

Org.nr/Reg. no. 559178-4953

Protokoll från årsstämma med aktieägarna i Viva Wine Group AB ("**Bolaget**") torsdagen den 23 maj 2024 kl. 10:00 i Bolagets lokaler på Blasieholmsgatan 4 A i Stockholm  
*Minutes from the annual general meeting of the shareholders of Viva Wine Group AB (the "**Company**") on Thursday 23 May 2024 at 10:00 CET at the Company's premises on Blasieholmsgatan 4 A in Stockholm*

Deltagande aktieägare:

Participating shareholders:

Enligt bifogad röstlängd, Bilaga A

*According to attached voting list, Exhibit A*

§ 1

Anders Moberg, styrelseordförande, hälsade på styrelsens vägnar alla välkomna till årsstämman och förklarade därefter stämman öppen.

*Anders Moberg, chairman of the board of directors, welcomed everybody on behalf of the board of directors and thereafter declared the annual general meeting open.*

Noterades att från Bolagets styrelse deltog förutom ordföranden Anders Moberg, Anne Thorstvedt Sjöberg, John Wistedt, Lars Ljungälv och Mikael Aru. Vidare närvarade vid stämman Bolagets verkställande direktör Emil Sallnäs och Bolagets huvudansvarige revisor Andreas Nyberg Selvring från Ernst & Young Aktiebolag. Vidare närvarade från valberedningen förutom Anders Moberg, valberedningens ordförande Björn Wittmark och Magnus Malm.

*It was noted that in addition to the chairman Anders Moberg, Anne Thorstvedt Sjöberg, John Wistedt, Lars Ljungälv and Mikael Aru were present from the board of directors. It was further noted that the Company's managing director, Emil Sallnäs and the Company's main responsible auditor Andreas Nyberg Selvring from Ernst & Young Aktiebolag were present. Further and in addition to Anders Moberg, Björn Wittmark, chairman of the nomination committee, and Magnus Malm were present from the nomination committee.*

Advokat Carl Svernlöv vid Baker McKenzie Advokatbyrå utsågs, i enlighet med valberedningens förslag, till ordförande vid stämman. Ordföranden meddelade att han bitt jurist Filippa Kronsporre vid Baker McKenzie Advokatbyrå att föra protokollet.

*Carl Svernlöv, attorney at law, at Baker McKenzie Advokatbyrå was appointed as chair of the general meeting in accordance with the nomination committee's proposal. The chairman informed that he had asked Filippa Kronsporre, LL.M., at Baker & McKenzie, to keep the minutes.*

Årsstämman godkände att ett antal icke anmälda aktieägare och gäster med flera deltog i stämman som åhörare. Vidare noterades att ljud- eller bildupptagning inte var tillåten.

*The annual general meeting approved that a number of shareholders who had not duly notified the Company of their intention to attend, guests and others, participated in the meeting without voting rights. It was further noted that sound or visual recording was not allowed.*

§ 2

Till stämman var 71 269 776 aktier och röster anmälda. 71 269 666 aktier och röster var representerade vid stämman, vilket utgör cirka 80,23 procent av Bolagets totala antal registrerade aktier och röster.

*71,269,776 shares and votes had been registered for the general meeting. 71,269,666 shares and votes were represented at the general meeting, which is approximately 80.23 percent of the Company's total number of shares and votes.*

Röstlängden lades fram och stämman godkände densamma, Bilaga A.  
*The voting list was presented and the general meeting approved the same, Exhibit A.*

§ 3

Stämman godkände den föreslagna justerade dagordningen.  
*The general meeting approved the proposed amended agenda.*

§ 4

Stämman utsåg Magnus Malm, som företrädde aktieägaren Svolder AB, att justera dagens protokoll tillsammans med stämmoderföranden.  
*The general meeting appointed Magnus Malm, who represented the shareholder Svolder AB, to certify the minutes together with the chair of the general meeting.*

§ 5

Protokollföraren redogjorde för att kallelse till dagens stämma har, i enlighet med bolagsordningen, publicerats på bolagets hemsida den 23 april 2024 och införts i Post- och Inrikes Tidningar den 25 april 2024. Dessutom har information om att kallelse skett annonserats i Dagens Industri den 25 april 2024.  
*The keeper of minutes stated that the notice has, in accordance with the articles of association, been published on the Company's website on 23 April 2024 and in the Swedish Official Gazette on 25 April 2024. Information that the notice has been published has also been printed in Dagens Industri on 25 April 2024.*

Stämman förklarades därmed behörigen sammankallad.  
*It was therefore declared that the general meeting had been duly convened.*

§ 6

Bolagets verkställande direktör Emil Sallnäs presenterade Bolagets och koncernens verksamhet och utveckling under det gångna räkenskapsåret. Emil Sallnäs redogjorde även kortfattat om händelser efter räkenskapsårets slut samt presenterade även koncernens räkenskaper i sammandrag.  
*The Company's CEO Emil Sallnäs presented the Company's and the group's business and development the past financial year. Emil Sallnäs also talked about events that had taken place after the end of the financial year and also presented the Company group's accounts in brief.*

Aktieägarna bereddes möjlighet att ställa frågor i anslutning till respektive anförande varpå inga ställdes.  
*The shareholders were invited to ask questions, in connection with each presentation, whereby no questions were asked.*

Anders Moberg, styrelsens ordförande, redogjorde kortfattat för styrelsen arbete under det gångna året.  
*Anders Moberg, chairman of the board, briefly presented the work of the board of directors during the past year.*

Aktieägarna bereddes möjlighet att ställa frågor i anslutning till respektive anförande, vilka besvarades.  
*The shareholders were invited to ask questions, in connection with each presentation, which were also answered.*

Det noterades att årsredovisningshandlingarna för 2023 har funnits tillgängliga på Bolagets hemsida fr.o.m. den 25 april 2024 och har dessutom funnits tillgängliga på Bolagets kontor samt lagts fram vid stämman. De har därmed gjorts tillgängliga för aktieägarna och presenterats i sammandrag för stämmodeltagarna.

*It was noted that the annual report for 2023 has been published on the Company's website since 25 April 2024 and has also been available at the Company's office and been presented at the meeting. The annual report has consequently been available for the shareholders and presented in brief for the participants of the meeting.*

Bolagets huvudansvariga revisor, auktoriserade revisorn Andreas Nyberg Selvring från Ernst & Young Aktiebolag, föredrog revisionsberättelsen i sammandrag. Aktieägarna bereddes möjlighet att ställa frågor i anslutning till respektive anförande, varpå inga ställdes.  
*The Company's main responsible auditor, the authorized auditor Andreas Nyberg Selvring from Ernst & Young Aktiebolag presented the audit report in brief. The shareholders were invited to ask questions, in connection with each presentation, whereby no questions were asked.*

Årsredovisning och revisionsberättelse samt koncernredovisning och tillhörande revisionsberättelse för räkenskapsåret 2023 konstaterades därmed framlagda.  
*The annual report and the audit report as well as the consolidated financial statements and the corresponding audit report for the fiscal year 2023 were thereby presented.*

#### § 7

a) Det beslutades att fastställa resultaträkningen och balansräkningen samt koncernresultaträkningen och koncernbalansräkningen.  
*a) The income statement and balance sheet as well as the group income statement and group balance sheet were adopted.*

b) Det beslutades att disponera resultatet i enlighet med styrelsens förslag i årsredovisningen, det vill säga att genomföra en utdelning på 1,55 kronor per aktie. Avstämningsdag ska vara den 27 maj 2024. Utbetalning från Euroclear Sweden AB beräknas ske den 30 maj 2024. Utdelning till innehavare av aktier uppgår till totalt 137 689 420,20 kronor.  
*b) It was resolved to treat the result in accordance with the proposal of the board of directors in the annual report, meaning a payment of dividend of SEK 1.55 per share. The record date shall be 27 May 2024. Payment of dividends from Euroclear Sweden AB is expected to take place on 30 May 2024. Dividends to holders of shares amount to a total of SEK 137,689,420.20.*

c) Det beslutades att bevilja styrelsens ledamöter och verkställande direktören ansvarsfrihet gentemot Bolaget. Det antecknades att verkställande direktören och de styrelseledamöter som tillika är aktieägare eller representerade andras aktier ej deltog i beslutet såvitt gällde dem själva. Det antecknades vidare att beslutet var enhälligt såvitt gällde röstande aktieägare.  
*c) It was finally resolved to discharge the directors of the board and the managing director from liability in relation to the Company. It was noted that the present directors and managing director representing their own or others' shares did not participate in the resolution regarding the discharge of the directors of the board from liability. It was also noted that the decision was unanimous with respect to the shareholders who voted.*

#### § 8

Valberedningens ordförande presenterade samtliga valberedningens förslag enligt punkterna 8-9 i kallelsen, Bilaga 1. Aktieägarna bereddes tillfälle att ställa frågor, varpå inga ställdes.  
*The chairman of the nomination committee presented the committee's proposals under items 8-9 in the notice, Exhibit 1. The shareholders were invited to ask questions, whereby no questions were asked.*

De styrelseledamöter som föreslogs för omval presenterades kort av valberedningens ordförande på uppdrag av stämмоordföranden.  
*The directors of the board who were proposed to be re-elected were presented briefly by the chairman of the nomination committee by request of the chairman of the annual general meeting.*

Aktieägarna bereddes möjlighet att ställa frågor i anslutning till anförandet, varpå inga ställdes.  
*The shareholders were invited to ask questions in connection with the presentation, whereby no questions were asked.*

Årsstämman beslutade, i enlighet med valberedningens förslag, att styrelsen ska bestå av sex styrelseledamöter. Vidare beslutades att antalet revisorer ska vara ett registrerat revisionsbolag.  
*It was resolved, in accordance with the nomination committee's proposal, that the board of directors shall consist of six directors. It was further resolved that the number of auditors shall be one registered audit firm.*

Det beslutades, i enlighet med valberedningens förslag, att ersättning till styrelseledamöterna ska utgå med totalt 2 150 000 kronor exklusive arvode för utskottsarbete (1 550 000 kronor exklusive arvode för utskottsarbete föregående år), och utgå till styrelsens ledamöter med följande belopp:  
*It was resolved, in accordance with the nomination committee's proposal, that the remuneration to the directors shall be in total SEK 2,150,000 excluding remuneration for committee work (SEK 1,550,000 previous year excluding remuneration for committee work) in accordance with the following:*

- 350 000 kronor (300 000 kronor) till envar icke anställd styrelseledamot och 750 000 kronor (650 000 kronor) till styrelseordförande förutsatt att denne inte är anställd.  
*SEK 350,000 (SEK 300,000) for each of the non-employed director and SEK 750,000 (SEK 650,000) to the chairman provided that the chair is not an employee.*

Det beslutades, i enlighet med valberedningens förslag, att arvode för utskottsarbete ska utgå med följande belopp:  
*It was resolved, in accordance with the nomination committee's proposal, that the remuneration for committee work shall be paid in the following amounts:*

- 120 000 kronor (100 000 kronor) till ordförande och 70 000 kronor (60 000 kronor) till övriga ledamöter i revisionsutskottet.  
*SEK 120,000 (SEK 100,000) to the chairman and SEK 70,000 (SEK 60,000) to the other members of the audit committee.*

Vidare beslutades det att arvode till revisorn skulle utgå enligt godkänd räkning.  
*Further, it was resolved that the auditor shall be entitled to a fee in accordance with approved invoice.*

## § 9

Det beslutades, i enlighet med valberedningens förslag, att omvälja nuvarande styrelseledamöterna Anders Moberg, Anne Thorstvedt Sjöberg, John Wistedt, Lars Ljungälv och Mikael Aru. Stämman beslutade vidare att välja Joanna Hummel till ny styrelseledamot för tiden intill slutet av nästa årsstämma.

*The general meeting resolved, in accordance with the nomination committee's proposal, to re-elect the current directors Anders Moberg, Anne Thorstvedt Sjöberg, John Wistedt, Lars Ljungälv and Mikael Aru. The general meeting further resolved to elect Joanna Hummel as new director until the end of the next annual general meeting.*

Det beslutades även att omvälja Anders Moberg till styrelseordförande.  
*It was also resolved to re-elect Anders Moberg as chair of the board.*

Det beslutades vidare, i enlighet med valberedningens förslag, att omvälja det registrerade revisionsbolaget Ernst & Young Aktiebolag som revisor för tiden intill slutet av nästa årsstämma. Det noterades att Ernst & Young Aktiebolag har anmält att auktoriserade revisorn Andreas Nyberg Selvring fortsätter som huvudansvarig.

*It was also resolved, in accordance with the nomination committee's proposal, to re-elect the registered audit firm Ernst & Young Aktiebolag as auditor up until the end of the next annual general meeting. It was noted that Ernst & Young Aktiebolag has announced that the authorized auditor Andreas Nyberg Selvring continues as main responsible auditor.*

## § 10

Valberedningens ordförande presenterade kortfattat valberedningens förslag om antagande av principer för valberedningen, Bilaga 1.

*The chairman of the nomination committee briefly presented the nomination committee's proposal regarding adoption of principles for the nomination committee, Exhibit 1.*

Aktieägarna bereddes möjlighet att ställa frågor i anslutning till anförandet, varpå inga ställdes.

*The shareholders were invited to ask questions, in connection with the presentation, whereby no questions were asked.*

Det beslutades att anta principer för valberedningen i enlighet med valberedningens förslag, Bilaga 1. Det beslutades att dessa principer ska gälla tills vidare.

*It was resolved to adopt principles for the nomination committee in accordance with the committee's proposal, Exhibit 1. It was resolved that the principles shall continue in force.*

## § 11

Stämмоordföranden presenterade kortfattat styrelsens förslag om ändring av bolagsordningen, Bilaga 2. Aktieägarna bereddes tillfälle att ställa frågor, varpå inga ställdes.

*The chair of the meeting briefly presented the board of directors' proposal regarding amendments in the articles of association, Exhibit 2. The shareholders were invited to ask questions, whereby no questions were asked.*

Det beslutades att ändra bolagsordningen i enlighet med styrelsens förslag, Bilaga 2, och att anta ny bolagsordning enligt Bilaga 2a.

*It was resolved to amend the articles of association in accordance with the board's proposal, Exhibit 2, and to adopt new articles of association in accordance with Exhibit 2a.*

Det antecknades vidare att beslutet var enhälligt såvitt gällde röstande aktieägare.

*It was also noted that the resolution was unanimous with respect to the shareholders who voted.*

## § 12

Stämмоordföranden presenterade kortfattat styrelsens förslag om bemyndigande för styrelsen att emittera aktier, teckningsoptioner och/eller konvertibler, Bilaga 3. Aktieägarna bereddes tillfälle att ställa frågor, vilka besvarades.

*The chair of the meeting briefly presented the board of directors' proposal regarding authorization for the board to issue shares, warrants and/or convertibles, Exhibit 3. The shareholders were invited to ask questions, which were also answered.*

Det beslutades att bemyndiga styrelsen att emittera aktier, teckningsoptioner och/eller konvertibler i enlighet med styrelsens förslag, Bilaga 3.

*It was resolved to authorize the board of directors to issue shares, warrants and/or convertibles in accordance with the board's proposal, Exhibit 3.*

Det antecknades vidare att beslutet var enhälligt.

*It was also noted that the resolution was unanimous.*

## § 13

Stämмоordföranden förklarade kortfattat att styrelsen beslutat att dra tillbaka förslaget om ändring av teckningsoptionsprogram 2021:3. Förslaget utgår därmed från dagordningen.

*The chair of the general meeting briefly presented that the board of directors resolved to withdraw the proposal regarding amendment of the incentive program 2021:3. The proposal was therefore cancelled from the agenda.*

§ 14

Anders Moberg tackade alla deltagare på stämman för deras närvarande, styrelsens och Bolagets anställda för deras gedigna arbete under året.

*Anders Moberg thanked all participants at the meeting for their presence, the board and the Company's employees for their solid work during the year.*

Eftersom inga ytterligare ärenden hade hänskjutits till stämman avslutades stämman.


*As no additional matters had been referred to the general meeting of the shareholders, the general meeting was closed.*

Vid protokollet:  
*At the minutes:*

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Filippa Kronsporre

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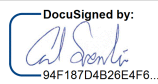
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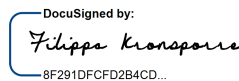
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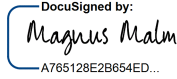
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Årsstämma i Viva Wine Group AB, org.nr 559178-4953, den 23 maj 2024  
 Annual general meeting in Viva Wine Group AB, reg. no. 559178-4953, 23 May 2024  
 Röstlängd / Voting list

Bilaga A/Exhibit A

Aktieägare/Shareholder	Ombud/Ställföreträdare/Biträde Proxy/Representative/Assistants	Antal aktier och röster No. of shares and votes	Aktier och röster % av totalt på stämman No. shares and votes in % of total at the general meeting	Sida i bolagsstämmoaktiebok Page in the general meeting share register
Anders Berndtsson		17	0,00%	32
Anne Thorstvedt Sjöberg		15 000	0,02%	251
Arinto AB	Charlotte Söderberg (ställföreträdare/representative)	3 149 160	4,42%	18
Bergendahl Invest AB	Lars Ljungälv (ställföreträdare/representative)	6 992 857	9,81%	28
Bertil Ljungström	Lennart Lundin (biträde/assistant)	300	0,00%	176
Göran Stark		40	0,00%	259
Hans Andersson		500	0,00%	11
Hans Lönhult		150	0,00%	182
Idmyr Venture AB	Kristin Idmyr (ställföreträdare/representative)	242 886	0,34%	120
Karl Anders Alfeld		100	0,00%	7
Lars Ljungälv		200 000	0,28%	176
Lars Carnestedt		280	0,00%	49
Late Harvest Wine Holding 1971 AB	Emil Sallnäs (ställföreträdare/representative)	23 288 482	32,68%	163
Legendum Capital AB	John Wistedt (ställföreträdare/representative)	9 415 889	13,21%	164
Monica Syhlman		100	0,00%	271
Sven Bäckström		100	0,00%	46
Svolder AB (publ)	Magnus Malm (ombud/proxy)	4 188 370	5,88%	271
Vin & Vind AB	Björn Wittmark (ställföreträdare/representative)	23 273 482	32,66%	288
Vindruvan AB	Robert Kröppl (ställföreträdare/representative)	296 953	0,42%	288
Wealins SA	Anders Moberg (ombud/proxy)	205 000	0,29%	293
<b>Summa / Sum</b>		<b>71 269 666</b>	<b>100,00%</b>	

<b>Totalt antal aktier och röster i bolaget/Total number of shares and votes in the company</b>	<b>88 831 884</b>
<b>Aktier och röster i av totalt på stämman/No. shares and votes of total at the general meeting</b>	<b>71 269 666</b>
<b>Aktier och röster i procent av totalt på stämman/No. shares and votes in percent of total at the general meeting</b>	<b>80,23%</b>