

## NOTICE OF ANNUAL GENERAL MEETING IN GREENGOLD GROUP AB

The shareholders of GreenGold Group AB, reg. no. 559168-7719, (the "**Company**") are hereby invited to the annual general meeting on Wednesday 24 May 2023 at 14:30 CET at "Kreugersalen" in Tändstickspalatset, Västra Trädgårdsgatan 15, 111 53 Stockholm.

### **Right to attend and notification**

Shareholders who wish to attend the annual general meeting must:

- i. on the record date, which is Monday 15 May 2023, be registered in the share register maintained by Euroclear Sweden AB; and
- ii. notify the Company of their participation and any assistants (no more than two) in the annual general meeting no later than Wednesday 17 May 2023. The notification shall be in writing to GreenGold Group AB, Attn: Maj-Britt Kühnemann, Box 7331, 103 90 Stockholm (kindly mark the envelope "GreenGold Group AB annual general meeting 2023"), or via e-mail: [generalmeeting@greengold.se](mailto:generalmeeting@greengold.se). The notification should state the name, personal/corporate identity number, shareholding, share classes address and telephone number and, when applicable, information about representatives, counsels and assistants. When applicable, complete authorization documents, such as registration certificates and powers of attorney for representatives and assistants, should be appended the notification.

### **Nominee shares**

Shareholders, whose shares are registered in the name of a bank or other nominee, must temporarily register their shares in their own name with Euroclear Sweden AB in order to be entitled to participate in the general meeting. Such registration, which normally is processed in a few days, must be completed no later than Monday 15 May 2023 and should therefore be requested from the nominee well before this date. Voting registration requested by a shareholder in such time that the registration has been made by the relevant nominee no later than on Wednesday 17 May 2023 will be considered in preparations of the share register.

### **Proxy etc.**

Shareholders represented by proxy shall issue dated and signed power of attorney for the proxy. If the proxy is issued by a legal entity, attested copies of the certificate of registration or equivalent authorization documents, evidencing the authority to issue the proxy, shall be enclosed. The proxy must not be more than one year old, however, the proxy may be older if it is stated that it is valid for a longer term, maximum five years. A copy of the proxy in original and, where applicable, the registration certificate, should in order to facilitate the entrance to the general meeting, be submitted to the Company by mail at the address set forth above and at the Company's disposal no later than on 19 May 2023. The proxy in original and, when applicable, the certificate of registration must be presented at the general meeting. Certificate of proxies are also accepted. A proxy form will be available on the Company's website, [www.greengold.se](http://www.greengold.se), and will also be sent to shareholders who so request and inform the Company of their postal address.

### **Draft agenda**

1. Opening of the meeting and election of chairman of the meeting
2. Preparation and approval of the voting list
3. Election of one or two persons to approve the minutes of the meeting
4. Determination of whether the meeting was duly convened
5. Approval of the agenda
6. Submission of the annual report and auditor's report
7. Resolutions regarding:
  - a. adoption of the income statement and the balance sheet;
  - b. allocation of the Company's profit or loss in accordance with the adopted balance sheet; and
  - c. discharge from liability for the members of the board and the managing director.
8. Determination of the number of members of the board of directors and the number of auditors

9. Determination of fees for members of the board of directors and for the auditors
10. Election of the members of the board of directors and auditors
11. Resolution regarding authorization for the board of directors to issue shares, convertibles and/or warrants
12. Closing of the meeting

## **Proposed resolutions**

### **Item 1: Election of chair of the meeting**

The nomination committee proposes that Göran Persson is appointed as chair of the general meeting or, in his absence, the person appointed by him.

### **Item 7.b: Resolution regarding decision regarding the profit or loss of the Company in accordance with the adopted balance sheet**

The board of directors proposes that all funds available for the annual general meeting shall be carried forward.

### **Item 8-10: Determination of the number of directors and auditors, determination of fees to the board of directors and to the auditors, and election of the board of directors and auditors**

The nomination committee proposes that the board shall consist of six directors and no deputies. The nomination committee further proposes that the number of auditors shall be one registered audit firm and no deputies.

The nomination committee proposes that the remuneration shall be paid to the board of directors in the following amounts: SEK 110,000 to each director of the board and SEK 220,000 to the chairman of the board. Members living abroad shall also be reimbursed EUR 500 per physical meeting attended.

The nomination committee proposes that the auditor shall be entitled to a fee in accordance with approved invoice.

The nomination committee proposes the re-election of the current directors Göran Persson, Martin Randel, Gudmundur Jonsson, Johanna Ikäheimo and Fredrik Persson, and the election of Malcolm Cockwell as new director. Furthermore, it is proposed to re-elect Göran Persson as chairman of the board.

The nomination committee further proposes the re-election of the registered audit firm KPMG AB as the Company's auditor for a period up until the end of the next annual general meeting. KPMG AB has announced its appointment of Helena Arvidsson Älgne as new main responsible auditor.

#### Further information regarding the new proposed director

Malcolm Cockwell is the chairman of the board of Acadian Timber, listed on Toronto Stock Exchange, one of the largest pure-play timberland owners in eastern Canada and the northeastern U.S., with a total of approximately 1 million hectares of land under management. Malcolm Cockwell is also managing director of Haliburton Forest & Wildlife Reserve, a private land stewardship company that owns approximately 100,000 hectares of timberland in Ontario and operates a mid-sized hardwood sawmilling operation as well as a diverse ecotourism business. Malcolm Cockwell is a registered professional forester in Ontario, holds a B.Sc. in Forestry from the University of Toronto and is a PhD Candidate at the Faculty of Forestry at the University of Toronto with research interests focused on hardwood silviculture and processing. Malcolm Cockwell also serves as chairman of the board of Forests Ontario and represents Haliburton Forest at the Ontario Forest Industries Association. Malcolm Cockwell is a resident of Haliburton, Ontario, Canada.

Further information regarding the for re-election proposed directors is available at the Company's website, [www.greengold.se](http://www.greengold.se) and will also be included in the annual report for 2022.

### **Item 11: Resolution regarding authorization for the board of directors to issue shares, convertibles and/or warrants**

The board of directors proposes that the annual general meeting resolves to authorize the board of directors, on one or more occasions during the period until the next annual general meeting, within the limits of the articles of association, to issue shares, warrants and/or convertibles.

The board of directors shall be able to resolve on new issuances, on one or more occasions, with or without deviation from the shareholders' pre-emptive rights, and against non-cash consideration, by way of set-off or with any other conditions in accordance with the Swedish Companies Act.

An issue in accordance with this authorization shall be done on market terms. The board of directors shall be authorized to otherwise determine the terms and conditions for issuances under this authorization and what persons shall be entitled to subscribe for the shares, warrants and/or convertibles. The reasons behind the proposal that the board of directors shall be authorized to resolve on new issuances with deviation from the shareholders' pre-emptive rights and that the board of directors shall be authorized to resolve on new issuances against non-cash consideration or by way of set-off is to enable the company to raise capital as well as participate in strategic partnerships or carry out strategic acquisitions.

The board of directors or a person appointed by the board of directors shall be authorized to make such minor adjustments in the above resolution that may be required in connection with the registration with the Swedish Companies Registration Office.

#### **Majority requirements**

A resolution in accordance with item 11 is valid only where supported by shareholders holding not less than two-thirds of both the shares voted and of the shares represented at the general meeting.

#### **Number of shares and votes**

The total numbers of votes in the Company on the date of this notice amounts to a total of 19,899,119 divided into a total of 10,287,731 shares, of which 1,067,932 are A-shares that entitle to 10 votes each and 9,219,799 are B-shares that entitle to one vote each.

#### **Other**

Copies of accounts, auditor statement and proxy form are available at least three weeks in advance of the annual general meeting. The complete proposals and other documents that shall be available in accordance with the Swedish Companies Act are available at least två weeks in advance of the meeting. All documents are available at the Company at Kungsgatan 29, 111 56 Stockholm and at the Company's website, [www.greengold.se](http://www.greengold.se), in accordance with the above and will be sent to shareholders who request it and provide their e-mail or postal address.

The shareholders hereby notified regarding the right to, at the annual general meeting, request information from the board of directors and managing director according to Ch. 7 § 32 of the Swedish Companies Act.

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

For information on how personal data is processed in relation the meeting, see the Privacy notice available on Euroclear Sweden AB's website:  
<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Stockholm i april 2023  
**GreenGold Group AB**  
The board of directors