

## **NOTIFICATION OF THE ANNUAL GENERAL MEETING IN QLUCORE AB**

Shareholders of Qlucore AB, Corporate Registration Number 556719-3528 (the “**Company**”) are hereby notified of the annual general meeting to be held on Tuesday, August 17 2021. Due to the ongoing pandemic, the annual general meeting will be conducted via postal voting in accordance with Section 22 of the temporary act (SFS 2020:198), meaning that no shareholders will be able to attend the meeting in person or through proxy. Information on the decisions of the annual general meeting will be published as soon as the outcome of the postal voting is finally compiled on May 18, 2021.

### **Registration etc.**

Shareholders who wish to participate in the annual general meeting must:

- be listed in the register of shareholders kept by the Board on the day of the meeting, and
- give notice of their attendance by casting their postal vote, in accordance with instructions below, so that the postal vote is available to the Company no later than August 16, 2021.

### **Postal Voting**

Postal voting is done by shareholders by completing a special form and signing it, after which the form is sent to the Company by post to the address Qlucore, Ideon Science Park, Scheelevägen 17, 223 70 Lund (mark the letter "Annual General Meeting") or by e-mail to [glucoreinfo@glucore.com](mailto:glucoreinfo@glucore.com). The voting form will be available on the Company's website [www.glucore.com](http://www.glucore.com), or will be provided on request. The completed form must be available to the Company no later than 16 August, 2021. The postal vote may not be provided with special instructions or conditions. If this is the case, the entire vote is invalid. Further instructions and conditions can be found in the postal voting form. The completed form will be considered as a notification of attendance of the shareholder at the annual general meeting.

### **Proxies**

Shareholders who intend to vote through proxy must issue a dated power of attorney for the proxy. Such power of attorney must be attached to the postal voting form when sent to the Company. If the power of attorney is issued by a legal entity, an attested copy of the certificate of registration or its equivalent for the legal entity must be enclosed with the notice of participation. The period of validity of the power of attorney is permitted to extend to five years from the date of issue. The Company provides proxy forms on request and these are also available from the Company's website, <http://www.glucore.com>.

### **Proposed agenda**

1. Opening of the general meeting and election of chairman of the annual general meeting
2. Preparation and approval of the voting list
3. Election of one or two persons to verify the minutes
4. Resolution as to whether the meeting has been duly convened

5. Approval of the agenda
6. Presentation of the annual report and the auditor's report and, where applicable, the consolidated financial statements and the auditor's report on the consolidated financial statements
7. Resolutions on
  - a) the adoption of the income statement and the balance sheet, and of the consolidated income statement and the consolidated balance sheet;
  - b) allocation of the Company's profit/loss according to the adopted balance sheet; and
  - c) discharge from liability for each of the members of the Board of Directors and the managing director
8. Determination of fees for members of the Board of Directors and auditor
9. Appointment of members of the Board of Directors and, where applicable election of auditor and deputy auditors
10. Resolution on principles for the appointment of the Nomination Committee
11. Resolution regarding authorization for the Board of Directors to resolve on issue of shares, warrants and/or convertible instruments
12. Resolution on termination of shareholder agreements
13. Closing of the general meeting

### **Proposals to resolutions**

#### *Item 1 – Election of chairman of the annual general meeting*

The Board of Directors proposes that Pia Gideon be appointed Chairman of the meeting.

#### *Item 7b – Allocation of the Company's profit/loss according to the adopted balance sheet*

The Board proposes that the Company's profit be balanced in a new account.

#### *Item 8 – Resolution of remuneration to the Board of Directors and the auditor*

The Nomination Committee proposes that board fees be paid at SEK 110,000 per year to each Board member. Furthermore, it is proposed that fees to the chairman be paid in an amount that is 2.4 times as large as the remuneration to ordinary members, e.g. SEK 264,000 per year. The CEO does not receive a fee as a Board member. Furthermore, it is proposed that the Board be given access to a fee of SEK 30,000 to be distributed to members of a planned audit committee.

The Nomination Committee proposes that fees to the auditor be paid in accordance with an approved invoice.

#### *Item 9 – Appointment of members of the Board of Directors and, where applicable election of auditor and deputy auditors*

The Nomination Committee proposes for the period until the end of the next Annual General Meeting the re-election of the Board members Pia Gideon (as Chairman), Magnus Fontes, Thoas Fioretos, Carl-Johan Ivarsson, Boel Sundvall and Johan Thiel. Olof Lundberg has declined re-election.

The Nomination Committee proposes re-election of the auditing company PWC for the period until the end of the Annual General Meeting 2022. The auditing company has announced that the authorized public accountant Lisa Albertsson will be the principal auditor.

*Item 10 – Resolution on principles for the appointment of the Nomination Committee*

The Nomination Committee proposes that the Annual General Meeting instruct the Chairman of the Board to contact the four largest shareholders registered in terms of votes based on shareholder statistics as of December 31, 2021. Each of whom is offered to appoint a member to form a Nomination Committee together with the Chairman of the Board from this meeting until the next Annual General Meeting when a new Nomination Committee is elected.

If the Chairman of the Board, directly or through a company, were to be one of the four largest shareholders just mentioned, the Nomination Committee shall consist of the Chairman of the Board and the three members appointed by the other three major shareholders. Where one or more shareholders refrain from appointing a member of the Nomination Committee, an additional one or more of the next shareholders in ownership share shall be offered to appoint a member of the Nomination Committee. The Chairman of the Nomination Committee shall be the member appointed by the largest owner in terms of votes, unless the members agree otherwise.

*Item 11 – Resolution authorizing the Board of Directors to decide on the issue of shares, warrants and / or convertibles*

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to, on one or more occasions during the period until the next Annual General Meeting within the limits of the Articles of Association, decide on a new issue of shares, warrants and / or convertibles against cash payment, with deviation from the shareholders' preferential rights and / or with a provision on non-cash, set-off or otherwise with conditions in accordance with Chapter 2, Section 5, second paragraphs 1–3 and 5 of the Swedish Companies Act.

Issuance in accordance with this authorization shall take place on market terms, subject to a market issue discount where applicable. The Board shall have the right to determine the other terms and conditions for issues in accordance with this authorization and who shall have the right to subscribe for the shares, warrants and / or convertibles. The reason why the Board shall be able to make a decision on an issue against cash payment, with deviation from shareholders' preferential rights and / or with a provision on non-cash and set-off issue or otherwise with conditions as above is that the Company shall be able to carry out issues in connection with listing of the Company's shares, acquisition of companies or operations, and be able to carry out issues in order to diversify the shareholder base and raise capital for the Company.

It is proposed that the President or the person appointed by the Board be authorized to make the minor adjustments in this decision that may be necessary in connection with the registration with the Swedish Companies Registration Office.

For resolutions in accordance with the Board's proposal, it is required that the resolution is supported by shareholders with at least two thirds of both the specified votes and the shares represented at the meeting.

### *Item 12 – Termination of shareholder agreements*

The Board of Directors proposes that the shareholders decide that the original shareholder agreement dated 28 April 2008, as well as subsequent accession agreements and amendment and accession agreements, shall cease to apply between the parties as of the date when the Company begins the process of applying for listing at Nasdaq First North Growth Market or any other Multilateral Trading Facility.

For resolutions in accordance with the Board's proposal, it is required that the resolution is supported by shareholders with at least three quarters of both the specified votes and the shares represented at the meeting, in accordance with the applicable shareholders' agreement.

### **Information concerning the Annual General Meeting**

The Board of Directors and the Managing Director must, if a shareholder so requests and the Board of Directors considers it possible without this resulting in material damage to the Company, provide information concerning conditions that could influence the assessment of an item on the agenda, conditions that could influence assessments of the financial condition of the Company or subsidiaries and the Company's relationship to other Group Companies. Such a request from a shareholder must be submitted in writing to the Company no later than ten days before the Annual General Meeting by post to the address Qlucore, Ideon Science Park, Scheelevägen 17, 223 70 Lund (mark the letter "Annual General Meeting") or by e-mail to [qlucoreinfo@qlucore.com](mailto:qlucoreinfo@qlucore.com). The information will be kept available on the Company's website [www.qlucore.com](http://www.qlucore.com) and at the Company's office with address Ideon Science Park, Scheelevägen 17, 223 70 Lund, Sweden no later than five days before the meeting.

The information will also be sent to shareholders who so request and provide their address.

### **Documentation for the Annual General Meeting**

The financial statements and auditors' report, a complete set of proposals for the resolutions, and, where applicable, reasoned opinions as well as other documents pursuant to the Swedish Companies Act will be available from the Company at Ideon Science Park, Scheelevägen 17, 223 70 Lund and on the Company's website, not later than two weeks before the meeting. Copies of the documents are sent to shareholders who have requested this and provided their postal address free of charge. The documents will also be available at the Annual General Meeting.

Lund in July 2021

**Qlucore AB**

***The Board of Directors***