

# Notice of Extraordinary 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 Extraordinary General Meeting (the “Meeting”) on Wednesday 13 January 2021.**

Due to the extraordinary situation resulting from the covid-19 pandemic, VNV Global’s Extraordinary General Meeting will be carried out through advance voting (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 Extraordinary General Meeting will be held without physical presence.

VNV Global welcomes all shareholders to exercise their voting rights at the Extraordinary General Meeting through advance voting as described below. Information on the resolutions passed at the Extraordinary General Meeting will be published on 13 January 2021 as soon as the result of the advance voting has been finally confirmed.

The shareholders may request in the advance voting form that a resolution on one or several of the matters on the proposed agenda below should be deferred to a so-called continued general meeting, which cannot be conducted solely by way of advance voting. Such general meeting shall take place if the Extraordinary General Meeting so resolves or if shareholders with at least one tenth of all shares in the Company so requests.

## **Preconditions for participation**

For a shareholder to be entitled to participate, through advance voting, in the Extraordinary General Meeting such shareholder must be entered in the share register maintained by Euroclear Sweden AB on Monday 4 January 2021, and have notified its intention to participate no later than on Tuesday 12 January 2021 by casting its advance vote in accordance with the instructions under the heading “Advance voting” below so that the advance voting form is received by the Company no later than that day.

Shareholders whose shares are registered in the name of a nominee/custodian must temporarily register their shares in their own names to be entitled to participate in the meeting. Such registration must have been effected at Euroclear Sweden AB no later than on Thursday 7 January 2021 and shareholders must, therefore, instruct their nominees well in advance thereof.

## **Advance voting**

The shareholders may exercise their voting rights at the Extraordinary General Meeting only by voting in advance, so-called postal voting in accordance with Section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for advance voting. The form is available on the Company's website, [www.vnv.global](http://www.vnv.global). The advance voting form is considered as the notification of participation to the Extraordinary General Meeting.

The completed form must be submitted to VNV Global no later than on Tuesday 12 January 2021. The completed form shall be sent to VNV Global AB (publ), Mäster Samuelsgatan 1, SE-111 44 Stockholm, Sweden. A completed form may also be submitted electronically and is to be sent to [egm@vnv.global](mailto:egm@vnv.global). If the shareholder votes in advance by proxy, a power of attorney shall be enclosed to the form. If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed to the form. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the advance vote in its entirety) is invalid. Further instructions and conditions are included in the form for advance voting.

### **Proposed agenda**

1. Election of Chairman for the Meeting.
2. Approval of the agenda.
3. Election of one or two persons to approve the minutes.
4. Preparation and approval of the voting list.
5. Resolution that the Meeting has been duly convened.
6. Resolution regarding amendment of the Articles of Association.
7. Resolution regarding authorisation for the Board of Directors to resolve to issue new shares.
8. Resolution regarding authorisation for the Board of Directors to resolve to repurchase shares.
9. Resolution regarding the issuance of shares and amendment of the Articles of Association within the framework of the Company's long-term incentive program.
10. Closing of the Meeting.

### **Election of Chairman for the Meeting (item 1)**

The Board of Directors proposes that Jesper Schönbeck, or the person proposed by the Board of Directors if he has an impediment to attend, is elected as Chairman for the Meeting.

### **Election of one or two persons to approve the minutes (item 3)**

Joel Wahlberg, from Vinge law firm, or if he has an impediment to attend, the person instead appointed by the Board of Directors, is proposed to be elected to approve the minutes of the Extraordinary General Meeting together with the Chairman. The task of approving the minutes of the Extraordinary General Meeting also includes verifying the voting list and that the advance votes received are correctly stated in the minutes of the Extraordinary General Meeting.

### **Preparation and approval of the voting list (item 4)**

The voting list proposed for approval is the voting list drawn up by the Chairman on behalf of VNV



Global, based on the Extraordinary General Meeting's share register and advance votes received, as verified and recommended by the person approving the minutes of the Extraordinary General Meeting.

### **Resolution regarding amendment of the Articles of Association (item 6)**

The Board of Directors proposes that the Meeting resolves to adopt new Articles of Association in accordance with the following:

The current Section 3 of the Company's Articles of Association regarding the object of the Company's business is amended to the proposed wording set out below:

#### *Section 3 – Object of the company's business*

*The object of the company's business is to own and manage real estate and chattels, and to carry out any other activities compatible therewith.*

The background to the proposal is that the Company's existing business object is suited to the operations carried out by the Company before the group's change of domicile from Bermuda, whereby the Company became the parent company of the group.

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.

### **Resolution regarding authorisation for the Board of Directors to resolve to issue new shares (item 7)**

The Board of Directors proposes that the Extraordinary General 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 in kind or on conditions set out in Chapter 2 Section 5 Paragraph 1 – 3 and 5 of the Swedish Companies Act 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.

### **Resolution regarding authorisation for the Board of Directors to resolve to repurchase shares (item 8)**

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. The amount available for the repurchase of shares according to Chapter 17, Section 3, paragraph 1 of the Swedish Companies Act (*Sw. aktiebolagslagen*) is presented in the Annual Report 2019. No value transfers (*Sw. värdeöverföringar*) have been carried out since the approval of the Annual Report 2019.

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 and Chapter 19, Section 24 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.

#### **Resolution regarding the issuance of shares and amendment of the Articles of Association within the framework of the Company's long-term incentive program (item 9)**

The Board of Directors proposes that the Meeting resolves to increase the Company's share capital by not more than SEK 8,925 by the issue of not more than 71,400 shares of Class C 2019, each with a ratio value of SEK 0.1, and the issue of not more than 17,850 shares of Class C 2020, each with a ratio value of SEK 0.1. With deviation from the shareholders' preferential rights, the participants in the Company's incentive programs LTIP 2019 and LTIP 2020 shall be entitled to subscribe for the new shares at a subscription price corresponding to the ratio value of the shares. The purpose of the authorisation and the reason for the deviation from the shareholders' preferential rights in connection with the issue of shares is to ensure delivery of shares to participants in accordance with LTIP 2019 and LTIP 2020.

The background to the Board's proposal is to compensate the participants in LTIP 2019 and LTIP 2020 for the dilution effect that resulted from the rights issue the Company carried out in July 2020. The participants in LTIP 2019 and LTIP 2020 were subject to a dilution effect because of the ongoing



domicile change from Bermuda, which meant that participants in LTIP 2019 and LTIP 2020 did not have the possibility to defend their respective pro rata share in the rights issue.

To enable the issue, the Board of Directors also proposes that the Meeting resolves to adopt new Articles of Association in accordance with the following:

The current Section 4 of the Company's Articles of Association regarding the share capital and number of shares is adjusted so that the maximum number of shares that may be issued in each of the Reclassifiable Share Classes are: 2,171,400 shares of Class C 2019, and 542,850 shares of Class C 2020.

A resolution in accordance with the Board of Directors' proposals shall only be valid where supported by not less than nine-tenths (9/10) of the votes cast as well as of the shares represented at the Meeting.

### **Number of shares and votes**

There are 97,701,547 shares and 97,701,547 votes outstanding in the Company, of which 2,100,000 shares are Class C 2019 shares entitled to one vote per share, 525,000 shares are Class C 2020 shares entitled to one vote per share and 95,076,547 shares are ordinary shares entitled to one vote per share. As of the date of the notice, the Company holds 749 700 ordinary shares.

### **Majority requirements**

A resolution in accordance with the Board of Directors' proposals in respect of item 6, 7 and 8 requires support by shareholders representing not less than two-thirds (2/3) of the votes cast as well as of the shares represented at the Meeting. A resolution in accordance with the Board of Directors' proposals in item 9 shall only be valid where supported by not less than nine-tenths (9/10) of the votes cast as well as of the shares represented at the Meeting.

### **Documentation**

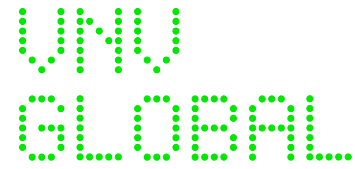
The documentation for resolutions related to the Board of Directors' proposals in items 7, 8 and 9 will be available no later than three weeks before the Meeting at the office of the Company, at Mäster Samuelsgatan 1 in Stockholm, Sweden and on the Company's website, [www.vnv.global](http://www.vnv.global), and will be sent free of charge to shareholders who so request and state their address or e-mail address.

Power of attorney forms for shareholders who wish to vote in advance by proxy are available at the Company's website, [www.vnv.global](http://www.vnv.global).

### **Shareholders' right to request information**

The Board of Directors and the CEO 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 regarding circumstances that may affect the assessment of an item on the agenda and the Company's relation to other companies within the group. A request for such information shall be made in writing to VNV

Press Release  
15 December 2020 08:00:00 CET



Global AB (publ), Mäster Samuelsgatan 1, SE-111 44 Stockholm, Sweden, or electronically to [egm@vnv.global](mailto:egm@vnv.global), no later than on 3 January 2021. The information will be made available at VNV Global AB (publ), Mäster Samuelsgatan 1, SE-111 44 Stockholm, Sweden and on the Company's website, [www.vnv.global](http://www.vnv.global), on 8 January 2021 at the latest. The information will also be sent, within the same period of time, to the shareholder who has requested it and stated its 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, [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

---

December 2020

The Board of Directors of VNV Global AB (publ)

### **For further information please contact:**

---

Björn von Sivers, Investor Relations: +46 8-545 015 50

### **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](http://www.vnv.global).*

### **Attachments**

---

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