



**ROTTNEROS**

*N.B. This is an unofficial translation of the Swedish original wording. In case of differences between the English translation and the Swedish original, the Swedish text shall prevail.*

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

The Shareholders in Rottneros AB (publ), reg. nr. 556013-5872, (“**Rottneros**”) with its registered office in Sunne, are hereby invited to the Annual General Meeting (the “**AGM**”) on Wednesday 28 of April 2021.

### **INFORMATION RELATED TO COVID-19**

Rottneros is mindful of the health and well-being of its shareholders and employees. It is important for Rottneros to take social responsibility and contribute to reduce the risk of transmissions of Covid-19. As regard to the extraordinary situation, the AGM will be carried out only through advance voting (postal voting) pursuant to temporary legislation. Thus, it will not be possible to attend in person or through proxy at the AGM. Information about the resolutions adopted at the AGM will be published on the same day as the AGM as soon as the outcome of the vote is finally compiled.

A statement from the CEO will be posted on the company's website before the AGM.

### **NOTIFICATION OF ADVANCE VOTING ETC.**

#### **Notification**

Shareholders who wish to participate at the AGM shall:

- be entered in the share register maintained by Euroclear Sweden AB no later than on Tuesday 20 of April 2021 (for nominee-registered shares, see also “*Nominee registered shares*” below), and
- give notice of their intention to participate in the AGM by casting its advance votes in accordance with the instructions under “*Advance voting*” below, so that the advance voting is received by the company no later than on Tuesday 27 of April 2021.

Information delivered upon notice to attend will be processed and used only for the AGM. See below for further information on processing of personal data.

#### **Nominee-registered shares**

Shareholders who have their shares registered in the name of a nominee must temporarily re-register the shares in their own name in the company’s share register with Euroclear Sweden AB.



Shareholders who wish to make such re-registration, so-called voting rights registration, must make such request with their nominee well in advance of Thursday 22 of April 2021, at which time the re-registration must have been made.

## **Advance voting**

Shareholders may exercise their voting rights at the AGM only by voting in advance, so-called postal voting pursuant to Section 22 of the Act (2020:198) on temporary exemptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for advance voting. The form is available on [www.rottneros.com](http://www.rottneros.com). The advance voting form is considered as the notification of attendance to the AGM.

The completed voting form must be received by Rottneros no later than on Tuesday 27 of April 2021. The completed and signed form shall be sent to: Rottneros AB, AGM 2021, c/o Advokatfirman Vinge KB, Box 110 25, SE-404 21 Gothenburg. A completed form may also be submitted by e-mail and is to be sent to [rottneros@vinge.se](mailto:rottneros@vinge.se). If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed to the form. The same applies if the shareholder votes in advance by proxy. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the advance vote in its entirety) is invalid.

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

## **Proposed agenda**

1. Election of a chairman at the AGM.
2. Election of one or two persons who shall approve the minutes of the meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Determination as to whether the AGM has been duly convened.
6. Submission of the annual report and the auditors' report and the consolidated financial statements and the auditors' report for the group.
7. Resolution regarding adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet.
8. Resolution regarding allocation of the company's profits or losses in accordance with the adopted balance sheet.
9. Resolution regarding discharge of the members of the Board of Directors and the CEO from liability.
10. Determination of the number of members of the Board of Directors and the number of auditors.
11. Determination of fees for members of the Board of Directors and auditor.
12. Election of the members of the Board of Directors and Chairman of the Board of Directors.
13. Election of auditor.
14. The nomination committee's proposal for resolution on principles for appointment of a nomination committee for the annual general meeting 2022.
15. Submission and approval of the Board's remuneration report.
16. The Board of Directors' proposal on resolution to change the Articles of Association.



**The Nomination Committee's proposals**

**Proposal regarding the Chair of the AGM, person to approve the minutes, the number of members of the Board of Directors, the number of auditors, fees to the Board of Directors and the auditor, and election of members of the Board of Directors and Chairman of the Board of Directors, as well as election of auditor (items 1-2 and 10-13)**

The Nomination Committee, consisting of Julia Onstad (appointed by Arctic Paper S.A.), Stefan Sundh (appointed by PROAD AB) and Per Lundeen (Chairman of the Board of Directors), has submitted the following proposals:

- Per Lundeen is proposed to Chair the AGM (item 1).
- Göran Eklund and Stefan Sundh are proposed to be elected to approve the minutes of the AGM together with the Chairman (item 2).
- The number of members of the Board of Directors is proposed to be five (5), with no deputy members, and the number of auditors is proposed to be one registered accounting firm (item 10).
- The following fees to the Board of Directors are proposed:
  - A fee to member of the Board who are not employed within the company shall, unchanged, be paid with 550 000 SEK to the Chairman of the Board and 275 000 SEK to each of the other members of the Board.
  - Fees for committee work shall be paid with 20 000 SEK per member of the Audit Committee and 10 000 SEK per member of the Remuneration Committee.
  - A fee of 27 500 SEK shall be paid to each of the employee representatives regarding the time required to read materials ahead of meetings.

Furthermore, it is proposed that the fee to the auditor shall be paid in accordance with approved statement of costs (item 11).

- Per Lundeen, Marie S. Arwidson, Ulf Carlson, Roger Mattsson and Conny Mossberg are proposed to be re-elected as members of the Board of Directors, all for the period until the end of the next annual general meeting. Further, Per Lundeen is proposed to be re-elected as Chairman of the Board of Directors (item 12).

The Board members proposed for re-election until the end of the next annual general meeting have been presented in the company's annual report and on the company's website, [www.rottneros.com](http://www.rottneros.com).

- The audit firm KPMG is proposed for re-election as auditor for the time until the end of the next annual general meeting, in accordance with the Audit Committee's recommendation. The Nomination Committee notes that Sven Cristea will be appointed auditor in charge should KPMG be elected as auditor (item 13).



**The Nomination Committee's proposal for resolution on principles for appointment of a nomination committee for the annual general meeting 2022 (item 14)**

The Nomination Committee proposes that the AGM 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 Chair of the Board and two additional members. The Chair of the Board shall not chair the Nomination Committee. One of the two members, in addition to the Chair of the Board, 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 Board member.

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 Chair of the Board 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 AGM. The Nomination Committee shall appoint a chair 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 AGM: (a) the Chair of the AGM, (b) the number of Board members, (c) the election of Board members, (d) the election of Chair of the Board, (e) Board fees, including distribution between the Chair 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.

**The Board of Directors' proposals**

**The Board of Directors' proposal on resolution on allocation of the company's profits or losses in accordance with the adopted balance sheet (item 8)**

The Board of Directors proposes that the funds at the AGM's disposal, 215 739 304 SEK, shall be carried forward, and, thus, that no dividend shall be paid.

**Submission and approval of the Board's remuneration report (item 15)**

The Board of Directors proposes that the annual general meeting resolves to approve the Remuneration Report for the financial year 2020 that has been prepared by the Board of Directors.



**The Board of Directors' proposal on resolution to change the Articles of Association (item 16)**

The Board of Directors proposes that the AGM resolves to change the company's Articles of Association, in accordance with the table below.

| Change                     | Current wording   | Proposed wording   |
|----------------------------|---|--|
| § 8                        | Notice of general meetings shall be given by announcement in <i>Post- och Inrikes Tidningar</i> [Swedish Official Gazette] and on the company's website. At the time of such notice, information about notice having been given shall be published in <i>Dagens Nyheter</i> [a national daily newspaper] and in a daily newspaper distributed in Sunne. | Notice of general meetings shall be given by announcement in <i>Post- och Inrikes Tidningar</i> [Swedish Official Gazette] and on the company's website. At the time of such notice, information about notice having been given shall be published in <i>Dagens Nyheter</i> [a national daily newspaper] <del>and in a daily newspaper distributed in Sunne.</del>   |
| <i>New article</i><br>§ 13 | -   | <b>The Board of Directors may collect powers of attorney in accordance with the procedure set out in Chapter 7, Section 4, second paragraph of the Companies Act (2005:551).</b><br><br><b>The Board of Directors may decide, ahead of a General Meeting, that shareholders should be able to exercise their voting rights by post prior to the General Meeting.</b> |

## Miscellaneous

### Number of shares and votes

Per the date of this notice the total number of shares and votes in the company amounts to 153,393,890, of which the company holds 821,965 treasury shares.

### Special majority requirement

For a valid resolution in accordance with item 16 above, the resolution must be supported by shareholders with a minimum of two-thirds (2/3) of both the votes cast and the shares represented at the AGM.



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### **Information at the AGM**

The Board of Directors and the CEO shall, if any shareholder so requests and the board of directors considers that it can be done without material harm to the company, provide information at the AGM on matters that may affect the assessment of an item on the agenda and of circumstances that may affect the assessment of the company's or subsidiaries' financial situation as well as regarding the company's relationship with other companies within the group. A request for such information shall be sent by post to Rottneros AB, AGM 2021, c/o Advokatfirman Vinge KB, Box 11025, SE-404 21 Gothenburg or by e-mail to [rottneros@vinge.se](mailto:rottneros@vinge.se), no later than on Monday 19 of April 2021. The information will be made available at the company's premises and on [www.rottneros.com](http://www.rottneros.com) on Friday 23 of April 2021 at the latest. The information will also be sent, within the same period of time, to any shareholder who so has requested and who has stated its address.

### **Documentation**

The annual report and the auditor's report for the financial year 2020, as well as documents related to the AGM, will be available on the company's website, [www.rottneros.com](http://www.rottneros.com), at least three weeks before the AGM. Further, the Nomination Committee's complete proposals and reasoned statement will be available on the company's website stated above. All documentation is also available at the company's premises at Vallviks Bruk, 826 79 Vallvik, Sweden and will be sent to those shareholders who so request and state their postal address or e-mail address.

### **Processing of personal data**

For information on how your personal data is processed, see the integrity policy that is available on Euroclear's website, [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

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Vallvik, March 2021  
**Rottneros AB (publ)**  
*The Board of Directors*