

# Notice of Annual General Meeting in Re:NewCell AB

**The shareholders of Re:NewCell AB, Reg. No. 556885-6206 ("Re:NewCell" or the "company"), are hereby summoned to the Annual General Meeting on Wednesday, 19 May 2021.**

In light of the corona pandemic and in order to minimize any risk of spreading the coronavirus, the Board of Directors of the company has decided that the Annual General Meeting is to be held only through postal voting pursuant to temporary legislation. This means that the Annual General Meeting will be conducted without the physical presence of shareholders or representatives. Shareholders will only be able to participate in the Annual General Meeting by postal voting and submitting questions in advance in the manner described below.

Information on the resolutions passed at the Annual General Meeting will be disclosed on Wednesday, 19 May 2021, when the outcome of the postal voting has been confirmed.

A statement in which Managing Director Patrik Lundström comments on the company's operations will be published on the company's website, [www.renewcell.com](http://www.renewcell.com), on 19 May 2021.

## Right to attend

Shareholders who wish to participate in the Annual General Meeting must

1. be registered as of 10 May 2021 in the share register kept by Euroclear Sweden AB, and
2. give notice of participation no later than 18 May by casting its postal vote in accordance with the instructions under the heading "*Postal voting*" below so that the postal vote is received by the company no later than that day.

## Nominee-registered shares

In order to be entitled to participate in the Annual General Meeting, a shareholder whose shares are nominee-registered must, in addition to giving notice of participation in the Annual General Meeting, register its shares in its own name so that the shareholder is registered in the share register kept by Euroclear Sweden AB as of the record date on 10 May 2021. 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 made no later than the second banking day after 10 May 2021 are taken into account in the presentation of the share register.

## Postal voting

Shareholders may exercise their voting rights at the Annual General Meeting only by postal voting in advance in accordance with Section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

Shareholders who wish to postal vote must use the postal voting form, which is available on the company's website, [www.renewcell.com](http://www.renewcell.com), and from the company at Cardellgatan 1, 114 36 Stockholm, Sweden. The postal voting form is considered as notice to participate at the Annual General Meeting.

The completed and signed form must be received by the company no later than Tuesday, 18 May 2021. The completed and signed form must be sent by mail to Re:NewCell AB, Cardellgatan 1, 114 36 Stockholm, Sweden, marked "AGM", or by e-mail to [investors@renewcell.com](mailto:investors@renewcell.com). If the shareholder is a legal person, a registration certificate or other authorization document must be attached to the form.

Shareholders may not provide special instructions or conditions to the postal vote. If so, the vote (i.e., the entire postal vote) is invalid. Further instructions and conditions can be found in the postal voting form.

Shareholders who wish to submit its postal vote by proxy must issue a written and dated power of attorney for their representative. If the power of attorney is issued by a legal person, a copy of the registration certificate or equivalent for the legal person must be attached. Proxy form is available on the company's website, [www.renewcell.com](http://www.renewcell.com), and must be attached to the postal voting form.

## Proposed agenda

1. Election of Chairman of the Annual General Meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two persons to attest the minutes.
5. Determination of whether the Annual General Meeting has been duly convened.
6. Presentation of the annual report and auditor's report, and of the consolidated accounts and consolidated auditor's report.
7. Resolution on:
  - a. adoption of the income statement and balance sheet, and the consolidated income statement and consolidated balance sheet,
  - b. appropriation of the company's result according to the adopted balance sheet,
  - c. discharge from liability for the members of the Board of Directors and the Managing Director.
8. Resolution on the number of members of the Board of Directors.
9. Determination of fees to the members of the Board of Directors.
10. Election of members of the Board of Directors and Chairman of the Board.
11. Resolution on the number of auditors and deputy auditors.
12. Determination of fees to the auditor.
13. Election of auditor.

14. Resolution on authorization for the Board of Directors to resolve upon issues of shares, warrants and/or convertible instruments.

#### **Proposed resolutions**

##### **Item 1 – Election of Chairman of the Annual General Meeting**

The Nomination Committee proposes that Mia Hemmingson, or in the event of her absence, the person appointed by the Nomination Committee instead, be elected Chairman of the Annual General Meeting.

##### **Item 2 – Preparation and approval of the voting list**

The voting list proposed to be approved under item 2 on the agenda is the voting list prepared by the Chairman, based on the general meeting share register and received postal votes, as verified and confirmed by the persons elected to attest the minutes.

##### **Item 4 – Election of one or two persons to attest the minutes**

The Board of Directors proposes that Malcolm Norlin and Boris Gyllhamn, or in the event of absence of any or both, the person or persons designated by the Board of Directors instead, be elected to attest the minutes. The tasks of the persons elected to attest the minutes also include verifying the voting list and that received postal votes are correctly reproduced in the minutes of the meeting.

##### **Item 7 b – Appropriation of the company's result according to the adopted balance sheet**

The Board of Directors proposes that no dividend is paid and that available profits are carried forward.

##### **Item 8 – Resolution on the number of members of the Board of Directors**

The Nomination Committee proposes that the number of members of the Board of Directors shall be five.

##### **Item 9 – Determination of fees to the members of the Board of Directors**

The Nomination Committee proposes that the fees to the Board of Directors shall be the following:

- SEK 220,000 to the Chairman of the Board and SEK 120,000 to each of the other Board members elected by the Annual General Meeting. However, no fee shall be paid to Board members who are employed in the company or dependent in relation to major shareholders, and
- In the event that the Board of Directors resolves to establish an Audit Committee or Remuneration Committee, SEK 125,000 to the Chairman of the Audit Committee and SEK 60,000 to each of the other members of the Audit Committee, and SEK 20,000 to the Chairman of the Remuneration Committee and SEK 15,000 to each of the other members of the Remuneration Committee.

##### **Item 10 – Election of members of the Board of Directors and Chairman of the Board**

The Nomination Committee proposes re-election of the Board members Om Bhatia and Mia Hemmingson, and new election of Anna Attemark, Helene Willberg and Henrik Ager. All members are elected for the period until the end of the next Annual General Meeting. The Nomination Committee proposes that Mia Hemmingson be re-elected Chairman of the Board.

Anna Attemark, who is proposed as a new member, was born in 1968 and has a master's degree in economics from the Stockholm School of Economics. Anna Attemark is today Head of Portfolio Brands at H&M (which includes the brands COS, ARKET, & Other Stories, Weekday, Monki) and has previously been CEO of Odd Molly International AB and held several leading positions within H&M, including acting global purchasing manager. In addition, Anna Attemark has been a board member of XXL Sport & Vildmark and AB Karl Hedin. With her long and deep experience of leading companies in an international environment, and a documented ability to build successful and strong brands and scale up business models for rapid and profitable growth, Anna Attemark has deep expertise in brand building, internationalization and growth.

Helene Willberg, who is proposed as a new member, was born in 1967 and has a master's degree in economics from the Stockholm School of Economics. Helene Willberg is currently Chairman of the Board of Footway Group AB and a Board member and Chairman of the Audit Committee of Thule Group AB, Netlight Consulting AB, Nordic Paper Holding AB, Profoto Holding AB and Infrea AB. Helene Willberg has a background as a chartered accountant and stock exchange auditor and has held several senior positions at KPMG AB, including as CEO, and has also been CEO of Alvarez & Marsal Nordics. In sum, Helene Willberg has very solid experience of corporate governance, board work and leading audit committees in a listed context.

Henrik Ager, who is proposed as a new member, was born in 1969 and has a master's degree in economics from the Stockholm School of Economics. Henrik Ager is currently business area manager for Sandvik Mining and Rock Technology and has previously been division manager for Sandvik Rock Tools and strategy manager at Sandvik. Prior to that, Henrik Ager was a partner at McKinsey, where he worked for almost 20 years with leading industrial companies globally on strategic issues and operational improvements. Henrik Ager has a very solid experience from leading and fast-growing industrial companies and also from technology start-ups, and deep knowledge in strategy, implementation leadership and M&A.

#### **Item 11 – Resolution on the number of auditors and deputy auditors**

The Nomination Committee proposes that one registered accounting firm be appointed as auditor, without deputy auditors.

#### **Item 12 – Determination of fees to the auditor**

The Nomination Committee proposes that the auditor's fees be paid as per approved invoice.

#### **Item 13 – Election of auditor**

The Nomination Committee proposes, in accordance with the recommendation of the Board of Directors, re-election of the registered accounting firm Mazars AB as the company's auditor for the period until the end of the next Annual General Meeting. Mazars AB has informed that the Authorized Public Accountant Michael Olsson will be appointed auditor in charge, should Mazars AB be elected as auditor.

#### **Item 14 – Resolution on authorization for the Board of Directors to resolve upon issues of shares, warrants and/or convertible instruments**

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors to, on one or several occasions until the next Annual General Meeting, with or without preferential rights for the shareholders,

resolve upon issues of shares, warrants and/or convertible instruments. The total number of shares that may be issued under the authorization (including any new shares following exercise or conversion of warrants or convertible instruments issued under the authorization) may correspond to an increase of the share capital by no more than ten percent at the time the authorization is used for the first time. Resolutions by support of the authorization may include provisions on non-cash, set-off or cash payment.

The purpose of the authorization and the reasons for any deviation from the shareholders' preferential rights is that issues should be able to take place in order to increase the company's financial flexibility and the Board of Director's room for maneuver. To the extent than an issue by support of the authorization takes place with deviation from the shareholders' preferential rights, the issue shall take place on market terms.

The Board of Directors, or the person appointed by the Board of Directors, shall have the right to make the minor adjustments to the authorization that may prove necessary in connection with registration with the Swedish Companies Registration Office.

#### **Other information**

##### **Nomination Committee**

The Nomination Committee consists of Per Olofsson (appointed by Girincubator AB and Girindus Investments AB jointly), Nanna Andersen (appointed by H&M Fashion AB), Boris Gyllhamn (appointed by Almi Invest GreenTech AB) and Mia Hemmingson (Chairman of the Board).

##### **Majority requirements**

To be valid, resolution pursuant to the proposal under item 14 on the proposed agenda must be supported by shareholders representing no less than two-thirds of the votes cast and the shares represented at the Annual General Meeting.

##### **Number of shares and votes**

At the time of issuance of this notice, the total number of shares in Re:NewCell, as well as the total number of voting rights, amounts to 30,799,426. The Company holds no treasury shares.

##### **Information at the Annual General Meeting**

In accordance with Chapter 7, Section 32 of the Swedish Companies Act the Board of Directors and the Managing Director shall, if any shareholder so requests and the Board of Directors considers that it can be done without material harm to the company, provide information at the meeting about circumstances that may affect the assessment of an item on the agenda, circumstances that may affect the assessment of the company's or subsidiary's financial position and the company's relationship to other group companies.

Due to the fact that the Annual General Meeting will be held without a physical meeting, requests for information must be submitted in writing by mail to the address Cardellgatan 1, 114 36 Stockholm, Sweden, or by e-mail to [investors@renewcell.com](mailto:investors@renewcell.com), no later than 9 May 2021. Such information is provided by being kept available from the company at the address Cardellgatan 1, 114 36 Stockholm, Sweden, and on the company's website, [www.renewcell.com](http://www.renewcell.com), no later than 14 May 2021. The information is also sent within the same time to shareholders who so request and provide their postal or e-mail address.

### **Available documents**

The Nomination Committee's and the Board of Director's complete proposals are presented in this notice, which is available from the company and on its website as detailed below.

Accounting documents and the accompanying auditor's report will be kept available from the company for at least three weeks before the Annual General Meeting. The documents will also be available on the company's website, [www.renewcell.com](http://www.renewcell.com).

Copies of the above documents are also sent to the shareholders who so request and provide their postal address.

Information on all proposed members of the Board of Directors and the Nomination Committee's reasoned opinion regarding proposals for the Board of Directors is available on the company's website, [www.renewcell.com](http://www.renewcell.com).

### **Processing of personal data**

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

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### **Re:NewCell AB**

Stockholm in April 2021

*The Board of Directors*

### **Contact**

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## About Renewcell

Founded by innovators from Stockholm's KTH Royal Institute of Technology in 2012, Re:

NewCell AB (publ) ('Renewcell') is a multi-award-winning sustaintech company based in Sweden. The company's vision is to inspire an Industrial Evolution to a sustainable world by producing high quality materials from recycled textiles.

Through its patented process, Renewcell is able to upcycle cellulosic textile waste, such as cotton clothes, transforming it into a pristine new material called Circulose®. Renewcell is regularly recognized for its work to make fashion sustainable. Most recently, Renewcell was named one of the World's Most Innovative Companies 2021 by Fast Company. Circulose® was also included on TIME Magazine's list of the 100 Best Inventions 2020.

Renewcell is a publicly listed company with shares traded on Nasdaq First North Premier Growth Market with the ticker name RENEW and ISIN code SE0014960431. FNCA Sweden AB is Renewcell's Certified Adviser, +46(0)8-528 00 399, info@fnca.se.

## Attachments

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