

Notice to attend the Extraordinary 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 Extraordinary General Meeting to be held Thursday 12 June 2025 at 15.30 CEST at Advokatfirman Cederquist's office, Hovslagargatan 3, Stockholm, Sweden. Registration for the Extraordinary General Meeting begins at 15.00 CEST.

Right to participate and registration for the Extraordinary General Meeting

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

- been entered in the share register kept by Euroclear Sweden AB as of Tuesday 3 June 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 Thursday 5 June 2025.

Notice of attendance may be given by e-mail to annica.von.schoting@cederquist.se, by post to Advokatfirman Cederquist, P.O. Box 1670, SE-111 96 Stockholm, Sweden, Att: Annica von Schoting (mark the envelope with "Rottneros EGM 2025"), or by phone +46 (0)8 522 066 67 on weekdays between 9.00 a.m. and 4.00 p.m. CEST. When giving notice, please state your name or company name, address, telephone number, personal identification number or company registration number, and if applicable, information on attendance of any proxies (please also see "*Proxies*" below) and/or assistants. No more than two assistants may come and only if they have been announced in advance.

Information provided in the notification will be processed and used only for the Extraordinary 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, in order to be entitled to participate at the Extraordinary General Meeting, have their shares temporarily re-registered in their own name so that the shareholder is recorded in the share register concerning the circumstances on Tuesday 3 June 2025. Such registration may be temporary (so called voting right registration) and request for such registration shall be made to the nominee in accordance with the nominee's routines in such time in advance as decided by the nominee. The share register on the record date, Tuesday 3 June 2025, will take into account voting rights registrations made no later than Thursday 5 June 2025.

Proxies

If shareholders are to be represented by a proxy at the Extraordinary General Meeting, the proxy must have a written, dated and by the shareholder signed power of attorney for the Extraordinary 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 authorisation document for the legal entity.

To facilitate access and registration at the Extraordinary General Meeting, a copy of the power of attorney and other authorisation 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 at the Extraordinary General 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. Resolution to approve the Board of Directors' resolution on a new issue of shares with preferential rights for the shareholders, subject to the approval of the general meeting.
8. Closing of the Extraordinary General Meeting.

Proposed resolutions

Item 2. Election of chairman at the Extraordinary General Meeting

The Board of Directors proposes that the attorney Fredrik Lundén be elected as chairman of the Extraordinary General Meeting.

Item 7. Resolution to approve the Board of Directors' resolution on a new issue of shares with preferential rights for the shareholders, subject to the approval of the general meeting

Background

On 20 May 2025, the Board of Directors of Rottneros resolved on a new issue of shares with preferential rights for existing shareholders of approximately SEK 300 million before deduction of transaction costs, conditional upon approval by the Extraordinary General Meeting (the "**Rights Issue**").

The Company's largest shareholder Arctic Paper S.A. ("**Arctic Paper**"), representing 51.0 percent of the shares and votes in Rottneros, has undertaken to exercise its preferential rights in the Rights Issue and thereby subscribe for new shares corresponding to Arctic Paper's pro rata share of the Rights Issue. Arctic Paper has also provided a guarantee undertaking for the remaining part of the Rights Issue. The Rights Issue is thus fully secured by the subscription commitment and the guarantee undertaking. A cash consideration corresponding to 2.5 percent of the guaranteed amount will be paid for the undertaking.

Proposed resolution

The Board of Directors proposes that the Extraordinary General Meeting resolves to approve the Board of Directors' resolution on 20 May 2025 regarding a new issue of shares with preferential rights for shareholders, subject to the approval of the general meeting, in accordance with the following main terms and conditions.

1. Through the Rights Issue, the Company's share capital will be increased by a maximum of SEK 114,428,943 through the new issue of a maximum of 114,428,943 shares.

2. The subscription price per share is SEK 2.65. The amount exceeding the quota value shall be allocated to the unrestricted share capital reserve.
3. Each existing share in the Company entitles the holder to three (3) subscription rights, and four (4) subscription rights entitles the holder to subscribe for one (1) new share in the Company.
4. The right to receive subscription rights shall vest in those who, on the record date of 16 June 2025, are registered as shareholders in the Company.
5. Allocation of shares in the Rights Issue to Arctic Paper for subscription of shares in a manner other than by exercising preferential rights, for example by utilising the underwriting commitment, which would result in Arctic Paper gaining control of 65 percent or more of the votes in the Company after the Rights Issue shall be conditional upon a decision by the Inspectorate for Strategic Products according to the Act (2023:560) on the Review of Foreign Direct Investments and, if applicable, the corresponding authority in accordance with legislation in another jurisdiction, approving the investment or leaving the notification without action (the "**FDI Decision**") before it becomes final. The shares in the Rights Issue allocated to Arctic Paper for subscription other than on the basis of preferential rights and which would require a FDI decision are referred to, if no FDI decision has been obtained at the time of allocation, as "**FDI shares**".
6. Shares may also be subscribed for without subscription rights. In the event that not all shares are subscribed for with subscription rights, the Board of Directors shall, within the limits of the maximum amount of the new issue, resolve on the allocation of shares subscribed for without subscription rights in accordance with the following allocation principles:
 - (a) In the first instance, shares subscribed for without subscription rights shall be allocated to those who have also subscribed for shares by virtue of subscription rights (regardless of whether or not they were shareholders on the record date), and in the case of oversubscription, allocation shall be made pro rata to the number of subscription rights each have exercised for subscription of shares or, to the extent this is not possible, by the drawing of lots.
 - (b) Secondly, allocation shall be made to others who have applied for subscription of shares without virtue of subscription rights, and in case of oversubscription, allocation shall be made pro rata to the number of shares specified in each subscription application or, to the extent this is not possible, by the drawing of lots.
 - (c) Thirdly, any remaining shares shall be allocated to Arctic Paper, in its capacity as underwriter, in accordance with the terms and conditions as set out in the underwriting commitment.
7. Subscription with subscription rights shall be made through cash payment during the period from 18 June 2025 to 3 July 2025. Subscription without subscription rights shall be made on a subscription list during the period specified above, and with regard to the issue underwriter, until 11 July 2025. Shares subscribed for without subscription rights shall be paid no later than

three banking days after the notification of allocation has been sent to the subscriber. The Board of Directors shall be entitled to extend the subscription period and the time of payment.

8. Subscribed FDI shares shall be paid no later than three banking days after the allocation of the FDI shares has become final. The Board of Directors shall be entitled to extend the time of payment.
9. The new shares shall entitle to dividend for the first time on the record date for the dividend that falls closest after the shares have been entered in the share register maintained by Euroclear Sweden AB.
10. The Board of Directors, or the person appointed by the Board of Directors, is authorised to make any minor adjustments that may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB.

Documents pursuant Chapter 13, Section 6 of the Swedish Companies Act have been prepared.

Miscellaneous

Special majority requirements

A valid resolution under item 7 requires the support of shareholders holding not less than two-thirds of both the votes cast and the shares represented at the Extraordinary General Meeting.

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 Extraordinary 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 Extraordinary 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

Complete proposals for resolution as well as any other documents related to the Extraordinary General Meeting will be available on the Company's website, www.rottneros.com, and at the Company's office at Vallviks Bruk, SE-826 79 Vallvik, Sweden no later than three weeks before the Extraordinary General Meeting. Copies of the 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 Extraordinary General Meeting.

Processing of personal data

For information regarding the processing of your personal data, please refer to the privacy policy available on Euroclear Sweden AB's website, www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf.

Vallvik in May 2025

Rottneros AB (publ)

The Board of Directors