
I händelse av skillnad mellan den engelska och svenska versionen av detta protokoll ska den svenska versionen gälla.

In case of any discrepancy between the English and Swedish language versions of these minutes, the Swedish language version shall prevail.

**Protokoll upprättat med anledning av
årsstämma per capsulam i ViaCon Group AB
(publ), org. nr 559228–2437, den 16 maj 2023**

***Minutes of annual shareholders meeting in
ViaCon Group AB (publ), company reg.no.
559228-2437, held per capsulam, May 16, 2023***

1. Protokoll och godkännande av beslut/Minutes and approval of decisions

Det noterades att besluten i detta protokoll fattas genom ett skriftligt s.k. per capsulam-förfarande och att samtliga aktieägare, genom att underteckna protokollet, godkänner de beslut som antecknas häri.

It was noted that the decisions in this protocol are taken by means of a written so-called per capsulam procedure and that all shareholders, by signing the Minutes, approve the decisions recorded herein.

2. Stämmans öppnande och val av ordförande vid stämman/Opening of the Meeting and election of the chairman of the meeting

Stämman öppnades av Niclas Thiel, som valdes till ordförande vid stämman.

The meeting was opened by Niclas Thiel, who was elected Chairman of the Meeting.

3. Upprättande och godkännande av röstlängd/Establishment and approval of electoral roll

Nedanstående förteckning godkändes som röstlängd vid stämman.

The following list was approved as a voting list at the meeting.

| Aktieägare/ Shareholder | Ställföreträdare/ombud/ Deputy/Representative | Antal aktier Number of shares | Antal roster/ Number of votes |
|----------------------------|--|-------------------------------------|-------------------------------------|
| RI Holding AS | Niclas Thiel och Ulrik Smith | 50 100 | 50 100 |
| | | <u>50 100</u> | <u>50 100</u> |

Godkändes enhälligt ovanstående förteckning över närvarande aktieägare, ombud och biträden att gälla som röstlängd vid stämman.

Noterades att samtliga aktier i bolaget var företrädde vid stämman.

The above list of shareholders, representatives and assistants present was unanimously approved to be valid as the voting list at the meeting.

It was noted that all shares in the company were represented at the meeting.

4. Godkännande av dagordning/Approval of agenda

Dagordningen för stämman godkändes.

The agenda for the meeting was approved.

5. Val av justeringsperson/Election of people to verify and sign the minutes

Det beslutades att dagens protokoll skulle, vid sidan av ordföranden, justeras av en justeringsperson, varefter Ulrik Smith valdes till sådan justeringsperson.

It was resolved that today's minutes, besides the chairman shall be confirmed by one person, Ulrik Smith was elected as the person to confirm the minutes.

6. Prövning av om stämman blivit i behörig ordning sammankallad/Determination as to whether the meeting has been duly convened

Det noterades att stämman inte blivit i behörig ordning sammankallad, men att stämman trots detta kunde hållas eftersom samtliga aktieägare gav sitt samtycke därtill.

It was noted that the meeting had not been duly convened, but that the meeting could nevertheless be held because all shareholders gave their consent thereto.

7. Framläggande av årsredovisningen och revisionsberättelsen/Presentation of the Annual Report and audit report along with the consolidated accounts, consolidated audit report

Årsredovisningen med Hållbarhetsrapport samt revisionsberättelsen för räkenskapsåret 2022 framlades, bilaga 1.

The Annual report with Sustainability report and the auditor's report for the financial year 2022 were presented, Appendix 1.

8. Beslut om fastställande av resultat- och balansräkningen, koncernresultaträkningen och koncernbalansräkningen/Resolution regarding the adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet

Stämman beslutade att fastställa de i ovan nämnda årsredovisning intagna resultat- och balansräkningarna.

It was resolved to adopt the income statements and balance sheets adopted in the above-mentioned annual report.

9. Beslut om resultatdisposition/Resolutions regarding allocation of the company's profit

Styrelsens förslag till beslut jämte motiverade yttrande lades fram.

I enlighet med styrelsens förslag beslutades att av till stämmans förfogande stående vinstmedel, 162 048 350 kronor (EUR 14 570 335), dela ut sammanlagt 4 208 400 kronor (EUR 378 392) till aktieägarna, vilket motsvarar en utdelning om totalt 84 kronor (EUR 7,55) per utdelningsberättigad aktie, och att i ny räkning balansera 157 839 950 kronor (EUR 14 191 943).

The board of Directors' proposal and motivated statement was presented.

In accordance with the proposal from the board of directors, it was resolved to distribute in total SEK 4,208,400 (EUR 378,392) of the company's profit of SEK 162,048,350 (EUR 14,570,335) available to the meeting, to the shareholders, equivalent to a dividend of total SEK 84 (EUR 7.55) per share entitled to dividend, and to balance SEK 157,839,950 (EUR 14,191,943).

10. Beslut om ansvarsfrihet för styrelsens ledamöter och verkställande direktören/Resolution regarding discharge of liability for the members of the board of directors and the managing director

Bolagsstämman beslutade att bevilja ansvarsfrihet åt styrelseledamöterna och den verkställande direktören för förvaltningen under räkenskapsåret 2022.

The Annual General Meeting resolved to grant discharge from liability to the members of the Board of Directors and the CEO of the administration during the financial year 2022.

11. Fastställande av antalet styrelseledamöter och suppleanter/*Determination of the number of board members and deputies*

Det beslutades att styrelsen intill dess att nästa årsstämma hållits ska bestå av sex (6) ordinarie ledamöter och en (1) suppleant.

It was resolved that until the next Annual General Meeting was held, the Board of Directors shall consist of six (6) ordinary members and one (1) deputy.

12. Fastställandet av antalet revisorer/*Determination of number of auditors*

Det beslutades att bolaget intill dess att årsstämma hållits år 2024 ska ha ett registrerat revisionsbolag som revisor.

It was resolved that until the Annual General Meeting was held in 2024, the company shall have a registered accounting firm as auditor.

13. Fastställande av styrelsearvode/*Determination of board fees*

Det beslutades att arvode till styrelsen ska utgå med sammanlagt belopp om 1 550 000 kronor, varav 500 000 kronor ska utgå till styrelsens ordförande Patrik Nolåker, 350 000 kronor ska utgå till var och en av styrelseledamöterna Gunilla Spongh, Elke Eckstein respektive Krzysztof Andrulowicz. En förutsättning för betalning är att ledamoten är en styrelseledamot som utses av årsstämman och inte är anställd inom FSN Capital, eller ViaCon.

It was decided that fees to the Board of Directors shall be paid in total amount of SEK 1,550,000, of which SEK 500,000 shall be paid to the Chairman of the Board, Patrik Nolåker, SEK 350,000 shall be paid to each of Gunilla Spongh, Elke Eckstein and Krzysztof Andrulowicz. A prerequisite for payment is that a member is a board member who is appointed by the Annual General Meeting and is not employed by FSN Capital or ViaCon.

14. Fastställande av arvode åt revisorerna/*Determination of fees for the auditors*

Det beslutades att revisionsarvode ska utgå enligt godkänd räkning.

It was decided that audit fees shall be paid in accordance with approved invoice.

15. Val av styrelseledamöter och styrelsens ordförande/*Election of board members and chairman of the board*

För tiden intill dess nästa årsstämma hållits valdes, Patrik Nolåker, Krzysztof Andrulowicz, Ulrik Smith, Niclas Thiel, Moritz Madlener, Elke Eckstein och Gunilla Spongh till ordinarie styrelseledamöter samt Philip Delborn till styrelsesuppleant.

För samma period valdes Patrik Nolåker till styrelsens ordförande.

For the period until the next Annual General Meeting was held, Patrik Nolåker, Krzysztof Andrulowicz, Ulrik Smith, Niclas Thiel, Moritz Madlener, Elke Eckstein and Gunilla Spongh were elected as ordinary board members and Philip Delborn as deputy board members.

For the same period, Patrik Nolåker was elected Chairman of the Board.

16. Val av revisorer/Election of auditors

För tiden intill dess årsstämma hållits år 2024 valdes till revisor Ernst & Young AB med Staffan Landén som huvudansvarig revisor.

For the period until the Annual General Meeting was held in 2024, Ernst & Young AB was elected as auditor with Staffan Landén as auditor in charge.

17. Stämmans avslutande /Closing of the meeting

Några övriga frågor förekom inte.

Det noterades att samtliga beslut fattats enhälligt, varefter stämman förklarades avslutad.

There were no other questions.

It was noted that all decisions were taken unanimously, after which the meeting was declared closed.

Vid protokollet/*In fide*m:

Justeras/*Confirmed by*:

Niclas Thiel
(ordförande/chairman)

Ulrik Smith



**The Board of Directors' proposal for resolutions, etc.
Annual General Meeting of ViaCon Group AB (publ) on
May 16, 2023**

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Appendix 2

The Board's reasoned statement in accordance with Chapter 18, section 4 of the Swedish Companies Act

The Board of Directors issues the following statement in accordance with Chapter 18, section 4 of the Swedish Companies Act regarding the proposed dividend decision.

The nature and scope of the business are described in the Articles of Association and the Annual Reports issued. The operations pursued in the Company and Group do not entail risks above those that occur, or may be assumed to occur, within the industry, or those generally associated with conducting a business activity. The Company's and the Group's dependence on the economic cycle does not deviate from what is generally the case in the industry. Regarding significant events, we refer to what is stated in the Board of Directors' Report in the Annual Report for the 2022 financial year. No events of material significance affecting the Company's ability to pay dividends have occurred since then, unless communicated in a press release.

The Company's and Group's financial position on December 31, 2022 is shown in the 2022 Annual Report. The Annual Report also sets out the principles that are applied when measuring assets, provisions and liabilities. No assets and liabilities in the Parent Company or the Group have been measured at fair value in accordance with Chapter 4, section 14(a) of the Swedish Annual Accounts Act. No changes in restricted equity have taken place since the balance sheet date. The proposed dividend of a total of SEK 84 (EUR 7.55) per share entitled to dividends, a total of SEK 4,208,400.00 (EUR 378,392). The amount corresponds to approximately -3 percent of the net earnings after tax and constitutes 2.6 percent of the Company's equity and 11.7 percent of the Group's equity.



The proposed dividend reduces the Company's equity/assets ratio from 11.6 percent to 11.4 percent and the Group's equity/assets ratio from 2.0 percent to 1.7 percent, calculated as of December 31, 2022.

The Company has satisfactory liquidity.

In the Board of Directors' judgment, the Company's and the Group's equity after a full dividend will be sufficient in relation to the nature, scope and risks of the business.

In the Board's judgment, the proposed dividend do not jeopardize the investments considered necessary, or the Company's or the Group's ability to meet present and foreseen payment obligations within the prescribed period. The Company's and the Group's liquidity forecasts include preparedness in order to deal with variations in the ongoing payment obligations.

The Company's and Group companies' financial position does not give rise to any other assessment than that the Company and Group, after the proposed, can carry on their business and that they can be expected to meet their obligations in the short and long term.

With regard to the above information and what has otherwise come to the knowledge of the Board, the Board considers that the proposed dividend is justifiable in relation to the requirements that the nature, scope and risks of the business place upon the equity of the Parent Company and Group and the Company's and the Group's consolidation need, liquidity and position in general.

Gothenburg, April 2023
ViaCon Group AB (publ)
The Board of Directors



Item 9, Appendix 3

The Board of Directors' proposal for appropriation of profits

Proposed appropriation of the Company's profits

The Board of Directors proposes that the earnings of SEK 162,048,350 (EUR 14,570,335) at the disposal of the Annual General Meeting be allocated as follows:

| | | | | | |
|--|-----|-------------|---|-----|------------|
| Dividend to the shareholders at a total of SEK 84 (EUR 7.55) per share | SEK | 4,208,400 | / | EUR | 378,392 |
| Carrie forward to new accounts | SEK | 157,839,950 | / | EUR | 14,191,943 |
| Total | SEK | 162,048,350 | / | EUR | 14,570,335 |

If the Annual General Meeting resolves in accordance with the proposal, the dividend is expected to be distributed during May 2023, no later than May 31, 2023

There were a total of 50,100 shares in the Company at the date of the notice to attend the AGM.

The proposed dividend of SEK 84 (EUR 7.55) will be distributed among the 50,100 shares entitled to dividends

The Board of Directors' reasoned statement in accordance with Chapter 18, section 4 of the Swedish Companies Act is attached to the proposal, (Appendix 2).

Gothenburg, April 2023
ViaCon Group AB (publ)
The Board of Directors