



# CONVENING NOTICE OF ANNUAL GENERAL MEETING OF ORGANOCLICK AB (publ)

**Shareholders of OrganoClick AB (publ) (556704-6908) are hereby convened to the Annual General Meeting on Wednesday, May 17, 2023, at 17.00, at OrganoClick's head office and production facility, Linjalvägen 9, 187 66 Täby.**

## **PARTICIPATION**

Shareholders who wish to attend the AGM shall

- be registered in OrganoClick's shareholder register, kept by Euroclear Sweden AB, on Tuesday May 9, 2023,

- no later than Thursday, May 11, 2023, have notified their attendance, and any advisers, to the meeting.

## **NOTIFICATION OF ATTENDANCE**

Notification of attendance can be made by email to [ir@organoclick.com](mailto:ir@organoclick.com) or by mail to OrganoClick AB, Linjalvägen 9, 187 66 Täby. Name, personal- or corporate identification number and phone number shall be specified in the notification. In the notification shall also be specified the number of advisers (maximum two) that will attend the AGM. Shareholders who exercise his or her rights through a proxy shall submit a written proxy form signed and dated by the shareholder. The signed proxy form, and for a juridical person a certified copy of the company registration, shall be sent to the Company, at the above postal address, well in advance but no later than May 11, 2023. A proxy form may not be more than one year old; however, the proxy's date of expiry may be five years if this is specified. Proxy forms may be downloaded from the Company's website [www.organoclick.com](http://www.organoclick.com).

Shareholders who's holdings are registered in the name of a nominee must register the shares in their own name to be entitled to participate in the AGM. Such registration must be completed with Euroclear Sweden AB no later than on May 9, 2023. Contact with the nominee should therefore be taken well ahead of this date.

## **Proposed agenda**

1. Opening of the AGM
2. Election of the Chairman of the general meeting

*Nomination Committee's motion: See below*

3. Establishment and approval of the list of voters
4. Election of one or two persons to countersign the minutes

5. Approval of the agenda
6. Determination of whether the general meeting was duly convened
7. Presentation of the CEO and questions from the shareholders to the Board of Directors and Management
8. Presentation of the Annual report and the Auditor's report as well as the consolidated accounts and the consolidated Auditor's report
9. Resolution concerning the adoption of the income statement, balance sheet, consolidated income statement and consolidated balance sheet Board's motion: Income statements and balance sheets to be adopted
10. Resolution concerning the disposition of the profits or losses according to the approved balance sheet

*Board's motion: See below*

11. Resolution concerning the discharge of the Board of Directors and the CEO from personal liability for their administration
12. Determination of the number of Board members

*Nomination Committee's motion: See below*

13. Determination of the fees for the Board of Directors and the auditor

*Nomination Committee's motion: See below*

14. Election of Board members and Chairman of the Board

*Nomination Committee's motion: See below*

15. Nomination procedure and appointment of Nomination Committee

*Nomination Committee's motion: See below*

16. Resolution on authorization for the Board of Directors to resolve upon issue of shares

*Board's motion: See below*

17. Any other issue

18. Closing of the AGM

### **Proposed resolutions**

Item 2: Election of the Chairman of the general meeting

The Nomination Committee proposes that Jan Johansson, OrganoClick's Chairman of the Board, is elected as the Chairman of the AGM

Item 10: Resolution concerning the disposition of the profits or losses

The Board of Directors and the Chief Executive Officer propose that the Parent Company's funds at the AGM's disposal, SEK 70,413,202 be carried forward into new account.

#### Item 12: Determination of the number of Board members

The Nomination Committee proposes that the Board of Directors shall consist of five ordinary Board members.

#### Item 13: Determination of the fees for the Board of Directors and the auditor

The Nomination Committee proposes that the Chairman of the Board shall receive a fee of SEK 500,000 and other Board members a fee of SEK 125,000 each. The auditor is proposed to be paid for work performed according to approved invoice.

#### Item 14: Election of Board members and Chairman of the Board

The Nomination Committee proposes the re-election of the current Board members Jan Johansson (member since 2016), Charlotte Karlberg (member since 2020), Håkan Gustavson (member since 2016) and Malin Bugge (member since 2020) as well as new election of Chatarina Schneider.

Claes-Göran Beckeman, who has been a board member since 2008, has declined re-election. We give a big thank you to Claes-Göran Beckeman for his contribution to the development of the Board and OrganoClick during his time as a board member.

Information about the board members proposed for re-election is available on the Company's website <http://organoclick.com/about/board> and information about board member proposed for new election is set out below.

Chatarina Schneider

Born in 1963

Education: B.Sc. in Chemistry at Linköping University

Current assignments: CEO of KRAHN Nordics AB, Chairman of the Board of Jovitech Invest AB and Swedish Algae Factory AB and board member of KRAHN Nordics AB, I-Tech AB, BoTo Förvaltning AB, Svenska Aerogel AB and Dive Madhouse AB.

Selected past assignments: Has for 25 years worked for the chemical group AkzoNobel in various senior positions in management, sales and marketing.

The Nomination Committee proposes the re-election of Jan Johansson as Chairman of the Board.

**Item 15: Nomination procedure and appointment of Nomination Committee** The Nomination Committee proposes the Annual General Meeting to instruct the Chairman of the Board to contact the three shareholders that represent the largest number of votes, according to Euroclear Sweden AB's printout of the shareholder register as of 30 September 2023, each of which appoints one member of the Nomination Committee. A representative of the largest owner (or ownership grouping) is appointed chairman of the Nomination Committee. In addition, the members of the Nomination Committee shall have the right to co-opt the Chairman of the Board to the Nomination Committee if desired. Should any of the three major shareholders waive the right to appoint a member of the nomination committee, the right shall instead pass to the next largest shareholder. In the event that the ownership structure changes before the end of the fourth quarter, the composition of the Nomination Committee shall be updated to reflect the new ownership structure, if possible and considered appropriate.

The Nomination Committee shall for the Annual General Meeting 2024 prepare proposals for (i) the Chairman of the Annual General Meeting, (ii) the election of the Board of Directors, (iii) the

election of the Chairman of the Board, (iv) the election of the auditor, (v) the remuneration of the Board of Directors and the auditor and (vi) the criteria for appointments to the Nomination Committee.

Members of the Nomination Committee shall not receive a fee. The Nomination Committee shall, upon the Chairman of the Board's approval, have the right to burden the Company with costs, for example related to recruitment consultants, or other costs necessary for the Nomination Committee to fulfil its duties.

Item 16: Resolution on authorization for the Board of Directors to resolve upon issue of shares

The Board of Directors proposes that authorization be given to the Board of Directors to, during the period until the next Annual General Meeting and on one or more occasions, resolve on a new issue of shares, subscription warrants, or convertible bonds with or without deviation from the shareholders' preferential rights, to be paid in cash, in kind or by right of set-off. The issue may at most increase the share capital by 10 percent or SEK 97,950 (corresponding to 9,795,000 shares).

Such an issue of shares may be carried out with deviation from the shareholders' preferential rights to subscribe for new shares. In the event of deviation from the shareholders' preferential rights, the issue price must be determined on the basis of market conditions. The Board of Directors further proposes that the Annual General Meeting authorizes the Board of Directors or a person whom the Board of Directors appoints to make such minor adjustments of the resolution above that are required in order to register the resolution with the Swedish Companies Registration Office.

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### **Majority rules**

A resolution according to the Board of Directors' proposal under item 16 requires for its validity that shareholders representing a minimum of two-thirds of the votes cast and the shares represented at the AGM support the resolution.

### **Other information**

Complete proposals for resolutions, financial statements, audit reports and other documents related to the Annual General will be published on the company's website <http://organoclick.com> and will be available at the company's premises at Linjalvägen 9, 187 66 Täby no later than three weeks before the meeting. The documents will also be sent without charge to shareholders who specifically requests it, stating their postal address.

The Board of Directors and the Chief Executive Officer shall, upon request by any shareholder and where the Board of Directors determines that it can be done without material harm to the Company, provide information of circumstances which may affect the assessment of a matter on the agenda and on circumstances which may affect the assessment of the Company's or any subsidiary's financial position or the Company's relationship to other Group companies. Anyone who wants to submit questions can do so to [ir@organoclick.com](mailto:ir@organoclick.com), or by mail at the address listed above.

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Welcome!  
Stockholm, April 2023  
OrganoClick AB (publ)  
The Board of Directors

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For more information, please contact:

Mårten Hellberg, CEO

0707 - 16 48 90, [marten.hellberg@organoclick.com](mailto:marten.hellberg@organoclick.com)

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***About OrganoClick***

*OrganoClick AB (publ) is a public Swedish cleantech company listed on Nasdaq First North Growth Market. The company develops, produces and markets functional materials based on environmentally friendly fiber chemistry. Examples of products that are marketed by OrganoClick are the durable water repellent technology for textiles OrganoTex®, the biocomposite material OrganoComp®, surface treatment and maintenance products for villa and property owners under the brand BIOkleen®, biobased binder under the trade name OC-BioBinder™ and the flame and rot-resistant timber OrganoWood® (through the joint-venture OrganoWood AB). OrganoClick was founded in 2006 as a commercial spin-off company based on research performed at Stockholm University and the Swedish University of Agricultural Sciences within environmentally friendly fiber chemistry. OrganoClick has won a number of prizes, such as "Sweden's Most Promising Start -up" and "Sweden's Best Environmental Innovation", and has also received a number of awards, such as the WWF "Climate Solver" award, listed as a SUSTAINIA100 company and has also appeared for two years on the Affärsvärldens and NyTekniks list of Sweden's top 33 hottest technology companies. OrganoClick has its head office, production and R&D located in Täby, north of Stockholm. OrganoClick's Certified Adviser on Nasdaq First North Growth Market is Mangold Fondkommission AB, tel: +46 (0)8 503 01 551, email: [ca@mangold.se](mailto:ca@mangold.se).*