

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

Protokoll fört vid extra bolagsstämma i **Vimian Group AB (publ)**, org.nr 559234-8923, den 24 mars 2023 i Stockholm.

*Minutes kept at the Extraordinary General Meeting in **Vimian Group AB (publ)**, Reg. No. 559234-8923, on 24 March 2023 in Stockholm.*

- 1 § Stämmans öppnande / Opening of the General Meeting**  
Stämman öppnades av styrelseledamoten Theodor Bonnier.  
*The meeting was declared opened by the board member Theodor Bonnier.*
- 2 § Val av ordförande vid stämman / Election of chairman of the General Meeting**  
Beslöts att välja advokat Linnéa Sellström från Advokatfirman Vinge till ordförande för stämman. Noterades att det uppdragits åt Anna Svensson från Advokatfirman Vinge att föra protokollet vid stämman.  
*It was resolved to appoint Linnéa Sellström, member of the Swedish bar association, from Advokatfirman Vinge as chairman of the meeting. It was noted that Anna Svensson from Advokatfirman Vinge 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 dagordningen / 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 Hanna Risberg, som representerar Fidelio Vet Holding AB, och Angelica Hanson, som representerar AMF Pension & Fonder.  
*It was resolved that the minutes, in addition to the chairman, should be approved by Hanna Risberg, representing Fidelio Vet Holding AB, and Angelica Hanson, representing AMF Pension & Fonder.*
- 6 § Prövning av om stämman blivit behörigen sammankallad / Determination of whether the General Meeting has been duly convened**  
Konstaterades att kallelse till stämman varit publicerad på bolagets webbplats den 8 mars 2023 och införd i Post- och Inrikes Tidningar den 10 mars 2023, 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 8 March 2023 and in Post- och Inrikes Tidningar (the Swedish Official Gazette) on 10 March 2023 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 § Styrelsens förslag till beslut om apportemission / *The Board of Directors' proposal on an issue of shares against contribution in kind***

Ordföranden föredrog det huvudsakliga innehållet i styrelsens förslag till beslut om en apportemission, Bilaga 2 punkt 7. Handlingar enligt 13 kap. 6-8 §§ aktiebolagslagen, vilka hållits tillgängliga för aktieägarna på bolagets huvudkontor och på bolagets hemsida sedan mer än två veckor före stämman, framlades.

*The chairman informed the meeting of the main content of the Board of Directors' proposal on an issue of shares against contribution in kind, Appendix 2 item 7. Documents in accordance with Chapter 13, Section 6-8 of the Swedish Companies Act, which have been held available for the shareholders at the company's office and on the company's website more than two weeks before the meeting, were presented.*

Beslöts med att godkänna styrelsens förslag till beslut om apportemission i enlighet med Bilaga 2 punkt 7, inklusive bemyndigande för verkställande direktören att vidta de mindre justeringar i detta beslut som kan visa sig nödvändiga i samband med registrering därav.

*It was resolved to approve the Board of Directors' proposal on an issue of shares against contribution in kind in accordance with Appendix 2 item 7, including an authorisation for the CEO to make such minor adjustments to this resolution that may be necessary in connection with the registration thereof.*

Antecknades att beslutet fattades med erforderlig majoritet.

*It was noted that the resolution was passed with the required majority.*

**8 § Stämmans avslutande / *Closing of the General Meeting***

Stämman förklarades avslutad.

*The meeting was declared closed.*

---

Vid protokollet/*In fide*m:

---

Anna Svensson

Justeras/*Approved*:

---

Linnéa Sellström

---

Hanna Risberg

---

Angelica Hanson

**Röstlängd**  
*Voting list*

---

[Denna sida har avsiktligen lämnats blank / *This page has intentionally been left blank*]



## Kallelse till extra bolagsstämma i Vimian Group AB (publ)

Vimian Group AB (publ) ("Vimian"), org.nr 559234-8923, med säte i Stockholm, kallar till extra bolagsstämma den 24 mars 2023 kl. 15:00 i Advokatfirman Vinges lokaler på Smålandsgatan 20, 111 46 Stockholm. Inregistrering till stämman börjar kl. 14:30.

### Rätt att delta i extra bolagsstämman och anmälan

Den som vill delta i bolagsstämman ska (i) vara upptagen som aktieägare i den av Euroclear Sweden AB framställda aktieboken avseende förhållandena den 16 mars 2023 och (ii) senast den 20 mars 2023 anmäla sig per post till Vimian Group AB, Riddargatan 19, 114 57 Stockholm eller via e-post till [generalmeetings@vimian.com](mailto:generalmeetings@vimian.com). Vid anmälan ska aktieägaren uppge namn, person- eller organisationsnummer, adress, telefonnummer och antalet eventuella biträden (högst två) samt i förekommande fall uppgift om ombud.

Om en aktieägare företräds genom ombud ska en skriftlig och daterad fullmakt utfärdas för ombudet. Fullmaktsformulär finns tillgängligt på bolagets hemsida, [www.vimian.com](http://www.vimian.com). Om fullmakten utfärdats av juridisk person ska registreringsbevis eller motsvarande behörighetshandling bifogas. För att underlätta registreringen vid stämman bör fullmakt samt registreringsbevis eller andra behörighetshandlingar vara bolaget tillhanda till ovanstående adress senast den 23 mars 2023.

### Förvaltarregistrerade innehav

För att ha rätt att delta i stämman måste en aktieägare som låtit förvaltarregistrera sina aktier, förutom att anmäla sig till stämman, låta registrera aktierna i eget namn så att aktieägaren blir upptagen i framställningen av aktieboken per 16 mars 2023. Sådan registrering kan vara tillfällig (s.k. rösträttsregistrering) och begärs hos förvaltaren enligt förvaltarens rutiner i sådan tid i förväg som förvaltaren bestämmer. Rösträttsregistrering som har gjorts av förvaltaren senast den 20 mars 2023 kommer att beaktas vid framställningen av aktieboken.

### Förslag till dagordning

1. Stämmans öppnande.
2. Val av ordförande vid stämman.
3. Upprättande och godkännande av röstlängd.
4. Godkännande av dagordning.
5. Val av en eller två justeringspersoner att justera protokollet.
6. Prövning av om stämman blivit behörigen sammankallad.
7. Styrelsens förslag till beslut om apportemission.
8. Stämmans avslutande.

### Beslutsförslag

#### *Val av ordförande vid stämman (punkt 2)*

Styrelsen föreslår att advokat Linnéa Sellström från Advokatfirman Vinge, eller den som styrelsen utser vid hennes förhinder, utses till ordförande vid stämman.

#### *Styrelsens förslag till beslut om apportemission (punkt 7)*

Styrelsen föreslår att stämman beslutar att bolagets aktiekapital ska ökas med högst 25 852,660492 kronor genom emission av högst 15 502 391 nya stamaktier, för att delfinansiera bolagets förvärv av Viking Blues Pty Ltd. För beslutet ska i övrigt följande villkor gälla:



Styrelsen



## **Notice of Extraordinary 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 Extraordinary General Meeting to be held on 24 March 2023 at 15:00 CET at Advokatfirman Vinge’s premises at Smålandsgatan 20, SE-111 46 Stockholm, Sweden. Registration starts at 14:30 CET.**

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

A shareholder who wishes to participate in the General Meeting must (i) be recorded as a shareholder in the share register maintained by Euroclear Sweden AB relating to the circumstances on 16 March 2023, and (ii) no later than 20 March 2023 give notice by post to Vimian Group AB, Riddargatan 19, SE-114 57 Stockholm, Sweden or via e-mail to [generalmeetings@vimian.com](mailto:generalmeetings@vimian.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 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 23 March 2023.

### **Nominee-registered shares**

To be entitled to participate in the 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 16 March 2023. 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 20 March 2023 are taken into account when preparing the share register.

### **Proposed agenda**

1. Opening of the General Meeting.
2. Election of chairman of the 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 General Meeting has been duly convened.
7. The Board of Directors’ proposal on an issue of shares against contribution in kind.
8. Closing of the General Meeting.

### **Proposed resolutions**

#### ***Election of chairman of the General Meeting (item 2)***

The Board of Directors proposes that Linnéa Sellström from Advokatfirman Vinge, or, if she has an impediment to attend, the person proposed by the Board of Directors, is elected chairman of the General Meeting.

***The Board of Directors' proposal on an issue of shares against contribution in kind (item 7)***

The Board of Directors proposes that the General Meeting resolves to increase the share capital of the company by the amount of SEK 25,852.660492 by an issue of 15,502,391 new ordinary shares, to partly finance the company's acquisition of Viking Blues Pty Ltd. The following conditions shall apply.

1. The right to subscribe for new shares shall only vest in Finn Pharmaceuticals Pty Limited (ACN 121 462 280) as trustee for Finn Pharmaceuticals Trust (ABN 68 306 820 414), with a right and obligation to pay for the new shares by transfer of 36,519,732 shares in Viking Blues Pty Ltd.
2. Subscription for the newly issued ordinary shares shall be made no later than on 31 March 2023. Subscription shall be made on a separate subscription list. The Board of Directors shall have the right to extend the subscription period.
3. Payment for the shares shall be made by transfer of 36,519,732 shares in Viking Blues Pty Ltd. no later than on 31 March 2023. However, the board of directors shall be entitled to extend the payment period. The value of the contribution in kind as specified in the report by the board of directors pursuant to Chapter 13, Section 7 of the Swedish Companies Act (2005:551) corresponds to a subscription price of SEK 24.30 per share. The amount that exceeds the quota value of the shares shall be allocated to the free share premium reserve.
4. The new ordinary shares entitle to dividends for the first time on the first record date for dividend following the registration of the issue of new shares.
5. The CEO is authorised to make such minor adjustments to this resolution that may be necessary in connection with the registration of the new issue.

**Special majority requirements**

A resolution in accordance with the Board of Directors' proposal in item 7 above requires, in accordance with chapter 16 of the Swedish Companies Act (2005:551), the approval of at least nine-tenths (9/10) of the shares represented and votes cast at the Extraordinary General Meeting.

**Shareholders' right to obtain information**

Shareholders are reminded of their right to, at the 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**

There are 441,122,339 shares outstanding in Vimian, corresponding to 424,084,748.6 votes, of which 422,191,683 are ordinary shares entitled to one vote per share and 18,930,656 are class C shares entitled to one-tenth vote per share. As of the date of this notice, the company holds no own shares.

**Documentation**

Relevant documentation will be held available at the company's office at Riddargatan 19, SE-114 57 Stockholm, Sweden, and at the company's website, [www.vimian.com](http://www.vimian.com), no later than two weeks

before the Extraordinary General Meeting. 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>

*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 2023  
**Vimian Group AB (publ)**  
The Board of Directors