

## **NOTICE TO ATTEND THE ANNUAL GENERAL MEETING IN VIKING SUPPLY SHIPS AB (PUBL)**

**Shareholders of Viking Supply Ships AB (publ), 556161-0113 are hereby invited to the Annual General Meeting on Wednesday 26 April 2023 at 3:00 p.m. at Scandic Rubinen, Kungsportsavenyn 24, Gothenburg. Entry commences at 2:30 p.m.**

The Board of Directors has, pursuant to Chapter 7 Section 4 a of the Swedish Companies Act (2005: 551) and the company's articles of association, resolved that shareholders may exercise their voting rights through postal voting in advance of the Annual General Meeting. Shareholders may therefore choose to exercise their voting rights in person, by proxy or through postal voting.

*NB. This notice has been prepared in both Swedish and English language versions. In the event of any discrepancies between the versions, the Swedish version shall prevail.*

### **EXERCISING OF VOTING RIGHTS AT THE MEETING**

Shareholders who wish to attend the Annual General Meeting must:

- be registered in the share register kept by Euroclear Sweden AB on Tuesday 18 April 2023 or, if the shares are nominee-registered, request that the shares are registered in the shareholder's own name for voting purposes by the nominee not later than on Thursday 20 April 2023, and
- notify their intention to participate according to the instructions under the heading "Notice etc." or by submitting a postal vote in accordance with the instructions under the heading "Voting by post" not later than on Thursday 20 April 2023.

Shareholders who have nominee-registered shares with a bank or other nominee must re-register the shares in their own name with Euroclear Sweden AB to be entitled to participate in the Annual General Meeting. As set out above, such registration, which may be temporary, must be completed on Thursday 20 April 2023. This means that shareholders must inform the nominee of this request in ample time prior to this date.

### **Notice etc.**

Shareholders who wish to participate at the meeting in person or by proxy shall notify the company either electronically through the company's website ([www.vikingsupply.com](http://www.vikingsupply.com)), by e-mail to [proxy@computershare.se](mailto:proxy@computershare.se), by mail to Viking Supply Ships AB (publ), "Annual General Meeting", c/o Computershare AB, P.O. Box 5267, SE-102 46 Stockholm, or by telephone +46-771-24 64 00. The notice shall include the shareholder's full name, personal or corporate identification number, address, telephone number, and, if applicable, the number of accompanying advisors (no more than two).

Shareholders who do not wish to attend the meeting in person or exercise their voting rights by postal voting may exercise their voting rights at the meeting by proxy with a written, signed and dated power of attorney. If the power of attorney is issued by a legal entity, a copy of the certificate of incorporation or other authorization document for the legal entity shall be enclosed.

In order to facilitate entry to the meeting, powers of attorney, certificates of incorporation and other authorization documents should be submitted to the company at the address Viking Supply Ships AB (publ), "Annual General Meeting", c/o Computershare AB, P.O. Box 5267, SE-102 46 Stockholm, or sent by e-mail to proxy@computershare.se not later than Thursday 20 April 2023. Please note that notice of participation at the meeting must be made even if the shareholder wishes to exercise their voting rights at the meeting by proxy. A submitted power of attorney is not valid as notice of participation in the meeting. Proxy forms are available on the company's website (www.vikingsupply.com).

### **Voting by post**

When voting by post, the shareholder shall use the postal voting form and follow the company's instructions that are available on the company's website (www.vikingsupply.com) and at the company's offices (Idrottsvägen 1, SE-444 31 Stenungsund). A completed and signed postal voting form should be sent by mail to Viking Supply Ships AB (publ), "Annual General Meeting", c/o Computershare AB, P.O. Box 5267, SE-102 46 Stockholm. Completed forms must be received by Computershare AB not later than Thursday 20 April 2023. The completed and signed postal voting form may alternatively be submitted electronically and is then to be sent via e-mail to proxy@computershare.se. Shareholders can also submit their postal votes electronically with BankID through the company's website (www.vikingsupply.com). If the shareholder votes by proxy, a written and dated power of attorney shall be enclosed with the postal voting form. Proxy forms are available upon request and on the company's website (www.vikingsupply.com). If the shareholder is a legal entity, a certificate of incorporation or other authorization document shall be enclosed with the postal voting form. Shareholders are not allowed to include special instructions or conditions in the postal voting form. If special instructions or conditions are included, such postal vote becomes invalid. Further information and conditions can be found in the postal voting form.

### **ITEMS**

#### **Proposal for the agenda at the Annual General Meeting:**

1. Election of the Chairman of the meeting
2. Election of one or two persons to verify the minutes
3. Preparation and approval of the voting list
4. Determination that the meeting has been duly convened
5. Approval of the agenda
6. Presentation of the annual report and the auditors' report for the parent company as well as the consolidated accounts and the auditors' report for the group
7. Resolution on:
  - a. adoption of the income statement and the balance sheet for the parent company and the consolidated income statement and consolidated balance sheet for the group
  - b. disposition pertaining to the result for the year according to the adopted balance sheet
  - c. discharge from liability in respect of the members of the Board of Directors and the CEO
8. Determination of the number of members of the Board of Directors and auditors
9. Determination of remuneration to the members of the Board of Directors and the auditors
10. Election of members of the Board of Directors and Chairman of the Board of Directors
11. Election of auditors
12. Resolution regarding the establishment of a Nomination Committee

13. Resolution on:
  - a. approval of a related party transaction
  - b. new issue of shares of series B with payment by way of set-off
14. Closing of the meeting

## **PROPOSALS FOR RESOLUTION**

### **Item 1 – Election of the Chairman of the meeting**

The Nomination Committee proposes that the Annual General Meeting elects the member of the Swedish Bar Association Carl Westerberg as Chairman of the meeting, or, if he is not present, the person designated by the Board of Directors.

### **Item 2 – Election of one or two persons to verify the minutes**

The Board of Directors proposes the shareholder Claes-Göran Haraldsson or, in his absence, the person designated by the Board of Directors, as, in addition to the Chairman, person to verify the minutes. Also, such assignment includes verifying the voting list and that the received postal votes are correctly reflected in the minutes.

### **Item 7 b) – Disposition pertaining to the result for the year according to the adopted balance sheet**

The Board of Directors proposes that no dividend should be paid for the fiscal year 2022 and that the profits should be carried forward to the new accounts.

### **Item 8 – Determination of the number of members of the Board of Directors and auditors**

The Nomination Committee proposes that the Board of Directors should consist of five members elected by the general meeting, without deputy members. For the auditing of the company's accounting and management, the Nomination Committee proposes an accounting firm.

### **Item 9 – Determination of remuneration to the members of the Board of Directors and the auditors**

The Nomination Committee proposes that remuneration to the Chairman of the Board of Directors should be SEK 300,000 and that remuneration to each of the other elected members of the Board of Directors should be SEK 200,000. The total remuneration for the Board of Directors is thus proposed to be SEK 1,100,000. The Nomination Committee proposes that remuneration to the auditor shall be paid in accordance with approved invoice.

### **Item 10 – Election of members of the Board of Directors and Chairman of the Board of Directors**

The Nomination Committee proposes that Bengt A. Rem, Kristoffer Sandaker, Håkan Larsson and Magnus Sonorp are re-elected as members of the Board of Directors for a period until the end of the 2024 Annual General Meeting. Folke Patriksson has declined re-election.

The Nomination Committee proposes that Petter Orvefors is elected as a new member of the Board of Directors for a period until the end of the 2024 Annual General Meeting.

Further, the Nomination Committee proposes that Bengt A. Rem is re-elected as Chairman of the Board of Directors.

All nominated members of the Board of Directors, apart from Petter Orvefors, were members of the Board of Directors during 2022 (Kristoffer Sandaker was elected as a member of the Board of Directors at the Extraordinary General meeting in November 2022). Information on all of the nominated members of the Board of Directors is available on the company's website ([www.vikingsupply.com](http://www.vikingsupply.com)).

**Item 11 – Election of auditors**

The Nomination Committee proposes re-election of the registered accounting firm Rödl & Partner Nordic AB as the auditor of the company for a period until the end of the 2024 Annual General Meeting. Rödl & Partner Nordic AB has informed the company that the authorized public accountant Mathias Racz will be appointed as the auditor in charge, if the Annual General Meeting resolves in accordance with the Nomination Committee's proposal.

**Item 12 – Proposal regarding the establishment of a Nomination Committee**

The Nomination Committee proposes that principles for the appointment of the Nomination Committee and the instruction for the Nomination Committee, which were adopted at the 2020 Annual General Meeting, and which have been adopted unchanged at every Annual General Meeting since then, are adopted unchanged and to apply until further notice.

**Item 13 a) – Proposal on approval of a related party transaction**

The company intends to enter into a consultancy agreement (the "**Agreement**") with two companies that are closely related to the company's principal shareholder Kistefos AS, Reg. No. 951 408 743, ("**Kistefos**"). According to the Agreement, Kistefos Corporate AS, Reg. No. 918 486 240 ("**Kistefos Corporate**"), and Kistefos Financial Advisors AS, Reg. No. 930 520 624 ("**Kistefos Financial Advisors**"), shall have the right to receive a fee for brokering the charter agreement and the financing for the transaction that the company entered into with Ocean Yield AS (which was announced through a press release on 14 March this year). As consideration for services rendered under the Agreement, Kistefos Corporate and Kistefos Financial Advisors shall receive a fee in line with market conditions, which shall be paid by way of set-off against newly issued shares of series B in the company (the "**Transaction**"). The fee to be paid to Kistefos Corporate and Kistefos Financial Advisors under the Agreement for the transaction with Ocean Yield AS is estimated to amount to approximately USD 2.8 million. A preliminary calculation based on a subscription price of SEK 125 per share entails that this claim would be set off against approximately 231,000 new shares of series B in accordance with the proposal under item 13 b) below (this figure is, however, preliminary and may change based on how the share price and the USD/SEK exchange rate develops until the subscription price is determined).

Since the consideration pursuant to the Agreement will amount to at least one per cent of the company's market value, the Transaction constitutes a related party transaction which must be approved by a general meeting of the company in accordance with the rules of good practice in the stock market (AMN 2019:25). The Board of Directors proposes that the Annual General Meeting resolves to approve the Transaction. The two members of the Board of Directors Bengt A. Rem and Kristoffer Sandaker, who are both employed by Kistefos, have not been involved in the preparation of the Transaction and have not participated in the Board of Directors' decision regarding the Transaction.

The Board of Directors will prepare a report on the Transaction in which the more detailed conditions for the Transaction will be provided. The report will be available on the company's website ([www.vikingsupply.com](http://www.vikingsupply.com)) not later than two weeks prior to the meeting.

A resolution regarding this item 13 a) is conditional upon the meeting resolving in accordance with the Board of Directors' proposal under item 13 b) below.

A resolution concerning this item 13 a) requires the support of shareholders who represent at least half (1/2) of the votes cast, however, shares and votes held directly or indirectly by Kistefors not taken into account.

**Item 13 b) – Proposal on new issue of shares of series B with payment by way of set-off**

The Board of Directors proposes that the Annual General Meeting resolves to increase the company's share capital through a targeted new issuing of not more than 390,000 shares of series B, entailing an increase of the share capital by a maximum of SEK 12,404,074.132514.

1. The subscription price to be paid for each new shares of series B shall amount to the volume-weighted average price of the company's shares of series B on Nasdaq First North Growth Market during the five trading days following the presentation of the company's interim report for the period January-March 2023. The basis for the subscription price is that the subscription price shall correspond to the market value of the shares of series B at the time of subscription.
2. The right to subscribe for shares of series B shall, with deviation from the shareholders' preferential rights, be granted to Kistefos Corporate AS (with the right to subscribe for not more than 205,000 shares of series B) and Kistefos Financial Advisors AS (with the right to subscribe for not more than 185,000 shares of series B). The reason for the deviation from the shareholders' preferential is to be able to enter into the Agreement proposed under item 13 a) and the execution of the Agreement regarding the payment of fees to Kistefos Corporate AS and Kistefos Financial Advisors AS for the transaction with Ocean Yield AS.
3. Subscription of shares of series B shall be made on a separate subscription list not later than five days after the subscription price has been established in accordance with item 1 above.
4. Payment for subscribed shares of series B not later than five days after the subscription price has been established in accordance with item 1 above, through set-off of Kistefos Corporate AS' and Kistefos Financial Advisors AS' claims under the Agreement.
5. The part of the subscription price that exceeds the quotient value of the shares of series B shall be allocated to the unrestricted share premium reserve.
6. The new shares of series B shall be entitled to receive dividends for the first time on the record date for dividends occurring immediately after the shares of series B have been registered with the Swedish Companies Registration Office and entered into the share register maintained by Euroclear Sweden AB.
7. A resolution under this item 13 b) is conditional upon the meeting resolving in accordance with the Board of Directors' proposal under item 13 a) above.
8. The Board of Directors, the CEO, or the person appointed by the Board of Directors or the CEO, is authorised to make the minor adjustments to the resolution that are required in connection with the registration of the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB respectively, or due to other formal requirements.

A resolution regarding this item 13 b) requires the support of shareholders who represent at least nine tenths (9/10) of the cast votes as well as the shares that are represented at the meeting.

A copy of the company's articles of association and documents pursuant to Chapter 13. Section 7 of the Swedish Companies Act as well as the auditor's statement in accordance with Chapter 13. Section 8 of the Swedish Companies Act will be available on the company's website ([www.vikingsupply.com](http://www.vikingsupply.com)) not later than two weeks prior to the meeting.

#### **INFORMATION AT THE ANNUAL GENERAL MEETING**

Upon request by any shareholder and where the Board of Directors believes that it may be done without significant harm to the company, the Board of Directors and the CEO shall provide information on circumstances which may affect the assessment of a matter on the agenda, and circumstances which may affect the assessment of the company's or its subsidiaries' financial situation and the company's relation to other companies within the group and the consolidated accounts.

#### **USE OF PERSONAL DATA**

For information regarding the processing of your personal data, please refer to the privacy policies of Euroclear Sweden AB and Computershare AB, available on their respective websites ([www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf) and [www.computershare.com/se/gm-gdpr](http://www.computershare.com/se/gm-gdpr)).

#### **DOCUMENTS**

With the exception of what is mentioned above, the Board of Directors' complete proposals for resolutions and accounting documents will be available not later than on Wednesday 5 April 2023 at the company and on the company's website ([www.vikingsupply.com](http://www.vikingsupply.com)). The documents will also be sent to shareholders who request so and provide their address. All documents above will be presented at the Annual General Meeting.

Gothenburg in March 2023

**Viking Supply Ships AB (publ)**

*The Board of Directors*

**For further information, please contact:**

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#### **BRIEFLY ABOUT VIKING SUPPLY SHIPS**

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*Viking Supply Ships AB is a leading provider of offshore and ice-breaking services, with activities primarily in Arctic and subarctic areas. The Company also has full management for the five Swedish state owned ice-breakers (Swedish Maritime Administration). The Company's series B share is listed at Nasdaq First North Growth Market Stockholm. [www.vikingsupply.com](http://www.vikingsupply.com)*

**Attachments**

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