



# Notice to Annual General Meeting in Cinis Fertilizer AB

**The shareholders of Cinis Fertilizer AB, reg. no 559154-0322, are hereby summoned to the annual general meeting to be held on Thursday, May 23, 2024, at 4.00 p.m. CEST at Advokatfirman Schjødt at Hamngatan 27, Stockholm, Sweden. The entrance to the meeting and registration will open at 3.30 p.m. CEST.**

The board of directors has 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.

## **Right to participate and notice of participation**

A shareholder who wishes to participate at the annual general meeting must:

- (i) be recorded in the share register maintained by Euroclear Sweden AB on May 15, 2024,
- (ii) notified the company of its intention to participate in the meeting 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 May 17, 2024, or submitted a postal vote in accordance with the instructions set out in the section "Instructions for postal voting" no later than on May 17, 2024.

## **Nominee-registered shares**

Shareholders whose shares are held in the name of a nominee must, in order to be able to participate at the general meeting and exercise their voting right, temporarily re-register the shares in their own name in the share register maintained by Euroclear Sweden AB (so-called voting right registration). When preparing the share register for the general meeting per the record date, May 15, 2024, voting right registrations completed by the nominee no later than May 17, 2024, will be considered. This means that the shareholders must request that the nominee completes such voting right registration well in advance of May 17, 2024.

## **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 May 17, 2024, to Advokatfirman Schjødt, Att. William Hellsten, P.O. Box 715, SE-101 33 Stockholm, Sweden (mark the envelope with "Cinis Fertilizer AGM 2024") or by e-mail to [william.hellsten@schjodt.com](mailto:william.hellsten@schjodt.com) with reference "Cinis Fertilizer AGM 2024". The notice of attendance shall state name or company name, personal identification number (*Sw. personnummer*) or corporate registration number, address, telephone number, number of shares and, where relevant, the number of accompanying advisors (not more than two).

Shareholders represented by proxy must issue a power of attorney for the proxy. If the power of attorney is issued by a legal entity, a copy of the legal entity's certificate of registration, showing who has authority to issue the power of attorney, must be enclosed. The original version of the power of attorney and, if applicable, the certificate of registration, should well in advance of the general meeting, be sent to Advokatfirman Schjødt, Att. William Hellsten, P.O. Box 715, SE-101 33 Stockholm, Sweden (mark the envelope with "Cinis Fertilizer AGM 2024"). The power of attorney must not be older than one year unless a longer validity term (however no longer than five years) is specifically stated in the power of attorney. A proxy form is available on the company's website, [www.cinis-fertilizer.com](http://www.cinis-fertilizer.com).

### **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.cinis-fertilizer.com](http://www.cinis-fertilizer.com). The postal vote must be received by the company no later than on May 17, 2024. The postal voting form shall be sent to Advokatfirman Schjødt, Att. William Hellsten, P.O. Box 715, SE-101 33 Stockholm, Sweden (mark the envelope with "Cinis Fertilizer AGM 2024") or by e-mail to [william.hellsten@schjodt.com](mailto:william.hellsten@schjodt.com) with reference "Cinis Fertilizer AGM 2024".

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 will become invalid. Further information and conditions can be found in the postal voting form.

If the shareholder issues the postal vote by proxy, a written and dated power of attorney shall be enclosed with the postal voting form. If the power of attorney is issued by a legal entity, a copy of the legal entity's certificate of registration, showing who has authority to issue the power of attorney, must be enclosed. The original version of the power of attorney and, if applicable, the certificate of registration, should well in advance of the general meeting, be sent to Advokatfirman Schjødt, Att. William Hellsten, P.O. Box 715, SE-101 33 Stockholm, Sweden (mark the envelope with "Cinis Fertilizer AGM 2024"). The power of attorney must not be older than one year unless a longer validity term (however no longer than five years) is specifically stated in the power of attorney. A proxy form is available on the company's website, [www.cinis-fertilizer.com](http://www.cinis-fertilizer.com).

### **Proposed agenda**

1. Opening of the meeting
2. Election of chairman of the meeting
3. Preparation and approval of the voting list
4. Election of one or two persons who shall approve the minutes of the meeting
5. Determination of whether the meeting has been duly convened
6. Approval of the agenda
7. Presentation of the annual report and the auditor's report as well as consolidated annual accounts and the auditor's report for the group
8. Presentation by the Chief Executive Officer

9. Resolution on
  - a) approval of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet
  - b) the allocation of the company's profit or loss according to the approved balance sheet
  - c) discharge from liability of the board members and the Chief Executive Officer
10. Determination of the number of board members and auditors
11. Determination of remuneration to be paid to the board members and auditors
12. Election of board members, chairman of the board of directors and auditors
13. Resolution on approval of the remuneration report
14. Resolution regarding authorization for the board of directors to resolve on issue of shares, warrants and/or convertibles
15. Closing of the meeting

## **PROPOSALS FOR RESOLUTION**

### **Item 2 – Election of chairman of the meeting**

The nomination committee, consisting of Frederik Nilner (representing Jakob Liedberg), chairman of the nomination committee, Thomas Ranje (representing himself), Morgan Sadarangani (representing Molindo Energy AB) and the chairman of the board of directors Roger Johansson (the "Nomination Committee"), proposes that attorney Emil Hedberg, or in case of his impediment, the person instead appointed by the Nomination Committee, to be elected as chairman of the annual general meeting.

### **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 prepared by the company, based on the general 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 persons verifying the minutes.

### **Item 9 b – Resolution on the allocation of the company's profit or loss according to the approved balance sheet**

The board of directors proposes that the year's result shall be carried forward.

### **Item 10 – Determination of the number of board members and auditors**

The Nomination Committee proposes that the number of board members, for the period until the end of the next annual general meeting, shall be six, without any deputy board members. Furthermore, the Nomination Committee proposes that the company, for the period until the end of the next annual general meeting, shall have one auditor, without any deputy auditors.

### **Item 11 – Determination of remuneration to be paid to the board members and auditors**

The Nomination Committee proposes that the remuneration to the board of directors

shall be paid in a total amount of SEK 660,000 annually, allocated as follows. The chairman shall receive SEK 200,000 (unchanged since last year) and each of the other board members shall receive SEK 80,000 (unchanged since last year). Furthermore, the Nomination Committee proposes that the three board members that are members of the audit committee shall receive a fee of SEK 20,000 each.

The Nomination Committee proposes that the auditor shall be paid according to approved invoices.

#### **Item 12 – Election of board members, chairman of the board and auditors**

The Nomination Committee proposes re-election of Roger Johansson, Viktoria Bergman, Sten Hedbäck, Åsa Källenius, Morgan Sadarangani and Anna-Maria Tuominen-Reini as board members, all for the period until the end of the next annual general meeting. Furthermore, the Nomination Committee proposes re-election of Roger Johansson as chairman of the board for the period until the end of the next annual general meeting.

The Nomination Committee proposes that the registered auditing company Mazars AB is elected as the company's auditor for the period until the end of the next annual general meeting. Mazars AB has informed the company that, provided that the annual general meeting resolves in accordance with the Nomination Committee's proposal, the authorized accountant Martin Kraft will be the auditor in charge.

#### **Item 13 – Resolution on approval of the remuneration report**

The board of directors proposes that the annual general meeting approves the remuneration report for the financial year 2023.

#### **Item 14 – Resolution regarding authorization for the board of directors to resolve on issue of shares, warrants and/or convertibles**

The board of directors proposes that the annual general meeting resolves to authorize the board, on one or several occasions and for the period up to the next annual general meeting, to resolve to issue new shares, warrants and/or convertibles, with or without deviation from the shareholders' pre-emptive rights. The number of shares that may be issued and the number of shares that shall be possible to convert/subscribe for may amount to a number of shares resulting in an increase of the share capital, at the time of the board of directors' first use of the authorization, of not more than ten (10) per cent. New issues may be made with or without provisions concerning payment in kind, set-off or other provision specified in Chapter 13, Section 5, first paragraph, 6, Chapter 14, Section 5, first paragraph, 6, and Chapter 15, Section 5, first paragraph, 4, of the Swedish Companies A.

The purpose of the authorization is to provide flexibility to the board of directors in its work to ensure that the company in an appropriate manner can raise capital and acquire companies, businesses, and other assets.

The board of directors or the Chief Executive Officer, or anyone appointed by the board of directors or the Chief Executive Officer, 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.

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 annual general meeting.

**Documentation etc.**

The annual report, the auditor's report, the remuneration report and other supporting documentation for resolutions will be available at the company's offices, Bytaregatan 4D, SE-222 21 Lund, Sweden, and website, [www.cinis-fertilizer.com](http://www.cinis-fertilizer.com), no later than three weeks prior to the meeting and will be sent to shareholders who so request and provide their postal address.

This notice is a translation of a Swedish notice and in case of any deviations between the language versions, the Swedish version shall prevail.

**Shareholders' right to request information**

Shareholders are reminded of their right to request information from the board of directors and the Chief Executive Officer in accordance with Chapter 7 Section 32 of the Swedish Companies Act.

**Use of personal data**

For information regarding the processing of your personal data, please see the integrity policy that is available at Euroclear Sweden AB's website:  
<http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Cinis Fertilizer AB has corporate registration number 559154-0322 and its registered office is in Örnköldsvik, Sweden.

*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.*

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Örnköldsvik in April 2024

**Cinis Fertilizer AB**  
*The Board of Directors*

**For more information, please contact:**

Charlotte Becker, IR and Communications Officer, Cinis Fertilizer  
[charlotte@cinis-fertilizer.com](mailto:charlotte@cinis-fertilizer.com)  
+46 730 37 07 07

Jakob Liedberg, CEO, Cinis Fertilizer  
[jakob@cinis-fertilizer.com](mailto:jakob@cinis-fertilizer.com)  
+46 768 58 12 86 33

**About Cinis Fertilizer**

Cinis Fertilizer is a Swedish green-tech company that will produce the world's most environmentally friendly mineral fertilizer, potassium sulphate (SOP), by recycling waste products from battery manufacturing and recycling, as well as the pulp industry and other industries. The patent protected technology will use half as much energy as today's production methods and the result is a fertilizer with low carbon footprint, a unique and circular contribution enabling sustainable agriculture. FNCA Sweden AB is Certified Adviser. For further information please visit: [www.cinis-fertilizer.com](http://www.cinis-fertilizer.com).