

## **Notice of Annual General Meeting in Arla Plast AB (publ)**

**The shareholders of Arla Plast AB (publ), corporate registration number 556131-2611, ("Arla Plast" or the "Company"), are hereby summoned to the Annual General Meeting on Wednesday, May 10, 2023 at 15.00 in the Company's premises, Västanåvägen 2, Borensberg.**

### **A. RIGHT TO ATTEND THE ANNUAL GENERAL MEETING**

Shareholders who intend to attend the meeting must:

- be registered in the share register kept by Euroclear Sweden AB on Tuesday, May 2, 2023;
- notify the Company of their intention to participate no later than on Thursday, May 4, 2023 by mail to Arla Plast AB, "Annual General Meeting 2023", Box 33, 591 06 Borensberg, per telephone to +46 141-20 38 12, or via email to [ir@arlaplast.com](mailto:ir@arlaplast.com). The notification must include the shareholder's name, personal identity or corporate registration number, address, telephone number, shareholding and number of assistants (no more than two).

Shareholders represented by proxy shall issue a written and dated power of attorney for the proxy. For shareholders wishing to participate through a proxy, the Company provides a proxy form on the Company's website [www.arlaplastgroup.com](http://www.arlaplastgroup.com). If the power of attorney has been issued by a legal entity, a certificate of incorporation or a corresponding document for the legal entity must be attached. Shareholders participating through a proxy should submit the proxy form to the above address so that it reaches the Company no later than May 4, 2023.

#### ***Nominee-registered shares***

Shareholders whose shares are nominee-registered through a bank or other nominee must, in addition to giving notice of participation, request that their shares be temporarily registered in their own name in the share register kept by Euroclear Sweden AB (so called voting right registration) in order to be entitled to participate at the Annual General Meeting. The general meeting share register as of the record date on Tuesday, May 2, 2023 will take into account voting right registrations completed no later than Thursday, May 5, 2023. Shareholders concerned must, in accordance with each nominee's routines, request that the nominee makes such voting right registration well in advance of that date.

### **B. AGENDA ITEMS ON THE ANNUAL GENERAL MEETING**

#### **Proposed agenda**

1. Opening of the Annual General Meeting.
2. Election of Chairman of the Annual General Meeting.
3. Preparation and approval of the voting list.
4. Election of person to verify the minutes.
5. Determination as to whether the Annual General Meeting has been duly convened.
6. Approval of the agenda.
7. Presentation of the annual report and the audit report as well as the consolidated financial statements and the audit report of the group, and a statement from the Company's auditor confirming compliance with the remuneration guidelines for senior executives.
8. Speech by the CEO.
9. Resolutions regarding
  - a. adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet,
  - b. appropriation of the Company's profit pursuant to the adopted balance sheet
  - c. discharge from liability for the Board members and the CEO
10. Report of the work of the Nomination Committee.
11. Determination of fees to the Board members and to the auditors.

12. Determination of the number of Board members and auditors and deputy auditors.
13. Election of Board members, auditors and deputy auditors.

Proposal of the Nomination Committee:

- a. Jan Synnersten (re-election)
- b. Ulf Hedlundh (re-election)
- c. Ola Salmén (re-election)
- d. Leif Nilsson (re-election)
- e. Annelie Arnbäck (re-election)
- f. Thomas Widstrand (new election)
- g. Maria Catoni (new election)
- h. Jan Synnersten as Chairman of the Board (new election)
- i. Deloitte AB as auditor (new election)

14. Resolution on approval of remuneration report.
15. Resolution on authorization for the Board to resolve upon issues of shares.
16. Closing of the Annual General Meeting.

### **C. THE NOMINATION COMMITTEE'S PROPOSED RESOLUTIONS WITH RESPECT TO ITEMS 2 AND 11-13**

In accordance with the principles for appointing the Nomination Committee, adopted by the Annual General Meeting 2021, the Chairman of the Board contacted the Company's three largest shareholders in terms of voting rights as of the last banking day in September the year prior to the Annual General Meeting. The Nomination Committee prior to the Annual General Meeting 2023 consists of:

- Kenneth Synnersten, representing K Synnersten Holding AB
- Fredrik Persson, representing Nortal Investments AB
- Lars Kvarnsund, representing Svolder AB

Lars Kvarnsund is the Chairman of the Nomination Committee. The Nomination Committee presents the following proposals to the Annual General Meeting 2023:

#### ***Election of Chairman of the Annual General Meeting (item 2)***

The Nomination Committee proposes Kenneth Synnersten, or in the event of his impediment, the person appointed by the Board instead, be elected Chairman of the Annual General Meeting.

#### ***Determination of fees to the Board members and to the auditors (item 11)***

The Nomination Committee proposes the following fees:

- SEK 400,000 (400,000) to the Chairman of the Board and SEK 220,000 (220,000) to each of the other Board members elected by the Annual General Meeting and not employed by the Company.
- SEK 70,000 (70,000) to the Chairman of the Audit Committee and SEK 40,000 (40,000) to each of the other members of the Audit Committee.
- SEK 40,000 (40,000) to the Chairman of the Remuneration Committee and SEK 25,000 (25,000) to each of the other members of the Remuneration Committee.

The Nomination Committee proposes that the fees to the Company's auditor be paid according to approved invoice.

### ***Determination of the number of Board members and auditors and deputy auditors (item 12)***

The Nomination Committee proposes that the number of Board members elected by the general meeting during the coming term of office shall continue to be a total of seven without deputies.

The Nomination Committee proposes that one registered auditing company be appointed as auditor and that no deputy auditors be appointed.

### ***Election of Board members, auditors and deputy auditors (item 13)***

The Nomination Committee proposes re-election of the Board members Jan Synnersten, Ulf Hedlundh, Ola Salmén, Leif Nilsson, Annelie Arnböck and new election of Thomas Widstrand and Maria Catoni for the period until the end of the Annual General Meeting 2024. Kenneth Synnersten and Sten Jakobsson have declined re-election. Jan Synnersten is proposed to be new elected as Chairman of the Board.

All of the proposed Board members are presented in more detail on the Company's website. The Nomination Committee has submitted a separate reasoned opinion concerning its proposal for the Board of Directors.

The Nomination Committee proposes, in accordance with the Audit Committee's recommendation, new election of the registered auditing company Deloitte AB as the Company's auditor for the period until the end of the Annual General Meeting 2024. Deloitte AB has informed that, provided that the Annual General Meeting resolves in accordance with the Nomination Committee's proposal, the authorized public accountant Pernilla Rehnberg will be the auditor in charge.

## **D. THE BOARD OF DIRECTORS' PROPOSED RESOLUTIONS WITH RESPECT TO ITEMS 9, 14 and 15**

### ***Resolution regarding appropriation of the Company's profit pursuant to the adopted balance sheet (item 9b)***

The Board of Directors proposes that the available profits of in total SEK 199,858,546 at the disposal of the Annual General Meeting, be disposed of so that SEK 1.00 per share, corresponding to a total of SEK 20,000,000, is distributed to the shareholders and that the remaining amount is carried forward.

The Board of Directors further proposes that May 12, 2023, shall be the record date for dividends.

If the Annual General Meeting resolves in accordance with the Board of Directors' proposal, the estimated date for payment of the dividend through Euroclear Sweden AB, to those who are recorded in the share register on the record date, is May 17, 2023.

### ***Resolution on approval of remuneration report (item 14)***

The Board of Directors proposes that the Annual General Meeting resolves to approve the Board of Directors' report regarding remuneration pursuant to Chapter 8, Section 53 a of the Swedish Companies Act.

### ***Resolution on authorization for the Board to resolve upon issues of shares (item 15)***

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors on one or more occasions, during the period until the next Annual General Meeting, to resolve to issue shares, with or without deviation from shareholders' preferential rights. By virtue of the authorization, the Board of Directors may decide to issue a maximum of 2,000,000 new shares, corresponding to a maximum of ten (10) percent of the total number of outstanding shares in the Company. In addition to payment in cash, payment may be made in kind or by set-off, or otherwise subject to conditions. If the Board decides on a new share issue with deviation from the shareholders'

preferential rights, its purpose shall be to enable the Company to fully or partially finance an acquisition by issuing shares as payment in connection with an acquisition agreement, or to raise capital for such an acquisition. New issues of shares made with deviation from the shareholders' preferential rights shall occur at a subscription price in accordance with market conditions, including a discount in accordance with market conditions where applicable.

The Board of Directors, or the person appointed by the Board, shall have the right to make the minor adjustments to the above resolution as may prove necessary in connection with registration with the Swedish Companies Registration Office.

Resolution in accordance with the proposal presupposes that the resolution is supported by at least two-thirds of both the votes cast and the shares represented at the Annual General Meeting.

## **E. NUMBER OF SHARES AND VOTES IN THE COMPANY**

At the time of this notice, the total number of shares in the Company amounts to 20,000,000, corresponding to a total of 20,000,000 votes. The Company holds no treasury shares.

## **F. RIGHT TO RECEIVE INFORMATION**

The Board of Directors and the CEO shall, if any shareholder so requests and the Board of Directors believes that it can be done without material harm to the Company, provide information about circumstances that may affect the evaluation of an item on the agenda, circumstances that may affect the assessment of the Company's or subsidiaries' financial situation, the Company's relation to other companies within the group and the consolidated financial statements.

## **G. AVAILABLE DOCUMENTS**

Accounting documents and auditor's report and the Board of Directors' complete proposed resolutions under items 9b (including the Board's statement pursuant to Chapter 18, Section 4 of the Swedish Companies Act, 14 (including auditor's statement pursuant to Chapter 8, Section 54 of the Swedish Companies Act and 15, as well as the Nomination Committee's proposed resolutions under items 2 and 11-13 (including its reasoned opinion), will be available from the Company at the address Arla Plast AB, Västanåvägen 2, Borensberg and on the Company's website, [www.arlaplastgroup.com](http://www.arlaplastgroup.com), no later than from April 19, 2023. Copies of the above-mentioned documents are also sent to shareholders who so wish and provide their address. The documents will be presented at the Annual General Meeting.

## **H. PROCESSING OF PERSONAL DATA**

For information on the processing of personal data, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Borensberg in March 2023  
**Arla Plast AB (publ)**  
*The Board of Directors*