATORY PRESS RELEASE



Processing of personal data

For information on how personal data is processed in connection with the Annual General Meeting, see the integrity policy that is available at Euroclear's webpage,
<https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>.

Stockholm in May 2025

Wyld Networks AB

The board of directors

For further information, please contact:

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About Wyld Networks

Wyld Networks develop and sells innovative wireless technology solutions that enables affordable connectivity anywhere in the World, addressing the problems for businesses and people regarding the lack of global mobile network coverage. The solutions are mainly targeted to wireless connectivity for the Internet of Things (IoT) and people.

Wyld Networks Ltd was formed in Cambridge, UK in 2016 and is a wholly owned subsidiary of Wyld Networks AB.

The Wyld Networks share (WYLD) is traded on the Nasdaq First North Growth Market.

Certified Adviser to Wyld Networks is Mangold Fondkommission AB.

Read more on: www.wyldnetworks.com