

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 Thursday 12 May 2022 at 10:00 CEST at Advokatfirman Vinge’s offices, Smålandsgatan 20, SE-111 46 Stockholm, Sweden. Registration starts at 09:45 CEST.

Notice to attend etc.

Shareholders wishing to attend the Meeting shall:

1. **be registered** in the share register maintained by Euroclear Sweden AB on Wednesday, 4 May 2022; and
2. **notify** the Company of the intention to attend the Meeting not later than Friday, 6 May 2022 by mail at the address Computershare AB, “VNV Global AB (publ) AGM 2022”, Box 5267, SE-102 46 Stockholm, Sweden or by e-mail to agm@vnv.global. The shareholder shall state his or her name, personal or company identification number, address as well as telephone number. If a shareholder intends to be represented by proxy, the name of the proxy holder shall be stated. Information submitted in connection with the notification will be computerised and used exclusively for the Meeting. See below for additional information on the processing of personal data.

Shareholders represented by **proxy** shall issue a dated and signed power of attorney for the proxy. If the power of attorney is issued on behalf of a legal entity, a certified copy of a registration certificate or a corresponding document for the legal entity shall be appended. The power of attorney in original and, where applicable, the registration certificate should be submitted to the Company by mail at the address set forth above well in advance of the Meeting. The form to use for a power of attorney can be found on www.vnv.global.

Advance voting

Shareholders may exercise their voting rights at the Meeting by voting in advance. A special form shall be used for advance voting. The form is available on the Company’s website, www.vnv.global. A shareholder exercising its voting right through advance voting does not need to submit a separate notification of participation to the Meeting. The form for advance voting constitutes a valid notification of participation.

The completed form must be submitted to VNV Global no later than on Friday 6 May 2022. The completed form shall be sent to the address stated under “Notice to attend etc.” above. A completed form may also be submitted electronically and is to be sent to agm@vnv.global. If the shareholder is a legal entity, a certificate of registration or equivalent authorization documents shall be enclosed to the form. The same apply if the shareholder votes in advance through proxy. The shareholder may not supply the advance vote with special instructions or conditions. If so, the vote is invalid.

Further instructions and conditions are included in the form for advance voting.

Nominee-registered shares

To be entitled to participate in the 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 4 May 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 in such time in advance as the nominee determines. Voting right registrations completed by the nominee not later than 6 May 2022 are taken into account when preparing the register of shareholders.

Proposed agenda

1. Opening of the Meeting.
2. Election of Chairman for the 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. Resolution that the Meeting has been duly convened.
7. Presentation by the Managing Director.
8. Presentation of the annual report and the auditor’s report as well as the consolidated annual report and the consolidated auditor’s report.
9. 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.

10. Determination of the number of Directors and auditors

- (a) determination of the number of Directors, and
- (b) determination of the number of auditors.

11. Determination of remuneration to the Directors and the auditors

- (a) determination of remuneration to the Directors, and
- (b) determination of remuneration to the auditors.

12. Election of Directors, chairman and auditors.

12.1 Election of Directors

- (a) Lars O Grönstedt (re-election),
- (b) Josh Blachman (re-election),
- (c) Per Brilioth (re-election),
- (d) Ylva Lindquist (re-election) and
- (e) Keith Richman (re-election).

12.2 Election of chairman

- (a) Lars O Grönstedt (re-election).

12.3 Election of auditors

- (a) PricewaterhouseCoopers AB (re-election).

13. Resolution to appoint the Nomination Committee.

14. Presentation of the Board of Directors' remuneration report for approval.

15. Resolution on

- (a) a reduction of share capital with retirement of repurchased own shares; and
- (b) increase of the share capital through a bonus issue.

16. Resolution regarding authorisation for the Board of Directors to resolve to issue new shares.

17. Resolution regarding authorisation for the Board of Directors to resolve to repurchase shares.

18. Closing of the Meeting.

Proposed resolutions

Election of Chairman for the Meeting (item 2)

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.

The appropriation of the Company's results (item 9(b))

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 10)

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 five (5) 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 11)

The Nomination Committee proposes that:

- a. a Board remuneration, for the forthcoming period of office, be awarded in the total amount of USD 480,000, 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 504,000. 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 12)

The Nomination Committee proposes, for the period until the end of the next Meeting, the re-election of all the current Directors Lars O Grönstedt, Josh Blachman, Per Brilioth, 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.

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 13)

The Nomination Committee proposes that the annual general 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 convened by the Chairman of the Board and shall comprise one representative from each of the three shareholders with the largest number of votes. If a shareholder declines, or has an obvious conflict of interest, the Chairman of the Board should approach the next largest shareholder. The ownership shall be based on the statistics from Euroclear Sweden AB over shareholders as per the last business day in August 2022. The Chairman of the Board shall be co-opted to the Nomination Committee and, as such, is a participating member of the committee but not a voting member. 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, 2022. 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 shareholder 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 2023: (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 2024.

Presentation of the Board of Directors' remuneration report for approval (item 14)

The Board of Directors proposes that the Meeting resolves to approve the Remuneration Report for the financial year 2021 that has been prepared by the Board.

Proposal for resolution on a reduction of share capital with retirement of repurchased own shares and increase of the share capital through a bonus issue (item 15)



The Board of Directors proposes that the meeting resolves to reduce the share capital with a retirement of repurchased own shares and to increase the share capital through a bonus issue mainly as set out below. The resolutions are conditional upon each other, thus the Board of Directors proposes that the general meeting makes one joint resolution with respect to the proposals.

(a) Reduction of share capital with retirement of repurchased own shares

The company's share capital will be reduced as follows.

1. The company's share capital will be reduced by SEK 153,507.80.
2. The reduction will be made with retirement of 1,535,078 of the Ordinary Shares in the Company repurchased.
3. The retirement of shares will be made without any repayment.
4. The purpose of the reduction is to allocate means to unrestricted equity. The means will, however, be restored to the share capital in accordance with item (b) below.

The Board of Directors states the following as an account under Chapter 20 Section 13 Paragraph 4 of the Swedish Companies Act. The resolution to reduce the share capital in accordance with this item requires neither the approval of the Swedish Companies Registration Office nor, in disputed cases, a court of general jurisdiction, since the company simultaneously will carry out a bonus issue meaning that neither the restricted equity nor the share capital will be reduced. The effect of the Board of Director's proposal under item (a) means that the company's restricted equity and share capital will be reduced by SEK 153,507.80. The effect of the Board of Director's proposal under item (b) below means that the company's restricted equity and share capital will be increased by SEK 153,507.80 and thereby identical the amount before the reduction. The proposed resolution to carry out a bonus issue is set out in item (b) below.

(b) Increase of share capital through a bonus issue

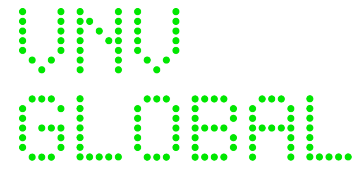
To restore the share capital following the proposed reduction of share capital as set out above the share capital will be increased by a bonus issue of SEK 153,507.80 by a transfer of SEK 153,507.80 from the Company's unrestricted equity.

The bonus issue will take place without the issuing of new shares.

Following the resolutions under items (a) and (b) the Company's share capital will total SEK 11,949,423 and there will be 117 959 152 registered shares, each with a quota value of approximately SEK 0.10.

The Board of Directors, or anyone appointed by the Board, is entitled to make the minor adjustments to the above proposed resolution that may be necessary upon registration of the resolution with the Swedish Companies Registration Office, Euroclear Sweden AB or due to any other formal requirement.

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 issue new shares (item 16)

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 with cash, 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 17)

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.

Majority requirements

A resolution in accordance with the Board of Directors' proposal in item 15, 16 and 17 above shall only be valid where supported by not less than two-thirds of both votes cast, and the shares represented at the Meeting. The resolutions under items 15(a)-(b) are conditional upon each other.

Shareholders' right to request information

Shareholders are reminded of their right to, at the 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 VNV Global AB (publ), Mäster Samuelsgatan 1, SE-111 44 Stockholm or via e-mail to agm@vnv.global.

Number of shares and votes

There are 119,494,230 shares and 119,494,230 votes outstanding in the Company, of which 2,008,545 are Class C 2019 Shares entitled to one vote per share, 502,138 are Class C 2020 Shares entitled to one vote per share, 560,000 are Class C 2021 Shares entitled to one vote per share and 116,423,547 are ordinary shares entitled to one vote per share. As of the date of this notice, the Company holds 1,535,078 Ordinary Shares.

At an extraordinary general meeting held on 11 March 2022, the company resolved to issue 1,190,000 shares of Class C 2022. At the time of this notice, these shares have not yet been allocated and registered with the Swedish Companies Registration Office.

Documentation

The annual report, the Board of Directors' remuneration report and all other documentation for resolutions are available at the Company's office at Mäster Samuelsgatan 1 in Stockholm, and on the Company's website, www.vnv.global, no later than three weeks before the Annual General Meeting. Moreover, the nomination committee's motivated statement is available at the Company's above address, as well as at www.vnv.global, from the date of this notice. 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>.

Stockholm, April 2022
VNV Global AB (publ)
The Board of Directors

Press Release
12 April 2022 08:30:00 CEST



For further information please contact:

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About Us

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.

Attachments

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