

*N.B. This is an unofficial translation of the Swedish original wording. In case of differences between the English translation and the Swedish original, the Swedish text shall prevail.*



**Press release  
Stockholm 2023-03-30**

## **NOTICE TO ATTEND THE ANNUAL GENERAL MEETING IN SILEON AB (PUBL)**

The shareholders of Sileon AB (publ) (the “**Company**” or “**Sileon**”), reg. no. 556584-5889, with its registered office in Stockholm, are hereby invited to the Annual General Meeting on Tuesday 2 May 2023 at 2:00 PM, at the Company’s premises in Münchenbryggeriet, Söder Mälarstrand 65, floor 5, in Stockholm.

### **Right to participate in the Annual General Meeting and notice of participation**

#### ***Notice of participation***

A shareholder who wishes to participate in the Annual General Meeting in person or represented by a proxy must (i) be recorded as a shareholder in the share register maintained by Euroclear Sweden AB relating to the circumstances on Friday 21 April 2023, and (ii) no later than Tuesday 25 April 2023 give notice by post to Sileon AB (publ), AGM 2023, Box 4169, SE-102 64 Stockholm, Sweden or via e-mail to [anm@sileon.com](mailto:anm@sileon.com). When providing such notice, the shareholder shall state name, personal or corporate registration number, address, telephone number and the number of any accompanying assistant(s) (maximum two assistants) as well as information about any proxy.

If a shareholder is represented by proxy, a written, dated proxy for the representative must be issued. A proxy form is available on the Company’s website, [www.sileon.com](http://www.sileon.com). If the proxy is issued by a legal entity, a certificate of registration or equivalent certificate of authority should be enclosed. To facilitate the registration at the Annual General Meeting, the proxy and the certificate of registration or equivalent certificate of authority should be sent to the Company as set out above so that it is received no later than Friday 28 April 2023.

#### ***Nominee-registered shares***

To be entitled to participate in the Annual General Meeting, a shareholder whose shares are held in the name of a nominee must, in addition to providing notification of participation, register its shares in its own name so that the shareholder is recorded in the share register relating to the circumstances on Friday 21 April 2023. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee’s procedures and in such time in advance as the nominee determines. Voting right registrations completed by the nominee not later than Tuesday 25 April 2023 are taken into account when preparing the share register.

### **PROPOSED AGENDA**

1. Opening of the Annual General Meeting.

2. Election of Chairman at the Annual General Meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons to approve the minutes.
6. Determination as to whether the Annual General Meeting has been duly convened.
7. Submission of the annual report and the auditors' report and the consolidated financial statements and the auditors' report for the group. In connection thereto, a presentation by the Chief Executive Officer.
8. Resolution regarding
  - a. adoption of the income statement and the balance sheet and, if applicable, the consolidated income statement and the consolidated balance sheet,
  - b. allocation of the Company's profits or losses in accordance with the adopted balance sheet,
  - c. discharge of the members of the Board of Directors and the CEO from liability.
9. Resolution regarding
  - a. determination of the number of members of the Board of Directors,
  - b. determination of the number of auditors and deputy auditors.
10. Determination of fees for members of the Board of Directors and auditor.
11. Election of members of the Board of Directors.  
*The nomination committee's proposal:*
  - a) Kent Hansson (re-election)
  - b) Torstein Harildstad (re-election)
  - c) Jenny Karlsson (re-election)
  - d) Linus Singelman (re-election)
12. Election of the chairman of the Board of Directors.  
*The nomination committee's proposal:*
  - a) Kent Hansson (re-election)
13. Election of the auditor and deputy auditors.
14. The Nomination Committee's proposal for a resolution on principles for the appointment of the Members of the Nomination Committee.
15. Resolution to authorise the Board of Directors to resolve on issues of new shares, etc.
16. Closing of the Annual General Meeting.

## **THE NOMINATION COMMITTEE'S PROPOSALS UNDER ITEMS 2, 9, 10, 11, 12, 13 AND 14**

The Nomination Committee, consisting of the Chairman of the Nomination Committee Jens Ismunden (appointed by RoosGruppen AB), Øystein Elgan (appointed by Rieber & Son) and Kent Hansson (Chairman of the Board of Directors), has submitted the following proposals.

### **Item 2 – Election of Chairman at the Annual General Meeting**

The Nomination Committee proposes that Kent Hansson, Chairman of the Board of Directors is appointed Chairman at the Annual General Meeting.

### **Item 9a– Resolution regarding determination of the number of members of the Board of Directors**

The Nomination Committee proposes that the Board shall consist of four (4) ordinary members without deputies.

**Item 9b– Resolution regarding determination of the number of auditors and deputy auditors**

The Nomination Committee proposes that the number of auditors shall be one (1) with no deputy auditors.

**Item 10 – Determination of fees for members of the Board of Directors and auditor**

The Nomination Committee proposes that remuneration to the Board shall be paid with SEK 215,000 to the Chairman of the Board and SEK 165,000 to each of the other members of the Board.

The Nomination Committee proposes that the fee to the auditor shall be paid in accordance with approved statement of costs.

**Item 11 - Election of members of the Board of Directors.**

The Nomination Committee proposes Kent Hansson, Torstein Harildstad, Jenny Karlsson and Linus Singelman are re-elected as members of the Board of Directors. All elections for the period until the end of the next Annual General Meeting.

More detailed information about the members of the Board of Directors proposed for re-election can be found on the Company's website, [www.sileon.com](http://www.sileon.com).

**Item 12 – Election of the chairman of the Board of Directors**

The Nomination Committee proposes re-election of Kent Hansson as Chairman of the Board of Directors.

**Item 13 – Election of the auditor and deputy auditors**

The Nomination Committee proposes that, for the period until the end of the next Annual General Meeting, the registered accounting firm KPMG AB be elected as auditor. In the event that KPMG AB is elected, the Nomination Committee notes that KPMG AB has informed that public accountant Magnus Ripa will be appointed as auditor in charge.

**Item 14 - The Nomination Committee's proposal for a resolution on principles for the appointment of the Members of the Nomination Committee.**

The Nomination Committee proposes that the Nomination Committee shall consist of three members appointed by the largest shareholders. No other changes are proposed regarding the principles for the Annual General Meeting.

The Nomination Committee's complete instructions can be found in the Nomination Committee's proposal.

**THE BOARD OF DIRECTORS' PROPOSALS UNDER ITEMS 8B AND 15****Item 8B – Resolution regarding allocation of the Company's profits or losses in accordance with the adopted balance sheet**

The Board of Directors proposes that the funds at the Annual General Meetings' disposal shall be carried forward, and, thus, that no dividend shall be paid.

### **Item 15 – Resolution to authorise the Board of Directors to resolve on issues of new shares, etc.**

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors, for the period until the end of the next Annual General Meeting, on one or several occasions and with or without deviation from the shareholders' preferential rights, to resolve on new issues of shares, warrants and/or convertibles entitling to shares.

The authorisation may be utilised for new issues of shares, warrants and/or convertibles entitling to shares, which may be made with provisions regarding contribution in cash, in kind or through set-off corresponding to not more than 20 per cent of the registered share capital in the Company at the time of the issue resolution. The authorization may also be exercised for issues of shares, warrants and/or convertibles with preferential rights for shareholders corresponding to the available capacity according to the Company's Articles of Association at the time of the issue resolution. The subscription price shall be determined on market terms and conditions. However, in order to enable delivery of shares in connection with a cash issue as described above, this may, if the Board of Directors deems it appropriate, be made at a subscription price corresponding to the quota value of the shares, whereby the issue is directed to an issuing agent that acts as a settlement bank for investors.

Deviation from the shareholders' preferential rights shall be possible in connection with future investments in the form of acquisitions of operations, companies, shares in companies or otherwise for the Company's future expansion. If the Board resolves on an issue with deviation from the shareholders' preferential rights, the rationale shall be that the Board shall be able to issue shares in the Company to be used as a means of in-kind payment or the right to offset debt, or to in a flexible and cost-efficient manner raise capital to use as means of payment or to continuously adjust the Company's capital structure.

The Board of Directors, or any person appointed by the Board of Directors, shall have the right to make any adjustments or amendments of the above resolution which may be required in connection with the registration of such resolution and to take any other measure deemed necessary for the execution of the resolution.

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### **Special majority requirement**

For a valid resolution in accordance with item 15 above, it is required that the proposal be supported by at least two thirds (2/3) of the shares represented and votes cast at the Annual General Meeting.

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

As per the date of this convening notice, the total number of outstanding shares in the Company is 33,793,604 that entitle to one vote per share at the AGM. The Company does not hold any treasury shares.

### **Documentation**

The annual report and all other documentation for the proposals are available at the Company's office at Sileon AB (publ), Box 4169, SE-102 64 Stockholm, Sweden, and at the Company's website, [www.sileon.com](http://www.sileon.com), no later than two weeks before the Annual General Meeting. Moreover, the nomination committee's motivated statement is available at the Company's address above, as well as at [www.sileon.com](http://www.sileon.com), from the date of this convening notice. Copies of the documents will be sent to shareholders who so request and who inform the Company of their postal address.

The Board of Directors' proposal in accordance with item 15 above is fully formulated in the convening notice.

#### **Shareholders' right to obtain information**

Shareholders are reminded of their right to, at the Annual General Meeting, obtain information from the Board of Directors and CEO in accordance with Chapter 7 Section 32 of the Swedish Companies Act. Shareholders who wish to submit questions in advance may do so by sending post to Sileon AB (publ), Box 4169, SE-102 64 Stockholm, Sweden or via e-mail to [anm@sileon.com](mailto:anm@sileon.com).

#### **Processing of personal data**

For information about how your personal data is processed, it is referred to the privacy notice available at Euroclear's webpage: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Stockholm in March 2023

**Sileon AB (publ)**

*The Board of Directors*