

# Notice of Annual General Meeting of Freemelt Holding (publ)

The shareholders of Freemelt Holding AB (publ), corporate identity number 559105-2922 (the "Company"), are hereby summoned to the Annual General Meeting on Tuesday, May 24, 2022, at 14:00, which will be held in conference room Orust at Flöjelbergsgatan 1C, Mölndal. Access to the Annual General Meeting takes place from kl. 13:50.

## **THE RIGHT TO PARTICIPATE IN THE ANNUAL GENERAL MEETING AND REGISTRATION**

Shareholders wishing to attend the meeting must register their participation no later than May 17, 2022. Registration is made by mail to Freemelt Holding AB (publ), Bergfotsgatan 5A, 431 35, Mölndal, Sweden, or by e-mail to [admin@freemelt.com](mailto:admin@freemelt.com). The notification must contain information about the shareholders' name, social security number or organization number, as well as address and telephone number, and if applicable, information about any assistants.

In order to be entitled to participate in the meeting, shareholders must be registered as shareholders in the share register kept by Euroclear Sweden AB on May 16, 2022 and be registered at the meeting as described above.

Shareholders who have had their shares registered with a nominee must, in order to be entitled to participate in the meeting, have the shares registered in the shareholder's own name with Euroclear Sweden AB, so that the person in question is registered as a shareholder in the share register on 18 May 2022. Such registration may be temporary.

If shareholders are to be represented by a proxy, the proxy must have a written, dated and signed by the shareholder an original power of attorney to the meeting. The power of attorney may not be older than one year unless a longer period of validity is stated in the power of attorney, but no longer than five years. If the power of attorney has been issued by a legal entity, the representative must also have the relevant registration certificate or equivalent authorization document for the legal entity.

## **PROPOSED AGENDA**

1. Opening of the meeting election of chairman and secretary at the meeting
2. Establishment and approval of the ballot paper
3. Approval of agenda
4. Selection of one or two adjusters
5. Examination of whether the Annual General Meeting has been duly convened
6. Presentation of submitted annual report and auditor's report as well as consolidated accounts and consolidated auditor's report.
7. Decisions
  - a) on the adoption of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet;

- b) on dispositions regarding profit or loss according to the approved balance sheet;
- c) on discharge from liability of Board members and the CEO;
- 8. Determination of board and auditor fees;
- 9. Election of the board and any deputy board members as well as auditors and any deputy auditors;
- 10. Resolution authorizing the Board of Directors to decide on a new issue of shares, warrants and / or convertibles;
- 11. Closing of the meeting.

#### **PROPOSED DECISION**

The proposed resolutions in items 8 and 9 have been presented by the shareholders Ola Rollén, Carl Palmstierna and Ulric Ljungblad (jointly the "Shareholders").

##### **Item 1. Election of chairman of the meeting**

The Board of Directors proposes that Carl Palmstierna be elected chairman of the meeting and that Martin Wildheim be elected secretary of the meeting.

##### **Item 4. Election of one or two adjusters**

The Board of Directors proposes that Cecilia Jinert Johansson be elected as an adjustment person to, together with Chairman Carl Palmstierna, adjust the minutes.

##### **Item 7 b). Proposed resolution on the adoption of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet**

The Board of Directors proposes that the funds available to the Annual General Meeting be SEK 345,103,241 in a new account and that no profit be distributed for the financial year 2021.

##### **Item 8. Determination of board and auditor fees**

The shareholders propose that a fee of no more than SEK 525,000 be paid to the Board according to the following distribution; The Chairman of the Board is remunerated with SEK 150,000 and each of the other Board members, who are not employees of the Group, is remunerated with SEK 75,000. Fees to the auditor are proposed to be paid according to an approved invoice.

##### **Item 9. Election of the board and any deputy board members as well as auditors and any deputy auditors**

The shareholders propose that the Board, for the period until the end of the next Annual General Meeting, shall consist of five ordinary members without deputies. The shareholders propose that the following persons be appointed as ordinary board members:

- Carl Palmstierna (re-election),
- Erik Lindeblad (re-election),
- Martin Wildheim (re-election),

- Staffan Zackrisson (re-election),
- Cecilia Jinert Johansson (re-election)

It is further proposed that Per Anell be dismissed from his assignment as a board member of the Company.

Finally, the shareholders propose that the re-election be carried out by the auditor Grant Thornton Sweden AB with Claes Jörstam as the principal auditor.

#### Item 10. Proposal for a resolution authorizing the Board

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board to, during the period until the next Annual General Meeting, on one or more occasions, with or without deviation from the shareholders' preferential rights, decide on the issue of shares, warrants or convertibles. It must be possible to make payment in cash, in kind or by set-off or otherwise with conditions. With the support of this authorization, the company's share capital and number of shares may be increased by a maximum of one amount and the number of shares that fall within the limits of the Articles of Association.

The purpose of the authorization and the reasons for any deviation from the shareholders' preferential rights is that issues should be able to take place in order to provide the Company with working capital and / or to provide the Company with new owners of strategic importance. New issues of shares, warrants or convertibles that take place with deviation from the shareholders' preferential rights shall take place at a market subscription price, including a market issue discount if applicable.

The Chairman of the Board, or the person appointed by the Board, shall have the right to make the formal adjustments to the decision that may prove necessary in connection with the registration thereof.

#### **MAJORITY REQUIREMENTS**

For resolutions in accordance with the Board's proposal in item 10, the resolution must be supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the Annual General Meeting.

#### **AVAILABLE DOCUMENTS AND INFORMATION**

Accounting documents, auditors' report and other documents that according to the Swedish Companies Act must be available at the Annual General Meeting, will be available at the Company's office at Bergfotsgatan 5A, 431 35, Mölndal and on the Company's website [www.freemelt.se](http://www.freemelt.se) no later than Tuesday 3 May and sent free of charge to the shareholders who request it and state their postal address. All of the above documents will also be presented at the meeting.

#### **NUMBER OF SHARES AND VOTES IN THE COMPANY**

At the time of issuing this notice, there are a total of 36,600,000 shares and votes in the Company. The company has no holding of own shares.

#### **PROCESSING OF PERSONAL DATA**

Personal information obtained from the share register kept by Euroclear Sweden AB, registration and participation in the meeting as well as information on deputies, proxies and assistants will be used for registration, preparation of the voting list for the meeting and, where applicable, minutes of the meeting. For further information on how personal data is processed in connection with the Annual General Meeting, please refer to the privacy policy on Euroclear's website: <https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>.

#### **SHAREHOLDERS 'RIGHT TO RECEIVE INFORMATION**

The shareholders are reminded of their right to, at the Annual General Meeting, request information from the Board of Directors and the CEO in accordance with Chapter 7. Section 32 of the Swedish Companies Act.

Mölnadal, April, 2022

**Freemelt Holding AB (publ)**

The Board of Directors