



Notice to annual general meeting in Azelio AB (publ)

The shareholders in Azelio AB (publ), reg.no. 556714-7607, with its registered office in Gothenburg, are hereby summoned to an annual general meeting to be held on 12 May 2022.

On the basis of temporary statutory rules, the board of directors has decided that the annual general meeting will be conducted by advance voting only, without physical presence of shareholders, proxies and third parties. Azelio welcomes all shareholders to exercise their voting rights at this annual general meeting through advance voting, according to the procedure set out below. Information on the resolutions passed at the annual general meeting will be published on 12 May 2022, as soon as the result of the voting has been finally confirmed.

In the advance voting form, the shareholders may request that a resolution on one or several of the matters on the proposed agenda below should be deferred to a so-called continued general meeting, which cannot be conducted solely by way of advance voting. Such continued general meeting shall take place if the annual general meeting so resolves or if shareholders with at least one tenth of all shares in the company so request. The shareholders are reminded of their right to request information according to Chapter 7, Section 32 of the Swedish Companies Act. A request for such information shall be made in writing to Azelio AB, Forsbrogatan 4, SE-662 34 Åmål, Sweden, or via e-mail to info@azelio.com, no later than on 2 May 2022. The information will be made available at Azelio AB, Forsbrogatan 4, SE-662 34 Åmål, Sweden and on www.azelio.com, on 7 May 2022 at the latest. The information will also be sent, within the same period of time, to the shareholder who has requested it and stated its address.

Notification, etc.

Shareholders who wish to participate, through advance voting, in the annual general meeting must:

- firstly* be included in the shareholders' register maintained by Euroclear Sweden AB as of 4 May 2022; and
- secondly* notify the company of their participation in the annual general meeting by casting their advance vote in accordance with the instructions under the heading "Advance voting" below, so that the advance voting form is received by Azelio no later than on 11 May 2022.

Shareholders whose shares are registered in the name of a nominee through a bank or a securities institution must re-register their shares in their own names to be entitled to participate in the annual general meeting. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee's procedures and such time in advance as the nominee determines. Voting right registration completed not later than the second banking day after 4 May 2022 are taken into account when preparing the shareholders' register.

Advance voting

The shareholders may only exercise their voting rights at the annual general meeting by voting in advance, so-called postal voting in accordance with section 22 of the Act (2022:121) on

The shareholders may only exercise their voting rights at the annual general meeting by voting in advance, so-called postal voting in accordance with section 22 of the Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for advance voting. The form is available on Azelio's website, www.azelio.com. The advance voting form is considered as the notification of participation.

The completed voting form must be received by Azelio AB no later than Wednesday 11 May 2022. The form may be submitted via e-mail to info@azelio.com or by post to Azelio AB, "Annual general meeting", Forsbrogatan 4, SE-662 34 Åmål, Sweden. If the shareholder votes in advance by proxy, a power of attorney shall be enclosed to the form. If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed to the form. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the advance vote in its entirety) is invalid. Further instructions and conditions are included in the form for advance voting.

For questions regarding the annual general meeting or to have the advance voting form sent by post, please contact Azelio AB on info@azelio.com.

Number of shares and votes

There is a total of 115,877,180 shares, with one vote per share at the annual general meeting, in the company as of the date of this notice.

Proposed agenda

1. Election of a chairman at the meeting;
2. Election of one or two persons who shall approve the minutes of the meeting;
3. Preparation and approval of the voting list;
4. Approval of the agenda;
5. Determination of whether the meeting was duly convened;
6. Submission of the annual report and the auditors' report and, when applicable, the consolidated financial statements and the auditors' report for the group;
7. Resolutions regarding the adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet;
8. Resolutions regarding allocation of the company's profits or losses in accordance with the adopted balance sheet;
9. Resolutions regarding discharge of the members of the board of directors and the managing director from liability;
10. Determination of the number of members and deputy members of the board of directors and the number of auditors and deputy auditors;
11. Determination of fees for members of the board of directors and auditors;
12. Election of the members of the board of directors;
 - 12a. Bo Dankis (re-election)
 - 12b. Bertil Villard (re-election)
 - 12c. Kent Janér (re-election)
 - 12d. Pär Nuder (re-election)
 - 12e. Hicham Bouzekri (re-election)
 - 12f. Elaine Weidman-Grunewald (re-election)
 - 12g. Hans Ola Meyer (re-election)
13. Election of the chairman of the board of directors;
Bo Dankis (re-election)
14. Election of auditors and deputy auditors;
15. The nomination committee's proposal on principles for appointment of a nomination committee;
16. The board of directors' proposal on authorisation for the board of directors to resolve to issue shares and/or warrants and/or convertibles without deviation from the shareholders' preferential rights;

17. The board of directors' proposal on authorisation for the board of directors to resolve upon issue of shares with or without deviation from the shareholders' preferential rights;
18. The board of directors' proposal on amendments to the articles of association;
19. The board of directors' proposal to resolve on a long-term incentive program for the executive management in the form of warrants;
20. The principal shareholders' proposal to resolve on a long-term incentive program for the board of directors in the form of warrants.

The nomination committee's resolution proposals

Proposal regarding the chairman of the general meeting, the number of members of the board of directors, the number of auditors and deputy auditors, fees to the board of directors and auditors, and election of members of the board of directors and chairman of the board of directors, as well as election of auditors and deputy auditors (items 1 and 10-14)

The company's nomination committee has submitted the following proposals:

- that Bo Dankis, or the person proposed by the nomination committee if he has an impediment to attend, is elected chairman of the annual general meeting (item 1).
- that the board of directors shall consist of seven board members, as appointed by the general meeting, with no deputy members and that the company shall have one auditor, with no deputy auditors (item 10).
- that the chairman of the board shall receive SEK 650,000 and the other board members not employed by the company shall receive SEK 250,000 each in board fees, that the members of the finance committee not employed by the company shall receive SEK 50,000 each and that the members of the remuneration committee not employed by the company shall receive SEK 50,000 each, for the period until the end of the next annual general meeting. If the chairman of the board is part of the finance committee or remuneration committee, the chairman of the board shall not receive any fees in excess of customary board fees. The principal owner Kent Janér has informed that he will decline remuneration for his work as a board and committee member. Thus, the proposed board fees amount to a maximum of SEK 2,000,000. It is proposed that auditor fees shall be paid against approved accounts (item 11).
- that Bo Dankis, Bertil Villard, Kent Janér, Pär Nuder, Hicham Bouzekri, Elaine Weidman-Grunewald and Hans Ola Meyer are re-elected as members of the board of directors, for the period up until the end of the next annual general meeting (item 12). It was noted that Carol M. Browner declined re-election as a board member.
- that Bo Dankis is re-elected as chairman of the board, for the period up until the end of the next annual general meeting (item 13).
- that the registered accounting firm KPMG AB is re-elected as auditor for the time until the end of the next annual general meeting. In the event that KPMG is re-elected, it is noted that KPMG has announced that the authorized accountant Fredrik Waern will be appointed auditor in charge and that the authorized accountant Johan Kratz will be appointed auditor (item 14).

The nomination committee's proposal on principles for appointment of a nomination committee (item 15)

The nomination committee proposes that the annual general meeting shall resolve on principles for appointment of a nomination committee for the annual general meeting 2023 in accordance with the below.

The nomination committee shall be composed of the chairman of the board of directors together with one representative of each of the three largest shareholders, based on ownership in the company as of the expiry of the third quarter of the financial year. Should any of the three largest shareholders renounce its right to appoint one representative to the nomination committee, such right shall transfer to the shareholder who then in turn, after these three, is the

largest shareholder in the company. The chairman of the board of directors shall convene the nomination committee. The member representing the largest shareholder shall be appointed chairman of the nomination committee, unless the nomination committee unanimously appoints someone else.

Should a shareholder having appointed a representative to the nomination committee no longer be among the three largest shareholders, three months before the annual general meeting at the latest, the representative appointed by such shareholder shall resign and the shareholder who is then among the three largest shareholders shall have the right to appoint one representative to the nomination committee. However, unless there are special reasons otherwise, the already established composition of the nomination committee shall remain unchanged in case such change in the ownership is only marginal or occurs during the three-month period prior to the annual general meeting. Where a shareholder has become one of the three largest shareholders due to a material change in the ownership at a point in time falling later than three months before the annual general meeting, such shareholder shall in any event have the right to take part of the work of the nomination committee and participate in its meetings. Should a member resign from the nomination committee before his or her work is completed, the shareholder who has appointed such member shall appoint a new member, unless that shareholder is no longer one of the three largest shareholders, in which case the largest shareholder in turn shall appoint the substitute member. A shareholder who has appointed a representative to the nomination committee shall have the right to discharge such representative and appoint a new representative.

Changes to the composition of the nomination committee shall be announced immediately. The term of office for the nomination committee ends when the next nomination committee has been appointed. On the nomination committee's meetings, it shall carry out the nomination committee's duties as set out in the Swedish Code of Corporate Governance.

The board of directors' resolution proposals

Election of one or two persons who shall approve the minutes of the meeting (item 2)

Bertil Villard, or the person appointed by the board of directors if he has an impediment to attend, is proposed to be elected to approve the minutes together with the chairman. The task of approving the minutes also includes verifying the voting list and that the advance votes received are correctly stated in the minutes of the annual general meeting.

Preparation and approval of the voting list (item 3)

The voting list proposed for approval under item 3 of the agenda is the voting list drawn up by the company, based on the general meeting's share register and advance votes received, as verified and recommended by the person approving the minutes.

Proposal regarding allocation of the company's profits or losses in accordance with the adopted balance sheet (item 8)

The board of directors proposes that no dividends shall be paid for the financial year 2021 and that the company's results shall be carried forward.

The board of directors' proposal on authorisation for the board of directors to resolve to issue shares and/or warrants and/or convertibles without deviation from the shareholders' preferential rights (item 16)

The board of directors proposes that the annual general meeting authorises the board of directors to resolve to issue new shares and/or warrants and/or convertibles on one or several occasions until the next annual general meeting, without preferential rights for the shareholders, against cash payment or against payment through set-off or in kind, or otherwise on special conditions. The number of shares that may be issued and the number of shares that shall be possible to subscribe/convert may amount to the number of shares allowed by the articles of association, as amended from time to time. The purpose of the authorisation is to increase the financial flexibility of the company and the acting scope of the board of directors.

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

The board of directors' proposal on authorisation for the board of directors to resolve upon issue of shares with or without deviation from the shareholders' preferential rights (item 17)

The board of directors proposes that the annual general meeting authorises the board to resolve – at one or several occasions and for the time period until the next annual general meeting – to increase the company's share capital by new share issues, to the extent that it corresponds to a dilution of not more than 20 percent of the number of shares outstanding at the time of the notice of the annual general meeting, after full exercise of the hereby proposed authorisation.

New share issues may be made with or without deviation from the shareholders' preferential rights and with or without provisions for contribution in kind, set-off or other conditions. Pursuant to Chapter 16 of the Swedish Companies Act, the board of directors may not by virtue of this authorisation resolve on issues to board members in group companies, employees, etc. The purpose of the authorisation is to increase the financial flexibility of the company and the acting scope of the board. Should the board of directors resolve on an issue with deviation from the shareholder's preferential rights, the reason shall be to enable the company to finance the operations in a fast and efficient way, acquire companies, businesses or parts thereof and to enable a broadening of the ownership of the company. Upon such deviation from the shareholders' preferential rights, the new issue shall be made at market terms and conditions.

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

The board of directors' proposal on amendments to the articles of association (item 18)

The board of directors proposes that the annual general meeting resolve on the adaption of new articles of association. The proposed amendments are as follows:

4 § Share capital

Current wording:

The share capital shall be not less than SEK 20,000,000 and not more than SEK 80,000,000.

Proposed wording:

The share capital shall be not less than SEK 55,000,000 and not more than SEK 220,000,000.

5 § Number of shares

Current wording:

The number of shares shall be not less than 40,000,000 and not more than 160,000,000.

Proposed wording:

The number of shares shall be not less than 110,000,000 and not more than 440,000,000

The board of directors' proposal to resolve on a long-term incentive program for the executive management in the form of warrants (item 19)

The board of directors proposes that the annual general meeting resolves to issue not more than 750,000 warrants within the scope of a long-term incentive program to the CEO and the other members of the executive management in Azelio, in total six persons.

The incentive program entails that the CEO is offered to subscribe for not more than 250,000 warrants, and the other participants are each offered to subscribe for not more than 100,000 warrants, at market value calculated according to the Black & Scholes valuation formula.

Subscription of the warrants shall be made within four weeks from the date of the resolution to issue warrants. Payment for the subscribed warrants shall be made within four weeks after subscription. The board of directors is entitled to extend the subscription period and time of payment.

Each warrant entitles the holder to subscribe for one new ordinary share in Azelio for an exercise price of SEK 50.

Subscription of shares can be done during two periods, both during two weeks from the day of publication of the interim report for the period 1 January – 31 March 2025 as well as during two weeks from the day of publication of the interim report for the period 1 January – 30 June 2025.

The price per warrant upon transfer to the participants shall be established by the company, or by an independent appraiser or auditor firm retained by the company, and correspond to the market value of the warrant calculated in accordance with the Black & Scholes valuation formula. The complete terms and conditions for the warrants have been resolved by the board of directors and are available to the shareholders in accordance with the below.

Scope and costs for the program, including subsidy by the company and effect on important key ratios and dilution

Azelio shall partly subsidize the option premium to be paid by the participants for the subscription of warrants, in order to facilitate and promote a personal long-term interest in Azelio for senior executives. The subsidy shall, for the majority of participants, correspond to 50 percent of the option premium, post tax in the form of an additional cash payment. For two participants, the CEO and one other member of the executive management, the subsidy correspond to 75 percent of the option premium, post tax in the form of an additional cash payment. The company's cost for the subsidy (including social security contributions in relation hereto) is estimated to amount to approximately SEK 650,000, in total, based on a price of the company's shares of SEK 12.

Other than the above, the costs for the program include certain limited costs for administration of the program. The total cost, including the cost for the subsidy, for Azelio for the warrant program is estimated to amount to approximately SEK 750,000 during the term of the incentive program.

According to a preliminary valuation, the market value of the warrants will correspond to approximately SEK 0.47 per warrant (assuming a price of the company's shares of SEK 12 per share) based on the Black & Scholes valuation formulae. In addition to this, the costs for the program have been estimated on the basis that all participants subscribe for their maximum allotment as set out above.

The costs are expected to have a limited effect on Azelio's key ratios. Upon maximum allotment of warrants, not more than 750,000 shares will be allotted to participants under the incentive program, meaning a dilution effect of approximately 0.7 percent of the number of shares and votes in the company (based on the total number of shares in the company at the date of this notice).

The board of directors considers the positive effects expected to result from the incentive program to outweigh the costs attributable to the program.

The rationale for the incentive program

The rationale for the incentive program is to retain a competent executive management team in the company by offering the members a long-term ownership commitment in the company and thereby the opportunity to participate in and promote a positive value development of the company's shares and to increase the member's sense of association with the company and its other shareholders. The board of directors considers that the implementation of the incentive program as described above is in the favour of the group and the shareholders in the company.

Preparation of the proposal

The incentive program has been prepared by the board of directors together with advisors.

Other incentive programs

For a description of Azelio's other share-related incentive programs, reference is made to the annual report 2021, note 25.

The shareholders' resolution proposal

The principal shareholder's proposal to resolve on a long-term incentive program for the board of directors in the form of warrants (item 20)

The principal shareholder, Blue Marlin AB (the "**Principal Shareholder**"), proposes that the annual general meeting resolves to issue not more than 350,000 warrants within the scope of a long-term incentive program to all members of the board of directors in Azelio, save for Kent Janér, in total a maximum of six persons.

The incentive program entails that the chairman of the board of directors is offered to subscribe for not more than 100,000 warrants and the five other participating members of the board of directors are each offered to subscribe for not more than 50,000 warrants, at market value calculated according to the Black & Scholes valuation formula.

Subscription of the warrants shall be made within four weeks from the date of the resolution to issue warrants. Payment for the subscribed warrants shall be made within four weeks after subscription.

Each warrant entitles the holder to subscribe for one new ordinary share in Azelio for an exercise price of SEK 70.

Subscription of shares can be done during two periods, both during two weeks from the day of publication of the interim report for the period 1 January – 31 March 2026 as well as during two weeks from the day of publication of the interim report for the period 1 January – 30 June 2026.

The price per warrant upon transfer to the participants shall be established by the Principal Shareholder, or by an independent appraiser or auditor firm retained by the Principal Shareholder, and correspond to the market value of the warrant calculated in accordance with the Black & Scholes valuation formula. The complete terms and conditions for the warrants are available to the shareholders in accordance with the below.

Scope and costs for the program, including subsidy by the company and effect on important key ratios and dilution

As the offering of warrants to the members of the board of directors is based on market value the costs for the program are limited to costs for administration of the program. The total cost for Azelio for the warrant program is estimated not to exceed SEK 50,000 during the term of the incentive program.

The costs are expected to have a limited effect on Azelio's key ratios. Upon maximum allotment of warrants, not more than 350,000 shares will be allotted to participants under the incentive program, meaning a dilution effect of approximately 0.3 percent of the number of shares and votes in the company (based on the total number of shares in the company at the date of this notice).

The Principal Shareholder considers the positive effects expected to result from the incentive program to outweigh the costs attributable to the program.

The rationale for the incentive program

The rationale for the incentive program is to retain a competent board of directors in the company by offering the board members a long-term ownership commitment in the company

and thereby the opportunity to participate in and promote a positive value development of the company's shares and to increase the board members' sense of association with the company. The Principal Shareholder considers that the implementation of the incentive program as described above is in the favour of the group and the shareholders in the company.

Preparation of the proposal

The incentive program has been prepared by the Principal Shareholder.

Other incentive programs

For a description of Azelio's other share-related incentive programs, reference is made to the annual report 2021, note 25.

Majority requirements

Resolution in accordance with item 17 and 18 above require approval of at least two thirds (2/3) of the shares represented and votes cast at the annual general meeting. Resolution in accordance with item 19 and 20 above requires approval of at least nine tenths (9/10) of the shares represented and votes cast at the annual general meeting.

Miscellaneous

The annual report and the auditor's report as well as documents related to the annual general meeting will be available at the address of the company and on the company webpage www.azelio.com, no later than three weeks prior to the general meeting. Copies of the documents will be sent to the shareholders who so request and who inform the company of their postal address.

For information on how your personal data is processed, see the integrity policy that is available at Euroclear's webpage www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf.

Gothenburg in April 2022
Azelio AB (publ)
The board of directors