



## Notice to Annual General Meeting in Probi AB (publ)

The shareholders of **Probi AB (publ)**, reg. no. 556417-7540, are hereby officially convened to the Annual General Meeting ("AGM") which will be held on 4 May 2023 at 3:00 p.m. at Elite Hotel, Ideon Gateway, Scheelevägen 27, Lund, Sweden.

The Board of Directors has decided that shareholders shall be able to exercise their voting rights at the AGM also by postal voting in accordance with the provisions in Probi's Articles of Association.

### Right to participate, notification of participation and postal voting

A shareholder who wishes to attend the meeting room or who wishes to exercise its voting rights by postal voting must be listed as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances on 25 April 2023; **and** must

- (i) in the event of participation in the meeting room: give notice of participation to the company no later than 27 April 2023.

Notification of participation is to be made by regular post to Probi AB (publ) "Annual General Meeting 2023", Att: Wanda Eckerberg, Ideongatan 1A, SE-223 70 Lund, Sweden, by e-mail to [bolagsstamma@probi.com](mailto:bolagsstamma@probi.com) or by telephone to +46 46 286 89 42. The application must include the shareholder's name, personal identification number or corporate registration number and, where applicable, the number of advisors (maximum two) intending to participate in the meeting.

- (ii) in the event of participation by postal voting: give notice of participation by submitting its postal vote to the company no later than 27 April 2023, so that the postal vote is received by Probi no later than that day.

A special form shall be used for postal voting. The form is available on the company's website [www.probi.com](http://www.probi.com). The completed and signed form may be sent by post to Probi AB (publ) "Annual General Meeting 2023", Att: Wanda Eckerberg, Ideongatan 1A, SE-223 70 Lund, Sweden or by email to [bolagsstamma@probi.com](mailto:bolagsstamma@probi.com).

Shareholders may not provide special instructions or conditions to the postal vote. If so, the postal vote (in its entirety) is invalid. Further instructions and conditions are included in the form for postal voting.

Anyone who wishes to attend the meeting room in person or through a proxy, must give notice in accordance with the instructions stated under (i) above. Hence, a notice of participation only through postal voting is not sufficient for those who wish to attend the meeting room.

If the shareholder is represented by proxy, a written and dated power of attorney signed by the shareholder must be issued for the representative. Forms of power of attorney are available on the company's website, [www.probi.com](http://www.probi.com). If the shareholder is a legal entity, a certificate of incorporation, or corresponding authorization document, must be attached. The power of attorney together with any registration certificate and other authorization documents should be sent to the company at the address set out above in connection with the notice of participation or, if applicable, advance voting.

### Nominee-registered shares

In order to be entitled to participate in the AGM, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of participation in the AGM, register its shares in its own name so that the shareholder is listed in the presentation of the share register as of 25 April 2023. Such registration may be temporary (so-called voting rights registration), and request for such voting rights registration shall be made to the nominee in accordance with the nominee's routines at such a time in advance as decided by the nominee. Voting rights registrations that have been made by the nominee no later than 27 April 2023 will be taken into account in the presentation of the share register.

## **Proposed agenda**

1. Opening of the meeting
2. Election of Chairperson of the meeting
3. Preparation and approval of the list of shareholders entitled to vote at the meeting
4. Approval of the agenda
5. Election of persons to approve the minutes
6. Determination of whether the meeting has been duly convened
7. Presentation of the annual report and the auditors' report, and the consolidated financial report and auditors' report on the consolidated financial report
8. Address by the Chief Executive Officer
9. Resolution concerning the adoption of the income statement and balance sheet, and of the consolidated income statement and consolidated balance sheet
10. Resolution concerning the appropriation of the company's profit or loss in accordance with the adopted balance sheet and record date
11. Resolution on approval of remuneration report
12. Resolution concerning the discharge from liability for the Board of Directors and the Chief Executive Officer
13. Determination of the number of Board members
14. Determination of fees to the Board members and the auditor
15. Election of members of the Board and Chairman of the Board  
The Nomination Committee's proposal
  - a. Jean-Yves Parisot (re-election)
  - b. Jörn Andreas (re-election)
  - c. Irène Corthésy Malnoë (re-election)
  - d. Charlotte Hansson (re-election)
  - e. Malin Ruijsenaars (re-election)
  - f. Jean-Yves Parisot, as Chairman of the Board (re-election)
16. Election of auditor
17. Resolution on the Nomination Committee's proposal on principles for appointment of the Nomination Committee
18. Resolution on the Board of Directors' proposal for authorisation of the Board of Directors to resolve on new share issues
19. Closing of the meeting

## **Preparation and approval of the voting list (item 3)**

The voting list proposed for approval is the voting list drawn up by the company, based on the shareholders' register for the AGM prepared by Euroclear Sweden AB, shareholders having given notice of participation and being present at the meeting venue, and postal votes received.

## **Appropriation of the company's result (item 10)**

The Board of Directors proposes a dividend amounting to SEK 1.30 per share. The Board of Directors has proposed that the record date for the dividend shall be 8 May 2023. If the AGM resolves in accordance with the Board of Directors' proposal, it is expected that the dividend will be distributed by Euroclear Sweden AB on 11 May 2023.

## **Board of Directors, etc. (items 2, 13 - 16)**

The company's Nomination Committee, which has comprised of Heinz-Jürgen Bertram (representing Symrise), Marianne Flink (representing the Fourth Swedish National Pension Fund) and Bengt Jeppsson (representing minor shareholders), has submitted the following proposals:

**Chairperson of the meeting:** Attorney Madeleine Rydberger, Mannheimer Swartling Advokatbyrå.

**Number of Board members:** Five Board members and no deputies.

**Director fees** The Chairman of the Board shall receive SEK 540,000 (SEK 540,000) and each of the other members elected at a General Meeting shall receive SEK 270,000 (SEK 270,000). Remuneration for committee work is proposed as follows: SEK 120,000 (SEK 120,000) to the Chairman of the Audit Committee and SEK 50,000 (SEK 50,000) to each of the other members of the Audit Committee, and SEK 30,000 (SEK 30,000) to the Chairman of the Remuneration Committee and SEK 20,000 (SEK 20,000) to each of the other members of the Remuneration Committee.

**Board of Directors:** Re-election of Jean-Yves Parisot, Jörn Andreas, Irène Corthésy Malnoë, Charlotte Hansson and Malin Ruijsenaars.

**Chairman of the Board:** Re-election of Jean-Yves Parisot.

Information regarding Board members who are proposed for re-election is available on the company's website [www.probi.com](http://www.probi.com).

**Auditor:** In accordance with the Audit Committee's recommendation, re-election of the registered public accountant firm Ernst & Young AB for a term of one year, with authorised public accountant Peter Gunnarsson as the auditor in charge.

**Audit fee:** According to approved account under submitted quotation.

**Resolution on principles for appointment of the Nomination Committee (item 17)**

The Nomination Committee proposes that the AGM resolves on amended principles for appointment of the Nomination Committee according to the following.

The Chairman of the Board shall - no later than the end of the third quarter of each year - ensure that the company's three largest shareholders or owner groups, in terms of votes, are each offered to appoint a representative to the Nomination Committee. The reconciliation shall be based on Euroclear Sweden AB's list of shareholders (ownership grouped) as of the last banking day in August or such other documentation that shareholders or ownership groups at this time report as evidence of their shareholding. Where one or more shareholders or ownership groups refrain from appointing a member of the nomination committee, one or more of the next largest shareholders in terms of ownership shall be offered to appoint a member of the Nomination Committee. However, more than five additional shareholders need not be contacted if two shareholders have accepted a seat on the nomination committee and unless the Chairman of the Board finds that there are special reasons for this. When shareholders are contacted with a request for the appointment of a member of the Nomination Committee, the Chairman of the Board shall establish the necessary rules of procedure, such as the last date for reply, etc. The Chairman of the Board shall be co-opted to the Nomination Committee. In addition, if the shareholders' representatives so agree, it may appoint a representative of the smaller shareholders, independent of the company and its major shareholders, as a member of the Nomination Committee.

The Nomination Committee shall appoint one of its members as chairman, who shall not be the Chairman of the Board. The chairman of the Nomination Committee shall, unless the Nomination Committee decides otherwise, be the member appointed by the largest shareholder in terms of votes. The names of the members of the Nomination Committee and the names of the shareholders who appointed them shall be published at least six months before the annual general meeting.

If, during the term of office of the Nomination Committee, one or more shareholders who have appointed members of the Nomination Committee no longer belong to the three largest shareholders in terms of voting rights, members appointed by these shareholders shall make their seats available and the shareholder or shareholders who have been added to the three largest shareholders in terms of voting rights shall be entitled to appoint representatives. In the event that a member leaves the Nomination Committee before the end of its term of office, the shareholder who appointed the member shall appoint a new member. If this shareholder is no longer one of the three largest shareholders in terms of voting rights, a new member shall be appointed in the above order. Unless there are special reasons, no changes shall be made to the composition of the Nomination Committee if only marginal changes in the number of votes have taken place or if the change occurs later than three months before the annual general meeting. However, shareholders who have been added to the three largest shareholders in terms of voting power as a result of a more significant change in voting power later than three months before the annual general meeting shall be entitled to appoint a representative to be co-opted to the Nomination Committee. Shareholders who have appointed a representative as a member of the Nomination Committee are entitled to dismiss such member and appoint a new representative as a member of the Nomination Committee. Changes in the composition of the Nomination Committee shall be published as soon as they occur. The above principles for the appointment of the Nomination Committee shall apply until further notice.

The Nomination Committee shall prepare and submit to the general meeting proposals for the chairman of the meeting, the members of the Board of Directors, the Chairman of the Board, remuneration to each

of the members of the Board of Directors and the chairman, as well as any remuneration for committee work, remuneration to the company's auditor and, where applicable, proposals for the auditor. The Nomination Committee shall be entitled to charge the company with costs for consultants or other costs required for the Nomination Committee to fulfil its assignment. No remuneration shall be paid to the members of the Nomination Committee.

The term of office of the Nomination Committee ends when the next Nomination Committee is announced.

### **The Board of Directors' proposal for authorisation of the Board of Directors to resolve on new share issues (item 18)**

The Board of Directors proposes that the AGM authorises the Board of Directors to resolve, during the period until the next AGM, on one or more occasions, on the issue of not more than 1,165,000 new shares. In this context, the Board of Directors shall be entitled to resolve on deviation from the shareholders' preferential right, and that payment shall be made in cash, by set-off or in kind. At deviation from the shareholders' preferential right, the issue price shall be determined in accordance with market practise.

The purpose of the authorization is to provide the Board of Directors with increased latitude in its efforts to optimise the company's capital structure and to enable the company to finance, in whole or in part, company acquisitions with the company's own shares.

The authorisation corresponds to approximately 10% of the share capital and voting rights.

In order to be valid, a resolution in accordance with the Board of Directors' proposal must be supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the AGM.

### **Provision of documents**

The financial statements, the auditor's report, complete proposals and other documents that must be available to the shareholders in accordance with the Swedish Companies Act are presented by being available at the company and on the company's website [www.probi.com](http://www.probi.com) no later than three weeks before the AGM. The documents will also be distributed free of charge upon request and notification of address. Information about those proposed as members of Probi's Board of Directors and about the proposed auditor as well as the Nomination Committee's statement etc., can be found on the company's website, [www.probi.com](http://www.probi.com).

### **Shareholders' right to request information**

The shareholders are entitled to request information from the Board of Directors and the Chief Executive Officer at the AGM, provided that the Board of Directors believes that it will not significantly harm the company, in respect of circumstances which may affect the assessment of a matter on the agenda, the company's or subsidiaries' financial position, the company's relationship to other group companies and the group accounts.

### **Shares and votes**

The total number of shares in Probi amounts to 11,394,125, corresponding to an equal number of votes. Probi does not hold any own shares.

### **Processing of personal data**

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