

## **OXE MARINE AB (PUBL) CONVENING NOTICE FOR EXTRAORDINARY GENERAL MEETING**

The board of directors of OXE Marine AB (publ) (the “Company”) convenes an extraordinary general meeting on 28 June 2021 to resolve on an adjusted long-term incentive program for senior executives, replacing the warrant program resolved by the annual general meeting on 16 April 2021. The reason for the board of directors’ new proposal is that the theoretical market value for the warrants issued at the annual general meeting, which was determined using the Black & Scholes valuation model, resulted in a significantly higher valuation than in previous incentive programs and that all participants therefore declined to acquire the warrants. Compared to the program resolved by the annual general meeting, the new program will result in a maximum dilution of approx. 1.5 percent (approx. 1 percent) and a price per option corresponding to the quota value of the underlying share. Except for a slightly revised allocation between participants, the terms are in other regards materially identical to the program resolved by the annual general meeting and incurs only insignificantly higher administrative costs for the Company. The board of directors’ full proposal for the new incentive program is set out below.

### **EXTRAORDINARY GENERAL MEETING IN OXE MARINE AB (PUBL)**

The shareholders in the Company are convened to an extraordinary general meeting of shareholders to be held on Monday 28 June 2021.

In order to reduce the risk of spreading the coronavirus, the board of directors has resolved, in accordance with the act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations, that the general meeting shall be held without the physical presence of shareholders, proxies or any third parties, and that the shareholders’ voting rights may only be exercised in advance by postal voting.

#### **Right to attend and notice**

Shareholders who want to participate at the general meeting must:

- be recorded as a shareholder in the share register prepared by Euroclear Sweden AB (“Euroclear”) relating to the circumstances on 17 June 2021; and
- notify their intention to attend the general meeting no later than 24 June 2021 by submitting their postal vote in accordance with the instructions set forth under the header “Postal voting” below.

#### **Nominee-registered shares**

Shareholders whose shares are registered in the name of a nominee must, in addition to notify their intention to attend the general meeting, re register their shares in their own name so that the shareholder is recorded in the share register on 17 June 2021. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee’s procedures and in such time in advance as the nominee determines. Voting right registrations duly effected by the nominee no later than 21 June 2021 will be regarded in the preparation of the share register.

#### **Postal voting**

The shareholders may exercise their voting rights at the general meeting only by postal voting in accordance with sections 20 and 22 of the act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. A special form shall be used for the postal voting, which is available on the Company’s website. The postal vote will also constitute the shareholder’s notification of

participation. Shareholders may not provide the postal vote with any special instructions or conditions. If so, the vote (i.e. the postal vote in its entirety) is invalid. Further instructions and conditions are set forth in the postal voting form.

The completed postal voting form must have been received by Advokatfirman Lindahl no later than 24 June 2021. The form shall be sent by e-mail to OXEEGM21@lindahl.se or by post to Advokatfirman Lindahl KB, att. Maximilian Hansson Wallenberg, Box 11911, 404 39 Göteborg. Shareholders who are legal entities shall enclose a certificate of registration or equivalent authorization document to the postal voting form.

A shareholder may request that one or several matters in the proposed agenda is resolved to be postponed until a continued general meeting, which may not be held solely by postal voting. Such a continued general meeting shall be convened should the general meeting so adopt or if shareholders representing of not less than one-tenth of all shares in the Company so request.

### **Proxy**

Shareholders who wish to be represented by a proxy must submit a dated proxy form. If the proxy is executed by a legal person, a copy of the certificate of registration or equivalent authorization document must be enclosed. The proxy form may not be valid for a period longer than five years from its issuance. The original proxy form and certificate of registration shall be enclosed to the postal voting form. The Company provides a form of proxy at request and it is also available at the Company's website, [www.oxemarine.com](http://www.oxemarine.com).

### **Proposed agenda**

1. Opening of the general meeting and election of chairman of the general meeting
2. Preparation and approval of the voting list
3. Election of one or several persons to verify the minutes of the meeting
4. Determination of whether the meeting has been duly convened
5. Approval of the agenda
6. Resolution to implement a long-term incentive program
7. Close of the general meeting

### **The Board of Directors' proposals**

#### *Item 1 – Election of chairman of the general meeting*

The board of directors proposes that attorney-at-law Mikael Mellberg is elected as chairman of the general meeting.

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

The board of directors proposes that the voting list that shall be approved is the voting list prepared by Advokatfirman Lindahl on behalf of the Company, based on the Company's share register for the general meeting and received postal votes.

#### *Item 3 - Election of one or several persons to verify the minutes of the meeting*

The board of directors proposes that Arne Andersson is elected to verify the minutes of the general meeting.

#### *Item 5 – Approval of the agenda*

The board of directors proposes that the agenda set forth under the header "Proposed agenda" shall be approved as the agenda of the general meeting.

#### *Item 6 – Resolution to implement a long-term incentive program*

The annual general meeting of 2021 resolved to implement a long-term incentive program for senior executives by way of (i) a directed issue of warrants and (ii) approval of transfer of warrants to the

participants of the incentive program. Since the annual general meeting, all issued warrants have been subscribed for by the Company. Due to the theoretical market value at the time of the intended transfer of the warrants to the participants, which was determined by the use of the Black & Scholes valuation model, resulting in a valuation higher than the valuations of previous incentive warrants in the Company, the participants have chosen not to acquire the warrants and thereby to not participate in the incentive program resolved by the annual general meeting.

The board of directors therefore proposes that the general meeting resolves to implement a new long-term incentive program for senior executives comprising of qualified employee stock options on the terms and conditions set out below. The qualified employee stock options shall entitle to subscription of new shares in the Company.

To secure the Company's obligations under the new incentive program, the board of directors proposes that the general meeting also resolves on (i) a directed issue of warrants and (ii) approval of transfer of warrants on the terms and conditions set forth below.

#### Background and reasons for the proposal

The reason for the proposal is to reward valuable senior executives and to promote a long term shared interest between senior executives and the Company's shareholders. These objectives are assessed to be in line with all shareholders' interests.

The incentive program encompasses senior executives in the Company (the "Participants").

#### The Company's existing incentive programs

The Company has previously issued warrants of series 2019:2 to the Company's employees and consultants. According to the terms at the time of issue, those warrants entitle to subscribe for a total of 10,000,000 new shares in the Company, corresponding to a total dilution of approx. 5 percent before utilization of any warrants of series 2019/2039 and series 2020/2039 (warrants held by the European Investment Bank) and approx. 4.3 percent assuming full utilization of the warrants of series 2019/2039 and series 2020/2039. The warrants of series 2019:2 entitle to subscription for new shares during the period between 1–31 December 2022.

The Company has also issued warrants of series 2021/2025 in accordance with the annual general meeting's resolution on 16 April 2021. According to the terms at the time of issue, those warrants entitle to subscribe for a total of 2,100,000 new shares in the Company, corresponding to a total dilution of approx. 1 percent before utilization of any warrants of series 2019:2, series 2019/2039 and series 2020/2039 and approx. 0.9 percent assuming full utilization of the warrants of series 2019:2, series 2019/2039 and series 2020/2039. The warrants of series 2021/2025 may be exercised for subscription of new shares during the following subscription periods: (i) three weeks after the date of publication of the Company's interim report for the first quarter of 2025, (ii) three weeks after the date of publication of the Company's interim report for the second quarter of 2025, and (iii) three weeks after the date of publication of the Company's interim report for the third quarter of 2025.

The warrants of series 2021/2025 have not been transferred to the participants of the incentive program due to the reasons set forth above. Instead, the warrants of series 2021/2025 shall be used as security for the Company's obligations under the now proposed incentive program.

Other than the incentive programs described above, there are no equity related incentive programs outstanding in the Company.

#### A. Qualified employee stock options

The board of directors proposes that the general meeting resolves to implement an incentive program in accordance with the rules for qualified employee stock options on the following material terms and conditions.

1. The employee stock option program shall comprise of no more than 3,050,000 employee stock options which at full utilization may result in a total dilution of approx. 1.5 percent (subject to

potential recalculations in accordance with the terms and conditions to be applicable in relation to the options).

2. The employee stock options shall be allotted to the Participants at a premium corresponding to the quotient value of the previous shares.
3. Each employee stock option shall entitle the holder to subscribe for one (1) new share in the Company at a subscription price of SEK 6 per share.
4. The employee stock options may be exercised for subscription of new shares during the following subscription periods: (i) three weeks after the date of publication of the Company's interim report for the first quarter of 2025, (ii) three weeks after the date of publication of the Company's interim report for the second quarter of 2025, and (iii) three weeks after the date of publication of the Company's interim report for the third quarter of 2025. Employee stock options that have not been exercised for subscription of shares no later than three weeks after the date of publication of the Company's interim report for the third quarter of 2025 shall lapse.
5. The board of directors of the Company shall resolve upon allocation to Participants in accordance with the following guidelines.

<b>Category</b>	<b>Maximum number of employee stock options per Participant</b>
<b>CEO (elect)</b>	1,200,000
<b>CFO</b>	575,000
<b>CTO</b>	575,000
<b>CMO</b>	300,000
<b>Director Aftersales &amp; Service</b>	300,000
<b>EVP Business Development, Sales and Marketing (elect)</b>	100,000

If the maximum number of employee stock options per Participant is not subscribed for by the Participants, then the board of directors shall be entitled to offer the remaining employee stock options to the other Participants with the allocation determined by the board of directors.

6. The entitlement to participate in the employee stock option program is conditioned upon the Participant entering into a qualified employee stock option agreement with the Company. The agreement shall, *inter alia*, include the following terms and conditions:
  - The employee stock options may be exercised for subscription of shares at the earliest in accordance with Section 4 above (i.e. later than three years after the Participant signed the qualified employee stock option agreement).
  - The employee stock options do not constitute securities and may not be transferred, pledged or otherwise disposed of by the holder.
  - The employee stock options are conditioned upon the Participant's continued employment in the Company and require that the Participant's working hours for a period of three years from the allotment of the employee stock options amount to an average of at least 30 hours per week. If the employment in the Company is terminated before the employee stock options have been exercised for subscription of shares, all of the Participant's unexercised employee stock options shall lapse.
  - If, during the term of the employee stock options, the general meeting resolves to, *inter alia*, increase or decrease the number of outstanding shares, the employee stock options

might have to be recalculated in order to maintain the value of the options. Resolutions on recalculation shall be made by the board of directors of the Company.

- The board of directors or a person appointed by the board of directors shall be authorized to make any minor adjustments required to fulfil the purpose of the program.
7. The participation in the employee stock option program requires that the participation is legally possible and that the participation, in the board of directors' opinion, can be carried out with reasonable administrative and financial efforts.
  8. The board of directors shall be responsible for the design and management of the employee stock option program within these material terms and conditions.

#### B. Directed issue of warrants

##### *I. Terms and conditions for directed issue of warrants to secure the Company's obligations under the incentive program*

In order to secure the Company's delivery of shares in accordance with the terms and conditions for the qualified employee stock options as set out in Section A above, it is proposed that the general meeting resolves to issue warrants on the following terms and conditions.

1. The Company shall issue no more than 950,000 warrants. Each warrant entitles to subscription of one (1) new share in the Company. If all warrants are subscribed, transferred to and exercised by the Participants for subscription of new shares, the Company's share capital will increase by SEK 28,485.39 (subject to potential recalculations in accordance with the standard terms and conditions to be applicable in relation to the warrants).
2. The warrants may, with deviation from the shareholders' preferential rights, only be subscribed for by the Company and/or a subsidiary of the Company after which they are to be transferred to the Participants in accordance with the resolution adopted by the general meeting.
3. Subscription of warrants shall be made by the Company and/or a subsidiary of the Company on a subscription list within a month from the general meeting's issue resolution. The board of directors shall be entitled to prolong the subscription period.
4. The warrants are issued without consideration. The transfer of warrants shall be made without consideration in connection with the Participants' exercise of the qualified employee stock options for subscription of shares.
5. The warrants may be exercised for subscription of new shares during the following subscription periods: (i) three weeks after the date of publication of the Company's interim report for the first quarter of 2025, (ii) three weeks after the date of publication of the Company's interim report for the second quarter of 2025, and (iii) three weeks after the date of publication of the Company's interim report for the third quarter of 2025. Warrants that have not been exercised for subscription of shares no later than three weeks after the date of publication of the Company's interim report for the third quarter of 2025 shall lapse.
6. Each warrant shall entitle the warrant holder to subscribe for one (1) new share in the Company at a subscription price of SEK 6 per share (the "**Exercise Price**"). The Exercise Price is three times the subscription price for new shares in the Company's latest issue of shares, in which the subscription period ended on 2 October 2020. Any amount of the Exercise Price exceeding the quotient value of the previous shares shall be transferred to the unrestricted premium reserve.
7. A new share that has been issued by virtue of a warrant shall entitle to dividends for the first time on the first record date for dividend that take place after the subscription of new shares has been registered with the Swedish Companies Registration Office and been recorded in the share register kept by Euroclear.
8. The warrants shall be transferred to the Participants in accordance with the principles set forth in Section A above.

9. The warrants shall additionally be subject to the additional terms and conditions set forth in Schedule A, containing, *inter alia*, customary recalculation conditions.

#### *II. Reasons for the deviation from the shareholders' preferential rights*

Please refer to "Background and reasons for proposal" above. The warrants are proposed to be issued to the Company and/or a subsidiary of the Company for transfer to Participants in the incentive program in connection with the Participants' exercise of the qualified employee stock options for subscription of shares.

#### *III. Dilution, costs, etc.*

The Company's costs related to the incentive program is expected to consist of minor costs for consultancy services and costs for registration and practical management of the program.

The total number of shares in the Company is 197,789,521 and the Company's share capital is SEK 5,930,643.35.

Upon full subscription, transfer and exercise of the maximum 950,000 warrants now proposed to be issued in the now proposed incentive program, a total of 950,000 new shares will be issued in the Company (subject to potential recalculations in accordance with standard terms and conditions applicable to the warrants). These new shares correspond to approx. 0.5 percent of the total number of outstanding shares in the Company before utilization of any warrants of series 2019:2, series 2019/2039 and series 2020/2039 and approx. 0.4 percent of the total number of outstanding shares in the Company assuming full utilization of the warrants of series 2019:2, series 2019/2039 and series 2020/2039.

#### *IV. Approval of transfer of warrants from to the Participants*

A resolution to issue warrants in accordance with this proposal also includes an approval of the transfer of warrants to the Participants.

#### Preparation of the proposal

This proposal has been prepared and presented by the board of directors.

#### Majority requirements

The proposed implementation of a long-term incentive program set out above is governed by the provisions in Chapter 16 of the Swedish Companies Act, and a valid resolution therefore requires that the proposal is supported by shareholders representing at least nine-tenths (9/10) of the votes cast as well as of all shares represented at the meeting.

#### Miscellaneous

The chairman of the board of directors, the managing director or a person appointed by the board of directors shall be authorized to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office.

#### **Documentation**

The complete proposals of the board of directors, as well as other documents according to the Swedish Companies Act, will be held available at the Company's premises with address Hortensigatan 6, 256 68 Helsingborg and on the Company's website in due time prior to the general meeting. The documents will also be sent without charge to shareholders who so request and inform the Company of their postal address.

#### **Information to shareholders**

Upon the request of a shareholder, and where the board of directors believes that so may take place without significant harm to the Company, the board of directors and the CEO shall provide information in respect of any circumstances which may affect the assessment of a matter on the agenda, and any circumstances which may affect the assessment of the Company's financial position. A request for such

information shall be sent by e-mail to [OXEEGM21@lindahl.se](mailto:OXEEGM21@lindahl.se) or by post to Advokatfirman Lindahl KB, att. Maximilian Hansson Wallenberg, Box 11911, 404 39 Göteborg, no later than 18 June 2021.

The information will be held available at the Company's premises and on the Company's website no later than 23 June 2021, and will also be sent, within the same period of time, to a shareholder who has so requested and in connection therewith provided its postal address.

#### **Processing of personal data**

For information on the Company's processing of personal data in connection with the general meeting, please refer to <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Helsingborg in June 2021

**OXE Marine AB (publ)**

*The board of directors*

#### **Certified Adviser**

FNCA Sweden AB is Certified Adviser for OXE Marine AB (publ). Contact details to FNCA Sweden AB: tel. +46 8 528 00 399, e-mail [info@fnca.se](mailto:info@fnca.se).

#### **For further information, please contact:**

Myron Mahendra, CEO, [myron.mahendra@oxemarine.com](mailto:myron.mahendra@oxemarine.com), +46 76 347 59 82

Anders Berg, Chairman of the board, [anders.berg@oxemarine.com](mailto:anders.berg@oxemarine.com), +46 70 358 91 55

*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.*