

*N.B. This English text is an in-house translation.*

Protokoll fört vid årsstämma i  
**Vimian Group AB (publ)**, org.  
nr 559234-8923, den 29 april 2026  
i Stockholm.

*Minutes kept at the Annual General  
Meeting in **Vimian Group AB (publ)**,  
Reg. No. 559234-8923, on 29 April 2026  
in Stockholm.*

**1 § Årsstämmans öppnande / Opening of the Annual General Meeting**

Stämman öppnades av styrelsens ordförande Magnus Welander.

*The meeting was declared opened by the chairman of the board, Magnus Welander.*

Antecknades att stämman genomfördes med fysisk närvaro av aktieägare och med möjlighet för aktieägare att utöva sin rösträtt genom förhandsröstning (poströstning) i enlighet med bolagsordningen.

*It was noted that the meeting was held with physical presence of shareholders and with the option for shareholders to exercise their voting rights by advance voting (postal voting) pursuant to the articles of association.*

**2 § Val av ordförande vid årsstämman / Election of chairperson of the Annual General Meeting**

Beslöts att välja advokat Linnéa Dolk från Advokatfirman Vinge till ordförande för stämman. Noterades att det uppdragits åt Carl-Johan Ehn, General Counsel på Vimian, att föra protokollet vid stämman.

*It was resolved to appoint Linnéa Dolk, member of the Swedish Bar Association, from Advokatfirman Vinge as chairperson of the meeting. It was noted that Carl-Johan Ehn, General Counsel at Vimian, had been instructed to keep the minutes at the meeting.*

**3 § Upprättande och godkännande av röstlängd / Preparation and approval of the voting list**

Godkändes bifogad förteckning, Bilaga 1, som röstlängd vid stämman.

*The attached list, Appendix 1, was approved to serve as voting list for the meeting.*

**4 § Godkännande av dagordning / Approval of the agenda**

Godkändes den i kallelsen, Bilaga 2, intagna dagordningen som dagordning för stämman.

*The agenda presented in the notice convening the meeting, Appendix 2, was approved as agenda for the meeting.*

**5 § Val av en eller två justeringspersoner att justera protokollet / Election of one or two persons who shall approve the minutes**

Beslöts att dagens protokoll, jämte ordföranden, skulle justeras av Caroline Sjösten, som representerar Swedbank Robur Fonder.

*It was resolved that the minutes, in addition to the chairperson, should be approved by Caroline Sjösten, representing Swedbank Robur Fonder.*

**6 § Prövning av om årsstämman blivit behörigen sammankallad / Determination of whether the Annual General Meeting has been duly convened**

Konstaterades att kallelse till stämman varit publicerad på bolagets webbplats den 19 mars 2026 och införd i Post- och Inrikes Tidningar den 24 mars 2026, samt att information

om att kallelse skett annonserats i Dagens Industri samma dag, varefter stämman ansåg sig behörigen sammankallad.

*It was established that the notice convening the meeting was published on the company's website on 19 March 2026 and in Post- och Inrikes Tidningar (the Swedish Official Gazette) on 24 March 2026 and that information regarding such notice was published in Dagens Industri on the same date and, thus, that the meeting had been duly convened.*

**7 § Anförande av verkställande direktör / Presentation by the CEO**

Redogjorde Ali Tajbakhsh, verkställande direktör för Vimian, för bolagets verksamhet under verksamhetsåret 2025 och beredde aktieägarna möjlighet att ställa frågor.

*The company's operations during 2025 were presented by the CEO of Vimian, Ali Tajbakhsh, and the shareholders were given the opportunity to ask questions.*

**8 § Framläggande av årsredovisning och revisionsberättelse samt koncernredovisning och koncernrevisionsberättelse / Presentation of the annual report and the auditor's report as well as the consolidated financial statements and the auditor's report on the consolidated financial statements**

Framlades årsredovisningen och revisionsberättelsen samt koncernredovisningen och koncernrevisionsberättelsen för räkenskapsåret 2025. Antecknades att handlingarna också framlagts genom att de hållits tillgängliga på bolagets webbplats och på bolagets huvudkontor. Föredrogs revisionsberättelsen av revisionsbolaget Grant Thornton Swedens representant och bolagets huvudansvarige revisor Camilla Nilsson, som även redogjorde för det utförda revisionsarbetet under det gångna räkenskapsåret.

*The annual report and the auditor's report as well as the consolidated financial statements and the auditor's report on the consolidated financial statements for the financial year 2025 were presented. It was noted that the documents had also been presented by having been held available on the company's website and at the company's headquarters. The accounting firm Grant Thornton Sweden's representative and the company's auditor in charge Camilla Nilsson presented the audit report and described the auditing work performed during the past financial year.*

**9 a § Beslut om fastställande av resultaträkning och balansräkning samt koncernresultaträkning och koncernbalansräkning / Resolution regarding adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet**

Beslöts, i enlighet med revisorns rekommendation, att fastställa den i årsredovisningen intagna resultaträkningen och balansräkningen samt koncernresultaträkningen och koncernbalansräkningen.

*It was resolved, in accordance with the auditor's recommendation, to adopt the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet in the annual report.*

**9 b § Beslut om dispositioner beträffande bolagets vinst eller förlust enligt den fastställda balansräkningen / Resolution regarding allocation of the company's profit or loss according to the adopted balance sheet**

Beslöts, i enlighet med styrelsens förslag, att balansera bolagets ansamlade resultat i ny räkning och att någon utdelning till aktieägarna för räkenskapsåret 2025 inte ska lämnas.

*It was resolved, in accordance with the Board of Directors' proposal, that the company's aggregated results shall be carried forward and that no dividends shall be paid to the shareholders for the financial year 2025.*

**9 c § Beslut om ansvarsfrihet åt styrelseledamöterna och verkställande direktörerna/ Resolution regarding discharge from liability of the board members and the CEOs**

Beslöts, i enlighet med revisorns rekommendation, att bevilja samtliga som under 2025 innehåft uppdrag som styrelseledamot eller verkställande direktör i bolaget ansvarsfrihet för 2025 års förvaltning. Antecknades att berörda personer inte deltog i beslutet såvitt avsåg dem själva.

*It was resolved, in accordance with the auditor's recommendation, to discharge all individuals who had served as board members or CEOs during 2025 from liability for the administration of the company in 2025. It was noted that the persons concerned did not participate in the resolution regarding themselves.*

**10 § Fastställande av antalet styrelseledamöter och revisorer samt revisorssuppleanter / Determination of the number of board members and the number of auditors as well as deputy auditors**

Redogjorde Caroline Sjösten för valberedningens arbete och bakgrunden till valberedningens förslag. Beslöts, i enlighet med valberedningens förslag, att styrelsen ska ha fem ordinarie styrelseledamöter utan några styrelsesuppleanter och att antalet revisorer ska vara en utan revisorssuppleanter.

*Caroline Sjösten presented the nomination committee's work and the rationale for the nomination committee's proposals. It was, in accordance with the nomination committee's proposal, resolved that the Board of Directors shall consist of five members with no deputy members and that the number of auditors shall be one without deputies.*

**11 § Fastställande av arvoden åt styrelsen och revisorerna / Determination of the fees to the Board of Directors and the auditors**

Beslöts att arvode till styrelsen ska utgå i enlighet med valberedningens förslag, innebärande ett arvode om 76 500 EUR till styrelseordföranden och 40 750 EUR till vardera övriga stämмоvalda styrelseledamöter. För utskottsarbete ska ersättning till ledamöterna i revisionsutskottet utgå med 13 300 EUR till utskottets ordförande samt 7 650 EUR till övriga ledamöter i utskottet. Ersättning till ledamöterna i utskotten People & Sustainability och M&A ska utgå med vardera 7 650 EUR till utskottens ordförande samt vardera 5 100 EUR till ledamöter i utskotten. Utöver det ovan föreslagna arvodet för ordinarie styrelsearbete ska ytterligare ersättning om 6 000 EUR utgå till styrelseledamot som är bosatt i Schweiz, som kompensation för förlorad tid på grund av resor till och från styrelsemöten.

*It was resolved that fees to the Board of Directors shall be paid in accordance with the nomination committee's proposal, meaning a fee amounting to EUR 76,500 to the chairman of the Board of Directors and EUR 40,750 to each of the other members elected by the Annual General Meeting. For committee-work, the fee to the chairman of the audit committee shall be EUR 13,300 and EUR 7,650 to the other member(s) of the audit committee. For the members of the People & Sustainability committee and the M&A committee, the fee shall be EUR 7,650 to the chairman of the respective committee, and EUR 5,100 to other member(s). In addition, a compensation amounting to EUR 6,000 shall be paid to the board member residing in Switzerland, as compensation for travel time to and from the board meetings.*

Beslöts att arvode till revisorn, i enlighet med valberedningens förslag, ska utgå enligt godkänd räkning.

*It was resolved, in accordance with the nomination committee's proposal, that the fee to the auditor shall be paid in accordance with approved statement of costs.*

**12 § Val av styrelseledamöter och styrelseordförande / Election of board members and chairman of the Board of Directors**

Beslöts, i enlighet med valberedningens förslag, att till styrelseledamöter för tiden intill slutet av nästa årsstämma genom omval utse Theodor Bonnier, Gabriel Fitzgerald, Pia Marions,

Petra Rumpf och Magnus Welander. Beslöts vidare att omvälja Magnus Welander till styrelseordförande.

*It was resolved, in accordance with the nomination committee's proposal, as board members for the period until the end of the next Annual General Meeting to re-elect Theodor Bonnier, Gabriel Fitzgerald, Pia Marions, Petra Rumpf and Magnus Welander. It was further resolved to re-elect Magnus Welander as chairman of the Board of Directors.*

**13 § Val av revisor / Election of the auditor**

Beslöts, i enlighet med valberedningens förslag, vilket är i linje med revisionsutskottets rekommendation, att för tiden intill slutet av nästa årsstämma omvälja revisionsbolaget Grant Thornton Sweden till revisor. Noterades att auktoriserade revisorn Camilla Nilsson kommer att vara huvudansvarig revisor.

*It was resolved, in accordance with the nomination committee's proposal, which is in line with the audit committee's recommendation, to re-elect the accounting firm Grant Thornton Sweden as auditor for the period up until the end of the next Annual General Meeting. It was noted that the authorised public accountant Camilla Nilsson will be auditor in charge.*

**14 § Beslut om bemyndigande för styrelsen att besluta om emission av aktier / Resolution regarding authorisation for the Board of Directors to resolve on new share issues**

Beslöts, i enlighet med styrelsens förslag intaget i kallelsen, Bilaga 2, om bemyndigande för styrelsen att emittera nya aktier.

*It was resolved, in accordance with the Board of Directors' proposal, included in the notice convening the Annual General Meeting, Appendix 2, on an authorisation for the Board of Directors to resolve on share issues.*

Noterades att beslutet biträdades av aktieägare med minst två tredjedelar av såväl de avgivna rösterna som av aktierna företrädda vid stämman.

*It was noted that the resolution was supported by shareholders representing at least two-thirds of the votes cast and the shares represented at the meeting.*

**15 § Beslut om bemyndigande för styrelsen att besluta om förvärv och överlåtelse av egna aktier / Resolution regarding authorisation for the Board of Directors to resolve on acquisition and transfer of own shares**

Beslöts, i enlighet med styrelsens förslag intaget i kallelsen, Bilaga 2, om bemyndigande för styrelsen att besluta om förvärv och överlåtelse av egna aktier.

*It was resolved, in accordance with the Board of Directors' proposal, included in the notice convening the Annual General Meeting, Appendix 2, on an authorisation for the Board of Directors to resolve on acquisition and transfer of own shares.*

Noterades att beslutet biträdades av aktieägare med minst två tredjedelar av såväl de avgivna rösterna som av aktierna företrädda vid stämman.

*It was noted that the resolution was supported by shareholders representing at least two-thirds of the votes cast and the shares represented at the meeting.*

**16 § Presentation och godkännande av styrelsens ersättningsrapport / Presentation and approval of the Board of Directors' remuneration report**

Styrelsens ersättningsrapport, Bilaga 3, presenterades och godkändes.

*The Board of Directors' remuneration report, Appendix 3, was presented and approved.*

**17 § Beslut om antagande av ny bolagsordning / Resolution regarding adoption of new Articles of Association**

Beslöts, i enlighet med styrelsens förslag, Bilaga 4, om antagande av ny bolagsordning.

*It was resolved, in accordance with the Board of Directors' proposal, Appendix 4, regarding adoption of new Articles of Association.*

Noterades att beslutet biträdades av aktieägare med minst två tredjedelar av såväl de avgivna rösterna som av aktierna företrädda vid stämman.

*It was noted that the resolution was supported by shareholders representing at least two-thirds of the votes cast and the shares represented at the meeting.*

**18 § Beslut om antagande av långsiktigt prestationsbaserat aktieprogram / Resolution regarding adoption of a long-term performance based share program**

Beslöts, i enlighet med styrelsen förslag intaget i kallelsen, Bilaga 2, om antagande av ett långsiktigt prestationsbaserat aktieprogram, riktade emissioner samt återköp och överlåtelser av egna aktier.

*It was resolved, in accordance with the Board of Directors' proposal, included in the notice convening the Annual General Meeting, Appendix 2, on adoption of a long-term performance-based share program, rights issues as well as repurchases and transfers of own shares.*

Noterades att beslut fattades med kvalificerad majoritet, innebärande att beslutet biträdades av aktieägare representerande minst två tredjedelar respektive nio tiondelar, såsom tillämpligt, av såväl de avgivna rösterna som de aktier som är företrädda vid stämman.

*It was noted that the resolutions were passed with the required majority, meaning that the resolution was supported by shareholders representing at least two-thirds and nine tenths, as applicable, of both the votes cast and the shares represented at the Meeting.*

**19 § Årsstämmans avslutande / Closing of the Annual General Meeting**

Årsstämman förklarades avslutad.

*The Annual General Meeting was declared closed.*

Vid protokollet/*In fide*m:

Justeras/*Approved*:

Carl-Johan Ehn

Linnéa Dolk

\_\_\_\_\_  
Carl-Johan Ehn

\_\_\_\_\_  
Linnéa Dolk

Caroline Sjösten

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Caroline Sjösten

**Bilaga 1 / Appendix 1**

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## **Notice of Annual General Meeting in Vimian Group AB (publ)**

**Vimian Group AB (publ) (“Vimian”), Reg. No. 559234-8923, with its registered office in Stockholm, gives notice of the Annual General Meeting to be held on 29 April 2026 at 14.30 CEST in Advokatfirman Vinge’s premises at Smålandsgatan 20, SE-111 46 Stockholm, Sweden. Registration starts at 14.00 CEST.**

Shareholders can participate in the Annual General Meeting by attending the venue in person or by postal voting.

### **Right to participate in the Annual General Meeting and notice of participation**

#### Participation in the Annual General Meeting at the venue

A shareholder who wishes to participate in the Annual General Meeting at the venue in person or represented by a proxy must (i) be recorded as a shareholder in the share register maintained by Euroclear Sweden AB relating to the circumstances on 21 April 2026, and (ii) no later than 23 April 2026 give notice by post to ”Årsstämma”, c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden, or via e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com). When providing such notice, the shareholder shall state name, personal or corporate registration number, address, telephone number and the number of any accompanying assistant(s) (maximum two assistants) as well as information about any proxy.

If a shareholder is represented by proxy, a written, dated proxy for the representative must be issued. A proxy form is available on the company’s website, [www.vimian.com](http://www.vimian.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 the company as set out above so that it is received no later than 28 April 2026.

#### Participation by postal voting

A shareholder who wishes to participate in the Annual General Meeting by postal voting must (i) be recorded as a shareholder in the share register maintained by Euroclear Sweden AB relating to the circumstances on 21 April 2026, and (ii) give notice no later than 23 April 2026, by casting its postal vote in accordance with the instructions below so that the postal vote is received by Euroclear Sweden AB no later than on that day.

A shareholder who wishes to participate in the Annual General Meeting at the venue in person or represented by a proxy must give notice thereof in accordance with what is set out under *Participation in the Annual General Meeting at the venue* above. This means that a notification by postal vote is not sufficient for a person who wishes to participate at the venue.

A special form shall be used when postal voting. The postal voting form is available on the company’s website [www.vimian.com](http://www.vimian.com). A completed and signed form may be submitted by post to ”Årsstämma”, c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden or via e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com). The completed form shall be received by Euroclear

Sweden AB not later than 23 April 2026. Shareholders who are natural persons may also cast their votes electronically through BankID verification via Euroclear Sweden AB's website, <https://www.euroclear.com/sweden/generalmeetings/>. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the postal vote in its entirety) is invalid. Further instructions and conditions are included in the form for postal voting.

If a shareholder votes by proxy, a written and dated proxy shall be enclosed to the postal voting form. A proxy form is available on the company's website [www.vimian.com](http://www.vimian.com). If the shareholder is a legal entity, a certificate of registration or equivalent certificate of authority should be enclosed. If a shareholder has voted in advance and then attends the Annual General Meeting in person or through a proxy, the postal vote is still valid except to the extent the shareholder participates in a voting procedure at the Annual General Meeting or otherwise withdraws its casted postal vote. If the shareholder chooses to participate in a voting at the Annual General Meeting, the vote cast will replace the postal vote with regard to the relevant item on the agenda.

### **Nominee-registered shares**

To be entitled to participate in the Annual General Meeting, a shareholder whose shares are held in the name of a nominee must, in addition to providing notification of participation, register its shares in its own name so that the shareholder is recorded in the share register relating to the circumstances on 21 April 2026. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee's procedures and in such time in advance as the nominee determines. Voting right registrations completed by the nominee not later than 23 April 2026 are taken into account when preparing the share register.

### **Proposed agenda**

1. Opening of the Annual General Meeting.
2. Election of chairperson of the Annual General Meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons who shall approve the minutes.
6. Determination of whether the Annual General Meeting has been duly convened.
7. Presentation by the CEO.
8. Presentation of the annual report and the auditor's report as well as the consolidated financial statements and the auditor's report on the consolidated financial statements.
9. Resolution regarding:
  - 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 profit or loss pursuant to the adopted balance sheet; and
  - c) Discharge from liability of the board members and the CEOs.
10. Determination of the number of board members and auditors as well as deputy auditors.
11. Determination of the fees to the Board of Directors and the auditor.
12. Election of board members and chairman of the Board of Directors.
  - a) Theodor Bonnier (re-election);
  - b) Gabriel Fitzgerald (re-election);
  - c) Pia Marions (re-election);
  - d) Petra Rumpf (re-election);
  - e) Magnus Welanders (re-election); and
  - f) Chairman of the Board of Directors: Magnus Welanders (re-election).
13. Election of the auditor.

14. Proposal regarding authorisation for the Board of Directors to resolve on new share issues.
15. Proposal regarding authorisation for the Board of Directors to resolve on acquisition and transfer of own shares.
16. Presentation of the Board of Directors' remuneration report for approval;
17. Proposal regarding adoption of new Articles of Association.
18. Proposal regarding adoption of a long-term performance based share program.
  - a) Adoption of long-term performance based share program.
  - b) Authorisation for the Board of Directors to resolve on a directed issue of Class E1 2026 shares, repurchase of issued Class E1 2026 shares and transfer of Class E1 2026 shares.
  - c) Authorisation for the Board of Directors to resolve on a directed issue of Class E2 2026 shares, repurchase of issued Class E2 2026 shares and transfer of Class E2 2026 shares.
  - d) Authorisation for the Board of Directors to resolve on a directed issue of Class D shares, repurchase of issued Class D shares and transfer of ordinary shares.
19. Closing of the Annual General Meeting.

## **Proposed resolutions**

### ***Proposal regarding election of chairperson of the Annual General Meeting (item 2)***

The nomination committee proposes that Linnéa Dolk, member of the Swedish Bar Association, from Advokatfirman Vinge, shall be appointed chairperson of the Annual General Meeting.

### ***Proposal regarding resolution regarding allocation of the company's profit or loss pursuant to the adopted balance sheet (item 9 (b))***

The Board of Directors proposes that no dividend shall be paid for the financial year 2025.

### ***Proposal regarding the number of board members and auditors as well as deputy auditors (item 10)***

The nomination committee proposes that the number of board members elected by the Annual General Meeting shall be five, without deputies.

The number of auditors is proposed to be one, without deputies.

### ***Proposal regarding the fees to the Board of Directors and the auditor (item 11)***

The nomination committee proposes that the fees to the Board of Directors for the period until the end of the next Annual General Meeting be allocated as follows: EUR 76,500 (EUR 75,000) to the chairman of the Board of Directors and EUR 40,750 (EUR 40,000) to each of the other members elected by the Annual General Meeting. For committee-work, the nomination committee proposes that the fee to the chairman of the audit committee shall be EUR 13,300 (EUR 13,000) and EUR 7,650 (EUR 7,500) to the other member(s) of the audit committee. For the members of the People & Sustainability committee and the M&A committee, the nomination committee proposes that the fee shall be EUR 7,650 (EUR 7,500) to the chairman of the respective committee, and EUR 5,100 (EUR 5,000) to other members. In addition, the nomination committee proposes that a compensation amounting to EUR 6,000 (EUR 6,000) is paid to the board member residing in Switzerland, as compensation for travel time to and from the board meetings.

The fee to the auditor is proposed to be paid in accordance with approved invoice.

***Proposal regarding the election of the board members and chairman of the Board of Directors (item 12)***

The nomination committee proposes re-election of Theodor Bonnier, Gabriel Fitzgerald, Pia Marions, Petra Rumpf and Magnus Welander as board members for the period until the end of the next Annual General Meeting.

Furthermore, Magnus Welander is proposed to be re-elected as chairman of the Board of Directors.

Provided that the Annual General Meeting resolves in accordance with the proposal, the Board of Directors will after the election consist of Magnus Welander (chairman), Theodor Bonnier, Gabriel Fitzgerald, Pia Marions and Petra Rumpf.

Information about the persons proposed by the nomination committee to be re-elected as board members is set forth in the company's annual report as well as on the company's website, <http://www.vimian.com>.

***Proposal regarding the election of the auditor (item 13)***

The nomination committee proposes that Grant Thornton Sweden AB is re-elected as auditor for the company for the period until the end of the next Annual General Meeting, which is in accordance with the audit committee's recommendation. Should the nomination committee's proposal for auditor be adopted, Grant Thornton Sweden AB has informed that authorised public accountant Camilla Nilsson will be appointed auditor in charge.

***Proposal regarding authorisation for the Board of Directors to resolve on new share issues (item 14)***

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors to, up until the next Annual General Meeting, on one or several occasions and with or without preferential rights for the shareholders, resolve on the issue of new shares, comprising a total of not more than 20 per cent of the total number of outstanding shares in the company after the utilisation of the authorisation. Such share issue resolution may be made with or without provisions for contribution in kind, set-off or other conditions.

The purpose of the authorisation is to increase the financial flexibility of the company and the general scope of the Board of Directors. Should the Board of Directors resolve on an issue with deviation from the shareholders' preferential rights, the reason therefore must be to strengthen the financial position of the company in a time and cost-effective manner or in accordance with a purchase agreement, or, alternatively, to procure capital for such acquisition. Upon such deviation from the shareholders' preferential rights, the new issue shall be made at market terms and conditions.

***Proposal regarding authorisation for the Board of Directors to resolve on acquisition and transfer of own shares (item 15)***

The Board of Directors proposes that the Annual General Meeting authorises the Board of Directors, for the period up the next Annual General Meeting, to resolve upon acquisition and transfer of shares in the company in accordance with the following:

- 1) Acquisition of shares in the company shall take place on Nasdaq Stockholm.
- 2) Acquisitions may only be made by a maximum of so many shares that, at any given time, the company's own holdings do not exceed ten (10) percent of all shares in the company.

- 3) Acquisitions may not take place at a price higher than the higher of the prices for the most recent independent trade and the highest current independent bid on Nasdaq Stockholm. Acquisitions may not take place at a price lower than the lowest price at which an independent acquisition may take place.
- 4) Transfer of shares according to the authorisation may be of all own shares held by the company at the time of the Board of Directors' resolution.
- 5) Transfer of shares on Nasdaq Stockholm may only take place at a price within the price interval at any time recorded on Nasdaq Stockholm, which shall refer to the interval between the highest buying price and the lowest selling price.
- 6) The authorisation may be exercised on one or more occasions during the period up until the Annual General Meeting 2027.

The purpose of the proposed authorisation is to enable (i) adapting the capital structure of the company to its capital needs from time to time, (ii) flexibility in transactions by means of paying with shares, and (iii) flexibility in incentive programs; and thereby contribute to an increased shareholder value.

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

***Proposal regarding adoption of new Articles of Association (item 17)***

In order to enable an efficient way to secure the delivery of shares under the proposed performance-based share program under item 18 and to introduce a class of shares that can serve as investment shares in Vimian's long-term incentive program, the Board of Directors proposes that the Annual General Meeting resolves to amend § 4 of the Articles of Association by introducing two new classes of shares, Class E1 2026 and Class E2 2026.

Class E1 2026 shares and Class E2 2026 shares are intended to be unlisted so-called hurdle shares to be held as investment shares under the company's long-term incentive program. Hurdle shares are a type of shares that convert to ordinary shares if certain conditions are met. The reclassification of Class E1 2026 shares and Class E2 2026 shares is dependent on the share price at a predetermined time, as further defined in the Articles of Association, attached as an appendix to this notice.

Should the share price reach a certain threshold, on the predetermined dates for each share class, the Board of Directors will resolve to reclassify a certain number of shares to ordinary shares. The Class E1 2026 shares and Class E2 2026 shares do not entitle to dividends but have a certain economic right corresponding to the difference between the threshold and the value of the ordinary share. An investment in Class E1 2026 shares and Class E2 2026 shares is a prerequisite for participation in the long-term incentive program proposed by the Board of Directors as set out in item 18 below.

The resolution to amend the Articles of Association in accordance with this item is conditional upon the Annual General Meeting also resolving to approve the Board of Directors' proposal for a resolution on the long-term incentive program in accordance with item 18 below.

The Board of Directors further proposes that the CEO is authorised to make such minor adjustments to this resolution as may prove necessary in connection with the registration thereof.

***Proposal regarding adoption of a long-term performance-based share program (item 18)***

The Board of Directors proposes that the Annual General Meeting resolves to adopt a long-term performance-based share program for the CEO, the executive management and other key employees as well as consultants<sup>1</sup> in the Vimian group in accordance with the below.

The resolution under item 18(a) shall be conditional upon i) the Annual General Meeting resolving on hedging measures in relation to the incentive program in accordance with the Board of Directors' proposal under items 18(b)-(d) below and that ii) the Annual General Meeting resolves in accordance with the Board of Directors' proposal pursuant to item 17 above regarding adoption of new Articles of Association.

**Adoption of long-term performance-based share program (item 18(a))**

*The program in summary*

The Board of Directors proposes that the Annual General Meeting resolves to adopt a long-term performance-based share program ("**LTIP 2026/2029**"). LTIP 2026/2029 is proposed to include the CEO, the executive management and other key employees in the Vimian group, in total not more than approximately 80 persons. Participants in LTIP 2026/2029 will be required to invest in Vimian by investing in Class E1 2026 shares and Class E2 2026 shares in Vimian Group AB (publ) ("**Investment Shares**"). Subsequently, participants will be given the opportunity to receive ordinary shares, so-called "**Performance Shares**", free of charge, on the terms set out below.

*Private investment*

In order to participate in LTIP 2026/2029, the participant must have made a private investment through the acquisition of Investment Shares. Investment Shares shall be transferred at market value at the time of transfer, which shall be determined by an independent valuation institute using the Black & Scholes valuation model based on market conditions at the time of transfer.

Class E1 2026 shares and Class E2 2026 shares are intended to be unlisted so-called hurdle shares to be held as investment shares under the company's long-term incentive program. Hurdle shares are a type of shares that convert to ordinary shares if certain conditions are met. The reclassification of Class E1 2026 shares and Class E2 2026 shares is dependent on the share price at a predetermined time, as further defined in the Articles of Association under item 17 above. Should the share price reach a certain threshold, on the predetermined dates for each share class, the Board of Directors will resolve to reclassify a certain number of shares to ordinary shares. The Class E1 2026 shares and Class E2 2026 shares do not entitle to dividends but have a certain economic right corresponding to the difference between the threshold and the value of the ordinary share.

The maximum number of Investment Shares that each participant may allocate under LTIP 2026/2029 is further described below. For each Investment Share held under LTIP 2026/2029, the company will grant participants up to three (3) rights to, provided that certain performance conditions are met, receive one (1) Performance Share free of charge per right ("**Performance Share Awards**") in accordance with the terms set out below.

*Terms and conditions*

A Performance Share Award may be exercised provided that the participant, with certain exceptions, from the start of LTIP 2026/2029 for the respective participant up to and including the date of publication of the company's interim report for the first quarter 2029 (the "**Vesting Period**") remains in his or her employment within the Vimian group. LTIP 2026/2029 shall be implemented as soon

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<sup>1</sup> What is said herein about employees shall also apply to consultants of Vimian.

as practicable after the Annual General Meeting's resolution to adopt LTIP 2026/2029. The final date for allocation of the Performance Share Awards under LTIP 2026/2029 shall be 31 December 2026. Newly hired key employees of the Vimian group may be invited to participate in LTIP 2026/2029 until 31 December 2026.

In addition to the requirement for the participant's continued employment and holding of Investment Shares during the Vesting Period, there are also requirements regarding (i) the Vimian group's adjusted EBITA<sup>2</sup> for the financial year 2028 and (ii) the Vimian group's revenue during the financial year 2028. Information on the outcome of the performance conditions will be provided no later than in the remuneration report for the financial year 2028. The Performance Shares will vest after the end of the Vesting Period.

#### Performance conditions for the Vimian group's adjusted EBITA

70 per cent of the Performance Share Awards granted to a participant will be conditional upon the fulfilment of a performance condition relating to the Vimian group's adjusted EBITA during the financial year 2028. The performance condition for the Vimian group's adjusted EBITA for the financial year 2028, set by the Board of Directors will specify a minimum and a maximum level. The target for the development of the Vimian group's adjusted EBITA is not published due to stock market and competitive aspects. The Board of Directors will determine the outcome related to the performance condition for the Vimian group's adjusted EBITA for the financial year 2028 when the audited financial statements for the financial year 2028 are available.

If the maximum level determined by the Board of Directors is reached or exceeded, the allocation will amount to (and not exceed) the maximum level of 100 per cent of the Performance Share Awards related to the performance condition for the Vimian group's adjusted EBITA in the financial year 2028. If the performance outcome is below the maximum level determined by the Board of Directors but exceeds the minimum level, allocation of shares will be made on a linear pro rata basis. No award for the performance condition will be made if the outcome is at or below the minimum level.

#### Performance conditions relating to Vimian group revenues

30 per cent of the Performance Share Awards granted to a participant will be conditional upon the fulfilment of a performance condition relating to the Vimian group's revenue during the financial year 2028. The performance condition relating to the Vimian group's revenue during the financial year 2028, determined by the Board of Directors will specify a minimum level and a maximum level. The target for the development of the Vimian group's revenue is not published, due to stock market and competitive aspects. The Board of Directors will determine the outcome related to the performance condition for the Vimian group's revenue for the financial year 2028 once the audited financial statements for the financial year 2028 are available.

If the maximum level determined by the Board of Directors is reached or exceeded, the allocation will amount to (and not exceed) the maximum level of 100 per cent of the Performance Share Awards related to the performance condition for the Vimian group's revenue in the financial year 2028. If the performance outcome is below the maximum level determined by the Board of Directors but exceeds the minimum level, the allocation of shares will be made on a linear pro rata basis. No award for the performance condition will be made if the outcome is at or below the minimum level.

#### *Performance Share Awards*

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<sup>2</sup> EBITA adjusted for items affecting comparability. EBITA is defined as operating profit excluding amortisation of intangible assets that were originally recognised in connection with business combinations.

In addition to the above, the following conditions shall apply to the Performance Share Awards:

- The Performance Share Awards will be granted free of charge as soon as practicable after the start of LTIP 2026/2029 provided that the participant has made a private investment through the acquisition of Investment Shares.
- The final date for the grant of the Performance Share Awards shall be 31 December 2026.
- Each Performance Award entitles the participant to receive one (1) Performance Share free of charge after the end of the Vesting Period (with certain exceptions where the vesting date may be accelerated) provided that the performance conditions set out above are met and that the participant, with certain exceptions, is still employed by the Vimian group and continues to hold his/her Investment Shares.
- In order to align the interests of the participants with those of the shareholders, Vimian will also compensate the participants for extraordinary dividends paid by increasing the number of Performance Shares to which the Performance Share Awards entitle after the Vesting Period.

#### *Design and management*

The Board of Directors shall be responsible for the detailed design and administration of the terms and conditions of LTIP 2026/2029, within the terms and conditions and guidelines set out above, including provisions for recalculation in the event of an intermediate bonus issue, split, rights issue and/or other similar events.

The Board of Directors shall also be entitled to make adjustments to meet specific foreign regulations or market conditions in connection with the detailed design and management of the terms and conditions of LTIP 2026/2029. In addition, the Board of Directors is given the right to cancel or adjust the program in the event of a public takeover bid or similar event. The Board of Directors shall also be entitled to make other adjustments if significant changes occur in the Vimian group or its business environment that would result in the adopted terms and conditions for LTIP 2026/2029 no longer fulfilling its purpose.

#### *Breakdown*

The participants are divided into different categories and in accordance with the above, LTIP 2026/2029 allows each participant within a category to subscribe for Investment Shares up to an individual cap comprising (i) the maximum number of Investment Shares the participant may acquire (the “**Individual Share Cap**”) and (ii) the maximum amount the participant may invest (the “**Individual Amount Cap**”). The Individual Share Cap and the Individual Amount Cap for each category are set out in the table below. For each category, a total cap shall also be established with respect to the aggregate number of Investment Shares that all participants within the category may collectively acquire (the “**Category Cap**”).

If a participant within a category chooses not to utilise his or her full Individual Share Cap, the remaining participants within the same category may subscribe for additional Investment Shares in excess of their respective Individual Share Caps (a “**Reallocation**”). Such Reallocation shall be made in proportion to each participant’s original Individual Share Cap.

Notwithstanding any Reallocation, no participant may under any circumstances invest an amount exceeding such participant’s Individual Amount Cap. The Individual Amount Cap shall thus constitute an absolute limitation on each participant’s total investment, regardless of whether the participant is permitted to acquire a number of Investment Shares exceeding his or her original Individual Share Cap through a Reallocation.

The total number of Investment Shares allocated to participants within a category, including any Reallocation, shall under no circumstances exceed the Category Cap for the relevant category.

Each participant in the different categories shall be entitled to the number of Performance Share Awards per Investment Share set out below.

<b>Category</b>	<b>Individual Amount Cap (SEK)</b>	<b>Individual Share Cap</b>	<b>Category Cap</b>	<b>Number of Performance Share Awards per Investment Share</b>
CEO (1 person)	1,000,000	168,566	168,566	3
Executive management (approximately 9 people)	500,000	84,282	758,538	2
Segment managers (approximately 20 people)	200,000	33,712	674,240	1.5
Other key employees (approximately 50 people)	100,000	16,856	842,800	1

#### *Delivery of shares*

To ensure delivery of shares under LTIP 2026/2029 and to enable the participants to acquire Investment Shares, the Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors to resolve on the issue, repurchase of issued shares and transfer of own shares in accordance with items 18(b)-(d) below.

#### *Scope and costs*

LTIP 2026/2029 will be reported in accordance with IFRS 2, which entails that the Performance Share Awards shall be expensed as a non-cash personnel expense over the term of LTIP 2026/2029.

Considering that the Investment Shares will be transferred at an estimated market value, the transfer of Investment Shares is not expected to entail any costs other than certain minor costs for preparation and administration.

The cost of LTIP 2026/2029 is estimated to amount to approximately SEK 49.4 million, excluding social security contributions, calculated in accordance with IFRS 2 on the basis of the following assumptions: (i) share price of SEK 25.48 at the start of the program, (ii) share price of SEK 50.96 at the end of the program, (iii) threshold level of 112.5 per cent for Class E1 2026 and 126.0 per cent for Class E2 2026 shares, (iv) assumed volatility of 40.0 per cent, (v) risk-free interest rate of 2.21 per cent, (vi) duration of 3 years, and (vii) 50 per cent vesting of all performance shares. The cost of social security contributions is estimated at approximately SEK 23.0 million, based on the assumptions above and that weighted social security contributions amount to 23.3 per cent. Together with the IFRS 2 cost, the company's total costs are estimated at approximately SEK 72.4 million for LTIP 2026/2029. In addition to what is stated above, the costs for LTIP 2026/2029 have been calculated on the basis that LTIP 2026/2029 comprises a maximum of approximately 80 participants and that each participant utilises the maximum investment.

*Effects on key performance indicators and dilution*

At a maximum allocation of 3,876,934 Performance Shares, and provided that hedging measures in accordance with items 18(b)-(d) below are approved by the Annual General Meeting, a maximum of 4,780,526 D shares will be issued. Furthermore, LTIP 2026/2029 includes allotment of a maximum of 2,444,144 Investment Shares to be acquired by the participants at market value at the time of transfer, which shall be determined by an independent valuation institute using the Black & Scholes valuation model based on market conditions at the time of transfer. This entails a maximum dilution effect of approximately 1.35 per cent of the number of shares and 1.35 per cent of the voting rights in the company. This is provided that hedging measures in accordance with items 18(b)-(d) are approved by the Annual General Meeting.

The table below shows the number of Class E shares that can be converted into ordinary shares given the specified examples of share prices at the end of the program.

<b>Share price at the end of the program</b>	<b>Number of Class E shares to be reclassified</b>	<b>Total dilution (shares)</b>	<b>Total dilution (votes)</b>
30	54,523	0.01 per cent	0.01 per cent
40	587,846	0.11 per cent	0.11 per cent
50	959,105	0.18 per cent	0.18 per cent
60	1,206,612	0.23 per cent	0.23 per cent

Taking into account shares that may be issued under previously implemented incentive programs in the form of warrant and employee stock option programs in Vimian and under the incentive program proposed to the Annual General Meeting, the maximum dilution effect is approximately 2.71 per cent. LTIP 2026/2029 is expected to have a marginal impact on Vimian's key ratios.

*The purpose of the proposal*

The purpose of LTIP 2026/2029 is to create conditions for attracting, motivating and retaining competent employees within the Vimian group and to strengthen the common interests between the employees', the shareholders' and the company's objectives and to increase the motivation to reach and exceed the company's financial targets.

LTIP 2026/2029 has been designed on the basis that it is desirable that key persons within the Vimian group are shareholders in the company. Participation in LTIP 2026/2029 requires the participant to have made a private investment through the acquisition of Investment Shares. By offering an allocation of Performance Share Awards based on the fulfilment of established performance-based conditions, participants are rewarded for increased shareholder value. LTIP 2026/2029 also rewards employees' continued loyalty and thereby the long-term value growth of Vimian. In light of this, the Board of Directors considers that the adoption of LTIP 2026/2029 will have a positive effect on the future development of the Vimian group and will consequently be beneficial for both the company and its shareholders.

*Preparation of the matter*

The terms of LTIP 2026/2029 have been prepared by the Board of Directors of the company. The Board of Directors has subsequently resolved to submit this proposal to the Annual General Meeting. Apart from the employees who have prepared the matter in accordance with instructions from the

Board of Directors, no employee who may be included in the program has participated in the preparation of the terms and conditions.

*Other share-based incentive programs, etc.*

Other than the incentive program proposed to be adopted at the Annual General Meeting, the similar program LTIP 2025/2028 adopted at the Extraordinary General Meeting 2025, and the warrant and employee stock option programs adopted at the Annual General Meetings 2023 and 2024, there are no outstanding share-related incentive programs in the company.

**Authorisation for the Board of Directors to resolve on a directed issue of Class E1 2026 shares, repurchase of issued Class E1 2026 shares and transfer of Class E1 2026 shares to participants in LTIP 2026/2029 (item 18(b))**

All resolutions under item 18(b)(i)-(iii) are proposed to be conditional upon i) the Annual General Meeting resolving in accordance with the Board of Directors' proposal under item 17 regarding the adoption of new Articles of Association, and ii) each other. All resolutions under item 18(b)(i)-(iii) are therefore proposed to be approved as one.

*Authorisation for the Board of Directors to resolve on the issue of Class E1 2026 shares (item 18(b)(i))*

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors to, during the period until the next Annual General Meeting, on one or more occasions, increase the company's share capital by not more than SEK 2,037.996168 by issuing not more than 1,222,072 Class E1 2026 shares. The new shares shall, with deviation from the shareholders' preferential rights, be subscribed for by a participating third party at a subscription price corresponding to the quota value. The purpose of the authorisation and the reason for the deviation from the shareholders' preferential rights in connection with the issue is to enable the participants in LTIP 2026/2029 to acquire Investment Shares for participation in LTIP 2026/2029.

*Authorisation for the Board of Directors to resolve on repurchase of own Class E1 2026 shares (item 18(b)(ii))*

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors to, during the period until the next Annual General Meeting, on one or more occasions, resolve to repurchase Class E1 2026 shares. The repurchase may only take place through an offer directed to all shareholders of Class E1 2026 shares and shall comprise all outstanding Class E1 2026 shares. Acquisitions shall be made at a price corresponding to the quota value of the share. Payment for acquired Class E1 2026 shares shall be made in cash. The purpose of the proposed authorisation to repurchase shares is to enable the participants in LTIP 2026/2029 to acquire Investment Shares for participation in LTIP 2026/2029.

*Resolution on the transfer of own Class E1 2026 shares (item 18(b)(iii))*

The Board of Directors proposes that the Annual General Meeting resolves that 1,222,072 Class E1 2026 shares acquired by the company pursuant to the authorisation to repurchase Class E1 2026 shares in accordance with item 18(b)(ii) above may be transferred to employees of the Vimian group in order to enable employees to acquire Investment Shares in order to participate in LTIP 2026/2029. The Board of Directors therefore proposes that the Annual General Meeting resolves that a maximum of 1,222,072 Class E1 2026 shares be transferred to employees in the Vimian group. Class E1 2026 shares shall be transferred at market value at the time of transfer, which shall be determined by an independent valuation institute using the Black & Scholes valuation model based on market conditions at the time of transfer.

**Authorisation for the Board of Directors to resolve on a directed issue of Class E2 2026 shares, repurchase of issued Class E2 2026 shares and transfer of Class E2 2026 shares to participants in LTIP 2026/2029 (item 18(c))**

All resolutions under item 18(c)(i)-(iii) are proposed to be conditional upon i) the Annual General Meeting resolving in accordance with the Board of Directors' proposal under item 17 regarding the adoption of new Articles of Association, and ii) each other. All resolutions under item 18(c)(i)-(iii) are therefore proposed to be approved as one.

*Authorisation for the Board of Directors to resolve on the issue of Class E2 2026 shares (item 18(c)(i))*

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors to, during the period until the next Annual General Meeting, on one or more occasions, increase the company's share capital by not more than SEK 2,037.996168 by issuing not more than 1,222,072 Class E2 2026 shares. The new shares shall, with deviation from the shareholders' preferential rights, be subscribed for by a participating third party at a subscription price corresponding to the quota value. The purpose of the authorisation and the reason for the deviation from the shareholders' preferential rights in connection with the issue is to enable the participants in LTIP 2026/2029 to acquire Investment Shares for participation in LTIP 2026/2029.

*Authorisation for the Board of Directors to resolve on repurchase of own Class E2 2026 shares (item 18(c)(ii))*

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors to, during the period until the next Annual General Meeting, on one or more occasions, resolve to repurchase Class E2 2026 shares. The repurchase may only take place through an offer directed to all shareholders of Class E2 2026 shares and shall comprise all outstanding Class E2 2026 shares. Acquisitions shall be made at a price corresponding to the quota value of the share. Payment for acquired Class E2 2026 shares shall be made in cash. The purpose of the proposed authorisation to repurchase shares is to enable the participants in LTIP 2026/2029 to acquire Investment Shares for participation in LTIP 2026/2029.

*Resolution on the transfer of own Class E2 2026 shares (item 18(c)(iii))*

The Board of Directors proposes that the Annual General Meeting resolves that 1,222,072 Class E2 2026 shares acquired by the company pursuant to the authorisation to repurchase Class E2 2026 shares in accordance with item 18(c)(ii) above may be transferred to employees of the Vimian group in order to enable employees to acquire Investment Shares in order to participate in LTIP 2026/2029. The Board of Directors therefore proposes that the Annual General Meeting resolves that a maximum of 1,222,072 Class E2 2026 shares be transferred to employees in the Vimian group. Class E2 2026 shares shall be transferred at market value at the time of transfer, which shall be determined by an independent valuation institute using the Black & Scholes valuation model based on market conditions at the time of transfer.

**Authorisation for the Board of Directors to resolve on a directed issue of Class D shares, repurchase of issued Class D shares and transfer of ordinary shares to participants in LTIP 2026/2029 (item 18(d))**

All resolutions under item 18(d)(i)-(iii) are proposed to be conditional upon i) the Annual General Meeting resolving in accordance with the Board of Directors' proposal under item 17 regarding the adoption of new Articles of Association, and ii) each other. All resolutions under item 18(d)(i)-(iii) are therefore proposed to be approved as one.

*Authorisation for the Board of Directors to resolve on the issue of Class D shares (item 18(d)(i))*

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors to, during the period until the next Annual General Meeting, on one or more occasions, increase the company's share capital by a maximum of 7,972.274686 SEK by issuing a maximum of 4,780,526 Class D shares. The new shares shall, with deviation from the shareholders' preferential rights, be subscribed for by a participating third party at a subscription price corresponding to the quota value. The purpose of the authorisation and the reason for the deviation from the shareholders' preferential rights in connection with the issue is to ensure delivery of shares under LTIP 2026/2029 and to cover any social security costs and compensation for extraordinary dividends in connection with LTIP 2026/2029.

*Authorisation for the Board of Directors to resolve on the repurchase of own Class D shares (item 18(d)(ii))*

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors to, during the period until the next Annual General Meeting, on one or more occasions, resolve to repurchase Class D shares. Repurchases may only be made through an offer directed to all holders of Class D shares and shall comprise all outstanding Class D shares. Acquisitions shall be made at a price corresponding to the quota value of the share. Payment for acquired Class D shares shall be made in cash. The purpose of the proposed repurchase authorisation is to ensure the delivery of shares and to cover any social security costs and compensation for extraordinary dividends in connection with LTIP 2026/2029.

*Resolution on transfer of own ordinary shares (item 18(d)(iii))*

The Board of Directors proposes that the Annual General Meeting resolves that 4,780,526 Class D shares acquired by the company pursuant to the authorisation to repurchase Class D shares in accordance with item 18(d)(ii) above may, after reclassification into ordinary shares, be transferred free of charge to the participants in LTIP 2026/2029, in accordance with the resolved terms and conditions, and be transferred to cover any social security costs in connection with LTIP 2026/2029.

The Board of Directors therefore proposes that the Annual General Meeting resolves that a maximum of 4,780,526 ordinary shares shall be transferable to participants in accordance with the terms and conditions of LTIP 2026/2029 and shall be transferable on Nasdaq Stockholm, including through a financial intermediary, at a price within the registered price interval at any given time to cover any social security contributions in accordance with the terms and conditions of LTIP 2026/2029. The number of shares that may be transferred is subject to recalculation because of an intermediate bonus issue, split, rights issue and/or other similar events.

**Special majority requirements**

A resolution in accordance with the proposal in item 14, 15, 17, 18(b)(i)-(ii), 18(c)(i)-(ii) and 18(d)(i)-(ii) above shall only be valid where supported by not less than two-thirds (2/3) of both votes cast and the shares represented at the Annual General Meeting. A resolution in accordance with the proposal in item 18(b)(iii), 18 (c)(iii) and 18(d)(iii) above shall only be valid where supported by not less than nine-tenths (9/10) of both votes cast and the shares represented at the Annual General Meeting.

**Shareholders' right to obtain information**

Shareholders are reminded of their right to, at the Annual General Meeting, obtain information from the Board of Directors and CEO in accordance with Chapter 7 Section 32 of the Swedish Companies Act. Shareholders who wish to submit questions in advance may do so by sending post to Vimian

Group AB, Riddargatan 19, SE-114 57 Stockholm, Sweden or via e-mail to [generalmeetings@vimian.com](mailto:generalmeetings@vimian.com).

### **Number of shares and votes**

As of the date of this notice, there are 529,262,637 shares outstanding in Vimian, corresponding to 526,294,558.5 votes, of which 525,964,772 are ordinary shares entitled to one vote per share and 938,605 are Class C shares, 1,485,532 are Class D shares, 291,237 are Class E1 2025 shares, 291,244 are Class E2 2025 shares, and 291,247 are Class E3 2025 shares entitled to one-tenth vote per share. As of the date of this notice, the company holds 1,485,532 treasury shares, all of which are Class D shares.

### **Authorisation**

The CEO shall be authorised to make such minor adjustments to the resolutions of the Annual General Meeting that may be necessary in connection with the registration thereof.

### **Documentation etc.**

The annual report and all other documentation for resolutions are available at the company's office at Riddargatan 19, SE-114 57 Stockholm, Sweden, and on the company's website [www.vimian.com](http://www.vimian.com), no later than three weeks before the Annual General Meeting. Moreover, the nomination committee's motivated statement is available at the company's above address, as well as on [www.vimian.com](http://www.vimian.com), from the date of this notice. Copies of the documents will be sent to shareholders who so request and who inform the company of their postal address.

### **Processing of personal data**

For information on how your personal data is processed, see the integrity policy that is available on Euroclear's website: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

If you have questions regarding our processing of your personal data, you can contact us by emailing [privacy@vimian.com](mailto:privacy@vimian.com). Vimian Group AB (publ) has company registration number 559234-8923 and the board's registered office is in Stockholm.

*This notice is a translation of a Swedish notice and in case of any deviations between the language versions, the Swedish version shall prevail.*

Stockholm March 2026  
**Vimian Group AB (publ)**  
The Board of Directors

**vimian™**

Appendix 3

**2025**

Remuneration report



# Remuneration report 2025

## Introduction

This remuneration report provides an outline of how Vimian Group AB (reg. no 559234-8923) (“Vimian”) guidelines for remuneration and other terms of employment for senior executives (the “remuneration guidelines”), adopted by the Extraordinary General Meeting 2025, have been applied in 2025. The report also provides details on the remuneration of Vimian’s CEO and deputy CEO.

In addition, the report contains a summary of Vimian’s outstanding long-term incentive programs. The report has been prepared in compliance with Chapter 8, Sections 53 a and 53 b of the Swedish Companies Act (2005:551) and the Rules on Remuneration of the Board and Group Management and on Incentive Programmes issued by the Swedish Stock Market Self-Regulating Committee (1 January 2021). Further information on executive remuneration is available in note 6 in the company’s Annual Report for 2025 (the “Annual Report 2025”).

Information on the work of the People & Sustainability Committee in 2025 is set out in the corporate governance report, which is available on p. 20 – 27 in the Annual Report 2025. Remuneration of the Board of Directors is not covered by this report. Such remuneration is resolved annually by the Annual General Meeting and disclosed in note 6 in the Annual Report 2025.

## The year in summary

The CEO summarises Vimian’s overall performance in 2025 in the statement on p. 6-7 in the Annual Report 2025.

## Vimian's guidelines for remuneration to senior executives

The Remuneration Policy will contribute to the company's business strategy, long-term value growth and sustainability. This is ensured by offering market-based remuneration to attract and retain a competent executive management, provide long-term incentive programs and bonus programs focused on the company's business strategy, long-term goals and sustainability and by annually reviewing individual performances and goal achievement in relation to the company's financial and non-financial results.

According to the Remuneration Policy remuneration to senior officers should consist of the following remuneration components: fixed based salary, short-term incentives (STI), long-term incentive programs (LTI), pensions and other customary benefits.

The guidelines are found on p. 31 – 32 in the Annual Report 2025. No deviations have been made from the decision-making process that according to the guidelines should be applied to determine remuneration. No remuneration has been recalled. There have been no deviations from the Remuneration Policy during the financial year 2025. The auditor's statement on Vimian's compliance with the guidelines is available at the company's website.

## Total remuneration 2025

Below table sets out total remuneration paid to Vimian's CEO and deputy CEO during 2025 (EUR).

Ersättningar och förmåner, EUR		Grundlön*	Rörlig ersättning / bonus	Pensions-förmåner	Övrig ersättning / förmåner**	Avgångs-vederlag	Andel fast / rörlig ersättning (%)
Alireza Tajbakhsh	VD (från 23 nov, 2025)	45 658	128 244				281%
Patrik Eriksson	VD (till 16 jul, 2025)	397 403	147 332	10 864	103 115	342 537	37%
Carl-Johan Zetterberg Boudrie	Vice VD	347 637	62 051	100 628	48 543		18%

Note: \* Salary include vacation pay, sick leave, etc. and reflect full compensation for the year

Note: \*\*Variable compensation to Alireza Tajbakhsh consists of a sign-on bonus in the role of CEO and replaced all other variable compensation programs that Alireza Tajbakhsh had in his previous role as Head of Veterinary Services.

Note: \*\*\* Other remuneration / benefits includes health care insurance, representation, travel and other personnel expenses if they have been classified as personnel costs.

## Outstanding long-term incentive programmes

At the annual general meeting 2023, 2024 and 2025, respectively, it was resolved to introduce the following long-term incentive programs: (i) a combined warrant and employee stock option program for employees and consultants ("LTI 2023") and ii) a program in the form of employee stock options for employees ("LTI 2024") and iii) a program consisting of investment shares and performance share units ("LTI 2025").

### LTI 2023

LTI 2023 comprises a combination of warrants and employee stock options: 1,171,155 warrants are transferred to 47 participants at a price corresponding to the market value and 19,108 employee stock options are transferred to 20 participants. Each warrant and employee stock option, respectively, entitles to subscription of the same number of new ordinary shares in Vimian. The warrants were issued free of charge to Vimian Group AB (publ) and the last day for allotment to participants in LTI 2023 was 31 December 2023. The participants were offered to acquire warrants at market price, and the Company did not fund such investment. Participants not resident in Sweden was, for every 20 warrants that such employee acquires at market price, entitled to receive one employee stock option free of charge. The subscription price per ordinary share shall correspond to 120 per cent of the volume-weighted average price for the company's share during the time period of five trading days immediately prior to the transfer of warrants and the employee stock options, respectively. Subscription for new shares under the LTI 2023 can be made during the period 15 June 2026 to 15 July 2026.

### LTI 2024

LTI 2024 is an employee stock option program whereby employee stock options may be allotted to employees in Vimian free of charge. The employee stock options shall be able to be exercised after approximately three years, after which the holder is entitled to exercise the employee stock options to subscribe for shares during two periods: (i) during a period of 30 days after publication of the company's interim report for the period January – March 2027, and (ii) during a period of 30 days after publication of the company's interim report for the period January – September 2027, respectively. LTI 2024 was directed to 152 employees across the Group with a total of 4,758,116 employee stock options.

Each employee stock option entitles the employee to acquire one share in Vimian in accordance with the following terms and conditions: (i) the employee stock options will be allotted free of charge and (ii) each employee stock option that is transferred entitles the holder to acquire one (1) ordinary share in Vimian provided that the participant, with certain exceptions, is still employed within the group until the employee stock options can be exercised in accordance with its terms, at an exercise price corresponding to 139.4 per cent of the volume-weighted average price for the company's share during the time period of five trading days immediately prior to the initial allotment of employee stock options to employees.

### LTI 2025

LTI 2025 includes the CEO, the executive management and other key employees in the Vimian group, in total 37 persons. Participants in LTI 2025 was required to make a private investment in Vimian by investing in Class E1 2025 shares, Class E2 2025 shares and Class E3 2025 shares in Vimian Group AB (publ) ("Investment Shares"). Subsequently, participants will be given the opportunity to receive ordinary shares, so-called "Performance

Shares”, free of charge based on the fulfilment of established performance-based conditions. In total 873,728 Investment Shares and 1,485,532 Performance Shares.

A performance right may be exercised provided that the participant, with certain exceptions, from the start of LTI 2025 for the respective participant up to and including the date of publication of the company’s interim report for the first quarter 2028 (the “Vesting Period”) remains in his or her employment within the Vimian group. The final date for allocation of the Performance Share rights under LTI 2025 shall be 31 December 2025. In addition to the requirement for the participant’s continued employment and holding of Investment Shares during the Vesting Period, there are also requirements regarding (i) the Vimian group’s adjusted EBITA for the financial year 2027 and (ii) the Vimian group’s revenue during the financial year 2027. Seventy per cent of the Performance Share Awards granted to a participant will be conditional upon the fulfilment of a performance condition relating to the Vimian group’s adjusted EBITA during the financial year 2027 and thirty per cent of the Performance Share Awards granted to a participant will be conditional upon the fulfilment of a performance condition relating to the Vimian group’s revenue during the financial year 2027. Information on the outcome of the performance conditions will be provided no later than in the remuneration report for the financial year 2027. The Performance Shares will vest after the end of the Vesting Period.

**Participation in long-term incentive programmes**

	Programme	Instrument	Opening balance	Change during the year			Closing balance
			Outstanding at the beginning of the year	Acquired during the year	Exercised during the year	Repurchased during the year	Outstanding at the end of the year
Alireza Tajbakhsh	LTIP 2022	Warrants	275 000		275 000		0
	LTIP 2023	Warrants	10 000				10 000
	LTIP 2024	Employee stock options	135 000				135 000
	LTIP 2025	Investment shares		129 153			129 153
	LTIP 2025	Performance share rights		346 069			346 069
Carl-Johan Zetterberg Boudrie	LTIP 2022	Warrants	41 071		41 071		0
	LTIP 2024	Employee stock options	160 000				160 000
	LTIP 2025	Investment shares		49 668			49 668
	LTIP 2025	Performance share rights		99 336			99 336
Patrik Eriksson	LTIP 2023	Warrants	81 905			27 301	54 604
	LTIP 2023	Employee stock options	1 365				0
	LTIP 2024	Employee stock options	341 000				0

*Note: Employee stock options are conditional upon employment with the Group.*

## Short-term incentive programmes

The annual variable remuneration shall be measured during a calendar year and be conditional upon the fulfilment of predefined and measurable objectives, whereby profitability and sales development or other financial objectives such as cash flow, capital tied up or similar are weighted between 0-80 per cent and sustainability development objectives with 10-20 per cent. Set personal objectives may correspond to a maximum of 50 per cent. The annual variable remuneration shall amount to a maximum of 100 per cent of the annual fixed salary for the CEO and 75 per cent for the other executives.

The terms and conditions for variable remuneration shall be designed so that the Board of Directors may choose, under exceptional economic circumstances, to limit or refrain from payment of variable remuneration if such a measure is considered reasonable.

Below table outlines short term incentives paid during 2025.

Short term incentive, EUR		Max bonus as % of base	Description of criteria	Relative weighting	Outcome	Actual awarded remuneration	Total bonus
Alireza Tajbakhsh*	CEO (from Nov 23, 2025)	70%				128 244	128 244
Patrik Eriksson	CEO (until 16 Jul, 2025)	70%	Organic revenue growth	40%	69%	85 255	147 332
			Adjusted EBITA	40%	0%		
			Sustainability	20%	100%	62 078	
Carl-Johan Zetterberg Boudrie	Deputy CEO	50%	Organic revenue growth	40%	69%	37 486	62 051
			Adjusted EBITA	40%	0%		
			Sustainability	20%	90%	24 565	

Note: \*Variable compensation to Alireza Tajbakhsh consists of a sign-on bonus in the role of CEO and replaced all other variable compensation programs that Alireza Tajbakhsh had in his previous role as Head of Veterinary Services.

## Change in remuneration and the company's earnings during the last five financial years

The table below shows Vimian's development in financial performance, the annual total remuneration CEO and the average total remuneration for all other employees.

	FY2021*	FY2022	FY2023	FY2024	FY2025
Annual change, CEO total remuneration	-	16%	246%	-44%	61%
Annual change, Adjusted EBITA	-	37%	19%	9%	11%
Annual change, average employee remuneration	-	9%	1%	4%	4%

Note: The total remuneration for the CEO in FY2023 and FY2025 includes severance pay for departing CEO.

Note: \*Vimian Group was founded in 2021 why no relevant comparables prior to Vimian Group being formed.



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## **ARTICLES OF ASSOCIATION**

*Articles of association for Vimian Group AB, registration number 559234-8923, adopted by the annual general meeting held on 29 April 2026.*

### **1 § Name of company**

The name of the company is Vimian Group AB. The company is public (publ).

### **2 § Registered office of the company**

The registered office of the company is situated in Stockholm.

### **3 § Object of the company**

The object of the company's business is directly or indirectly, to own and manage real and movable property, and any other activities compatible therewith.

### **4 § Share capital and number of shares**

The share capital shall be not less than SEK 500,000 and not more than SEK 2,000,000. The number of shares shall be not less than 300,000,000 and not more than 1,200,000,000.

The shares shall be of ordinary shares, as well as seven reclassifiable share classes referred to as Class C shares, Class D shares, Class E1 2025 shares, Class E2 2025 shares, Class E3 2025 shares, Class E1 2026 shares and Class E2 2026 shares.

The ordinary shares shall carry one (1) vote. The Class C shares, the Class D shares, the Class E1 2025 shares, the Class E2 2025 shares, the Class E3 2025 shares, the Class E1 2026 shares and the Class E2 2026 shares shall carry one-tenth (0.1) vote each. Shares of either class may be issued up to an amount corresponding to the entire share capital.

Ordinary shares and Class C shares are entitling to dividend. Class D shares, Class E1 2025 shares, Class E2 2025 shares, Class E3 2025 shares, Class E1 2026 shares and Class E2 2026 shares are not entitling to dividends. In the event of the liquidation of the company, Class D shares, Class E1 2025 shares, Class E2 2025 shares, Class E3 2025 shares, Class E1 2026 shares and Class E2 2026 shares are entitled to the same proportion of the company's assets as the other shares, but not to an amount exceeding the quota value of the share.

#### *Reclassification of C shares*

The Class C shares may, upon request by a shareholder and by a resolution by the Board of Directors, be reclassified to ordinary shares. Immediately thereafter, the Board of Directors shall report the reclassification to the Swedish Companies Registration Office for registration. The reclassification is effected when it has been registered and the reclassification been noted in the central securities depository register.

#### *Reclassification of Class D shares*

Class D shares held by the company may be reclassified to ordinary shares by a resolution of the Board of Directors. Immediately thereafter, the Board of Directors shall report the reclassification to the Swedish Companies Registration Office for registration. The reclassification is effected when it has been registered and the reclassification been noted in the central securities depository register.

#### *Reclassification of Class E1 2025 shares*

Class E1 2025 shares may be reclassified to ordinary shares by a resolution of the Board of Directors. The Board of Directors shall resolve on such reclassification as soon as possible and at the latest within two weeks after the condition for reclassification has been met.

The condition for reclassification is (i) that the volume-weighted average price of the company's ordinary share on Nasdaq Stockholm during the five trading days immediately following the date of publication of the company's interim report for the first quarter 2028 or on 1 June 2028, whichever is earlier, or, alternatively, (ii) in the absence of an applicable price for the company's ordinary share on Nasdaq Stockholm the market value of the company's share on 1 June 2028, determined in accordance with established valuation principles (the "**Closing Price 2028**") amounts to at least 112.5 per cent of the volume-weighted average price of the company's ordinary share on Nasdaq Stockholm during the five trading days immediately preceding the company's first offer to acquire E1 2025 shares (the "**Threshold 2025:1**").

Subject to the fulfilment of the condition, the Board of Directors shall, provided that the necessary regulatory approvals have been obtained, resolve to reclassify a certain number of Class E1 2025 shares to ordinary shares calculated in accordance with the formulae below. The reclassification shall be made pro rata in relation to each Class E1 2025 shareholder's holding of Class E1 2025 shares at the time of the resolution for the reclassification.

$$(\text{Closing Price 2028} - \text{Threshold 2025:1}) \times \text{number of outstanding Class E1 2025 shares} \times \text{reclassification factor}^1$$

$$\begin{array}{l} \text{Number of Class E1 2025} \\ \text{shares to be reclassified} = \end{array} \quad / \quad \begin{array}{l} \\ \\ \\ \text{Closing Price 2028} \end{array}$$

Only a whole number of Class E1 2025 shares can be reclassified, rounding down to the nearest whole ordinary share. The threshold and the reclassification factor shall be subject to recalculation following a reverse share split or share split, certain types of share issues, extraordinary dividends or similar corporate events occurring before reclassification, considering the customary principles for recalculation in warrant and share-based incentive programs in the stock market as resolved upon by the Board of Directors.

Immediately after a resolution to reclassify shares has been made, the Board of Directors shall report the reclassification to the Swedish Companies Registration Office for registration. The reclassification is effected when it has been registered and the reclassification been noted in the central securities depository register.

#### *Reclassification of Class E2 2025 shares*

Class E2 2025 shares may be reclassified to ordinary shares by a resolution of the Board of Directors. The Board of Directors shall resolve on such reclassification as soon as possible and at the latest within two weeks after the condition for reclassification has been met.

The condition for reclassification is that the Closing Price 2028 amounts to at least 122.5 per cent of the volume-weighted average price of the company's ordinary share on Nasdaq Stockholm during the five trading days immediately preceding the company's first offer to acquire E2 2025 shares (the "**Threshold 2025:2**").

Subject to the fulfilment of the condition, the Board of Directors shall, provided that the necessary regulatory approvals have been obtained, resolve to reclassify a certain number of Class E2 2025 shares to ordinary shares calculated in accordance with the formulae below. The reclassification shall be made pro rata in relation to each Class E2 2025 shareholder's holding of Class E2 2025 shares at the time of the resolution for the reclassification.

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<sup>1</sup> The reclassification factor at the time of issuance of Class E1 2025 shares is defined as one (1.0).

$$\frac{(\text{Closing Price 2028} - \text{Threshold 2025:2}) \times \text{number of outstanding Class E2 2025 shares} \times \text{reclassification factor}^2}{\text{Closing Price 2028}}$$

Number of Class E2 2025 shares to be reclassified =

Closing Price 2028

Only a whole number of Class E2 2025 shares can be reclassified, rounding down to the nearest whole ordinary share. The threshold and the reclassification factor shall be subject to recalculation following a reverse share split or share split, certain types of share issues, extraordinary dividends or similar corporate events occurring before reclassification, considering the customary principles for recalculation in warrant and share-based incentive programs in the stock market as resolved upon by the Board of Directors.

Immediately after a resolution to reclassify shares has been made, the Board of Directors shall report the reclassification to the Swedish Companies Registration Office for registration. The reclassification is effected when it has been registered and the reclassification been noted in the central securities depository register.

#### *Reclassification of Class E3 2025 shares*

Class E3 2025 shares may be reclassified to ordinary shares by a resolution of the Board of Directors. The Board of Directors shall resolve on such reclassification as soon as possible and at the latest within two weeks after the condition for reclassification has been met.

The condition for reclassification is that the Closing Price 2028 amounts to at least 133.1 per cent of the volume-weighted average price of the company's ordinary share on Nasdaq Stockholm during the five trading days immediately preceding the company's first offer to acquire E3 2025 shares (the "**Threshold 2025:3**").

Subject to the fulfilment of the condition, the Board of Directors shall, provided that the necessary regulatory approvals have been obtained, resolve to reclassify a certain number of Class E3 2025 shares to ordinary shares calculated in accordance with the formulae below. The reclassification shall be made pro rata in relation to each Class E3 2025 shareholder's holding of Class E3 2025 shares at the time of the resolution for the reclassification.

$$\frac{(\text{Closing Price 2028} - \text{Threshold 2025:3}) \times \text{number of outstanding Class E3 2025 shares} \times \text{reclassification factor}^3}{\text{Closing Price 2028}}$$

Number of Class E3 2025 shares to be reclassified =

Closing Price 2028

Only a whole number of Class E3 2025 shares can be reclassified, rounding down to the nearest whole ordinary share. The threshold and the reclassification factor shall be subject to recalculation following a reverse share split or share split, certain types of share issues, extraordinary dividends or similar corporate events occurring before reclassification, considering the customary principles for recalculation in warrant and share-based incentive programs in the stock market as resolved upon by the Board of Directors.

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<sup>2</sup> The reclassification factor at the time of issuance of Class E2 2025 shares is defined as one (1.0).

<sup>3</sup> The reclassification factor at the time of issuance of Class E3 2025 shares is defined as one (1.0).

Immediately after a resolution to reclassify shares has been made, the Board of Directors shall report the reclassification to the Swedish Companies Registration Office for registration. The reclassification is effected when it has been registered and the reclassification been noted in the central securities depository register.

*Reclassification of Class E1 2026 shares*

Class E1 2026 shares may be reclassified to ordinary shares by a resolution of the Board of Directors. The Board of Directors shall resolve on such reclassification as soon as possible and at the latest within two weeks after the condition for reclassification has been met.

The condition for reclassification is (i) that the volume-weighted average price of the company's ordinary share on Nasdaq Stockholm during the five trading days immediately following the date of publication of the company's interim report for the first quarter 2029 or on 1 June 2029, whichever is earlier, or, alternatively, (ii) in the absence of an applicable price for the company's ordinary share on Nasdaq Stockholm the market value of the company's share on 1 June 2029, determined in accordance with established valuation principles (the "**Closing Price 2029**") amounts to at least 112.5 per cent of the volume-weighted average price of the company's ordinary share on Nasdaq Stockholm during the five trading days immediately preceding the company's first offer to acquire E1 2026 shares (the "**Threshold 2026:1**").

Subject to the fulfilment of the condition, the Board of Directors shall, provided that the necessary regulatory approvals have been obtained, resolve to reclassify a certain number of Class E1 2026 shares to ordinary shares calculated in accordance with the formulae below. The reclassification shall be made pro rata in relation to each Class E1 2026 shareholder's holding of Class E1 2026 shares at the time of the resolution for the reclassification.

$$\frac{(\text{Closing Price 2029} - \text{Threshold 2026:1}) \times \text{number of outstanding Class E1 2026 shares} \times \text{reclassification factor}^4}{\text{Closing Price 2029}}$$

Number of Class E1 2026 shares to be reclassified =

Closing Price 2029

Only a whole number of Class E1 2026 shares can be reclassified, rounding down to the nearest whole ordinary share. The threshold and the reclassification factor shall be subject to recalculation following a reverse share split or share split, certain types of share issues, extraordinary dividends or similar corporate events occurring before reclassification, considering the customary principles for recalculation in warrant and share-based incentive programs in the stock market as resolved upon by the Board of Directors.

Immediately after a resolution to reclassify shares has been made, the Board of Directors shall report the reclassification to the Swedish Companies Registration Office for registration. The reclassification is effected when it has been registered and the reclassification been noted in the central securities depository register.

*Reclassification of Class E2 2026 shares*

Class E2 2026 shares may be reclassified to ordinary shares by a resolution of the Board of Directors. The Board of Directors shall resolve on such reclassification as soon as possible and at the latest within two weeks after the condition for reclassification has been met.

The condition for reclassification is (i) that the Closing Price 2029 amounts to at least 126.0 per cent of the volume-weighted average price of the company's ordinary share on Nasdaq Stockholm during the

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<sup>4</sup> The reclassification factor at the time of issuance of Class E1 2026 shares is defined as one (1.0).

five trading days immediately preceding the company's first offer to acquire E2 2026 shares (the "Threshold 2026:2").

Subject to the fulfilment of the condition, the Board of Directors shall, provided that the necessary regulatory approvals have been obtained, resolve to reclassify a certain number of Class E2 2026 shares to ordinary shares calculated in accordance with the formulae below. The reclassification shall be made pro rata in relation to each Class E2 2026 shareholder's holding of Class E2 2026 shares at the time of the resolution for the reclassification.

$$\text{Number of Class E2 2026 shares to be reclassified} = \frac{(\text{Closing Price 2029} - \text{Threshold 2026:2}) \times \text{number of outstanding Class E2 2026 shares} \times \text{reclassification factor}^5}{\text{Closing Price 2029}}$$

Only a whole number of Class E2 2026 shares can be reclassified, rounding down to the nearest whole ordinary share. The threshold and the reclassification factor shall be subject to recalculation following a reverse share split or share split, certain types of share issues, extraordinary dividends or similar corporate events occurring before reclassification, considering the customary principles for recalculation in warrant and share-based incentive programs in the stock market as resolved upon by the Board of Directors.

Immediately after a resolution to reclassify shares has been made, the Board of Directors shall report the reclassification to the Swedish Companies Registration Office for registration. The reclassification is effected when it has been registered and the reclassification been noted in the central securities depository register.

#### *Redemption of C-shares and D-shares*

Reduction of share capital, which in any case shall not fall below the minimum share capital, may, upon the request of an owner of Class C shares or Class D shares and a resolution by the company's Board of Directors or the General Meeting, take place through redemption of Class C shares or Class D shares. Requests from shareholders shall be made in writing. When a resolution on reduction has been passed, the reduction amount shall be transferred to the company's reserve fund.

The redemption price for Class D shares shall be the quota value of the share.

The redemption price for Class C shares shall correspond to the lower of (i) 50 per cent of the subscription price in SEK at which C-shares in the company has been subscribed for which are subject to redemption at a date when the Board of Directors passes a resolution on redemption; however that in the event C-shares redeemed on the same date have been subscribed for at different subscription prices, the average price shall apply; and (ii) 50 per cent of the volume weighted average share price for the company's ordinary share during the preceding three months at the time of the redemption resolution. The redemption price shall be paid no later than three (3) months after the registration of the Board of Directors' resolution of the redemption of shares.

When a resolution on redemption has been made, an amount equal to the amount of the reduction shall be allocated to the reserve fund if the necessary funds are available. Immediately after a resolution on redemption of shares has been made, the Board of Directors shall report the redemption to the Swedish Companies Registration Office for registration. The redemption is effected when it has been registered and the redemption been noted in the central securities depository register.

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<sup>5</sup> The reclassification factor at the time of issuance of Class E2 2026 shares is defined as one (1.0).

#### *Redemption of Class E1 2025 shares*

Immediately after reclassification as set out above, the Board of Directors shall resolve on the redemption of Class E1 2025 shares not reclassified.

Reduction of share capital, which in any case shall not fall below the minimum share capital, may be effected, by a resolution of the Board of Directors, through the redemption of Class E1 2025 shares. Such resolution by the Board of Directors may relate to a certain number or all outstanding Class E1 2025 shares.

The share capital may also be reduced, but not to less than the minimum share capital, at the request of a Class E1 2025 shareholder, and following a resolution of the Board of Directors, by redemption of the shareholder's Class E1 2025 shares. Such resolution by the Board of Directors on redemption is subject to the necessary regulatory approvals being obtained and shall be made no later than one month after the request by the shareholder or, where regulatory approval is required, no later than one month after such approval is obtained.

When a resolution is made to redeem Class E1 2025 shares, an amount corresponding to the reduction amount shall be allocated to the reserve fund if the necessary funds are available. Immediately after a resolution on redemption of shares has been made, the Board of Directors shall report the redemption to the Swedish Companies Registration Office for registration. The redemption is effected when it has been registered and the redemption been noted in the central securities depository register. No consideration shall be paid upon redemption of Class E1 2025 shares.

#### *Redemption of Class E2 2025 shares*

Immediately after reclassification as set out above, the Board of Directors shall resolve on the redemption of Class E2 2025 shares not reclassified.

Reduction of share capital, which in any case shall not fall below the minimum share capital, may be effected, by a resolution of the Board of Directors, through the redemption of Class E2 2025 shares. Such resolution by the Board of Directors may relate to a certain number or all outstanding Class E2 2025 shares.

The share capital may also be reduced, but not to less than the minimum share capital, at the request of a Class E2 2025 shareholder, and following a resolution of the Board of Directors, by redemption of the shareholder's Class E2 2025 shares. Such resolution by the Board of Directors on redemption is subject to the necessary regulatory approvals being obtained and shall be made no later than one month after the request by the shareholder or, where regulatory approval is required, no later than one month after such approval is obtained.

When a resolution is made to redeem Class E2 2025 shares, an amount corresponding to the reduction amount shall be allocated to the reserve fund if the necessary funds are available. Immediately after a resolution on redemption of shares has been made, the Board of Directors shall report the redemption to the Swedish Companies Registration Office for registration. The redemption is effected when it has been registered and the redemption been noted in the central securities depository register. No consideration shall be paid upon redemption of Class E2 2025 shares.

#### *Redemption of Class E3 2025 shares*

Immediately after reclassification as set out above, the Board of Directors shall resolve on the redemption of Class E3 2025 shares not reclassified.

Reduction of share capital, which in any case shall not fall below the minimum share capital, may be effected, by a resolution of the Board of Directors, through the redemption of Class E3 2025 shares. Such resolution by the Board of Directors may relate to a certain number or all outstanding Class E3 2025 shares.

The share capital may also be reduced, but not to less than the minimum share capital, at the request of a Class E3 2025 shareholder, and following a resolution of the Board of Directors, by redemption of the shareholder's Class E3 2025 shares. Such resolution by the Board of Directors on redemption is subject to the necessary regulatory approvals being obtained and shall be made no later than one month after the request by the shareholder or, where regulatory approval is required, no later than one month after such approval is obtained.

When a resolution is made to redeem Class E3 2025 shares, an amount corresponding to the reduction amount shall be allocated to the reserve fund if the necessary funds are available. Immediately after a resolution on redemption of shares has been made, the Board of Directors shall report the redemption to the Swedish Companies Registration Office for registration. The redemption is effected when it has been registered and the redemption been noted in the central securities depository register. No consideration shall be paid upon redemption of Class E3 2025 shares.

#### *Redemption of Class E1 2026 shares*

Immediately after reclassification as set out above, the Board of Directors shall resolve on the redemption of Class E1 2026 shares not reclassified.

Reduction of share capital, which in any case shall not fall below the minimum share capital, may be effected, by a resolution of the Board of Directors, through the redemption of Class E1 2026 shares. Such resolution by the Board of Directors may relate to a certain number or all outstanding Class E1 2026 shares.

The share capital may also be reduced, but not to less than the minimum share capital, at the request of a Class E1 2026 shareholder, and following a resolution of the Board of Directors, by redemption of the shareholder's Class E1 2026 shares. Such resolution by the Board of Directors on redemption is subject to the necessary regulatory approvals being obtained and shall be made no later than one month after the request by the shareholder or, where regulatory approval is required, no later than one month after such approval is obtained.

When a resolution is made to redeem Class E1 2026 shares, an amount corresponding to the reduction amount shall be allocated to the reserve fund if the necessary funds are available. Immediately after a resolution on redemption of shares has been made, the Board of Directors shall report the redemption to the Swedish Companies Registration Office for registration. The redemption is effected when it has been registered and the redemption been noted in the central securities depository register. No consideration shall be paid upon redemption of Class E1 2026 shares.

#### *Redemption of Class E2 2026 shares*

Immediately after reclassification as set out above, the Board of Directors shall resolve on the redemption of Class E2 2026 shares not reclassified.

Reduction of share capital, which in any case shall not fall below the minimum share capital, may be effected, by a resolution of the Board of Directors, through the redemption of Class E2 2026 shares. Such resolution by the Board of Directors may relate to a certain number or all outstanding Class E2 2026 shares.

The share capital may also be reduced, but not to less than the minimum share capital, at the request of a Class E2 2026 shareholder, and following a resolution of the Board of Directors, by redemption of the shareholder's Class E2 2026 shares. Such resolution by the Board of Directors on redemption is subject to the necessary regulatory approvals being obtained and shall be made no later than one month after the request by the shareholder or, where regulatory approval is required, no later than one month after such approval is obtained.

When a resolution is made to redeem Class E2 2026 shares, an amount corresponding to the reduction amount shall be allocated to the reserve fund if the necessary funds are available. Immediately after a

resolution on redemption of shares has been made, the Board of Directors shall report the redemption to the Swedish Companies Registration Office for registration. The redemption is effected when it has been registered and the redemption been noted in the central securities depository register. No consideration shall be paid upon redemption of Class E2 2026 shares.

## **5 § New shares**

If the company resolves to issue new ordinary shares, Class C shares, Class D shares, Class E1 2025 shares, Class E2 2025 shares, Class E3 2025 shares, E1 2026 shares or E2 2026 shares, against payment other than contribution in kind, owners of ordinary shares, Class C shares, Class D shares, Class E1 2025 shares, Class E2 2025 shares, Class E3 2025 shares, E1 2026 shares and E2 2026 shares shall enjoy preferential rights to subscribe for new shares of the same class pro rata to the number of shares previously held by them (primary preferential rights). Shares which are not subscribed for pursuant to the primary preferential rights shall be offered to all shareholders for subscription (subsidiary preferential rights). If the number of shares thus offered are not sufficient for the subscription on the basis of subsidiary preferential rights, the shares shall be allocated between the subscribers pro rata to the number of shares previously held and, to the extent such allocation cannot be effected, by the drawing of lots.

If the company resolves to issue fewer than all classes of shares, against payment other than contribution in kind, all shareholders, irrespective of whether their shares are ordinary shares, Class C shares, Class D shares, Class E1 2025 shares, Class E2 2025 shares, Class E3 2025 shares, E1 2026 shares or E2 2026 shares have preferential rights to subscribe for new shares pro rata to the number of shares previously held by them.

Should the company resolve on an issue of warrants or convertibles, against other payment than contribution in kind, the above stated regarding the shareholders' preferential rights should apply mutatis mutandis.

The provisions above shall not entail any restrictions on the possibility for the company to adopt a resolution regarding a cash issue or set-off issue without regard to shareholders' pre-emption rights.

Upon an increase in the share capital by way of a bonus issue, new shares of each class shall be issued pro rata to the number of shares of the same class which are already in existence. In relation thereto, old shares of a particular class shall entitle the holder to pre-emption rights to new shares of the same class. The aforementioned shall not entail any restrictions on the possibility for the company to issue shares of a new class through a bonus issue, following any necessary amendments to the articles of association.

## **6 § Board of directors**

The board of directors elected by the general meeting shall consist of not less than three (3) members and not more than ten (10) members.

## **7 § Auditors**

The company shall have not less than one (1) and not more than two (2) auditors and not more than two (2) deputy auditors. As auditor and, when applicable, deputy auditor, shall an authorised public accountant or a registered public accounting firm be elected.

## **8 § Notice of general meetings**

Notice of general meetings shall be made through announcement in Post- och Inrikes Tidningar and on the company's website. It shall be announced in Dagens Industri that a notice of a general meeting has been issued.

## **9 § Participation at general meetings**

In order to participate at a general meeting, a shareholder must notify the company of the intention to attend no later than on the day stipulated in the notice of the general meeting. Such a day must not be a Sunday, any other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and must not be more than the fifth weekday prior to the general meeting.

A shareholder may be accompanied by assistants at a general meeting only where the shareholder has given the company notice of the number of assistants (not more than two) as specified in the previous paragraph.

## **10 § Annual general meeting**

The following matters shall be addressed at the annual general meeting.

1. Election of a chairman of the meeting;
2. Preparation and approval of the voting register;
3. Approval of the agenda;
4. Election of one or two persons to attest the minutes;
5. Determination of whether the meeting was duly convened;
6. Submission of the annual report and auditor's report and, where applicable, the consolidated financial statements and auditor's report for the group;
7. Resolutions regarding
  - a) adoption of the income statement and balance sheet and, where applicable, the consolidated income statement and consolidated balance sheet;
  - b) allocation of the company's profit or loss according to the adopted balance sheet;
  - c) discharge from liability for board members and the managing director;
8. Determination of the number of members of the board of directors, and the number of auditors and deputy auditors;
9. Determination of fees for the board of directors and the auditors;
10. Election of the members of the board of directors and auditors and deputy auditors;
11. Any other business incumbent on the meeting according to the Companies Act or the articles of association.

## **11 § Collecting of powers of attorneys and vote by post**

The board of directors may collect powers of attorney in accordance with the procedure described in Chapter 7, section 4, second paragraph of the Companies Act (2005:551).

The board of directors has the right before a general meeting to decide that the shareholders shall be able to exercise their right to vote by post before the general meeting.

## **12 § Financial year**

The company's financial year shall comprise the period commencing 1 January up to and including 31 December.

## **13 § Central securities depository clause**

The Company's shares shall be registered in a central securities depository register in accordance with the Swedish Financial Instruments Accounts Act (1998:1479).