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Notice of the Annual General Meeting in Nexam Chemical Holding AB (publ)

The shareholders of Nexam Chemical Holding AB (publ), corporate identity 556919-9432, are hereby convened to the Annual General Meeting (“AGM”), held at 3.00 p.m. on Tuesday, May 16 2017 at Elite Hotel Ideon, Scheelevägen 27, in Lund. Admission for registration from 2.00 p.m.

Notice of the Annual General Meeting 2017

The shareholders of Nexam Chemical Holding AB (publ), (“Nexam Chemical”), are hereby convened to attend the Annual General Meeting (“AGM”) held at 3.00 p.m. on Tuesday, May 16 2017 at Elite Hotel Ideon, Scheelevägen 27, in Lund.

Entitlement to participate and notification

Shareholders wishing to attend the AGM must,

- first, be listed in the share register kept by Euroclear Sweden AB on Wednesday, May 10 2017 and
- secondly, not later than Wednesday, May 10 2017, inform Nexam Chemical in writing of their attendance and number of assistances, if any, to Nexam Chemical Holding AB (publ), Bolagsstämma, Scheelevägen 19, 223 63 Lund. Such notification can also be given by telephone +46 733 88 98 38, or by e-mail to info@nexamchemical.com.

Notification ought to include the shareholder’s name, address, telephone number, personal or corporate identity number, registered shareholding and information on proxies and number of assistances, if any. Notification and particulars of any proxy and assistances will be registered with Nexam Chemical to provide the basis for the voting list.

Proxies etc.

If shareholders attend by proxy, such proxy must bring a written power of attorney, dated and signed by the shareholder, to the AGM. This power of attorney may not be older than one year, unless a longer term of validity (although subject to a maximum of five years) is stated in the power of attorney. If the power of attorney is issued by a legal entity, a certified copy of registration certificate or equivalent document for the legal entity shall be presented. To facilitate entry, a copy of the power of attorney and other legitimacy papers is preferably attached to the notification of attendance of the AGM. Forms for power of attorney can be found at the Company’s website www.nexamchemical.com and at the head office in Lund, (Scheelevägen 19) and will be sent to shareholders who so request and state their address.

Nominee-registered shares

Shareholders who have their holdings nominee-registered, through bank or other administrator, must, to be entitled to participate in the AGM, temporarily register the shares in their own name at Euroclear Sweden AB. Such temporary re-registration of ownership must be implemented no later than Wednesday, May 10 2017. Accordingly, shareholders must inform their nominees or banks of their wish of re-registration well in advance of Wednesday, May 10 2017.

Other

The Annual Accounts and Audit Report of the Company and the Group, as well as complete proposals for resolution according to items 12-14 are available at the Company's head office in Lund and at the Company's website www.nexamchemical.com no later than three weeks before the AGM and will upon request be sent to shareholders who state their address.

Shareholders attending the Annual General Meeting are entitled to request disclosures regarding matters on the agenda or the Company's or Group's financial position in accordance with chap. 7 § 32 of the Swedish Companies Act (2005:551).

Agenda

0. Opening of the meeting.
1. Election of Chairman of the meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two persons to verify the minutes.
5. Consideration of whether the meeting has been duly convened.
6. Address by the CEO.
7. Presentation of the Annual Report and Audit Report for 2016 and the Consolidated Annual Report and Consolidated Audit Report for 2016.
8. Resolution on
 - a) adoption on the profit and loss statement and balance sheet, as well as the consolidated profit and loss statement and consolidated balance sheet;
 - b) distribution of the Company's results; and
 - c) discharge from liability for the Board members and CEO.
9. Determination of the number of Board members as well as the number of auditors and deputy auditors.
10. Determination of remuneration for the Board members and auditors.
11. Election of Board members, auditors and deputy auditors.
12. Instruction for the Nomination Committee.
13. Adoption of Remuneration Policy.
14. Authorization for issuing new shares.
15. Closing of the meeting.

Proposed resolutions

Election of Chairman of the meeting (item 1)

The Nomination Committee proposes that the lawyer, Ola Grahn, is appointed Chairman of the meeting.

Distribution of the Company's results (item 8b)

The Board proposes that no dividends are paid and that unappropriated earnings are carried forward to a new account.

Determination of the number of Board members as well as the number of auditors and deputy auditors (item 9)

The Nomination Committee proposes that four Board members are elected.

Further, the Nomination Committee proposes that a registered public auditor is appointed as auditor.

Determination of remuneration for the Board members and auditors (item 10)

The Nomination Committee proposes that remuneration for the Board shall be paid with SEK 175,000 to the Chairman and SEK 125,000 to every other Board member.

It is proposed that the remuneration for the auditor shall be paid according to customary norms and approved invoice.

Election of Board members, auditors and deputy auditors (item 11)

The Nomination Committee proposes re-election of Lennart Holm, Cecilia Jinert Johansson, Daniel Röme and Per-Ewe Wendel as ordinary board members. The Nomination Committee proposes re-election of Lennart Holm as Chairman of the Board.

Information on the Board members proposed for re-election may be found in the Annual Report and at www.nexamchemical.com.

The Nomination Committee further proposes re-election of MAZARS SET Revisionsbyrå AB as auditor. MAZARS SET Revisionsbyrå AB has informed that Bengt Ekenberg will continue to be appointed as lead auditor.

Instruction for the Nomination Committee (item 12)

Appointment of the Nomination Committee shall take place before coming elections and remuneration. It is proposed that the Nomination Committee should consist of three members, representing the three largest shareholders as per June 30 2017. Remuneration will not be paid to the members of the Nomination Committee. It is further proposed that instruction and charter for the Nomination Committee is adopted.

Adoption of Remuneration Policy (item 13)

The Board proposes that the AGM resolves to adopt guidelines regarding remuneration for the CEO and other senior executives in Nexam Chemical with the following substantial terms.

The guidelines shall be applied to new agreements, or existing agreements reached between senior executives after the guidelines have been adopted, and until new or revised guidelines are determined.

Nexam Chemical's principle is that remuneration shall be paid on market and competitive conditions ensuring that senior executives can be recruited and retained. The remuneration for the CEO and other senior executives may be fixed salary, variable remuneration, pension, other benefits and share-based incentive programs. The guidelines means i.e. that the CEO and other senior executives will be offered a fixed salary that is on market terms.

In addition to fixed salary, the CEO and the CMO are entitled to a performance-based annual variable remuneration. The variable remuneration is conditional in relation to variable remuneration targets, is not pension-entitled and the variable remuneration for the CEO shall not exceed 100 per cent of fixed salary and shall not exceed 50 per cent of fixed salary for the CMO. Other senior executives may be offered variable remuneration on corresponding terms and conditions as the CMO. Nexam Chemical's commitments in reference to variable remuneration for the CEO and other senior executives who can be subject of variable remuneration targets are for 2017 calculated to amount to – if all targets are met in full – at the highest approximately SEK 5.8 million (including social charges)

The CEO is entitled to annual pension contributions equivalent to 28 per cent of the pensionable salary. Other senior executives are entitled to annual pension contributions equivalent to 12 per cent of the pensionable salary. A mutual notice period of six months applies for Nexam Chemical, the CEO and other senior executives and severance pay, in addition to salary, during the notice period may be up to a maximum of six months' salary for the CEO and other senior executives.

The Board shall be entitled to deviate from the guidelines in individual cases if there are special reasons for doing so.

Authorization for issuing new shares (item 14)

The Board proposes that the AGM authorizes the Board, on one or several occasions until the next AGM, with or without deviation from the shareholders' preferential rights, to resolve on new issues of shares. Issues may be made with or without the provisions regarding contribution in kind, set-off or other conditions. The number of shares that may be issued may not exceed a total of 7,190,000 shares (provided that such number of shares may be issued without amendment of the Articles of Association). The dilution may, upon full exercise of the authorization, amount to at the highest approximately 10 per cent. The purpose of the authorization is to enable to raise working capital, to enable to execute and finance acquisitions and to enable new issues to industrial partners within the framework of partnerships and alliances. To the extent the authorization is used for new issues with deviation from the shareholders' preferential rights, the issue price shall be on market terms.

Particular majority decisions

Valid resolution of the issue under item 14 requires that the proposal is supported by shareholders representing at least two thirds of the votes submitted and represented at the AGM.

Number of shares and votes

As of the date of issuing of this notice to attend, the total number of registered shares and votes in the Company amounts to 64,724,000. The Company holds no own shares.

Lund, April 2017
Nexam Chemical Holding AB (publ)
The Board of Directors

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