



ROTTNEROS

This is an unofficial translation of the Swedish notice. In case of any discrepancies between the Swedish notice and this English translation, the Swedish notice shall prevail.

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") are hereby given notice to attend the Annual General Meeting to be held Thursday 10 April 2025 at 13.30 / 1.30 p.m. at Selma Spa, Sundbergsvägen 3 in Sunne. Registration of voting rights begins at 13.00 / 1 p.m. and ends when the meeting opens.

Program for shareholders

10.40 / 10.40 a.m.	Bus from Selma Spa to Rottneros Bruk
11.00 / 11 a.m.	Opening ceremony for the solar park
11.30 / 11.30 a.m.	Bus back to Selma Spa
12.00 / 12 p.m.	Lunch at Selma Spa
13.00 / 1 p.m.	Registration of voting rights
13.30 / 1.30 p.m.	Annual General Meeting
15.00 / 3 p.m.(approx.)	Coffee to be served after the meeting

Right to participate and registration for the Annual General Meeting

Shareholders wishing to participate at the Annual General Meeting must have:

- been entered in the share register kept by Euroclear Sweden AB as of Wednesday 2 April 2025 (regarding nominee registered shares, please see "*Nominee registered shares*" below),
- notified his/her intention to participate so that the notification has reached Rottneros no later than Friday 4 April 2025.

Notification regarding participation at the Annual General Meeting may be given by email: rottneros@allians.se or by mail:

Rottneros AB (publ)
c/o Advokatfirman Allians
Våxnäsgatan 4
653 40 Karlstad

The notification shall state the shareholder's full name, personal identification or registration number, number of shares, address, daytime telephone number and, where applicable, information on attendance of any proxies (please see also "*Proxies*" below) or assistants. No more than two assistants can come and may only attend if they have been announced in advance.



Information provided in the notification will be processed and used only for the Annual General Meeting. Please see “*Processing of personal data*” below for further information.

Nominee registered shares

Shareholders who have their shares registered in the name of a nominee through a bank or securities institution must have their shares temporarily re-registered in their own name to participate in the Annual General Meeting. Shareholders who wish to re-register shares in their own name must notify their nominee of this well in advance of 4 April 2025. Such re-registration must be completed with Euroclear Sweden AB no later than Friday 4 April 2025.

Proxies

If shareholders are to be represented by a proxy at the Annual General Meeting, 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 proxy must also have the relevant certificate of registration or equivalent authorization document for the legal entity.

To facilitate access and registration at the Annual General Meeting, a copy of the power of attorney and other authorization documents should be attached to the notification regarding participation at the meeting. Proxy forms are kept available on the Company’s website (www.rottneros.com) and are sent by mail to shareholders who contact the Company and state their address.

Proposed agenda

1. Opening of the general meeting.
2. Election of chairman of the meeting.
3. Preparation and approval of the voting register.
4. Approval of the agenda.
5. Election of one or two persons to verify the minutes.
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. The managing director’s 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.
11. Resolution regarding discharge from liability of the members of the Board of Directors and the managing director.
12. Determination of remuneration for members of the Board of Directors and the auditor.
13. Determination of the number of members of the Board of Directors and the number of auditors.
14. 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 the Annual General Meeting 2026.
17. Submission and approval of the Board of Directors' remuneration report.
18. Closing of the Annual General Meeting.

Proposed resolutions

Item 2: The Nomination Committee, consisting of Michal Jarczynski (appointed by Arctic Paper S.A.), Stefan Sundh (appointed by PROAD AB) and Per Lundeen (the chairman of the Board of Directors) proposes that the Annual General Meeting elects Per Lundeen to chairman for the 2025 Annual General Meeting and that lawyer Henrik Nilsson from Advokatfirman Allians shall be appointed keeper of the minutes.

Item 5: The Nomination Committee proposes that the Annual General Meeting appoints Toni Lazarevski and another shareholder to verify 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 431,782,120 SEK, shall be carried forward and that no dividend shall be paid.

Item 11: The auditor supports that the Annual General Meeting resolves to grant the members of the Board of Directors and the managing director discharge from liability for their administration of the Company during the previous financial year.

Resolutions regarding the discharge from liability are 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 and 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)

Item 12: The Nomination Committee proposes that the Annual General Meeting resolves that remuneration to the Board of Directors shall be paid as follows.

- 660,000 SEK to the Chairman of the Board of Directors and 330,000 SEK to each of the other member of the Board of Directors who are not employed within the Company.
- 23,000 SEK to each member of the Audit Committee and the Remuneration Committee, respectively.



- 33,000 SEK to each of the employee representatives regarding the time required to read materials ahead of meetings.

Furthermore, the Nomination Committee proposes that the Annual General Meeting resolves that auditors' fees shall be paid in accordance with the approved invoice.

Item 13: The Nomination Committee proposes that the Annual General Meeting resolves that the Board of Directors shall consist of seven ordinary members without deputies. Furthermore, it is proposed that the meeting resolves that the number of auditors shall be one and that no deputy auditor is appointed.

Item 14: The Nomination Committee proposes that the Annual General Meeting re-elects Per Lundeen, Roger Matsson, Julia Onstad, Conny Mossberg, Magnus Wikström and Johanna Svanberg and elects Michal Jarczynski as ordinary members for the period until the end of the next Annual General Meeting. It is further proposed that the Annual General Meeting re-elects Per Lundeen to Chairman of the Board of Directors.

Information regarding the members of the Board of Directors proposed to be re-elected is available in the Company's annual report for the financial year 2024 and on the Company's website. Information regarding the member of the Board of Directors proposed to be elected is available under the section regarding the General meetings on the Company's website, www.rottneros.com.

Item 15: The Nomination Committee proposes that the Annual General Meeting re-elects the registered accounting firm Öhrlings PricewaterhouseCoopers AB (PwC) as auditor for the period until the end of the next Annual General Meeting.

If PwC is re-elected, the Nomination Committee notes that PwC has informed that Bo Karlsson will continue as auditor in charge.

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.



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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 2024.

Miscellaneous

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. 821,965 shares may thus not be represented at the Annual General Meeting.

Right to request information

The shareholders are hereby reminded of their right according to Chapter 7, Section 32 of the Swedish Companies Act (2005:551) (Sw. *aktiebolagslagen (2005:551)*) 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.

Available documents

Accounting documents, the auditor's report, the complete proposals for resolutions as well as any other documents related to the Annual General Meeting will be available on the Company's website, www.rottneros.com, and at the Company's office at Vallviks Bruk, 826 79 Vallvik no later than three weeks before the Annual General Meeting.

Copies of above mentioned documents will be sent, free of charge, to any shareholder who requests such documents from the Company and states their address or email address. The documents will also be available at the Annual General Meeting.



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Processing of personal data

For information regarding the processing of your personal data, please check:
www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf.

Vallvik in March 2025
Rottneros AB (publ)
The Board of Directors