Notice of an Extraordinary General Meeting of Teneo AI AB

The shareholders of Teneo AI AB, company registration number 556840-2076 (the "Company"), are hereby invited to attend an Extraordinary General Meeting on 10 September 2026 at 10:00 am at Schjødt, Hamngatan 27, Stockholm.

Participation and registration

Any person wishing to attend the Extraordinary General Meeting must (i) be registered as a shareholder in the register of shareholders maintained by Euroclear Sweden AB as at 2 September 2026 and (ii) register by e-mail no later than 4 September 2026 to fredrik.torgren@teneo.ai, or by post to Advokatfirman Schjødt, attn. Hedvig Jansson, Box 715, 101 33 Stockholm. When registering, the shareholder must provide their name, address, telephone number (during the day), personal /organisation number, shareholding and details of any proxies/assistants.

If a shareholder is represented by a proxy, a written and dated power of attorney must be issued for the proxy or, in the event that the right to represent the shareholder's shares is divided among different persons, for the proxies, specifying the number of shares each proxy is authorised to represent. A power of attorney form is available on the Company's website, https://www.teneo.ai /investors. If the proxy is issued by a legal entity, a certificate of incorporation or equivalent authorisation document must be attached. To facilitate registration at the meeting, the proxy, certificate of incorporation and other authorisation documents should be received by the Company at the above address no later than 4 September 2026.

Nominee-registered shares

Shareholders who have had their shares registered in the name of a nominee must, in order to be entitled to attend the Extraordinary General Meeting, arrange for the nominee to register the shares in their own name, so that they are registered in the share register maintained by Euroclear Sweden AB as at the record date of 2 September 2026. Such registration may be temporary (so-called voting rights registration). Shareholders wishing to register their shares in their own name must, in accordance with the respective custodian's procedures, request that the custodian carry out such voting rights registration. Voting rights registration requested by shareholders in such a manner that the registration has been made by the relevant custodian by 4 September 2026 at the latest will be taken into account when compiling the share register.

Proposed agenda

1. Opening of the meeting
2. Election of the chairman of the meeting
3. Preparation and approval of the voting register
4. Appointment of one or two persons to certify the minutes
5. Consideration of whether the meeting has been duly convened
6. Approval of the agenda
7. Resolution to amend the Articles of Association (Articles 4 and 5)
8. Resolution to reduce the share capital
9. Resolution on a private placement of shares by way of set-off to Capital Four
10. Resolution on a private placement of shares by way of set-off to Arpeggio AB and SEB-Stiftelsen
11. Resolution on a private placement of shares to Pareto Securities AB

12.Closing of the meeting

Proposed resolutions:

Item 7 – Proposed resolution to amend the Articles of Association (Articles 4 and 5)

The Board of Directors proposes that the Extraordinary General Meeting resolve to amend Articles 4 and 5 of the Articles of Association as follows, in order to enable the issues referred to in items 9–11 below.

Article 4 Share capital

Current wording:

"The share capital shall be not less than SEK 151,737,217 and not more than SEK 606,948,868."

Proposed new wording:

"The share capital shall be not less than SEK 156,619,189 and not more than SEK 626,476,756."

Article 5 Number of shares

Current wording:

"The number of shares shall be not less than 493,144,240 and not more than 1,972,576,960."

Proposed new wording:

"The number of shares shall be not less than 3,177,213,558 and not more than 12,708,854,232."

The resolution to amend the Articles of Association is conditional upon the Extraordinary General Meeting also resolving on the share issues set out in items 9 and 10 below, and shall come into force upon registration with the Swedish Companies Registration Office. The resolution requires the approval of shareholders representing at least two-thirds of both the votes cast and the shares represented at the Extraordinary General Meeting.

Item 8 – Proposal to reduce the share capital

The Board of Directors proposes that the Extraordinary General Meeting resolve to reduce the Company's share capital by SEK 56,000,000. The reduction shall be carried out without the cancellation of shares. The amount of the reduction shall be allocated to non-restricted equity. The reduction is being carried out to reduce the quota value of the shares and to enable a resolution in accordance with item 11. Following the reduction, the Company's share capital will amount to SEK 97,237,217.46, divided into a total of 1,972,576,960 shares, each with a quota value of approximately SEK 0.049.

The Board's report pursuant to Chapter 20, Section 13, fourth paragraph, of the Companies Act

The effect of the Board's proposal is that the Company's share capital will be reduced by SEK 56,000,000, from SEK 153,237,217.46 to SEK 97,237,217.46. The new share issues referred to in items 9–11 will result in the share capital increasing by an amount exceeding the reduction. By carrying out the new share issues simultaneously with the reduction, thereby increasing the share capital by at least the amount of the reduction, the Company may implement the reduction resolution without authorisation from the Swedish Companies Registration Office or a court of law, as the measures taken together mean that neither the Company's restricted equity nor its share capital is reduced.

Item 9 – Proposed resolution on a private placement of shares by way of set-off (Capital Four)

The Board of Directors proposes that the Extraordinary General Meeting resolve to issue new shares in the Company, with deviation from shareholders' preferential rights, on the following terms:

(1) The Company shall issue a maximum of 992,719,934 new shares in the Company, resulting in an increase in share capital of a maximum of SEK 48,935,644.11.

(2) The right to subscribe for the new shares shall, with deviation from shareholders' preferential rights, be granted exclusively to WAYSTONE QIAIF PLATFORM ICAV – Capital Four – Private Debt IV Fund (**"Capital Four"**).

(3) The total subscription price for the new shares amounts to SEK 254,537,660, which corresponds to a subscription price of approximately SEK 0.2560 per share. The amount exceeding the share's quota value shall be allocated to the free share premium reserve.
(4) Subscription for the new shares must be made on a separate subscription list no later than 14 September 2026. The Board of Directors reserves the right to extend the subscription period.
(5) Payment for the new shares shall be made at the time of subscription by set-off against Capital Four's claim against the Company in respect of the senior loan agreement (originally dated 15 December 2021, as amended). The amount to be set off amounts to SEK 254,537,660, representing the majority of Capital Four's total claim of approximately SEK 290,000,000, including accrued interest.
(6) Capital Four's holding of shares in the Company must not, as a result of the subscription for new shares in the issue, exceed 29.9 per cent of all shares in the Company following the completion of all issues in accordance with items 9–11.
(7) The new shares shall carry dividend rights from the record date for dividends falling immediately after the issue has been registered with the Swedish Companies Registration Office.
(8) The issue is conditional upon and requires that the Extraordinary General Meeting also resolve to amend the Articles of Association in accordance with item 7 above and to approve the issue in accordance with item 10 below.
The reasons for the deviation from shareholders' preferential subscription rights and the basis for determining the subscription price are set out in the Board's report, which is made available prior to the Extraordinary General Meeting in accordance with Chapter 13, Section 7 of the Companies Act (together with the auditor's opinion pursuant to Chapter 13, Section 8 of the Companies Act). The Board's report pursuant to Chapter 13, Section 6 of the Companies Act (together with the auditor's opinion pursuant to Chapter 13, Section 6 of the Companies Act) is also made available.
The resolution requires the approval of shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting.

Item 10 – Proposed resolution on a private placement of shares by way of set-off (Arpeggio AB and SEB-Stiftelsen)

The Board of Directors proposes that the Extraordinary General Meeting resolve to issue new shares in the Company, with deviation from shareholders' preferential rights, on the following terms:
(1) The Company shall issue a maximum of 211,916,664 new shares in the Company, resulting in an increase in share capital of a maximum of SEK 10,446,328.41.
(2) The right to subscribe for the new shares shall, in deviation from shareholders' preferential rights, be granted to the following parties in proportion to their respective claims under the convertible loan agreement dated 18 February 2026:
(a) Arpeggio AB (company registration number 556495-9921): a maximum of 76,289,999 shares, corresponding to the set-off of the outstanding loan amount, including accrued but unpaid interest as at the issue date, amounting to SEK 9,536,249.88.
(b) SEB-Stiftelsen (Skandinaviska Enskilda Bankens Pensionsstiftelse, company registration number 802000-7871): a maximum of 135,626,665 shares, corresponding to the set-off of the outstanding loan amount, including accrued but unpaid interest as at the issue date, amounting to SEK 16,953, 333.12.
(3) The subscription price for the new shares shall amount to a total of SEK 26,489,583, which corresponds to a subscription price of approximately SEK 0.125 per share. Any amount exceeding the share's quota value shall be allocated to the unrestricted share premium reserve.
(4) Subscription for the new shares shall take place on a separate subscription list no later than 14 September 2026. The Board of Directors is entitled to extend the subscription period.

(5) Payment for the new shares shall be made at the time of subscription by setting off each subscriber's claim under the loan agreement dated 18 February 2026, together with the supplementary agreement dated 22 July 2026 (the **"Convertible Loan Agreement"**), amounting to a total of SEK 26,489,583 including accrued but unpaid interest as at the issue date, of which Arpeggio AB's claim amounts to SEK 9,536,249.88 and SEB-Stiftelsen's claim amounts to SEK 16,953,333.12.
(6) The new shares shall carry dividend rights from the dividend record date falling immediately after the issue has been registered with the Swedish Companies Registration Office.
(7) The issue is conditional upon and requires that the Extraordinary General Meeting also resolve to amend the Articles of Association in accordance with item 7 above and to approve the issue in accordance with item 9 above.
The reasons for the deviation from shareholders' preferential subscription rights and the basis for determining the subscription price are set out in the Board's report, which is made available prior to the Extraordinary General Meeting in accordance with Chapter 13, Section 7 of the Companies Act (together with the auditor's opinion pursuant to Chapter 13, Section 8 of the Companies Act). The Board's report pursuant to Chapter 13, Section 6 of the Companies Act (together with the auditor's opinion pursuant to Chapter 13, Section 6 of the Companies Act) is also made available. The resolution requires the approval of shareholders representing at least two-thirds of both the votes cast and the shares represented at the Extraordinary General Meeting.
Item 11 – Proposed resolution on a private placement of shares to Pareto Securities AB
The Board of Directors proposes that the Extraordinary General Meeting resolve to issue new shares in the Company, with deviation from shareholders' preferential rights, on the following terms:
(1) The Company shall issue a maximum of 142,920,000 new shares in the Company, resulting in an increase in the share capital of a maximum of SEK 7,045,171.57.
(2) The right to subscribe for the new shares shall, with deviation from shareholders' preferential rights, be granted to Pareto Securities AB.
(3) The subscription price for the new shares shall be SEK 0.05 per share. Any amount exceeding the share's quota value shall be allocated to the free share premium reserve.
(4) Subscription for the new shares shall take place on a separate subscription list no later than 11 September 2026. The Board of Directors is entitled to extend the subscription period.
(5) Payment for the new shares must be made no later than 11 September 2026. The Board of Directors shall have the right to permit payment by set-off against a claim and the right to extend the payment period.
(6) The new shares shall entitle the holder to dividends from the record date for dividends falling immediately after the issue has been registered with the Swedish Companies Registration Office.
(7) The issue is conditional upon and requires that the Extraordinary General Meeting also resolve to amend the Articles of Association in accordance with item 7 and to reduce the share capital in accordance with item 8 above.
The reason for the deviation from shareholders' preferential rights is that the private placement to Pareto Securities AB relates to guarantee compensation for the rights issue resolved by the Board on 10 August 2026. The private placement to Pareto Securities AB is conditional upon the Company carrying out the rights issue. The basis for the subscription price is the subscription price in the planned rights issue, which reflects the current market price of the Company's shares. The resolution requires the approval of shareholders representing at least two-thirds of both the votes cast and the shares represented at the Extraordinary General Meeting.
Shareholders' right to receive information
Shareholders are reminded of their right to request information in accordance with Chapter 7, Section 32 of the Companies Act.

Processing of personal data
For information on how your personal data is processed, please refer to the privacy policy available on Euroclear Sweden AB's website: https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf.

Documents
The Board's full proposals for resolutions, the Board's reports pursuant to Chapter 13, Section 6 and Chapter 13, Section 7 of the Companies Act, and the auditor's reports pursuant to Chapter 13, Section 6 and Chapter 13, Section 8 of the Companies Act are available at the Company's office and on the Company's website, www.teneo.ai/investors, prior to the Extraordinary General Meeting in accordance with the Companies Act. The documents will be sent by post to shareholders who request them and provide their postal address.

Stockholm, August 2026
Teneo AI AB
The Board

About Teneo AI AB
Teneo.ai (SSME:TENEO) delivers the most advanced Agentic AI solutions for contact center automation—helping enterprises resolve customer inquiries faster, reduce wait times, and elevate service quality. Our AI Agents achieve up to **99% accuracy**, automate over **60% of interactions**, and enable up to **50% in operational cost savings**.

Trusted by global leaders, the Teneo platform combines **Conversational AI, Generative AI**, and **Large Language Models** to drive measurable improvements in **containment, first contact resolution (FCR), CSAT, NPS**, and overall CX efficiency.

Teneo-powered AI Agents handle **millions of conversations daily** across voice and digital channels with enterprise-grade scalability and performance. Our patented technology integrates seamlessly with leading CCaaS and CX platforms—including **Genesys, Five9, Microsoft, AWS, Google,** and **NICE**—maximizing automation without disrupting existing workflows.

We make your AI Agents the smartest—delivering consistent, human-like experiences that accelerate growth and ROI.

Teneo.ai is listed on Nasdaq First North Growth Market in Stockholm with short name TENEO. Redeye Nordic Growth AB is the Company's Certified Adviser.

Learn more at www.teneo.ai/investors.

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