



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 Thursday 28 April 2022 at 1.00 p.m., on address Södra Järnvägsgatan 7, Söderhamn. Registration of voting rights begins at 12.30 p.m. and ends when the meeting opens.

Program for shareholders

- 09.30 a.m. Factory visit Vallviks Bruk. Please note. Registration is required to: info@rottneros.com
- 12.00 p.m. Lunch at CFL, (address see above) for shareholders registered for the meeting
- 3.00 p.m. Coffee and the opportunity to meet the company management

Information due to covid-19

Rottneros is mindful of the health and well-being of its shareholders and their right to participate and vote at the annual general meeting and wants to be able to contribute in the best possible way to reducing the spread of covid-19 in the society. Due to this, the Board of Directors has, in accordance with the Company’s articles of association, made it possible for shareholders who do not wish to physically participate in the 2022 annual general meeting to instead exercise their voting rights by postal voting. Shareholders are urged to follow the authorities’ current recommendations and to help prevent the spread of covid-19.

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 20 April 2022, and has notified his/her intention to participate to the Company so that the notification has reached the Company no later than 21 April 2022, has the right to participate in the annual general meeting. The notification, and where applicable completed postal voting form, 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.

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).

Postal voting



For postal voting, a special form must be used. The form is available on the Company's website www.rottneros.com and is sent to shareholders who so request via rottneros@setterwalls.se or by post to Rottneros AB (publ), c/o Setterwalls Advokatbyrå AB, Box 11235, 404 25 Göteborg. The postal voting form applies as a notification of attendance to the annual general meeting. The completed postal voting form must be received by the Company no later than 21 April 2022 by post or e-mail in accordance with the above.

Complete instructions for shareholders who wish to exercise their voting right via postal voting can be found in the postal voting form.

Nominee registered shares

In order to participate in the annual general meeting shareholders who have their shares registered in the name of a nominee must have their shares temporarily re-register in their own name. Shareholders who wish to re-register shares in their own name must notify their nominee well in advance of 22 April 2022. Such re-registration must be completed with Euroclear Sweden AB by 22 April 2022.

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) 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 pay-outs.
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 2023.
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 proposes that Per Lundeen shall be elected chairman for the 2022 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 Göran Eklund 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 239,636,702 be disposed of in such a way that a total amount of SEK 91,543,155 corresponding to SEK 0.60 per share eligible for dividends, shall be distributed to the shareholders and SEK 149,093,547 shall be carried forward to a new account. The Board of Directors proposes that 2 May 2022, 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 5 May 2022.

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. Marie S. Arwidson (ordinary member of the Board of Directors)
- iii. Ulf Carlson (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. Lennart Eberleh (managing director)
- vii. Jerry Sohlberg (ordinary member of the Board of Directors, employee representative)
- viii. Mika Palmu (ordinary member of the Board of Directors, employee representative)
- ix. Jimmy Thunander (alternate member of the Board of Directors, employee representative)
- x. Jörgen Wasberg (alternate member of the Board of Directors, employee representative)

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 (*a*). It is proposed that the number of auditors be one and that no deputy auditor be appointed (*b*).

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 600,000 to the Chairman of the Board and SEK 300,000 to each of the other members of the Board of Directors.
- Remuneration for committee work shall be paid with SEK 20,000 per member of the Audit Committee and SEK 10,000 per member of the Remuneration Committee.
- Remuneration of SEK 30,000 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, Marie S Arwidson, Roger Mattson as well as Conny Mossberg and new election of Johanna Svanberg and Julia Onstad, all for the period until the end of the next annual general meeting. Ulf Carlson has declined re-election. 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 and new elected is available on the Company's website www.rottneros.com and, regarding the board members who are proposed for re-election, in the Company's annual report for the financial year 2021.

Item 15: The Nomination Committee proposes re-election of the registered accounting firm KPMG, with Mattias Eriksson 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 of 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 2021.

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, 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, March 2022

The Board of Directors of Rottneros AB (publ)

