

NOTICE OF ANNUAL GENERAL MEETING OF QLUCORE AB (publ)

Notice is hereby given to the shareholders of Qlucore AB (publ) (Registration number 556719-3528) that the Annual General Meeting will take place on Thursday, October 23, 2025, at 11.00 a.m. CET at the company's office in Lund. Registration starts at 10.45 a.m.

Right to participate in the Annual General Meeting and notice of participation

A shareholder who wishes to participate in the Annual General Meeting must be recorded in the share register maintained by Euroclear Sweden AB on Wednesday, October 15, 2025, and report their participation no later than Friday, October 17, 2025, to info@glucore.com.

Nominee-registered shares

In addition to providing notification of participation as described above, a shareholder whose shares are held in the name of a nominee must register its shares in its own name so that the shareholder is recorded in the share register relating to the circumstances on October 15, 2025. The registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee's procedures. This means that the shareholder must notify the nominee in ample time. A voting right registration completed no later than the second banking day after October 15, 2025, is considered when preparing the register of shareholders.

Proxy

If shareholders vote by proxy, a written and dated power of attorney signed by the shareholder must be presented by the proxy. If the power of attorney is issued by a legal entity a copy of the registration certificate or equivalent for the legal entity must also be attached. Power of attorney may be valid for a maximum of one year from issuance. Power of attorney and/or proof of registration must be sent to the company at the address below no later than Friday, October 17, 2025. Power of attorney forms are available upon request.

Address: Qlucore AB, Scheelevägen 17, 223 70 Lund.

Proposed agenda

1. Opening of the Annual General Meeting and election of Chairman for the Annual General Meeting
2. Preparation and approval of the voting register
3. Election of one or two persons to attest the minutes
4. Determination whether the Annual General Meeting has been duly convened
5. Approval of the agenda for the Annual General Meeting
6. Presentation of the annual report and the Auditor's report, as well as the consolidated annual report and the Auditor's report for the group
7. Resolution on
 - a) the adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet;
 - b) allocation of the company's profit according to the adopted balance sheet; and
 - c) discharge from liability for members of the Board of Directors and the CEO
8. Determination of compensation to the Board of Directors and the Auditors
9. Election of members of the Board of Directors and Auditors
10. Election of members to the election committee
11. Determination on warrants for employees and consultants
12. Resolution on authorization to issue shares

13. Other

14. Closing of the Annual General Meeting

Proposed resolutions

Item 1 – Opening of the Annual General Meeting and election of Chairman for the Annual General Meeting

The Nomination Committee proposes that the Chairman of the Board of Directors, Pia Gideon, is appointed Chairman of the 2025 Annual General Meeting.

Item 7 (b) – Allocation of the company's profit according to the adopted balance sheet

The board of Directors proposes that the Company's results be carried forward.

Item 8 – Determination of compensation to the Board of Directors and the Auditors

The Nomination Committee proposes that no board fees be paid. The Nomination Committee proposes that the Auditor's fee be paid according to an approved invoice.

Item 9 – Election of members of the Board of Directors and Auditors

The Nomination Committee proposes, for the period until the end of the next Annual General Meeting, the election of board members Lars Pålsson (as Chairman), Carl Palmstierna och Kjell Sjöström. Lars Pålsson (b. 1961), invests via Mikrolund Holding AB which holds approximately 20%, [Lars Pålsson | LinkedIn](#), Carl G E Palmstierna (b. 1953), invests via Palmstierna Invest AB which holds approximately 16% and Kjell Sjöström (b. 1958) invests privately and holds approximately 3%, [Kjell Sjöström | LinkedIn](#).

The Nomination Committee proposes re-election of the auditing company PWC for the period until the end of the next Annual General Meeting.

Item 10 – Election of members to the Nomination Committee

The Nomination Committee proposes that the Annual General Meeting instructs the Chairman of the board to contact the four largest registered shareholders based on shareholder statistics as of December 31, 2025, each of whom is offered to appoint a member to form a Nomination Committee together with the Chairman of the board for the period until a new Nomination Committee is appointed according to the mandate from the next annual general meeting.

If the Chairman of the board, directly or through the company, should be one of the four largest shareholders, the Nomination Committee shall consist of the Chairman of the board and the three members appointed by the other three largest shareholders. Where one or more shareholders refrain from appointing a member of the Nomination Committee, one or more of the next three shareholders in ownership must be offered to appoint a member of the Nomination Committee. The Chairman of the Nomination Committee shall be the member appointed by the owner with the largest number of votes, unless the members agree otherwise.

Prior to the Annual General Meeting, the nomination committee consisted of Lars Pålsson, Carl Palmstierna (Chairman), Daniel Nilsson and Johan Råde.

Item 11 – Determination on warrants for employees and consultants

The Nomination Committee of Qlucore AB (publ), registration no. 556719-3528 (the "Company") proposes that the annual general meeting decides on a long-term incentive program as follows, including a targeted new issue of warrants and transfer of warrants.

Background and motive

The Nomination Committee finds it urgent and in the interest of all shareholders that employees of the Company, consultants who work on an ongoing basis for the Company and experts ("Consultants") have a long-term interest in maximizing shareholder value and promoting long-term growth. The purpose of the proposal is to strengthen the long-term alignment of interests between the Company and its employees, senior executives, Consultants and its shareholders. This is deemed to be in line with the interests of all shareholders.

Through a warrant-based incentive program for employees and Consultants in the Company, the participant's rewards can be linked to the Company's future performance and value development. The long-term value increases benefits both for shareholders and affected participants. Share-related incentive programs also create a common focus and thereby prioritize the setting of long-term goals. Incentive programs are also deemed to make it easier for the Company to recruit and retain key employees. The Nomination Committee therefore assesses, based on the design of the incentive program, that there is no need to establish any predetermined and measurable performance criteria for participation in the program.

In the light of these conditions, the amount of the award and other circumstances, the Nomination Committee considers that the incentive program proposed below is reasonable and beneficial for the Company and its shareholders.

Allocation and general terms of the warrants

In total, a maximum of 1,035,000 warrants is proposed to be issued. The warrants are intended to be offered to the participants on market terms. Participants in the incentive program are divided into three categories. The Board of Directors of the Company shall have the right to decide on the allocation of warrants in accordance with the following guidelines:

Category	Highest number of participants in the category	Maximum allocation of warrants per participants
General Manager	1	100,000
Management team	Maximum 7	80,000
Other employees	Maximum 15	25,000

All warrants must be issued free of charge to the Company and then passed on to the participants in the incentive program. The price per warrant shall thereby correspond to the warrant's market value calculated using the usual valuation model (the so-called Black & Scholes formula) based on the quoted share price and other prevailing market conditions on the day of the transfer.

Each warrant entitles the holder, during the period from and including January 1, 2029, to and including January 31, 2029, to subscribe for one (1) new share in the Company at a subscription price corresponding to 175 percent of the volume-weighted average price calculated as an average of the daily volume-weighted paid price listed for the share in the Company on the official price list of Nasdaq First North Stockholm during the ten (10) trading days immediately preceding the Annual General Meeting, however, not less than the quota value of the share.

Calculation of the market value of the warrants must be carried out by an independent valuation institute.

Based on a price for the Company's share of SEK 0.55, a subscription price of SEK 0.96 per share, a risk-free interest rate of 2.38 percent, a volatility of 40 percent and no dividend, the value per warrant has been estimated at SEK 0.067.

The subscription price and the number of shares that each warrant entitles the holder to subscribe to must be recalculated in the event of a split, amalgamation, issues, etc. in accordance with customary conversion conditions. Furthermore, in accordance with customary conditions, the warrants must be able to be exercised earlier in the event of, among other things, compulsory redemption of shares, liquidation, or merger whereby the Company merges into another company.

Allocation of warrants requires that the participant enters into a home bidding agreement with the Company. Such an agreement gives the Company the right to buy back warrants if the participant's employment with the Company ends or if the participant wishes to transfer warrants. Such repurchased warrants may be assigned to other persons in accordance with the conditions stated above, however, this must be done before the next annual general meeting of the Company.

The detailed conditions for the issue of warrants can be found in Appendix A.

Costs, dilution effects and effects on relevant key figures

As the warrants are transferred to the participants at market value, it is the Company's assessment that no costs for social security contributions or the like will arise for the Company as a result of the issue. The costs will therefore mainly only consist of limited costs for implementation and administration of the warrants. The incentive program is not expected to entail any significant costs for the Company.

The proposed incentive program includes a total of no more than 1,035,000 warrants that can be exercised for the subscription of a total of no more than 1,035,000 shares, which corresponds to a dilution effect of no more than approximately 2.4 percent calculated on the number of shares and votes after the exercise of all warrants. The company's share capital may increase by a maximum of SEK 196,546, subject to the increase that may be caused by recalculation taking place according to the terms of the warrants.

The dilution and the costs of establishing and administering the incentive program are expected to have a marginal impact on the Company's key figures. For that reason, no measures have been taken to secure the program.

Preparation of the proposal

The proposal has been prepared by the Nomination Committee after obtaining opinions from major shareholders and independent experts and has been processed at meetings in September 2025.

Other outstanding incentive programs

The Annual General Meeting resolved on 20 September 2022 to issue 82,000 warrants for employees with an exercise period in November 2025, of which 55,045 warrants are outstanding and held by participants in the program. After conversion due to the rights issue, each warrant entitles the holder to subscribe for 4.8 shares at a subscription price of SEK 9.37 per share. If all outstanding warrants are exercised for the subscription of shares, this will result in a dilution effect of approximately 0.61 percent.

The participants in the issue of warrants have entered into a tender agreement.

Item 12 – Resolution on authorization to issue shares

The board of directors proposes that the general meeting authorize the board of directors, on one or more occasions until the next annual general meeting, to resolve on issues of shares and/or warrants and/or convertible instruments, within the limits of

the articles of association, with or without deviation from the shareholders' preferential rights. Payment may be made in cash, in kind or by way of set-off, and is subject to terms and conditions pursuant to the Swedish Companies Act.

To the extent the authorization is used for issues with deviation from the shareholders' preferential rights, the subscription price shall be on market terms (subject to market-based issue discounts, where applicable).

The purpose of the authorization and the reasons for any deviation from the shareholders' preferential rights are to increase the Company's financial flexibility in connection with specific events, reduce the Company's debt burden, enable acquisitions, attract new shareholders of strategic importance to the Company, and provide working capital.

The CEO is proposed to be authorized to make such minor adjustments to this resolution as may be necessary in connection with its registration with the Swedish Companies Registration Office and with Euroclear Sweden AB.

Majority requirements

Resolutions under item 11 above require the assistance of shareholders representing at least nine tenths of both the votes cast and the shares represented at the annual general meeting.

Resolutions under item 12 above require the approval of at least two-thirds of both the votes cast and the shares represented at the general meeting.

Requests for information

The Board of Directors and the CEO shall, if any shareholder so requests and if the Board of Directors considers that this is possible without significant harm to the company, give information on circumstances that may affect the assessment of an item on the agenda, circumstances that may affect the assessment of the financial situation of the company or its subsidiaries and the company's relationship with another group company.

Availability of documents

The Annual report, auditor's report and complete proposals for resolutions as well as other documents in accordance with the Swedish Companies Act (2005:551) will be made available at the Company's office at the address Ideon Science Park, Scheelevägen 17, 223 70 Lund no later than two weeks before the meeting, i.e., no later than October 9, 2025. The documents will also be sent free of charge to shareholders who have requested them and who have provided their postal address. The documents will also be available at the Annual General Meeting.

Processing of personal data

In connection with the general meeting, personal data will be processed in accordance with the Company's privacy policy, which is available at:
www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf.

Lund, September 2025

Glucore AB

The Board of Directors