

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

The shareholders in Rottneros AB (publ), reg. no 556013-5872, with its registered office in Sunne, are hereby invited to the Extraordinary General Meeting on Monday 4 November 2019 2 pm, Lagergrens gata 2, Karlstad. The registration for the extraordinary general meeting will commence at 1.30 pm and will close once the Extraordinary General Meeting is opened.

### **Notice etc.**

Shareholders who wish to attend the Extraordinary General Meeting shall

- be entered in the share register maintained by Euroclear Sweden on Monday 28 October 2019 (for nominee-registered shares, see "Nominee-registered shares" below), and
- give notice of their intention to attend no later than Monday 28 October 2019, by mail to Rottneros AB, Extraordinary General Meeting, c/o Advokatfirman Vinge KB, Box 11025, 404 21 Göteborg or by e-mail to [till.rottneros@vinge.se](mailto:till.rottneros@vinge.se).

The shareholders shall in their notice to attend state name, personal identification number or company registration number, address, phone number and number of advisors, if applicable.

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

### **Nominee-registered shares**

Shareholders whose shares are registered in the names of nominees must re-register such shares in their own name in order to be entitled to attend the Extraordinary General Meeting. The registration shall be made in the share register kept by Euroclear Sweden AB. Such registration must be executed by Monday 28 October and should be requested at the bank or nominee well in advance of this date.

### **Power of attorney**

A shareholder may appoint one or two representatives to represent the shareholder. A shareholder represented by proxy shall issue a power of attorney for their proxy. The validity period of any power of attorney may be no longer than five years if set out specifically. If no validity period is specified, the power of attorney is valid for no more than one year. 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. Shareholders attending by proxy should send the powers of attorney in original and certificates of incorporation and any other documents of authorization to the

company, if applicable, well before the Extraordinary General Meeting to Rottneros AB, Extraordinary General Meeting, c/o Advokatfirman Vinge KB, Box 11025, SE-404 21 Göteborg or by e-mail to [rottneros@vinge.se](mailto:rottneros@vinge.se). A template proxy form is available on the company's website, [www.rottneros.com](http://www.rottneros.com).

## **Proposed agenda**

1. Opening of the Extraordinary General Meeting.
2. Election of Chairman of the Extraordinary General Meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons to check and verify the minutes.
6. Determination of whether the Extraordinary General Meeting has been duly convened.
7. Address by the Chief Executive Officer and questions from shareholders
8. Resolution on extra dividend.
9. Closing of the Extraordinary General Meeting.

## **Item 8 – Resolution of extra dividend from the board**

As a consequence of the company's good financial standing and result the board proposes a deviation from dividend policy of the company and proposes an extra dividend of SEK 0.70 per share.

The record date for the dividend payment shall be on 6 November 2019. If the Extraordinary General Meeting decides in accordance with the proposal of the Board the proposed record date the dividend is expected to be paid out through Euroclear Sweden AB is on 11 November 2019. The last day of trading in the company's shares to be included in the right to dividend is 4 November 2019

The extra dividend proposed by the Board will not affect the ordinary dividend decided by the Annual General Meeting on 2 May 2019.

The Board proposes a dividend which corresponds to an amount of SEK 106,800,347.50, based on 152,571,925 outstanding shares as of 4 October 2019 (which excludes 821,965 shares held by the company).

As of 31 December 2018, the non-restricted equity in the company amounted to approximately SEK 325 million. At the Annual General Meeting on 2 May 2019, an ordinary dividend of SEK 0.40 per share and an extra dividend of SEK 0.30 per share (total of SEK 0.70 per share) were resolved. Payment of the dividend was made on 9 May 2019. The total dividend decided by the Annual General Meeting was SEK 106,800,348, which has reduced the non-restricted equity by the same amount. The amount available according to Chapter 17 3§ 1 Swedish Companies Act amounts to approximately SEK 218 million. Following the decision of the Extraordinary General Meeting regarding the dividend, the remaining available amount is expected in accordance with Chapter 17 3§ 1 the Swedish Companies Act to be reduced by SEK 106,800,347.50 to approximately SEK 111 million.

## **Miscellaneous**

### **Number of shares and votes**

At the date of this notice the total number of shares in the company amounts to 153,393,890 with one vote each, thus in total 153,393,890 votes.

### **Authorization**

The Board, or the person that the Board will appoint, shall be authorized to make minor adjustments in the Extraordinary General Meeting's resolutions as may be required in connection with registration at the Swedish Companies Registration Office and Euroclear Sweden.

### **Documentation**

The reasoned statement of the Board pursuant to Chapter 18 Section 4, and the Board's report and the Auditor's statement pursuant to Chapter 18 Section 6, of the Swedish Companies Act (2005:551) are available at the company's website [www.rottneros.com](http://www.rottneros.com) under the heading "Annual General Meeting", found under section "Investors". The annual report, including audit report, is available at [www.rottneros.com](http://www.rottneros.com) under the heading "Financial Reports". All documentation is also available at the company's premises at Vallviks Bruk, 826 79 Vallvik, and will be sent to those shareholders who so request and state their postal address or email address.

### **Shareholders' right to request information**

The Board and the Chief Executive Officer shall, if any shareholder so requests and the Board believes that it can be done without material harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda and the company's relation to other companies within the group.

### **Processing of personal data**

For information on how your personal data is processed, see [www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-engelska.pdf).

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Vallvik in October 2019

**Rottneros AB (publ)**

*The Board*