

**NOTE: This is an unofficial translation of the original Swedish notice. In case of discrepancies, the Swedish version shall prevail.**

## **NOTICE OF ANNUAL GENERAL MEETING IN VEG OF LUND AB (PUBL)**

The shareholders of Veg of Lund AB (publ) reg. no. 559054-4655 (the “**Company**”) are hereby given notice to attend the Annual General Meeting (the “**AGM**”) on 14 June 2023 at 13.00 CEST at the Company’s premises, Scheelevägen 22, Lund. Registration starts at 12.30 CEST.

### **Right to participate**

Shareholders that wish to participate in the AGM shall be registered in the share register maintained by Euroclear Sweden AB no later than on 5 June 2023 and shall have notified the Company of their intention to participate at the AGM no later than on 8 June 2023. Notice to participate shall be given in writing by e-mail to vegoflund@fredersen.se or by post to Veg of Lund AB (publ) c/o Fredersen Advokatbyrå, Birger Jarlsgatan 8, 114 34 Stockholm. The notice shall contain the shareholder’s name, personal identity number or registration number and telephone number and, where applicable, the number of advisors (maximum two).

### **Nominee-registered shares**

Shareholders whose shares are registered in the name of a nominee/custodian must register their shares in their own names in order to be entitled to participate in the AGM. Such registration, which may be temporary, must be effected no later than on 8 June 2023 and shareholders must, therefore, instruct their nominees well in advance thereof.

### **Proxy**

If a shareholder wishes to be represented by proxy, a power of attorney shall be issued to the proxy. The power of attorney is to be in writing, dated and duly signed by the shareholder. If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be included with the notification. Please provide the power of attorney in original as well as certificate of incorporation and other documents of authority to the Company to the address mentioned above well in advance before the AGM. If the power of attorney and other documents of authority have not been provided in advance, these documents must be presented at the AGM. Power of attorney forms are available at the Company and on the Company’s website, ir.dugdrinks.com, and will be sent upon request to any shareholder who states their postal address.

### **Proposal of agenda**

1. Opening of the meeting
2. Election of Chairman of the Meeting
3. Preparation and approval of the voting register
4. Approval of the agenda
5. Election of one or two persons to attest the minutes
6. Determination as to whether the meeting has been duly convened
7. Presentation of the annual report and the auditor’s report as well as the group accounts and the auditor’s report for the group
8. Resolution on
  - a) adoption of the profit or loss account and the balance sheet as well as of the consolidated profit and loss account and the consolidated balance sheet
  - b) allocation of the Company’s profit according to the adopted balance sheet
  - c) discharge from liability for the Board members and the CEO
9. Resolution as to the number of Board members and auditors
10. Resolution on the remuneration to the Board of Directors and auditor
11. Election of Board members
  - 11.1 Rolf Bjerndell (re-election)
  - 11.2 Anders Gustafsson (re-election)
  - 11.3 Anders Hättmark (re-election)
  - 11.4 Eva Tornberg (re-election)
  - 11.5 Johan Möllerström (new election)
12. Election of chairman of the Board  
Johan Möllerström (new election)
13. Election of auditor
14. Resolution regarding principles for appointment of nomination committee
15. Resolution on amendments to the Articles of Association

16. The Board of Directors' proposal to adopt a long-term incentive program for employees and consultants in the Company
17. The Nomination Committee's proposal to adopt a long-term incentive program for Board members of the Company
18. Resolution on authorization for the Board of Directors to issue shares, warrants and convertibles with pre-emption right for the shareholders
19. Resolution on authorization for the Board of Directors to issue shares, warrants and convertibles with deviation from the shareholders' pre-emption rights
20. Closing of the meeting

## Proposals

### *The nomination committee's proposals (item 2 and 9-14)*

The Nomination Committee which has consisted of Kaj Söderström (representing Reosurf AB), Torbjörn Malmsjö (representing Anders Färnqvist) and Anders Hättmark (representing Confidera Syd Aktiebolag), proposes the AGM to resolve:

- that lawyer Filip Funk at Fredersen Advoktbyrå is elected chairman of the AGM,
- that the Board of Directors shall consist of five (previously seven) Board members and no deputy Board members,
- that one registered audit firm with no deputy auditors is elected as auditor of the Company,
- that remuneration to the Board shall be 3 price base amounts as of 2023 (previously 6 price base amounts as of 2022) to the chairman of the Board and 3 price base amounts as of 2023 (previously 6 price base amounts as of 2022) each to the Board members, to be divided between them according to the Board's decision,
- that remuneration to the auditor shall be in accordance with approved invoicing,
- that Rolf Bjerndell, Anders Gustafsson, Anders Hättmark and Eva Tornberg are re-elected as Board members, and that Johan Möllerström is elected as new member of the Board, for the period until the end of the next AGM. It is noted that Roger Johansson and Linda Neckmar has declined re-election,
- that Johan Möllerström is elected as chairman of the Board,
- that KPMG AB is re-elected as audit firm. (KPMG AB has informed that the authorized accountant Therese Johansson shall continue as principal auditor, if the AGM resolves in accordance with the proposal, and
- that the principles for the appointment of the Nomination Committee adopted on the AGM 2022 shall continue to apply also for the appointment of the Nomination Committee ahead of the AGM 2024.

**Johan Möllerström** who is proposed for election as new Board member and Chairman of the Board, is an experienced CEO with a demonstrated history of accelerated business growth. Johan was born in 1967 and has an MBA with a degree in financial strategy from Lund University. He has worked in the financial industry with extensive experience in creating business and financial management. He has extensive experience in environmental technology from his time at Malmberg Water, where Johan grew the company organically from SEK 150 million to SEK 500 million over ten years. Johan has also strong experience from business development with competence in negotiation, business planning, international business, entrepreneurship and sales management. He has been the CEO of OptiCept Technologies, a company listed on the Nasdaq First North Growth Market, which he left in May 2022. Currently he is the CEO of Plexian AB, which has been listed on Nasdaq First North Growth Market since 19 December 2022. Together with his brother, Johan runs the Family Office where the focus is investments in early phase companies. Johan Möllerström is chairman of Sensodetect AB, listed on Spotlight, as well as for some private companies that may be listed in the future. Johan is independent in relation to the Company and its management and independent in relation to major shareholders. Johan does not hold any shares in the Company.

### *The Nomination Committee's proposal to adopt a long-term incentive program for Board members of the Company (item 17)*

The Nomination Committee for Veg of Lund AB ("Veg of Lund" or the "Company"), excluding the Chairman of the Board, (when reference is made to the "Nomination Committee" in this proposal, it refers to the Nomination Committee excluding the Chairman of the Board) proposes that the AGM resolves to issue a maximum of 300,000 warrants within the scope of a long-term incentive program for certain Board members in Veg of Lund as follows.

The incentive program includes three of the Board members who are proposed for election at Veg of Lund's AGM, Johan Möllerström, Rolf Bjerndell and Anders Gustafsson. The incentive program entails that participants are offered to subscribe for warrants at market value calculated according to Black-Scholes valuation formula.

Each warrant shall entitle the holder to subscribe for one new share in the Company, during the period from and including 15 June 2026 to and including 15 July 2026, at an exercise price corresponding to 375 percent of the volume weighted average price of the Company's share during the period of ten trading days commencing on the day after the AGM 2023, however, not less than the quota value of the Company's share.

The price per warrant upon transfer to the participants shall be determined by an independent valuation institute as appointed by the Company and correspond to the market value of the warrant at the time of the acquisition, calculated in accordance with the Black-Scholes valuation formula. Based on a share price of SEK 1.61, the market value of the warrants has been preliminarily calculated at SEK 0.05 per warrant.

The number of shares that each warrant entitles to, as well as the exercise price, will be recalculated should the Company resolve on a share split, consolidation of shares, issue, etc. in accordance with customary recalculation conditions. The full terms and conditions for the warrants shall apply in all other aspects.

To be entitled to participate in the incentive program, the participant must have entered into an advance purchase agreement with Veg of Lund, whereby Veg of Lund, with certain exceptions, reserves the right to repurchase warrants if the participant's employment or assignment in Veg of Lund ends or if the participant in turn wishes to transfer the warrants before the warrants can be exercised.

#### *Allocation of warrants*

The right to acquire warrants shall accrue to the Board members Johan Möllerström, Rolf Bjerndell and Anders Gustafsson, provided that the participant has entered into an advance purchase agreement with the Company, whereby the Chairman of the Board, Johan Möllerström, shall be offered to acquire a maximum of 150,000 warrants, and Rolf Bjerndell and Anders Gustafsson a maximum of 75,000 warrants each.

#### *Costs and dilution*

The warrants will be transferred at market value, which means that no social security contributions are to be paid by Veg of Lund due to the acquisition of the warrants.

Based on the number of shares in Veg of Lund per day of the notice to the AGM, the maximum dilution effect of the warrant program will be approximately 1.20 percent. Taking into account also shares that can be issued in accordance with previously implemented incentive programs in the Company, as well as the proposed incentive program for employees and consultants in the Company, the maximum dilution amounts to approximately 11.14 percent.

For a description of the Company's other long-term incentive programs, please visit Veg of Lund's website, [ir.dugdrinks.com](http://ir.dugdrinks.com).

The incentive program is only expected to have a marginal effect on the Company's key ratios.

#### *The rationale for the incentive program*

The Nomination Committee considers that a share-related incentive program is an important part of a competitive remuneration package to attract and motivate competent Board members, as well as maximize value for all shareholders. The Nomination Committee further considers that the warrant program will increase the Board members' involvement in the Company's operations, strengthen the loyalty to the Company and be in favor of both the Company and its shareholders.

#### *Preparation of the proposal*

The incentive program has been prepared by the Nomination Committee, whereby the Board has been instructed to include the proposal in the notice.

### ***The Board's proposals***

#### ***Allocation of the Company's profit or loss (item 8.b)***

The Board of Directors proposes that no dividend for the financial year 2022 is to be paid.

#### ***Resolution on amendments to the Articles of Association (item 15)***

The Board of Directors proposes that the AGM resolves to amend the Articles of Association as follows:

It is proposed that the registered office for the Company's Board of Directors in § 2 of the Articles of Association be amended as follows:

Current wording: "The company's Board of Directors shall have its registered office in the municipality of Malmö."

Proposed wording: "The company's Board of Directors shall have its registered office in the municipality of Lund."

It is proposed that the first paragraph of § 9 of the Articles of Association regarding matters at the AGM be amended as follows:

Current wording: "The Annual General Meeting shall be held annually within 6 months after the end of the financial year. The Annual General Meeting may be held, except where the company has its registered office, in the municipality of Lund."

Proposed wording: "The Annual General Meeting shall be held annually within 6 months after the end of the financial year."

#### ***The Board of Directors' proposal to adopt a long-term incentive program for employees and consultants in the Company (item 16)***

The Board of Directors proposes that the AGM resolves to issue not more than 2,000,000 warrants within the scope of a long-term incentive program for employees and consultants within Veg of Lund as follows.

In total, the incentive program will comprise not more than 10 individuals. The incentive program entails that employees and consultants within Veg of Lund are offered to acquire warrants at market value calculated according to the Black-Scholes valuation formula. Furthermore, future employees and consultants can be invited to acquire warrants at market value.

Each warrant shall entitle the holder to subscribe for one new share in Veg of Lund, during the period from and including 15 June 2026 to and including 15 July 2026, at an exercise price corresponding to 375 percent of the volume weighted average price of the Company's share during the period of ten trading days immediately preceding the offer to acquire warrants, however, not less than the quota value of the Company's share.

The price per warrant upon transfer to the participants shall be determined by an independent valuation institute as appointed by the Company and correspond to the market value of the warrant at the time of the acquisition, calculated in accordance with the Black-Scholes valuation model. Based on a share price of SEK 1.61, the market value of the warrants has been preliminarily calculated at SEK 0.05 per warrant.

The number of shares that each warrant entitles to, as well as the exercise price, will be recalculated should the Company resolve on a share split, consolidation of shares, issue, etc. in accordance with customary recalculation conditions. The full terms and conditions for the warrants shall apply in all other aspects.

The last day for acquisition of warrants shall be the day prior to the AGM 2024.

To be entitled to participate in the incentive program, the participant must have entered into an advance purchase agreement with Veg of Lund, whereby Veg of Lund, with certain exceptions, reserves the right to repurchase warrants if the participant's employment or assignment in Veg of Lund ends or if the participant in turn wishes to transfer the warrants before the warrants can be exercised.

#### *Allocation of warrants*

The right to acquire warrants shall accrue to a maximum of 10 employees and consultants, including the CEO, within Veg of Lund, provided that they have entered into an advance purchase agreement with the Company.

The Company's Board members shall not be included in the program.

#### *Costs and dilution*

The warrants will be transferred at market value, which means that no social security contributions are to be paid by Veg of Lund due to the acquisition of the warrants.

The incentive program is only expected to have a marginal effect on the Company's key ratios.

Based on the number of shares in Veg of Lund per day of the notice to the AGM, the maximum dilution effect of the warrant program will be approximately 7.51 percent. Taking into account also shares that can be issued in accordance with previously implemented incentive programs in the Company, as well as the proposed incentive program for Board members in the Company, the maximum dilution amounts to approximately 11.14 percent.

For a description of the Company's other long-term incentive programs, please visit Veg of Lund's website, [ir.dugdrinks.com](http://ir.dugdrinks.com).

#### *The rationale for the incentive program*

The Board of Directors considers that a share-related incentive program is an important part of a competitive remuneration package to attract and motivate key people, as well as maximize value for all shareholders. The Board of Directors further considers that the warrant program will increase the participants' involvement in the Company's operations, strengthen the loyalty to the Company and be in favor of both the Company and its shareholders.

#### *Preparation of the proposal*

The incentive program has been prepared by the Board of Directors in consultation with external advisers. The proposal has been reviewed at meetings of the Board of Directors during the spring of 2023.

#### ***Resolution on authorization for the Board of Directors to issue shares, warrants and convertibles with pre-emption right for the shareholders (item 18)***

The Board of Directors proposes that the AGM authorizes the Board of Directors to, on one or several occasions during the period up to the next AGM, resolve on new issues of shares, warrants or convertibles, with pre-emption right for the shareholders. Payment may be made in cash, through set-off, with capital contributed in kind, or otherwise as per conditions pursuant to Chapter 2, section 5, second paragraph, items 1–3 and 5 of the Swedish Companies Act. The number of shares that can be issued, or, in the event of an issue of warrants or convertibles, added after exercise or conversion, with the support of the authorization shall not be limited in any other way than by the limits for the share capital and number of shares, as set forth from time to time in the registered Articles of Association.

#### ***Resolution on authorization for the Board of Directors to issue shares, warrants and convertibles with deviation from the shareholders' pre-emption rights (item 19)***

The Board of Directors proposes that the AGM authorizes the Board of Directors to, on one or several occasions during the period up to the next AGM, resolve on new issues of shares, warrants or convertibles, with deviation from the shareholders' pre-emption rights. Payment may be made in cash, through set-off, with capital contributed in kind, or otherwise as per conditions pursuant to Chapter 2, section 5, second paragraph, items 1–3 and 5 of the Swedish Companies Act. The number of shares that can be issued, or, in the event of an issue of warrants or convertibles, added after exercise or conversion, with the support of the authorization shall be limited to 20 percent of the outstanding shares as per the date of this notice.

The purpose of the authorization is to increase the Company's financial flexibility and the Board's discretion. If the Board of Directors resolves on an issue with deviation from the shareholders' pre-emption rights, the reason shall be to raise working capital, broadening the ownership of the Company, procuring capital for company acquisitions, or to fulfil obligations in cooperation agreements.

**Majority requirements**

Resolutions in accordance with items 15 and 18 above require approval of at least two thirds (2/3) of the shares represented and votes cast at the AGM. Resolutions in accordance with items 16 and 17 above require approval of at least nine tenths (9/10) of the shares represented and votes cast at the AGM.

**Further information**

As per the date of the issue of this notice, the total number of shares and votes in the Company are 24,617,624. The Company does not hold any own shares.

The annual report, audit report, proxy forms, the Board's complete proposals as well as complete underlying documentation will be made available by the Company and at the Company's website at least three weeks before the AGM. The documents will be sent to shareholders who request it and who provide their postal address.

The shareholders are reminded of their right of information according to Chapter 7 Section 32 of the Swedish Companies Act.

The Company has its registered office in Malmö.

**Processing of personal data**

For information on how your personal data is processed, see:

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

Malmö, May 2023  
**Veg of Lund AB (publ)**  
*The Board of Directors*