

*N.B. This notice has been prepared in both Swedish and English language versions. In the event of any discrepancies between the versions, the Swedish version shall prevail.*

## **Notice to Extraordinary General Meeting in Sotkamo Silver AB**

Shareholders of Sotkamo Silver AB, reg. no 556224-1892 are hereby invited to an Extraordinary General Meeting to be held on 16 February 2023 at 10.00 CET at Advokatfirman Schjødt, Hamngatan 27 in Stockholm. The entrance to the meeting and registration will open at 09.30 CET.

The Board of Directors have decided, pursuant to the company's articles of association, that shareholders shall also have the right to exercise their voting rights by postal voting. Shareholders may therefore choose to exercise their voting rights at the general meeting by attending in person, through a proxy or by postal voting.

### **Vote at the general meeting**

Those who wish to exercise their voting rights at the Extraordinary General Meeting must:

- (i) be entered as a shareholder in the share register kept by Euroclear Sweden AB on 8 February 2023, and
- (ii) give notice of attendance at the general meeting to the company in accordance with the instructions set out in the section "*Notice of attendance for participating in person or through a proxy*" no later than on 10 February 2023 or submit a postal vote in accordance with the instructions set out in the section "*Instructions for postal voting*" no later than on 15 February 2023.

In order to be entitled to participate at the Extraordinary General Meeting, a shareholder whose shares are held with a nominee must (including Finnish shareholders that are registered within the Finnish book-entry system at Euroclear Finland Oy), apart from giving notice of their attendance at the meeting, register their shares in their own name so that the shareholder is registered in the share register kept by Euroclear Sweden AB as per the record date 8 February 2023. Such registration may be temporary (so called voting right registration) and request for such registration shall be made to the nominee in accordance with the nominee's routines in such time in advance as decided by the nominee (for shares registered within the Finnish book-entry system at Euroclear Finland Oy, what has been previously stated regarding nominees also applies in relation to Euroclear Finland Oy). Voting rights registrations completed by relevant nominees (including Euroclear Finland Oy) no later than 10 February 2023 are taken into account when preparing the meeting's register of shareholders.

### **Notice of attendance for participating in person or through a proxy**

Those who wish to participate in the general meeting in person or through a proxy shall give notice of attendance to the company no later than on 10 February 2023 to Advokatfirman Schjødt, Att: Anna Norberg, Box 715, SE-101 33 Stockholm (mark the envelope with "Sotkamo Silver Extraordinary General Meeting 2023") or by e-mail to [anna.norberg@schjodt.com](mailto:anna.norberg@schjodt.com) with reference "Sotkamo Silver Extraordinary General Meeting 2023".

The notice of attendance shall state name, personal identification number (Sw. *personnummer*) or corporate registration number, address, telephone number and, where relevant, the number of accompanying advisors (not more than two).

Those who do not wish to attend the general meeting in person or exercise their voting rights by postal voting may exercise their voting rights at the general meeting through a proxy in possession of a written, signed and dated proxy form. The validity term of the proxy form may

not be more than one year, unless a longer validity term (however no longer than five years) is specifically stated in the proxy form. A proxy form issued by a legal entity must be accompanied by a copy of a certificate of registration or a corresponding document of authority for the legal entity. To facilitate the registration at the general meeting, proxy forms, certificates of registration and other documents of authority should be submitted either by e-mail to [anna.norberg@schjodt.com](mailto:anna.norberg@schjodt.com) with reference "Sotkamo Silver Extraordinary General Meeting 2023" alternatively by post to Advokatfirman Schjødt, Att: Anna Norberg, Box 715, SE-101 33 Stockholm (mark the envelope with "Sotkamo Silver Extraordinary General Meeting 2023") no later than on 10 February 2023. Please note that notice of attendance must be given even if a shareholder wishes to exercise its rights at the meeting through a proxy. A submitted proxy form does not count as a notice of attendance. Template proxy forms in Swedish, English and Finnish are available on the Company's website, [www.silver.fi/sv](http://www.silver.fi/sv).

### **Instructions for postal voting**

Shareholders who wish to exercise their voting rights by postal voting shall use the voting form and follow the instructions available on the company's website, [www.silver.fi/sv](http://www.silver.fi/sv). The postal vote must be received by the company no later than on 15 February 2023. The postal voting form shall be sent to Advokatfirman Schjødt, Att: Anna Norberg, Box 715, SE-101 33 Stockholm (mark the envelope with "Sotkamo Silver Extraordinary General Meeting 2023") alternatively by e-mail to [anna.norberg@schjodt.com](mailto:anna.norberg@schjodt.com) with reference "Sotkamo Silver Extraordinary General Meeting 2023".

Those who wish to withdraw a submitted postal vote and instead exercise their voting rights by participating at the general meeting in person or through a proxy must give notice thereof to the general meeting's secretariat prior to the opening of the general meeting.

If the shareholder votes by proxy, a dated power of attorney shall be enclosed with the voting form. A proxy form is available upon request and on the company's website, [www.silver.fi/sv](http://www.silver.fi/sv). If the shareholder is a legal entity, a certificate of incorporation or other authorization document shall be enclosed with the voting form. Shareholders are not allowed to include special instructions or conditions in the postal vote. If special instructions or conditions are included, such postal voting forms become invalid. Further information and conditions can be found in the voting form.

For questions about the general meeting or to receive a postal voting form or proxy form by post, please contact Advokatfirman Schjødt, Att: Anna Norberg, Box 715, SE-101 33 Stockholm (mark the envelope with "Sotkamo Silver Extraordinary General Meeting 2023") alternatively by e-mail to [anna.norberg@schjodt.com](mailto:anna.norberg@schjodt.com) with reference "Sotkamo Silver Extraordinary General Meeting 2023".

### **Proposed agenda**

Proposed agenda at the Extraordinary General Meeting.

- 1) Election of the chairman of the meeting
- 2) Election of one or two persons to verify the minutes
- 3) Preparation and approval of the voting list
- 4) Determination of whether the meeting has been duly convened
- 5) Approval of the agenda
- 6) Resolutions to amend the articles of association and to reduce the share capital in order to enable the new issuances of shares under items 8 and 9
  - a) The Board of Directors' proposal to amend § 4 of the articles of association
  - b) The Board of Directors' proposal to reduce the share capital
- 7) Resolutions to amend the articles of association

- 8) Resolution to approve of the Board of Directors' decision to resolve upon a share issue with preferential rights for the company's shareholders
- 9) Resolution to approve the Board of Directors' decision to resolve upon a directed issue of shares
- 10) The Board of Directors' proposal to resolve on a bonus issue to enable registration of the resolution to reduce the share capital under item 6 and the new issuances of shares under items 8 and 9.

### **Proposals for resolutions:**

#### **Item 1 – Election of chairman of the meeting**

The Board of Directors proposes attorney Ylva Forsberg from Advokatfirman Schjødt, or in case of her impediment, the person instead appointed by the Board of Directors, to be elected Chairman of the meeting.

#### **Item 2 – Election of one or two persons to verify the minutes**

The Board of Directors proposes that Sanna Nikola-Määttä, together with the chairman of the meeting, or, in the event of an impediment of one of them or both, the person or the persons assigned by the Board of Directors, shall verify the minutes. The persons verifying the minutes shall also review the voting list and that received postal votes are correctly reflected in the minutes.

#### **Item 3 – Preparation and approval of the voting list**

The voting list which is proposed to be approved under item 3 shall be the voting list drawn up by the company, based on the meeting's share register, shareholders who have registered to participate and are present at the general meeting, as well as postal votes received. The voting list shall be reviewed by the person verifying the minutes.

#### **Item 6 – Resolution to amend the articles of association and to reduce the share capital in order to enable the proposed new issuances of shares under items 8 and 9**

*General information regarding the Board of Directors' proposal under item 6*

To enable the execution of the Board of Directors' proposal on issuances of shares under items 8 and 9, the Board of Directors proposes that the general meeting resolves on a share capital reduction and an amendment to the articles of association regarding the limits of the share capital. The items 6 a) – b) are one proposal to be approved together in one resolution at the general meeting. A resolution in accordance with this item 6 is conditional upon that the meeting also resolves the proposals in accordance with items 7, 8, 9 and 10. A valid resolution requires that the resolution is supported by shareholders representing at least two thirds of the votes cast as well as of the shares represented at the Extraordinary General Meeting.

#### **Item 6 a) – The Board of Directors' proposal to amend § 4 of the articles of association**

To enable the reduction of the share capital under item 6 b), the Board of Directors proposes that the general meeting resolves that the share capital limits in § 4 of the articles of association be amended as follows.

#### *Current wording*

The share capital shall not be less than SEK 100,000,000 and not more than SEK 400,000,000.

#### *Proposed wording*

The share capital shall not be less than SEK 10,870,000 and not more than SEK 43,480,000.

#### **Item 6 b) – The Board of Directors' proposal to reduce the share capital**

The Board of Directors proposes that the general meeting resolves on a reduction of the

company's share capital by SEK 264,000,000. The reduction shall be made without cancellation of shares. The reduction amount shall be allocated as non-restricted equity. The reduction is made in order to reduce the quota value of the shares to enable the issuances of shares to be approved under items 8 and 9. Following the reduction, the company's share capital will amount to SEK 10,871,387.985048 divided between 200,366,211 shares in total (prior to the new issuances of shares), each share having a quota value of approximately SEK 0.054258.

*The Board of Directors' statement pursuant to Chapter 20, Section 13, fourth paragraph of the Swedish Companies Act*

The effect of the Board of Directors' proposal is that the company's share capital is reduced by SEK 264,000,000 from SEK 274,871,387.985048 to SEK 10,871,387.985048. The Board of Directors has also proposed that the general meeting shall approve the new issuances of shares pursuant to items 8 and 9 of the notice. Final terms regarding the new issuances will be published in a press release. The Board of Directors has further proposed that the general meeting shall resolve on a potential bonus issue pursuant to item 10 in the notice resulting in a simultaneous increase of at least the amount required in order to restore the share capital. By carrying out new issuances of shares and the potential bonus issue at the same time as the share capital reduction, the share capital increases by at least the reduction amount. The company may thus execute the reduction without approval from the Swedish Companies Registration Office or public court, since the measures taken together do not result in a decrease in the company's restricted equity nor share capital.

#### **Item 7 – Resolutions to amend the articles of association**

*General information regarding the Board of Directors' proposal under item 7*

In order to register the resolutions regarding issuances of shares pursuant to items 8 and 9 below the Board of Directors proposes that the articles of association are adjusted in accordance with what is stated below.

The Board of Directors, the CEO, or anyone appointed by the Board of Directors or the CEO, shall be authorized to make such minor amendments to the above resolution as may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB or due to other formal requirements.

A resolution in accordance with this item 7 is conditional upon that the meeting also resolves in accordance with items 6, 8, 9 and 10. A valid resolution requires that the resolution is supported by shareholders representing at least two thirds of the votes cast as well as of the shares represented at the Extraordinary General Meeting.

*The Board of Directors' proposal to amend § 4 of the articles of association*

§ 4 in the articles of association is proposed to have the following wording.

*Current wording (after amendments in accordance with item 6 above)*

The share capital shall not be less than SEK 10,870,000 and not more than SEK 43,480,000.

*Proposed wording*

The share capital shall not be less than SEK 274,000,000 and not more than SEK 1,096,000,000.

*The Board of Directors' proposal to amend § 5 of the articles of association*

§ 5 in the articles of association is proposed to have the following wording.

*Current wording*

The number of shares shall be not less than 70,000,000 and not more than 280,000,000.

*Proposed wording*

The number of shares shall be not less than 200,000,000 and not more than 800,000,000.

**Item 8 – Resolution to approve of the Board of Directors' decision to resolve upon a share issue with preferential rights for the company's shareholders**

On 17 January 2023 the company announced that the Board of Directors has resolved upon a share issue with preferential rights for the shareholders (the "**Rights Issue**"), conditional upon the general meeting's subsequent approval. The Board of Directors' proposes that the general meeting resolves upon the approval of the Board of Directors' resolution of 17 January 2023 to issue new shares with preferential rights for the company's shareholders on the following terms and conditions:

1. The Board of Directors, or a person appointed by the Board of Directors, is authorized to resolve upon, at the latest, 10 February 2023, the minimum and the maximum amount by which the company's share capital shall be increased, the minimum and the maximum number of shares that shall be issued and the subscription price per share to be paid. The possibility for the Board of Directors to determine the lowest number of shares in the Rights Issue means that completion of the Rights Issue may be conditional upon that a certain level of subscription is achieved in the Rights Issue and Directed Issue (in accordance with item 9 below). If such level of subscription is not achieved, the Rights Issue will not be executed. Upon such cancellation of the Rights Issue, subscribers having subscribed and paid for shares in the Rights Issue will have the subscription price repaid. It should be noted however that any subscription rights received or acquired will become worthless (without compensation) in the event of cancellation of the Rights Issue.
2. The subscription price for each new issued share, as well as final terms and conditions for the new share issue, will be published in a press release.
3. In the event that the subscription price is determined to an amount that exceeds the quota value, the amount that exceeds the share's quota value shall be transferred to the unrestricted premium reserve. In the event that the subscription price is determined to an amount that is below the quota value, an amount corresponding to the difference between the subscription price and the quota value of the shares shall be added to the share capital by transfer from the company's equity capital, in accordance with Chapter 13, Section 4, third paragraph of the Swedish Companies Act, so that the company's share capital through the new share issue and the transfer from the equity capital is increased in total by an amount corresponding to the share's quota value per subscribed, allocated and paid share.
4. The right to subscribe for shares shall, in accordance with the shareholders' preferential rights, vest with those who are registered as shareholders in the company on 20 February 2023 (the "**Record Date**").
5. Subscription for shares, with preferential rights, is made with the support of subscription rights.
6. Subscription of shares with the support of subscription rights must be made by simultaneous cash payment during the period from, and including, 22 February 2023, until, and including, 8 March 2023. The Board of Directors has the right to extend the subscription and payment period.
7. Subscription of shares without the support of subscription rights must be made on a special subscription list during the period starting, and including, 22 February 2023, until, and

including, 8 March 2023. Payment for shares that are subscribed for without the support of subscription rights must be paid in cash in accordance with the instructions on the transaction note no later than the third banking day after notification of allocation is sent to the subscriber through transaction note. The Board of Directors has the right to extend the subscription period and payment period.

8. The new shares issued in the Rights Issue shall carry a right to dividends commencing on the first record date that occurs after the registration of the shares with the Swedish Companies Registration Office and the entry of the shares in the share register kept by Euroclear Sweden AB.
9. In the event all shares in the Rights Issue are not subscribed for with the support of subscription rights, the Board of Directors shall, within the framework of the Rights Issue's maximum amount, resolve on the allotment of shares subscribed for without the support of subscription rights in accordance with the following allocation bases:
  - i. Firstly, allotment shall be made to those who have subscribed for shares with the support of subscription rights, regardless of whether the subscriber was a shareholder on the record date or not, and in case of over subscription in relation to the number of subscription rights that each has used for subscription of shares and, to the extent that this is not possible, by drawing of lots.
  - ii. Secondly, allotment shall be made to those who have subscribed for shares without subscription rights, and, in the event that these cannot be fully made, allotment shall be made in relation to the number of shares that each has registered for subscription and, to the extent this is not possible, by drawing of lots.
  - iii. If the Rights Issue has been guaranteed, in whole or in part, any remaining shares shall, thirdly and lastly, be allocated to the parties who committed to guarantee the Rights Issue in accordance with agreed guarantee commitments.

A resolution in accordance with this item 8 is conditional upon that the meeting also resolves in accordance with items 6, 7, 9 and 10.

The Board of Directors, the CEO, or anyone appointed by the Board of Directors or the CEO, shall be authorized to make such minor amendments to the above resolution as may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB or due to other formal requirements.

#### **Item 9 – Resolution to approve the Board of Directors' decision to resolve upon a directed issue of shares**

On 17 January 2023 the company announced that the Board of Directors has resolved upon a directed issue of shares (the "**Directed Issue**"), conditional upon the general meeting's subsequent approval. The Board of Directors proposes that the general meeting resolves upon the approval of the Board of Directors' decision of 17 January 2023 to resolve upon a directed issue of shares on the following terms and conditions:

1. The Board of Directors, or a person appointed by the Board of Directors, is authorized to resolve upon, at the latest, 10 February 2023, the minimum and the maximum amount by which the company's share capital shall be increased, the minimum and the maximum number of shares that shall be issued and the subscription price per share to be paid. The possibility for the Board of Directors to determine the lowest number of shares in the Directed Issue means that completion of the Directed Issue may be conditional upon that a certain level of subscription is achieved in the Directed Issue and Rights Issue (in accordance

with item 8 above). If such level of subscription is not achieved, the Directed Issue will not be executed. Upon such cancellation of the Directed Issue, subscribers having subscribed and paid for shares in the Directed Issue will have the subscription price repaid.

2. The right to subscribe to the new shares shall vest, with deviation from the shareholders' preferential rights, a limited number of institutional investors. The reason for the deviation from the shareholders' preferential rights is that the company's needs to strengthen its financial position. The Board of Directors has considered a larger rights issue to further secure the Company's needs. However, the Company has received indications from its shareholders that they are not willing to participate in a larger rights issue (a larger rights issue was proposed at the Extraordinary General Meeting held on 28 December 2022 but was not approved by the shareholders). The Board of Directors is therefore of the opinion that it is in the company's and the shareholders' best interest to have a separate directed share issue to enable participation from non-existing shareholders at higher amounts than what may potentially not be picked up by existing shareholders in the Rights Issue. Another reason for the deviation from the shareholders' preferential rights is to further strengthen the shareholder base with institutional shareholders.
3. The subscription price for each new issued share, as well as final terms and conditions for the new share issue, will be published in a press release.
4. In the event that the subscription price is determined to an amount that exceeds the quota value, the amount that exceeds the share's quota value shall be transferred to the unrestricted premium reserve. In the event that the subscription price is determined to an amount that is below the quota value, an amount corresponding to the difference between the subscription price and the quota value of the shares shall be added to the share capital by transfer from the company's equity capital, in accordance with Chapter 13, Section 4, third paragraph of the Swedish Companies Act, so that the company's share capital through the new share issue and the transfer from the equity capital is increased in total by an amount corresponding to the share's quota value per subscribed, allocated and paid share.
5. Subscription for the new shares shall be made through signing of a subscription list no later than 8 March 2023.
6. The payment in cash shall be made no later than 15 March 2023. The Board of Directors shall have the right to resolve upon payment by way of set-off in accordance with Chapter 13, Section 41 of the Swedish Companies Act.
7. The Board of Directors shall be entitled to extend the subscription period and period of payment.
8. The new shares issued shall carry a right to dividends commencing on the first record date that occurs after the registration of the shares with the Swedish Companies Registration Office and the entry of the shares in the share register kept by Euroclear Sweden AB.

The Board of Directors, the CEO or a person appointed by the Board of Directors or the CEO shall be authorized to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB or due to other formal requirements.

A resolution in accordance with this item 9 is conditional upon that the meeting also resolves in accordance with items 6, 7, 8 and 10.

A valid resolution requires that the resolution is supported by shareholders representing at least two thirds of the votes cast as well as of the shares represented at the Extraordinary General

Meeting.

**Item 10 – The Board of Directors' proposal to resolve on a bonus issue to enable registration of the resolution to reduce the share capital under item 6 and the new issuances of shares under items 8 and 9.**

*General information regarding the Board of Directors' proposal under item 10*

To enable the registration of the Board of Directors' proposal of resolution on the share capital reduction pursuant to item 6 and the new issuances of shares under items 8 and 9, in case such new issuances are not subscribed for to the extent required to restore the company's share capital, the Board of Directors proposes that the general meeting resolves on a bonus issue, without issuance of shares. The Board of Directors further proposes that the general meeting authorizes the Board of Directors to resolve on which of the alternatives below will be executed through registration with the Swedish Companies Registration Office. The Board of Directors shall, when making its decision on which of the bonus issuances resolved upon by the general meeting shall be executed through registration with the Swedish Companies Registration Office, consider the need to increase the share capital by at least the same amount as the reduction amount under item 6 b) as well as the bonus issue's suitability in relation the new issuances of shares proposed under items 8 and 9 and the subscription ratio in the aforementioned issuances of shares. The Board of Directors shall also be authorized to resolve that no bonus issue shall be carried out if a bonus issue is not deemed necessary by the Board of Directors to increase the share capital by at least the reduction amount under item 6 b). By simultaneously as the reduction of the share capital, carry out the new issuances of shares and potentially a bonus issue, which increases the share capital by no less than the reduction amount, the share capital will be restored.

A valid resolution requires that the resolution is supported by shareholders representing at least half of the votes cast as well as of the shares represented at the Extraordinary General Meeting. A resolution in accordance with this item 10 is conditional upon that the meeting also resolves in accordance with items 6, 7, 8 and 9.

The Board of Directors, the CEO, or anyone appointed by the Board of Directors or the CEO, shall be authorized to make such minor amendments to the above resolution as may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB or due to other formal requirements.

*Alternative 1 – The Board of Directors proposal on a bonus issue*

The Board of Directors proposes that the general meeting resolves on a bonus issue, without issuance of shares, to increase the share capital by SEK 251,000,000. The increase of the share capital through the bonus issue in accordance with this proposal shall be carried out through a transfer of the relevant amount from unrestricted equity.

*Alternative 2 – The Board of Directors proposal on a bonus issue*

The Board of Directors proposes that the general meeting resolves on a bonus issue, without issuance of shares, to increase the share capital by SEK 255,000,000. The increase of the share capital through the bonus issue in accordance with this proposal shall be carried out through a transfer of the relevant amount from unrestricted equity.

*Alternative 3 – The Board of Directors proposal on a bonus issue*

The Board of Directors proposes that the general meeting resolves on a bonus issue, without issuance of shares, to increase the share capital by SEK 260,000,000. The increase of the share capital through the bonus issue in accordance with this proposal shall be carried out through a transfer of the relevant amount from unrestricted equity.

*Alternative 4 – The Board of Directors proposal on a bonus issue*



The Board of Directors proposes that the general meeting resolves on a bonus issue, without issuance of shares, to increase the share capital by SEK 264,000,000. The increase of the share capital through the bonus issue in accordance with this proposal shall be carried out through a transfer of the relevant amount from unrestricted equity.

#### **Shareholders' right to request information**

Shareholders are reminded of their right pursuant to Chapter 7, Section 32 of the Swedish Companies Act to request that the board of directors and CEO provide information at the general meeting in respect of any circumstances which may affect the assessment of a matter on the agenda. The obligation to provide information also applies to the Company's relationship to other group companies. Information must be provided if possible to provide such information without significant harm to the Company.

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

When this notice is published, the total number of shares and votes in the company amounts to 200,366,211. The company does not hold any own shares.

#### **Use of personal data**

For information regarding the processing of your personal data, please refer to the privacy policies of Euroclear, available on their website: [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

#### **Documents**

Documents according to the Swedish Companies Act as well as and other documents are available at the company's office and at the website, [www.silver.fi](http://www.silver.fi), no later than three weeks prior to the general meeting. The documents will also be sent to shareholders who request this and provide their address. All the documents above will be presented at the general meeting.

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Stockholm in January 2023

**Sotkamo Silver AB**

*The Board of Directors*