

## EXTRAORDINARY GENERAL MEETING

Minutes kept at the Extraordinary General Meeting of Magle Chemoswed Holding AB (publ),  
Reg. No. 556913-4710, on 27 November 2020, in Malmö, Sweden.

### 1§ Election of chairman of the meeting

The meeting was opened by Hans Henrik Lidgard, chairman of the Board of Directors.

It was resolved to appoint Hans Henrik Lidgard as chairman of the meeting. It was noted that the chairman would keep the minutes.

### 2§ Preparation and approval of the voting list

The attached list, Appendix 1, was approved as the voting list for the meeting.

### 3§ Approval of the agenda

It was resolved to approve the agenda included in the notice of the meeting, as the agenda for the meeting.

### 4§ Election of person to verify the minutes

Megi Medzmariashvili was appointed to verify the minutes.

### 5§ Determination as to whether the Extraordinary General Meeting had been duly convened

It was noted that the notice to the Extraordinary General Meeting had been published in the Swedish National Gazette (*Sw. Post -och Inrikes Tidningar*) on 13 November 2020 and been made available on the company's website since 12 November 2020. The issuance of the notice was announced in Dagens Industri on 13 November 2020.

It was further noted that the Extraordinary General Meeting was carried out in accordance with Sections 20 and 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations; entailing that shareholders have exercised their voting rights at the meeting only by voting in advance, so called postal voting.

The notice to the Extraordinary General Meeting is enclosed as Appendix 2. The advance voting form is enclosed as Appendix 3.

It was established that meeting had been duly convened.

**6§            Approval of the Board of Directors' share issue resolution**

Documents pursuant to Chapter 13 Section 6 of the Swedish Companies Act and the Board's resolution on a new share issue were presented, Appendix 4.

It was unanimously resolved to approve the Boards' resolution, whereby it was established that the resolution was approved by shareholders' with at least two thirds of both the votes cast and the shares represented at the meeting.

A compilation of the result of advance voting for each item on the agenda that falls under advance voting is enclosed, which include the information prescribed in Section 26 in the abovementioned Act, as Appendix 5.

**7§            Closing of the meeting**

The chairman declared the meeting closed.

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Signature page follows

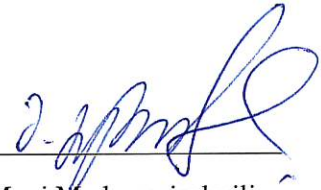
Minutes taken by



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Hans Henrik Lidgard

Approved



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Megi Medzmariashvili

**APPENDIX 1**

*[Voting List]*

## **NOTICE OF EXTRAORDINARY GENERAL MEETING IN MAGLE CHEMOSWED HOLDING AB (PUBL)**

**The shareholders of Magle Chemoswed Holding AB (publ) are invited to the Extraordinary General Meeting on Friday, 27 November 2020. In light of the corona virus, the meeting is held through advance voting pursuant to temporary regulations. Therefore, it will not be possible to attend the meeting in person or by proxy.**

### **Right to participate**

Shareholders who wish to participate through advance voting in the Extraordinary General Meeting must

- (i) be entered in the register of shareholders maintained by Euroclear Sweden AB by Thursday, 19 November 2020; and
- (ii) announce their intention to attend the meeting no later than Thursday, 26 November 2020, by having submitted an advance voting form in accordance with the instructions in the section "*Advance voting/Postal voting*" below such that the company has received the advance vote no later than this date.

In order to be entitled to participate in the meeting shareholders who have registered their shares in the name of a nominee must, in addition to announcing their intention to participate in the meeting, request that their shares be registered in their own name so the shareholder is entered into the register of shareholders by 19 November 2020. This registration may be temporary (so-called voting right registration) and is requested with the nominee in accordance with the nominee's procedures and in advance as determined by the nominee. Voting right registrations completed no later than the second business day following 19 November 2020, are considered when preparing the register of shareholders.

### **Advance Voting/Postal Voting**

The shareholders may exercise their voting rights at the Extraordinary General Meeting only by voting in advance, so-called postal voting in accordance with Section 22 of the Act (2020:198) on temporary exemptions to facilitate the execution of general meetings in companies and other associations. A special form shall be used for advance voting. The form is available on Magle Chemoswed's website [www.maglechemoswed.com](http://www.maglechemoswed.com). The advance voting form is considered as the notification of participation to the meeting. The completed voting form must be received by the company no later than Thursday 26 November 2020. The form may be submitted via e-mail to [stamman@maglechemoswed.com](mailto:stamman@maglechemoswed.com) or by post to Magle Chemoswed, Agneslundsvägen 27, SE-212 15 Malmö, Sweden. If the shareholder votes in advance by proxy, a power of attorney shall be enclosed with the form. If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed with the form. The shareholder may not provide special instructions or conditions in the voting form.

If so, the vote (i.e. the advance vote in its entirety) is invalid. Further instructions and conditions are included in the form for advance voting.

### **Proposed agenda**

1. Election of chairman of the meeting
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Election of person to verify the minutes
5. Determination as to whether the Extraordinary General Meeting has been duly convened
6. Approval of the Board of Directors' share issue resolution

### **Proposed resolutions:**

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

The Board of Directors proposes that Hans Henrik Lidgard, the chairman of the Board, or if Hans Henrik Lidgard is prevented, the person assigned by the Board of Directors, is appointed as chairman of the meeting.

#### ***Item 2: Preparation and approval of the voting list***

The voting list proposed for approval under item 2 on the agenda is the voting list prepared by the company, based on the shareholders' register and advance votes received, and verified by the person elected to verify the minutes.

#### ***Item 4: Election of person to verify the minutes***

Megi Medzmariashvili, in-house legal counsel at Magle Chemoswed AB, is proposed as the person to verify the minutes, or if Megi Medzmariashvili is prevented, the person assigned by the Board of Directors. The assignment for the persons to approve the minutes includes verifying the voting list and confirming that advance votes received are correctly reflected in the minutes of the meeting.

#### ***Item 6: Approval of the Board of Directors' share issue resolution***

The Board of Directors proposes that the general meeting approves the Board's resolution to increase the company's share capital with not more than SEK 40,000 through issue of not more than 800,000 new shares.

The shareholders of the company shall be entitled to subscribe for the new shares with pre-emptive rights, whereby 25 existing shares entitle to subscription for two new shares. Subscription can also be made without any pre-emptive rights, as set forth in the complete issue resolution.

The subscription price amounts to SEK 25 per share. The record date for the right to participate in the rights issue shall be 1 December 2020. Subscription for new shares shall be made during the period 2 – 16 December 2020. The last day for trading in the Magle Chemoswed share including the right to participate in the rights issue is 27 November 2020.

For further details and information of background to and reasons for the rights issue, refer to the company's press release on 12 November 2020.

## **OTHER INFORMATION**

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

The number of outstanding shares and votes in Magle Chemoswed Holding AB (publ) amounts to 10,000,000 at the date of the issue of this notice. The company holds no treasury shares.

### **Questions and shareholders' right to request information**

The Board of Directors and the CEO of the company shall, upon request by any shareholder and provided the Board of Directors is of the opinion that such can occur without material harm to the company, provide information regarding any circumstances which may affect the assessment of a matter on the agenda. A request for such information shall be made via e-mail to [stamman@maglechemoswed.com](mailto:stamman@maglechemoswed.com) no later than on 17 November 2020. The information will be made available at the company and its website [www.maglechemoswed.com](http://www.maglechemoswed.com) on 22 November 2020 at the latest. The information will also be sent, within the same period of time, to the shareholder who has requested it and provided its postal address.

### **Available documentation and proxy forms**

The complete documentation for the meeting will be made available at the company and [www.maglechemoswed.com](http://www.maglechemoswed.com), no later than two weeks before the meeting and will be sent free of charge to all shareholders who so request and provide their postal address. The register of shareholders for the meeting is also made available at the company. Proxy form for shareholders who wish to vote in advance by proxy is available on the company's website and will be sent free of charge to all shareholders who so request and provide their postal address.

### **Processing of personal data**

For information about the processing of your personal data, it is referred to the privacy notice available at Euroclear's webpage <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>. Magle Chemoswed Holding AB (publ)'s corporate registration number is 556913-4710 and its registered office is in Malmö, Sweden.

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Malmö, November 2020

**The Board of Directors of Magle Chemoswed Holding AB (publ)**

## Appendix 3

### NOTIFICATION OF PARTICIPATION AND FORM FOR ADVANCE VOTING

by postal voting in accordance with Section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations

**The form must be received by Magle Chemoswed no later than Thursday 26 November 2020.**

The shareholder set out below hereby notifies the company of its participation and exercises its voting right for all of the shareholder's shares in Magle Chemoswed Holding AB (publ), Reg. No. 556913-4710, at the Extraordinary General Meeting on Friday, 27 November 2020. The voting right is exercised in accordance with the voting options marked below.

Shareholder	Personal identity number/registration number

**Assurance (if the undersigned is a legal representative of a shareholder who is a legal entity):** I, the undersigned, am a board member, the CEO or a signatory of the shareholder and solemnly declare that I am authorised to submit this advance vote on behalf of the shareholder and that the contents of the advance vote correspond to the shareholder's decisions

**Assurance (if the undersigned represents the shareholder by proxy):** I, the undersigned, solemnly declare that the enclosed power of attorney corresponds to the original and that it has not been revoked

<b>Place and date</b>	
<b>Signature</b>	
<b>Clarification of signature</b>	
<b>Telephone number</b>	<b>E-mail</b>

#### Instructions:

- Complete all the requested information above.
- Select the preferred voting options below.
- Print, sign and send the form to Magle Chemoswed/EGM/, Agneslundsvägen 27, 212 15, Malmö. A completed and signed form may also be submitted electronically and shall, in such case, be sent by e-mail to [stamman@maglechemoswed.com](mailto:stamman@maglechemoswed.com).



- If the shareholder is a natural person who is personally voting in advance, it is the shareholder who should sign under *Signature* above. If the advance vote is submitted by a proxy of the shareholder, it is the proxy who should sign. If the advance vote is submitted by a legal representative of a legal entity, it is the representative who should sign.
- A power of attorney shall be enclosed if the shareholder votes in advance by proxy. If the shareholder is a legal entity, a registration certificate or a corresponding document for the legal entity shall be enclosed with the form.
- **Please note that a shareholder whose shares are registered in the name of a bank or securities institute must register its shares in its own name to vote.** Instructions regarding this are included in the notice convening the meeting.

A shareholder cannot give any other instructions than selecting one of the options specified at each item in the form. If a shareholder wishes to abstain from voting in relation to a matter, kindly refrain from selecting an option. A vote (*i.e.* the advance voting in its entirety) is invalid if the shareholder has provided the form with specific instructions or conditions or if pre-printed text is amended or supplemented. One form per shareholder will be considered. If more than one form is submitted, the form with the latest date will be considered. The form latest received by the company will be considered if two forms are dated at the same date. An incomplete or wrongfully completed form may be discarded without being considered.

The form, together with any enclosed authorisation documentation, shall be received by Magle Chemoswed no later than **Thursday 26 November 2020**. An advance vote can be withdrawn up to and including **Thursday 26 November 2020**, by contacting the Company by e-mail [stamman@maglechemoswed.com](mailto:stamman@maglechemoswed.com).

For complete proposals regarding the items on the agenda, kindly refer to the notice convening the meeting and the complete documentation on Magle Chemoswed's webpage [www.maglechemoswed.com](http://www.maglechemoswed.com). The documentation is provided on the company's website no later than two weeks before the Extraordinary General Meeting.

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

For information about how 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>.

**Extraordinary General Meeting in Magle Chemoswed Holding AB (publ) on Friday 27 November 2020**

The options below comprise the proposals submitted by the Board of Directors which are included in the notice convening the Extraordinary General Meeting.

<b>1. Election of chairman of the meeting</b> Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>2. Preparation and approval of the voting list</b> Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>3. Approval of the agenda</b> Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>4. Election of person to verify the minutes</b> Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>5. Determination as to whether the Extraordinary General Meeting has been duly convened</b> Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>6. Approval of the Board of Directors' share issue resolution</b> Yes <input type="checkbox"/> No <input type="checkbox"/>

**The shareholder wishes that the resolutions under one or several items in the form above be deferred to a continued general meeting  
(Completed only if the shareholder has such a wish)**

Item/items (use numbering):

**The Board of Directors' of Magle Chemoswed Holding AB (publ) resolution on a new share issue with pre-emptive rights for the shareholders subject to the approval by the general meeting**

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The Board of Directors resolves, subject to the approval by the general meeting, to increase the company's share capital with not more than SEK 40,000 through issue of not more than 800,000 new shares. The following terms shall apply.

1. The record date for the right to participate in the rights issue shall be 1 December 2020.
2. The shareholders of the company shall be entitled to subscribe for the new shares with pre-emptive rights, whereby 25 shares shall entitle to subscription for two new shares.
3. Shares not subscribed for with pre-emptive rights shall be allocated to persons that have subscribed for shares by exercise of subscription rights and declared their interest to subscribe for shares also without pre-emptive rights, whereby – in the event of over-subscription – allocation shall be made in relation to the number of subscription rights such persons have exercised for subscription and, to the extent such allocation cannot be effected, by the drawing of lots. Thereafter, allocation shall be made to other persons that have declared their interest to subscribe for shares without pre-emptive rights, whereby – in the event of over-subscription – allocation shall be made in relation to the number of shares set forth in the respective subscription form and, to the extent such allocation cannot be effected, by the drawing of lots. Any thereafter remaining shares shall be allocated to the guarantor Magle Aktiebolag, whereby allocation shall be made in relation to the undertaking made.
4. The new shares shall entitle to dividends for the first time on the record date for dividends that occurs immediately following the registration of the new shares in the company's share register.
5. Subscription shall be made during the period 2 – 16 December 2020 or, as regards subscription pursuant to the last sentence of section 3, no later than three business days thereafter. However, the Board of Directors shall be entitled to extend the subscription period.
6. The subscription price shall be SEK 25 per share.
7. Subscription with pre-emptive rights shall be made by cash payment.
8. Subscription without pre-emptive rights shall be made on a specific subscription form within the time period set forth in section 5, following which payment shall be made in cash in accordance with instructions on the contract note, however no later than three business days following receipt of the contract note.
9. The managing director shall be authorized to make such minor adjustments to this resolution that may be necessary in connection with the registration thereof.

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Documents pursuant to Chapter 13 Section 6 of the Swedish Companies Act have been produced and presented.



## **Revisorns yttrande enligt 13 kap. 6 § aktiebolagslagen (2005:551) över styrelsens redogörelse för väsentliga händelser för perioden 2020-03-28–2020-11-11**

Till bolagsstämman i Magle Chemoswed Holding AB (publ), org.nr 556913-4710

Vi har granskat styrelsens redogörelse daterad 2020-11-11.

### *Styrelsens ansvar för redogörelsen*

Det är styrelsen som har ansvaret för att ta fram redogörelsen enligt aktiebolagslagen och för att det finns en sådan intern kontroll som styrelsen bedömer nödvändig för att kunna ta fram redogörelsen utan väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller på fel.

### *Revisorns ansvar*

Vår uppgift är att uttala oss om styrelsens redogörelse på grundval av vår granskning. Vi har utfört granskningen enligt FARs rekommendation RevR 9 *Revisorns övriga yttranden enligt aktiebolagslagen och aktiebolagsförordningen*. Denna rekommendation kräver att vi följer yrkesetiska krav samt planerar och utför granskningen för att uppnå begränsad säkerhet att styrelsens redogörelse inte innehåller väsentliga felaktigheter. Revisionsföretaget tillämpar ISQC 1 (International Standard on Quality Control) och har därmed ett allsidigt system för kvalitetskontroll vilket innefattar dokumenterade riktlinjer och rutiner avseende efterlevnad av yrkesetiska krav, standarder för yrkesutövningen och tillämpliga krav i lagar och andra författningar.

Granskningen innefattar att genom olika åtgärder inhämta bevis om finansiell och annan information i styrelsens redogörelse. Revisorn väljer vilka åtgärder som ska utföras, bland annat genom att bedöma riskerna för väsentliga felaktigheter i redogörelsen, vare sig dessa beror på oegentligheter eller på fel. Vid denna riskbedömning beaktar revisorn de delar av den interna kontrollen som är relevanta för hur styrelsen upprättar redogörelsen i syfte att utforma granskningsåtgärder som är ändamålsenliga med hänsyn till omständigheterna, men inte i syfte att göra ett uttalande om effektiviteten i den interna kontrollen. Granskningen har begränsats till översiktlig analys av redogörelsen och underlag till denna samt förfrågningar hos bolagets personal. Vårt bestyrkande grundar sig därmed på en begränsad säkerhet jämfört med en revision. Vi anser att de bevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för vårt uttalande.

### *Uttalande*

Grundat på vår granskning har det inte kommit fram några omständigheter som ger oss anledning att anse att styrelsens redogörelse inte avspeglar väsentliga händelser för bolaget på ett rättvisande sätt under perioden 2020-03-28–2020-11-11.

### *Övriga upplysningar*

Detta yttrande har endast till syfte att fullgöra det krav som uppställs i 13 kap. 6 § aktiebolagslagen och får inte användas för något annat ändamål.

Malmö den 11 november 2020

PricewaterhouseCoopers AB

Tomas Hilmarsson  
Auktoriserad revisor

**The Board of Directors' of Magle Chemoswed Holding AB (publ) report pursuant to Chapter 13 Section 6 of the Swedish Companies Act**

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Except for the information made public by Magle Chemoswed through press releases up until the date of the submission of this report, primarily the interim reports for the first third quarters 2020, of which the reports for the second and third quarter were announced on 14 July 2020 and 5 November 2020, respectively, no other events of material significance for the Magle Chemoswed's financial position have occurred since the annual report for the financial year 2019 was submitted. All information is available on Magle Chemoswed's website, [www.maglechemoswed.com](http://www.maglechemoswed.com), under Investors – Financial information and under Press releases.

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Malmö, 11 November 2020

**The Board of Directors of Magle Chemoswed Holding AB (publ)**

## Redovisning poströster / Compilation of the result of advance voting

Extra bolagsstämma 27 november 2020 / Extraordinary General Meeting 27 November 2020

Nummer Number	Beslutspunkt i protokollet Resolution in the minutes	Aktier/röster för Shares/votes for	Aktier/röster mot Shares/votes against	Ej avgiarna aktier/röster Shares/votes obtained	Totalt antal avgiarna röster Total number of votes cast	% av närvarande aktiekapital för beslut % of present share capital for the resolution	% av närvarande aktiekapital mot beslut % of present share capital against the resolution	% av närvarande aktiekapital ej avgiarna % of present share capital obtained
1.	Val av ordförande på stämman Election of chairman of the meeting	7 396 400	0	0	7 396 400	73,96%	0	0
2.	Upprättande och godkännande av röstlängd Preparation and approval of the voting list	7 396 400	0	0	7 396 400	73,96%	0	0
3.	Godkännande av dagordning Approval of the agenda	7 396 400	0	0	7 396 400	73,96%	0	0
4.	Val av justeringsperson Election of person to verify the minutes	7 396 400	0	0	7 396 400	73,96%	0	0
5.	Prövning av om stämman blivit behörigen sammankallad Determination as to whether the Extraordinary General Meeting has been duly convened	7 396 400	0	0	7 396 400	73,96%	0	0
6.	Godkännande av styrelsens beslut om nyemission av aktier Approval of the Board of Directors' share issue resolution	7 396 400	0	0	7 396 400	73,96%	0	0

Närvarande aktier/röster Present shares/votes	7 396 400	% av emitterat aktiekapital närvarande % of issued share capital present	73,96%
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