

## **Welcome to the Annual General Meeting of Rottneros AB**

The shareholders of Rottneros AB (publ), corporate identity number 556013–5872, are hereby invited to attend the Annual General Meeting (AGM) on Thursday, 2 May 2019 at 2.00 p.m. at Spegelsalen, Rottneros Park in Sunne. Registration for the AGM will commence at 1.30 p.m.

### **Program for shareholders**

A tour to Rottneros Packaging will be offered prior to the AGM.

11.30 a.m.	Lunch at Spegelsalen in Rottneros Park
12.15 p.m.	Transport to the factory tour, back at 1.30 p.m.
1.30 p.m.	Registration for the AGM
3.30 p.m. (approx.)	Coffee is served after conclusion of the AGM

### **Participation**

Shareholders who wishes to attend the AGM must

- be registered as a shareholder in the shareholder register maintained by Euroclear Sweden AB on Thursday, 25 April 2019, and
- give notice of attendance to the company no later than Thursday, 25 April 2019.

Notice of attendance can be given via Rottneros' website, [www.rottneros.com](http://www.rottneros.com). Notice of attendance can also be made in writing to Rottneros AB, "Annual General Meeting" c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden, or by phone at +46 8 402 90 78. Notification must include the shareholders' name, social security number or corporate identity number, address, phone number, the number of assistants accompanying the shareholder to the AGM, if any, and if the attending wishes to participate in the lunch and/or the factory tour.

Shareholders whose shares are registered in the name of a nominee must, in addition to giving notice of attendance, temporarily register their shares in their own names in the shareholder register (so-called voting right registration) in order to be able to participate in the AGM. Such registration must be executed by Thursday, 25 April 2019, and should be requested at the bank or nominee well in advance of this date.

Shareholders represented by proxy must issue a power of attorney for their proxy. If the power of attorney is issued by a legal entity, authorisation documents for the legal entity, evidencing the authority to issue the proxy (the registration certificate or corresponding authorisation documents), shall be attached. Representatives of a legal entity shall submit equivalent authorisation documents. To facilitate registration for the AGM, the power of attorney, in original, and any authorisation documents should have been received by the company at Euroclear Sweden AB at the above address no later than on Thursday, 25 April 2019. Proxy forms are available on the company's website, [www.rottneros.com](http://www.rottneros.com).

### **Proposed agenda**

1. Opening of the AGM.
2. Election of a Chair to preside over the AGM.
3. Preparation and approval of the voting register.
4. Approval of the agenda.
5. Election of one or two persons to approve the AGM minutes.
6. Resolution as to whether the AGM has been duly convened.
7. Presentation of the annual report and auditor's report, of the consolidated financial statements and the auditor's report on the consolidated financial statements, and the auditor's statement on whether the guidelines for remuneration of senior executives have been adhered to.
8. Address by the CEO and questions from shareholders.
9. Resolutions regarding the adoption of the income statement and balance sheet, as well as the consolidated income statement and consolidated balance sheet.

10. Resolution regarding the disposition of the company's profit as stated in the adopted balance sheet and the record date for dividend.
11. Resolution regarding discharge from liability of the members of the Board and the CEO.
12. Resolution on the number of Board members to be elected by the AGM and the number of auditors and deputy auditors.
13. Resolution on fees for the Board of Directors and auditors.
14. Election of Board members and Chair of the Board.
15. Election of auditors and deputy auditors, if any.
16. Resolution on guidelines for remuneration of senior executives.
17. Conclusion of the AGM.

## **Proposed resolutions**

### **Item 2 – Chair of the AGM**

Rottneros' Nominating Committee ahead of the 2019 AGM, consists of Julia Onstad, Committee Chair (appointed by Arctic Paper S.A), Stefan Sundh (appointed by PROAD AB) and Per Lundeen (Chair of the Board of Rottneros AB).

The Nominating Committee proposes Per Lundeen to serve as Chair of the AGM.

### **Item 10 - Disposition of the company's profit and record date**

The Board of Directors proposes an ordinary dividend of SEK 0.40 per share and an extra dividend of SEK 0.30 per share, in total SEK 0.70 per share. The record date for receiving dividend is Monday, 6 May 2019. With the proposed record date the dividend is expected to be paid out through Euroclear Sweden AB on Thursday, 9 May 2019. The last day of trading in the company's shares to be included in the right to dividend is Thursday, 2 May 2019.

### **Item 12 – Number of Board members and auditors**

The Nominating Committee proposes that:

- the number of Board members elected by the AGM shall be five (5) (unchanged), and
- the number of auditors shall be one (1) auditing firm and no deputy auditors.

### **Item 13 – Fees for the Board of Directors and auditors**

The Nominating Committee proposes the following fees for the Board of Directors and auditors:

- SEK 550,000 to the Chair of the Board (unchanged) and SEK 275,000 to each of the other Board members appointed by the AGM (unchanged),
- In addition to the directors' fees, SEK 20,000 to each member of the audit committee (increase of SEK 10,000) and SEK 10,000 to each of the members of the remuneration committee (unchanged),
- SEK 27,500 to each employee representative regarding the time required to read materials ahead of meetings (unchanged), and
- auditors' fees in accordance with invoice approved by the CEO.

### **Item 14 – Election of Board members and Chair of the Board**

The Nominating Committee proposes:

- re-election of the Board members Marie S. Arwidson, Ulf Carlson, Per Lundeen, Roger Mattsson,
- new-election of Conny Mossberg, and
- re-election of Per Lundeen as Chair of the Board.

*This is a translation of the Swedish original wording. In case of discrepancies, the Swedish version shall prevail.*

Conny Mossberg was born in 1966 and educated in agriculture and forestry. Conny currently works as CEO of Munkedal Skog AB, and is also Chairman of the Board of Dalsland Moose Ranch AB. He has extensive experience from the forest industry through a number of senior positions including in Moelven Skog AB and Norske Skog.

Per Skoglund has declined re-election.

#### **Item 15 – Election of Auditor**

The Nominating Committee proposes re-election of the chartered auditing firm KPMG as the company's auditor for the period until the end of the 2020 AGM. The proposal is in accordance with the Audit Committee's recommendation. The auditing firm has informed the company that the Authorised Public Accountant Jan Malm will be appointed as auditor in charge, if the AGM resolves in favor of the Nominating Committee's proposal.

#### **Item 16 – Guidelines for remuneration of senior executives**

The Board of Directors proposes that the 2019 AGM adopts the following guidelines for remuneration of senior executives in Rottneros.

At present, 'senior executives' refers to the nine people, including the CEO, which constitute the group management.

The remuneration paid to the CEO and other senior executives shall comprise of: fixed salary, possible variable component of remuneration, other benefits and pension benefits.

The total remuneration package must be in line with market rates and competitive in the labour market in which the executives work.

Fixed salary and variable remuneration shall be related to the responsibilities and powers held by each executive.

The variable component of remuneration, which is cash, is based on outcomes in relation to defined and measurable targets and is capped in relation to fixed salary. The variable component of remuneration for the CEO is capped at 50 per cent of the fixed salary, and the variable component of remuneration for other senior executives is capped at 30 per cent of the fixed salary. Programs for the variable component of remuneration should be designed so that the Board of Directors can impose conditions, restrict or decline to make payments of variable component of remuneration in exceptional financial circumstances if such measure is considered to be reasonable and compatible with the duties of the company in relation to shareholders, employees and other interested parties.

The period of notice shall be between three months and one year should notice be given by the executive and between six months and two years should notice be given by the company. The CEO is entitled to severance pay and a salary during the period of notice of in total up to an amount corresponding to the fixed salary for two years.

Pension benefits shall be defined contribution and executives are entitled to receive pension no earlier than from the age of 65.

Matters relating to remuneration for the executive management are dealt with by the Remuneration Committee. The principles of remuneration and other terms of employment for the executive management, together with remuneration for the CEO, shall be decided by the Board of Directors.

If the company in a particular case assigns an individual Board member tasks on behalf of the company over and above regular Board and committee duties, the Board of Directors shall determine the level of remuneration, which must be reasonable and in line with market rates.

The Board of Directors will conduct an annual evaluation of whether or not to propose a long-term incentive programme to the AGM.

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The Board of Directors shall be authorised to depart from these guidelines if in an individual case there are special reasons for doing so.

Previously decided remuneration to the CEO in the form of a "stay on bonus", which is paid after three completed years from the first day of employment, a maximum of SEK 2 million, is due for payment on 1 August 2019.

### **Shares and votes**

The company has a total of 153,393,890 shares with one vote each, of which the company holds 821,965 own shares, which cannot be represented at the AGM.

### **Processing of personal data**

Personal data regarding shareholders collected from the shareholder register, notification of attendance and information regarding nominees and accompanying persons will be used for registration, preparation of voting register, and, where applicable, AGM minutes. The personal data is being processed in accordance with General Data Protection Regulation (Regulation (EU) 2016/679 of the European Parliament and of the Council). For additional information regarding the Company's process of personal data and your rights, please see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

### **Documents**

The Board of Director's and the Nominating Committee's proposals and other documents that are to be kept on hand pursuant to the Swedish Companies Act and the Swedish Corporate Governance Code will be available at Rottneros' head office (Vallviks Bruk in Vallvik, Söderhamn) and on the company's website ([www.rottneros.com](http://www.rottneros.com)) no later than three weeks before the AGM. All of the documents mentioned will be sent upon request to shareholders who have provided their postal address. Such requests can be made by phone at +46 8 402 90 78. All of the documents will also be available at the AGM.

### **Information about the shareholders' right to request information at the AGM**

The Board of Directors and CEO shall, if requested by any shareholder, and if the Board of Directors is of the opinion that it can be done without causing material harm to the company, provide disclosures about circumstances that may affect the assessment of an item listed on the agenda, circumstances that may impact the assessment of the company's or a subsidiary's financial situation and the company's relationship with another group company.

Vallvik, March 2019

Board of Directors of Rottneros AB

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