

# Notice of Extra General Meeting in Nilar International AB

The shareholders of Nilar International AB, reg. no. 556600-2977, (the "**Company**"), are hereby convened to the extra general meeting to be held on Monday 13 November 2023 at 13.00 CET at Baker McKenzie Advokatbyrå's premises on Vasagatan 7 in Stockholm.

## Right to attend the extra general meeting and notice

Shareholders wishing to attend the extra general meeting must:

- i. on the record date, which is Friday 3 November 2023, be registered in the share register maintained by Euroclear Sweden AB; and
- ii. notify the Company of their participation and any assistants (no more than two) in the annual general meeting no later than Tuesday 7 November 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 registered shares

Shareholders, whose shares are registered in the name of a nominee, must temporarily register the shares in their own name at Euroclear Sweden AB. Shareholders whose shares are registered in the name of a nominee must, no later than on Friday 3 November 2023, via their nominee, temporarily register the shares in their own name in order to be entitled to participate at the general meeting. Voting registration requested by a shareholder in such time that the registration has been made by the relevant nominee no later than on Tuesday 7 November 2023 will be considered in preparations of the share register.

## Proxy etc.

Shareholders who are casting advance votes via proxy should submit a power of attorney, dated and signed by the shareholder, together with the advance vote. 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. If the shareholder is a legal person, certificate of registration or other documents of authority shall be attached to the form. A form proxy will be available for downloading on the Company's website [www.nilar.com](http://www.nilar.com).

## Proposed 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 The issue of whether the general meeting has been duly called
- 6 Resolution regarding amendment of the Company's articles of association
- 7 Resolution regarding reduction of the Company's share capital for allocation to non-restricted equity
- 8 Closing of the meeting

## **Proposals for resolutions:**

### **Item 1: Election of the chairman of the general meeting**

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

### **Item 6: Resolution regarding amendment of the Company's articles of association**

The board of directors of the Company proposes that the extra general meeting resolves to amend the Company's articles of association as follows:

It is proposed that the office of the Company is changed from the Municipality of Täby in the County of Stockholm to the Municipality of Gävle in the County of Gävleborg. The articles of association § 2 will thereby have the following wording:

"The registered office of the company shall be in the Municipality of Gävle in the County of Gävleborg."

It is proposed that the limits for the share capital in the articles of association are changed from at least SEK 30,340,000 and no more than SEK 121,360,000 to at least SEK 3,150,000 and no more than SEK 12,600,000. The articles of association § 4 will thereby have the following wording:

"The share capital shall be at least SEK 3,150,000 and no more than of SEK 12,600,000."

It is further proposed that the limits for the number of shares shall be amended from at least 182,040,000 and no more than 728,160,000 to at least 315,000,000 and no more than 1,260,000,000. The articles of association § 5 will thereby have the following wording:

"The number of shares shall be at least 315,000,000 and no more than 1,260,000,000."

It is proposed that the limits for the number of directors of the board in the articles of association are changed from at least three and no more than ten directors to at least three and no more than six directors. The articles of association § 6 will thereby have the following wording:

"The board of directors shall consist of three (3) to six (6) directors with no more than ten (10) deputy directors.

The company shall have one (1) or two (2) auditors with no more than two (2) deputy auditors or one (1) or two (2) registered accounting firms."

The board of directors or a person nominated by it, shall be authorized to make such minor adjustments as may be required in connection with registration of the resolution with the Swedish Companies Registration Office.

Changes of the articles of association in accordance with this item are conditional upon the extra general meeting resolving on the reduction of the Company's share capital for allocation to non-restricted equity, in accordance with item 7.

### **Item 7: Resolution regarding reduction of the Company's share capital for allocation to non-restricted equity**

The board of directors of the Company proposes that the extra general meeting resolves as follows:

That the Company's share capital be reduced by SEK 49,911,220.313380 to SEK 3,185,822.57 for allocation to non-restricted equity.

The share capital shall be reduced without redemption of shares.

The resolution requires amendment to the articles of association in accordance with item 6.

The board of directors or a person nominated by it, shall be authorized to make such minor adjustments as may be required in connection with registration of the resolution with the Swedish Companies Registration Office.

#### **Majority requirements**

Resolutions in accordance with items 6 and 7 are valid only where supported by shareholders holding not less than two-thirds of both the shares voted and of the shares represented at the general meeting.

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

The total number of shares in the Company as of the date hereof amounts to 318,582,257 shares, with a corresponding number of votes. The Company holds no own shares.

#### **Further information**

Proxy form, the complete proposals and other documents that shall be available in accordance with the Swedish Companies Act are available at least two weeks in advance of the meeting. All documents are available at the Company and at the Company's website [www.nilar.com](http://www.nilar.com) and will be sent to shareholders who request it and provide their e-mail or postal address. The shareholders hereby notified regarding the right to, at the extra 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: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Täby in October 2023  
**Nilar International AB**  
The board of directors