

Org.nr/Reg no. 556600-2977

Protokoll från årsstämma med aktieägarna i Nilar International AB ("**Bolaget**") den 25 maj 2023 kl. 12:00 i Scandic hotell Täbys lokaler på Näsbyvägen 4 i Täby

*Minutes from the annual general meeting of the shareholders of Nilar International AB (the "**Company**") on Thursday 25 May 2023 at 12:00 at Scandic Hotel Täby, on Näsbyvägen 4 i Täby*

Deltagande aktieägare och övriga deltagande:

Participating shareholders and other participants:

Enligt bifogad röstlängd, Bilaga A

*According to attached voting list, Exhibit A*

## § 1

Gunnar Wieslander, styrelseordförande, hälsade på styrelsens vägnar alla välkomna till årsstämman och förklarade därefter stämman öppnad.

*Gunnar Wieslander, chairman of the board of directors, welcomed everybody on behalf of the board of directors and thereafter declared the annual general meeting open.*

Noterades att från Bolagets styrelse deltog förutom ordföranden Gunnar Wieslander, Marko Allikson, Peter Wesslau, John Häger, Stefan De Geer, Ulrika Molander och Helena Nathhorst. Det noterades att övriga ledamöter finns tillgängliga per telefon. Vidare närvarade vid stämman Bolagets verkställande direktör Erik Oldmark och Johan Hultin som företrädde Bolagets huvudansvariga revisor Therese Kjellberg från revisionsbolaget Deloitte AB. Vidare närvarade från valberedningen förutom Gunnar Wieslander, valberedningens ordförande Anders Gudmarsson och Ossian Ekdahl.

*It was noted that in addition to the chairman Gunnar Wieslander, Marko Allikson, Peter Wesslau, John Häger, Stefan De Geer, Ulrika Molander and Helena Nathhorst were present from the board of directors. It was noted that the other directors are available via phone. It was further noted that the Company's managing director, Erik Oldmark, and Johan Hultin, who represented the Company's main responsible auditor Therese Kjellberg from the audit firm Deloitte AB, were present. Further and in addition to Gunnar Wieslander, Anders Gudmarsson and, chairman of the nomination committee, Ossian Ekdahl were present from the nomination committee.*

Advokat Carl Svernlöv vid Baker McKenzie Advokatbyrå utsågs på valberedningens förslag till ordförande vid stämman. Ordföranden meddelade att han bett advokat Carl Isaksson vid Baker McKenzie Advokatbyrå att föra protokollet.

*Carl Svernlöv, attorney at law, at Baker McKenzie Advokatbyrå, was appointed as chairman of the general meeting in accordance with the nomination committee's proposal. The chairman informed that he had asked Carl Isaksson, attorney at law, at Baker McKenzie Advokatbyrå to keep the minutes.*

Årsstämman godkände att ett antal icke anmälda aktieägare och gäster med flera deltog i stämman som åhörare. Vidare noterades att ljud- eller bildupptagning inte var tillåten.

*The annual general meeting approved that a number of shareholders who had not duly notified the Company of their intention to attend, guests and others, participated in the meeting without voting rights. It was further noted that sound or visual recording was not allowed.*

## § 2

Till stämman var 55 493 798 aktier och röster anmälda. 55 446 750 aktier och röster var representerade vid stämman, vilket utgör cirka 17,40 procent av Bolagets totala antal registrerade aktier och röster.

*55,493,798 shares and votes had been registered for the general meeting. 55,446,750 shares and votes were represented at the general meeting, which is approximately 17.40 percent of the Company's total number of shares and votes.*

Röstlängden lades fram och stämman godkände densamma, Bilaga A.

*The voting list was presented and the general meeting approved the same, Exhibit A.*

## § 3

Stämman godkände den föreslagna dagordningen som intagits i kallelsen till stämman.

*The general meeting approved the proposed agenda as presented in the notice to the general meeting.*

## § 4

Det beslutades att utse två justeringspersoner. Stämman utsåg Ossian Ekdahl, som representerade aktieägaren Första AP-fonden, och Arne Lööv, som representerade Fjärde AP-fonden, att tillsammans med ordföranden justera dagens protokoll.

*It was resolved to appoint two persons to certify the minutes. The general meeting appointed Ossian Ekdahl, who represented the shareholder Första AP-fonden, and Arne Lööv, who represented the shareholder Fjärde AP-fonden, to certify the minutes together with the chairman of the general meeting.*

## § 5

Protokollföraren redogjorde för att kallelse till dagens stämma har, i enlighet med bolagsordningen, publicerats på Bolagets hemsida den 24 april 2023 och i Post- och Inrikes Tidningar den 27 april 2023. Upplysning om att kallelse skett har även publicerats i Svenska Dagbladet den 27 april 2023. *The keeper of the minutes stated that the notice has, in accordance with the articles of association, been published on the Company's website on 24 April 2023 and in the Swedish Official Gazette on 27 April 2023. Information that the notice has been published has also been printed in Svenska Dagbladet on 27 April 2023.*

Stämman förklarades därmed behörigen sammankallad.

*It was therefore declared that the general meeting had been duly convened.*

## § 6

Bolagets verkställande direktör Erik Oldmark redogjorde för Bolagets och koncernens verksamhet och utveckling under det gångna året. Erik Oldmark redogjorde även kortfattat om händelser efter räkenskapsårets slut. Erik Oldmark presenterade även koncernens räkenskaper i sammandrag. *The Company's managing director, Erik Oldmark, presented the Company's and the group's business and development the past year. Erik Oldmark also talked about events that had taken place after the end of the financial year. Erik Oldmark also presented the group's accounts in brief.*

Aktieägarna bereddes möjlighet att ställa frågor i anslutning till respektive anförande, varpå inga ställdes.

*The shareholders were invited to ask questions, in connection with each presentation, whereby no questions were asked.*

Styrelseordföranden Gunnar Wieslander redogjorde kortfattat för styrelsen arbete under det gångna året. Vidare redogjorde valberedningens ordförande Anders Gudmarsson för valberedningens arbete.

*Gunnar Wieslander, chairman of the board, briefly presented the work of the board of directors during the past year. Anders Gudmarsson, chairman of the nomination committee, also presented the work of the nomination committee.*

Aktieägarna bereddes möjlighet att ställa frågor i anslutning till respektive anförande, varpå inga ställdes.

*The shareholders were invited to ask questions, in connection with each presentation, whereby no questions were asked.*

Det noterades att årsredovisningshandlingarna för 2022 har funnits tillgängliga på Bolagets hemsida från och med den 13 april 2023 och har dessutom funnits tillgängliga på Bolagets kontor och lagts fram på stämman. De har därmed gjorts tillgängliga för aktieägarna och presenterats i sammandrag för stämmodeltagarna.

*It was noted that, the annual report for 2022 has been published on the Company's website since 13 April 2023 and has also been available at the Company's office and been presented at the meeting. The annual report has consequently been available for the shareholders and presented in brief for the participants of the meeting.*

Johan Hultin, som företrädde Bolagets huvudansvariga revisor Therese Kjellberg, föredrog revisionsberättelsen i sammandrag. Aktieägarna bereddes möjlighet att ställa frågor i anslutning till respektive anförande, varpå inga ställdes.

*Johan Hultin, who represented the Company's main responsible auditor Therese Kjellberg, presented the audit report in brief. The shareholders were invited to ask questions, in connection with each presentation, whereby no questions were asked.*

Årsredovisning och revisionsberättelse samt koncernredovisning och tillhörande revisionsberättelse för räkenskapsåret 2022 konstaterades därmed framlagda.

*The annual report and the audit report as well as the consolidated financial statements and the corresponding audit report for the fiscal year 2022 were thereby presented.*

## § 7

a) Det beslutades att fastställa resultaträkningen och balansräkningen samt koncernresultaträkningen och koncernbalansräkningen.

*a) The income statement and balance sheet as well as the group income statement and group balance sheet were adopted.*

b) Det beslutades att disponera resultatet i enlighet med styrelsens förslag i årsredovisningen, det vill säga att resultatet förs över i ny räkning.

*b) It was resolved to treat the result in accordance with the proposal of the board of directors in the annual report, i.e., the result shall be carried forward.*

c) Det beslutades att bevilja styrelsens ledamöter och verkställande direktören ansvarsfrihet gentemot Bolaget. Det antecknades att verkställande direktören och de styrelseledamöter som tillika är aktieägare eller representerade andras aktier ej deltog i beslutet såvitt gällde dem själva. Det antecknades vidare att beslutet var enhälligt såvitt gällde röstande aktieägare.

*c) It was finally resolved to discharge the directors of the board and the managing director from liability in relation to the Company. It was noted that the present directors and managing director representing their own or others' shares did not participate in the resolution regarding the discharge of the directors of the board from liability. It was also noted that the decision was unanimous with respect to the shareholders who voted.*

## § 8

Valberedningens ordförande presenterade samtliga valberedningens förslag enligt punkterna 8-10, Bilaga 1.

*The chairman of the nomination committee presented the committee's proposals under items 8-10, Exhibit 1.*

De styrelseledamöter som föreslogs för omval och nyval presenterades kort av valberedningens ordförande Anders Gudmarsson på uppdrag av stämмоordföranden.

*The directors of the board who were proposed to be re-elected and elected were presented briefly by the chairman of the nomination committee, Anders Gudmarsson, by request of the chairman of the annual general meeting.*

Aktieägarna bereddes möjlighet att ställa frågor i anslutning till anförandet, varpå inga ställdes.

*The shareholders were invited to ask questions, in connection with the presentation, whereby no questions were asked.*

Det beslutades, i enlighet med valberedningens förslag, att styrelsen ska bestå av sju styrelseledamöter utan suppleanter. Vidare beslutades att antalet revisorer ska vara ett registrerat revisionsbolag.

*It was resolved, in accordance with the nomination committee's proposal, that the board of directors shall consist of seven directors without deputies. It was further resolved that the number of auditors shall be one registered audit firm.*

## § 9

Det beslutades, i enlighet med valberedningens förslag, att ersättning till styrelsen och ledamöterna av dess utskott skulle utgå med följande belopp:

*It was resolved, in accordance with the nomination committee's proposal, that remuneration shall be paid to the board of directors and the members of its committees with the following amounts:*

- 200 000 kronor till envar styrelseledamot (200 000 kronor föregående år) och 500 000 kronor till styrelseordföranden (500 000 kronor föregående år);  
*SEK 200,000 for each director (SEK 200,000 previous year) and SEK 500,000 to the chairman (SEK 500,000 previous year);*
- 50 000 kronor för ledamöter i ersättningsutskottet (50 000 kronor föregående år), varvid styrelsens ordförande inte ska erhålla något ytterligare arvode för deltagande i utskottsarbete; och  
*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*
- 100 000 kronor för ledamöter i revisionsutskottet (100 000 kronor föregående år) och 150 000 kronor till ordförande i revisionsutskottet (150 000 kronor föregående år).  
*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).*

Vidare beslutades det att arvode till revisorn skulle utgå enligt godkänd räkning.

*Further, it was resolved that the auditor shall be entitled to a fee in accordance with approved invoice.*

## § 10

Stämman beslutade, i enlighet med valberedningens förslag, att omvälja nuvarande styrelseledamöterna Gunnar Wieslander, Marko Allikson, Peter Wesslau och John Häger, samt välja Britta Dalunde, Marie Fossum Strannegård och Per Johansson som nya styrelseledamöter. Stefan De Geer, Ulrika Molander och Helena Nathhorst har avböjt omval.

*The general meeting resolved, in accordance with the nomination committee's proposal, to re-elect the current directors Gunnar Wieslander, Marko Allikson, Peter Wesslau and John Häger, and to elect Britta Dalunde, Marie Fossum Strannegård and Per Johansson as new directors of the board. Stefan De Geer, Ulrika Molander and Helena Nathhorst have declined re-election.*

Gunnar Wieslander omvaldes till styrelsens ordförande.  
*Gunnar Wieslander was re-elected as chairman of the board of directors.*

Beslutades vidare att välja det registrerade revisionsbolaget BDO Mälardalen AB som ny revisor för tiden intill slutet av årsstämman 2023. Det noterades att BDO Mälardalen AB har anmält att den auktoriserade revisorn Niclas Nordström är huvudansvarig.

*It was also proposed to elect the registered audit firm BDO Mälardalen AB as new auditor up until the end of the annual general meeting 2023. It was noted that BDO Mälardalen AB has announced that the authorized auditor Niclas Nordström is the main responsible auditor.*

#### § 11

Valberedningens förslag om antagandet av instruktioner för utseende av en valberedning presenterades kort av valberedningens ordförande, Bilaga 1.

*The nomination committee's proposal of adoption of procedures for establishment of a nomination committee was briefly presented by the chairman of the nomination committee, Exhibit 1.*

Aktieägarna bereddes möjlighet att ställa frågor i anslutning till anförandet, varpå inga ställdes.  
*The shareholders were invited to ask questions, in connection with the presentation, whereby no questions were asked.*

Det beslutades att anta principer för valberedningen, i enlighet med valberedningens förslag, och ska gälla tills vidare.

*It was resolved to adopt principles for the nomination committee in accordance with the nomination committee's proposal, and shall be adopted until further notice.*

#### § 12

Stämмоordföranden presenterade kortfattat styrelsens förslag till beslut om riktlinjer för ersättning till ledande befattningshavare, Bilaga 2. Aktieägarna bereddes möjlighet att ställa frågor i anslutning till anförandet, varpå inga ställdes.

*The chairman of the meeting briefly presented the boards' proposal regarding guidelines for remuneration to senior executives, Exhibit 2. The shareholders were invited to ask questions, in connection with the presentation, whereby no questions were asked.*

Det beslutades om att anta riktlinjer för ersättning till ledande befattningshavare.

*It was resolved to adopt guidelines for remuneration to senior executives.*

#### § 13

Stämмоordföranden presenterade kortfattat styrelsens förslag till beslut om bemyndigande för styrelsen att emittera aktier, konvertibler och/eller teckningsoptioner, Bilaga 3. Aktieägarna bereddes möjlighet att ställa frågor i anslutning till anförandet, varpå inga ställdes.

*The chairman of the meeting briefly presented the boards' proposal regarding authorization for the board to issue shares, convertibles and/or warrants, Exhibit 3. The shareholders were invited to ask questions, in connection with the presentation, whereby no questions were asked.*

Det beslutades att bemyndiga styrelsen att emittera aktier, konvertibler och/eller teckningsoptioner i enlighet med styrelsens förslag.

*It was resolved to authorize the board to issue shares, convertibles and/or warrants in accordance with the board's proposal.*

Det noterades att beslutet var enhälligt.  
*It was noted that the resolution was unanimous.*

§ 14


Eftersom inga ytterligare ärenden hade hänskjutits till stämman avslutades stämman.  
*As no additional matters had been referred to the general meeting of the shareholders, the general meeting was closed.*


Gunnar Wieslander tackade särskilt de avgående ledamöterna för det fina arbete de gjort.  
*Gunnar Wieslander especially thanked the outgoing directors for the fine work they had done.*


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*At the minutes:*

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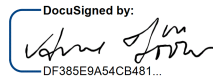
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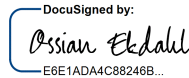
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- ii. send us an email to [DocuSign.Enquiries@bakermckenzie.com](mailto:DocuSign.Enquiries@bakermckenzie.com) and in the body of such request you must state your email, full name, mailing address, and telephone number. We do not need any other information from you to withdraw consent.. The consequences of your withdrawing consent for online documents will be that transactions may take a longer time to process..

### **Required hardware and software**

The minimum system requirements for using the DocuSign system may change over time. The current system requirements are found here: <https://support.docusign.com/guides/signer-guide-signing-system-requirements>.

### **Acknowledging your access and consent to receive and sign documents electronically**

To confirm to us that you can access this information electronically, which will be similar to other electronic notices and disclosures that we will provide to you, please confirm that you have read this ERSD, and (i) that you are able to print on paper or electronically save this ERSD for your future reference and access; or (ii) that you are able to email this ERSD to an email address where you will be able to print on paper or save it for your future reference and access. Further, if you consent to receiving notices and disclosures exclusively in electronic format as described herein, then select the check-box next to ‘I agree to use electronic records and signatures’ before clicking ‘CONTINUE’ within the DocuSign system.

By selecting the check-box next to ‘I agree to use electronic records and signatures’, you confirm that:

- You can access and read this Electronic Record and Signature Disclosure; and
- You can print on paper this Electronic Record and Signature Disclosure, or save or send this Electronic Record and Disclosure to a location where you can print it, for future reference and access; and
- Until or unless you notify Baker McKenzie as described above, you consent to receive exclusively through electronic means all notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you by Baker McKenzie during the course of your relationship with Baker McKenzie.

Röstlängd för årsstämma den 25 maj 2023 i Nilar  
International AB, org.nr 556600-2977

Bilaga A

Aktieägare	Ombud/Ställföreträdare	Närvarande aktier och röster	Antal aktier och röster % av totalt på stämman	Aktier och röster % av totalt i bolaget	Sida i bolagsstäm moaktiebok en
Första AP-fonden	Ossian Ekdahl (ombud)	30 212 371	54,49%	9,48%	82
Fjärde AP-fonden	Arne Lööv (Ombud)	25 234 379	45,51%	7,92%	80
<b>Summa anmälda och närvarande totalt</b>		<b>55 446 750</b>	<b>100,00%</b>	<b>17,40%</b>	
<b>Röst per aktie</b>			1		
<b>Totalt antal aktier och röster närvarande/företrädda</b>		55 446 750			
<b>Totalt antal aktier och röster i bolaget</b>		318 582 257			
<b>Andel företrädda aktier och röster vid stämman</b>			17,40%		