Registered office
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Notice of Annual General Meeting in VEF Ltd.

Notice is hereby given to the holders of depository receipts in respect of shares in VEF Ltd., reg. no. 50298, with registered office in Hamilton, Bermuda ("**VEF**" or the "**Company**") that an Annual General Meeting (the "**Meeting**") of shareholders shall be held on Thursday, 6 May 2021 at 13:00 CEST at Advokatfirman Vinge's offices, Smålandsgatan 20, SE-111 46 Stockholm, Sweden.

Notice to attend etc.

Holders of depository receipts wishing to attend the Meeting shall:

(1) **be listed** in the register of holders of depository receipts kept by Euroclear Sweden AB on Thursday, 29 April 2021; and

(2) **notify** the Company of the intention to attend the Meeting not later than Monday, 3 May 2021 by mail at the address Computershare AB, VEF Ltd. Annual General Meeting, Box 5267, SE-102 46 Stockholm, Sweden, by telephone +46 771 24 64 00 or by e-mail to agm@vef.vc. The holder of depository receipts shall state his or her name, personal or company identification number, address as well as telephone number. If a holder of depository receipts intends to be represented by proxy, the name of the proxy holder shall be stated. Information submitted in connection with the notification will be computerised and used exclusively for the Meeting. See below for additional information on the processing of personal data.

Holders of depository receipts represented by **proxy** shall issue a dated and signed power of attorney for the proxy. If the power of attorney is issued on behalf of a legal entity, a certified copy of a registration certificate or a corresponding document for the legal entity shall be appended. The power of attorney in original and, where applicable, the registration certificate should be submitted to the Company by mail at the address set forth above well in advance of the Meeting. The form to use for a power of attorney can be found on www.vef.vc.

Holders of depository receipts who hold their receipts through nominees (Sw. *förvaltare*) must request a **temporary registration of the voting rights** in order to be able to participate at the Meeting. Holders of depository receipts who want to obtain such registration must contact the nominee regarding this well in advance of Monday 3 May 2021.

Voting forms will be distributed to the holders who have complied with the above requirements and the **voting form** must be brought to the Meeting.

This notice is also directed to holders of 2019 Plan Shares and 2020 Plan Shares and the same instructions for attending and registering for the meeting apply to such shareholders. To attend the Meeting, holders of 2019 Plan Shares and 2020 Plan Shares shall be listed in the register of members of the Company on Thursday, 29 April 2021.

Advance voting

Depository receipt holders may exercise their voting rights at the Meeting by voting in advance. **VEF strongly encourages the depository receipt holders to use this option in order to minimize the number of participants attending the Meeting in person and thus contribute to limiting of the spread of the Corona virus (Covid-19).**

A special form shall be used for advance voting. The form is available on the Company's website, www.vef.vc. A depository receipt holder exercising its voting right through advance voting does not need to submit a separate notification of participation to the Meeting. The form for advance voting constitutes a valid notification of participation.

The completed form must be submitted to VEF no later than on Monday 3 May 2021. The completed form shall be sent to the address stated under "Notice to attend etc." above. A completed form may also be submitted electronically and is to be sent to agm@vef.vc. If the depository receipt holder is a legal entity, a certificate of registration or equivalent authorization documents shall be enclosed to the form. The same apply if the depository receipt holder votes in advance through proxy. The depository receipt holder may not supply the advance vote with special instructions or conditions. If so, the vote is invalid.

Further instructions and conditions are included in the form for advance voting.

Information in relation to the Corona virus (Covid-19)

In view of the recent developments of the spread of the Corona virus (Covid-19), VEF has taken certain precautionary measures in relation to the Meeting. **VEF strongly encourages the depository receipt holders to exercise their voting rights at the Meeting by voting in advance in order to minimize the number of participants attending the Meeting in person and thus contribute to limiting of the spread of the Corona virus (Covid-19)**. The measures are being taken to reduce the risk of spread of contagion.

- Depository receipt holders should carefully consider the possibility to vote in advance, please see above, as well as the possibility of participating by way of proxy. Depository receipt holders who display symptoms of infection (dry cough, fever, respiratory distress, sore throat, headache, muscle and joint ache), have been in contact with people displaying symptoms, have visited a risk area, or belong to a risk group, are in particular encouraged to utilize such possibility. A form for advance voting and proxy form is available on the Company's website, www.vef.vc.
- No external guests will be invited.
- No refreshments will be served prior to or after the Meeting.
- The Managing Director will not hold any presentation at the Meeting. The depository receipt holders will instead be invited to a telephone conference and webcast presentation on or around April 28, 2021, where they will have opportunity to ask the Managing Director and Chairman of the Board questions.
- The Meeting will be conducted in the shortest possible time without limiting the rights of the depository receipt holders.
- Kindly review the information and recommendations issued by the Swedish Public Health Authority (Sw. *Folkhälsomyndigheten*).

The continued spread of the Corona virus (Covid-19) and its effects are still difficult to assess with certainty and VEF is closely following the developments. If any further precautionary measures in relation to the Annual General Meeting must be taken, information thereof will be published on the Company's website, www.vef.vc.

Proposed agenda

1. Election of Chairman for the Meeting.

2. Preparation and approval of voting list.

3. Approval of the agenda.

4. Election of one or two persons to check and sign the minutes.

5. Resolution that the Meeting has been duly convened.

6. Presentation of the annual report and the auditor's report as well as the consolidated annual report and the consolidated auditor's report.

7. Resolution in respect of

(a) the adoption of the profit and loss account and the balance sheet as well as the consolidated profit and loss account and the consolidated balance sheet; and

(b) the appropriation of the Company's results according to the adopted balance sheet.

8. Determination of the number of Directors and auditors.

(a) determination of the number of Directors; and

(b) determination of the number of auditors.

9. Determination of remuneration to the Directors and the auditors.

(a) determination of remuneration to the Directors; and

(b) determination of remuneration to the auditors.

10. Election of Directors, chairman and auditors.

10.1 Election of Directors.

(a) Lars O Grönstedt (re-election);

(b) Per Brilioth (re-election);

(c) Allison Goldberg (re-election);

(d) Ranjan Tandon (re-election);

(e) David Nangle (re-election); and

(f) Hanna Loikkanen (new-election).

10.2 Election of chairman.

(a) Lars O Grönstedt (re-election).

10.3 Election of auditors.

(a) PricewaterhouseCoopers AB (re-election).

11. Resolution to approve the procedure of the Nomination Committee.

12. Resolution regarding guidelines for remuneration to members of the management team and the Board of Directors.

13. Resolution regarding long term incentive program.

(a) adoption of LTIP 2021;

(b) amendment of the Company's Bye-Laws; and

(c) issue incentive shares to participants in LTIP 2021.

14. Resolution regarding issue of shares as part of LTIP 2018.

15. Resolution regarding authorization for the Board of Directors to issue new shares.

16. Closing of the Meeting.

Chairman for the Meeting (item 1)

The Nomination Committee consisting of Evert Carlsson (Swedbank Robur Fonder), Jake Hennemuth (Acacia Partners), Vipul Pandey (Libra Advisors) and Lars O Grönstedt (Chairman of the Board), proposes that Jesper Schönbeck, member of the Swedish Bar Association, or the one proposed by the Nomination Committee if he has an impediment to attend, is elected as Chairman for the Meeting.

The appropriation of the Company's results (item 7b)

The Board of Directors proposes that no dividend is paid to the shareholders and that the Company's results are brought forward.

Election of Directors and auditors etc. (items 8-10)

The Nomination Committee proposes:

- that the Board of Directors shall consist of six (6) Directors without any deputy members;
- that the number of auditors shall be one (1) registered auditing firm;
- re-election of the current Directors, Lars O Grönstedt, Per Brilioth, Allison Goldberg, Ranjan Tandon and David Nangle, and election of the new Director Hanna Loikkanen, all for the period until the end of the next Annual General Meeting;
- that the Meeting appoints Lars O Grönstedt to be Chairman of the Board of Directors;
- a total Board remuneration is awarded in the amount of SEK 3,000,000, of which SEK 1,000,000 shall be allocated to the Chairman of the Board and SEK 500,000 to each of the other Board members who are not employed by the Company. It is further proposed that an additional remuneration of SEK 200,000 per committee be awarded to the committee members of maximum two committees, in the event the Board decides to establish Board committees. Such remuneration shall be divided between the committee members of each committee and may not be more than SEK 100,000 per committee member; and
- that the Company's auditor, the registered audit company PricewaterhouseCoopers AB be re-elected until the end of the next Annual General Meeting and remunerated upon approval of their invoice.

Hanna Loikkanen

Hanna Loikkanen is a Finnish national, born 1969. Ms. Loikkanen has a Master of Economics and Business Administration from Helsinki School of Economics and Business Administration. Hanna Loikkanen started her career in 1995-1998 at Merita Bank in Russia, where she was Vice President and Chief Representative for the St. Petersburg Office. She has spent most of her early career after that and until 2007 working within the financial services industry at SEB where she was responsible for the Russia debt portfolio, various positions at Nordea Finance in Poland, Latvia and Finland and at FIM Group (later Glitnir Banki Hf), a private Finnish Brokerage and Asset Management company, were she set up the Russian operations, Equity Brokerage and Corporate Finance, and was the CEO of FIM Financial Services in Moscow. Most recently she has held various positions, such as Head of the Russian private equity practice and Senior Advisor, at East Capital where she was between 2007-2019. Hanna Loikkanen has vast board experience and is currently a member of the boards of Finnfund, a Finnish state-owned development financier, investing in responsible and sustainable businesses in developing countries, Bank of Georgia, Rosbank in Russia and T&B

Capital Oy, a private Finnish wealth management company. Previously she has been a board member of a number of private banks and financial services companies in Russia, as well as at BGEO Holding Ltd, an LSE listed company owning the largest bank and the largest integrated insurance and healthcare company in Georgia, and PayiQ Oy, a Finnish fintech start-up.

For information about the current Directors proposed for re-election, please see the Company's website, www www.vef.vc.

Nomination committee (item 11)

The Nomination Committee proposes that the Meeting shall resolve to adopt principles for the appointment of a Nomination Committee for the Annual General Meeting 2022 in accordance with the following.

A Nomination Committee shall be convened by the Chairman of the Board and comprise of up to four members appointed by the largest holders of depository receipts of the Company and the Chairman of the Board. The ownership shall be based on the statistics from Euroclear Sweden AB over holders of depository receipts as per the last business day in August 2021. The names of the members of the Nomination Committee shall be announced as soon as they have been appointed, which shall be no later than the last business day in September 2021. In case of a material change in ownership prior to completion of the work to be performed by the Nomination Committee, it shall be possible to change the composition of the Nomination Committee. The Nomination Committee's mandate period extends up to the appointment of a new Nomination Committee. The Nomination Committee shall appoint a Chairman among them. If the representatives cannot agree upon appointment of a Chairman, the representative representing the holder of depository receipts with the largest number of votes shall be appointed as Chairman. The Nomination Committee shall prepare proposals for the following decisions at the Annual General Meeting in 2022: (i) election of the Chairman for the Meeting, (ii) election of the members of the Board, (iii) election of the Chairman of the Board of Directors, (iv) remuneration to the members of the Board, (v) election of the Company's auditor (vi) compensation to the Company's auditor, and (vii) proposal for how to conduct the nomination process for the Annual General Meeting in 2023.

Resolution regarding guidelines for remuneration to members of the management team and the Board of Directors (item 12)

The Board of Directors proposes that the Meeting resolves to adopt guidelines for remuneration to members of the management team and the Board of Directors in accordance with the following.

The guidelines shall apply to the members of the management team and the Board of Directors of the Company. The guidelines shall apply to remuneration already agreed upon, and changes to already agreed remuneration, after the guidelines have been adopted. The guidelines do not cover remuneration resolved by the general meeting.

The guidelines' promotion of the Company's business strategy, long-term interests and sustainability

The Company's business strategy is to use its experience, expertise and a widespread network to identify and invest in assets with considerable potential for value appreciation. The sector mandate is broad and the proposition is to create shareholder value by investing in assets that are associated with risks which VEF is well-equipped to manage. Such typical risks include corporate governance risks, liquidity risks and operational risks.

For more information regarding the Company's business strategy, please see www.vef.vc.

A prerequisite for the successful implementation of the Company's business strategy and safeguarding of its long-term interests, including its sustainability, is the Company's ability to recruit and retain qualified personnel. To this end, it is necessary that the Company offers competitive remuneration. These guidelines enable the Company to offer the management team a competitive total remuneration.

Long-term share-related incentive programs have been implemented in the Company. Such programs have been resolved by the general meeting and are therefore excluded from these guidelines. The long-term share-related incentive plan proposed by the Board of Directors and submitted to the Annual General Meeting 2021 for approval (LTIP 2021) is excluded for the same reason. The programs include all permanent employees of the Company. The performance criteria used to assess the outcome of the programs are distinctly linked to the business strategy and thereby to the Company's long-term value creation, including its sustainability. At present, these performance criteria comprise average annual development of VEF's net asset value over the lifetime of the programs, subject to market-based adjustments. The programs are further conditional upon the participant's own investment and holding periods of several years. For more information regarding the programs, including the criteria on which the outcome depends, please see VEF's annual report for the financial year 2020, note 10 to the financial statements.

Variable cash remuneration covered by these guidelines shall aim at promoting the Company's business strategy and long-term interests, including its sustainability.

Remuneration to the members of the management team

Types of remuneration, etc.

The remuneration shall be on market terms and may consist of the following components: fixed cash salary, variable cash remuneration, pension benefits and other benefits. Additionally, the general meeting may – irrespective of these guidelines – resolve on share or share price-related remuneration as well as other forms of remuneration without limitation.

The satisfaction of criteria for awarding variable cash remuneration shall be measured over a period of one year. The variable cash remuneration may amount to not more than 100 percent of the fixed annual cash salary. Further variable cash remuneration may be awarded in extraordinary circumstances, provided that such extraordinary arrangements are only made on an individual basis, either for the purpose of recruiting or retaining executives, or as remuneration for extraordinary performance and one-time highly remarkable achievements and results. Such remuneration may not exceed an amount corresponding to 200 percent of the fixed annual cash salary and may not be paid more than once each year per individual. Any resolution on such remuneration shall be made by the Board of Directors (based on a proposal from the remuneration committee if such committee is established).

For the CEO and other executives, pension benefits, including health insurance, shall be premium-defined. Variable cash remuneration shall not qualify for pension benefits. The pension premiums for premium defined pension shall amount to not more than 30 percent of the fixed annual cash salary.

Other benefits may include, for example, life insurance, medical insurance and partial compensation for loss of salary in connection with parental leave. Such benefits may amount to not more than 50 percent of the fixed annual cash salary.

For employments governed by rules other than Irish and Swedish, pension benefits and other benefits may be duly adjusted for compliance with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines.

Criteria for awarding variable cash remuneration, etc.

The variable cash remuneration shall be linked to predetermined and measurable criteria which can be financial or non-financial. These criteria may be individualized, quantitative or qualitative objectives. The criteria shall be designed so as to contribute to the Company's business strategy and long-term interests, including its sustainability, e.g., by being clearly linked to the business strategy or to promoting the executive's long-term development.

The extent to which the criteria for awarding variable cash remuneration have been satisfied shall be evaluated/determined when the measurement period has ended. The Board of Directors (or the remuneration committee if such committee is established) is responsible for the evaluation so far as it concerns variable remuneration to the CEO. For variable cash remuneration to other executives, the CEO is responsible for the evaluation. For financial objectives, the evaluation shall be based on the latest financial information made public by the Company.

Remuneration to the members of the Board of Directors

Remuneration to members of the Board of Directors for their work in the Board of Directors of the Company shall be resolved upon by the general meeting. The members of the Board of Directors are only entitled to remuneration resolved by the general meeting. However, members of the Board of Directors may receive additional remuneration for services members of the Board of Directors provide to the Company within their respective areas of expertise in addition to their duties as members of the Board of Directors. Such remuneration shall be on market terms and based in a consultancy agreement approved by the Board of Directors.

Employment conditions

Salary and employment conditions for employees

In the preparation of the Board of Directors' proposal for these remuneration guidelines and the evaluation of whether the guidelines and the limitations set out herein are reasonable, salary and employment conditions for employees of the Company have been taken into account, including information on the employees' total income, the components of the remuneration and increase and growth rate over time.

Termination of employment

Upon termination of an employment, the notice period may not exceed twelve months, if notice of termination of employment is made by the Company. Fixed cash salary during the notice period and severance pay may not together exceed an amount corresponding to the fixed cash salary for one year for the CEO and other executives. When termination is made by the executive, the notice period may not exceed six months, without any right to severance pay.

Decision-making process, amendments and deviations, etc.

The decision-making process to determine, review and implement the guidelines

The Board of Directors shall prepare a proposal for new guidelines at least every fourth year and submit it to the general meeting. The guidelines shall be in force until new guidelines are adopted by the general meeting. The Board of Directors (or the remuneration committee if such committee is established) shall also monitor and evaluate programs for variable remuneration for the management team, the application of the guidelines for executive remuneration as well as the current remuneration structures and compensation levels in the Company. The CEO and other members of the management team do not participate in the Board of Directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

Deviation from the guidelines

The Board of Directors may temporarily resolve to deviate from the guidelines, in whole or in part, if in a specific case there is special cause for the deviation and a deviation is necessary to serve the Company's long-term interests, including its sustainability, or to ensure the Company's financial viability.

Resolution regarding long term incentive program (item 13)

The Board proposes a long-term share incentive plan ("**LTIP 2021**") for up to seven (7) key employees in the Company in accordance with the below. LTIP 2021 is a five-year performance-based incentive program which is based on the long-term share incentive plan from 2020 and has the same characteristics and identical criteria for measuring performance.

The objective of LTIP 2021 is to encourage the employees to financially commit to the long-term value growth of VEF, and thereby align their interests with those of the shareholders. LTIP 2021 will be an important tool for VEF to retain the best talent for the Company, which is vital for the ability to provide long-term value growth for its shareholders.

LTIP 2021 requires that the Meeting resolves (i) to adopt the New Bye-Laws (as defined below) and (ii) on an issue of the Incentive Shares (as defined below) to the participants in LTIP 2021, in accordance with the Board's proposals for the Meeting in items 13(b) and 13(c) below.

Adoption of LTIP 2021 (item 13(a))

Summary of LTIP 2021

LTIP 2021 is based on the following structure:

- A new share class in VEF ("**Incentive Shares**") is introduced in accordance with the proposed amendments of the bye-laws of the Company (the "**New Bye-Laws**").
- According to the New Bye-Laws, the Incentive Shares, under certain conditions, will be reclassified as VEF common shares ("**Common Shares**"), which following registration will be admitted to trading on Nasdaq First North in the form of Swedish Depository Receipts of the Company ("**SDR**").
- The number of Incentive Shares that will be reclassified as Common Shares is dependent on the extent to which the performance measure has been met during the period 1 January 2021 – 31 December 2025 (the "**Measurement Period**"). Incentive Shares that are not reclassified into Common Shares will be redeemed by the Company.

- In addition, reclassification of the Incentive Shares into Common Shares requires that the participant is employed by the VEF group, and has kept the Investment SDRs (as defined below), throughout the five-year vesting period, ending after release of VEF's interim financial report for the period January-March 2026 (the "**Vesting Period**").
- Participation requires a personal investment in SDRs in the Company (the "**Investment SDRs**").
- In total, the participants in LTIP 2021 may subscribe for up to 8,312,500 Incentive Shares, and upon reclassification one (1) Incentive Share will be reclassified into one (1) Common Share.

Adoption of the plan

Participants in LTIP 2021

Up to seven (7) employees in VEF will be entitled to participate in LTIP 2021.

Personal investment in SDRs

In order to participate in LTIP 2021, the employees are required to invest in Investment SDRs when giving notice of participation and subscribing for the Incentive Shares.

The Investment SDRs may be SDRs acquired for LTIP 2021 or the employee may allocate SDRs already held to LTIP 2021 (which are not already allocated to the 2019 or 2020 LTIPs as Investment SDRs).

General terms and conditions for the Incentive Shares

The Incentive Shares shall be governed by the New Bye-Laws. The New Bye-Laws will be supplemented by an agreement to be entered into with the respective participants prior to subscribing for the Incentive Shares.

The main terms and conditions for the Incentive Shares according to the New Bye-Laws and/or the separate agreements between VEF and each respective participant are the following:

- The participants will subscribe for Incentive Shares for USD 0.01 for each Incentive Share (i.e. the par value of outstanding and fully paid Common Shares).
- If and to the extent the performance-based condition for reclassification of the Incentive Shares has been fulfilled, the Incentive Shares will be reclassified after the Vesting Period. Upon reclassification, one (1) Incentive Share will be reclassified to one (1) Common Share.
- To the extent that the performance-based condition for reclassification of the Incentive Share has <u>not</u> been fulfilled, the Incentive Share will be redeemed by VEF after the Measurement Period. In addition, the Board has the right to redeem an Incentive Share at any time if redemption is requested by the participant.
- In order to align the participants' and shareholders' interests, the participants will be compensated for dividends and other value transfers to the shareholders during the Measurement Period. However, dividend compensation will be paid only if and to the extent the performance-based condition for reclassification of the Incentive Shares have been fulfilled.
- The agreements with the participants will include an irrevocable request from the participant to redeem the participant's Incentive Shares (all or a portion as the case may be) if (a) the participant has not allocated the committed Investment SDRs prior to 31 December 2021, *or* (b) the participant transfers, sells, pledges, lends or otherwise disposes of the Investment SDRs during the Vesting Period, *or* (c) the participant ceases to be employed by the VEF group, subject to certain exceptions as set out below, during the Vesting Period, *or* (d) in case a redemption is necessary to ensure that LTIP 2021 is compliant with laws and

regulations. As regards (c) above, a participant will not be required to request redemption of the Incentive Shares in the event of death, disability or retirement. In addition, the Board may decide to waive redemption in any particular case.

- The agreements with the participants also include (a) a market condition and (b) a right for VEF to reclaim the subsidy (see below), if the participant transfers the Incentive Shares prior to reclassification or redemption of the Incentive Shares.

Performance-based conditions for reclassification of the Incentive Shares

The number of Incentive Shares that shall be reclassified into Common Shares is based on the level of fulfilment of the performance-based condition during the Measurement Period.

The performance condition is based on the measurement of VEF's average annual net asset value development per share ("**NAV per share**") during the Measurement Period. The three target levels (entry, target and stretch) for the performance condition are 10 percent average NAV per share development per year as entry level, 15 percent average NAV per share development per year as target level and 20 percent average NAV per share development per year as stretch level.

If the entry level is reached, ten thirty-fifths (10/35), approximately 28.6 percent, of the Incentive Shares will be reclassified as Common Shares. If the target level is reached, twenty thirty-fifths (20/35), approximately 57.1 percent, of the Incentive Shares will be reclassified as Common Shares. If the stretch level is reached, all of the Incentive Shares will be reclassified as Common Shares. If the performance level is between the entry level and target level, or between target and stretch level, the Incentive Shares will be reclassified on a linear basis between the respective milestones (between 10/35 and 20/35 and between 20/35 and 1, respectively). All Incentive Shares that are not reclassified into Common Shares will be redeemed by VEF after the Measurement Period.

See the New Bye-Laws for more information regarding the performance-based condition.

Allocation – subscription for Incentive Shares

LTIP 2021 is proposed to comprise up to 237,500 Investment SDRs entitling participants to subscribe for, in aggregate, up to 8,312,500 Incentive Shares. LTIP 2021 will comprise up to the following number of Investment SDRs and Incentive Shares for different categories of participants:

- the CEO of VEF can allocate up to 95,000 Investment SDRs, entitling the CEO to subscribe for up to 3,325,000 Incentive Shares; and
- other members of the management team and key employees (6 individuals) can allocate up to 142,500 Investment SDRs in total, entitling them to subscribe for up to 4,987,500 Incentive Shares in total.

The number of Incentive Shares that a participant may subscribe for is based on the participants' competence, area of responsibility as well as the number of Investment SDRs allocated to LTIP 2021. The Board will determine the final number of Investment SDRs allocated to each participant. The Board may decide that any Investment SDRs not allocated to the CEO shall be allocated to other members of management and key employees.

Reclassification

Reclassification of the Incentive Shares to Common Shares will be made after the Measurement Period. The maximum number of Incentive Shares that can be reclassified amounts to 8,312,500. Maximum outcome assumes full participation in LTIP 2021, no personnel turn-over during the Vesting Period, and that the performance condition has been fulfilled during the Measurement Period (i.e. that the stretch target have been achieved).

Information about the outcome of LTIP 2021 will be presented in the Annual Report for 2025.

Subsidy of tax impact

VEF will grant a cash subsidy to the participants in LTIP 2021 to compensate for the tax impact arising due to the fact that the subscription price for the Incentive Shares is below fair market value (see below under the heading "Cost, scope and effects on key ratios". The cash subsidy will correspond to, and cover, the tax impact for the participant and may also cover the subscription price for the Incentive Shares.

Costs, scope and effects on key ratios

PwC has provided a valuation model for the Incentive Shares using the Monte Carlo method. The valuation derived is based on input from the Company. Based on a price for VEF's SDRs of SEK 3.83 and the market conditions that prevailed on 25 March 2021, the value per Incentive Share has been estimated to be SEK 0.47.

Based on the assumption of full participation in LTIP 2021 (i.e. 7 participants, in total 237,500 Investment SDRs and 8,312,500 Incentive Shares) and a total fair market value of the Incentive Shares of SEK 3.93 m (based on an estimated value per Incentive Share of SEK 0.47), the total cost for LTIP 2021, including social security costs, is estimated to amount to approximately SEK 9.79 m.

Given that the actual cost for VEF will be based on the prevailing price of VEF's SDRs in connection with subscription of the Incentive Shares, VEF's costs may deviate from the estimates set out above.

The maximum dilution due to LTIP 2021 is no more than 1 percent in terms of outstanding SDRs. The number of Incentive Shares may change during the Measurement Period due to intervening bonus issues, reverse splits, splits, rights issues and/or other similar events.

The costs and dilution are expected to have a marginal effect on VEF's key ratios.

Preparation and administration

The Board has prepared LTIP 2019, on which LTIP 2021 is modelled, in consultation with external advisors.

The Board shall be responsible for preparing the detailed terms and conditions of the agreements with the participants in LTIP 2021, in accordance with the mentioned terms and guidelines and the New Bye-Laws. To this end, the Board of Directors shall be entitled to make adjustments to meet regulatory and tax requirements or market conditions. The Board of Directors may also make other adjustments, including deciding to reduce the number of Incentive Shares that shall be reclassified for all participants, or for certain categories of participants, covered by the LTIP 2021, if significant changes in the VEF group or its operating environment would result in a situation where the decided terms and conditions of LTIP 2021 no longer serve their purpose, however, always observing the provisions of the New Bye-Laws and any adjustments shall only be made in order to fulfil the main objectives of LTIP 2021.

Other incentive programs in the Company

Below are summaries of the current outstanding incentive programs in the Company. For more information about the incentive programs, please see the annual report 2020.

<u>The 2015 Incentive Program</u>

Under the 2015 option program a maximum of 3,175,000 options can be granted, corresponding to a maximum dilution of 0.38 percent of the total number of outstanding SDRs. A total of 3,000,000 options are currently outstanding.

The 2018 Incentive Program

The 2018 share-based long-term incentive program ("**LTIP 2018**") runs from 1 January 2018 until publication of the Company's interim report for the period 1 January – 31 March 2021, and encompasses a maximum of 7,451,850 depository receipts. The development of the Company's Net Asset Value per share over the term of LTIP 2018 (January 1, 2018 through December 31, 2020), meets the so called target level, whereby each savings share held by program participants throughout the vesting period (until the day of release of the Company's interim report for the period January 1 through March 31, 2021) will result in an allocation of five performance shares free of charge, which will correspond to 3,725,925 shares and a dilution of 0.45% of outstanding SDRs.

The 2019 Incentive Program

The 2019 share-based long-term incentive program ("**LTIP 2019**") runs from 1 January 2019 until publication of the Company's interim report for the period 1 January – 31 March 2022, and encompasses a maximum of 12,400,000 depository receipts, corresponding to a dilution of 1.47% of the total number of outstanding SDRs.

The 2020 Incentive Program

The 2020 share-based long-term incentive program ("**LTIP 2020**") runs from 1 January 2020 until publication of the Company's interim report for the period 1 January – 31 March 2025, and encompasses a maximum of 33,250,000 depository receipts, corresponding to a dilution of 3.86 % of the total number of outstanding SDRs.

Amendment of the Company's Bye-Laws (item 13(b))

The Board of Directors proposes to amend paragraph 2 of the Company's Bye-Laws in order to implement LTIP 2021, to enable the issue of the 2021 Plan Shares under LTIP 2021 under items 13(a) and 13(c) and to enable the issue of common shares under LTIP 2018. The Board's complete proposal is set out in **Appendix A** to this notice.

Issue incentive shares to participants in LTIP 2021 (item 13(c))

The Board of Directors proposes that the Meeting resolves on a directed new share issue of 2021 Plan Shares (as defined in the Bye-Laws) to the participants in LTIP 2021. The new share issue of 2021 Plan Share to the participants in LTIP 2021 is conditional upon the Meeting resolving to amend the Bye-Laws in accordance with item 13b). The following terms shall apply:

- The issue of new 2021 Plan Shares will increase the share capital of the Company by no more than US$ 83,125 through the issue of no more than 8,312,500 2021 Plan Shares.
- The subscription price for each 2021 Plan Share is US$0.01.
- The participants in the LTIP 2021 shall be entitled to subscribe for the number of 2021 Plan Shares as allocated and determined by the Board of Directors.
- The subscription of the 2021 Plan Shares shall be made by payment in cash, and according to the Company's instructions, between 1 June 2021 – 30 September 2021. Oversubscription may not occur.
- The 2021 Plan Shares are subject to the reclassification and redemption clauses in the Bye-Laws.

- The reason for the proposed deviation from the shareholders' preferential rights, and the basis for setting the subscription price of the 2021 Plan Shares to US$0.01 (the par value), is that the new share issue of the 2021 Plan Shares is an integral part of the implementation of LTIP 2021. The Board considers that LTIP 2021 will be for the benefit of the Company's shareholders as set out in the proposal for LTIP 2021 in item 13(a) above.

Resolution regarding issue of shares as part of LTIP 2018 (item 14)

The Board of Directors proposes that the Meeting resolves on a directed new share issue of 3,725,925 Common Shares, which following registration will be admitted to trading on Nasdaq First North in the form of Swedish Depository Receipts of the Company. The purpose of the share issue is to enable the delivery of performance depository receipts, representing shares in VEF, to participants in LTIP 2018, in consideration of the expiry of LTIP 2018. The following terms shall apply:

- The issue of new Common Shares will increase the share capital of the Company by no more than US$37,259.25 through the issue of no more than 3,725,925 Common Shares.
- The subscription price for each Common Share is US$0.01.
- Pareto Securities shall, as custodian, be entitled to subscribe for the Common Shares on behalf of the participants in LTIP 2018, which following registration will be admitted to trading on Nasdaq First North in the form of Swedish Depository Receipts of the Company and delivered free of charge to the participants.
- The subscription of the Common Shares shall be made by payment in cash and according to the Company's instructions no later than 31 May 2021. Oversubscription may not occur.
- The reason for the proposed deviation from the shareholders' preferential rights, and the basis for setting the subscription price of the Common Shares to US$0.01 (the par value), is that the new share issue of the Common Shares is an integral part of the completion of LTIP 2018.

Resolution regarding authorization for the Board of Directors to issue new shares (item 15)

The Board of Directors proposes that the Meeting adopts a resolution to authorize the Board of Directors to, until the end of the next Annual General Meeting, at one or several occasions, resolve on the issue of new common shares, to be represented by Swedish Depository Receipts, with or without deviation from the common share shareholders’ preferential rights.

The purpose of the authorization is to increase the Company’s financial flexibility for new investments and to support existing portfolio companies as well as broadening the shareholder base, if needed. The Board of Directors shall have the right to resolve that the shares shall be paid in cash or be paid in kind or that the shares shall be subscribed for with a right of set-off. The Board of Directors’ resolutions to issue shares with deviation from the common share shareholders’ preferential rights may result in an increase of the number of shares in the company of not more than 25 percent of the outstanding shares at the time the authorization is adopted, in aggregate.

The Board of Directors, or any person appointed by the Board of Directors, shall be authorized to make minor adjustments of the resolution by the Meeting in order to fulfil the registration with the Bermuda Companies House.

Majority requirements

Resolutions in accordance with items 13(b), 13(c), 14 and 15 above require approval of at least two thirds (2/3) of the votes cast at the Meeting. The resolutions under items 13(a)-(c) are conditional upon each other.

Miscellaneous

The annual accounts and the auditors' report will be available at the office of the subsidiary of the Company, VEF AB, at Mäster Samuelsgatan 1 in Stockholm, Sweden and on its website www.vef.vc.

Processing of personal data

For information on how your personal data is processed, see the integrity policy that is available at Euroclear's webpage https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf.

March 2021

The Board of Directors of VEF Ltd.

Certified Advisor Pareto Securities AB

<u>Appendix A</u>

Amendments to the Company's Bye-Laws (item 13(b)); complete wording of the proposed changes of paragraph 2 of the Company's Bye-Laws

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2.1 Classes of Shares/Rights of Shareholders

(i) At the date these Bye-laws are adopted, the share capital of the Company is divided into the following classes of Share: (a) 661,495,995 non-redeemable voting common shares of par value US$0.01 each ("**Common Shares**"); (b) 12,400,000 redeemable voting common shares of par value US$0.01 each ("**2019 Plan Shares**"); (c) 33,250,000 redeemable voting common shares of par value US$0.01 each ("**2020 Plan Shares**"); and (d) 8,312,500 redeemable voting common shares of par value US$0.01 each ("**2021 Plan Shares**"); and together with the 2019 Plan Shares and the 2020 Plan Shares, "**Plan Shares**").

(ii) The holders of Common Shares shall, subject to these Bye-laws:

a) be entitled to one vote per Common Share;

b) be entitled to such dividends as the general meeting may from time to time declare in respect of the Common Shares;

c) in the event of a winding-up or dissolution of the Company, whether voluntary or involuntary or for the purpose of a reorganisation or otherwise or upon any distribution of capital, be entitled to the surplus assets of the Company; and

d) generally be entitled to enjoy all of the rights attaching to Shares.

(iii) The holders of 2019 Plan Shares shall, subject to these Bye-laws:

a) be entitled to one vote per 2019 Plan Share;

b) not be entitled to dividends during the period from January 2019 through December 2021;

c) on and from 1 January 2022, be entitled to dividends pari passu with the holders of Common Shares (however payment of dividends to the 2019 Plan Shares shall not occur until the Board's resolution to redeem any 2019 Plan Shares for which the 2019 Conversion Condition (as defined below) has not been satisfied has been registered in the Register);

d) in the event of a winding-up or dissolution of the Company on or before 31 December 2021, whether voluntary or involuntary or for the purpose of a reorganisation or otherwise or upon any distribution of capital, not be entitled to the surplus assets of the Company;

e) in the event of a winding-up or dissolution of the Company after 31 December 2021, whether voluntary or involuntary or for the purpose of a reorganisation or otherwise or upon any distribution of capital, be entitled to the surplus assets of the Company pari passu with the holders of Common Shares, to the extent that the 2019 Conversion Condition (as defined below) has been satisfied; and

f) generally be entitled to enjoy all of the rights attaching to Shares.

(iv) 2019 Plan Shares are convertible into Common Shares on a one-for-one basis by resolution of the Board during the period from and including 1 July 2022 to and including 31 August 2022, based on the extent to which the following condition (the "**2019 Conversion Condition**") has been satisfied:

a) 20% of the 2019 Plan Shares shall be converted into Common Shares if the compounded annual growth rate of the net asset value per Common Share in the period 1 January 2019 to 31 December 2021 (the "**2019 NAV CAGR**", calculated in accordance with paragraph (v) below) is at least 10%;

b) 100% of the 2019 Plan Shares shall be converted into Common Shares if the 2019 NAV CAGR is at least 20%;

c) If the 2019 NAV CAGR is between 10% and 20%, 2019 Plan Shares shall be converted into Common Shares on a linear basis; and

d) If the number of 2019 Plan Shares to be converted pursuant to the 2019 Conversion Condition is not a whole number, the number of 2019 Plan Shares to be converted into Common Shares shall be rounded down to the nearest whole number.

(v) The 2019 NAV CAGR shall be calculated using the formula; (B/A)^(1/n)-1 where (A) is NAV per Common Share at the beginning of the period, (B) is the NAV per Common Share at the end of the period and (n) is the duration of the program in years. The 2019 NAV CAGR in the period 1 January 2019 to 31 December 2021 shall be calculated adjusted for dividends, other value transfers to Shareholders and repurchases of Shares. The value of the Company's assets shall be based on the net asset value statements in the Company's financial reports for the periods January to December 2018 (start value) and January to December 2021 (end value), respectively. The Company shall maintain its accounts so that the degree of fulfilment of the 2019 Conversion Condition is disclosed to holders of 2019 Plan Shares.

(vi) If the Board resolves to convert only part of the 2019 Plan Shares, holders of 2019 Plan Shares are entitled to have their 2019 Plan Shares converted to Common Shares in proportion to the number of 2019 Plan Shares which they hold.

(vii) The 2019 Plan Shares may be redeemed by resolution of the Board:

a) Prior to 1 January 2022, within three months of a redemption request from any holder of 2019 Plan Shares, and in respect of the 2019 Plan Shares subject to such holder's request; and

b) From and including 1 January 2022 to and including 30 June 2022, in respect of all outstanding 2019 Plan Shares for which the 2019

Conversion Condition (as defined above) has not been satisfied, in proportion to the number of 2019 Plan Shares already held.

(viii) The holders of 2020 Plan Shares shall, subject to these Bye-laws:

a) be entitled to one vote per 2020 Plan Share;

b) not be entitled to dividends during the period from January 2020 through December 2024;

c) on and from 1 January 2025, be entitled to dividends pari passu with the holders of Common Shares (however payment of dividends to the 2020 Plan Shares shall not occur until the Board's resolution to redeem any 2020 Plan Shares for which the 2020 Conversion Condition (as defined below) has not been satisfied has been registered in the Register);

d) in the event of a winding-up or dissolution of the Company on or before 31 December 2024, whether voluntary or involuntary or for the purpose of a reorganisation or otherwise or upon any distribution of capital, not be entitled to the surplus assets of the Company;

e) in the event of a winding-up or dissolution of the Company after 31 December 2024, whether voluntary or involuntary or for the purpose of a reorganisation or otherwise or upon any distribution of capital, be entitled to the surplus assets of the Company pari passu with the holders of Common Shares, to the extent that the 2020 Conversion Condition (as defined below) has been satisfied; and

f) generally be entitled to enjoy all of the rights attaching to Shares.

(ix) Holders of 2020 Plan Shares shall be entitled to payment of an accumulated, outstanding dividend per 2020 Plan Share (the "**2020 Plan Accrued Amount**"). The 2020 Plan Accrued Amount corresponds to the Paid Dividends during the period from January 2020 to December 2024 (inclusive). When calculating the 2020 Plan Accrued Amount, the Paid Dividends shall be adjusted upwards with a multiple corresponding to the total shareholder return (the "**TSR Multiple**"), calculated in accordance with paragraph (x) below, for the period from and including the ex-dividend date of 2020 to and including 31 December 2024. The 2020 Plan Accrued Amount shall be calculated as the sum of:

- Paid Dividends paid out during 2020 x TSR Multiple for the period 2020-2024;

- Paid Dividends paid out during 2021 x TSR Multiple for the period 2021-2024;

- Paid Dividends paid out during 2022 x TSR Multiple for the period 2022-2024;

- Paid Dividends paid out during 2023 x TSR Multiple for the period 2023-2024; and

- Paid Dividends paid out during 2024 x TSR Multiple for the period 2024

(x) The TSR Multiple for any period shall be calculated by dividing the closing price for the Company's Common Shares on the last trading day in December of the last year in the relevant period (the end value) by the closing price for the Company's Common Shares on the ex-dividend date of the first year in the relevant period (the start value), adjusted on the basis of a Shareholder reinvesting all cash dividends, dividends in kind and mandatory share redemption proceeds into Common Shares, before tax, on each respective ex-dividend date.

(xi) Payment of the 2020 Plan Accrued Amount to holders of 2020 Plan Shares requires that the general meeting in 2025 resolves to pay a dividend per share corresponding to the 2020 Plan Accrued Amount. The right of 2020 Plan Share holders to a dividend corresponding to the 2020 Plan Accrued Amount is subordinated to the dividend right of Common Share holders. Payment of the 2020 Plan Accrued Amount will not occur:

a) unless there is an amount available after any dividend has been paid in the relevant years to holders of Common Shares; and

b) until, following a Board resolution to redeem any 2020 Plan Shares for which the 2020 Conversion Condition has not been satisfied, the Register has been updated to reflect such redemption (this item (b) shall also apply to any other dividend payments to the holders of 2020 Plan Shares).

(xii) 2020 Plan Shares are convertible into Common Shares on a one-for-one basis by resolution of the Board during the period from and including 1 July 2025 to and including 31 August 2025, based on the extent to which the following condition (the "**2020 Conversion Condition**") has been satisfied:

a) ten thirty-fifths (**10/35**) of the 2020 Plan Shares shall be converted into Common Shares if the compounded annual growth rate of the net asset value per Common Share in the period 1 January 2020 to 31 December 2024 (the "**2020 NAV CAGR**"), calculated in accordance with paragraph (xiii) below) is at least 10%;

b) twenty thirty-fifths (**20/35**) of the 2020 Plan Shares shall be converted into Common Shares if the 2020 NAV CAGR is 15%;

c) all of the 2020 Plan Shares shall be converted into Common Shares if the 2020 NAV CAGR is at least 20%;

d) if the 2020 NAV CAGR is between 10% and 20%, 2020 Plan Shares shall be converted into Common Shares on a linear basis as from 10/35 to 20/35 as per a) and b) above;

e) if the 2020 NAV CAGR and Common Share price development is between 15% and 20%, 2020 Plan Shares shall be converted into Common Shares on a linear basis as from 20/35 to 1 as per b) and c) above; and

f) If the number of 2020 Plan Shares to be converted pursuant to the 2020 Conversion Condition is not a whole number, the number of 2020 Plan Shares to be converted into Common Shares shall be rounded down to the nearest whole number..

(xiii) The 2020 NAV CAGR shall be calculated using the formula; B/A)^(1/n)-1 where (A) is NAV per Common Share at the beginning of the period, (B) is the NAV per Common Share at the end of the period and (n) is the duration of the program in years. The 2020 NAV CAGR in the period 1 January 2020 to 31 December 2024 shall be calculated adjusted for dividends, other value transfers to Shareholders and repurchases of Shares. The value of the Company's assets shall be based on the net asset value statements in the Company's financial reports for the periods January to December 2019 (start value) and January to December 2024 (end value), respectively. The Company shall maintain its accounts so that the degree of fulfilment of the 2020 Conversion Condition is disclosed to holders of 2020 Plan Shares.

(xiv) If the Board resolves to convert only part of the 2020 Plan Shares, holders of 2020 Plan Shares are entitled to have their 2020 Plan Shares converted to Common Shares in proportion to the number of 2020 Plan Shares which they hold.

(xv) The 2020 Plan Shares may be redeemed by resolution of the Board:

a) Prior to 1 January 2025, within three months of a redemption request from any holder of 2020 Plan Shares, and in respect of the 2020 Plan Shares subject to such holder's request; and

b) From and including 1 January 2025 to and including 30 June 2025, in respect of all outstanding 2020 Plan Shares for which the 2020 Conversion Condition (as defined above) has not been satisfied, in proportion to the number of 2020 Plan Shares already held.

(xvi) The Board is authorised to issue Common Shares and Plan Shares and to establish from time to time the number of Shares to be included in each such class and is empowered to do all such matters and things in connection with the Shares as is consistent with the terms of these Bye-laws and any resolutions adopted from time to time by the Shareholders of the Company; provided, however, that an issue of Plan Shares shall be subject to the provisions in paragraph 3.5.2.

(xvii) Subject to paragraphs 2.1(iii) to 2.1(xv) above, all Shares shall carry equal rights unless otherwise provided by these Bye-Laws or by the terms of issue of such Shares.

(xviii) The holders of 2021 Plan Shares shall, subject to these Bye-laws:

a) be entitled to one vote per 2021 Plan Share;

b) not be entitled to dividends during the period from January 2021 through December 2025;

c) on and from 1 January 2026, be entitled to dividends pari passu with the holders of Common Shares (however payment of dividends to the 2021 Plan Shares shall not occur until the Board's resolution to redeem any 2021 Plan Shares for which the 2021 Conversion Condition (as defined below) has not been satisfied has been registered in the Register);

d) in the event of a winding-up or dissolution of the Company on or before 31 December 2025, whether voluntary or involuntary or for the purpose of a reorganisation or otherwise or upon any distribution of capital, not be entitled to the surplus assets of the Company;

e) in the event of a winding-up or dissolution of the Company after 31 December 2025, whether voluntary or involuntary or for the purpose of a reorganisation or otherwise or upon any distribution of capital, be entitled to the surplus assets of the Company pari passu with the holders of Common Shares, to the extent that the 2021 Conversion Condition (as defined below) has been satisfied; and

f) generally be entitled to enjoy all of the rights attaching to Shares.

(xix) Holders of 2021 Plan Shares shall be entitled to payment of an accumulated, outstanding dividend per 2021 Plan Share (the "**2021 Plan Accrued Amount**"). The 2021 Plan Accrued Amount corresponds to the Paid Dividends during the period from January 2021 to December 2025 (inclusive). When calculating the 2021 Plan Accrued Amount, the Paid Dividends shall be adjusted upwards with a multiple corresponding to the total shareholder return (the "**TSR Multiple**"), calculated in accordance with paragraph (xx) below, for the period from and including the ex-dividend date of 2020 to and including 31 December 2025. The 2021 Plan Accrued Amount shall be calculated as the sum of:

- Paid Dividends paid out during 2021 x TSR Multiple for the period 2021-2025;
- Paid Dividends paid out during 2022 x TSR Multiple for the period 2022-2025;
- Paid Dividends paid out during 2023 x TSR Multiple for the period 2023-2025;
- Paid Dividends paid out during 2024 x TSR Multiple for the period 2024-2025; and
- Paid Dividends paid out during 2025 x TSR Multiple for the period 2025.

(xx) The TSR Multiple for any period shall be calculated by dividing the closing price for the Company's Common Shares on the last trading day in December of the last year in the relevant period (the end value) by the closing price for the Company's Common Shares on the ex-dividend date of the first year in the relevant period (the start value), adjusted on the basis of a Shareholder reinvesting all cash dividends, dividends in kind and mandatory share redemption proceeds into Common Shares, before tax, on each respective ex-dividend date.

(xxi) Payment of the 2021 Plan Accrued Amount to holders of 2021 Plan Shares requires that the general meeting in 2026 resolves to pay a dividend per share corresponding to the 2021 Plan Accrued Amount. The right of 2021 Plan Share holders to a dividend corresponding to the 2021 Plan Accrued Amount is subordinated to the dividend right of Common Share holders. Payment of the 2021 Plan Accrued Amount will not occur:

a) unless there is an amount available after any dividend has been paid in the relevant years to holders of Common Shares; and

b) until, following a Board resolution to redeem any 2021 Plan Shares for which the 2021 Conversion Condition has not been satisfied, the Register has been updated to reflect such redemption (this item (b) shall also apply to any other dividend payments to the holders of 2021 Plan Shares).

(xxii) 2021 Plan Shares are convertible into Common Shares on a one-for-one basis by resolution of the Board during the period from and including 1 July 2026 to and including 31 August 2026, based on the extent to which the following condition (the "**2021 Conversion Condition**") has been satisfied:

a) ten thirty-fifths (**10/35**) of the 2021 Plan Shares shall be converted into Common Shares if the compounded annual growth rate of the net asset value per Common Share in the period 1 January 2021 to 31 December 2025 (the "**2021 NAV CAGR**"), calculated in accordance with paragraph (xxiii) below) is at least 10%;

b) twenty thirty-fifths (**20/35**) of the 2021 Plan Shares shall be converted into Common Shares if the 2021 NAV CAGR is 15%;

c) all of the 2021 Plan Shares shall be converted into Common Shares if the 2021 NAV CAGR is at least 20%;

d) if the 2021 NAV CAGR is between 10% and 20%, 2021 Plan Shares shall be converted into Common Shares on a linear basis as from 10/35 to 20/35 as per a) and b) above;

e) if the 2021 NAV CAGR and Common Share price development is between 15% and 20%, 2021 Plan Shares shall be converted into Common Shares on a linear basis as from 20/35 to 1 as per b) and c) above; and

f) If the number of 2021 Plan Shares to be converted pursuant to the 2021 Conversion Condition is not a whole number, the number of 2021 Plan Shares to be converted into Common Shares shall be rounded down to the nearest whole number.

(xxiii) The 2021 NAV CAGR shall be calculated using the formula; B/A)^(1/n)-1 where (A) is NAV per Common Share at the beginning of the period, (B) is the NAV per Common Share at the end of the period and (n) is the duration of the program in years. The 2021 NAV CAGR in the period 1 January 2021 to 31 December 2025 shall be calculated adjusted for dividends, other value transfers to Shareholders and repurchases of Shares. The value of the Company's assets shall be based on the net asset value statements in the Company's financial reports for the periods January to December 2020 (start value) and January to December 2025 (end value), respectively. The Company shall maintain its accounts so that the degree of fulfilment of the 2021 Conversion Condition is disclosed to holders of 2021 Plan Shares.

(xxiv) If the Board resolves to convert only part of the 2021 Plan Shares, holders of 2021 Plan Shares are entitled to have their 2021 Plan Shares converted to Common Shares in proportion to the number of 2021 Plan Shares which they hold.

(xxv) The 2021 Plan Shares may be redeemed by resolution of the Board:

a) Prior to 1 January 2026, within three months of a redemption request from any holder of 2021 Plan Shares, and in respect of the 2021 Plan Shares subject to such holder's request; and

b) From and including 1 January 2026 to and including 30 June 2026, in respect of all outstanding 2021 Plan Shares for which the 2021 Conversion Condition (as defined above) has not been satisfied, in proportion to the number of 2021 Plan Shares already held.

(xxvi) The Board is authorised to issue Common Shares and Plan Shares and to establish from time to time the number of Shares to be included in each such class and is empowered to do all such matters and things in connection with the Shares as is consistent with the terms of these Bye-laws and any resolutions adopted from time to time by the Shareholders of the Company; provided, however, that an issue of Plan Shares shall be subject to the provisions in paragraph 3.5.2.

(xxvii) Subject to paragraphs 2.1(iii) to 2.1(xxv) above, all Shares shall carry equal rights unless otherwise provided by these Bye-Laws or by the terms of issue of such Shares.