

## Notice of annual general meeting in Skogsaktiebolaget Eternali

The shareholders of Skogsaktiebolaget Eternali, reg. no. 559247-4976, (the "Company") are hereby invited to the annual general meeting on Monday, 19 June 2023 at 10.00 in the Company's office on Sturegatan 16 in Stockholm (registration from 9.30).

### Right to attend the general meeting

Shareholders who wish to participate in the general meeting must:

- be registered in the share register maintained by Euroclear Sweden AB on Friday, 9 June 2023; and
- notify the Company of the intention to attend the annual general meeting not later than Friday, 9 June 2023. Notification can be done either by post to Skogsaktiebolaget Eternali, Annual General Meeting, P.O. Box 5124, 102 43 Stockholm, Sweden, or by e-mail to [info@eternali.se](mailto:info@eternali.se).

Upon registration, the shareholder shall state his or her name, personal or company identification number, address as well as telephone number. If a shareholder intends to be represented by proxy, the name of the proxy holder shall be stated. If a shareholder intends to bring accompanying advisors, number of advisors (not more than two) and name shall be stated.

### Nominee shares

Shareholders, whose shares are registered in the name of a bank or other nominee, must temporarily register their shares in their own name with Euroclear Sweden AB in order to be entitled to participate in the general meeting. Such registration, which normally is processed in a few days, must be completed no later than on Friday 9 June 2023 and should therefore be requested from the nominee well before this date.

### Proxy etc.

Shareholders represented by proxy shall issue dated and signed power of attorney for the proxy. If the proxy is issued by a legal entity, attested copies of the certificate of registration or equivalent authorization documents, evidencing the authority to issue the proxy, shall be enclosed. The proxy must not be more than one year old, however, the proxy may be older if it is stated that it is valid for a longer term, maximum five years. A copy of the proxy in original and, where applicable, the registration certificate, should be submitted to the Company by mail at the address set forth above and at the Company's disposal well in advance of the annual general meeting. A proxy form will be available on the Company's website, [www.eternali.se](http://www.eternali.se), and will also be sent to shareholders who so request and inform the Company of their postal address.

### Draft agenda

1. Election of chair and keeper of the minutes of the meeting
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Election of one person to certify the minutes
5. Determination of whether the meeting has been properly convened
6. Presentation of the annual report and the auditors' report
7. Resolution regarding:
  - a. adoption of income statement and balance sheet,
  - b. the profit or loss of the Company in accordance with the adopted balance sheet and group balance sheet, and
  - c. discharge from liability of the board of directors and the managing director
8. Determination of fees to the board of directors and to the auditor
9. Election of board of directors and auditors

10. Resolution to authorize the board of directors to resolve on issuances
11. Closing of the meeting

### **Proposed resolutions**

#### **Item 7.b: Resolution regarding the profit or loss of the Company in accordance with the adopted balance sheet**

The board of directors proposes that all funds available for the annual general meeting shall be carried forward.

#### **Item 8: Determination of fees to the board of directors and to the auditor**

It is proposed that the remuneration to each director elected by the meeting and who is not employed by the Company or the group shall be SEK 75,000 and the chair of the board of directors is to receive SEK 150,000.

Remuneration to the auditor is to be paid according to approved invoice.

#### **Item 9: Election of the board of directors and auditors**

Proposal for the number of board members and proposal for board members, including proposal for the chairman of the board, will be presented at the annual general meeting at the latest.

It is also proposed re-election of the registered auditing firm BDO Mälardalen AB for the period until the end of the annual general meeting 2024. BDO Mälardalen AB has announced that the authorized auditor Johan Pharmanson continues as main responsible auditor.

#### **Item 10: Resolution to authorize the board of directors to resolve on issuances**

The board of directors of the Company proposes that the annual general meeting resolves to authorize the board of directors during the period up until the next annual general meeting to, on one or more occasions, resolve to issue shares, convertibles and/or warrants with or without preferential rights for the shareholders, within the limits of the articles of association, to be paid in cash, in kind and/or by way of set-off.

The board of director's ability to make decisions on issuances without preferential rights for shareholders as described above is primarily for the purpose of being able to raise new capital to increase the Company's flexibility or in connection with acquisitions.

Issuance of new shares based on the authorization shall be carried out on customary terms under prevailing market conditions. If the board of directors deems it appropriate to enable the delivery of shares in connection with an issue as described above, this can be done at a subscription price corresponding to the quota value of the shares.

The board of directors or a person appointed by the board of directors shall be authorized to make such minor adjustments in the above resolution that may be required in connection with the registration with the Swedish Companies Registration Office.

#### **Majority requirements**

The resolution in accordance with item 10 is valid where supported by shareholders representing at least two thirds of the votes cast and the shares represented at the general meeting.

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

The total number of shares and votes in the Company as of the date of the notice amounts to 12,216,570. The number of shares and votes as of the date of the notice do not include 44,000 shares being subscribed but not yet registered with the Swedish Companies Registration Office. After registration of the new shares issue, the total number of shares and votes in the Company will amount to 12,260,570. The Company does not own any of its own shares.

**Other**

Copies of accounts, auditor statement and proxy form are available at least three weeks in advance of the annual general meeting. The complete proposals, including the proposed articles of association, and other documents that shall be available in accordance with the Swedish Companies Act are available at least two weeks in advance of the meeting. All documents are available at the Company and at the Company's website [www.eternali.se](http://www.eternali.se) and will be sent to shareholders who request it and provide their e-mail or postal address.

The board of directors and the managing director shall, if any shareholder so requests and the board of directors considers that it can be done without material harm to the Company, provide information at the general meeting on matters that may affect the assessment of an item on the agenda or the Company's financial information. Such duty to provide information applies also to the Company's relation to other group companies, the consolidated accounts and such circumstances regarding subsidiaries as specified in the foregoing sentence. A request for such information shall be received by the Company in writing no later than ten calendar days prior to the meeting, i.e., 9 June 2023 by post to the Company's address P.O. Box 5124, 102 43 Stockholm, Sweden or by e-mail to [info@eternali.se](mailto:info@eternali.se). The information will be made available at the Company's website, [www.eternali.se](http://www.eternali.se) and at the head office no later than on 14 June 2023. The information will also be sent, within the same period of time, to any shareholder who so has requested and who has stated its e-mail or postal address.

**Processing of personal data**

For information on how personal data is processed in relation the meeting, see the Privacy notice available on Euroclear Sweden AB's website: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Stockholm in May 2023  
**Skogsaktiebolaget Eternali**  
The board of directors