

## **Notice of Annual General Meeting in Vivesto AB**

The shareholders of Vivesto AB, Reg. No. 556332-6676 ("**Vivesto**" or the "**company**"), are hereby summoned to the Annual General Meeting to be held at 09:00 a.m. CEST on Thursday, 8 May 2025, at Gustav III:s Boulevard 42, ground floor, SE-169 73 Solna, Sweden.

The Board of Directors has, pursuant to the company's Articles of Association, resolved that the shareholders shall have the opportunity to exercise their voting rights by postal voting prior to the Annual General Meeting. Shareholders may thus choose to attend the meeting in person, by proxy or by postal voting.

### **Right to attend**

In order to attend the Annual General Meeting, shareholders shall be registered in the share register kept by Euroclear Sweden AB as of 29 April 2025. Further, shareholders who wish to participate in the Annual General Meeting shall give notice of participation to the company no later than 2 May 2025 or cast a postal vote in accordance with the instructions under the heading "*Instructions for postal voting*" in such time that the postal vote is received by the company no later than 2 May 2025. Notice of participation can be made:

- by mail: Vivesto AB, Box 3061, SE-169 03 Solna, Sweden, or
- by e-mail: [www.vivesto.com](http://www.vivesto.com)

The notice of participation should state name, personal identification number or corporate registration number, postal address, telephone number, shareholding and, where applicable, information about any proxy or shareholder assistants at the Annual General Meeting. Shareholders or its proxies may bring a maximum of two assistants, provided that their attendance is notified as above.

### **Nominee-registered shares**

In order to be entitled to participate in the Annual General Meeting, a shareholder whose shares are nominee-registered must, in addition to giving notice of participation in the Annual General Meeting, register its shares in its own name so that the shareholder is registered in the share register as of 29 April 2025. Such registration may be temporary (so-called voting rights registration), and request for such voting rights registration shall be made to the nominee in accordance with the nominee's routines at such a time in advance as decided by the nominee. Voting rights registrations made no later than the second banking day after 29 April 2025 are taken into account in the presentation of the share register.

### **Proxy and proxy form**

If a shareholder is represented by proxy, a written and dated power of attorney signed by the shareholder must be issued for the proxy. The power of attorney must not have been issued more than one year before the date of the Annual General Meeting, unless the power of attorney provides for a longer period, however, not exceeding five years from issuance. The original power of attorney as well as registration certificate and other authorization documents, evidencing the authorized representative, should reach the company at the above address no later than 2 May 2025.

Proxy form is available from the company and on the company's website, [www.vivesto.com](http://www.vivesto.com), and is upon request sent to the shareholders who provide their postal address.

### **Instructions for postal voting**

Shareholders who wish to exercise their voting rights by postal voting shall use the postal voting form available on the company's website, [www.vivesto.com](http://www.vivesto.com). The postal vote must be received by the company no later than 2 May 2025. The completed and signed form must be sent by post to Vivesto AB,

Box 3061, SE-169 03 Solna, Sweden, or by e-mail to [info@vivesto.com](mailto:info@vivesto.com). Submission of the postal voting form is valid as notice of participation at the Annual General Meeting.

Shareholders who wish to submit its postal vote by proxy must issue a written and dated power of attorney signed by the shareholder for their proxy. If the power of attorney is issued by a legal person, a copy of the registration certificate or equivalent for the legal person must be attached.

Shareholders may not provide special instructions or conditions to the postal vote. If so, the vote (i.e., the entire postal vote) is invalid. Further instructions and conditions can be found in the postal voting form.

## **Proposed agenda**

- 1 Opening of the Annual General Meeting.
- 2 Election of Chairman of the Annual General Meeting.
- 3 Preparation and approval of the voting list.
- 4 Approval of the agenda.
- 5 Election of one or two persons to verify the minutes in addition to the Chairman.
- 6 Determination as to whether the Annual General Meeting has been duly convened.
- 7 Presentation of:
  - a. the annual report and the auditor's report, and
  - b. auditor's statement regarding whether there has been compliance with the guidelines for remuneration to senior executives which have applied since the previous Annual General Meeting.
- 8 Report by the Chief Executive Officer.
- 9 Resolution on adoption of the income statement and balance sheet.
- 10 Resolution on dispositions in respect of the company's result pursuant to the adopted balance sheet.
- 11 Resolution on discharge from liability for the members of the Board of Directors and the Chief Executive Officer.
- 12 Determination of the number of members and deputy members of the Board of Directors.
- 13 Determination of the number of auditors and deputy auditors.
- 14 Resolution on fees to the members of the Board of Directors.
- 15 Resolution on auditors' fee.
- 16 Election of members of the Board of Directors and Chairman of the Board.
  - a. Election of Hege Hellström as Board member (re-election).
  - b. Election of Pål Ryfors as Board member (re-election).
  - c. Election of Roger Tell as Board member (re-election).
  - d. Election of Peter Zonabend as Board member (re-election).
  - e. Election of Peter Zonabend as Chairman of the Board (re-election).
- 17 Election of auditor.
- 18 Resolution on approval of the remuneration report.
- 19 Resolution on principles for appointing a Nomination Committee and instructions for the Nomination Committee.
- 20 Resolution on authorization for the Board of Directors to resolve upon issues of shares, warrants and/or convertible instruments.
- 21 Closing of the Annual General Meeting.

## **Proposed resolutions**

### **Item 2 – Election of Chairman of the Annual General Meeting**

The Nomination Committee of Vivesto, comprising Per Arwidsson (Chairman), representing Arwidsro Investment AB and the Chairman of the Board of Vivesto, Peter Zonabend, proposes that Johan Wigh, member of the Swedish Bar Association, or in the event of his absence, the person appointed by the Nomination Committee instead, be elected Chairman of the Annual General Meeting.

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

The voting list proposed to be approved under item 3 on the agenda is the voting list prepared by the Chairman of the general meeting, based on the general meeting share register, postal votes received and shareholders having given notice of participation and being present at the meeting venue.

### **Item 10 – Resolution on dispositions in respect of the company’s result pursuant to the adopted balance sheet**

The Board of Directors proposes that no dividend is paid and that available profits are carried forward.

### **Item 12 – Determination of the number of members and deputy members of the Board of Directors**

The Nomination Committee proposes that the number of members of the Board of Directors shall be four without deputies.

### **Item 13 – Determination of the number of auditors and deputy auditors**

The Nomination Committee proposes that one registered accounting firm be elected as auditor, without deputies.

### **Item 14 – Resolution on fees to the members of the Board of Directors**

The Nomination Committee proposes that the fees to the members of the Board of Directors shall be paid as follows. Fees resolved at the Annual General Meeting 2024 are stated in parenthesis.

- SEK 500,000 (500,000) to the Chairman of the Board and SEK 250,000 (250,000) to each of the other Board members elected by the Annual General Meeting who are not employed by the company, and
- SEK 50,000 (50,000) to the Chairman of the Audit Committee and SEK 25,000 (25,000) to each of the other members of the Audit Committee, and SEK 50,000 (50,000) to the Chairman of the Remuneration Committee and SEK 25,000 (25,000) to each of the other members of the Remuneration Committee.

### **Item 15 – Resolution on auditors’ fee**

The Nomination Committee proposes that the auditor’s fees shall be paid as per approved invoice.

### **Item 16 – Election of members of the Board of Directors and Chairman of the Board**

The Nomination Committee proposes re-election of the Board members Hege Hellström, Pål Ryfors, Roger Tell and Peter Zonabend for the period until the end of the next Annual General Meeting. The Nomination Committee proposes re-election of Peter Zonabend as Chairman of the Board.

Information on all proposed members is available at the company’s website, [www.vivesto.com](http://www.vivesto.com).

### **Item 17 – Election of auditor**

The Nomination Committee proposes, in accordance with the recommendation of the Audit Committee, re-election of the registered accounting firm Grant Thornton Sweden AB as the company's auditor for the period until the end of the next Annual General Meeting. Grant Thornton Sweden AB has informed that the Authorized Public Accountant Therese Utengen will be appointed auditor in charge, should Grant Thornton Sweden AB be elected as auditor.

### **Item 18 – Resolution on approval of the remuneration report**

The Board of Directors proposes that the Annual General Meeting resolves to approve the Board of Directors' report regarding remuneration pursuant to Chapter 8, Section 53 a of the Swedish Companies Act.

### **Item 19 - Resolution on principles for appointing a Nomination Committee and instructions for the Nomination Committee**

The Nomination Committee proposes that the Annual General Meeting resolves to adopt principles for appointing a Nomination Committee and instructions for the Nomination Committee's work in accordance with below.

A Nomination Committee shall be appointed for the period until a new Nomination Committee has been appointed to prepare and submit proposals for the shareholders at the Annual General Meeting concerning:

- Chairman of the meeting,
- number of Board members,
- election of members of the Board of Directors and Chairman of the Board,
- fees to the members of the Board of Directors,
- election of auditor,
- auditors' fee,
- to the extent deemed necessary, amendments to the principles for the Nomination Committee's appointment and instructions for the Nomination Committee, and
- other questions that may be placed upon the Nomination Committee according to the Swedish Corporate Governance Code.

The Nomination Committee's proposal shall be presented in the notice of the Annual General Meeting and on the company's website. At other general meetings than the Annual General Meeting, the Nomination Committee's proposal shall comprise the election or elections to take place at the general meeting. The Nomination Committee shall otherwise fulfil the tasks that are placed upon a Nomination Committee according to the Swedish Corporate Governance Code.

The Nomination Committee shall consist of three members, who shall be appointed as follows:

The Chairman of the Board shall contact the two largest shareholders in terms of voting rights, who shall then appoint one representative each to, alongside the Chairman of the Board, comprise the Nomination Committee. If any of the two largest shareholders refrain from appointing a representative, the Chairman of the Board shall invite the shareholder who comes next in size to appoint a representative. However, the Chairman of the Board does not need to contact shareholders holding less than one per cent of the voting rights in the company. If a nomination committee with two shareholder representatives cannot be appointed after contact with the ten largest shareholders in the company in terms of voting rights (or, as the case may be, the lower number of shareholders whose shares amount to at least one per cent of the votes in the company), the nomination committee may consist of one shareholder representative.

The analysis of the ownership shall be based on Euroclear Sweden AB's register of registered shareholders as of 30 September the year prior to the Annual General Meeting, and any other circumstances known to the Chairman of the Board at this time. In assessing who constitutes the largest shareholders in terms of the number of votes, a group of shareholders shall be considered an owner if they (i) are grouped as owners in Euroclear Sweden AB's register or (ii) published and notified to the company that they have entered into a written agreement to take a long term stance regarding the company's management by coordinating their exercise of voting rights.

The majority of the Nomination Committee's members shall not be members of the Board of Directors. The majority of the Nomination Committee's members shall be independent in relation to the company and the executive management. Neither the Chief Executive Officer nor other members of the executive management shall be members of the Nomination Committee. At least one of the members of the Nomination Committee shall be independent in relation to the largest shareholder in the company in terms of voting rights or group of shareholders who collaborate regarding the company's management.

The member who represents the largest shareholder in terms of voting rights shall be appointed Chairman of the Nomination Committee, unless the members agree otherwise. The Chairman of the Board or another Board member may not be the Chairman of the Nomination Committee.

Information on the composition of the Nomination Committee shall be provided on the company's website no later than six months prior to the Annual General Meeting, in which information on how shareholders can get in touch with and submit proposals to the Nomination Committee shall be provided.

A shareholder who has appointed a member of the Nomination Committee shall be entitled to appoint a replacing member of the Nomination Committee. In the event a member resigns from the Nomination Committee before the Nomination Committee's assignment is completed, the shareholder who appointed the resigning member shall be entitled to appoint a successor.

If, during the term of office of the Nomination Committee, one or more shareholders who appointed members of the Nomination Committee no longer belong to the two largest shareholders in terms of voting rights, members appointed by these shareholders must tender their resignation and shareholder or shareholders added among the two largest shareholders in terms of voting rights shall have the right to appoint members. Unless there are special reasons, no changes shall be made in the composition of the Nomination Committee if only marginal changes in the number of votes have taken place or if the change occurs later than three months prior to the Annual General Meeting. Changes in the composition of the Nomination Committee are to be published as soon as they have taken place.

No remuneration is paid to members of the Nomination Committee. However, the Nomination Committee is entitled to charge the company with reasonable costs for the execution of the assignment.

These principles for the Nomination Committee's appointment and instructions for the Nomination Committee shall be valid until further notice until a resolution on amendment is passed by a general meeting.

#### **Item 20 – Resolution on authorization for the Board of Directors to resolve upon issues of shares, warrants and/or convertible instruments**

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors to, on one or several occasions during the period up until the next Annual General Meeting and within the limits of the Articles of Association in force at the time, resolve on issue of shares, warrants and/or convertible instruments, with or without deviation from the shareholders'

preferential rights. Payment may, in addition to cash payment, be made in kind or by set-off, or otherwise with conditions.

The purpose of the authorization and the reasons for any deviation from the shareholders' preferential rights is to increase the company's financial flexibility and the Board's room for maneuver to raise capital in a time- and cost-effective manner and/or complement the shareholder base with new shareholders of strategic importance for the company, and enable the company to, fully or partially, finance any company acquisitions or acquisitions of businesses by issuing financial instruments as payment in connection with acquisitions, or to raise capital for such acquisitions. Issues made with deviation from the shareholders' preferential rights shall take place at a subscription price in line with market conditions, including any discount in line with market conditions where applicable. If the Board of Directors deems it appropriate in order to enable the delivery of shares in connection with an issue as described above, the issue may be done at a subscription price equal to the quota value of the share.

The Board of Directors, or the person appointed by the Board of Directors, shall have the right to make the minor adjustments to the above resolution that may prove necessary in connection with registration with the Swedish Companies Registration Office.

## **Other information**

### **Majority requirements**

Resolution pursuant to item 20 is valid only when supported by shareholders representing no less than two thirds of both the votes cast and the shares represented at the Annual General Meeting.

### **Number of shares and votes in the company**

At the time of issuance of this notice, the total number of shares in the company, as well as the total number of voting rights, amounts to 538,043,455. The company holds no treasury shares.

### **Shareholders' right to receive information**

The Board of Directors and the Chief Executive Officer 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 at the Annual General Meeting about circumstances that may affect the evaluation of an item on the agenda, circumstances that may affect the evaluation of the company's or subsidiaries' financial position and the company's relation to other group companies.

### **Available documents**

Accounting documents and auditor's report, the Board of Directors' complete proposals, the Board of Directors' remuneration report and the auditor's statement regarding compliance with the guidelines for remuneration to senior executives will be available from the company at Gustav III:s Boulevard 46, 5<sup>th</sup> floor, SE-169 73 Solna, no later than three weeks prior to the Annual General Meeting. The documents will also be available on the company's website, [www.vivesto.com](http://www.vivesto.com).

Copies of the above documents are also sent to the shareholders who so request and provide their postal address. The documents will also be presented at the Annual General Meeting.

Information on all proposed members of the Board of Directors, the Nomination Committee's complete proposals and the Nomination Committee's reasoned opinion regarding proposal for the Board of Directors is available on the company's website, [www.vivesto.com](http://www.vivesto.com).

### **Processing of personal data**

For information about how your personal data are processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Stockholm in April 2025

**Vivesto AB**

*The Board of Directors*

