



# nilar

## Notice of annual general meeting in Nilar International AB

The shareholders of Nilar International AB, reg. no. 556600-2977, (the "Company") are hereby invited to the annual general meeting on Thursday 25 May 2023 at 12:00 at Scandic Hotel Täby, on Näsbyvägen 4 i Täby.

### Right to attend the general meeting

Shareholders who wish to attend the annual general meeting must:

- on the record date, which is Tuesday 16 May 2023, be registered in the share register maintained by Euroclear Sweden AB; and
- notify the Company of their participation and any assistants (no more than two) in the annual general meeting no later than Friday 19 May 2023. The notification shall be in writing to Nilar International AB, Att: Ulf Sandegren, Stockholmsvägen 116 A, 187 30 Täby or via e-mail: [bolagsstamma@nilar.com](mailto:bolagsstamma@nilar.com). The notification should state the name, personal/corporate identity number, shareholding, address and telephone number and, when applicable, information about representatives, counsels and assistants. When applicable, complete authorization documents, such as registration certificates and powers of attorney for representatives and assistants, should be appended the notification.

### Nominee shares

Shareholders, whose shares are registered in the name of a bank or other nominee, must temporarily register their shares in their own name with Euroclear Sweden AB in order to be entitled to participate in the general meeting. Such registration, which normally is processed in a few days, must be completed no later than on Tuesday 16 May 2023 and should therefore be requested from the nominee well before this date. Voting registration requested by a shareholder in such time that the registration has been made by the relevant nominee no later than on Friday 19 May 2023 will be considered in preparations of the share register.

### Proxy etc.

Shareholders represented by proxy shall issue dated and signed power of attorney for the proxy. If the proxy is issued by a legal entity, attested copies of the certificate of registration or equivalent authorization documents, evidencing the authority to issue the proxy, shall be enclosed. The proxy must not be more than one year old, however, the proxy may be older if it is stated that it is valid for a longer term, maximum five years. A copy of the proxy in original and, where applicable, the registration certificate, should be submitted to the Company by mail at the address set forth above and at the

Company's disposal no later than on 19 May 2023. A proxy form will be available on the Company's website, [www.nilar.com](http://www.nilar.com), and will also be sent to shareholders who so request and inform the Company of their postal address.

## Draft agenda

1. Opening of the meeting and election of chairman of the meeting
2. Preparation and approval of the voting list
3. Approval of the proposed agenda
4. Election of one or more persons to certify the minutes
5. Determination of whether the general meeting has been duly convened
6. Submission of the annual report and the auditors' report, group annual report and group audit report
7. Resolution regarding:
  - a. adoption of the income statement and the balance sheet, the group income statement and the group balance sheet
  - b. allocation of the Company's profit or loss in accordance with the adopted balance sheet
  - c. discharge of the directors of the board and the managing director from liability
8. Determining the number of directors and auditors
9. Determining the fees for the board of directors and the auditors
10. Election of board of directors, chairman of the board and auditors
11. Resolution regarding adoption of principles for the nomination committee
12. Resolution regarding guidelines for remuneration to senior executives
13. Resolution for the board to resolve on issuances
14. Closing of the meeting

## Proposed resolutions

### **Item 1: Opening of the meeting and election of chairman of the meeting**

The nomination committee proposes that Carl Svernlöv, attorney at law, at Baker McKenzie Advokatbyrå is appointed as chairman of the annual general meeting or, in his absence, the person appointed by him.

### **Item 7.b: Resolution regarding allocation of the Company's profit or loss in accordance with the adopted balance sheet**

The board of directors proposes that all funds available for the annual general meeting shall be carried forward.

### **Item 8-10: Determining the number of directors and auditors, determining the fees for the board of directors and the auditors and election of board of directors, chairman of the board and auditors**

The nomination committee proposes that the board shall consist of seven directors without deputies. The nomination committee further proposes that the number of auditors shall be one registered audit firm.

The nomination committee proposes that the remuneration shall be paid to the board of directors and the members of the established committees in the following amounts:

- SEK 200,000 for each director (SEK 200,000 previous year) and SEK 500,000 to the chairman (SEK 500,000 previous year);
- SEK 50,000 for members of the remuneration committee (SEK 50,000 previous year), where the chairman of the board shall not receive any additional remuneration for participation in committee work; and
- SEK 100,000 for members of the audit committee (SEK 100,000 previous year) and SEK 150,000 for the chair of the audit committee (SEK 150,000 previous year).

The nomination committee proposes that the auditor shall be entitled to a fee in accordance with approved invoice.

The nomination committee proposes the re-election of current directors Gunnar Wieslander, Marko Allikson, Peter Wesslau and John Häger, and the election of Britta Dalunde, Marie Fossum Strannegård and Per Johansson as new directors. It is also proposed to re-elect Gunnar Wieslander as chairman of the board. Stefan De Geer, Ulrika Molander and Helena Nathorst have declined re-election.

The nomination committee further proposes the election of the registered audit firm BDO AB as the Company's auditor for a period up until the end of the next annual general meeting. BDO AB has announced the authorized auditor Niclas Nordström as main responsible auditor.

#### Further information regarding the new proposed directors

**Name:** Britta Dalunde

#### **Education and background**

Executive MBA with Strategic Planning Specialism, Edinburgh Business School, 2010-2015

#### **Current assignments**

Chair of the board, Chorus AB

Director, Nordion Energi AB, Arlandabanan Infrastructure AB

#### **Previous assignments**

Director, ForSea AB, Global Ports Investments PLC, Kopy Goldfields AB, Projektengagemang Sweden AB, Binero Group AB, Knightec AB, HANZA Group AB, Boule Diagnostics AB et al.

CFO, SJ, Atea, Grontmij, Carlson Wagonlit Travel, Scandinavian Service Partner

#### **Year of birth**

1958

#### **Nationality**

Sweden

#### **Direct or related person ownership in the Company**

164,873 shares

#### **Independence**

According to the nomination committee's assessment, Britta Dalunde is independent in relation to the Company and the Company's management, and independent in relation to the Company's major shareholders.

**Name:** Marie Fossum Strannegård

#### **Education and background**

MBA, Strategic Management, Norwegian School of Business and Administration (NHH), 2004-2005

BSc, System Analysis (Computer Science), University of Karlstad, 1992-1995

#### **Current assignments**

Chair of the board, Peak Innovation AB

Director, Mercuri Urval KMR AB, Pennstiftet 103 AB, MU Group AB

External managing director, IVL Svenska Miljöinstitutet AB

**Previous assignments**

Leading positions, Ernst & Young, Northvolt, Ericsson, Fortum and various consulting companies

**Year of birth**

1973

**Nationality**

Sweden

**Direct or related person ownership in the Company**

None

**Independence**

According to the nomination committee's assessment, Marie Fossum Strannegård is independent in relation to the Company and the Company's management, and independent in relation to the Company's major shareholders.

**Name:** Per Johansson

**Education and background**

Management program, INSEAD, 2010-2011

MSc, Engineering, Royal Institute of Technology, 1995-1999

**Current assignments**

Director, Stora Sandön Industriutveckling AB, Berntson Brands AB

**Previous assignments**

Chair of the board, Mr Cap, Joniglas

Director, Ryds Glas

**Year of birth**

1975

**Nationality**

Sweden

**Direct or related person ownership in the Company**

None

**Independence**

According to the nomination committee's assessment, Per Johansson is independent in relation to the Company and the Company's management, and independent in relation to the Company's major shareholders.

**Independence in accordance with the Swedish Corporate Governance Code**

After an assessment of the proposed directors' independence the nomination committee has found that their proposal for the composition of the board of directors of the Company fulfills the requirements stipulated in the Swedish Corporate Governance Code (the "Code"). All proposed members of the board are considered independent to the Company, the management of the Company and the Company's major shareholders.

Further information regarding the for re-election proposed directors is available at the Company's website [www.nilar.com](http://www.nilar.com) and in the annual report.

## **Item 11: Resolution regarding adoption of principles for the nomination committee**

The nomination committee propose that the following principles for the nomination committee are adopted until further notice (the principles are unchanged from the last annual general meeting):

### **1. Role of the nomination committee**

1.1 The Company shall have a nomination committee with the task of preparing and proposing decisions to the annual, and as applicable extra, shareholders' meetings on electoral and remuneration issues and, where applicable, procedural issues for the appointment of the subsequent nomination committee. The nomination committee is to propose:

- the chairman of the annual general meeting;
- candidates for the post of chairman and other directors of the board;
- fees and other remuneration to each director;
- fees to members of committees within the board;
- election and remuneration of the Company auditor; and
- principles for the nomination committee.

1.2 The nomination committee shall in its assessment of the evaluation of the board and in its proposal in particular take into consideration the requirement of diversity and breadth on the board and strive for equal gender distribution.

1.3 The nomination committee shall give proposal regarding election of and remuneration to the auditor.

1.4 Regardless of how they have been appointed, the members of the nomination committee are to promote the interests of all shareholders of the Company.

### **2. Members of the nomination committee**

2.1 The nomination committee shall consist of four members, of whom three shall be nominated by the Company's three largest shareholders by voting power and the fourth shall be the chairman of the board. The chairman of the board shall as soon as reasonably practicable after the end of the third quarter, in an adequate manner, contact the three owner-registered largest shareholders, by voting power, according to the share register maintained by Euroclear Sweden AB at that time and request that they, taken into consideration the circumstances, within reasonable time which cannot exceed 30 days, in writing to the nomination committee nominate that person whom the shareholder wishes to appoint as member of the nomination committee. If any of the three largest shareholders wish not to exercise their right to appoint a member of the nomination committee, the next shareholder in consecutive order shall be entitled to appoint a member of the nomination committee. In the case that several shareholders abstain their right to appoint a member of the nomination committee, the chairman of the board shall not be required to contact more than eight shareholders, unless it is necessary in order to obtain a nomination committee consisting of a minimum of three members.

2.2 Unless otherwise agreed between the members, the chairman of the nomination committee shall be nominated by the largest shareholder by voting power. The chairman of the board shall never be the chairman of the nomination committee.

2.3 If a member nominated by a shareholder, during the year ceases to be one of the Company's three largest shareholders by voting powers, the member nominated by such shareholder shall resign from the nomination committee. Instead, a new shareholder among the three largest shareholders shall be entitled to independently

and in its sole discretion appoint a member of the nomination committee. However, no marginal changes in shareholding and no changes in shareholding which occur later than three months prior to the annual general meeting shall lead to a change in the composition of the nomination committee, unless there are exceptional reasons.

2.4 If a member of the nomination committee resigns before the nomination committee has completed its assignment, for reasons other than set out in item Fel! Hittar inte referensskälla., the shareholder who nominated such member shall be entitled to independently and in its sole discretion appoint a replacement member. If the chairman of the board resigns from the board, his/her successor shall replace the chairman of the board also on the nomination committee.

### **3. Announcement of the nomination committee members**

3.1 The chairman of the board shall ensure that the names of the members of the nomination committee, together with the names of the shareholders of whom they have been nominated, are published on the Company's website no later than six months before the annual general meeting.

3.2 If a member leaves the nomination committee during the year, or if a new member is appointed, the nomination committee shall ensure that such information, including the corresponding information about the new nomination committee member, is published on the website.

3.3 A change in the composition of the nomination committee shall be published immediately.

### **4. Proposals to the nomination committee**

4.1 Shareholders shall be entitled to propose board members for consideration by the nomination committee. The nomination committee shall provide the Company with information on how shareholders may submit recommendations to the nomination committee. Such information will be announced on the Company's website.

4.2 The chairman of the board of directors shall, as part of the work of the nomination committee, keep the nomination committee informed about the work of the board of directors, the need for particular qualifications and competences, etc., which may be of importance for the work of the nomination committee.

### **5. Proposals by the nomination committee**

5.1 When preparing its proposals, the nomination committee shall take into account that the board of directors is to have a composition appropriate to the Company's operations, phase of development and other relevant circumstances. The directors shall collectively exhibit diversity and breadth of qualifications, experience and background. The nomination committee shall further strive for equal gender distribution.

5.2 The nomination committee shall provide the Company with its proposals for board members in such time that the Company can present the proposals in the notice of the shareholders' meeting where an election is to take place.

5.3 When the notice of the shareholders' meeting is issued, the nomination committee shall issue a statement on the Company's website explaining its proposals regarding the composition of the board of directors. The nomination committee shall in particular explain its proposal against the background of the requirement to strive for an equal gender distribution. The statement is also to include an account of how the nomination committee has conducted its work. In case a resigning managing director is nominated for the position of chairman of the board of directors, the nomination committee shall specifically explain the reasons for such proposal.

5.4 The nomination committee shall ensure that the following information on candidates nominated for election or re-election to the board of directors is posted on the Company's website at the latest when the notice to the shareholders' meeting is issued:

- year of birth, principal education and work experience;
- any work performed for the Company and other significant professional commitments;
- any holdings of shares and other financial instruments in the Company owned by the candidate or the candidate's related natural or legal persons;
- whether the nomination committee deems the candidate to be independent from the Company and its executive management, as well as of the major shareholders in the Company. If the committee considers a candidate independent regardless of the existence of such circumstances which, according to the criteria of the Swedish Code of Corporate Governance, may give cause to consider the candidate not independent, the nomination committee shall explain its proposal; and
- in the case of re-election, the year that the person was first elected to the board.

## **6. Account of the work of the nomination committee**

6.1 All members of the nomination committee, where possible, and as a minimum one of the members, shall be present at the annual general meeting.

6.2 The nomination committee shall at the annual general meeting, or other shareholders' meetings where an election is to be held, give an account of how it has conducted its work and explain its proposals against the background of what is provided about the composition of the board in Fel! Hittar inte referenskälla.. The nomination committee shall in particular explain its proposal against the background of the requirement in Fel! Hittar inte referenskälla. to strive for an equal gender distribution.

## **7. Fees and Costs**

7.1 No fee shall be payable by the Company to any member of the nomination committee.

7.2 The Company shall bear all reasonable costs associated with the work of the nomination committee. Where necessary, the nomination committee may engage external consultants to assist in finding candidates with the relevant experience, and the Company shall bear the costs for such consultants. The Company shall also provide the nomination committee with the human resources needed to support the nomination committee's work.

## **8. Confidentiality**

8.1 A member of the nomination committee may not unduly reveal to anyone what he/she has learned during the discharge of his/her assignment as a nomination committee member. The duty of confidentiality applies to oral as well as written information and applies also after the assignment has terminated.

8.2 A nomination committee member shall store all confidential materials that he/she receives by reason of the nomination committee assignment in a manner so that the materials are not accessible to third parties. After the assignment has terminated, a nomination committee member shall hand over to the chairman of the board all confidential materials that the nomination committee member has received in his/her capacity as nomination committee member and still has in his/her possession, including any copies of the materials, to the extent reasonably possible taking into account inter alia technical aspects.

8.3 The chairman of the nomination committee may make public statements about the work of the nomination committee. No other nomination committee member may make statements to the press or otherwise make public statements regarding the Company and the Company group unless the chairman of the board has given permission thereto.

**Item 12: Resolution regarding guidelines for remuneration to senior executives**

The board of directors of the Company proposes that the annual general meeting resolves on guidelines for remuneration to senior executives in accordance with the below, to be in force until further notice. The guidelines are unchanged from the last annual general meeting.

**Who the guidelines include and the applicability of the guidelines**

These guidelines for remuneration to senior executives include directors, the managing director and persons who report directly to the managing director.

The guidelines shall be applied to fixed based salary and variable remuneration agreed upon, and to changes made to such remuneration, after the guidelines have been adopted by the general meeting.

The guidelines do not include remuneration resolved by the general meeting or other remuneration paid to senior executives and which is not explicitly stated in these guidelines.

The board of directors shall have the right to temporarily deviate, in whole or in part, from the guidelines if in an individual case it is considered that a deviation from the guidelines is commercially justified according to the board's assessment.

**The forms of remuneration, etc.**

Remuneration to senior executives consists of a fixed based salary and variable remuneration (short-term incentives). The general meeting may in addition - and independently of these guidelines - resolve on share or share price-related remuneration.

The Company's board of directors must in special cases be able to be remunerated for services within their respective areas of competence, which do not constitute board work. A market fee must be paid for these services, which must be approved by the board of directors and informed at the general meeting.

**Fixed based salary**

Fixed based salary for the managing director and other senior executives is reassessed annually.

**Variable compensation (short-term incentives)**

The variable remuneration shall consist of two parts. One part is determined by the achievement of certain goals for the Company, while the other part is determined by the achievement of individual goals.

The main part of the variable remuneration is linked to the Company's financial targets, while the individual part constitutes a smaller share of the same.

Goals for the managing director are proposed by the remuneration committee and decided by the board of directors, while goals for other senior executives are proposed by the managing director and decided by the remuneration committee.



Goals are decided during the first quarter of each financial year and the fulfillment of goals is measured and payment is made as soon as possible after the annual general meeting has approved the annual report for the year of earnings.

The variable remuneration can amount to a maximum of 30 percent of the fixed basic salary for the managing director and CFO and 20 percent of the fixed basic salary for other senior executives.

The current employment agreement runs during the notice period. If severance pay were to be paid, no variable compensation is paid for the period after the end of the notice period. The variable remuneration must be pensionable.

### **Long-term incentives**

Senior executives may be offered incentive programs which are mainly to be share or share price related. Share and share price-related incentive programs must be resolved by the general meeting and are therefore not covered by these guidelines.

### **Item 13: Resolution for the board to resolve on issuances**

The board of directors of the Company proposes that the annual general meeting of the shareholders shall resolve to authorize the board of directors until the next annual general meeting, on one or more occasions, with or without preferential rights for the shareholders, to issue shares, convertibles and/or warrants, with the right to subscribe for and convert into shares in the Company, respectively, corresponding to a maximum of 10 percent of the Company's share capital after dilution based on the number of shares in the Company at the time when the authorization is used for the first time, to be paid in cash, through set-off or in kind. The reason for the authorization and deviation from the shareholders' preferential rights is to enable raising capital for expansion through acquisitions of companies or assets and for the business of the Company as well as to adapt the Company's capital and/or ownership structure. If issuances are carried out with deviation from the shareholders' preferential rights, such issue shall be made in accordance with customary market terms. If the board of directors finds it suitable in order to enable delivery of shares in connection with a share issuance as set out above it may be made at a subscription price corresponding to the shares quota value.

The board of directors or anyone appointed by the board of directors is given the right to make the adjustments necessary in connection with the registration of the resolution at the Companies Registration Office.

### **Majority requirements**

A resolution in accordance with item 13 is valid where supported by shareholders representing at least two thirds of the votes cast and the shares represented at the general meeting.

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

The total number of shares and votes in the Company as of the date of the notice amounts to 318,582,257. The Company does not own any shares.

### **Other**

Copies of accounts, auditor statement and proxy form are available at least three weeks in advance of the annual general meeting. The complete proposals and other documents that shall be available in accordance with the Swedish Companies Act, including the complete proposed articles of association, are available at least two weeks in advance of the meeting. All documents are available at the Company's address at Stockholmsvägen 116 A, 187 30 Täby, Sweden and at the Company's

website [www.nilar.com](http://www.nilar.com) in accordance with the above and will be sent to shareholders who request it and provide their e-mail or postal address.

The shareholders are hereby notified regarding the right to, at the annual general meeting, request information from the board of directors and managing director according to Ch. 7 § 32 of the Swedish Companies Act.

### **Processing of personal data**

For information on how personal data is processed in relation the meeting, see the Privacy notice available on Euroclear Sweden AB's website:

<http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

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Täby in April 2023

### **Nilar International AB**

The board of directors

### **For further information, please contact:**

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### **About Nilar:**

Swedish-based Nilar International AB develops and manufactures batteries that are part of stationary energy storage systems. With better energy storage, society can support the increasingly stressed electricity grid by bridging imbalances between energy production and demand, especially important as the share of renewable energy sources increases. Nilar's battery technology is based on nickel metal hydride (NiMH) electrochemistry with a water-based electrolyte, which provides higher safety while allowing the components to be recycled and reused. Nilar has its headquarters in Täby and since 2012 all batteries have been developed and produced in the production facility in Gävle, which is powered by 100% renewable energy.

The Nilar share is listed on the Nasdaq First North Premier Growth Market under the ticker NILAR. FNCA Sweden is Certified Adviser. For more information see

[www.nilar.com](http://www.nilar.com).