



Press release Helsingborg 31 March 2023

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

The shareholders in OXE Marine AB (publ) org.nr 556889-7226 ("Bolaget"), are convened to the Annual General Meeting of shareholders to be held on May 2, 2023 at 14:00 at på Hotell Erikslund, Åstorpsvägen 15, 262 96 Ängelholm. Registration to the Annual General Meeting will commence at 13.00.

### Right to attend and notice

Shareholders who want to participate at the annual general meeting must:

- be recorded as a shareholder in the share register prepared by Euroclear Sweden AB ("Euroclear") relating to the circumstances on April 21. 2023; and
- notify their intention to attend the annual general meeting no later than April 25. 2023.

Notification to attend is made by e-mail to the Company's e-mail address [agm23@oxemarine.com](mailto:agm23@oxemarine.com) or by postal service to OXE Marine AB (publ) att. Paul Frick, Metallgatan 6, 262 72 Ängelholm. In its notification to attend, the shareholder is requested to provide the shareholder's name, personal or corporate ID number, shareholding, address, daytime telephone number and, where applicable, the number of any assistants (up to two) which the shareholder intends to bring to the AGM.

### Nominee-registered shares

Shareholders whose shares are registered in the name of a nominee must, in addition to notify their intention to attend the annual general meeting, re-register their shares in their own name so that the shareholder is recorded in the share register on April 21. 2023. 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 April 25. 2022 will be regarded in the preparation of the share register.

### 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 proxy form in original together with certificate of registration, if applicable, 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 two persons to verify the minutes of the meeting
- 4) Determination of whether the meeting has been duly convened
- 5) Approval of the agenda
- 6) Submission of the annual report and the auditor's report
- 7) Resolutions regarding
  - a) the adoption of the income statement and the balance sheet;
  - b) allocation of the Company's result according to the adopted balance sheet; and
  - c) the discharge from liability for each of the members of the board of directors and the managing director
- 8) Determination of remuneration to the board of directors and the auditor
- 9) Election of board of directors
- 10) Election of auditor
- 11) Resolution on principles for appointment of nomination committee
- 12) Resolution on authorization for the board of directors to issue new shares, warrants and/or convertibles
- 13) Close of the general meeting

## **The Nomination Committee's proposals**

At the annual general meeting 2022, it was resolved to adopt principles for the appointment of a nomination committee for the annual general meeting of 2023.

In accordance with the adopted principles, the nomination committee consists of Jonas Wikström (Chairman), Martin Polo, (chairman), Per Lindberg, and Christian von Koenigsegg.

The proposals of the nomination committee are as follows:

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

The nomination committee proposes Jonas Wikström is elected as chairman of the general meeting.

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

The nomination committee proposes that two persons are elected to verify the minutes at the general meeting.

### *Item 8. Determination of remuneration to the board of directors and the auditor*

The nomination committee proposes that the remuneration to the board shall be paid as follows:

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

If the general meeting resolves in accordance with the nomination committee's proposal under item 9, the total remuneration to the board is assumed to be SEK 510,000 (SEK 1,190,000 - 2022). It is noted that proposed directors Christian Von Koenigsegg and Martin Polo have announced that they will decline their respective remunerations.

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

#### *Item 9. Election of board of directors*

According to the Company's articles of association, the board of directors shall consist of no less than three and no more than ten ordinary members and no more than five deputy members. The nomination committee proposes that, until the next annual general meeting, the board shall consist of six ordinary members and no deputy members.

It is proposed that Jonas Wikström, Martin Polo, Jon Lind and Christian von Koenigsegg are re-elected as ordinary members of the board.

The nomination committee proposes that Jonas Wikström is elected as chairman of the board.

#### *Item 10. Election of auditor*

The nomination committee proposes re-election of BDO Mälardalen AB as auditor until the close of the next annual general meeting. BDO Mälardalen AB has announced that that certified accountant Carl-Johan Kjellman will serve as responsible auditor.

#### *Item 11. Resolution on principles for appointment of nomination committee*

The nomination committee proposes that the Annual General Meeting resolves to approve the following instructions on appointment of a nomination committee for the annual general meeting 2024.

- The nomination committee shall be convened by the chairman of the board and shall consist of representatives of the four largest shareholders.
- The representative of the largest shareholder shall be the chairman of the nomination committee. If the representative of the largest shareholder declines the assignment as chairman of the nomination committee, the nomination committee shall within itself appoint a chairman.
- The names of the members of the nomination committee as well as the shareholders they represent shall be announced as soon as they have been appointed.
- If a shareholder, who is represented in the nomination committee, after the announcement no longer is one of the four largest shareholders, its representative shall resign from its position and such shareholder that by this time is instead one of the four largest shareholders shall be invited to nominate a representative on the Company's nomination committee.
- Shareholders who have appointed representatives in the nomination committee are entitled to remove such representatives and appoint new representatives.
- If a shareholder, who is entitled to appoint a member of the nomination committee, declines to appoint a member, this right shall not be transferred to another shareholder.
- The nomination committee shall prepare proposals on the following issues for resolution at the annual general meeting 2024:

- Chairman at the meeting;
- Board remuneration;
- Election of board members and chairman of the board;
- Election of auditor and remuneration to the auditor; and
- Principles for appointment of nomination committee for the annual general meeting 2025.

No remuneration will be paid to the nomination committee. However, the Company shall reimburse reasonable costs to enable the nomination committee to carry out its assignments.

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

#### *Item 7.b. Allocation of the Company's result according to the adopted balance sheet*

The Board proposes that no dividend is distributed to the shareholders for the financial year 2022.

#### *Item 13. Authorization for the board of directors to issue new shares, warrants and/or convertibles*

The board of directors proposes that the general meeting resolves to authorize the board to, at one or several occasions during the time up until the next annual general meeting, resolve on new issues of shares, warrants and/or convertibles. The board shall have the right to resolve on new issues of shares, warrants and/or convertibles with deviation from the shareholders' pre-emption rights and/or with provisions on payment in kind, by set-off of claims or otherwise on such terms and conditions as referred to in Chapter 2, Section 5, second paragraph, points 1–3 and 5, of the Swedish Companies Act.

The total increase of shares that may be issued based on or as a result of this authorization cannot in aggregate exceed 20 percent of the number of outstanding shares in the Company at the time of the annual general meeting. Issues based on the authorization shall be made at market value, including market rate discount, if applicable. The board shall have the right to set the terms and conditions for issues under this authorization as well as to decide who shall have the right to subscribe for the new shares, warrants or convertibles. The reasons for the board to resolve on issues with deviation from the shareholders' pre-emption rights and/or with provisions on payment in kind, by set-off of claims or otherwise on such terms and conditions as referred to in Chapter 2, Section 5, second paragraph, points 1–3 and 5, of the Swedish Companies Act are to be able to carry out directed share issues to raise capital to the Company and/or to strengthen the Company's financial position.

The CEO, or a person appointed by the board of directors, shall be entitled to make any minor amendments that may be required in connection with registering the resolution with the Swedish Companies Registration Office and/or Euroclear.

A resolution in accordance with this proposal requires approval by at least two thirds (2/3) of the votes cast as well as the shares represented at the annual general meeting.

### **Documentation**

The complete proposals of the board of directors and the nomination committee together with the annual report and the auditor's report, as well as other documents according to the Swedish Companies Act, will be available at the Company's premises with address Metallgatan 6, 262 72 Ängelholm and on the Company's website in due time prior to the annual general meeting. The documents will also be sent without charge to shareholders who so request and inform the Company of their postal address. Such documentation will also be available at the Annual General Meeting.

### **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 [agm2023@oxemarine.com](mailto:agm2023@oxemarine.com) or by post to OXE Marine AB (publ) att. Paul Frick, Metallgatan 6, 262 72 Ängelholm, no later than April 22, 2023.

The information will be held available at the Company's premises and on the Company's website no later than April 25, 2023, 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 annual general meeting, please refer to <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

Helsingborg in March 2023

OXE Marine AB (publ)

The board of directors

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

Anders Berg, CEO, OXE Marine AB, [anders.berg@oxemarine.com](mailto:anders.berg@oxemarine.com), +46 70 358 91 55

Jonas Wikström, Chair of the board, [jonas.wikstrom@oxemarine.com](mailto:jonas.wikstrom@oxemarine.com), +46 70 753 65 66

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