

## NOTICE OF ANNUAL GENERAL MEETING 2024 IN OXE MARINE AB (PUBL)

**The annual general meeting of OXE Marine AB (publ) reg. no. 556889-7226, will be held on 16 May 2024 at 13:00 at Hotel Erikslund, Åstorpsvägen 15, 262 96 Ängelholm. Registration to the annual general meeting will commence at 12:30.**

N.B. The English text is an unofficial translation. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.

### **Notification etc.**

Those who wish to participate in the meeting must:

- be listed as a shareholder in the share register prepared by Euroclear Sweden AB concerning the circumstances as per the record date of 7 May 2024; and
- give notice of intent to participate no later than on 10 May 2024. Notification shall be made either in writing to OXE Marine AB (publ), att: Paul Frick, Metallgatan 6, SE-262 72 Ängelholm, or by e-mail, [OXEAGM@mollwenden.se](mailto:OXEAGM@mollwenden.se).

The notice shall include full name, personal identification number or corporate registration number, address and daytime telephone number and, where appropriate, information about representative, proxy and assistants. The number of assistants may not be more than two (2). The notification should, where appropriate, be accompanied by proxies, registration certificates and other documents of authority.

In order to be entitled to participate in the meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of participation in the annual general meeting, register its shares in its own name at Euroclear Sweden AB so that the shareholder is listed in the share register as of the record date of 7 May 2024. Such re-registration may be temporary (so called voting rights registration), and a request for such voting rights registration shall be made to the nominee, in accordance with the nominee's routines, at such time in advance as decided by the nominee. Voting rights registration that has been made by the nominee no later than the second banking day after 7 May 2024, will be taken into account in the presentation of the share register.

### **Proxies etc.**

If a shareholder is to vote through a proxy, a written, dated and signed proxy by the shareholder must be provided at the general meeting. The proxy may not be older than one (1) year, unless longer validity (maximum of five (5) years) is stated in the proxy. If the proxy is issued by a legal entity, the current registration certificate or equivalent authorisation document for the legal entity must also be provided. To facilitate an easier passing, a copy of the proxy and other documents of authority should be enclosed with the registration for the general meeting. Proxy forms will be kept available on the company's website, [www.oxemarine.com](http://www.oxemarine.com), and at the company's head office and will be sent by post to shareholders who contact the company and state their address.

## Proposed agenda

1. Opening of the general meeting
2. Election of chairman of the general meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to verify the minutes of the meeting
6. Determination of whether the meeting was duly convened
7. Presentation of the annual report and the auditor's report as well as the consolidated accounts and the auditor's report on the consolidated accounts
8. Address by the CEO
9. Resolutions regarding
  - a. the adoption of the income statement and the balance sheet and the consolidated income statement and consolidated balance sheet;
  - b. allocation of the company's result in accordance with the adopted balance sheet; and
  - c. the discharge from liability of the board members and the CEO
10. Determination of fees to the board of directors and the auditors
11. Election of the board of directors and the auditors
12. Resolution on authorisation for the board of directors to issue new shares, warrants and/or convertible debentures
13. Resolution on instruction for the nomination committee
14. Close of the general meeting

## The Nomination Committee's proposals

At the annual general meeting on 2 May 2023, it was resolved to adopt an instruction for the nomination committee for the annual general meeting of 2024. In accordance with the instruction, Martin Polo (chairman), Theodor Jeansson, Per Lindberg, and Christian von Koenigsegg were appointed as members of the nomination committee for the annual general meeting of 2024.

The proposals of the nomination committee are as follows:

### Item 2 – Election of chairman of the general meeting

The nomination committee proposes that Jonas Wikström or, in his absence, the person appointed by the board of directors, is elected as chairman of the meeting.

### Item 5 – Election of one or several persons to verify the minutes of the meeting

The nomination committee proposes that one person is elected to verify the minutes of the meeting.

### Item 10 – Determination of fees to the board of directors and the auditor

The nomination committee proposes that fees to the board of directors, for the period until the end of the next annual general meeting, shall be paid as follows:

- SEK 340,000 to the chairman of the board (unchanged); and
- SEK 170,000 to each of the other board members (unchanged).

It is proposed that the fees to the auditor is paid according to approved invoice.

#### Item 11 – Election of board of directors and auditor

The nomination committee proposes that the number of auditors shall be one without any deputy auditor.

At the time of the notice, it is not determined which persons will be proposed to the board of directors or how many members the board of directors will consist of. The nomination committee will return to this issue no later than the meeting.

The nomination committee proposes, in accordance with the audit committee's recommendation, re-election of the registered auditing company BDO Mälardalen AB as auditor in the company for the period until the end of the next annual general meeting. BDO Mälardalen AB has announced that that the authorized public accountant Carl-Johan Kjellman will serve as the auditor-in-charge.

#### Item 13 – Resolution on instruction for the nomination committee

The nomination committee proposes that the meeting resolves to approve the following instructions on appointment of a nomination committee to apply until further notice.

##### ***Instruction for OXE Marine AB's Nomination Committee***

The company is to have a nomination committee comprised of members appointed by each of the four largest shareholders in terms of votes. Should it not be possible to convene a nomination committee consisting of four shareholder representatives after contact has been made with the ten shareholders controlling the largest number of votes in the company, the nomination committee may consist of three shareholder representatives. In addition, the nomination committee has the possibility, if required, to call in a member of the board of directors as a co-opted member of the nomination committee. Unless the members of the nomination committee agree otherwise, the chair of the nomination committee shall be the member that represents the largest shareholder with regard to the number of votes held. The chair of the committee will have the casting vote in the event that the votes are equal.

The nomination committee shall be composed based on shareholder statistics from Euroclear Sweden AB as of the last banking day in August and other reliable shareholder information which has been provided to the company at such time. When determining which the four largest shareholders are in terms of votes a group of shareholders shall be considered as one owner if they (i) have been organized as a group in the Euroclear system or (ii) have made public and notified the company that

they have made a written agreement to take – through the coordinated exercise of voting rights – a common long-term view on the management of the company. The composition of the nomination committee is to be announced as soon as it is appointed. The mandate period of the nomination committee is until the composition of the next nomination committee is completed.

The nomination committee shall prepare the below proposals to be submitted to the Annual General Meeting for resolution:

- proposal regarding chairman of the general meeting;
- proposal regarding the board of directors;
- proposal regarding chairman of the board of directors;
- proposal regarding directors' fees and other compensation for each of the directors as well as, when applicable, remuneration for committee work;
- when applicable, proposals regarding auditor's fees and election of auditor; and
- to the extent deemed necessary, proposal regarding amendments of this instruction for the nomination committee.

In the event that a member leaves the nomination committee prior to the work of the committee having been completed, a new member appointed by the same shareholder may replace the leaving member, if deemed necessary by the nomination committee. In the event that a shareholder that has appointed a member to the nomination committee significantly has reduced its holding of shares in the company, the member in question may resign and, if deemed appropriate by the nomination committee, the shareholder next in line in terms of size may be provided an opportunity to appoint a new member. If the shareholding in the company is otherwise significantly changed before the nomination committee's work has been completed, a change in the composition of the nomination committee may take place, in such way that the nomination committee deems appropriate.

The company shall be able to pay reasonable costs connected to the work of the nomination committee. The nomination committee shall not receive any fees.

### **The board of directors' proposals**

Item 9.b) – Allocation of the company's result in accordance with the adopted balance sheet

The board of directors has proposed to the 2024 annual general meeting that no dividend is paid and that the funds at the disposal of the general meeting are carried forward.

Item 12 – Resolution on authorisation for the board of directors to issue new shares, warrants and/or convertible debentures

The board of directors proposes that the meeting authorises the board of directors, for the period up to the next annual general meeting, on one or more occasions, with or without pre-emption rights for the shareholders, to adopt resolutions to issue new shares, warrants and/or convertible debentures. Such new issue resolutions may include provisions of payment in cash and/or payment by way of

contribution of non-cash consideration or by set-off of a claim or that subscription shall be subject to other conditions. The number of shares that may be issued (or added through the exercise of warrants or conversion of convertible debentures) may in total not exceed 20 per cent of the total number of shares in the company at the time when the authorization is used for the first time.

The reason for the board of directors' authorisation to deviate from the shareholders' preferential rights is to enable the Company to raise new capital, and/or strengthen the Company's financial position and/or to take advantage of future opportunities to attract new long-term owners. At a deviation from the shareholders' preferential rights, the issue rate shall be determined in accordance with market conditions, taking into account any discount on market terms.

The board of directors, the CEO, or a person appointed by the board of directors or the CEO shall be authorised to make any minor amendments required to register the resolution with the Swedish Companies Registration Office and/or Euroclear, or due to other formal requirements.

For a valid resolution on the proposal in this item, the proposal has to be supported by shareholders representing at least two-thirds (2/3) of the votes cast as well as shares represented at the meeting.

#### **Available documents**

The complete proposals for resolutions and other documents that shall be made available prior to the meeting pursuant to the Swedish Companies Act will be made available at the company and at the company's website, [www.oxemarine.com](http://www.oxemarine.com), at least three weeks prior to the meeting. The documents will also be sent free of charge to shareholders who so request and provide their address to the company. In other respects, the board of directors' complete proposals for resolutions are stated in the notice.

#### **Information at the meeting**

The board of directors and the CEO shall, upon request by any shareholder, and where the board of directors deems that the information can be provided without significant harm to the company, provide information in respect of any circumstances which may affect the assessment of a matter on the agenda or the company's and the group's financial position as well as the company's relationship to other group companies.

Shareholders who wish to submit a question in advance may do so by mail to the company at the address OXE Marine AB (publ), Att: "Årsstämma 2024", Metallgatan 6, SE-262 72 Ängelholm or by e-mail to [OXEAGM@mollwenden.se](mailto:OXEAGM@mollwenden.se). Submissions should include the name of the shareholder including such shareholder's personal or organisation number. It is also recommended that the submission includes the shareholder's postal address, email address and telephone number.

#### **Shares and votes in the company**

The total number of shares and votes in the company amounts as per the date of this notice to 334,268,067. The company does not hold any shares.

**Processing of personal data**

For information on how your personal data is processed, please refer to the privacy policy available on Euroclear Sweden AB's website, <https://www.euroclear.com/dam/ESw/Legal/Privacy%20notice%20BOSS%20-%20final%20220324.pdf>.

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Ängelholm in April 2024

**OXE Marine AB (publ)**

*The Board of Directors*

**For further information, please contact**

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OXE Marine AB (publ) (NASDAQ STO: OXE, OTCQX: CMMCF) has, after several years of development, constructed the OXE Diesel, the world's first diesel outboard engine in the high-power segment. The company's unique patented engine-to-propulsion power transmission solutions have led to high demand for the company's engines worldwide. FNCA Sweden AB is the Certified Adviser. Tel. +46 8 528 00 399, e-mail: [info@fnca.se](mailto:info@fnca.se).

**Attachments**

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