

Notice of Annual 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 Annual General Meeting to be held on 2 June 2022 at 10.00 CEST at Advokatfirman Vinge's premises at Smålandsgatan 20, SE-111 87 Stockholm, Sweden.

Shareholders can participate in the Annual General Meeting by attending the venue in person or by postal voting.

Right to participate in the Annual General Meeting and notice of participation

Participation in the Annual General Meeting at the venue

A shareholder who wishes to participate in the Annual General Meeting at the venue in person or represented by a proxy must (i) be recorded in the share register maintained by Euroclear Sweden AB relating to the circumstances on 24 May 2022, and (ii) no later than 27 May 2022 give notice by post to Vimian Group AB, "Annual General Meeting", c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden or via e-mail to GeneralMeetingService@euroclear.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).

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. 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 Annual General Meeting, the proxy and the certificate of registration or equivalent certificate of authority should be sent to Euroclear Sweden AB as set out above so that it is received no later than 27 May 2022.

Participation by postal voting

A shareholder who wishes to participate in the Annual General Meeting by postal voting must (i) be recorded in the share register maintained by Euroclear Sweden AB relating to the circumstances on 24 May 2022 and (ii) notify its intention to participate in the Annual General Meeting no later than 27 May 2022, by casting its postal vote in accordance with the instructions below so that the postal vote is received by Euroclear Sweden AB no later than on that day.

A shareholder who wishes to participate in the Annual General Meeting at the venue in person or represented by a proxy must give notice thereof in accordance with what is set out under *Participation in the Annual General Meeting at the venue* above. This means that a notification by postal vote is not sufficient for a person who wishes to participate at the venue.

A special form shall be used when postal voting. The postal voting form is available on the company's website www.vimian.com. A completed and signed form may be submitted by post to Vimian Group AB, "Annual General Meeting", c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden or via e-mail to GeneralMeetingService@euroclear.com. The completed form shall be received by Euroclear Sweden AB not later than 27 May 2022. Shareholders may also cast their votes electronically through BankID verification via Euroclear Sweden AB's website, <https://anmalan.vpc.se/euroclearproxy>. 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. If the shareholder is a legal entity, a certificate of incorporation or an equivalent certificate of authority should be enclosed. If a shareholder has voted in advance and attends the Annual General Meeting in person or through a proxy, the postal vote is still valid except to the extent the shareholder participates in a voting procedure at the Annual General Meeting or otherwise withdraws its casted postal vote. If the shareholder chooses to participate in a voting at the Annual General Meeting, the vote cast will replace the postal vote with regard to the relevant item on the agenda.

Nominee-registered shares

To be entitled to participate in the Annual 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 24 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 27 May 2022 are taken into account when preparing the register of shareholders.

Proposed agenda

1. Opening of the Annual General Meeting.
2. Election of a chairman of the Annual General Meeting.
3. Preparation and approval of the voting register.
4. Approval of the agenda.
5. Election of one or two persons who shall approve the minutes.
6. Determination of whether the Annual General Meeting has been duly convened.
7. Presentation of the annual report and the auditor's report as well as the consolidated financial statements and the auditor's report.
8. Resolutions regarding:
 - a. adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet;
 - b. allocation of the company's profit or loss according to the adopted balance sheet; and
 - c. discharge from liability for board members and the CEO.

- g. Determination of the number of board members and the number of auditors and deputy auditors.
10. Determination of fees for the board of directors and the auditors.
11. Election of the board members;
 - a. Gabriel Fitzgerald (re-election);
 - b. Mikael Dolsten (re-election);
 - c. Frida Westerberg (re-election);
 - d. Martin Erleman (re-election);
 - e. Theodor Bonnier (re-election);
 - f. Petra Rumpf (new election); and
 - g. Chairman of the board of directors: Gabriel Fitzgerald (re-election).
12. Election of the auditor.
13. Proposal regarding a new incentive program.
14. Proposal regarding authorisation for the board of directors to resolve on new share issues.
15. Closing of the Annual General Meeting.

Proposed resolutions

Item 2 – Proposal regarding election of a chairman of the Annual General Meeting

The nomination committee proposes that Dain Hård Nevonen from Advokatfirman Vinge is elected chairman of the Annual General Meeting.

Item 9 – Proposal regarding the number of board members and the number of auditors and deputy auditors

The nomination committee proposes that the number of board members elected by the General Meeting is six without deputies.

The number of auditors is proposed to be one without deputies.

Item 10 – Proposal regarding fees for the board of directors and the auditors

The nomination committee proposes that the fees to the board of directors amount to EUR 150,000 in total for the period until the end of the next Annual General Meeting, to be allocated with EUR 50,000 (previously EUR 50,000) to each one of the elected board members, with the exception of Gabriel Fitzgerald (chairman of the board), Martin Erleman and Theodor Bonnier who have announced that they refrain from fees.

The fees to the auditor is proposed to be paid in accordance with approved invoices.

Item 11 – Proposal regarding election of the board members

The nomination committee proposes that Gabriel Fitzgerald, Mikael Dolsten, Frida Westerberg, Martin Erleman and Theodor Bonnier are re-elected, and Petra Rumpf is newly elected, as board members for the period until the end of the next Annual General Meeting.

It is proposed that Gabriel Fitzgerald is re-elected as chairman of the board of directors.

Information regarding the individuals proposed by the nomination committee for reelection is available at www.vimian.com and information concerning the proposed new board member Petra Rumpf is presented below.

Information concerning the proposed new board member Petra Rumpf

Born: 1977.

Education: Bachelor's degree in Economics from Trier University and MBA from Clark University, USA.

Other current assignments: Member of the Supervisory Board at SHL-Medical, Zug. Member of the Supervisory Board, Chair of the ESG Task Force and member of the Technology Committee at Straumann Group. Member of the Supervisory Board and Chair of the Digital Advisory Board at VZUG, Zug. Member of the Advisory Board at Lima Corporate.

Principal work experience: Member of the Executive Management Board and Global Head Dental Service Organizations at Straumann Group. Member of the Executive Committee of Nobel Biocare. Several years of experience in life science companies, the high-tech sector and over ten years of experience as a board member in companies within the MedTech industry.

Shareholding in the company: 40,000 ordinary shares.

Independent of:

The Company and executive management: Yes.

Major shareholders: Yes.

Item 12 – Proposal regarding election of the auditor

The nomination committee proposes that Grant Thornton Sweden AB is re-elected as auditor for the company for the period until the end of the next Annual General Meeting, which is in accordance with the audit committee's recommendation. Should the nomination committee's proposal for auditor be adopted, Grant Thornton Sweden AB has informed that authorised public accountant Carl-Johan Regell will be appointed auditor in charge.

Item 13 – Proposal regarding a new incentive program

The purpose of the long-term incentive program 2022 ("LTI 2022")

The purpose of LTI 2022 is to enable to provide remuneration tied to Vimian's s long term value creation to current and future key individuals, employees and consultants in Vimian and thus align the participants interests with those of the shareholders. LTI 2022 will be an important program for Vimian to attract, motivate and retain the best talents, which is important for Vimian to reach long-term value creation for the shareholders.

Issue, transfer and allocation of warrants

The board of directors proposes the annual general meeting to resolve on an issue and transfer of a maximum of 5,800,000 warrants, entailing an increase of the share capital, at full exercise, of maximum SEK 9672.41. Each warrant shall entitle to subscription for one (1) ordinary share. The warrants shall be issued free of charge to Vimian Group AB (publ) and the last day for allotment to participants in LTI 2022 shall be 31 December 2022.

The reason for deviating from the shareholders' preferential right is to implement an incentive program and thereby a remuneration structure which connects the remuneration for key individuals, employees and consultants of Vimian to Vimian and its long-term value creation and thus also align the participants interests with those of the shareholders. LTI 2022 will be an important program for Vimian to attract, motivate and retain its key individuals and employees, which is important to Vimian to reach long-term value creation for the shareholders.

LTI 2022 includes not more than 115 persons who are employees, consultants, or during the subscription period enters into agreement regarding employment or assignments, within the Vimian group. The issued warrants may, with deviation from the shareholders' preferential rights, be subscribed free of charge by Vimian Group AB (publ) after which the warrants shall be offered to the participants. The transfer of the warrants shall be made at a price corresponding to the market value of the warrants (the warrant premium) at the time of the transfer, calculated according to the Black & Scholes valuation model. The valuation of the warrants shall be made by the company in collaboration with an independent valuation firm. In connection with the transfer of warrants to the participants, the company shall reserve the right to repurchase the warrants if the participant's employment or assignment within the group ceases or if the participant in turn wishes to transfer the warrants before the warrants can be exercised according to the terms and conditions that apply to the warrants.

Subscription of warrants shall be made free of charge on a subscription list until and including 15 June 2022. The Board of Directors have the right to extend the subscription period.

The right to acquire warrants from the company shall vest in the following categories of employees:

Category	Maximum number of warrants per person/category as a share of the total number of warrants and assuming allotment of the maximum number of warrants
CEO (1 person)	7% / 7%
Senior executives (9 persons)	4% / 25%
Other participants (105 persons)	2% / 68%

The maximum number of warrants that can be acquired per person in accordance with the table above is a cap and the number of warrants that each participant can acquire is limited both by the total maximum number of warrants that can be acquired in each category and the maximum number of warrants that can be acquired per participant in the relevant category.

The warrants shall be transferred on market terms at a price (premium) established on the basis of a market value of the warrants calculated using the Black & Scholes valuation model calculated by the company in collaboration with an independent valuation firm. A new market value shall be established in an equivalent way for acquisitions made by new participants after the expiration of the initial application period. The value has preliminary been calculated to be SEK 14.36 per warrant based on a share price of SEK 60.95.

The transfer of the warrants shall be made at a price corresponding to the market value of the warrants at the time of the transfer, which entails that no social security contributions shall arise for the group in connection with the transfer of the warrants.

Payment for the allocated warrants shall be made in cash no later than five days following the application for acquisition. The board shall establish a corresponding date of payment for acquisitions made by new participants.

Each warrant shall entitle to subscription for one (1) ordinary share in the company. Subscription for shares in accordance with the terms of the warrants is possible during the period from and including 15 June 2025 up to and including 30 June 2025.

The company may, by means of a board resolution, cancel the warrants that are not transferred in accordance with the below or that have been re-purchased from participants. Cancellation shall be registered with the Swedish Companies Registration Office.

The subscription price per ordinary share shall correspond to 116 per cent of the volume-weighted average price for the company's share during the time period of five trading days immediately preceding the offer to subscribe for warrants, rounded to the nearest full ten cents (Sw. öre) whereby five cents shall be rounded up. However, the subscription price shall not be less than the share's quota value. The amount of the subscription price exceeding the quota value of the shares shall be contributed to the free share premium reserve. The subscription price and number of shares in which each warrant carries an entitlement to shall be recalculated in the event of split or reversed split of shares, new issue of shares etc. in accordance with market practice.

Ordinary shares subscribed for by exercise of the warrants shall entitle to dividend for the first time on the first record date for dividend which occurs after the subscription of ordinary shares, by exercising the warrants, is executed.

The Board of Directors, or the person appointed by the Board of Directors, is proposed to be authorised to make minor adjustments to the resolution mentioned above, as may be required in connection with the registration of the resolution with the Swedish Companies Registration Office (Sw. *Bolagsverket*).

Pre-emption and termination of employment or assignment

A condition for a participant to be offered to acquire warrants, is that these persons have previously entered into a pre-emption agreement in which the participant shall be obligated to offer all warrants to the company, or in partial, if the employment or assignment is terminated or if the warrants shall be transferred or disposed to a third party. In addition, the warrants shall be offered to the company, and the participant shall also have the right to receive an offer from the company, to redemption corresponding to the prevailing market value if a person reaches a shareholding in the company exceeding ninety (90) per cent.

Dilution

Based on the number of shares in Vimian as of 1 May 2022, the dilution effect due to LTI 2022 will amount to approximately 1.5 per cent (number of shares) and 1.6 per cent (number of votes). Also considering the number of shares that may be issued pursuant to previous implemented incentive programs in Vimian adopted in 2021, the maximum dilution amount to approximately 1.5 per cent (number of shares) and 1.6 per cent (number of votes).

Impact of financial ratios and costs for the company etc.

LTI 2022 is expected to have a marginal impact on the company's financial ratios. The costs before taxes for the company associated with LTI 2022, includes administrative costs. The total cost of LTI 2022, assuming full participation, is expected to amount to approximately SEK 750,000 during a period of three years.

Preparation of the proposal

The principles of LTI 2022 have been prepared by the Board of Directors of the company. The proposal has been prepared with the assistance of external advisors and after consultation with larger shareholders.

Other share-related incentive programs etc.

At the time of the notice for the general meeting, Vimian have two outstanding warrant programs which are further described in Vimian's annual report for 2021.

Item 14 – Proposal regarding authorisation for the board of directors to resolve on new share issues

The board of directors proposes that the Annual General Meeting resolves to authorise to the board of directors, up and until the next Annual General Meeting, on one or several occasions and with or without pre-emptive rights for shareholders, to resolve on the issue of new shares, comprising a total of not more than 20 per cent of the total number of outstanding shares in the company after the utilization of the authorisation. Such share issue resolution may be made with or without provisions for contribution in kind, set-off or other conditions.

The purpose of the authorisation is to increase the financial flexibility of the company and the acting scope of the board of directors. Should the board of directors resolve on an issue with deviation from the shareholders' preferential rights, the reason for this must be to strengthen the

financial position of the company in a time and cost-effective manner or in connection with an acquisition agreement, or, alternatively, to procure capital for such acquisition. Upon such deviation from the shareholders' preferential rights, the new issue shall be made at market terms and conditions.

Special majority requirements

A resolution in accordance with the board of directors' proposal in item 13 above requires the approval of at least nine-tenths (9/10) of the shares represented and votes cast at the Annual General Meeting. A resolution in accordance with the board of directors' proposal in item 14 above shall only be valid where supported by not less than two-thirds (2/3) of both votes cast and the shares represented at the Annual General Meeting.

Shareholders' right to obtain information

Shareholders are reminded of their right to, at the Annual 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 agm@vimian.com.

Number of shares and votes

As of the date of this notice, there are 389,394,897 shares outstanding 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. As of the date of this notice, the company holds no shares.

Authorisation

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

Documentation etc.

The annual report and all other documentation for resolutions are available at the company's office at Riddargatan 19, SE-114 57 Stockholm, Sweden, and at the company's website, www.vimian.com, no later than two 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.vimian.com, 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>.

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, May 2022

Vimian Group AB (publ)

The board of directors

For further information, please contact:

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About Vimian

Vimian is a global, fast-growing group of innovation-driven companies with a shared passion for making a positive impact through improving animal health. Together, we put science, technology and our customers' needs at the centre of everything we do to deliver effective solutions to veterinary professionals, labs and pet parents around the world. We bring together pioneering and entrepreneurial businesses in animal health, with an aim to create a uniquely diversified proposition of products and services of the highest standard. Our group covers four essential and rapidly evolving areas within animal health: Specialty Pharma, Diagnostics, Veterinary Services and MedTech. Vimian provides individual businesses with access to our networks, expertise, infrastructure and capital to accelerate innovation and growth. We are as passionate about supporting leadership within our existing businesses, as we are about welcoming new partners to the Vimian family – together helping us make an even greater impact by improving animal health. Headquartered in Stockholm, Sweden, Vimian and our family of companies reach over 15,000 customers in +150 markets, employ more than 600 people and have a combined annual turnover of approximately EUR 170 million. FNCA Sweden AB is appointed the Company's Certified Adviser, info@fnca.se, +46 (0) 8-528 00 399. For more information, please visit: www.vimian.com.

Attachments

[Notice of Annual General Meeting in Vimian Group AB \(publ\)](#)