

## **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 3 October 2022.**

Vimian welcomes all shareholders to exercise their voting rights at the Extraordinary General Meeting through postal voting as described below. The Extraordinary General Meeting will be carried out through 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 General Meeting will be held without physical presence. Information on the resolutions passed at the Extraordinary General Meeting will be published on 3 October 2022 as soon as the result of the postal voting has been finally confirmed.

### **Registration and notification**

A shareholder who wishes to participate in the Extraordinary General Meeting must (i) be recorded in the share register prepared by Euroclear Sweden AB relating to the circumstances on 23 September 2022, and (ii) notify its intention to participate in the Extraordinary General Meeting no later than 30 September 2022, by casting its postal vote in accordance with the instructions under the heading *Postal voting* below so that the postal voting form is received by Euroclear Sweden AB no later than that day.

To be entitled to participate in the general meeting, in addition to providing notification of participation, a shareholder whose shares are held in the name of a nominee must register its shares in its own name so that the shareholder is recorded in the share register as at 23 September 2022. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee’s procedures and such time in advance as the nominee determines. Voting right registrations completed not later than the second banking day after 23 September 2022 are taken into account when preparing the register of shareholders.

### **Postal voting**

The shareholders may exercise their voting rights at the general meeting only by voting in advance, so-called postal voting in accordance with section 22 of the Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used when postal voting. The postal voting form is available on the company’s website [www.vimian.com](http://www.vimian.com). A completed and signed postal voting form may be submitted by post to Vimian Group AB, “Extraordinary General Meeting”, c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden or via e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com). The completed form shall be received by Euroclear Sweden AB not later than 30 September 2022. Shareholders may also cast their votes electronically through BankID verification via Euroclear Sweden AB’s website, <https://anmalan.vpc.se/euroclearproxy>. The postal vote can be withdrawn up to and including 30 September 2022 by contacting Euroclear Sweden AB via e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com). The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the postal vote in its entirety) is invalid. Further instructions and conditions are included in the form for postal voting.

If a shareholder votes by proxy, a written and dated proxy shall be enclosed to the postal voting form. Proxy forms are available on the company's website [www.vimian.com](http://www.vimian.com). If the shareholder is a legal entity, a certificate of incorporation or an equivalent certificate of authority should be enclosed.

**Proposed agenda**

1. Election of a chairman of the Extraordinary General Meeting.
2. Election of one or two persons to approve the minutes.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Determination as to whether the Extraordinary General Meeting has been duly convened.
6. The board of directors' proposal on a directed issue of ordinary shares.

## **Proposed resolutions**

### ***Item 1 – Proposal regarding election of a chairman of the Extraordinary General Meeting***

The board of directors proposes that Dain Hård Nevenon from Advokatfirman Vinge, or, if he has an impediment to attend, the person proposed by the board of directors, is elected chairman of the Extraordinary General Meeting.

### ***Item 2 - Election of one or two persons to approve the minutes***

As persons to approve the minutes of the Extraordinary General Meeting together with the chairman, the board of directors proposes Hanna Risberg (Fidelio) and Oskar Berglund (Spiltan Funds), or if one or both of them are prevented, the person or persons instead appointed by the board of directors. The task of approving the minutes of the Extraordinary General Meeting also includes verifying the voting list and that the postal votes received are correctly stated in the minutes of the Extraordinary General Meeting.

### ***Item 3 - Preparation and approval of the voting list***

The voting list proposed for approval is the voting list drawn up by Euroclear Sweden AB on behalf of Vimian, based on the Extraordinary General Meeting's share register and postal votes received, as verified and recommended by the persons approving the minutes of the Extraordinary General Meeting.

### ***Item 6 – The board of directors' proposal on a directed issue of ordinary shares***

The board of directors proposes that the Extraordinary General Meeting resolves on a share issue of not more than 32,500,000 new ordinary shares, entailing an increase in the share capital of not more than SEK 54,198.83223 directed to the shareholder Fidelio Vet Holding AB ("**Fidelio**"). The resolution shall otherwise be governed by the following terms and conditions:

1. The right to subscribe for the new ordinary shares shall, with deviation from the shareholder's pre-emption rights, be granted Fidelio exclusively.
2. The reason for the deviation from the shareholders' pre-emption rights is to carry out a capital raising in a time- and cost-effective manner to finance the company's acquisition agenda and reduce its indebtedness.
3. The subscription price shall be SEK 29 per ordinary share. The basis for the subscription price has been determined through an accelerated bookbuilding procedure carried out by Carnegie Investment Bank AB (publ).
4. Subscription for the newly issued ordinary shares shall be made no later than on 4 October 2022. Subscription shall be made on a separate subscription list. The board of directors shall have the right to extend the subscription period.
5. Payment for the subscribed ordinary shares shall be made in cash no later than on 4 October 2022. The board of directors shall have the right to extend the payment period. The part of the subscription price which exceeds the shares' quota value shall be allocated to the free share premium reserve.
6. 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.

**Special majority requirements**

A resolution in accordance with the board of directors' proposal in item 6 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 Extraordinary General Meeting, obtain information from the board of directors and the CEO in accordance with section 23 of the Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. A request for such information shall be made in writing to Vimian Group AB, Riddargatan 19, SE-114 57 Stockholm, Sweden or via e-mail to [generalmeetings@vimian.com](mailto:generalmeetings@vimian.com), no later than on 23 September 2022. Information relating to such requests will be made available at Vimian Group AB, Riddargatan 19, SE-114 57 Stockholm, Sweden and on [www.vimian.com](http://www.vimian.com) no later than 28 September 2022. The information will also be sent, within the same period of time, to shareholders who so request and state their address.

**Number of shares and votes**

As of the date of this notice, there are 389,394,897 shares outstanding and registered in Vimian, corresponding to 366,940,129.2 votes, of which 364,445,155 are ordinary shares entitled to one vote per share and 24,949,742 are class C shares entitled to one-tenth vote per share. In accordance with the resolution of the board of directors made on 14 September 2022 and as of the date of this notice, 19,227,442 ordinary shares are subject to registration with the Swedish Companies Registration Office. As of the date of this notice, the company holds no own shares.

**Authorisation**

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

**Documentation etc.**

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 at 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, September 2022  
**Vimian Group AB (publ)**  
The board of directors