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Press release

Lomma 2021-04-08

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

The shareholders of Nexam Chemical Holding AB (publ), 556919-9432 (“Nexam Chemical”), are hereby convened to the Annual General Meeting, to be held on Tuesday, May 11 2021.

In light of the ongoing Covid-19 pandemic and in order to reduce the risk of infection spreading, the Board has decided that the annual general meeting will be held only by advance voting (postal vote) in accordance with temporary legislation. This means that the annual general meeting will be conducted without the physical presence of shareholders, proxies or external parties and that shareholders' exercise of voting rights at the annual general meeting can only take place by shareholders voting in advance in the order prescribed below. Information on the resolutions passed by the annual general meeting will be published on Tuesday, May 11 2021, as soon as the outcome of the advance voting is finally compiled.

Entitlement to participate and notification

Shareholders wishing to attend the annual general meeting by advance voting must

- be listed in the share register kept by Euroclear Sweden AB on Monday, May 3 2021, and
- have notified their participation no later than Monday, May 10 2021 by casting their advance vote to the company in accordance with the instructions under the heading “Voting in advance” below so that the advance vote is received by the company no later than that day.

Trustee-registered shares

Shareholders whose shares are trustee-registered in the name of a bank or other trustee must, to be able to exercise their voting rights at the annual general meeting by advance voting, request the trustee to register their shares in their own name with Euroclear Sweden AB (so called “voting rights registration”). Such voting rights registration must be implemented by the trustee no later than as of Wednesday, May 5 2021. Accordingly, shareholders must well in advance before this date notify their trustee of their request of such voting rights registration.

Voting in advance

Shareholders may exercise their voting rights at the annual general meeting only by voting in advance, so called postal voting in accordance with Section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of shareholders' meetings in companies and other associations. A special form shall be used for advance voting. The form is available on the company's website (www.nexamchemical.com). The advance voting form is considered as the notification of attendance to the annual general meeting. The completed voting form must be submitted to the company no later than on Monday, 10 May 2021.

The completed and signed form shall be sent to Nexam Chemical Holding AB (publ), att: Bodelagsstämman, P.O. Box 165, SE-234 23 Lomma, Sweden. A completed form may also be submitted electronically and is to be sent to info@nexamchemical.com. If a shareholder votes in advance through a proxy, a written and dated power of attorney signed by the shareholder must be attached to the form. A proxy form is available on the company's website (www.nexamchemical.com). If the shareholder is a legal entity, a registration certificate or equivalent document shall be enclosed to the form. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote is invalid. Further instructions and conditions are included in the advance voting form.

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. Presentation of the Annual Report and Audit Report for 2020 and the Consolidated Annual Report and Consolidated Audit Report for 2020 as well as the statement by the auditor on the compliance of the applicable guidelines for remuneration to senior executives.
7. Resolution on
 - a) adoption of 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.
8. Determination of
 - a) the number of Board members.
 - b) the number of auditors and deputy auditors.
9. Determination of
 - a) remuneration for the Board members.
 - b) remuneration for the auditors.
10. Election of Board members and Chairman of the Board.
 - a) Mats Persson (re-election).
 - b) Cecilia Jinert Johansson (re-election).
 - c) Jonna Opitz (re-election).
 - d) Martin Roos (new election).
 - e) Oskar Tuwesson (new election).
 - f) Chairman of the Board: Mats Persson (re-election).
11. Election of auditors and deputy auditors.
12. Instruction for the Nomination Committee.

13. Resolution on approval of remuneration report.
14. Resolution on authorization regarding issues.
15. Resolution on implementation of a warrant program by way of (A) directed issue of warrants; and (B) approval of transfer of warrants.
16. Closing of the meeting.

Proposed resolutions

Election of Chairman of the meeting (item 1)

The Nomination Committee for the annual general meeting has consisted of Eva Gottfridsson Nilsson (Chairman), representing Länsförsäkringar Fondförvaltning AB, Alexander Schultat, representing Nerthus Investment Ltd, and Lennart Holm, representing Holm Invest AB (Lennart Holm). The Nomination Committee proposes that lawyer Ola Grahn is appointed as Chairman of the meeting or, in his absence, the person appointed by the Nomination Committee instead.

Preparation and approval of the voting list (item 2)

The voting list that is proposed to be approved is the voting list prepared by the company, based on the share register of the meeting and received advance votes, controlled by the person verifying the minutes of the meeting.

Election of one or two persons to verify the minutes (item 4)

Alexander Schultat, representing Nerthus Investment Ltd, is proposed to, together with the Chairman of the meeting, confirm the minutes of the meeting, or, in his absence, the person appointed by the Board instead. The assignment to verify the minutes also includes controlling the voting list and that received advance votes are correctly reproduced in the minutes.

Distribution of the company's results (item 7b)

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 (item 8a)

The Nomination Committee proposes that five Board members are elected.

Determination of the number of auditors (item 8b)

The Nomination Committee proposes that a registered public auditor is appointed as auditor.

Determination of remuneration for the Board members (item 9a)

The Nomination Committee proposes that remuneration for the Board shall be paid with SEK 260,000 to the Chairman of the Board (SEK 250,000 previous year) and with SEK 155,000 to every other Board member who is not employed by the company (SEK 150,000 previous year).

Determination of remuneration for the auditors (item 9b)

The Nomination Committee proposes that remuneration for the auditor shall be paid according to customary norms and approved invoice.

Election of Board members and Chairman of the Board (item 10)

The Nomination Committee proposes that the Board members Mats Persson, Cecilia Jinert Johansson and Jonna Opitz are re-elected and that Martin Roos and Oskar Tuwesson are elected as new Board members. Ronnie Törnqvist has declined re-election. The Nomination Committee proposes re-election of Mats Persson as Chairman of the Board.

Information regarding Martin Roos and Oskar Tuwesson who are proposed as new Board members can be found in the reasoned statement from the Nomination Committee. Information on the Board members proposed for re-election can be found in the Annual Report and at the company's website, www.nexamchemical.com.

Election of auditors and deputy auditors (item 11)

The Nomination Committee proposes that Deloitte AB is elected as new auditor. Deloitte AB has informed that the authorized public accountant Jeanette Roosberg will be appointed as the responsible auditor.

Instruction for the Nomination Committee (item 12)

The Nomination Committee proposes that an instruction and charter for the Nomination Committee shall be adopted in accordance with the following main content.

Before coming election and remuneration in the company, a Nomination Committee shall be appointed, which is proposed to consist of three members representing the three largest shareholders as of the last calendar day in August 2021, based on shareholding statistics provided by Euroclear Sweden AB. The shareholding statistics which shall be used shall be sorted by voting power (grouped by owners) and cover the largest shareholders. Should this shareholding statistics include nominee-registered shareholdings, such shareholdings shall only be considered if the nominee has reported the identity of the underlying shareholder to Euroclear Sweden AB or if the company – without taking any measures on its own – receives other information that evidences the identity of the underlying shareholder.

The Chairman of the Board shall, after identifying the largest shareholders in accordance with the above, in an appropriate manner, contact the three largest identified shareholders with a request that they within 30 days shall notify, in writing, if they wish to be part of the company's Nomination Committee, and that they shall name the person that they wish to appoint as member of the Nomination Committee. If the shareholder does not exercise the right to appoint a member of the Nomination Committee, the next largest shareholder in size in terms of voting rights, shall have the right to appoint a member of the Nomination Committee. The procedure shall continue until the Nomination Committee consists of three ordinary members.

The majority of the members of the Nomination Committee shall be independent in relation to the company and the company's senior management. A Board member, the CEO or another person from the company's senior management shall not be a member of the Nomination Committee. At least one of the members of the Nomination Committee shall be independent in relation to the largest shareholder in the company in terms of voting rights or group of shareholders that collaborates regarding the company's administration. The Chairman of the Nomination Committee shall, unless agreed otherwise by the members, be the member who has been appointed by the largest shareholder in terms of voting rights.

Information on the final composition of the appointed Nomination Committee shall include the names of the three appointed members, together with the names of the shareholders who have appointed them,

and shall be announced no later than six months prior to the planned annual general meeting. The Nomination Committee's term shall run until a new Nomination Committee has been elected. No remuneration shall be paid to the members of the Nomination Committee.

If one or more of the shareholders having appointed representatives to the Nomination Committee no longer are among the three largest shareholders in terms of voting rights, representatives appointed by these shareholders shall resign, and the shareholder or shareholders who has then become one of the three largest shareholders in terms of voting rights shall have the right to appoint its representative. Unless special reasons exist, no changes of the composition of the Nomination Committee shall be made if only marginal changes in voting rights have occurred or if the change occurs later than two months before the annual general meeting. A shareholder who has appointed a member of the Nomination Committee is entitled to dismiss said member and appoint a new member of the Nomination Committee, as well as to appoint a new member if the member appointed by the shareholder would resign from the Nomination Committee. Changes in the Nomination Committee's composition shall be announced as soon as such changes have occurred.

The Nomination Committee shall prepare proposals on the below questions which shall be presented to the annual general meeting for resolution:

- a) proposal for Chairman of the annual general meeting;
- b) proposal for the number of Board members elected by the annual general meeting and the number of auditors;
- c) proposal for remuneration to non-employed Board members as well as to non-employed members of the committees of the Board;
- d) proposal for remuneration to the auditors;
- e) proposal of election of the Chairman of the Board and other Board members as well as election of the auditors;
- f) proposal for principles for the appointment of members of the Nomination Committee and for the Nomination Committee's assignment; and
- g) proposal for remuneration to the members of the Nomination Committee.

Resolution on approval of remuneration report (item 13)

The Board proposes that the annual general meeting resolves to approve the Board's remuneration report for the financial year 2020.

Resolution on authorization regarding issues (item 14)

The Board proposes that the annual general meeting resolves to authorize the Board, at one or several occasions, during the time up until the next annual general meeting, with or without deviation from the shareholders' preferential rights, to resolve to issue new shares, convertibles and/or warrants. Issues may be made with or without provisions regarding payment in kind or through set-off or other provisions. The total number of shares that may be issued pursuant to the authorization (alternatively be issued through conversion of warrants and/or exercise of convertibles) shall not exceed 19,725,842 shares, which corresponds to an aggregate dilution of approximately 20 per cent calculated on the number of outstanding shares in the company. The purpose of the authorization is to enable the company to raise working capital, to execute acquisitions of companies or operating assets as well as to enable issues to industrial partners within the framework of partnerships and alliances. To the extent an issue is made

with deviation from the shareholders' preferential rights, the issue should be made on market terms (subject to customary new issue discount, as applicable).

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

Resolution on implementation of a warrant program by way of (A) directed issue of warrants; and (B) approval of transfer of warrants (item 15)

The Board proposes that the annual general meeting resolves to implement a warrant program for senior executives, key employees and other selected employees within the Nexam Chemical Group based on issue and transfer of warrants (the "Warrants Program 2021/2024").

To implement the Warrants Program 2021/2024, the Board proposes that the annual general meeting resolves on (A) directed issue of warrants; and (B) approval of transfer of warrants, on the following terms and conditions:

A. Directed issue of warrants

1. A maximum of 940,000 warrants shall be issued for the Warrants Program 2021/2024.
2. With deviation from the shareholders' preferential rights, the right to subscribe for the warrants shall only vest in a wholly owned subsidiary to the company (the "Subsidiary"). The reason for the deviation from the shareholders' preferential rights is that the warrants shall be used within the Warrants Program 2021/2024.
3. The Subsidiary's subscription shall be made at the latest on June 30 2021, with a right for the Board to prolong the subscription period.
4. Over subscription cannot occur.
5. The warrants shall be issued to the Subsidiary against cash consideration which shall correspond to the warrant's fair market value calculated in accordance with the Black Scholes formula. The calculation of the fair market value of the warrants shall be established by an independent valuation institute in connection with the subscription. Payment shall be made in connection with the subscription.
6. Each warrant shall entitle to subscription of one new share in the company. Subscription of shares by virtue of the warrants may be effected as from August 16 2024 up to and including August 30 2024.
7. The subscription price per share shall correspond to 160 per cent of the volume weighted average price according to Nasdaq First North Growth Market Premier's official price list for shares in the company during the period as from and including May 12 2021 up to and including May 26 2021. If the subscription price exceeds the quotient value, such exceeding amount shall be added to the free share premium reserve. The subscription price shall be rounded to the nearest whole öre, whereupon 0.5 öre shall be rounded upwards. The subscription price and the number of shares that each warrant entitles right to subscribe for are subject to customary recalculation concerning split or consolidation of shares, issue of new shares or similar events.
8. A share issued after subscription confers right to dividend for the first time on the record date for dividends that occurs immediately following effectuation of subscription to such extent that the share has been recorded in the company's share ledger as interim share.

9. In case all warrants are utilized for subscription of new shares, the share capital will increase with SEK 18,076.923078.
10. The Chairman of the Board, or anyone appointed by him, shall be authorized to make minor formal adjustments of the resolution which may be required for registration with the Swedish Companies Registration Office (*Sv. Bolagsverket*) or Euroclear Sweden AB.

B. *Transfer of warrants*

The Warrants Program 2021/2024 shall mainly be implemented in accordance with what is described below.

1. The Subsidiary shall have the right, at one or several occasions, to transfer warrants against cash consideration, corresponding to the fair market value of the warrant at the time of transfer calculated in accordance with Section A.5 above, to participants in the Warrants Program 2021/2024 in accordance with the guidelines set out below.
2. The Board of the company shall resolve upon allotment to participants in the Warrants Program 2021/2024, whereby participants in each category listed below can be offered up to the maximum of the number of warrants listed below:
 - (a) CEO
a maximum of 100,000 warrants
 - (b) Other senior executives (5 persons)
a maximum of 50,000 warrants per person
 - (c) Key employees (6 persons)
a maximum of 50,000 warrants per person
 - (d) Other selected employees (approximately 30 persons)
a maximum of 10,000 warrants per person

Allotment is expected to take place on June 30 2021 at the latest.

3. Participants can subscribe for a lower number of warrants compared to what is offered to the participants. Over subscription cannot occur.
4. Any warrants that are not allocated in accordance with the above shall be reserved for future recruitment of persons within the above-mentioned categories in the Nexam Chemical Group, whereby the above-mentioned guidelines for allocation shall be applied. In such allocation, a new calculation of the fair market value of the warrants, to be paid by the participant, shall occur.
5. Right to allotment in the Warrants Program 2021/2024 requires that the participant at the relevant time of allotment at the latest, holds a position or has signed an agreement regarding it and has not, at such time, informed or been informed that the employment or assignment will be terminated.
6. For participants in other jurisdictions than Sweden, it is implied that transfer of the warrants is legally possible and that transfer, in the Board's opinion, can be carried out with reasonable administrative and financial efforts at the warrants established fair market value. The Board shall be authorized to adjust the terms and conditions of the Warrants Program 2021/2024 to the extent required in order for allotment of warrants to participants in other jurisdictions, to the extent practically possible, to be carried out under the same conditions imposed by the Warrants Program 2021/2024.

Other information in connection to the Warrants Program 2021/2024

The reasons for the implementation of the Warrants Program 2021/2024 and the deviation from the shareholders' preferential rights are to be able to create possibilities for the company to retain competent staff through offering of a long term ownership engagement. Such ownership engagement is expected to contribute to an increased alignment of interests between the participating employees and the shareholders, and also promote a long-term commitment to the development of the company.

Since the warrants in the Warrants Program 2021/2024 will be transferred to the participants at market value, the company's assessment is that the company will not incur any social costs in relation to the Warrants Program 2021/2024. The company's costs related to the Warrants Program 2021/2024 will hence only be composed of limited costs for implementation and administration of the program.

In case all warrants issued within the Warrants Program 2021/2024 are utilized for subscription of shares, a total of 940,000 new shares will be issued, which corresponds to a dilution of approximately 1.2 per cent of the company's share capital and votes after full dilution, calculated on the number of shares that will be added upon full utilization of all warrants issued under the Warrants Program 2021/2024. The dilution is expected to only have a marginal effect on the company's key ratio "Earnings per share".

There is currently one incentive program outstanding in the company in the form of a warrants program for employees resolved upon by the annual general meeting 2019, through which a total of 1,038,500 new shares may be issued. In case the existing incentive program as well as the proposed incentive program are exercised in full, a total of 1,978,500 new shares will be issued, which corresponds to a total dilution of approximately 2.45 per cent of the company's share capital and votes after full dilution, calculated on the number of shares that will be added upon full utilization of the outstanding incentive program as well as the incentive program proposed for the annual general meeting 2021.

The above calculations regarding dilution and impact on key ratios are subject to re-calculation of the warrants in accordance with the customary recalculation terms included in the applicable warrant terms.

The proposal of the Warrants Program 2021/2024 has been prepared by the Board together with external consultants.

The Board's proposal to implement the Warrants Program 2021/2024 in accordance with Section A and B above constitutes an overall proposal which shall be resolved upon as one resolution.

Particular majority decisions

Valid resolution of the issue under item 14 requires that the proposal is supported by shareholders representing at least two-thirds of the votes submitted and represented at the annual general meeting. Valid resolution of the issue under item 15 requires that the proposal is supported by shareholders representing at least nine-tenths of the votes submitted and represented at the annual general meeting.

Shareholders' right to information

The Board and the CEO shall, if any shareholder so requests and the Board considers that this can be done without significant damage to the company, provide information on circumstances that may affect the assessment of a matter on the agenda. Requests for such information must be submitted via e-mail to info@nexamchemical.com or by post to Nexam Chemical Holding AB (publ), att: Bolagsstämman, P.O. Box 165, SE-234 23 Lomma, Sweden, no later than Saturday, May 1 2021. The information is provided

by keeping it available at the company's office and website, no later than Thursday, May 6 2021. The information will also be sent within the same time to the shareholders who have requested it and provided their postal or e-mail address.

Provision of documents

The Annual Report and Audit Report, as well as the remuneration report and the statement by the auditor on the compliance of the applicable guidelines for remuneration to senior executives, complete proposals and other documents for the annual general meeting, are presented by keeping them available 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 three weeks before the annual general meeting, and will also be sent to shareholders who request it and provide their address. The share register of the meeting will also be available at the company's office.

Number of shares and votes

As of the date of issuing of this notice, the total number of registered shares and votes in the company amounts 78,903,367. The company holds no own shares.

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>.

Lomma in April 2021
Nexam Chemical Holding AB (publ)
The Board of Directors

For more information, please contact:

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This information was submitted for publication, through the agency of the contact person set out above, at 14:00 CET on April 8, 2021.

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.