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Press release

Lomma 2023-04-03

Notice of the Annual General Meeting in Nexam Chemical Holding AB (publ)

The shareholders of Nexam Chemical Holding AB (publ), 556919-9432 (“Nexam Chemical”), are hereby convened to the Annual General Meeting, to be held at 3.00 p.m. on Tuesday, May 9 2023 at Elite Hotel Ideon, Scheelevägen 27, in Lund.

Entitlement to participate and notification

Shareholders wishing to attend the annual general meeting must

- be listed in the share register kept by Euroclear Sweden AB on Friday, April 28 2023, and
- not later than Wednesday, May 3 2023, inform Nexam Chemical in writing of their attendance and number of assistances, if any, to Nexam Chemical Holding AB (publ), Bolagsstämman, P.O. Box 165, SE-234 23 Lomma. Such notification can also be given by telephone +46 702-71 93 11, or by e-mail to info@nexamchemical.com.

Notification ought to include the shareholder’s name, address, telephone number, personal or corporate identity number, registered shareholding and information on proxies, if any. Notification and particulars of any proxy and assistances will be registered with Nexam Chemical to provide the basis for the voting list.

Trustee-registered shares

Shareholders whose shares are trustee-registered in the name of a bank or other trustee must, to be able to exercise their voting rights at the annual general meeting, request the trustee to register their shares in their own name with Euroclear Sweden AB (so called “voting rights registration”). Such voting rights registration must be implemented by the trustee no later than as of Wednesday, May 3 2023. Accordingly, shareholders must well in advance before this date notify their trustee of their request of such voting rights registration.

Proxies etc.

If shareholders attend by proxy, such proxy must bring a written power of attorney, dated and signed by the shareholder, to the annual general meeting. This power of attorney may not be older than one year, unless a longer term of validity (although subject to a maximum of five years) is stated in the power of attorney. If the power of attorney is issued by a legal entity, a certified copy of registration certificate or equivalent document for the legal entity shall be presented. To facilitate entry, a copy of the power of attorney and other legitimacy papers is preferably attached to the notification of attendance of the annual general meeting. Forms for power of attorney can be found at the company’s website (www.nexam-chemical.com) and at the company’s head office, Industrigatan 27, SE-234 35, Lomma, and will be sent to shareholders who so request and state their address.

Other

The Annual Report and Audit Report, as well as the remuneration report and the statement by the auditor on the compliance of the applicable guidelines for remuneration to senior executives, complete proposals, and other documents for the annual general meeting are available at the company's head office, Industrigatan 27, SE-234 35, Lomma, and at the company's website (www.nexamchemical.com), no later than three weeks before the annual general meeting. Copies of the documents will upon request be sent to shareholders who state their address, and will be available at the annual general meeting.

Shareholders attending the annual general meeting are entitled to request disclosures regarding matters on the agenda or the company's or the group's financial position in accordance with chap. 7 § 32 of the Swedish Companies Act (2005:551).

Agenda

0. Opening of the meeting.
1. Election of Chairman of the meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two persons to verify the minutes.
5. Consideration of whether the meeting has been duly convened.
6. Address by the CEO.
7. Presentation of the Annual Report and Audit Report for 2022 and the Consolidated Annual Report and Consolidated Audit Report for 2022 as well as the statement by the auditor on the compliance of the applicable guidelines for remuneration to senior executives.
8. Resolution on
 - a) adoption of the profit and loss statement and balance sheet, as well as the consolidated profit and loss statement and consolidated balance sheet;
 - b) distribution of the company's results; and
 - c) discharge from liability for the Board members and CEO.
9. Determination of the number of Board members and the number of auditors and deputy auditors.
10. Determination of remuneration for the Board members and remuneration for the auditors.
11. Election of Board members, Chairman of the Board, auditors and deputy auditors.
12. Instruction for the Nomination Committee.
13. Resolution on approval of remuneration report.
14. Resolution on authorization regarding issues.
15. Closing of the meeting.

Proposed resolutions

Election of Chairman of the meeting (item 1)

The Nomination Committee for the annual general meeting has consisted of Lennart Holm (Chairman), representing Nerthus Investment Ltd, Eva Gottfridsson Nilsson, representing Länsförsäkringar Fondförvaltning AB, and Tomas Klevbo, representing Veronica Wallman. The Nomination Committee proposes that the lawyer Ola Grahn is appointed as Chairman of the meeting.

Distribution of the company's results (item 8b)

The Board proposes that no dividends are paid and that unappropriated earnings are carried forward to a new account.

Determination of the number of Board members and the number of auditors (item 9)

The Nomination Committee proposes that five Board members are elected.

The Nomination Committee further proposes that a registered public auditor is appointed as auditor.

Determination of remuneration for the Board members and remuneration for the auditors (item 10)

The Nomination Committee proposes that remuneration for the Board shall be paid with SEK 280,000 to the Chairman of the Board (SEK 270,000 previous year) and with SEK 165,000 to every other Board member who is not employed by the company (SEK 160,000 previous year).

The Nomination Committee further proposes that remuneration for the auditor shall be paid according to approved invoice.

Election of Board members, Chairman of the Board, auditors and deputy auditors (item 11)

The Nomination Committee proposes that Cecilia Jinert Johansson, Jonna Opitz and Martin Roos are re-elected as Board members, and that Magnus Wikström and Lennart Holm are elected as new Board members. The Nomination Committee further proposes that Cecilia Jinert Johansson is elected as new Chairman of the Board. Mats Persson and Oskar Tuwesson has declined re-election.

Information regarding Magnus Wikström and Lennart Holm who are proposed as new Board members can be found in the reasoned statement from the Nomination Committee. Information on the Board members proposed for re-election can be found in the Annual Report and at the company's website, www.nexamchemical.com.

The Nomination Committee further proposes that Deloitte AB is re-elected as auditor. Deloitte AB has informed that the authorized public accountant Jeanette Roosberg will continue to be appointed as the responsible auditor.

Instruction for the Nomination Committee (item 12)

The Nomination Committee proposes that an instruction and charter for the Nomination Committee shall be adopted in accordance with the following main content.

Before coming election and remuneration in the company, a Nomination Committee shall be appointed, which is proposed to consist of three members representing the three largest shareholders as of the last calendar day in August 2023, based on shareholding statistics provided by Euroclear Sweden AB. The shareholding statistics which shall be used shall be sorted by voting power (grouped by owners) and cover the largest shareholders. Should this shareholding statistics include nominee-registered shareholdings, such shareholdings shall only be considered if the nominee has reported the identity of the underlying shareholder to Euroclear Sweden AB or if the company – without taking any measures on its own – receives other information that evidences the identity of the underlying shareholder.

The Chairman of the Board shall, after identifying the largest shareholders in accordance with the above, in an appropriate manner, contact the three largest identified shareholders with a request that they within 30 days shall notify, in writing, if they wish to be part of the company's Nomination Committee, and that they shall name the person that they wish to appoint as member of the Nomination Committee. If the shareholder does not exercise the right to appoint a member of the Nomination Committee, the next largest shareholder in size in terms of voting rights, shall have the right to appoint a member of the Nomination Committee. The procedure shall continue until the Nomination Committee consists of three ordinary members.

The majority of the members of the Nomination Committee shall be independent in relation to the company and the company's senior management. A Board member, the CEO or another person from the company's senior management shall not be a member of the Nomination Committee. At least one of the members of the Nomination Committee shall be independent in relation to the largest shareholder in the company in terms of voting rights or group of shareholders that collaborates regarding the company's administration. The Chairman of the Nomination Committee shall, unless agreed otherwise by the members, be the member who has been appointed by the largest shareholder in terms of voting rights.

Information on the final composition of the appointed Nomination Committee shall include the names of the three appointed members, together with the names of the shareholders who have appointed them, and shall be announced no later than six months prior to the planned annual general meeting. The Nomination Committee's term shall run until a new Nomination Committee has been elected. No remuneration shall be paid to the members of the Nomination Committee.

If one or more of the shareholders having appointed representatives to the Nomination Committee no longer are among the three largest shareholders in terms of voting rights, representatives appointed by these shareholders shall resign, and the shareholder or shareholders who has then become one of the three largest shareholders in terms of voting rights shall have the right to appoint its representative. Unless special reasons exist, no changes of the composition of the Nomination Committee shall be made if only marginal changes in voting rights have occurred or if the change occurs later than two months before the annual general meeting. A shareholder who has appointed a member of the Nomination Committee is entitled to dismiss said member and appoint a new member of the Nomination Committee, as well as to appoint a new member if the member appointed by the shareholder would resign from the Nomination Committee. Changes in the Nomination Committee's composition shall be announced as soon as such changes have occurred.

The Nomination Committee shall prepare proposals on the below questions which shall be presented to the annual general meeting for resolution:

- a) proposal for Chairman of the annual general meeting;
- b) proposal for the number of Board members elected by the annual general meeting and the number of auditors;
- c) proposal for remuneration to non-employed Board members as well as to non-employed members of the committees of the Board;
- d) proposal for remuneration to the auditors;
- e) proposal of election of the Chairman of the Board and other Board members as well as election of the auditors;
- f) proposal for principles for the appointment of members of the Nomination Committee and for the Nomination Committee's assignment; and
- g) proposal for remuneration to the members of the Nomination Committee.

Resolution on approval of remuneration report (item 13)

The Board proposes that the annual general meeting resolves to approve the Board's remuneration report for the financial year 2022.

Resolution on authorization regarding issues (item 14)

The Board proposes that the annual general meeting resolves to authorize the Board, at one or several occasions, during the time up until the next annual general meeting, with or without deviation from the shareholders' preferential rights, to resolve to issue new shares, convertibles and/or warrants. Issues may be made with or without provisions regarding payment in kind or through set-off or other provisions. The total number of shares that may be issued pursuant to the authorization (alternatively be issued through conversion of warrants and/or exercise of convertibles) shall not exceed 20,228,950 shares, which corresponds to an aggregate dilution of approximately 20 per cent calculated on the number of outstanding shares in the company. The purpose of the authorization, and the reason for any eventual deviation from the shareholders' preferential rights, is to give the board of directors' flexibility in its work to ensure that the company can appropriately be provided with capital for the financing of the business and to enable continued expansion both organically and through acquisitions, or to be able to expand the ownership with one or more owners of strategic importance. To the extent an issue is made with deviation from the shareholders' preferential rights, the issue should be made on market terms (subject to customary new issue discount, as applicable).

The company's CEO shall be authorized to make such minor formal adjustments of the resolution as might be necessary in connection with registration with the Swedish Companies Registration Office.

Particular majority decisions

A valid resolution of the issue under item 14 requires that the proposal is supported by shareholders representing at least two-thirds of the votes submitted and represented at the annual general meeting.

Number of shares and votes

As of the date of issuing of this notice, the total number of registered shares and votes in the company amounts 80,915,798. The company holds no own shares.

Processing of personal data

For information on how your personal data is processed, see <https://www.euro-clear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Lomma in April 2023
Nexam Chemical Holding AB (publ)
The Board of Directors

For more information, please contact:

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This information was submitted for publication, through the agency of the contact person set out above, at 10:18 CEST on April 3, 2023.

About Nexam Chemical

Nexam Chemical develops technology and products that make it possible to significantly improve the production process and properties of most types of plastics in a cost-effective manner and with retained production technology. The improved properties include strength, toughness, temperature and chemical resistance as well as service life. The improvements in properties that can be achieved by using Nexam Chemical's technology make it possible to replace metals and other heavier or more expensive materials with plastics in a number of applications. In applications where plastic is already used, Nexam Chemicals products can improve the manufacturing process, reducing material use and enable more environmental friendly alternatives. Example of commercial applications: pipe manufacturing, foam production and high-performance plastics. More information about the business will be found on www.nexamchemical.com. The company's Certified Adviser is FNCA Sweden AB. FNCA Sweden AB can be reached at info@fnca.se or by phone +46-8 528 00 399.