

Pressrelease
Lund 2016-04-13

Notice of the Annual General Meeting in Nexam Chemical Holding AB (publ)

Note: This text has been translated from Swedish. The Swedish text shall govern for all purposes and prevail in case of any discrepancy with the English version.

The shareholders of Nexam Chemical Holding AB (publ), corporate identity 556919-9432, are hereby convened to the Annual General Meeting (“AGM”), held at 3.00 p.m. on Friday, May 13 2016 at Medicon Village, Scheelevägen 2, in Lund. Admission for registration from 2.00 p.m.

Notice of the Annual General Meeting 2016

The shareholders of Nexam Chemical Holding AB (publ), (“Nexam Chemical”), are hereby convened to attend the Annual General Meeting (“AGM”) held at 3.00 p.m. on Friday, May 13 2016 at Hörsalen, Medicon Village, Scheelevägen 2, in Lund.

Entitlement to participate and notification

Shareholders wishing to attend the AGM must,

- first, be listed in the share register kept by Euroclear Sweden AB on Saturday, May 7 2016 and
- secondly, not later than Monday, May 9 2016, inform Nexam Chemical in writing of their attendance and number of assistances, if any, to Nexam Chemical Holding AB (publ), Bolagsstämma, Scheelevägen 19, 223 63 Lund. Such notification can also be given by telephone +46 733 88 98 38, or by e-mail to info@nexamchemical.com.

Notification ought to include the shareholder’s name, address, telephone number, personal or corporate identity number, registered shareholding and information on proxies and number of assistances, if any. Notification and particulars of any proxy and assistances will be registered with Nexam Chemical to provide the basis for the voting list.

Proxies etc.

If shareholders attend by proxy, such proxy must bring a written power of attorney, dated and signed by the shareholder, to the AGM. This power of attorney may not be older than one year, unless a longer term of validity (although subject to a maximum of five years) is stated in the power of attorney. If the power of attorney is issued by a legal entity, a certified copy of registration certificate or equivalent document for the legal entity shall be presented. To facilitate entry, a copy of the power of attorney and other legitimacy papers is preferably attached to the notification of attendance of the AGM. Forms for power of attorney can be found at the Company’s website www.nexamchemical.com and at the head office in Lund, (Scheelevägen 19) and will be sent to shareholders who so request and state their address.

Nominee-registered shares

Shareholders who have their holdings nominee-registered, through bank or other administrator, must, to be entitled to participate in the AGM, temporarily register the shares in their own name at Euroclear Sweden AB. Such temporary re-registration of ownership must be implemented no later than Saturday, May 7 2016. Accordingly, shareholders must inform their nominees or banks of their wish of re-registration well in advance of Friday, May 6 2016 since the record date is a Saturday.

Other

The Annual Accounts and Audit Report of the Company and the Group, as well as complete proposals for resolution according to items 12-16 are available at the Company's head office in Lund and at the Company's website www.nexamchemical.com no later three weeks before the AGM and will upon request be sent to shareholders who state their address.

Shareholders attending the Annual General Meeting are entitled to request disclosures regarding matters on the agenda or the Company's or Group's financial position in accordance with chap. 7 § 32 of the Swedish Companies Act (2005:551).

Agenda

0. Opening of the meeting.
1. Election of Chairman of the meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two persons to verify the minutes.
5. Consideration of whether the meeting has been duly convened.
6. Address by
 - a) the Chairman of the Board; and
 - b) the CEO.
7. Presentation of the Annual Report and Audit Report for 2015 and the Consolidated Annual Report and Consolidated Audit Report for 2015.
8. Resolution on
 - a) adoption on the profit and loss statement and balance sheet, as well as the consolidated profit and loss statement and consolidated balance sheet;
 - b) distribution of the Company's results; and
 - c) discharge from liability for the Board members and CEO.
9. Determination of the number of Board members as well as the number of auditors and deputy auditors.

10. Determination of remuneration for the Board members and auditors.
11. Election of Board members, auditors and deputy auditors.
12. Instruction for the Nomination Committee.
13. Adoption of Remuneration Policy.
14. Resolution on amendment to the articles of association.
15. Authorization for issuing new shares.
16. Proposal from the shareholder Göran Samuelsson on publication of newsletters.
17. Closing of the meeting.

Proposed resolutions

Election of Chairman of the meeting (item 1)

The Nomination Committee proposes that the lawyer, Ola Grahn, is appointed Chairman of the meeting.

Distribution of the Company's results (item 8b)

The Board proposes that no dividends are paid and that unappropriated earnings are carried forward to a new account.

Determination of the number of Board members as well as the number of auditors and deputy auditors (item 9)

The Nomination Committee proposes that four Board members are elected.

Further, the Nomination Committee proposes that a registered public auditor is appointed as auditor.

Determination of remuneration for the Board members and auditors (item 10)

The Nomination Committee proposes that remuneration for the Board shall be paid with SEK 175,000 to the Chairman and SEK 125,000 to every other Board member.

It is proposed that the remuneration for the auditor shall be paid according to customary norms and approved invoice.

Election of Board members, auditors and deputy auditors (item 11)

The Nomination Committee proposes re-election of Lennart Holm, Cecilia Jinert Johansson, Daniel Röme and Per-Ewe Wendel as ordinary board members. The Nomination Committee proposes re-election of Lennart Holm as Chairman of the Board.

Information on the Board members proposed for re-election may be found in the Annual Report and at www.nexamchemical.com.

The Nomination Committee further proposes re-election of MAZARS SET Revisionsbyrå AB as auditor. MAZARS SET Revisionsbyrå AB has informed that Bengt Ekenberg will continue to be appointed as lead auditor.

Instruction for the Nomination Committee (item 12)

Appointment of the Nomination Committee shall take place before coming elections and remuneration. It is proposed that the Nomination Committee should consist of three members, representing the three largest shareholders at the end of June 2016. Remuneration will not be paid to the members of the Nomination Committee. It is further proposed that instruction and charter for the Nomination Committee is adopted.

Adoption of Remuneration Policy (item 13)

The Board proposes that the AGM resolves to adopt guidelines regarding remuneration for the CEO and other senior executives in Nexam Chemical with the following substantial terms.

The guidelines shall be applied to new agreements, or existing agreements reached between senior executives after the guidelines have been adopted, and until new or revised guidelines are determined.

Nexam Chemical's principle is that remuneration shall be paid on market and competitive conditions ensuring that senior executives can be recruited and retained. The remuneration for the CEO and other senior executives may be fixed salary, variable remuneration, pension, other benefits and share-based incentive programs. The guidelines means i.e. that the CEO and other senior executives will be offered a fixed salary that is on market terms.

In addition to fixed salary, the CEO and the CMO are entitled to a performance-based annual variable remuneration. The variable remuneration is conditional in relation to variable remuneration targets, is not pension-entitled and the variable remuneration for the CEO shall not exceed 100 per cent of fixed salary and shall not exceed 50 per cent of fixed salary for the CMO. Other senior executives may be offered variable remuneration on corresponding terms and conditions as the CMO. Nexam Chemical's commitments in reference to variable remuneration for the CEO and other senior executives who can be subject of variable remuneration targets are for 2016 calculated to amount to – if all targets are met in full – at the highest approximately SEK 5.0 million (including social charges)

The CEO is entitled to annual pension contributions equivalent to 28 per cent of the pensionable salary. Other senior executives are entitled to annual pension contributions equivalent to 12 per cent of the pensionable salary. A mutual notice period of six months applies for Nexam Chemical, the CEO and other senior executives and severance pay, in addition to salary, during the notice period may be up to a maximum of six months' salary for the CEO and other senior executives.

The Board shall be entitled to deviate from the guidelines in individual cases if there are special reasons for doing so.

Resolution on amendment to the articles of association (item 14)

The Board proposes that the articles of association are amended as follows:

	<i>Current wording</i>	<i>Proposed wording</i>
§ 8	<p>Notice of shareholders' meeting Notice of a General Meeting of shareholders shall be published in the Official Swedish Gazette (Post- och Inrikes Tidningar) as well as at the Company's website. At the time of the notice, an announcement with information that the notice has been issued shall be published in Svenska Dagbladet.</p> <p>Notice of Annual General Meeting and any Extraordinary General Meeting at which a proposal for amendment of the articles of association is to be considered shall be given not earlier than six weeks and not sooner than four weeks before the meeting. Notice of other Extraordinary General Meetings shall be given not earlier than six weeks and not sooner than two weeks before to the meeting.</p> <p>Shareholders who wish to participate in the business of a General Meeting must be recorded in a transcription or other presentation of the register of shareholders in effect five weekdays prior to the Meeting and must notify the Company of their intention to attend no later than the day stipulated in the notice of the Meeting. The latter-mentioned day may not fall on a Sunday, public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve, nor may it fall earlier than the fifth weekday prior to the Meeting.</p>	<p>Notice of shareholders' meeting Notice of a General Meeting of shareholders shall be published in the Official Swedish Gazette (Post- och Inrikes Tidningar) and by keeping the notice available at the Company's website. At the time of the notice, an announcement with information that the notice has been issued shall be published in Svenska Dagbladet.</p> <p>In order to be entitled to participate in the Meeting, shareholders shall both be recorded in a transcript or other account of the entire share ledger pertaining to the circumstances five business days before the Meeting and notify the Company accordingly on the day specified in the notice. The latter-mentioned day may not fall on a Sunday, public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve, nor may it fall earlier than the fifth business day prior to the Meeting.</p> <p>A shareholder may bring one or two advisors to the General Meeting and only if the shareholder has notified the Company of the number of such advisors in accordance with the provisions of the previous paragraph.</p>

	<p>At a General Meeting shareholders may be accompanied by one or two assistants, although only if the shareholder has given notification of this as specified in the previous paragraph.</p>	
§ 9	<p>Business at an Annual General Meeting of Shareholders</p> <p>The following business shall be addressed at annual general meetings:</p> <ol style="list-style-type: none"> 1. Election of the chairman of the meeting. 2. Preparation and approval of the voting list. 3. Approval of the agenda. 4. Election of one or two persons who shall approve the minutes of the meeting. 5. Determination of whether the meeting was duly convened. 6. Submission of the annual report and the auditors' report and, where applicable, the consolidated financial statements and the auditors' report for the group. 7. Resolutions regarding: <ol style="list-style-type: none"> a. adoption of the income statement and the balance sheet and, where applicable, the consolidated income statement and the consolidated balance sheet. b. disposition of the company's earnings or losses in accordance with the approved balance sheet. c. discharge from liability of the members of the board of directors and the managing director. 8. Determination of the number of members of the board of directors 	<p>Business at an Annual General Meeting of Shareholders</p> <p>The following business shall be addressed at annual general meetings:</p> <ol style="list-style-type: none"> 1. Election of chairman of the meeting. 2. Preparation and approval of the voting list. 3. Approval of the agenda. 4. Election of one or two persons who shall approve the minutes of the meeting. 5. Determination of whether the meeting was duly convened. 6. Submission of the annual report and the auditors' report and, where applicable, the consolidated financial statements and the auditors' report for the group. 7. Resolutions regarding: <ol style="list-style-type: none"> a. adoption of the income statement and the balance sheet and, where applicable, the consolidated income statement and the consolidated balance sheet. b. disposition of the company's earnings or losses in accordance with the approved balance sheet. c. discharge from liability of the members of the board of directors and the managing director. 8. Determination of the number of members of the board of directors and on the number of auditors and deputy auditors.

	<p>and, where applicable, on the number of auditors and deputy auditors.</p> <p>9. Determination of fees for members of the board of directors and auditors.</p> <p>10. Election of members of the board of directors and, where applicable, election of auditors and deputy auditors.</p> <p>11. Other business that shall be dealt with at the meeting in accordance with the Swedish Companies Act or the company's articles of association.</p>	<p>9. Determination of fees for members of the board of directors and auditors.</p> <p>10. Election of members of the board of directors and election of auditors and deputy auditors.</p> <p>11. Other business that shall be dealt with at the meeting in accordance with the Swedish Companies Act or the company's articles of association.</p>

Authorization for issuing new shares (item 15)

The Board proposes that the AGM authorizes the Board, on one or several occasions until the next AGM, with or without deviation from the shareholders' preferential rights, to resolve on new issues of shares. Issues may be made with or without the provisions regarding contribution in kind, set-off or other conditions. The number of shares that may be issued may not exceed a total of 7,190,000 shares (provided that such number of shares may be issued without amendment of the Articles of Association). The dilution may, upon full exercise of the authorization, amount to at the highest approximately 10 per cent. The purpose of the authorization is to enable to raise working capital, to enable to execute and finance acquisitions and to enable new issues to industrial partners within the framework of partnerships and alliances. To the extent the authorization is used for new issues with deviation from the shareholders' preferential rights, the issue price shall be on market terms.

Proposal from the shareholder Göran Samuelsson on publication of newsletters (item 16)

The shareholder Göran Samuelsson proposes that the AGM resolves that Nexam Chemicals information policy should be more inclusive, with the ambition to publish a monthly newsletter on its company website between the reporting months. Thus, maximum 8 newsletters each year. The newsletter shall briefly present the latest month's corporate events, as well as follow-ups and progresses of the small steps that drive the company forward and welcome feedback from the shareholders. Suggestion wise, the newsletter may be published on the company website on the first Friday of the actual month.

Particular majority decisions

Valid resolution of the issues under items 14 and 15 requires that the proposals are supported by shareholders representing at least two thirds of the votes submitted and represented at the AGM.

Number of shares and votes

As of the date of issuing of this notice to attend, the total number of registered shares and votes in the Company amounts to 64,724,000. The Company holds no own shares.

Lund, April 2016
Nexam Chemical Holding AB (publ)
The Board of Directors

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About Nexam Chemical

Nexam Chemical develops technology and products that make it possible to significantly improve the production process and properties of most types of plastics in a cost-effective manner and with retained production technology. The improved properties include strength, toughness, temperature and chemical resistance as well as service life. The improvements in properties that can be achieved by using Nexam Chemical's technology make it possible to replace metals and other heavier or more expensive materials with plastics in a number of applications. In applications where plastic is already used, Nexam Chemicals products can improve the manufacturing process, reducing material use and enable more environmental friendly alternatives. Example of commercial applications: pipe manufacturing, foam production and high-performance plastics. More information about the business will be found on www.nexamchemical.com. The company's Certified Adviser is Remium Nordic AB.