

Press release

Lomma 2020-02-14

The English text is an unofficial translation. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.

NOTICE OF EXTRAORDINARY GENERAL MEETING IN NEXAM CHEMICAL HOLDING AB (PUBL)

The shareholders of Nexam Chemical Holding AB (publ), Reg. No. 556919-9432, are hereby invited to attend the extraordinary general meeting, to be held at 10.30 a.m. on Wednesday March 4, 2020 at Elite Hotel Ideon, Scheelevägen 27, in Lund.

Notice of extraordinary general meeting

The shareholders of Nexam Chemical Holding AB (publ), ("Nexam Chemical"), are hereby invited to attend the extraordinary general meeting to be held at 10.30 a.m. on Wednesday March 4, 2020 at Elite Hotel Ideon, Scheelevägen 27, in Lund.

Right to participate and notification

Shareholders wishing to participate in the meeting must,

- be listed in the share register kept by Euroclear Sweden AB on Thursday February 27, 2020, and
- not later than Thursday February 27, 2020, inform the company in writing of their attendance and number of advisors (2 at the most), if any, to Nexam Chemical Holding AB (publ), Bolagsstämman, P.O. Box 165, SE-234 23 Lomma, Sweden. Notification can also be given by telephone +46 702-71 93 11, or by e-mail to info@nexamchemical.com.

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

Proxy etc.

In case the shareholder should be represented by a proxy, the proxy must bring a written power of attorney, which is dated and duly signed by the shareholder, to the meeting. The validity term of the power of attorney may not be more than one year, unless a longer validity term is specifically stated in the power of attorney (however at the longest five years). If the power of attorney is issued by a legal entity, the representing proxy must also present an up-to-date registration certificate or equivalent document for the legal entity. In order to facilitate the entrance at the meeting, a copy of the power of attorney and other authorization documents should preferably be attached to the shareholder's notification to participate in the meeting. A template power of attorney is available at the company's website (www.nexamchemical.com), and will be sent to shareholders who request it and state their address.

Trustee-registered shares

Shareholders, whose shares are trustee-registered through a bank or other trustee must, in order to be entitled to participate in the meeting, temporarily register their shares in their own name in the company's share register kept by Euroclear Sweden AB. Such re-registration of ownership must be implemented no later than as of Thursday February 27, 2020. Accordingly, shareholders must well in advance of this date request the trustee thereof.

Proposed 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. Resolution on approval of the board of directors' resolution on rights issue of units.
7. Closing of the meeting.

Proposed resolutions

Resolution on approval of the board of directors' resolution on rights issue of units (item 6)

The board of directors proposes that the extraordinary general meeting resolves to approve the board of directors' resolution of February 14, 2020 regarding the issue of a maximum of 2,813,292 units consisting of shares and warrants in accordance with the following conditions:

1. Each unit consists of four (4) new shares, one (1) warrant series TO 1 ("TO 1") and one (1) warrant series TO 2 ("TO 2"). In total, the issue comprises a maximum of 11,253,168 shares, a maximum of 2,813,292 TO 1 and a maximum of 2,813,292 TO 2.
2. The subscription price shall be SEK 22 per unit, corresponding to a subscription price of SEK 5.50 per share. The warrants are issued without consideration.
3. Subscription of units with preferential rights shall be made by exercise of unit rights. The right to receive unit rights for subscription of units with preferential rights shall vest in those who, on the record date, are registered as shareholders and thereby are allotted unit rights in relation to their shareholding as of the record date.
4. The record date for receipt of unit rights and the right to participate in the issue with preferential rights shall be on 11 March 2020.
5. Each existing share entitles to one (1) unit right and twenty-four (24) unit rights entitle to subscription of one (1) unit.
6. If not all units are subscribed for by exercise of unit rights, allotment of the remaining units shall be made within the highest amount of the issue:
 - (i) *firstly*, to those who have subscribed for units by exercise of unit rights (regardless of whether they were shareholders on the record date or not) and who have applied for subscription of units without exercise of unit rights and if allotment to these cannot be made in full, allotment shall be made pro rata in relation to the number of unit rights that each and every one of those, who have applied for subscription of units without exercise of unit rights, have exercised for subscription of units; and
 - (ii) *secondly*, to those who have applied for subscription of units without exercise of unit rights and if allotment to these cannot be made in full, allotment shall be made pro rata in relation to the number of units the subscriber in total has applied for subscription of units.

To the extent that allotment in any section above cannot be done pro rata, allotment shall be determined by drawing of lots.

7. Subscription of units by exercise of unit rights shall be made through cash payment during the time period 16 March 2020 – 30 March 2020. Subscription of units through payment means that the subscriber authorizes an issuing agent engaged by the company to execute subscription on a subscription list regarding the number of free-of-charge warrants that the subscribed units consist of.

Subscription of units without exercise of unit rights shall be made on a separate subscription list during the same time period as subscription by exercise of unit rights shall be made. Payment for units subscribed for without exercise of unit rights is to be made in accordance with the specific instructions in the promissory note which will be sent to those who receive allotment.

The board of directors shall have the right to prolong the time period for subscription and payment.

8. Subscription can only be made in units and thus not by shares or warrants individually. Allotment may only be made in units. However, after the issue, the shares and warrants will be separated.
9. The shares issued in connection with the unit issue convey right to dividends as from the first record date for dividends occurring after the issue resolution.
10. For TO 1 and the exercise of the subscription right, the following substantial terms and conditions are applicable:
 - (a) Each TO 1 entitles the right to acquire one new share in the company against cash consideration at a subscription price amounting to SEK 6.50 per share. The subscription price and the number of shares that each TO 1 entitles right to may be subject to recalculation in the event of a bonus issue, split, rights issue etc.
 - (b) The TO 1 may be exercised during the period from and including 6 September 2021 to and including 17 September 2021.
 - (c) The shares issued upon exercise of TO 1 shall confer right to dividends from the first record date for dividends that occurs following effectuation of the subscription to such extent that the shares have been recorded as interim shares in the company's share ledger.
11. For TO 2 and the exercise of the subscription right, the following substantial terms and conditions are applicable:
 - (a) Each TO 2 entitles the right to acquire one new share in the company against cash consideration at a subscription price amounting to SEK 8.50 per share. The subscription price and the number of shares that each TO 2 entitles right to may be subject to recalculation in the event of a bonus issue, split, rights issue etc.
 - (b) The TO 2 may be exercised during the period from and including 5 September 2022 to and including 16 September 2022.
 - (c) The shares issued upon exercise of TO 2 shall confer right to dividends from the first record date for dividends that occurs following effectuation of the subscription to such extent that the shares have been recorded as interim shares in the company's share ledger.
12. Upon full subscription of all shares issued in connection with the unit issue, the share capital will increase by a maximum of SEK 216,407.076929.
13. Upon full exercise of all TO 1 issued in connection with the unit issue, the share capital will increase by a maximum of SEK 54,101.769233 and upon full exercise of all TO 2 issued in connection with the unit issue, the share capital will increase by a maximum of SEK 54,101.769233.

14. The company's CEO shall be authorized to make such minor formal adjustments of the issue resolution as might be necessary in connection with registration with the Swedish Companies Registration Office or Euroclear Sweden AB.

Information at the meeting

The board of directors and the CEO shall at the meeting, if any shareholder so requests and the board of directors believes that it can be done without significant harm to the company, provide information regarding circumstances that may affect the assessment of items on the agenda.

Provision of documents

The board of directors' complete proposal for resolution pursuant to item 6 and ancillary documents pursuant to the Swedish Companies Act (2005:551) (*Sw. aktiebolagslagen*) will be available for the shareholders at the company's office at Industrigatan 27, SE-234 35 Lomma, Sweden and at the company's website (www.nexamchemical.com) as from no later than two weeks before the meeting, and will also be sent to shareholders who request it and state their address. Copies of the documents will also be available at the meeting.

Processing of personal data

For information on how your personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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 67,519,019. The company holds no own shares.

Lomma, February 2020
Nexam Chemical Holding AB (publ)
The Board of Directors

For more information, please contact:

Johan Arvidsson, CEO, +46-708 97 44 39, johan.arvidsson@nexamchemical.com

This information was submitted for publication, through the agency of the contact person set out above, at 08:30 CET on February 14, 2020.

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 FNCA Sweden AB. FNCA Sweden AB can be reached at info@fnca.se or by phone +46-8 528 00 399.