

# NOTICE OF EXTRAORDINARY GENERAL MEETING IN EUROBATTERY MINERALS AB

**Shareholders in Eurobattery Minerals AB, reg. no. 556785-4236, are hereby convened to an extraordinary general meeting on 27 December 2023, 10:00 CET at Advokatfirman Schjødt, Hamngatan 27, in Stockholm. Registration for the general meeting will commence at 09:45 CET.**

## **Participation in the general meeting**

Shareholders who wish to participate in the general meeting must (i) be recorded in the share register maintained by Euroclear Sweden AB on 15 December 2023 and (ii) no later than 19 December 2023 give notice by post to Advokatfirman Schjødt, att. Hugo Rathsman, Box 715, 101 33 Stockholm or by e-mail to [ir@eurobatteryminerals.com](mailto:ir@eurobatteryminerals.com). When providing such notice, the shareholder should set forth the name, address, telephone number (daytime), personal/corporate identity number and the number of shares held.

If a shareholder is represented by proxy, a written, dated proxy for the representative must be issued, should the right to vote for the shares be divided among different representatives, the representatives, together with information on the number of shares each representative is entitled to vote for. A proxy form is available on the company's webpage, [www.investors.eurobatteryminerals.com](http://www.investors.eurobatteryminerals.com). If the proxy is issued by a legal entity, a certificate of registration or equivalent certificate of authority should be enclosed. To facilitate the registration at the general meeting, the proxy and the certificate of registration or equivalent certificate of authority should be sent to Advokatfirman Schjødt, att. Hugo Rathsman, Box 715, 101 33 Stockholm or by e-mail to [ir@eurobatteryminerals.com](mailto:ir@eurobatteryminerals.com), so that it is received no later than on 19 December 2023.

## **Nominee-registered shares**

A shareholder whose shares are held with a nominee must, through the nominee, register its shares in its own name so that the shareholder is registered in the share register kept by Euroclear Sweden AB as of 15 December 2023 to be entitled to participate in the general meeting. Such registration may be temporary (so called voting right registration). A shareholder who wishes to register its shares in its own name must, in accordance with the nominee's procedures, request that the nominee carries out such voting right registration. Voting right registrations completed no later than 19 December 2023 are taken into account when preparing the meeting's register of shareholders.

## Proposed agenda

1. Opening of the meeting
2. Election of chairman of the 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
6. Determination whether the meeting has been duly convened
7. Resolutions to amend the articles of association and to reduce the share capital in order to enable the proposed issuance of units under item 8
  - a. The board of directors' proposal to amend § 4 of the articles of association
  - b. The board of directors' proposal to reduce the share capital
8. Resolutions to amend the articles of association and on a issue of units with preferential rights for the company's shareholders
  - a. The board of directors' proposal to amend § 4 and § 5 of the articles of association
  - b. Approval of the board of directors' resolution on an issue of units with preferential rights for the shareholders
9. Determination of the number of board members
10. Determination of remuneration to be paid to the board members
11. Election of board members and chairman of the board
12. Authorisation for the board of directors to resolve on new issuances
13. Closing of the meeting

## PROPOSALS FOR RESOLUTION

### **Item 7 – Resolutions to amend the articles of association and to reduce the share capital in order to enable the proposed issuance of units under item 8**

*General information regarding the board of directors' proposal under item 7*

To enable the execution of the board of directors' resolution on an issuance of units in accordance with item 8, the board of directors proposes that resolutions be passed at the general meeting in respect of a share capital reduction and amendments to the limits of the share capital in the articles of association. The items 7 a) – b) are one proposal to be approved together in one resolution at the general meeting. A resolution in accordance with this item 7 is conditional upon that the meeting also resolves in accordance with item 8. A valid resolution requires that the resolution is supported by shareholders representing at least two thirds of the votes cast as well as of the shares represented at the extraordinary general meeting.

**Item 7 a) – The board of directors’ proposal to amend § 4 of the articles of association**

To enable the reduction of the share capital under item 7 b), the board of directors proposes that the general meeting resolves that the share capital limits in § 4 of the articles of association be amended as follows.

§ 4 in the articles of association is proposed to have the following wording.

*Current wording*

The share capital may not be less than SEK 25,000,000 and no more than SEK 100,000,000.

*Proposed wording*

The share capital may not be less than SEK 14,500,000 and no more than SEK 58,000,000.

**Item 7 b) – The board of directors’ proposal to reduce the share capital**

The board of directors proposes that the general meeting resolves on a reduction of the company’s share capital by SEK 21,956,434.80. The reduction shall be made without cancellation of shares. The reduction amount shall be allocated as non-restricted equity. The reduction is made in order to reduce the quota value of the shares to enable the issuance proposed under item 8. Following the reduction, the company’s share capital will amount to SEK 14,637,623.20 divided between 36,594,058 shares in total (prior to the issuance of units), each share having a quota value of SEK 0.40.

*The board of directors’ statement pursuant to Chapter 20, Section 13, fourth paragraph of the Swedish Companies Act*

The effect of the board of directors’ proposal is that the company’s share capital is reduced by SEK 21,956,434.80 from SEK 36,594,058 to SEK 14,637,623.20. The new issuance of units, pursuant to item 8, increases the share capital by up to SEK 29,275,246.40. By carrying out new issuance of units at the same time as the share capital reduction, the share capital increases by at least the reduction amount. The company may thus execute the reduction without approval from the Swedish Companies Registration Office or public court, since the measures taken together do not result in a decrease in the company’s restricted equity nor share capital.

**Item 8 – Resolutions to amend the articles of association and on a issue of units with preferential rights for the company's shareholders**

*General information regarding the board of directors' proposals under item 8*

To enable the registration of the resolution on an issuance of units under item 8 b) below, the board of directors proposes that the general meeting resolves that the limits to the share capital in § 4 and the number of shares in § 5 of the articles of association be amended.

The board of directors, the CEO, or anyone appointed by the board of directors or the CEO, shall be authorised to make such minor amendments to the above resolution as may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB or due to other formal requirements.

The items 8 a) – b) are one proposal to be approved together in one resolution at the general meeting. A resolution in accordance with this item 8 is conditional upon that the meeting also resolves in accordance with item 7.

A valid resolution requires that the resolution is supported by shareholders representing at least two thirds of the votes cast as well as of the shares represented at the extraordinary general meeting.

**Item 8 a) – The board of directors' proposal to amend § 4 and § 5 of the articles of association**

§ 4 in the articles of association is proposed to have the following wording.

*Current wording*

The share capital may not be less than SEK 14,500,000 and no more than SEK 58,000,000.

*Proposed wording*

The share capital may not be less than SEK 33,600,000 and no more than SEK 134,400,000.

§ 5 in the articles of association is proposed to have the following wording.

*Current wording*

The number of shares may not be fewer than 25,000,000 or more than 100,000,000.

*Proposed wording*

The number of shares may not be fewer than 84,000,000 or more than 336,000,000.

**Item 8 b) – Approval of the board of directors' resolution on an issue of units with preferential rights for the shareholders**

The board of directors proposes that the general meeting resolves to approve the board of directors' resolution to carry out a new issue of units consisting of shares and warrants of series TO4 and warrants of series TO5 with preferential rights for the company's shareholders. Each unit consists of two (2) shares, one (1) warrant of series TO4 and one (1) warrant of series TO5. For the resolution, the following conditions shall otherwise apply.

1. A maximum of 73,188,116 shares may be issued, entailing an increase in the share capital of no more than SEK 29,275,246.40. A maximum of 36,594,058 warrants of series TO4 may be issued, entailing an increase in the share capital of no more than SEK 14,637,623.20 if all warrants are exercised. A maximum of 36,594,058 warrants of series TO5 may be issued, entailing an increase in the share capital of no more than SEK 14,637,623.20 if all warrants are exercised.
2. Those who are registered as shareholders in the share register maintained by Euroclear Sweden AB on the record date 4 January 2024 shall receive one (1) unit right for each share held in the Company. One (1) unit right shall entitle to subscription for one (1) unit.
3. The price for each new share is SEK 0.40, the subscription price per unit thus amounts to SEK 0.80.
4. The warrants are issued without consideration. The terms and conditions for the warrants are available on the company's website.
5. The record date for participation in the new issue of units with preferential rights shall be 4 January 2024.
6. In the event that not all units are subscribed for with the support of unit rights, the board of directors shall, within the maximum amount of the new issue of units, resolve on the allotment of units to those who have subscribed for units without the support of unit rights in accordance with the following allotment principles:
  - Firstly, allotment shall be made to those who have subscribed for units through unit rights, regardless of whether the subscriber was a shareholder on the record date or not, and in the event of oversubscription, in proportion to the number of unit rights each subscriber exercised for subscription and, to the extent this is not possible, by drawing lots.
  - Secondly, allotment shall be made to others who have subscribed for units without the support of unit rights, and, in the event that they cannot receive full allotment, in proportion to the number of units each subscriber subscribed for and, to the extent this is not possible, by drawing lots.
  - Thirdly and finally, any remaining units shall be allotted to the guarantors who have entered into guarantee commitments in proportion to the size of the guarantee commitment and, to the extent this is not possible, by drawing lots.

7. Subscription of units through unit rights shall take place through simultaneous cash payment during the period from 8 January 2024 to and including 22 January 2024. Subscription of units without the support of unit rights shall take place during the same period on a separate subscription list. Payment for units subscribed for without the support of unit rights must be made in cash no later than the second banking day after the settlement note showing the allotment of units has been sent out.

8. The board of directors shall be entitled to extend the subscription and payment period.

9. The new shares entitle the holder to a dividend for the first time on the record date for the dividend that occurs immediately after the registration of the new shares with the Swedish Companies Registration Office and the subsequent entry of the shares in the company's share register kept by Euroclear Sweden AB.

10. New shares issued as a result of exercise of the warrants of series TO4 and the warrants of series TO5 entitle the holder to a dividend for the first time on the record date for the dividend that occurs immediately after subscription has been executed.

11. It was noted that the board of directors has the right to resolve on payment by set-off in accordance with Chapter 13, Section 41 of the Swedish Companies Act.

The CEO or a person appointed by the CEO shall be authorised to make any minor adjustment required to register the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB.

**Item 9 – Determination of the number of board members**

Johan Jonsson (the "Shareholder") proposes that the number of board members, for the period until the end of the next annual general meeting, shall be four, without any deputy board members.

**Item 10 – Determination of remuneration to be paid to the board members**

The Shareholder proposes that an aggregate annual fee of SEK 490,000 shall be paid to the board members, of which SEK 250,000 to the chairman of the board and SEK 80,000 to each of the other board members elected by the general meeting. The remuneration shall be paid proportionally in relation to the duration of the mandate period each board member held the assignment.

**Item 11 – Election of board members and chairman of the board**

The Shareholder proposes re-election of Henrik Johannesson, Jan Olof Arnbom and Roberto Garcia Martinez as board members, all for the period until the end of the next annual general meeting. The Shareholder proposes re-election of Henrik Johannesson as chairman of the board. Furthermore, the Shareholder proposes election of a fourth board member. The Shareholder intend to come back with proposal for a new fourth board member on the extraordinary general meeting at the latest.

### **Item 12 – Authorisation for the board of directors to resolve on new issuances**

The board of directors proposes that the general meeting resolves to authorise the board of directors to, on one or several occasions until the next annual general meeting, with or without deviation from the shareholders' preferential rights, against payment in cash, non-cash consideration or through set-off, resolve on new issues of shares, convertibles or warrants corresponding to 40 percent of the total number of shares in the Company as of the date the board of directors makes a resolution by virtue of the authorisation for the first time.

The board of directors or the CEO shall have the right to make the minor adjustments in this resolution that may be necessary in connection with registration of the resolution with the Swedish Companies Registration Office.

A valid resolution requires the support of shareholders who represent at least two thirds of both the votes cast and the shares represented at the general meeting.

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

Shareholders are reminded of their right to request information in accordance with Chapter 7, Section 32 of the Swedish Companies Act (*Sw. aktiebolagslagen*).

### **Documents**

Documents according to the Swedish Companies Act will be available for shareholders at the Company and on the Company's website as above, no later than two weeks before the general meeting. All of these documents will also, without charge, be sent to shareholders who so request and state their address.

### **Processing of personal data**

For information on how personal data is processed in connection with the general meeting, see the integrity policy that is available at Euroclear's webpage, <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

### **About Eurobattery Minerals**

Eurobattery Minerals AB is a Swedish mining company listed on Swedish Nordic Growth Market ([BAT](#)) and German Börse Stuttgart ([EBM](#)). With the vision to make Europe self-sufficient in responsibly mined battery minerals, the company's focus is to realize numerous nickel-cobalt-copper projects in Europe to supply critical raw materials and, as such, power a cleaner world.

Please visit [www.eurobatteryminerals.com](http://www.eurobatteryminerals.com) for more information. Feel free to follow us on [LinkedIn](#) and [X](#) as well.

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**Attachments**

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