

NOTICE OF ANNUAL GENERAL MEETING IN VIVA WINE GROUP AB

The shareholders of Viva Wine Group AB, reg. no. 559178-4953, (the "**Company**") are hereby invited to the annual general meeting on Thursday 23 May 2024 at 10:00 CET at the Company's premises on Blasieholmsgatan 4 A in Stockholm. The doors to the meeting will open at 09:30 CET.

Right to attend and notification

Shareholders who wish to attend the annual general meeting must:

- i. on the record date, which is Wednesday 15 May 2024, be registered in the share register maintained by Euroclear Sweden AB; and
- ii. notify the Company of their participation and any assistants (no more than two) in the annual general meeting no later than Friday 17 May 2024. The notification shall be in writing to Baker & McKenzie Advokatbyrå, Attn: Filippa Kronsporre, Box 180, 101 23 Stockholm (kindly mark the envelope "Viva AGM"), or via e-mail to filippa.kronsporre@bakermckenzie.com. The notification should state the name, personal/corporate identity number, shareholding, address and telephone number and, when applicable, information about representatives, counsels and assistants. When applicable, complete authorization documents, such as registration certificates and powers of attorney for representatives and assistants, should be appended the notification.

Nominee shares

Shareholders, whose shares are registered in the name of a bank or other nominee, must temporarily register their shares in their own name with Euroclear Sweden AB in order to be entitled to participate in the general meeting. Such registration, which normally is processed in a few days, must be completed no later than Wednesday 15 May 2024 and should therefore be requested from the nominee well before this date. Voting registration requested by a shareholder in such time that the registration has been made by the relevant nominee no later than on Friday 17 May 2024 will be considered in preparations of the share register.

Proxy etc.

Shareholders represented by proxy shall issue dated and signed power of attorney for the proxy. If the proxy is issued by a legal entity, attested copies of the certificate of registration or equivalent authorization documents, evidencing the authority to issue the proxy, shall be enclosed. The proxy must not be more than one year old, however, the proxy may be older if it is stated that it is valid for a longer term, maximum five years. A copy of the proxy in original and, where applicable, the registration certificate, should in order to facilitate the entrance to the general meeting, be submitted to the Company by mail at the address set forth above and at the Company's disposal no later than on 17 May 2024. The proxy in original and, when applicable, the certificate of registration must be presented at the general meeting. A proxy form will be available on the Company's website, www.vivagroup.se, and will also be sent to shareholders who so request and inform the Company of their postal address.

Draft agenda

1. Opening of the meeting and election of chairman of the meeting
2. Preparation and approval of voting register
3. Approval of the agenda
4. Election of one or two persons to certify the minutes
5. Determination of whether the general meeting was duly convened
6. Presentation of the annual report and the auditor's report and the consolidated financial statements for the group
7. Resolutions regarding:
 - a. adoption of income statement and balance sheet and the group income statement and the consolidated income statement and consolidated balance sheet

- b. allocation of the Company's profit or loss according to the adopted balance sheet
- c. discharge from liability for board members and the managing director
8. Determination of fees for the board of directors and the auditors
9. Election of the board of directors and audit firm
10. Resolution regarding principles for the nomination committee
11. Resolution regarding amendment of the Articles of Association
12. Resolution regarding authorization for the board to resolve on issuances
13. Resolution regarding amendment of warrant program 2021:3
14. Closing of the meeting

Proposed resolutions

Item 1: Opening of the meeting and election of chairman of the meeting

The nomination committee proposes that Carl Svernlöv, Attorney at law, at Baker McKenzie Advokatbyrå, or anyone he appoints in his stead, is appointed as chairman of the general meeting.

Item 7.b: Resolution regarding decision regarding the profit or loss of the Company in accordance with the adopted balance sheet

The board of directors proposes a dividend of SEK 1.55 per share for the annual general meeting 2024. 27 May 2024 is proposed as the record date. Payment from Euroclear Sweden AB is expected to take place on 30 May 2024. Dividends to holders of shares amount to a maximum of SEK 137,689,420.20.

Item 8: Determination of fees for the board of directors and the auditors

The nomination committee proposes that the remuneration is to be SEK 2,150,000 in total, excluding remuneration for committee work (SEK 1,550,000 excluding remuneration for committee work previous year), and shall be paid to the board of directors and the members of the established committees in the following amounts:

- SEK 350,000 (SEK 300,000) for each of the non-employed directors and SEK 750,000 (SEK 650,000) to the chairman provided that the chairman is not an employee. John Wistedt is an employee of the Company and therefore receives no board remuneration.

It is further proposed that the remuneration for committee work shall be paid to the board of directors and the members of the established committees in the following amounts:

- SEK 120 000 (SEK 100,000) to the chairman and SEK 70,000 (SEK 60,000) to the other members of the audit committee. All remuneration for committee work are unchanged.

It is proposed that the auditor shall be entitled to a fee in accordance with approved invoice.

Item 9: Election of the board of directors and audit firm

The nomination committee proposes that the board shall consist of six directors. It is further proposed that the number of auditors shall be one registered accounting firm.

The nomination committee proposes re-election of the current directors Anders Moberg, Anne Thorstvedt Sjöberg, John Wistedt, Lars Ljungälv and Mikael Aru, and the election of Joanna Hummel as a new director. Furthermore, it is proposed to re-elect Anders Moberg as chairman of the board.

More information regarding the proposed elected director:

Name: Joanna Hummel

Education and background: Stockholm University, Finance and Economics, 1994-1998, University of Groningen, Holland, Economics – management and administration, 1997-1998

Current assignments: Matas/Kicks – Interim, Strategi och Integration

Previous assignments:

- EY Ernst & Young, Manager 1998-2007
- Axstores, Group Controller, Store manager, Financial manager, 2007-2010
- Kicks Project Manager, CFO 2011-2017
- LYKO, CFO, 2017-2018
- Afound (part of H&M Part), Managing Director, 2019-2021
- Zalando SE, General manager Northern Europe, 2012-2023

Year of birth:

1975

Nationality:

Swedish

Shareholding, including closely related parties:

No

Independence:

Yes

The nomination committee further proposes re-election of the registered accounting firm Ernst & Young Aktiebolag as the Company's auditor for a period up until the end of the next annual general meeting. Ernst & Young Aktiebolag has announced its appointment of Andreas Nyberg as main responsible auditor.

Item 10: Resolution regarding principles for the nomination committee

The nomination committee proposes that the following principles for the nomination committee are adopted by the annual general meeting and that these shall continue in force.

1. Role of the nomination committee

- 1.1 The Company shall have a nomination committee with the task of preparing and proposing decisions to the annual, and as applicable extra, shareholders' meetings on electoral and remuneration issues and, where applicable, procedural issues for the appointment of the subsequent nomination committee. The nomination committee is to propose:
 - the chairman of the annual general meeting;
 - candidates for the post of chairman and other directors of the board;
 - fees and other remuneration to each director;
 - fees to members of committees within the board;
 - election and remuneration of the Company auditor; and
 - principles for the nomination committee.
- 1.2 The nomination committee shall in its assessment of the evaluation of the board and in its proposal in particular take into consideration the requirement of diversity and breadth on the board and strive for equal gender distribution.
- 1.3 Regardless of how they have been appointed, the members of the nomination committee are to promote the interests of all shareholders of the Company.

2. Members of the nomination committee

- 2.1 The nomination committee, which shall be appointed for the time until a new nomination committee is appointed, shall consist of four members, of whom three shall be nominated by the Company's three largest shareholders by voting power and the fourth shall be the chairman of the board. The chairman of the board shall as soon as reasonably practicable after the end of

the third quarter, in an adequate manner, contact the three owner-registered largest shareholders, by voting power, according to the share register maintained by Euroclear Sweden AB at that time and request that they, taken into consideration the circumstances, within reasonable time which cannot exceed 30 days, in writing to the nomination committee nominate that person whom the shareholder wishes to appoint as member of the nomination committee. If any of the three largest shareholders wish not to exercise their right to appoint a member of the nomination committee, the next shareholder in consecutive order shall be entitled to appoint a member of the nomination committee. In the case that several shareholders abstain their right to appoint a member of the nomination committee, the chairman of the board shall not be required to contact more than eight shareholders, unless it is necessary in order to obtain a nomination committee consisting of a minimum of three members.

2.2 Unless otherwise agreed between the members, the chairman of the nomination committee shall be nominated by the largest shareholder by voting power. The chairman of the board shall never be the chairman of the nomination committee.

2.3 If a member nominated by a shareholder, during the year ceases to be one of the Company's three largest shareholders by voting powers, the member nominated by such shareholder shall make his/her seat on the nomination committee available. A new shareholder among the three largest shareholders shall be entitled to independently and in its sole discretion appoint a member of the nomination committee. If a new member is appointed, the member who made his/her seat available shall resign from the nomination committee. However, no marginal changes in shareholding and no changes in shareholding which occur later than three months prior to the annual general meeting shall lead to a change in the composition of the nomination committee, unless there are exceptional reasons.

2.4 If a member of the nomination committee resigns before the nomination committee has completed its assignment, for reasons other than set out in item 2.3, the shareholder who nominated such member shall be entitled to independently and in its sole discretion appoint a replacement member. If the chairman of the board resigns from the board, his/her successor shall replace the chairman of the board also on the nomination committee.

3. Announcement of the nomination committee members

3.1 The chairman of the board shall ensure that the names of the members of the nomination committee, together with the names of the shareholders of whom they have been nominated, are published on the Company's website no later than six months before the annual general meeting.

3.2 If a member leaves the nomination committee during the year, or if a new member is appointed, the nomination committee shall ensure that such information, including the corresponding information about the new nomination committee member, is published on the website.

3.3 A change in the composition of the nomination committee shall be published immediately.

4. Proposals to the nomination committee

4.1 Shareholders shall be entitled to propose board members for consideration by the nomination committee. The nomination committee shall provide the Company with information on how shareholders may submit recommendations to the nomination committee. Such information will be announced on the Company's website.

4.2 The chairman of the board of directors shall, as part of the work of the nomination committee, keep the nomination committee informed about the work of the board of directors, the need for particular qualifications and competences, etc., which may be of importance for the work of the nomination committee.

5. Proposals by the nomination committee

- 5.1 When preparing its proposals, the nomination committee shall take into account that the board of directors is to have a composition appropriate to the Company's operations, phase of development and other relevant circumstances. The directors shall collectively exhibit diversity and breadth of qualifications, experience and background. The nomination committee shall further strive for equal gender distribution.
- 5.2 The nomination committee shall provide the Company with its proposals for board members in such time that the Company can present the proposals in the notice of the shareholders' meeting where an election is to take place.
- 5.3 When the notice of the shareholders' meeting is issued, the nomination committee shall issue a statement on the Company's website explaining its proposals regarding the composition of the board of directors. The nomination committee shall in particular explain its proposal against the background of the requirement to strive for an equal gender distribution. The statement is also to include an account of how the nomination committee has conducted its work and a description of the diversity policy applied by the nomination committee in its work. In case a resigning managing director is nominated for the position of chairman of the board of directors, the nomination committee shall specifically explain the reasons for such proposal.
- 5.4 The nomination committee shall ensure that the following information on candidates nominated for election or re-election to the board of directors is posted on the Company's website at the latest when the notice to the shareholders' meeting is issued:
- year of birth, principal education and work experience;
 - any work performed for the Company and other significant professional commitments;
 - any holdings of shares and other financial instruments in the Company owned by the candidate or the candidate's related natural or legal persons;
 - whether the nomination committee deems the candidate to be independent from the Company and its executive management, as well as of the major shareholders in the Company. If the committee considers a candidate independent regardless of the existence of such circumstances which, according to the criteria of the Swedish Code of Corporate Governance, may give cause to consider the candidate not independent, the nomination committee shall explain its proposal; and
 - in the case of re-election, the year that the person was first elected to the board.
- 5.5 When appointing an auditor the nomination committee is also to present proposals on the election and remuneration of the statutory auditor. The nomination committee's proposal to the shareholders' meeting on the election of the auditor is to include the audit committee's recommendation (or that of the board of directors if it does not have an audit committee). If the proposal differs from the alternative preferred by the audit committee, the reasons for not following the committee's recommendation are to be stated in the proposal. The auditor or auditors proposed by the nomination committee must have participated in the audit committee's selection process if the company is obliged to have such a procedure.

6. Account of the work of the nomination committee

- 6.1 All members of the nomination committee, where possible, and as a minimum one of the members, shall be present at the annual general meeting.
- 6.2 The nomination committee shall at the annual general meeting, or other shareholders' meetings where an election is to be held, give an account of how it has conducted its work and explain its proposals against the background of what is provided about the composition of the board in 5.1. The nomination committee shall in particular explain its proposal against the background of the requirement in 5.1 to strive for an equal gender distribution.

7. Fees and Costs

- 7.1 No fee shall be payable by the Company to any member of the nomination committee.

7.2 The Company shall bear all reasonable costs associated with the work of the nomination committee. Where necessary, the nomination committee may engage external consultants to assist in finding candidates with the relevant experience, and the Company shall bear the costs for such consultants. The Company shall also provide the nomination committee with the human resources needed to support the nomination committee's work.

8. Confidentiality

8.1 A member of the nomination committee may not unduly reveal to anyone what he/she has learned during the discharge of his/her assignment as a nomination committee member. The duty of confidentiality applies to oral as well as written information and applies also after the assignment has terminated.

8.2 A nomination committee member shall store all confidential materials that he/she receives by reason of the nomination committee assignment in a manner so that the materials are not accessible to third parties. After the assignment has terminated, a nomination committee member shall hand over to the chairman of the board all confidential materials that the nomination committee member has received in his/her capacity as nomination committee member and still has in his/her possession, including any copies of the materials, to the extent reasonably possible taking into account inter alia technical aspects.

8.3 The chairman of the nomination committee may make public statements about the work of the nomination committee. No other nomination committee member may make statements to the press or otherwise make public statements regarding the Company and the Company group unless the chairman of the board has given permission thereto.

Item 11: Resolution regarding amendment of the Articles of Association

The board of directors of the Company proposes that the annual general meeting resolves to amend the Company's articles of association as follows:

1. It is proposed that the limits for the share capital in the articles of association are changed from a minimum of SEK 500,000 and a maximum of SEK 2,000,000 to a minimum of SEK 740,000 and a maximum of SEK 2,960,000. The articles of association § 4 will thereby have the following wording:

"The share capital shall not be less than SEK 740,000 and not more than SEK 2,960,000."

2. It is proposed that the limits for the number of shares in the articles of association are changed from a minimum of 60,000,000 and a maximum of 240,000,000 to a minimum of 88,790,000 and a maximum of 355,160,000. The articles of association § 5 will thereby have the following wording:

"The number of shares shall not be less than 88,790,000 and not more than 355,160,000."

The board of directors or a person appointed by the board of directors shall be authorized to make such minor adjustments in the above resolution that may be required in connection with the registration with the Swedish Companies Registration Office.

Item 12: Resolution regarding authorization for the board to resolve on issuances

The board of directors of the Company proposes that the annual general meeting of the shareholders resolves to authorize the board of directors until the next annual general meeting, on one or more occasions, with or without preferential rights for the shareholders, to issue shares, warrants and/or convertibles, with the right to subscribe for and convert into shares in the Company, respectively, corresponding to a maximum of 20 percent of the Company's share capital after dilution based on the number of shares in the Company at the time of the annual general meeting, to be paid in cash, through set-off or in kind.

The primary purpose of the authorization is for the board of directors to be able to resolve to issue new shares, without preferential rights, in order to raise new capital which will increase the Company's flexibility or in connection with acquisitions or as payment for additional considerations in regards to already finalized acquisitions.

Issuance of new shares, pursuant of the authorization, shall be carried out in accordance with customary terms and conditions under prevailing market conditions. The allocation of shares can, if the board of directors finds it appropriate, be with a subscription price corresponding to the share's quota value.

The board of directors or anyone appointed by the board of directors is given the right to make the adjustments necessary in connection with the registration of the resolution at the Swedish Companies Registration Office.

Item 13: Resolution regarding amendment of warrant program 2021:3

The board of directors of the Company proposes that the annual general meeting of the shareholders resolve to amend the long-term incentive program comprising of warrants of series 2021:3.

Background and motive

It is the opinion of the board of directors, that it is in the Company's interest that certain key employees in the Company's subsidiaries are maintained personally involved in the Company's development within an incentive program. The Company has on 5 December 2021 issued 469,692 warrants of series 2021:3 to certain key employees which entitles the holder to subscribe for shares through exercising warrants during the 15-day period commencing immediately after the day when the Company's quarterly report for the fourth quarter 2024 is disclosed, at a subscription price of 63.70 SEK per share. The subscription price exceeds, as per the 19 April 2024, the share price on Nasdaq First North Premier Growth Market by approximately 72.16 percent. The board of directors considers it cost-effective for the Company, and for the benefit of holders of warrants of series 2021:3, to amend the incentive program in order to maintain the warrant holders' interest in the Company's development. The board of directors therefore submits the following proposal for a resolution to amend the terms and conditions for warrants of series 2021:3.

Proposal for resolution to amend the subscription period of warrants of series 2021:3

The board of directors proposes that the annual general meeting resolve to amend the subscription period of the warrants of series 2021:3 in accordance with the following:

The conditions for the period for subscription of shares with the support of a warrant are amended, from:

In the event the Company's Shares are listed or traded on a Marketplace, the Holder shall be entitled to subscribe for shares through exercising Warrants during the 15-day period commencing immediately after the day when the Company's quarterly report for the fourth quarter 2024 is disclosed, however not later than as from 1 March 2025 until and including 15 March 2025, or up to and including such earlier or later date as may follow from section 8 below.

In the event the Company's Shares are not listed or traded on a Marketplace, the Holder shall be entitled to subscribe for Shares through exercising Warrants during the period commencing on 1 March 2025 up to and including 15 March 2025, or up to and including such earlier or later date as may follow from section 8 below.

to the following:

In the event the Company's Shares are listed or traded on a Marketplace, the Holder shall be entitled to subscribe for shares through exercising Warrants during the 15-day period commencing immediately after the day when the Company's quarterly report for

the fourth quarter 2026 is disclosed, however not later than as from 1 March 2027 until and including 15 March 2027, or up to and including such earlier or later date as may follow from section 8 below.

In the event the Company's Shares are not listed or traded on a Marketplace, the Holder shall be entitled to subscribe for Shares through exercising Warrants during the period commencing on 1 March 2027 up to and including 15 March 2027, or up to and including such earlier or later date as may follow from section 8 below.

The amended complete terms and conditions for the warrants, which among other things means that the subscription price as well as the number of shares that the warrant entitles to subscription may be recalculated in certain cases, and the general meeting resolution to issue warrants of the 5 December 2021 in its complete form will be available at the Company at least two weeks before the annual general meeting.

The board of directors or a person appointed by the board of directors shall be authorised to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office.

Dilutive effect

If all issued warrants are exercised, the dilution effect will correspond to approximately 0.05 percent of the shares and the votes based on the number of shares currently outstanding.

If all issued warrants are exercised, including the effect of the incentive program consisting of warrants 2021:4 for certain board members in the Company, the dilution effect will correspond to approximately 0.05 percent of the shares and the votes based on the number of shares currently outstanding.

Cost and effect on important key ratios

The incentive program will involve certain limited costs consisting of fees for external consultants and administration regarding the warrants and the incentive program as a whole. The proposed amendments of warrant terms are expected to involve future costs consisting of social security contributions for the Company or its subsidiaries amounting to approximately SEK 16,000. The costs relating to the incentive program are expected to have a marginal effect on the Company's key ratios.

Majority requirements

A resolution in accordance with item 11 and item 12 is valid only where supported by shareholders holding not less than two-thirds of both the shares voted and of the shares represented at the general meeting.

A resolution in accordance with item 13 is valid only where supported by shareholders holding not less than nine-tenths of both the shares voted and of the shares represented at the general meeting.

Number of shares and votes

The total numbers of shares and votes in the Company on the date of this notice are 88,831,884. The Company holds no own shares.

Other

Copies of accounts, auditor statement and proxy form are available at least three weeks in advance of the annual general meeting. The complete proposals and other documents that shall be available in accordance with the Swedish Companies Act are available at least two weeks in advance of the meeting. The nomination committee's complete proposal regarding election of directors and auditor including the statement on the nomination committee's proposal regarding the board of directors are available as from today. All documents are available at the Company's premises on Blasieholmstgatan 4 A, 111 48 Stockholm and at the Company's website www.vivagroup.se in accordance with the above and will be sent to shareholders who request it and provide their e-mail or postal address.

The shareholders hereby notified regarding the right to, at the annual general meeting, request information from the board of directors and managing director according to Ch. 7 § 32 of the Swedish Companies Act.

Processing of personal data

For information on how personal data is processed in relation the meeting, see the Privacy notice available on Euroclear Sweden AB's website:

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Stockholm in April 2024
Viva Wine Group AB
The board of directors