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# Announcement from Viva Wine Group AB's annual general meeting

The annual general meeting 2025 (the "AGM") of Viva Wine Group AB ("Viva Wine Group" or the "Company") was held today on 23 May 2025 and the following resolutions were passed by the meeting.

## Adoption of the income statement and the balance sheet

The AGM resolved to adopt the income statement and the balance sheet in Viva Wine Group and the consolidated income statement and the consolidated balance sheet.

## Allocation of profit

The AGM resolved to pay dividends of SEK 1.55 per share. The record date shall be 27 May 2025. Payment of dividends from Euroclear is expected to take place on 2 June 2025. Dividends to shareholders amount to a total of SEK 137,689,420.20.

## Discharge from liability

The board of directors and the CEO were discharged from liability for the financial year 2024.

## Election of the board of directors, auditor and remuneration

The AGM resolved that the board of directors shall comprise six directors and no deputy directors. It was also resolved that the number of auditors shall be one registered audit firm.

It was resolved that the remuneration to the directors shall be in total SEK 2,150,000 excluding remuneration for committee work (SEK 2,150,000 previous year excluding remuneration for committee work) in accordance with the following:

- SEK 350,000 (SEK 350,000) for each of the non-employed director and SEK 750,000 (SEK 750,000) to the chairman provided that the chair is not an employee.

It was also resolved that the remuneration for committee work shall be paid in the following amounts:

- SEK 150,000 (SEK 120,000) to the chairman and SEK 80,000 (SEK 70,000) to the other members of the audit committee.

It was further resolved that remuneration to the auditor shall be paid in accordance with approved invoices.



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Anders Moberg, Anne Thorstvedt Sjöberg, John Wistedt, Lars Ljungälv and Joanna Hummel were re-elected as directors of the board. Marie Nygren was elected as new director until the end of the next annual general meeting. It was also resolved to re-elect Anders Moberg as chairman of the board. Mikael Aru declined re-election.

Ernst & Young Aktiebolag was re-elected as the Company auditor. Ernst & Young Aktiebolag has announced that Andreas Nyberg Selvring will continue to act as main responsible auditor.

### **Amendments to the articles of association**

The AGM resolved, in accordance with the board of directors' proposal, to amend the Company's articles of association as follows:

A new provision for enabling digital general meetings is introduced. The paragraph aims to enable digital general meetings for scenarios such as by-elections when a board member resigns, and for other straightforward resolutions.

### **Authorization for the board to resolve on issuances**

The AGM resolved, in accordance with the board of directors' proposal, 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 AGM, 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 regard to already finalized acquisitions.

Issuance of new shares, pursuant to the authorization, shall be carried out in accordance with customary terms and conditions under prevailing market conditions.

### **Incentive program LTI 2025**

The AGM resolved on (A) a long-term share program ("LTI 2025"), (B) issuance of warrants of series 2025:1, and (C) transfer for warrants of series 2025:1, in accordance with the below.

#### *Background, motives, and summary*

The board of directors believes that it is in the interest of the Company and its shareholders that certain key employees within the Company group maintain a significant interest in the Company's development by being offered participation in a new incentive program. The motives for the program are to contribute to the ability to retain and attract qualified personnel and to increase motivation for employees in the Company by becoming involved and working to create long-term



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value creation and increased shareholder return during the period covered by LTI 2025. In light of the terms and conditions, the size of the award and other circumstances, the board of directors considers LTI 2025, as set out below, to be fair and favourable to the Company and its shareholders.

The program has a three-year performance period. Participation in the program is offered to a maximum of 26 employees in the Company group. The participant receives Performance Share Rights free of charge, which upon allocation entitles them to receive a warrant free of charge. This warrant entitles them to subscribe for new shares in the Company at a price corresponding to the nominal value of the shares at the time the shares are subscribed (currently SEK 0.0083). A condition for the Performance Share Rights to be earned is, among other things, that the set performance goals regarding Viva Wine Group's total return during the program are achieved. The board intends to propose similar incentive programs annually.

The AGM resolved, in accordance with the board's proposal, to implement an incentive program through the issuance of a maximum of 591,390 warrants of series 2025:1, of which 450,000 are intended to secure deliveries of warrants, and indirectly shares, to participants and 141,390 are intended to cover social costs. The right to subscribe shall, with deviation from the shareholders' preferential rights, accrue to the Company. The reasons for the deviation from the shareholders' preferential rights are to enable the delivery of warrants and indirectly shares in the Company to participants in LTI 2025 and cover social costs for LTI 2025. If all warrants are subscribed for, the share capital will increase by SEK 4,908.5370.

The Company has the right to subscribe for the warrants free of charge with the right to transfer up to 591,390 warrants of series 2025:1 to participants or otherwise to third parties, to deliver shares to participants in accordance with the terms of LTI 2025 in connection with the exercise of earned Performance Share Rights in accordance with LTI 2025.

The number of Performance Share Rights allocated to each participant depends on the category. The specific number of Performance Share Rights that can be allocated to participants in LTI 2025 is shown in the table below. For the Performance Share Rights to entitle to allocation of warrants, the participant's employment within the Company group must not be terminated, with certain exceptions for customary "good leaver" situations.



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Category	Max. No. of Participants	No. of Performance Share Rights (Max p.p)
1	13	33 750 Performance Share Rights
2	13	11 250 Performance Share Rights
<b>Total</b>	<b>26</b>	<b>450 000 Performance Share Rights</b>

Each warrant shall entitle the subscription of one (1) share in the Company during the period from the day of registration of the issuance resolution with the Swedish Companies Registration Office until 31 December 2028. The subscription price per share shall correspond to the nominal value of the share at the time the shares are subscribed. Subscription of the warrants shall take place within four (4) weeks from the day of the Annual General Meeting. The board has the right to extend the subscription period. Over-subscription is not allowed.

The Incentive Program series 2025:1 entails a dilution effect corresponding to a maximum of approximately 0.66 percent of the shares and votes in the Company if the proposed warrants are fully subscribed for, including securing costs for LTI 2025. The dilution effect is calculated as the ratio between the additional shares that the warrants will be subscribed for and the number of current shares and the additional shares that the warrants will be subscribed for. Remaining warrants shall be cancelled and thus will not cause any dilution for the shareholders.

For detailed terms regarding the resolutions at the AGM as described above, please refer to the notice and the annual report which are available on the Company's website, <https://investors.vivagroup.se/>.

### Certified Adviser

FNCA Sweden AB is the Company's Certified Adviser on Nasdaq First North Premier Growth Market.

### For more information, please contact:

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*Viva Wine Group is the leading wine group in the Nordic monopoly markets, with a strong position in the European e-commerce market for wine. The Group consists of a collection of entrepreneurial companies with head office in Stockholm, developed through organic growth and strategic acquisitions. Viva Wine Group develops, markets, and sells both wholly owned and partner brands and offers affordable quality wines from all over the world to consumers in locations such as the Nordic countries, Germany, Switzerland, Austria, the Czech Republic, France, and the Netherlands. Sustainability is one of our foremost driving forces and we are a leader within certified ethical and organic wine. [www.vivagroup.se/en](http://www.vivagroup.se/en)*



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### **Attachments**

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