

# Notice of Annual General Meeting in VNV Global AB (publ)

**VNV Global AB (publ), reg. no. 556677-7917, with its registered office in Stockholm, Sweden, (“VNV Global” or the “Company”) hereby gives notice of the Annual General Meeting (the “Meeting”) on Tuesday, 4 May 2021.**

Due to the extraordinary situation resulting from the covid-19 pandemic, VNV Global’s Annual General Meeting will be carried out through advance voting (postal voting) pursuant to temporary legislation. No meeting with the possibility to attend in person or to be represented by a proxy will take place. Hence, the Meeting will be held without physical presence.

VNV Global welcomes all shareholders to exercise their voting rights at the Meeting through advance voting as described below. Information on the resolutions passed at the Meeting will be published on 4 May 2021 as soon as the result of the advance voting has been finally confirmed.

The shareholders may request in the advance voting form that a resolution on one or several of the matters on the proposed agenda below should be deferred to a so-called continued general meeting, which cannot be conducted solely by way of advance voting. Such general meeting shall take place if the Meeting so resolves or if shareholders with at least one tenth of all shares in the Company so requests.

## **Preconditions for participation**

For a shareholder to be entitled to participate, through advance voting, in the Meeting such shareholder must be entered in the share register maintained by Euroclear Sweden AB on Monday 26 April 2021, and have notified its intention to participate no later than on Monday 3 May 2021 by casting its advance vote in accordance with the instructions under the heading “*Advance voting*” below so that the advance voting form is received by Computershare AB no later than that day.

Shareholders whose shares are registered in the name of a nominee/custodian must temporarily register their shares in their own names to be entitled to participate in the meeting. Such registration must have been effected at Euroclear Sweden AB no later than on Wednesday 28 April 2021 and shareholders must, therefore, instruct their nominees well in advance thereof.

## **Advance voting**

The shareholders may exercise their voting rights at the Meeting only by voting in advance, so-called postal voting in accordance with Section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for advance voting. The form is available on the Company’s website,

www.vnv.global. The advance voting form is considered as the notification of participation to the Meeting.

The completed form must be received by Computershare AB (administering the forms on behalf of VNV Global) no later than Monday 3 May 2021, either by using BankID, by e-mail to [info@computershare.se](mailto:info@computershare.se) (with reference "VNV Global AGM 2021") or by mail to Computershare AB, "VNV Global AGM 2021", Box 5267, SE-102 46 Stockholm, Sweden. If the shareholder votes in advance by proxy, a power of attorney shall be enclosed to the form. If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed to the form. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the advance vote in its entirety) is invalid. Further instructions and conditions are included in the form for advance voting.

### **Proposed agenda**

1. Election of Chairman for the Meeting.
2. Election of one or two persons to check and sign the minutes.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Resolution that the Meeting has been duly convened.
6. Presentation of the annual report and the auditor's report as well as the consolidated annual report and the consolidated auditor's report.
7. Resolution in respect of
  - (a) the adoption of the profit and loss account and the balance sheet as well as the consolidated profit and loss account and the consolidated balance sheet;
  - (b) the appropriation of the Company's results according to the adopted balance sheet; and
  - (c) the discharge of liability for the members of the Board of Directors and the Managing Director.
8. Determination of the number of Directors and auditors.
  - (a) determination of the number of Directors, and
  - (b) determination of the number of auditors.
9. Determination of remuneration to the Directors and the auditors.

- (a) determination of remuneration to the Directors, and
  - (b) determination of remuneration to the auditors.
- 10.** Election of Directors, chairman and auditors.
- 10.1** Election of Directors.
- (a) Lars O Grönstedt (re-election),
  - (b) Josh Blachman (re-election),
  - (c) Per Brilioth (re-election),
  - (d) Victoria Grace (re-election),
  - (e) Ylva Lindquist (re-election) and
  - (f) Keith Richman (re-election).
- 10.2** Election of chairman.
- (a) Lars O Grönstedt (re-election).
- 10.3** Election of auditors.
- (a) PricewaterhouseCoopers AB (re-election).
- 11.** Resolution to appoint the Nomination Committee.
- 12.** Presentation of the Board of Directors' remuneration report for approval.
- 13.** Resolution regarding long-term incentive program.
- (a) adoption of LTIP 2021,
  - (b) amendment of the Company's articles of association and
  - (c) issue of Class C 2021 Shares to participants.
- 14.** Resolution regarding authorisation for the Board of Directors to resolve to issue new shares.
- 15.** Resolution regarding authorisation for the Board of Directors to resolve to repurchase shares.

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### **Election of Chairman for the Meeting (item 1)**

The Nomination Committee, consisting of Jake Hennemuth (Acacia Partners), Boris Zhilin (Armor Advisors LLC) and Pia Gisgård (Swedbank Robur Fonder) as well as Lars O Grönstedt (Chairman of the Board of Directors) proposes that Jesper Schönbeck, member of the Swedish Bar Association, or the person proposed by the Nomination Committee if he has an impediment to attend, is elected as Chairman for the Meeting.

### **Election of one or two persons to approve the minutes (item 2)**

Joel Wahlberg, from Vinge law firm, or if he has an impediment to attend, the person appointed by the Board of Directors, is proposed to be elected to approve the minutes of the Meeting together with the Chairman. The task of approving the minutes of the Meeting also includes verifying the voting list and that the advance votes received are correctly stated in the minutes of the Meeting.

### **Preparation and approval of the voting list (item 3)**

The voting list proposed for approval is the voting list prepared by Computershare AB on behalf of VNV Global, based on the Meeting's share register and advance votes received, as verified and recommended by the person approving the minutes of the Meeting.

### **The appropriation of the Company's results (item 7b)**

The Board of Directors proposes that no dividend is paid to the shareholders and that the Company's results are brought forward.

### **Determination of the number of Directors and auditors (item 8)**

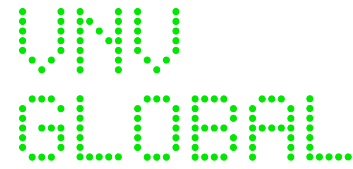
The Nomination Committee proposes that:

- (a) the Board of Directors, for the period until the end of the next annual general meeting, shall consist of six (6) members without any deputy members.
- (b) the Company's auditors shall be one (1) registered auditing firm.

### **Determination of remuneration to the Directors and the auditors (item 9)**

The Nomination Committee proposes that:

- (a) a Board remuneration, for the forthcoming period of office, be awarded in the total amount of USD 575,000, of which USD 195,000 shall be allocated to the Chairman of the Board and USD 95,000 to each of the other directors who are not employed by the Company. In addition, it is proposed that a total of USD 24,000 be awarded for work on Board Committees, of which USD 6,000 to each of two members of the Audit Committee and USD 6,000 to each of two members of the Remuneration Committee for a gross total remuneration for Board and committee work of USD 599,000. It is



proposed that the Board in its entirety continue to constitute the Investment Committee.

(b) the auditors, for the forthcoming period of office, be remunerated upon approval of their invoice.

#### **Election of Directors, chairman and auditors (item 10)**

The Nomination Committee proposes, for the period until the end of the next Annual General Meeting, the re-election of all the current Directors Lars O Grönstedt, Josh Blachman, Per Brilioth, Victoria Grace, Ylva Lindquist and Keith Richman. The Nomination Committee further proposes that the Meeting to re-elect Lars O Grönstedt as Chairman of the Board of Directors.

For information about the current Directors proposed for re-election, please see the Company's website, [www.vnv.global](http://www.vnv.global).

The Nomination Committee also proposes that the Company's auditor, the registered audit company PricewaterhouseCoopers AB, be re-elected until the end of the next annual general meeting.

#### **Nomination committee (item 11)**

The Nomination Committee proposes that the Meeting shall resolve to adopt principles for the appointment of a Nomination Committee for the annual general meeting 2022 in accordance with the following.

A Nomination Committee shall be established consisting of representatives from the three largest holders of shares in the Company. The ownership shall be based on the statistics from Euroclear Sweden AB over holders of shares as per the last business day in August 2021. The names of the members of the Nomination Committee shall be announced as soon as they have been appointed, which shall take place no later than September 30, 2021. In case of a material change in ownership prior to completion of the work to be performed by the Nomination Committee, it shall be possible to change the composition of the Nomination Committee. The Nomination Committee's mandate period extends up to the appointment of a new Nomination Committee. The Nomination Committee shall appoint a Chairman among its members. If the representatives cannot agree upon appointment of Chairman, the representative representing the holder of shares with the largest number of votes shall be appointed as Chairman. The Nomination Committee shall prepare proposals for the following decisions at the Annual General Meeting in 2022: (i) election of the Chairman for the Meeting, (ii) election of directors, (iii) election of the Chairman of the Board of directors, (iv) remuneration to the directors, (v) election of the Company's auditors and (vi) compensation to the Company's auditors, and (vii) proposal for how to conduct the nomination process for the Annual General Meeting in 2023.

#### **Presentation of the Board of Directors' remuneration report for approval (item 12)**

The Board of Directors proposes that the Meeting resolves to approve the Remuneration Report for the financial year 2020 that has been prepared by the Board of Directors.

### Long-term incentive program (item 13)

The Board of Directors proposes that the Meeting resolves to adopt a new long-term share incentive plan (“**LTIP 2021**”) for up to seven (7) employees in the Company.

LTIP 2021 is a five-year performance-based incentive program retaining the same economic characteristics for the participants and builds on identical criteria for measuring performance as the incentive programs adopted 2016, 2017 and 2018 by general meetings in VNV Global Ltd. LTIP 2021 is based on LTIP 2019 and LTIP 2020, which were adopted by general meetings in VNV Global Ltd. On 12 May 2020, a special general meeting in VNV Global Ltd. resolved to change the domicile of the VNV Global group from Bermuda to Sweden. Subsequently, an extraordinary general meeting in the Company held on 23 June 2020 resolved to implement the incentive programs adopted by VNV Global Ltd. and issue new shares, with the same characteristics and performance conditions, and allocate such shares to the participants in each incentive program.

The objective of LTIP 2021 is to encourage the employees to financially commit to the long-term value growth of VNV Global, thereby aligning their interests with those of the shareholders. LTIP 2021 will be an important tool for VNV Global to attract and retain the best talent, which is vital for the Company’s ability to provide long-term value growth for its shareholders.

LTIP 2021 requires that the Meeting, in addition to adopting the new LTIP 2021 (item 13(a) below), further resolves to (i) amend the articles of association (item 13(b) below) and (ii) issue Class C 2021 shares to the participants in LTIP 2021 (item 13(c) below).

### Adoption of LTIP 2021 (item 13(a))

#### *Summary of LTIP 2021*

LTIP 2021 is based on the following structure:

- A new share class in VNV Global (“**Class C 2021 Shares**”) is introduced in accordance with the proposed amendments of the articles of association of the Company (the “**New Articles of Association**”).
- According to the New Articles of Association, Class C 2021 Shares will under certain conditions be reclassified as VNV Global ordinary shares (“**Ordinary Shares**”), which following registration will be admitted to trading on Nasdaq Stockholm.
- The number of Class C 2021 Shares that will be reclassified as Ordinary Shares is dependent on the extent to which the performance measure has been met during the period 1 January 2021 – 31 December 2025 (the “**Measurement Period**”). Class C 2021 Shares that are not reclassified as Ordinary Shares will be redeemed by the Company.
- Reclassification of the Class C 2021 Shares further requires that the participant is employed by the VNV Global group and has kept the Investment Ordinary Shares (as defined below) throughout the five-year vesting period ending after release of VNV interim financial report for the period January-March 2026 (the “**Vesting Period**”).
- Participation in LTIP 2021 requires a personal investment in Ordinary Shares in the Company (the “**Investment Ordinary Shares**”).

- In total, the participants in LTIP 2021 may subscribe for up to an aggregate of 605,500 Class C 2021 Shares.

#### *Adoption of the plan*

#### *Participants in LTIP 2021*

Seven (7) employees in VNV Global will be entitled to participate in LTIP 2021.

#### *Personal investment in Ordinary Shares*

In order to participate in LTIP 2021, the employees are required to invest in Investment Ordinary Shares when giving notice of participation and subscribing for the Class C 2021 Shares.

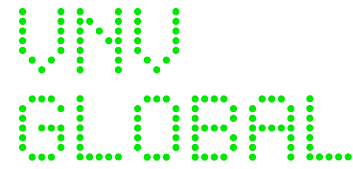
The Investment Ordinary Shares may be either Ordinary Shares acquired specifically for LTIP 2021 or Ordinary Shares already held (but which are not already allocated to other incentive programs).

#### *General terms and conditions for the Class C 2021 Shares*

The Class C 2021 Shares shall be governed by the New Articles of Association. The New Articles of Association will be supplemented by an agreement to be entered into with the respective participants prior to subscribing for the Class C 2021 Shares.

The main terms and conditions for the Class C 2021 Shares according to the New Articles of Association and/or the separate agreements between VNV Global and each respective participant are the following:

- The participants will subscribe for Class C 2021 Shares at a subscription price of SEK 0.1 per share (i.e. the quota value of the Company's shares).
- If and to the extent the performance-based condition for reclassification of the Class C 2021 Shares has been fulfilled, the Class C 2021 Shares will be reclassified as Ordinary Shares after the Vesting Period. Upon reclassification, one (1) Class C 2021 Share will be reclassified as one (1) Ordinary Share.
- To the extent that the performance-based condition for reclassification of the Class C 2021 Shares has not been fulfilled, the Class C 2021 Shares will be redeemed by VNV Global after the Measurement Period. In addition, the Board has the right to redeem a Class C 2021 Share at any time at the request of a participant.
- In order to align the participants' and shareholders' interests, the participants will be compensated for dividends and other value transfers to the shareholders during the Measurement Period. However, dividend compensation will be paid only if and to the extent the performance-based condition for reclassification of the Class C 2021 Shares has been fulfilled.
- The agreements with the participants will include an irrevocable request from the participant to redeem the participant's Class C 2021 Shares (all or a portion as the case may be) if (a) the participant has not allocated the committed Investment Ordinary Shares prior to 31 December 2021, or (b) the participant transfers, sells, pledges, lends or otherwise disposes of the Investment Ordinary Shares during the Vesting Period, or (c) the participant ceases to be employed by the VNV Global group, subject to certain customary exceptions such as death,



disability or retirement during the Vesting Period, or (d) in case a redemption is necessary to ensure that LTIP 2021 is compliant with laws and regulations. In addition, the Board may decide to waive redemption in any particular case.

- The agreements with the participants also include a right for VNV Global to reclaim the subsidy (see below), if the participant transfers the Class C 2021 Shares prior to reclassification or redemption of the Class C 2021 Shares.

#### *Performance-based conditions for reclassification of the Class C 2021 Shares*

The number of Class C 2021 Shares that shall be reclassified as Ordinary Shares is based on the level of fulfilment of the performance-based condition during the Measurement Period.

The performance condition is based on the measurement of VNV Global's compounded annual net asset value development per share ("**NAV per share**") and the share price development during the Measurement Period. The three levels (entry, target and stretch) for the performance condition are 10 percent average NAV per share development as entry level, 15 percent average NAV per share development as target level, and 20 percent average NAV per share development as stretch level.

If the entry level is reached, ten thirty-fifths (10/35), approximately 28.6 percent, of the Class C 2021 Shares will be reclassified as Ordinary Shares. If the target level is reached, twenty thirty-fifths (20/35), approximately 57.1 percent, of the Class C 2021 Shares will be reclassified as Ordinary Shares. If the stretch level is reached, all of the Class C 2021 Shares will be reclassified as Ordinary Shares. If the performance level is between the entry level and target level, or between target and stretch level, the number of Class C 2021 Shares to be reclassified shall be determined on a linear basis between the respective milestones (between 10/35 and 20/35 and between 20/35 and 1, respectively). All Class C 2021 Shares that are not to be reclassified as Ordinary Shares in accordance with the aforesaid shall be redeemed by VNV Global after the Measurement Period.

See the New Articles of Association for more information regarding the performance-based condition.

#### *Allocation – Subscription for Class C 2021 Shares*

LTIP 2021 is proposed to comprise up to 17,300 Investment Ordinary Shares entitling participants to subscribe for, in aggregate, up to 605,500 Class C 2021 Shares, to be allocated among different categories of participants as follows:

- the CEO of VNV Global may allocate up to 7,500 Investment Ordinary Shares, entitling the CEO to subscribe for up to 262,500 Class C 2021 Shares; and
- other members of the management team and other employees (six (6) individuals) may allocate up to 9,800 Investment Ordinary Shares in total, entitling them to subscribe for up to 343,000 Class C 2021 Shares in total.

The number of Class C 2021 Shares that a participant may subscribe for is based on the participants' competence, area of responsibility as well as the number of Investment Ordinary Shares allocated to LTIP 2021. The Board will determine the final number of Investment Ordinary Shares allocated to each participant. The Board may decide that any Investment Ordinary Shares not allocated to the CEO



shall be allocated to other members of management and other employees.

#### *Reclassification*

Reclassification of the Class C 2021 Shares as Ordinary Shares will be made after the Measurement Period. The maximum number of Class C 2021 Shares that can be reclassified amounts to 605,500. Maximum outcome assumes full participation in LTIP 2021, no personnel turn-over during the Vesting Period, and maximum fulfillment of the performance condition during the Measurement Period (i.e., stretch level has been met).

Information about the outcome of LTIP 2021 will be presented in the Annual Report for 2025.

#### *Subsidy of tax impact*

VNV Global will grant a cash subsidy to the participants in LTIP 2021 to compensate for the tax impact arising from the fact that the subscription price for the Class C 2021 Shares is below fair market value (see below under the heading "Cost, scope and effects on key ratios"). The cash subsidy will correspond to, and cover, the tax impact for the participant.

#### *Costs, scope and effects on key ratios*

PwC has provided a valuation model for the Class C 2021 Shares using the Monte Carlo method. The valuation derived is based on input from the Company. Based on a price for VNV Global Ordinary Shares of SEK 108.40 and the market conditions that prevailed on 26 March 2021, the value per Class C 2021 Shares has been estimated to be SEK 7.60.

Based on the assumption of full participation in LTIP 2021 (i.e. seven (7) participants, in total 17,300 Investment Ordinary Shares and 605,500 Class C 2021 Shares) and a total fair market value of the Class C 2021 Shares of SEK 4.6 million (based on an estimated value per Class C 2021 Shares of SEK 7.60), the total cost for LTIP 2021, including social security costs, is estimated to amount to approximately SEK 13.88 million.

Given that the actual cost for VNV Global will be based on the prevailing price of VNV Global Ordinary Shares in connection with subscription for the Class C 2021 Shares, the actual cost may deviate from the estimates set out above.

The maximum dilution due to LTIP 2021 is no more than 0.56 percent in terms of shares and votes outstanding, excluding treasury shares, Class C 2019 Shares and Class C 2020 Shares. The number of Class C 2021 Shares may change during the Measurement Period due to intervening bonus issues, reverse splits, splits, rights issues and/or other similar events.

The costs and dilution are expected to have a marginal effect on VNV Global's key ratios.

#### *Preparation and administration*

VNV Global Ltd.'s Board prepared LTIP 2019, on which LTIP 2021 is modelled, in consultation with external advisors.

The Board of Directors shall be responsible for preparing the detailed terms and conditions of the agreements with the participants in LTIP 2021, in accordance with the mentioned terms and



guidelines and the New Articles of Association. To this end, the Board of Directors shall be entitled to make such adjustments to the program as it deems necessary or appropriate to meet regulatory and tax requirements or market conditions. The Board of Directors may also make other adjustments, including reducing the number of Class C 2021 Shares that shall be reclassified for all participants, or for certain categories of participants, covered by the LTIP 2021, if significant changes in the VNV Global group or its operating environment would result in a situation where the decided terms and conditions of LTIP 2021 no longer serve their purpose, provided however, that the provisions of the New Articles of Association must always be observed and that adjustments may only be made in order to fulfil the main objectives of LTIP 2021.

#### *Other incentive programs in the Company*

Below are summaries of the current outstanding incentive programs in the Company. For more information about the incentive programs, please see the Annual Report 2020.

#### LTIP 2018

At the Annual General Meeting in VNV Global Ltd. held on May 16, 2018, it was resolved to implement a share-based long-term incentive program for management and key personnel in the VNV Global group. The program runs from January 1, 2018 through the day of release of the Company's interim report for the period January 1 through March 31, 2021, and originally encompassed a maximum of 510,000 shares, corresponding to a dilution of 0.6 percent of the total number of shares outstanding at the time of adoption of the program. (Following the distribution of proceeds from the sale of Avito by way of the share split and redemption program in March 2019, the terms of LTIP 2018 were adjusted by a factor of 1.47, such that the program encompasses a maximum of 749,700 shares.) Program participants are invited to purchase shares in the Company, designated savings shares, and for each savings share is entitled to receive a number of additional shares, so-called performance shares, free of charge, subject to fulfilment of a performance condition set by the Board of Directors on the basis of the Company's NAV. LTIP 2018 matured in March 2021 and will result in transfer of a total of 749,700 Ordinary Shares to the Company's employees in May 2021, corresponding to a dilution of 0.7 percent. Ordinary Shares held in treasury by the Company will be used to settle such delivery. An amount corresponding to the market value of 25,489 Ordinary Shares, representing the balance between total entitlements under LTIP 2018 (775,189) and Ordinary Shares currently held in treasury (749,700), will be paid out to participants in cash.

#### LTIP 2019

At the Special General Meeting in VNV Global Ltd. held on August 22, 2019, it was resolved to implement a new share-based long-term incentive program for management and personnel in the VNV Global group. Similarly to LTIP 2017 and 2018, participants in the five-year 2019 program are invited to purchase a number of shares in the Company, designated savings shares. For each savings share, participants are entitled to subscribe for a new class of redeemable ordinary shares, 2019 Plan Shares. Depending on the performance of both the Company's Net Asset Value and of the VNV Global share price over the five-year measurement period (January 1, 2019 through December 31, 2023), the 2019 Plan Shares will be redeemed by the Company for a nominal amount or reclassified as ordinary common shares and represented by Swedish Depository Receipts, provided certain performance conditions have been fulfilled. In connection with VNV Global's change of domicile from Bermuda to Sweden, LTIP 2019 was implemented by the Company and the 2019 Plan Shares were replaced with



shares of Class C 2019 (as defined in the Company's articles of association).

#### LTIP 2020

At the Annual General Meeting in VNV Global Ltd. held on May 12, 2020, it was resolved to implement a share-based long-term incentive program for management and key personnel in the VNV Global group. Similarly to LTIP 2017 and 2018, participants in the five-year 2020 program are invited to purchase a number of shares in the Company, designated savings shares. For each savings share, participants are entitled to subscribe for a new class of redeemable ordinary shares, 2020 Plan Shares. Depending on the performance of both the Company's Net Asset Value and of the VNV Global share price over the five-year measurement period (January 1, 2020 through December 31, 2024), the 2020 Plan Shares will be redeemed by the Company for a nominal amount or reclassified as ordinary common shares and represented by Swedish Depository Receipts, provided certain performance conditions have been fulfilled. In connection with VNV Global's change of domicile from Bermuda to Sweden, LTIP 2020 was implemented by the Company and the 2020 Plan Shares were replaced with shares of Class C 2020 (as defined in the Company's articles of association).

#### *Majority requirements*

A resolution in accordance with the Board of Directors' proposal in respect of item 13(a) shall only be valid where supported by not less than half (1/2) of the votes cast as well as of the shares represented at the Meeting. A resolution in accordance with the Board of Directors' proposal in respect of item 13(b) shall only be valid where supported by not less than two-thirds (2/3) of the votes cast as well as of the shares represented at the Meeting. A resolution in accordance with the Board of Directors' proposal in respect of item 13(c) shall only be valid where supported by not less than nine-tenths (9/10) of the votes cast as well as of the shares represented at the Meeting. The resolutions under items 13(a)-(c) are conditional upon each other.

#### **Amendment of the Company's articles of association (item 13(b))**

The Board of Directors proposes to amend the Company's articles of association in order to implement LTIP 2021 and enable the issue of the Class C 2021 Shares under LTIP 2021 under items 13(a) and 13(c). The Board's complete proposal is set out in Appendix A to this notice.

#### **Issue of Class C 2021 Shares to participants (item 13(c))**

The Board of Directors proposes that the Meeting resolves on a directed new share issue of Class C 2021 Share (as defined in the New Articles of Association) to the participants in LTIP 2021. The new share issue of Class C 2021 Shares to the participants in LTIP 2021 is conditional upon the Meeting resolving to amend the articles of association in accordance with item 13(b). The following terms shall apply:

- The issue of new Class C 2021 Shares will increase the share capital of the Company by no more than SEK 60,550 through the issue of no more than 605,500 Class C 2021 Shares.
- The subscription price for each Class C 2021 Shares is SEK 0.1.
- The participants in the LTIP 2021 shall be entitled to subscribe for the number of Class C 2021 Shares as allocated and determined by the Board of Directors.

- The subscription of the Class C 2021 Shares shall be made by payment in cash, and according to the Company's instructions, no later than on 31 October 2021. Oversubscription shall not be permitted.

· The Class C 2021 Shares are subject to the reclassification and redemption clauses in the New Articles of Association.

The reason for the proposed deviation from the shareholders' preferential rights, and the basis for setting the subscription price of the Class C 2021 Shares to SEK 0.1 (the quota value), is that the new share issue of the Class C 2021 Shares is an integral part of the implementation of LTIP 2021. The Board considers that LTIP 2021 will be for the benefit of the Company's shareholders as set out in the proposal for LTIP 2021 in item 13(a) above.

#### **Authorisation for the Board of Directors to resolve to issue new shares (item 14)**

The Board of Directors proposes that the Meeting authorises the Board of Directors to, on one or several occasions, prior to the next annual general meeting, with or without deviating from the shareholders' preferential rights, resolve to issue new shares. The Board of Directors shall have the right to resolve that shares shall be paid for in kind or on conditions set out in Chapter 2 Section 5 Paragraph 1 – 3 and 5 of the Swedish Companies Act (Sw. *aktiebolagslagen*) or that shares shall be subscribed for by way of set-off. The Board of Directors' resolution to issue new shares may increase the Company's share capital to the extent that it corresponds to an increase of the number of ordinary shares outstanding, at the time of the resolution on the authorisation, of not more than 20 percent. The Board of Directors shall have the right to resolve on further conditions that may be suitable and/or necessary in order to perform the share issues.

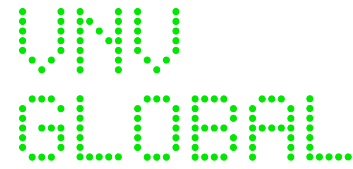
The reason for authorising the Board to deviate from shareholders' preferential rights is to enable the Company to finance the operations in a fast and efficient way, acquire companies, businesses or parts thereof and to enable a broadening of the ownership of the Company.

A resolution in accordance with the Board of Directors' proposal shall only be valid where supported by not less than two-thirds (2/3) of the votes cast as well as of the shares represented at the Meeting.

#### **Authorisation for the Board of Directors to resolve to repurchase shares (item 15)**

The Board of Directors proposes that the Meeting resolves to authorise the Board to decide on the acquisition of the Company's own ordinary shares where, principally, the following shall apply:

1. Acquisition of own ordinary shares shall take place on Nasdaq Stockholm.
2. The authorisation may be utilised on one or several occasions, however not longer than until the next annual general meeting.
3. Ordinary shares may be acquired to the extent that the Company's holding of its own shares, on any occasion, does not exceed ten (10) per cent of the Company's total shares.



4. Acquisition of shares may only take place at a price within the price interval, on any occasion, recorded on Nasdaq Stockholm, which refers to the interval between the highest buying price and the lowest selling price.

The purpose of the proposed authorisation is to provide flexibility in relation to the Company's possibilities to return capital to its shareholders, to improve the capital efficiency in the Company, and to enable the Board of Directors to prevent an excessively wide NAV/share price discount in relation to the Company's shares, which altogether is deemed to be susceptible to have a positive impact on the Company's share price and thereby contribute to an increased shareholder value.

A resolution in accordance with the Board of Directors' proposal shall only be valid where supported by not less than two-thirds (2/3) of the votes cast as well as of the shares represented at the Meeting.

The board of directors' statement in accordance with Chapter 19, Section 22 of the Swedish Companies Act will be held available together with the proposal and on the Company's website no later than three weeks prior to the Meeting.

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

There are 109,446,105 shares and 109,446,105 votes outstanding in the Company, of which 2,166,045 shares are Class C 2019 shares entitled to one vote per share, 541,513 shares are Class C 2020 shares entitled to one vote per share and 106,738,547 shares are Ordinary Shares entitled to one vote per share. As of the date of the notice, the Company holds 749,700 Ordinary Shares.

#### **Majority requirements**

A resolution in accordance with the Board of Directors' proposal in respect of item 13(a) requires support by shareholders representing not less than half (1/2) of the votes cast as well as of the shares represented at the Meeting. Resolutions in accordance with the Board of Directors' proposals in respect of items 13(b), 14 and 15 requires support by shareholders representing not less than two-thirds (2/3) of the votes cast as well as of the shares represented at the Meeting. A resolution in accordance with the Board of Directors' proposal in respect of item 13(c) requires support by shareholder representing not less than nine-tenths (9/10) of the votes cast as well as of the shares represented at the Meeting. The resolutions under items 13(a)-(c) are conditional upon each other.

#### **Documentation**

The documentation for resolutions related to the Nomination Committee's and the Board of Directors' proposals, respectively, will be available no later than three weeks before the Meeting at the office of the Company, at Mäster Samuelsgatan 1 in Stockholm, Sweden and on the Company's website, [www.vnv.global](http://www.vnv.global), and will be sent free of charge to shareholders who so request and state their address or e-mail address.

Forms for advance voting and notification of participation as well as power of attorney forms, for shareholders who wish to vote in advance by proxy, are available at the Company's website, [www.vnv](http://www.vnv).

[global.](#)

### **Shareholders' right to request information**

The Board of Directors and the CEO shall, if any shareholder so requests and the Board of Directors believes that it can be done without material harm to the Company, provide information regarding circumstances that may affect the assessment of an item on the agenda and the Company's relation to other companies within the group. A request for such information shall be made in writing to VNV Global AB (publ), Mäster Samuelsgatan 1, SE-111 44 Stockholm, Sweden, or electronically to [agm@vnv.global](mailto:agm@vnv.global), no later than on 24 April 2021. The information will be made available at VNV Global AB (publ), Mäster Samuelsgatan 1, SE-111 44 Stockholm, Sweden and on the Company's website, [www.vnv.global](http://www.vnv.global), on 29 April 2021 at the latest. The information will also be sent, within the same period of time, to the shareholder who has requested it and stated its address.

### **Processing of personal data**

For information on how your personal data is processed, see the integrity policy that is available at Euroclear's website [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

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March 2021

The Board of Directors of VNV Global AB (publ)

### **Appendix A**

#### **Proposed articles of association (item 13(b))**

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

### **BOLAGSORDNING**

#### **ARTICLES OF ASSOCIATION**

**för / for**

**VNV Global AB (publ)**

**(org.nr / Reg. No. 556677-7917)**

Antagen på årsstämma den 4 maj 2021.

*Adopted at the annual shareholders' meeting on May 4, 2021.*

#### **1 § Företagsnamn / Name**

Bolagets företagsnamn är VNV Global AB (publ).

*The company's name is VNV Global AB (publ).*

## **2 § Styrelsens säte / Registered office**

Styrelsen har sitt säte i Stockholm.

*The company's registered office shall be situated in Stockholm, Sweden.*

## **3 § Verksamhetsföremål / Object of the company's business**

Bolaget har till föremål för sin verksamhet att äga och förvalta fast och lös egendom samt bedriva därmed förenlig verksamhet.

*The object of the company's business is to own and manage real estate and chattels, and to carry out any other activities compatible therewith.*

## **4 § Aktiekapital och antalet aktier / Share capital and number of shares**

Aktiekapitalet / Share capital

Aktiekapitalet ska uppgå till lägst 6 000 000 och till högst 24 000 000.

*The share capital shall be not less than 6,000,000 and not more than 24,000,000.*

Antalet aktier / Number of shares

Antalet aktier i bolaget ska uppgå till lägst 60 000 000 och till högst 240 000 000.

*The number of shares shall be not less than 60,000,000 and not more than 240,000,000.*

Aktieserier / Share classes

Aktier ska kunna utges i form av stamaktier samt tre serier av omvandlingsbara, efterställda aktier betecknade Serie C 2019, Serie C 2020 och Serie C 2021. Serierna med omvandlingsbara aktier benämns nedan tillsammans de "Omvandlingsbara Aktieserierna", en enskild serie med omvandlingsbara aktier benämns nedan "Omvandlingsbar Aktieserie" och de omvandlingsbara aktierna (i alla serier) benämns nedan de "Omvandlingsbara Aktierna". Stamaktier kan ges ut till ett antal motsvarande hela aktiekapitalet. Det högsta antalet aktier som kan utges i var och en av de Omvandlingsbara Aktieserierna är: 2 171 400 aktier av Serie C 2019, 542 850 aktier av Serie C 2020 och 605 500 aktier av Serie C 2021.

*The shares shall be ordinary shares and three classes of reclassifiable, sub-ordinated shares named Class C 2019, Class C 2020 and Class C 2021. The reclassifiable share classes are together referred to as the "Reclassifiable Share Classes" and a specific class of reclassifiable shares is referred to as a "Reclassifiable Share Class", and the reclassifiable shares (of all classes) are referred to as the "Reclassifiable Shares". Ordinary shares may be issued to an amount corresponding to the entire share capital. The maximum number of shares that may be issued in each of the Reclassifiable Share Classes are: 2,171,400 shares of Class C 2019, 542,850 shares of Class C 2020 and 605,500 shares of Class C 2021.*

Rösträtt / Voting rights

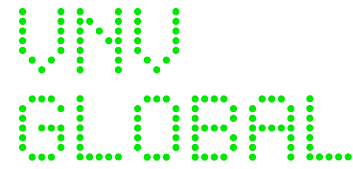
Samtliga aktier berättigar till en (1) röst.

*All shares shall carry one (1) vote.*

Vinstutdelning m.m. / Dividends etc.

Stamaktier berättigar till utdelning.

*Ordinary shares are entitled to dividends.*



Aktier av Serie C 2019 berättigar inte till utdelning under perioden från januari 2019 till och med december 2023, aktier av Serie C 2020 berättigar inte till utdelning under perioden från januari 2020 till och med december 2024 och aktier av Serie C 2021 berättigar inte till utdelning under perioden från januari 2021 till och med december 2025.

*Shares of Class C 2019 are not entitled to payment of dividends during the period from January 2019 through December 2023, shares of Class C 2020 are not entitled to payment of dividends during the period from January 2020 through December 2024 and shares of Class C 2021 are not entitled to payment of dividends during the period from January 2021 through December 2025.*

De Omvandlingsbara Aktierna har istället en rätt att, år 2024 för aktier av Serie C 2019, år 2025 för aktier av Serie C 2020 och år 2026 för aktier av Serie C 2021, få utbetalt en ackumulerad, inestående utdelning (per aktie) (det "Innestående Beloppet").

*The Reclassifiable Shares are instead, 2024 as regards shares of Class C 2019, 2025 as regards shares of Class C 2020 and 2026 as regards shares of Class C 2021, entitled to payment of an accumulated, outstanding, dividend (per share) (the "Outstanding Amount").*

Det Innestående Beloppet motsvarar den sammanlagda utdelningen (per aktie) som betalats ut till innehavare av stamaktier, eller, för tiden innan upptagande till handel av bolagets aktier på Nasdaq Stockholm, motsvarande innehav i VNV Global Ltd. (lämnade utdelningar och andra värdeöverföringar till aktieägarna) ("Lämnade Utdelningar") under perioden från januari 2019 till och med december 2023 för aktier av Serie C 2019, under perioden januari 2020 till och med december 2024 för aktier av Serie C 2020 och under perioden januari 2021 till och med december 2025 för aktier av Serie C 2021.

*The Outstanding Amount corresponds to the total dividend (per share) paid to the holders of ordinary shares, or, prior to the company's shares being admitted to trading on Nasdaq Stockholm, equivalent holdings in VNV Global Ltd. (paid dividends and other value transfers to the shareholders) (the "Paid Dividends") during the period from January 2019 through December 2023 as regards shares of Class C 2019, during the period from January 2020 through December 2024 as regards shares of Class C 2020 and during the period from January 2021 through December 2025 as regards shares of Class C 2021.*

Vid beräkning av det Innestående Beloppet ska Lämnade Utdelningar räknas upp med en multipel motsvarande totalavkastningen till aktieägarna av stamaktier ("TSR-Multipeln") från och med den första handelsdagen utan rätt till utdelning eller inlösenaktie för år 2019 till och med december 2023 för aktier av Serie C 2019, från och med den första handelsdagen utan rätt till utdelning eller inlösenaktie för år 2020 till och med december 2024 för aktier av Serie C 2020 och från och med den första handelsdagen utan rätt till utdelning eller inlösenaktie för år 2021 till och med december 2025 för aktier av Serie C 2021.

*When calculating the Outstanding Amount, Paid Dividends shall be adjusted upwards with a multiple corresponding to the total shareholder return to the holders of ordinary shares (the "TSR Multiple") as from and including the first trading day without right to dividend or redemption share for 2019 through December 2023 as regards shares of Class C 2019, as from and including the first trading day without right to dividend or redemption share for 2020 through December 2024 as regards shares of Class C 2020 and as from and including the first trading day without right to dividend or redemption share for 2021 through December 2025 as regards shares of Class C 2021.*





Det Innestående Beloppet för aktier av Serie C 2019 ska följaktligen beräknas enligt följande: Lämnad Utdelning per stamaktie år 2019 \* TSR-Multipeln 2019-2023, det Innestående Beloppet för aktier av Serie C 2020 ska beräknas enligt följande: Lämnad Utdelning per stamaktie år 2020 \* TSR-Multipeln 2020-2024 och det Innestående Beloppet för aktier av Serie C 2021 ska beräknas enligt följande: Lämnad Utdelning per stamaktie år 2021 \* TSR-Multipeln 2021-2025.

*The Outstanding Amount as regards shares of Class C 2019 shall accordingly be calculated in accordance with the following: Paid Dividend per ordinary share 2019 \* the TSR Multiple during 2019-2023, the Outstanding Amount as regards shares of Class C 2020 shall be calculated in accordance with the following: Paid Dividend per ordinary share 2020 \* the TSR Multiple during 2020-2024 and the Outstanding Amount as regards shares of Class C 2021 shall be calculated in accordance with the following: Paid Dividend per ordinary share 2021 \* the TSR Multiple during 2021-2025.*

Det Innestående Beloppet för följande år ska beräknas enligt samma formel, justerad framåt med ett år.

*The Outstanding Amount for the following years shall be calculated in accordance with the same formulae, adjusted forward by one year.*

Totalavkastningen på VNV Globals stamaktie ska beräknas genom att stängningskursen på VNV Globals stamaktie den sista handelsdagen i december 2023 för aktier av Serie C 2019 respektive den sista handelsdagen i december 2024 för aktier av Serie C 2020 respektive den sista handelsdagen i december 2025 för aktier av Serie C 2021 (slutvärdet) delas med stängningskursen på VNV Globals stamaktie, eller, för tiden innan upptagande till handel av bolagets aktier på Nasdaq Stockholm, VNV Global Ltd.'s stamaktie, den första handelsdagen utan rätt till utdelning eller inlösenaktie 2019 för aktier av Serie C 2019 respektive den första handelsdagen utan rätt till utdelning eller inlösenaktie 2020 för aktier av Serie C 2020 respektive den första handelsdagen utan rätt till utdelning eller inlösenaktie 2021 för aktier av Serie C 2021 (startvärdet), justerat för att aktieägaren har återinvesterat Lämnade Utdelningar, före skatt, på den första respektive handelsdagen utan rätt till utdelning eller inlösenaktie.

*The total shareholder return of the VNV Global's ordinary share shall be calculated by dividing the closing price for VNV Global's ordinary shares on the last trading day in December 2023 as regards shares of Class C 2019, on the last trading day in December 2024 as regards shares of Class C 2020 and on the last trading day in December 2025 as regards shares of Class C 2021, respectively, (the end value) with the closing price for VNV Global's ordinary shares or, prior to the company's shares being admitted to trading on Nasdaq Stockholm, VNV Global Ltd.'s ordinary share, on the first trading day without right to dividend or redemption share for 2019 as regards shares of Class C 2019, on the first trading day without right to dividend or redemption share for 2020 as regards shares of Class C 2020 and on the first trading day without right to dividend or redemption share for 2021 as regards shares of Class C 2021, respectively, (the start value), adjusted on the basis of the shareholder reinvesting Paid Dividends, before tax, on each respective first trading day without right to dividend or redemption share.*

För utbetalning av det Innestående Beloppet hänförligt till de Omvandlingsbara Aktierna krävs att årsstämman det år den Omvandlingsbara Aktieserien kan omvandlas till stamaktier – det vill säga 2024 för aktier av Serie C 2019, 2025 för aktier av Serie C 2020 och 2026 för aktier av Serie C 2021 – beslutar om vinstutdelning (per aktie) till aktierna i den Omvandlingsbara Aktieserien motsvarande det Innestående Beloppet. De Omvandlingsbara Aktiernas rätt till vinstutdelning motsvarande det

Innestående Beloppet ska vara efterställd stamaktier, vilket innebär att utbetalning motsvarande det Innestående Beloppet till innehavare av Omvandlingsbara Aktier endast ska betalas ut om det finns ett tillräckligt belopp kvar efter utdelningen till innehavare av stamaktier.

*Payment of the Outstanding Amount attributed to the Reclassifiable Shares requires that the Annual General Meeting the year the Reclassifiable Share Class may be reclassified as ordinary shares – i.e. 2024 as regards shares of Class C 2019, 2025 as regards shares of Class C 2020 and 2026 as regards shares of Class C 2021 – resolves on a dividend (per share) to the shares in that Reclassifiable Share Class corresponding to the Outstanding Amount. The Reclassifiable Shares' right to the payment of dividends corresponding to the Outstanding Amount shall be subordinated to the ordinary shares, meaning that payment of the Outstanding Amount to holders of Reclassifiable Shares will only be made if there is an available amount after the dividend payment to holders of ordinary shares.*

Aktier av Serie C 2019 ska medföra samma rätt till vinstutdelning som stamaktier från och med den 1 januari 2024, aktier av Serie C 2020 ska medföra samma rätt till vinstutdelning som stamaktier från och med den 1 januari 2025 och aktier av Serie C 2021 ska medföra samma rätt till vinstutdelning som stamaktier från och med den 1 januari 2026.

*Shares of Class C 2019 will entitle the same right to dividends as ordinary shares as of 1 January 2024, shares of Class C 2020 will entitle the same right to dividends as ordinary shares as of 1 January 2025 and shares of Class C 2021 will entitle the same right to dividends as ordinary shares as of 1 January 2026.*

Avstämningsdagar för rätt till utbetalning av det Innestående Beloppet samt annan vinstutdelning till en Omvandlingsbar Aktieserie får inte fastställas till en dag som infaller innan styrelsen det året har fattat beslut om inlösen av aktier i de Omvandlingsbara Aktieserierna för vilka villkoret för omvandling inte uppfyllts och ett sådant beslut ska fattas det innevarande året.

*The record dates for payments of the Outstanding Amount as well as other dividends to a Reclassifiable Share Class may not be set to a day that occur prior to the Board's resolution that year to redeem shares of the Reclassifiable Share Classes for which the condition for reclassification has not been fulfilled and such resolution is due the relevant year.*

Vid Bolagets upplösning har aktier av Serie C 2019 rätt att delta i utskiftningen av Bolagets tillgångar från och med den 1 januari 2024, aktier av Serie C 2020 från och med den 1 januari 2025 och aktier av Serie C 2021 från och med den 1 januari 2026. Omvandlingsbara Aktier har rätt att delta i utskiftningen av bolagets tillgångar endast i den utsträckning villkoret för omvandling av respektive Omvandlingsbar Aktie har uppfyllts, enligt vad som anges nedan.

*Upon the Company's liquidation, shares of Class C 2019 have a right to assets in the distribution as of and including 1 January 2024, shares of Class C 2020 as of and including 1 January 2025 and shares of Class C 2021 as of and including 1 January 2026. Reclassifiable Shares have a right to assets in the distribution only to the extent that the condition for reclassification for such Reclassifiable Shares, respectively, has been fulfilled, as set out below.*

#### Omvandling av Omvandlingsbara Aktier / Reclassification of Reclassifiable Shares

De Omvandlingsbara Aktierna kan, genom beslut av styrelsen, omvandlas till stamaktier. Antalet aktier inom en Omvandlingsbar Aktieserie som ska omvandlas till stamaktier ska baseras på graden av uppfyllande av det relevanta villkoret för omvandling i respektive Omvandlingsbar Aktieserie under

mätperioden. Mätperioderna löper från 1 januari 2019 till 31 december 2023 för aktier av Serie C 2019, respektive 1 januari 2020 till 31 december 2024 för aktier av Serie C 2020, respektive 1 januari 2021 till 31 december 2025 för aktier av Serie C 2021.

*The Reclassifiable Shares may, by a resolution by the Board, be reclassified into ordinary shares. The number of shares in a Reclassifiable Share Class which shall be reclassified into ordinary shares shall be based on the degree of fulfilment of the relevant condition for reclassification in that Reclassifiable Share Class during the measurement period. The measurement periods are 1 January 2019 to 31 December 2023 as regards the shares of Class C 2019, 1 January 2020 to 31 December 2024 as regards the shares of Class C 2020 and 1 January 2021 to 31 December 2025 as regards the shares of Class C 2021, respectively.*

Styrelsen ska fatta beslut om omvandling av aktierna i Serie C 2019 under perioden 1 juli 2024 – 31 augusti 2024, av aktierna i Serie C 2020 under perioden 1 juli 2025 – 31 augusti 2025 och av aktierna i Serie C 2021 under perioden 1 juli 2026 – 31 augusti 2026.

*A resolution by the Board to reclassify shares of Class C 2019 shall be made during the period 1 July 2024 – 31 August 2024, as regards shares of Class C 2020 during the period 1 July 2025 – 31 August 2025 and as regards shares of Class C 2021 during the period 1 July 2026 – 31 August 2026.*

Villkoren som ska uppfyllas för omvandling av aktier i Serie C 2019 framgår av Bilaga 2019 / 2024.  
*The conditions that must be fulfilled for reclassification of shares of Class C 2019 are set forth in Appendix 2019 / 2024.*

Villkoren som ska uppfyllas för omvandling av aktier i Serie C 2020 framgår av Bilaga 2020 / 2025.  
*The conditions that must be fulfilled for reclassification of shares of Class C 2020 are set forth in Appendix 2020 / 2025.*

Villkoren som ska uppfyllas för omvandling av aktier i Serie C 2021 framgår av Bilaga 2021 / 2026.  
*The conditions that must be fulfilled for reclassification of shares of Class C 2021 are set forth in Appendix 2021 / 2026.*

Om styrelsen beslutar om omvandling av ett visst antal eller en viss andel av aktierna i en Omvandlingsbar Aktieserie har aktieägarna rätt att få sina aktier av en Omvandlingsbar Aktieserie omvandlade till nya stamaktier i förhållande till det antal aktier inom aktuell Omvandlingsbar Aktieserie som innehavaren tidigare äger, eller i den mån detta inte kan ske, genom lottning.  
*If the Board resolves to reclassify a certain number or a certain portion of the shares in a Reclassifiable Share Class, the shareholders are entitled to have their shares of a Reclassifiable Share Class reclassified to new ordinary shares in proportion to the number of shares in the relevant Reclassifiable Share Class already held, or, to the extent that this is not possible, by lot.*

Omedelbart efter ett beslut om att omvandla aktier i en Omvandlingsbar Aktieserie ska styrelsen anmäla omvandlingen för registrering till Bolagsverket. Omvandlingen är verkställd när registrering skett och omvandlingen antecknats i avstämningsregistret.  
*Immediately after a decision to reclassify shares in a Reclassifiable Share Class, the Board shall report the reclassification to the Swedish Companies Registration Office (Sw. Bolagsverket) for registration. The reclassification is effectuated when it has been registered and the reclassification has been noted in the Central Securities Depository ("CSD") register.*

### Inlösen av Omvandlingsbara Aktier / *Redemption of Reclassifiable Shares*

De Omvandlingsbara Aktierna är inlösenbara för att minska antalet aktier genom minskning av aktiekapitalet. Minskingsbeloppet per aktie ska motsvara kvotvärdet.

*The Reclassifiable Shares are redeemable, for cancellation of shares through a reduction of the share capital. The reduction price per share shall correspond to the quota value.*

Ett beslut av styrelsen om inlösen av aktier ska fattas senast tre månader efter begäran av en aktieägare och ska avse de aktier som begäran omfattar.

*A resolution by the Board to redeem shares shall be resolved no later than three months after a request from a shareholder, and shall refer to the shares encompassed by the request.*

Från och med den 1 januari 2024 för aktier av Serie C 2019, den 1 januari 2025 för aktier av Serie C 2020 respektive den 1 januari 2026 för aktier av Serie C 2021, kan ett beslut av styrelsen om inlösen även avse det antal aktier i en Omvandlingsbar Aktieserie som är utgivna vid tillfället för styrelsens beslut och för vilka villkoret för omvandling inte har uppnåtts, i förhållande till det antal aktier inom aktuell Omvandlingsbar Aktieserie som ägs av innehavaren, eller i den mån detta inte kan ske, genom lottning. Ett sådant beslut ska fattas av styrelsen senast den 30 juni 2024 för aktier av Serie C 2019, den 30 juni 2025 för aktier av Serie C 2020 respektive den 30 juni 2026 för aktier av Serie C 2021. *With effect from and including 1 January 2024 as regards shares of Class C 2019, 1 January 2025 as regards shares of Class C 2020 and 1 January 2026 as regards shares of Class C 2021, respectively, a resolution by the Board regarding redemption of shares may also encompass all outstanding shares in a Reclassifiable Share Class for which the condition for reclassification has not been fulfilled, in relation to the number of shares in the relevant Reclassifiable Share Class owned by the holder, or, to the extent that this is not possible, by lot. Such resolution by the Board shall be made no later than 30 June 2024 as regards shares of Class C 2019, 30 June 2025 as regards shares of Class C 2020 and 30 June 2026 as regards shares of Class C 2021, respectively.*

När beslut om inlösen fattas, ska ett belopp motsvarande minskningsbeloppet avsättas till reservfonden om härför erforderliga medel finns tillgängliga. Omedelbart efter ett beslut om inlösen av aktier ska styrelsen anmäla inlösen för registrering till Bolagsverket. Inlösen är verkställd när registrering skett och inlösen antecknats i avstämningsregistret.

*When a resolution regarding redemption of shares is passed, an amount corresponding to the reduction amount shall be allocated as restricted equity, provided that requisite funds are available. Immediately after a resolution regarding redemption of shares is passed, the Board shall report the redemption to the Swedish Companies Registration Office (Sw. Bolagsverket) for registration. The redemption is effectuated when it has been registered and the redemption been noted in the CSD register.*

### **5 § Emissioner / *Issuances***

Beslutar Bolaget att ge ut nya stamaktier och aktier inom samtliga Omvandlingsbara Aktieserier mot annan betalning än apportegendom, ska ägare av stamaktier och Omvandlingsbara Aktier äga företrädesrätt att teckna nya aktier av samma aktieslag i förhållande till det antal aktier innehavaren förut äger (primär företrädesrätt). Aktier som inte tecknas med primär företrädesrätt ska erbjudas samtliga aktieägare till teckning (subsidiär företrädesrätt). Om inte sålunda erbjudna aktier räcker för den teckning som sker med subsidiär företrädesrätt ska aktierna fördelas mellan tecknarna i

förhållande till det antal aktier de förut äger, och i den mån detta inte kan ske, genom lottning.  
*Should the Company resolve on an issue of new ordinary shares and of all Reclassifiable Share Classes against other payment than contribution in kind, each holder of ordinary shares and Reclassifiable Shares has preferential rights to subscribe for new shares of the same class in proportion to the number of shares previously held by such holder (primary preferential rights). Shares not subscribed for with primary preferential rights shall be offered for subscription to all shareholders in the Company (subsidiary preferential rights). If the number of shares so offered is less than the number subscribed for with subsidiary preferential rights, the shares shall be distributed among the subscribers in proportion to the number of shares already held, or, to the extent that this is not possible, by lot.*

Beslutar Bolaget att ge ut endast stamaktier eller aktier inom någon av de Omvandlingsbara Aktieserierna, mot annan betalning än apportegendom, ska samtliga aktieägare, oavsett vilken serie deras aktie är, äga företrädesrätt att teckna nya aktier i förhållande till det antal aktier de förut äger.  
*Should the Company resolve on an issue of new shares consisting solely of ordinary shares or of a Reclassifiable Share Class, against other payment than contribution in kind, all shareholders, irrespective of which class of shares held, are entitled to preferential rights to subscribe for new shares in proportion to the number of shares previously held.*

Beslutar Bolaget att ge ut teckningsoptioner eller konvertibler mot annan betalning än apportegendom, ska vad som föreskrivs ovan om aktieägares företrädesrätt äga motsvarande tillämpning.  
*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 shall apply mutatis mutandis.*

Vad som föreskrivs ovan i föregående stycken ska inte innebära någon inskränkning i möjligheten att fatta beslut om emission med avvikelse från aktieägarnas företrädesrätt.  
*The stipulations in the sections above should not infringe on the possibility to resolve on an issue in which the preferential rights of shareholders are waived.*

Vid ökning av aktiekapitalet genom fondemission med utgivande av nya aktier ska nya aktier ges ut av respektive aktieslag i förhållande till det antal aktier av dessa slag som finns sedan tidigare. Därvid ska gamla aktier av ett visst aktieslag medföra rätt till nya aktier av samma aktieslag. Vad nu sagts ska inte innebära någon inskränkning i möjligheten att genom fondemission, efter erforderlig ändring av bolagsordningen, ge ut aktier av nytt slag.

*In the event of a share capital increase by a bonus issue including issuance of new shares, new shares shall be issued pro rata to the number of shares previously issued within that share class. Thereby, shares of a specific class entitles to new shares of the same class. Following a requisite amendment in the Articles of Association, the aforementioned stipulation shall not infringe on the possibility to issue shares of a new class by a bonus issue.*

## **6 § Avstämningsbolag / Euroclear company**

Bolagets aktier ska vara registrerade i ett avstämningsregister enligt lagen (1998:1479) om

värdepapperscentraler och kontoföring av finansiella instrument.

*The company's shares shall be registered in a securities register in accordance with the Swedish Central Securities Depositories and Financial Instruments (Accounts) Act (SFS 1998:1479).*

### **7 § Styrelse och revisorer / Board of directors and auditors**

Styrelsen består av 3 – 10 ledamöter med högst 10 suppleanter. Den väljes årligen på ordinarie bolagsstämma för tiden intill dess nästa ordinarie bolagsstämma har hållits.

*The Board of Directors consists of 3 - 10 members with a maximum of 10 deputies. It is elected annually at the annual general meeting for the time until next annual general meeting has been held.*

Består styrelsen av en eller två ledamöter ska minst en suppleant väljas.

*If the board consists of one or two members, at least one deputy member shall be elected.*

1 – 2 revisorer med eller utan revisorssuppleanter väljes på ordinarie bolagsstämma för tiden intill dess ordinarie bolagsstämma har hållits under fjärde räkenskapsåret efter valet.

*1 - 2 auditors with or without deputy auditors are elected at the annual general meeting for the period until the annual general meeting held during the fourth financial year after the election.*

### **8 § Kallelse till bolagsstämma / Notice of shareholders' meeting**

Kallelse till bolagsstämma ska ske genom annonsering i Post- och Inrikes tidningar och genom att kallelsen hålls tillgänglig på bolagets webbplats. Samtidigt som kallelse sker ska bolaget genom annonsering i Svenska Dagbladet upplysa om att kallelse har skett.

*Notices of shareholders' meetings shall be published in Post- och Inrikes Tidningar (the Swedish Official Gazette) and on the company's website. At the same time as notice is given, the company shall, through advertising in Svenska Dagbladet, announce that notice has been given.*

### **9 § Anmälan om deltagande i bolagsstämma / Notice of participation in shareholders' meetings**

En aktieägare som vill delta i en bolagsstämma ska anmäla detta till bolaget senast den dag som anges i kallelsen till bolagsstämman. Denna dag får inte vara söndag, annan allmän helgdag, lördag, midsommarafton, julafton eller nyårsafton och inte infalla tidigare än femte vardagen före bolagsstämman. Om en aktieägare vill ha med sig biträden vid bolagsstämman ska antalet biträden (högst två) anges i anmälan.

*A shareholder who wishes to participate in a shareholders' meeting must notify the company no later than on the day specified in the notice of the meeting. That day must not be a Sunday, other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and shall not be earlier than the fifth weekday prior to the meeting. If a shareholder wishes to be joined by counsel at the shareholders' meeting the number of counsellors (which shall not be more than two) must be stated in the notice of participation.*

### **10 § Bolagsstämma / Shareholders' meetings**

Ordinarie bolagsstämma hålles årligen inom 6 månader efter räkenskapsårets utgång. På ordinarie bolagsstämma ska följande ärenden förekomma:

1. Val av ordförande vid stämman
2. Upprättande och godkännande av röstlängd

3. Godkännande av dagordning
4. Val av en eller två protokolljusterare
5. Prövning av om stämman blivit behörigen sammankallad
6. Föredragning av framlagd årsredovisning och revisionsberättelse samt, i förekommande fall, koncernredovisning och koncernrevisionsberättelse
7. Beslut
  - a) om fastställande av resultaträkning och balansräkning samt, i förekommande fall, koncernresultaträkning och koncernbalansräkning
  - b) om dispositioner beträffande bolagets vinst eller förlust enligt den fastställda balansräkningen;
  - c) om ansvarsfrihet åt styrelseledamöter och verkställande direktör när sådan förekommer
8. Fastställande av styrelse- och revisorsarvoden
9. Val av styrelse och, i förekommande fall, revisorer samt eventuella revisorssuppleanter
10. Annat ärende, som ankommer på stämman enligt aktiebolagslagen eller bolagsordningen
11. Vid bolagsstämma må envar röstberättigad rösta för fulla antalet av vederbörande företrädda aktier utan begränsning i röstetalet.

*The annual general meeting is held annually within 6 months after the end of the financial year. At the Annual General Meeting, the following matters must be addressed:*

1. *Election of a chairman of the meeting*
2. *Preparation and approval of the voting list*
3. *Approval of the agenda*
4. *Election of one or two persons who shall approve the minutes of the meeting*
5. *Determination of whether the meeting was duly convened*
6. *Submission of the annual report and the auditors' report and, where applicable, the consolidated financial statements and the auditors' report for the group*
7. *Resolutions regarding*
  - a) *adoption of the income statement and balance sheet and, when applicable, the consolidated income statement and consolidated balance sheet*
  - b) *allocation of the company's profits or losses in accordance with the adopted balance sheet*
  - c) *discharge of the members of the board of directors and the managing director from liability*
8. *Determination of fees for members of the board of directors and auditors*
9. *Election of the members of the board of directors and, where applicable, auditors and deputy auditors*
10. *Other matters, which are set out in the Swedish Companies Act or the company's articles of association*
11. *At the Annual General Meeting, each person entitled to vote may vote for the full number of shares represented, without limitation in the number of votes.*

#### **11 § Räkenskapsår / Financial year**

Bolagets räkenskapsår ska vara kalenderår 1 januari – 31 december.

*The company's financial year shall be the calendar year 1 January – 31 December.*

**Bilaga 2019/2024; villkor för omvandling av aktier av Serie C 2019 / Appendix 2019 / 2024;  
conditions for reclassification of shares of Class C 2019**

VNV Global ska föra en sådan redovisning att graden av uppfyllande av det relevanta villkoret för omvandling av aktier av Serie C 2019, enligt vad som anges nedan, framgår. För tiden innan aktierna i VNV Global tas upp till handel på Nasdaq Stockholm, ska graden av uppfyllelse baseras på VNV Global Ltd:s finansiella rapporter.

*VNV Global shall keep its accounting so that the degree of fulfilment of the relevant condition for reclassification of shares of Class C 2019 set out below is disclosed. Prior to VNV Global's shares being admitted to trading on Nasdaq Stockholm, the degree of fulfilment shall be based on VNV Global Ltd.'s financial reports.*

Tio trettiofemte-delar (10/35) av aktierna av Serie C 2019 ska omvandlas till stamaktier om genomsnittlig årlig utveckling av VNV Globals substansvärde under perioden 1 januari 2019 – 31 december 2023 uppgår till 10,00 %. Tjugo trettiofemte-delar (20/35) av aktierna av Serie C 2019 ska omvandlas till stamaktier om genomsnittlig årlig utveckling av VNV Globals substansvärde under perioden 1 januari 2019 – 31 december 2023 uppgår till 15,00 %. Samtliga aktier av Serie C 2019 ska omvandlas till stamaktier om genomsnittlig årlig utveckling av VNV Globals substansvärde under perioden 1 januari 2019 – 31 december 2023 är minst 20,00 %. Om den genomsnittliga årliga utvecklingen av VNV Globals substansvärde under perioden 1 januari 2019 – 31 december 2023 är mellan 10,00 % och 15,00 % kommer omvandling av aktierna av Serie C 2019 att ske på linjär basis mellan tio trettiofemte-delar (10/35) och tjugo trettiofemte-delar (20/35). Om den genomsnittliga årliga utvecklingen av VNV Globals substansvärde under perioden 1 januari 2019 – 31 december 2023 är mellan 15,00 % och 20,00 % kommer omvandling av aktierna av Serie C 2019 att ske på linjär basis mellan tjugo trettiofemte-delar (20/35) och samtliga aktier av Serie C 2019. Om antalet aktier som ska omvandlas inte är ett heltal ska antalet aktier som ska omvandlas avrundas nedåt till närmaste heltal aktier.

*Ten thirty-fifths (10/35) of the shares of Class C 2019 shall be reclassified to ordinary shares if the compounded annual growth rate of VNV Global's net asset value per share during the period 1 January 2019 – 31 December 2023 is 10.00%. Twenty thirty-fifths (20/35) of the shares of Class C 2019 shall be reclassified to ordinary shares if the compounded annual growth rate of VNV Global's net asset value per share during the period 1 January 2019 – 31 December 2023 is 15.00%. All of the shares of Class C 2019 shall be reclassified to ordinary shares if the compounded annual growth rate of VNV Global's net asset value per share during the period 1 January 2019 – 31 December 2023 is at least 20.00%. If the compounded annual growth rate of VNV Global's net asset value per share during the period 1 January 2019 – 31 December 2023 is between 10.00% and 15.00%, the shares of Class C 2019 will be reclassified on a linear basis as from ten thirty-fifths (10/35) to twenty thirty-fifths (20/35). If the compounded annual growth rate of VNV Global's net asset value per share during the period 1 January 2019 – 31 December 2023 is between 15.00% and 20.00%, the shares of Class C 2019 will be reclassified on a linear basis as from twenty thirty-fifths (20/35) to all shares of Class C 2019. If the number of shares that shall be reclassified is not a whole number of shares, the number of shares to be reclassified shall be rounded down to the nearest whole number of shares.*

Genomsnittlig årlig utveckling av substansvärdet ska beräknas enligt följande,  $(B/A)^{(1/n)} - 1$ , där (A) är substansvärdet per stamaktie i början av mätperioden, och (B) är substansvärdet per stamaktie i



slutet av mätperioden, och (n) är mätperiodens längd i år. Genomsnittlig årlig utveckling av substansvärdet ska beräknas justerat för utdelningar, andra värdeöverföringar till aktieägarna och återköp av egna aktier. Värdet på VNV Globals innehav ska vara baserat på substansvärdet i VNV Globals delårsrapporter för perioden januari – december 2018 (startvärdet) respektive januari – december 2023 (slutvärdet).

*The compounded annual growth rate of the net asset value per share shall be calculated using the formula;  $(B/A)^{(1/n)}-1$  where (A) is the net asset value per ordinary share at the beginning of the measurement period, and (B) is the net asset value per ordinary share at the end of the measurement period, and (n) is the duration of the measurement period in years. The compounded annual growth rate of the net asset value per share shall be calculated adjusted for dividends, other value transfers to shareholders and repurchases of shares. The value of VNV Global's assets shall be based on the net asset value statements in VNV Global's financial reports for the periods January – December 2018 (the start value) and January – December 2023 (the end value), respectively.*

**Bilaga 2020/2025; villkor för omvandling av aktier av Serie C 2020 / Appendix 2020 / 2025; conditions for reclassification of shares of Class C 2020**

VNV Global ska föra en sådan redovisning att graden av uppfyllande av det relevanta villkoret för omvandling av aktier av Serie C 2020, enligt vad som anges nedan, framgår. För tiden innan aktierna i VNV Global tas upp till handel på Nasdaq Stockholm, ska graden av uppfyllelse baseras på VNV Global Ltd.'s finansiella rapporter.

*VNV Global shall keep its accounting so that the degree of fulfilment of the relevant condition for reclassification of shares of Class C 2020 set out below is disclosed. Prior to VNV Global's shares being admitted to trading on Nasdaq Stockholm, the degree of fulfilment shall be based on VNV Global Ltd.'s financial reports.*

Tio trettiofemte-delar (10/35) av aktierna av Serie C 2020 ska omvandlas till stamaktier om genomsnittlig årlig utveckling av VNV Globals substansvärde under perioden 1 januari 2020 – 31 december 2024 uppgår till 10,00 %. Tjugo trettiofemte-delar (20/35) av aktierna av Serie C 2020 ska omvandlas till stamaktier om genomsnittlig årlig utveckling av VNV Globals substansvärde under perioden 1 januari 2020 – 31 december 2024 uppgår till 15,00 %. Samtliga aktier av Serie C 2020 ska omvandlas till stamaktier om genomsnittlig årlig utveckling av VNV Globals substansvärde under perioden 1 januari 2020 – 31 december 2024 är minst 20,00 %. Om den genomsnittliga årliga utvecklingen av VNV Globals substansvärde under perioden 1 januari 2020 – 31 december 2024 är mellan 10,00 % och 15,00 % kommer omvandling av aktierna av Serie C 2020 att ske på linjär basis mellan tio trettiofemte-delar (10/35) och tjugo trettiofemte-delar (20/35). Om den genomsnittliga årliga utvecklingen av VNV Globals substansvärde under perioden 1 januari 2020 – 31 december 2024 är mellan 15,00 % och 20,00 % kommer omvandling av aktierna av Serie C 2020 att ske på linjär basis mellan tjugo trettiofemte-delar (20/35) och samtliga aktier av Serie C 2020. Om antalet aktier som ska omvandlas inte är ett heltal ska antalet aktier som ska omvandlas avrundas nedåt till närmaste heltal aktier.

*Ten thirty-fifths (10/35) of the shares of Class C 2020 shall be reclassified to ordinary shares if the compounded annual growth rate of VNV Global's net asset value per share during the period 1 January 2020 – 31 December 2024 is 10.00%. Twenty thirty-fifths (20/35) of the shares of Class C 2020 shall be*

*reclassified to ordinary shares if the compounded annual growth rate of VNV Global's net asset value per share during the period 1 January 2020 – 31 December 2024 is 15.00%. All of the shares of Class C 2020 shall be reclassified to ordinary shares if the compounded annual growth rate of VNV Global's net asset value per share during the period 1 January 2020 – 31 December 2024 is at least 20.00%. If the compounded annual growth rate of VNV Global's net asset value per share during the period 1 January 2020 – 31 December 2024 is between 10.00% and 15.00%, the shares of Class C 2020 will be reclassified on a linear basis as from ten thirty-fifths (10/35) to twenty thirty-fifths (20/35). If the compounded annual growth rate of VNV Global's net asset value per share during the period 1 January 2020 – 31 December 2024 is between 15.00% and 20.00%, the shares of Class C 2020 will be reclassified on a linear basis as from twenty thirty-fifths (20/35) to all shares of Class C 2020. If the number of shares that shall be reclassified is not a whole number of shares, the number of shares to be reclassified shall be rounded down to the nearest whole number of shares.*

Genomsnittlig årlig utveckling av substansvärdet ska beräknas enligt följande,  $(B/A)^{(1/n)}-1$ , där (A) är substansvärdet per stamaktie i början av mätperioden, och (B) är substansvärdet per stamaktie i slutet av mätperioden, och (n) är mätperiodens längd i år. Genomsnittlig årlig utveckling av substansvärdet ska beräknas justerat för utdelningar, andra värdeöverföringar till aktieägarna och återköp av egna aktier. Värdet på VNV Globals innehav ska vara baserat på substansvärdet i VNV Globals delårsrapporter för perioden januari – december 2019 (startvärdet) respektive januari – december 2024 (slutvärdet).

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**Bilaga 2021/2026; villkor för omvandling av aktier av Serie C 2021 / Appendix 2021 / 2026; conditions for reclassification of shares of Class C 2021**

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Tio trettiofemte-delar (10/35) av aktierna av Serie C 2021 ska omvandlas till stamaktier om genomsnittlig årlig utveckling av VNV Globals substansvärde under perioden 1 januari 2021 – 31 december 2025 uppgår till 10,00 %. Tjugo trettiofemte-delar (20/35) av aktierna av Serie C 2021 ska omvandlas till stamaktier om genomsnittlig årlig utveckling av VNV Globals substansvärde under perioden 1 januari 2021 – 31 december 2025 uppgår till 15,00 %. Samtliga aktier av Serie C 2021 ska omvandlas till stamaktier om genomsnittlig årlig utveckling av VNV Globals substansvärde under perioden 1 januari 2021 – 31 december 2025 är minst 20,00 %. Om den genomsnittliga årliga

utvecklingen av VNV Globals substansvärde under perioden 1 januari 2021 – 31 december 2025 är mellan 10,00 % och 15,00 % kommer omvandling av aktierna av Serie C 2021 att ske på linjär basis mellan tio trettiofemte-delar (10/35) och tjugo trettiofemte-delar (20/35). Om den genomsnittliga årliga utvecklingen av VNV Globals substansvärde under perioden 1 januari 2021 – 31 december 2025 är mellan 15,00 % och 20,00 % kommer omvandling av aktierna av Serie C 2021 att ske på linjär basis mellan tjugo trettiofemte-delar (20/35) och samtliga aktier av Serie C 2021. Om antalet aktier som ska omvandlas inte är ett heltal ska antalet aktier som ska omvandlas avrundas nedåt till närmaste heltal aktier.

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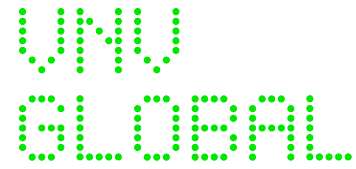
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**For further information please contact:**

Björn von Sivers, Investor Relations: +46 8-545 015 50

Press Release  
30 March 2021 08:00:00 CEST

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## About Us

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*VNV Global is an investment company with the business concept of using experience, expertise and a widespread network to identify and invest in assets with considerable potential for value appreciation. The company has a special focus on online marketplaces and businesses with strong network effects. The common shares of VNV Global are listed on Nasdaq Stockholm, Mid Cap segment, with the ticker VNV. For more information on VNV Global, visit [www.vnv.global](http://www.vnv.global).*

## Attachments

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[Notice of Annual General Meeting in VNV Global AB \(publ\)](#)