

Org.nr/Reg. no. 559247-4976

Protokoll från extra bolagsstämman, genom poströstning, med aktieägarna i Skogsaktiebolaget Eternali den 15 mars 2022

Minutes from the extra general meeting of the shareholders, by advanced voting, of Skogsaktiebolaget Eternali on 15 March 2022

Deltagande aktieägare:

Participating shareholders:

Enligt bifogad röstlängd, Bilaga A.

According to attached voting list, Exhibit A.

§ 1

Jur.kand. Carl Bohman vid Baker McKenzie Advokatbyrå, förklarade extra bolagsstämman öppnad.
Carl Bohman, LL.M. at Baker McKenzie Advokatbyrå, declared the extra general meeting open.

§ 2

Carl Bohman utsågs, i enlighet med styrelsens förslag, till ordförande och protokollförare vid stämman.

Carl Bohman was elected, in accordance with the board of directors' proposal, chairman of the meeting and keeper of the minutes.

Antecknades att stämman genomförs enligt 22 § lagen (2022:121) om tillfälliga undantag för att underlätta genomförandet av bolags- och föreningsstämmor; innebärande att aktieägarna får utöva sin rösträtt vid stämman endast genom att rösta på förhand, s.k. poströstning.

It was noted that the general meeting was conducted in accordance with section 22 of the Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations, and that shareholders consequently may exercise their voting rights at the general meeting only in advance, by so called postal voting.

§ 3

Bolagsstämman beslutade att röstlängden, som upprättats av bolaget baserat på aktieboken och inkomna förhandsröster och som kontrollerats av justeringspersonen, godkänns av bolagsstämmans ordförande.

The extra general meeting resolved that the voting list, which has been prepared by the company based on the share register and the received advance votes and which has been reviewed by the person certifying the minutes, be approved by the chairman of the extra general meeting.

Bifogad förteckning, Bilaga A, över aktieägare som förhandsröstat, godkändes att gälla som röstlängd vid stämman.

The attached list, Exhibit A, of shareholders that have voted in advance, was approved to serve as voting list for the meeting.

§ 4

Jurist Carl Isaksson vid Baker McKenzie Advokatbyrå, utsågs, i enlighet med styrelsens förslag, till justeringsperson samt att kontrollera röstlängden och att inkomna förhandsröster blivit rätt återgivna i stämmoprotokollet.

Carl Isaksson, LL.M., at Baker McKenzie Advokatbyrå, was appointed, in accordance with the board's proposal, to certify the minutes and to verify the voting list and that the received advance votes have been correctly reflected in the minutes of the extra general meeting.

§ 5

Det noterades att kallelse till dagens stämma har, i enlighet med bolagsordningen, publicerats på bolagets hemsida den 15 februari 2022 och i Post- och Inrikes Tidningar den 15 februari 2022. Upplysning om att kallelse skett har även publicerats i Svenska Dagbladet den 15 februari 2022. *It was noted that the notice has, in accordance with the articles of association, been published on the company's website on 15 February 2022 and in the Swedish Official Gazette on 15 February 2022. Information that the notice has been published has also been printed in Svenska Dagbladet on 15 February 2022.*

Det konstaterades att stämman blivit behörigen sammankallad. *The general meeting established that the meeting had been duly convened.*

§ 6

Dagordningen för stämman enligt kallelsen fastställdes. *The agenda for the meeting in accordance with the notice of the meeting was approved.*

§ 7

Det beslutades att styrelsen ska bestå av fem styrelseledamöter utan suppleanter. *It was resolved that the board of directors shall consist of five directors without deputies.*

§ 8

Det beslutades att arvode till den föreslagna styrelseledamoten ska uppgå till 75 000 kr. *It was resolved that the remuneration to the proposed director shall be SEK 75,000.*

§ 9

Det beslutades att utse Daniel Stålbo till ny styrelseledamot. Gustavo Silveira, Andreas Forssell, Kerstin Sundberg och Karoline Marques kvarstår som styrelseledamöter. Gustavo Silveira kvarstår som styrelseordförande. *It was resolved to elect Daniel Stålbo as new director. Gustavo Silveira, Andreas Forssell, Kerstin Sundberg and Karoline Marques remain as directors. Gustavo Silveira remains as chairman of the board.*

§ 10

Det beslutades att ändra bolagets bolagsordning i enlighet med styrelsens förslag, Bilaga 1, och anta ny bolagsordning, Bilaga 1a. *It was resolved amend the company's articles of association in accordance with the board of directors' proposal, Exhibit 1, and adopt new articles of association, Exhibit 1a.*

§ 11

Stämman beslutade om uppdelning av aktier i enlighet med styrelsens förslag, Bilaga 2. *The meeting resolved to split the share in accordance with the board's proposal, Exhibit 2.*

§ 12

Det beslutades om nyemission av aktier i enlighet med aktieägares förslag, Bilaga 3. *It was resolved to issue new shares in accordance with shareholders proposal, Exhibit 3.*

§ 13

Det beslutades att införa ett incitamentsprogram genom emission och överlåtelse av teckningsoptioner till ledande befattningshavare, Bilaga 4. *It was resolved implement an incentive program through issuance and transfer of warrants to senior executives, Exhibit 4.*

§ 14

Redovisning av utfallet av angivna röster avseende varje punkt på dagordningen bilades protokollet, Bilaga B.

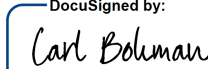
Reporting of the outcome of the votes cast for each item on the agenda was attached to the minutes, Exhibit B.

Eftersom inga ytterligare ärenden hade hänskjutits till stämman avslutades stämman.

As no further matters had been referred to the general meeting of the shareholders the meeting was closed.

Vid protokollet:
At the minutes:

Justeras:
Certified:

DocuSigned by:

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Carl Bohman

DocuSigned by:

63AB0BCAACEB417...
Carl Isaksson

Röstlängd för extra bolagsstämma i Skogsaktiebolaget Eternali, org.nr 559247-4976, den 15 mars 2022
 Voting list for extra general meeting in Skogsaktiebolaget Eternali, reg.no 559247-4976, 15 March 2022

Bilaga A / Exhibit A

Aktieägare Shareholder	Ombud/Ställföreträdare Proxy / Representative	Närvarande aktier och röster Shares and votes present	Antal aktier och röster i procent av totalt på stämman Number of shares and votes as a percentage of the total at the meeting
Proudtree Capital AB	Marcus Jibreus	263 976	42,68%
Cazami Ltd	Thomas Edlund	257 150	41,58%
Elmarc Holdings Limited	Marcus Ölvestad	29 290	4,74%
Ölvestad, Marcus		62 065	10,04%
Stålbo, Daniel		6 000	0,97%
Summa anmälda och närvarande totalt Total registered and present in total		618 481	100,00%
Röst per aktie Votes per share		1	
Totalt antal aktier och röster närvarande/företrädda Total number of shares and votes present / represented		618 481	
Totalt antal aktier och röster i bolaget Total number of shares and votes in the company		1 153 840	
Andel företrädda aktier och röster vid Proportion of shares and votes represented at the meeting stämman		53,60%	

Extra bolagsstämma den 15 mars 2022 i Skogsaktiebolaget Eternali, org.nr 559247-4976
 Extra general meeting 15 March 2022 Skogsaktiebolaget Eternali, reg. no. 559247-4976
 Poströster - slutredovisning
 Mail-votes final report

Bilaga B / Exhibit B

Varje aktie representerar 1 röst
 Each share has 1 vote

Beslutspunkt på dagordningen Item on the agenda	Ja / Yes			Nej / No			Avstår från att rösta / Refrains from voting			Punkten ska anstå till en försatt bolagsstämma vid ett senare tillfälle		
	Röster Votes	Andel aktier/röster Percentage shares/votes	Andel aktiekapital Percentage of share capital	Röster Votes	Andel aktier/röster Percentage shares/votes	Andel aktiekapital Percentage of share capital	Röster Votes	Andel aktier/röster Percentage shares/votes	Andel aktiekapital Percentage of share capital	Röster Votes	Andel aktier/röster Percentage shares/votes	Andel aktiekapital Percentage of share capital
2. Val av ordförande vid stämman och utseende av protokollförare <i>Election of chairman of the meeting</i>	618 481	100,00%	53,60%									
3. Upprättande och godkännande av röstlängd <i>Preparation and approval of voting list</i>	618 481	100,00%	53,60%									
4. Val av justeringsperson <i>Election of one person to certify the minutes</i>	618 481	100,00%	53,60%									
5. Prövning av om stämman blivit behörigen sammankallad <i>Determination of whether the general meeting has been duly convened</i>	618 481	100,00%	53,60%									
6. Godkännande av dagordning <i>Approval of the agenda</i>	618 481	100,00%	53,60%									
7. Fastställande av antal styrelseledamöter <i>Determination of number of directors</i>	618 481	100,00%	53,60%									
8. Beslut om ersättning till styrelseledamöter <i>Determination of the fees for the board of directors</i>	618 481	100,00%	53,60%									
9. Val av Daniel Stålbo <i>Election of Daniel Stålbo</i>	618 481	100,00%	53,60%									
10. Beslut om ändring av Bolagets bolagsordning <i>Resolution regarding amendments of the Company's articles of association</i>	618 481	100,00%	53,60%									
11. Beslut om uppdelning av aktier <i>Resolution regarding share split</i>	618 481	100,00%	53,60%									
12. Beslut om nyemission av aktier <i>Resolution regarding new share issue</i>	618 481	100,00%	53,60%									
13. Beslut om incitamentsprogram 2022/24:1 <i>Resolution regarding incentive program 2022/24:1</i>	618 481	100,00%	53,60%									

Totalt antal aktier och röster vid stämman

Total number of shares and votes

618 481

Totalt antal aktier och röster i bolaget

Total number of shares and votes in the Company

1 153 840

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Workflow Name: DocuSign ID Verification

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Identification Method: Electronic ID

Type of Electronic ID: SE_BANKID

Transaction Unique ID: 4081c9d0-9261-53e5-8e6f-5085f06bb152

Country of ID: SE

Result: Passed

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Electronic Record and Signature Disclosure:

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Carl Isaksson

carl.isaksson@bakermckenzie.com

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DocuSigned by:



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Identity Verification Details:

Workflow ID: 8058224d-322a-42ea-bb65-aa140cb84d11

Workflow Name: DocuSign ID Verification

Workflow Description: The signer will need to identify themselves with a valid government ID.

Identification Method: Electronic ID

Type of Electronic ID: SE_BANKID

Transaction Unique ID: 2273d7fa-d583-5462-9cc9-4ee9b95e5c7c

Country of ID: SE

Result: Passed

Performed: 3/15/2022 4:52:03 PM

Electronic Record and Signature Disclosure:

Accepted: 3/15/2022 4:52:15 PM

ID: c100111b-0c71-4d20-8805-900b297af5ad

Company Name: Baker McKenzie

In Person Signer Events**Signature****Timestamp**

Editor Delivery Events	Status	Timestamp
Agent Delivery Events	Status	Timestamp
Intermediary Delivery Events	Status	Timestamp
Certified Delivery Events	Status	Timestamp
Carbon Copy Events	Status	Timestamp
Witness Events	Signature	Timestamp
Notary Events	Signature	Timestamp
Envelope Summary Events	Status	Timestamps
Envelope Sent	Hashed/Encrypted	3/15/2022 4:36:26 PM
Certified Delivered	Security Checked	3/15/2022 4:52:15 PM
Signing Complete	Security Checked	3/15/2022 4:52:23 PM
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