



## 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 Thursday, 5 May 2022 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 and notification

#### Participation in the meeting room

A) Anyone wishing to attend the meeting room in person or through a proxy must

- be listed as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances on Wednesday, 27 April 2022; and
- give notice of participation in the AGM no later than Friday, 29 April 2022. Notification of participation in the AGM is to be made by letter to the address Probi AB (publ) "Annual General Meeting 2022", 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.

If shareholders intend to be represented by a proxy, a power of attorney and other authorisation documents should be attached to the notification and must be presented at the latest at the AGM. If the shareholder is a legal person, a registration certificate or other corresponding authorisation document must be attached and presented at the meeting. Form of proxy is available on company's website, [www.probi.com](http://www.probi.com).

#### Participation by postal voting

B) Anyone wishing to participate in the AGM 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 Wednesday, 27 April 2022; and
- give notice of participation in the AGM no later than Friday, 29 April 2022, by having submitted a postal voting form in accordance with the instructions below, so that the postal vote is received by Probi no later than that day.

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

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 2022", Att: Wanda Eckerberg, Ideongatan 1A, SE-223 70 Lund, Sweden or by email to [bolagsstamma@probi.com](mailto:bolagsstamma@probi.com). The completed and signed form must be received by Probi no later than Friday, 29 April 2022.

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.

If the shareholder postal votes by proxy, a power of attorney and other authorisation documents must be attached to the postal voting form. If the shareholder is a legal person, a registration certificate or other corresponding authorisation document must be attached to the form. Form of proxy is available on company's website, [www.probi.com](http://www.probi.com).

### **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 Wednesday, 27 April 2022. 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 Friday, 29 April 2022 will be taken into account in the presentation of the share register.

### **Proposed agenda**

1. Opening of the meeting
2. Election of Chairman 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. The Board of Directors' proposal for authorisation of the Board of Directors to resolve on new share issues
18. Appointment of Nomination Committee
19. Closing of the meeting

### **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 9 May 2022. 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 12 May 2022.

### **Approval of remuneration report (item 11)**

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

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

The company's Nomination Committee, which has comprised of Heinz-Jürgen Bertram (representing Symrise), Monica Åsmyr (representing Swedbank Robur funds), Marianne Flink (representing the Fourth

Swedish National Pension Fund) and Bengt Jeppsson (representing minor shareholders), has submitted the following proposals:

**Chairman 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 520,000) and each of the other members elected at a General Meeting shall receive SEK 270,000 (SEK 260,000). 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.

#### **The Board of Directors' proposal for authorisation of the Board of Directors to resolve on new share issues (item 17)**

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.

#### **Appointment of Nomination Committee (item 18)**

The shareholders Symrise, the Fourth Swedish National Pension Fund, Swedbank Robur funds and Bengt Jeppsson have proposed that the AGM appoints a Nomination Committee, comprising four members, to perform the duties pursuant to the Swedish Code of Corporate Governance. Heinz-Jürgen Bertram (representing Symrise), Monica Åsmyr (representing Swedbank Robur funds), Marianne Flink (representing the Fourth Swedish National Pension Fund) and Bengt Jeppsson (representing minor shareholders) are proposed as members of the Nomination Committee. If any of the shareholders who have appointed a member of the Nomination Committee divests a significant portion of its shares in the company before the Nomination Committee has completed its assignment, the member that the shareholder has appointed, should the Nomination Committee so decide, must step down and, should the Nomination Committee see fit, this member will be replaced by a new member appointed by the shareholder who at that point in time is the registered shareholder with the largest number of voting rights who is not already represented on the Nomination Committee. If, before the Nomination Committee has completed its assignment, any of the members of the Nomination Committee ceases to represent the shareholder who has appointed such a member, that member, should the Nomination Committee so

decide, is to be replaced by a new member appointed by that shareholder. If the registered ownership conditions should change significantly in other respects before the Nomination Committee has completed its assignment and the Nomination Committee so decides, the composition of the Nomination Committee is to be changed in accordance with principles described above, or the Nomination Committee is to complete its work without appointing a new member.

#### **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>.

Lund in March 2022  
**Board of Directors of Probi AB (publ)**