

# Notice to attend the Annual General Meeting in Rottneros AB (publ)

The shareholders of Rottneros AB (publ), reg. no. 556013-5872, (“**Rottneros**” or the “**Company**”) with its registered office in Sunne, are hereby given notice to attend the annual general meeting to be held Wednesday 20 March 2024 at 14.00 p.m., at Selma Spa, Sundsbergsvägen 3, 686 35, Sunne. Registration of voting rights begins at 13.30 p.m. and ends when the meeting opens.

## Program for shareholders

- 12.00 p.m. Lunch at Selma Spa
- 13.30 p.m. Registration of voting rights
- 14.00 p.m. Annual general meeting
- 15.30 p.m. Coffee to be served after the annual general meeting

## Right to participate and registration for the annual general meeting

The shareholder who has been entered in the share register kept by Euroclear Sweden AB as of 12 March 2024, and has notified his/her intention to participate to the Company so that the notification has reached the Company no later than 14 March 2024, has the right to participate in the annual general meeting. The notification must be sent to Rottneros AB (publ), c/o Setterwalls Advokatbyrå AB, Box 11235, 404 25 Göteborg. The above may also be submitted electronically and must then be sent to [rottneros@setterwalls.se](mailto:rottneros@setterwalls.se).

The notification must state the full name, personal or organization number, shareholding, address, daytime telephone number and, where applicable, information on the number of assistants (maximum two).

## Nominee registered shares

Shareholders who have their shares registered in the name of a nominee must have their shares temporarily re-registered in their own name in order to participate in the annual general meeting. Shareholders who wish to re-register shares in their own name must notify their nominee well in advance of 14 March 2024. Such re-registration must be completed with Euroclear Sweden AB by 14 March 2024.

## Proxy etc.

If shareholders are to be represented by a proxy, the proxy must have a written, dated and by the shareholder signed power of attorney for the annual general meeting. The power of attorney may not be older than one year, unless a longer period of validity (however, a maximum of five years) has been stated in the power of attorney. If the power of attorney has been issued by a legal entity, the representative must also have the relevant certificate of registration or equivalent authorization document for the legal entity. To facilitate access, a copy of the power of attorney and other authorization documents should be attached to the notification to the annual general meeting. Proxy forms are kept available on the Company’s website

([www.rottneros.com](http://www.rottneros.com)) and are sent by post to shareholders who contact the Company and state their address.

### **Proposed agenda**

1. The opening of the general meeting.
2. The election of chairman of the meeting.
3. Preparation and approval of voting register.
4. Approval of the agenda.
5. The election of one or two persons to approve the minutes from the meeting.
6. Determination of whether the meeting has been duly convened.
7. Presentation of the annual financial report and the auditor's report, as well as the consolidated annual financial report and the consolidated auditor's report.
8. Managing director speech and questions from the shareholders.
9. Resolution regarding adoption of the income statement and the balance sheet, as well as the consolidated income statement and the consolidated balance sheet.
10. Resolution regarding allocation of the Company's profits or losses in accordance with the adopted balance sheet and the determination of a record-date for dividend payouts.
11. Resolution regarding discharge of the members of the Board of Directors and the managing director from liability.
12. Determination of the number of members of the Board of Directors and the number of auditors.
13. Determination of remuneration for members of the Board of Directors and the auditor.
14. The election of the members of the Board of Directors and chairman of the Board of Directors.
15. Election of auditor.
16. The Nomination Committee's proposal for resolution on principles for appointment of a Nomination Committee for annual general meeting 2025.
17. Submission and approval of the Board of Directors' remuneration report.
18. The Board of Directors' proposal to adopt guidelines for remuneration to executive managers.
19. Closing of the annual general meeting.

### **Proposed resolutions**

**Item 2:** The Nomination Committee proposes that Per Lundeen shall be elected chairman for the 2024 annual general meeting and that lawyer Christian Riddarbo, Setterwalls Law Firm

shall be appointed keeper of the minutes, or in the event that one of them is unable to attend, the person appointed by the Nomination Committee.

**Item 5:** The Nomination Committee proposes that Toni Lazarevski and Stefan Sundh shall be elected to approve the minutes of the meeting.

**Item 10:** The Board of Directors proposes that the profits at the disposal of the annual general meeting, amounting to SEK 487,072,163, shall be disposed of in such a way that a total amount of SEK 76,285,963 corresponding to SEK 0.50 per share eligible for dividends, shall be distributed to the shareholders and SEK 410,786,201 shall be carried forward to a new account. The Board of Directors proposes that 22 March 2024, be determined as the record-date. If the annual general meeting resolves in accordance with the Board of Director's proposal, dividend payouts will be administered and paid by Euroclear Sweden AB on 27 March 2024.

**Item 11:** The auditor support that the annual general meeting resolves to grant members of the Board of Directors and the managing director discharge from liability for their administration during the previous financial year. Resolutions regarding the discharge from liability is proposed to be made through separate, individual resolutions for each member of the Board of Directors and the managing director in the following order:

- i. Per Lundeen (ordinary member of the Board of Directors, Chairman of the Board of Directors)
- ii. Magnus Wikström (ordinary member of the Board of Directors)
- iii. Johanna Svanberg (ordinary member of the Board of Directors)
- iv. Roger Mattsson (ordinary member of the Board of Directors)
- v. Conny Mossberg (ordinary member of the Board of Directors)
- vi. Julia Onstad (ordinary member of the Board of Directors)
- vii. Lennart Eberleh (managing director)
- viii. Jerry Sohlberg (ordinary member of the Board of Directors, employee representative)
- ix. Mika Palmu (ordinary member of the Board of Directors, employee representative)
- x. Jimmy Thunander (alternate member of the Board of Directors, employee representative)
- xi. Jörgen Wasberg (alternate member of the Board of Directors, employee representative)
- xii. Marie S. Arwidson (ordinary member of the Board of Directors until 27 April 2023)

**Item 12:** The Nomination Committee proposes that the Board of Directors shall consist of six ordinary members elected by the annual general meeting without deputies that are elected by the annual general meeting. It is proposed that the number of auditors be one and that no deputy auditor be appointed.

**Item 13:** The Nomination Committee proposes that remuneration be paid to the Board of Directors as follows:

- Remuneration to member of the Board of Directors who are not employed within the company shall be paid with SEK 636,000 to the Chairman of the Board and SEK 318,000 to each of the other members of the Board of Directors.
- Remuneration for committee work shall be paid with SEK 22,000 per member of the Audit Committee and SEK 22,000 per member of the Remuneration Committee.
- Remuneration of SEK 32,000 shall be paid to each of the employee representatives regarding the time required to read materials ahead of meetings.

Furthermore, it is proposed that auditors' fees be paid in accordance with an approved invoice.

**Item 14:** The Nomination Committee proposes re-election of the members of the Board of Directors Per Lundeen, Roger Mattsson, Julia Onstad, Conny Mossberg, Magnus Wikström and Johanna Svanberg, all for the period until the end of the next annual general meeting. It is further proposed that Per Lundeen is re-elected as Chairman of the Board.

Information regarding the members of the Board of Directors proposed to be re-elected is available on the Company's website [www.rottneros.com](http://www.rottneros.com) and in the Company's annual report for the financial year 2023.

**Item 15:** The Nomination Committee proposes re-election of the registered accounting firm PricewaterhouseCoopers AB, with Bo Karlsson as responsible auditor until the next annual general meeting.

**Item 16:** The Nomination Committee proposes that the annual general meeting resolves that the principles for appointment of a Nomination Committee as adopted at the annual general meeting 2018 should be unchanged, which are those described below.

The Nomination Committee shall consist of the Chairman of the Board of Directors and two additional members, whereas the Chairman of the Board of Directors shall not be the chairman of the Nomination Committee. One of the two members, in addition to the Chairman of the Board of Directors, shall be appointed by the Company's largest shareholder and one shall be elected by one of the Company's other four largest shareholders. Neither of these two members may also be a member of the Board of Directors.

In the event that, during the Nomination Committee's mandate period, one or more shareholders that have appointed members of the Nomination Committee are no longer among the five largest shareholders in terms of the number of votes, the members appointed by these shareholders shall relinquish their positions and the shareholder(s) that have taken a position among the five largest shareholders in terms of number of votes shall have the right to appoint their own representatives or offer the shareholder who is next in line in terms of number of votes a place on the Nomination Committee, so that there are three Committee members. The Chairman of the Board of Directors is responsible for ensuring that members are appointed as stated above.

The names of the Nomination Committee members are to be presented no later than six months prior to the annual general meeting. The Nomination Committee shall appoint a chairman from within its ranks. The composition of the Nomination Committee at any given time shall be published on the Company's website.

The Nomination Committee shall submit proposals on the following matters for resolutions by the annual general meeting: (a) the Chairman of the annual general meeting, (b) the number of Board members, (c) the election of Board members, (d) the election of Chairman of the Board, (e) Board fees, including distribution between the Chairman and other Board members as well as compensation for committee work, (f) fees for the auditors, (g) proposal for election of auditors, and (h) changes to the instruction for the Nomination Committee, if any.

**Item 17:** The Board of Directors proposes that the annual general meeting resolves to approve the remuneration report prepared by the Board of Directors for the financial year 2023.

**Item 18:**

The Board of Directors proposes that the annual general meeting resolves to adopt the following guidelines for remuneration for the company's executive management.

## **Scope**

These guidelines include board members and group management, which include the CEO and other members of the executive management of Rottneros. The guidelines are forward-looking and applicable to remuneration already agreed, and amendments to remuneration already agreed, after adoption of the guidelines by the annual general meeting 2024. These guidelines do not apply to any remuneration decided or approved by the general meeting.

## **Promotion of the company's business strategy, long-term interests and sustainability**

Rottneros' overall objective is to achieve sustainable profitability and yield a good return for the group's shareholders. To deliver this, Rottneros will offer the highest quality products and services that create clear added value in growing niches. Rottneros is continuously working on developing new products and applications for existing as well as new customer groups. Employee safety, high productivity in the mills and a first-class level of service to Rottneros' customers are of top priority.

A prerequisite for a long-term successful and sustainable implementation of the company's business strategy is that the company is able 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 executive management a competitive total remuneration.

## **Remuneration to executive management**

### *Types of remuneration etc.*

Rottneros shall offer remuneration in accordance with market practice which enables the recruitment and retention of qualified executives. Remunerations within Rottneros shall be based on principles of performance, competitiveness and fairness. The remuneration to the executive management may consist of fixed remuneration, short- and long-term variable remuneration, share and share-price related incentive programs, pension and other benefits. If local conditions justify variations in the remuneration principles, such variations may occur.

The fixed remuneration shall reflect the individual's responsibility and experience level. The fixed remuneration shall be reviewed annually. The short-term variable cash remuneration may amount to a maximum of 50 per cent of the annual fixed salary for the CEO, and a maximum of 30 per cent of the annual fixed salary for other members of the executive management. The long-term variable cash remuneration may amount to a maximum of 50 per cent of the annual fixed salary for the CEO, and a maximum of 30 per cent of the annual fixed salary for other members of the executive management. The variable cash remuneration covered by these guidelines shall aim at promoting the company's business strategy and long-term interests, including its sustainability, by for example being clearly linked to the business strategy or promote the executive's long-term development. The satisfaction of the criteria for awarding short-term variable cash remuneration shall be measured over a period of one year and the satisfaction of the criteria for awarding long-term variable cash remuneration shall be measurable over a period longer than one year. To which extent the criteria for awarding variable cash remuneration has been satisfied shall be evaluated/determined when the measurement period has ended. The board of directors is responsible for the evaluation so far as it concerns variable cash remuneration to the CEO. For variable cash remuneration to other executives, the remuneration committee is responsible for the evaluation. For financial objectives, the evaluation shall be based on the latest financial information made public by the company.

For the CEO and other executive managers, pension benefits shall be premium defined and entitle the managers to pension from the age of 65. Variable cash remuneration shall qualify for pension benefits.

Other benefits may include, for example, life insurance, medical insurance (Sw. *sjukvårdsförsäkring*) and company cars. Such benefits shall not constitute a substantial part of the total remuneration.

Additional cash remuneration may be awarded in extraordinary circumstances, provided that such extraordinary arrangements are limited in time and only made on an individual basis, either for the purpose of recruiting or retaining executives, or as remuneration for extraordinary work performance beyond the individual's ordinary tasks. Such cash remuneration shall be commercially justified, in proportion to the individuals fixed salary and not be paid more than once a year and per person. Any resolution on such remuneration shall be made by the board of directors based on a proposal from the remuneration committee.

In addition, general meetings may, if resolved, submit an offer of long-term incentive plans such as share- or share-price-related remuneration or incentive plans. Such plans are to be resolved by the general meeting and are therefore excluded from these guidelines.

For employments governed by rules other than Swedish, these guidelines may be duly adjusted for compliance with such 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 and remuneration awarded under potential cash-based incentive programs shall be linked to predetermined and measurable criteria which can be financial or non-financial. Fulfillment of the criteria for awarding short-term variable cash-based remuneration shall be measured for a period of one year and the satisfaction of the criteria for awarding long-term variable cash remuneration shall be measurable over a period longer than one year. They may also be individualized, quantitative or qualitative objectives. The criteria for short-term as well as long-term variable cash remuneration shall be designed so as to contribute to the company's business strategy and long-term interests, including its sustainability, by for example being clearly linked to the business strategy or promote the executive's long-term development.

To which extent the criteria for awarding variable cash remuneration has been satisfied shall be determined when the measurement period has ended. The remuneration committee is responsible for the evaluation. For financial objectives, the evaluation shall be based on the latest financial information made public by the company.

The board of directors shall have the possibility, under applicable law or contractual provisions, subject to the restrictions that may apply under law or contract, to in whole or in part reclaim variable remuneration paid on incorrect grounds.

### ***Remuneration to board members***

Remuneration to board members for their work in the board of directors of Rottneros shall be resolved upon by the general meeting. The board of directors are only entitled to remuneration resolved by the general meeting. However, board members may receive additional remuneration for services board members provide to Rottneros within their respective areas of

expertise in addition to their duties as board members. 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, salary and employment conditions for employees of the company have been taken into account by including information on the employees' total income, the components of the remuneration and increase and growth rate over time, in the remuneration committee's and the board of directors' basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable.

#### *Termination of employment*

In the event of termination by the company of the CEO's employment, the notice period may not exceed eighteen months and for other members of the executive management the notice period may not exceed twelve months. When termination is made by the executive, the notice period may not exceed twelve months. When termination of the CEO's employment is made by the company, the CEO shall receive normal salary and other benefits during the notice period. In all other cases, no severance pay shall be paid.

### ***Decision-making process, amendments and deviations, etc.***

#### *The decision-making process to determine, review and implement the policy*

The board of directors has established a remuneration committee. The committee's tasks include preparing the board of directors' decision to propose guidelines for executive remuneration. 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 remuneration committee shall also monitor and evaluate programs for variable remuneration for the executive management, the application of the guidelines for executive remuneration as well as the current remuneration structures and compensation levels in the company. The members of the remuneration committee are independent of the company and its executive management. The CEO and other members of the executive management 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.

#### *Derogation from the guidelines*

The board of directors may temporarily resolve to derogate from the guidelines, in whole or in part, if in a specific case there is special cause for the derogation and a derogation is necessary to serve the company's long-term interests, including its sustainability, or to ensure the company's financial viability. As set out above, the remuneration committee's tasks include preparing the board of directors' resolutions in remuneration-related matters. This includes any resolutions to derogate from the guidelines.

## ***Significant changes to the guidelines***

The proposal for guidelines presented at the 2024 annual general meeting is substantially consistent with the previous guidelines, with a clarification that also long-term variable cash remuneration is one of the forms of remuneration.

## **Authorization for adjustments**

The Board of Directors, or whoever the Board of Directors appoints, is authorized to make the minor formal adjustments to the decision that may prove necessary in connection with the registration with the Swedish Companies Registration Office.

## **Number of shares and votes**

As per the time of issuance of this notice, the total number of shares in the Company amounts to 153,393,890, of which the Company holds 821,965 treasury shares, which is why 821,965 shares may not be represented at the annual general meeting.

## **Documents for the annual general meeting**

Accounting documents, the auditor's report, the complete proposals for resolutions as well as documents related to the annual general meeting will be available at the Company's office at Vallviks Bruk, 826 79 Vallvik and on the Company's website, [www.rottneros.com](http://www.rottneros.com), no later than three weeks before the annual general meeting.

All documents mentioned above will be sent, free of charge, to any shareholder who requests such documents and states their address.

## **Right of request**

The shareholders are hereby informed on their right according to the Companies Act Chapter 7 Section 32 to request information from the Board of Directors and the managing director at the annual general meeting regarding circumstances which may affect the assessment of a matter on the agenda as well as circumstances which may affect the assessment of the Company's and the Group's financial position.

## **Processing of personal data**

For information regarding the processing of your personal data, please check: <https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>.

---

Vallvik, February 2024

The Board of Directors of Rottneros AB (publ)