

Press release
Lund 2016-10-12

Notice of the Extraordinary General Meeting in Nexam Chemical Holding AB (publ)

The shareholders of Nexam Chemical Holding AB (publ), corporate identity number 556919-9432, are hereby convened to the Extraordinary General Meeting, held at 3.00 p.m. on Friday, 28 October 2016 at Nexam Chemical, Scheelevägen 19, in Lund. Admission for registration from 2.45 p.m.

Notice of the Extraordinary Shareholders Meeting

The shareholders of Nexam Chemical Holding AB (publ), ("Holding"), are hereby convened to attend the Extraordinary General Meeting ("EGM") held at 3.00 p.m. on Friday, 28 October 2016 at Nexam Chemical, Scheelevägen 19, in Lund.

Entitlement to participate and notification

Shareholders wishing to attend the EGM must,

- first, be listed in the share register kept by Euroclear Sweden AB on Saturday, 22 October 2016, and
- secondly, not later than Monday, 24 October 2016, inform Holding in writing of their attendance and number of assistances, if any, to Nexam Chemical Holding AB (publ), Bolagsstämma, Scheelevägen 19, 223 63 Lund. Such notification can also be given by telephone +46 733 88 98 38, or by e-mail to info@nexamchemical.com.

Notification ought to include the shareholder's name, address, telephone number, personal or corporate identity number, registered shareholding and information on proxies and number of assistances, if any. Notification and particulars of any proxy and assistances will be registered with Holding to provide the basis for the voting list.

Proxies etc.

If shareholders attend by proxy, such proxy must bring a written power of attorney, dated and signed by the shareholder, to the EGM. This power of attorney may not be older than one year, unless a longer term of validity (although subject to a maximum of five years) is stated in the power of attorney. If the power of attorney is issued by a legal entity, a certified copy of registration certificate or equivalent document for the legal entity shall be presented. To facilitate entry, a copy of the power of attorney and other legitimacy papers is preferably attached to the notification of attendance of the EGM. Forms for power of attorney can be found at the Company's website www.nexamchemical.com and at the head office in Lund, (Scheelevägen 19) and will be sent to shareholders who so request and state their address.

Nominee-registered shares

Shareholders who have their holdings nominee-registered, through bank or other administrator, must, to be entitled to participate in the EGM, temporarily register the shares in their own name at Euroclear Sweden AB. Such temporary re-registration of ownership must be implemented no later than Saturday, 22 October 2016. Accordingly, shareholders must inform their nominees or banks of their wish of re-registration well in advance of Friday, 21 October 2016 since the record date is a Saturday.

Other

The board of directors report in accordance with AMN 2012:05, which also includes the proposal for resolution on item 6 (“Resolution on approval of acquisition of warrants”) and the statement (fairness opinion) from Öhrlings PriceWaterhouseCoopers AB which considers the fairness of the transactions for Holding’s shareholders from a financial point of view, are available at Holding’s head office, Scheelevägen 19 in Lund and at Holding’s website (www.nexamchemical.com). The documents will upon request be sent to shareholders who state their address.

Shareholders attending the EGM are entitled to request disclosures regarding matters on the agenda in accordance with chap. 7 § 32 of the Swedish Companies Act (2005:551).

Agenda

0. Opening of the meeting.
1. Election of Chairman of the meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two persons to verify the minutes.
5. Consideration of whether the meeting has been duly convened.
6. Resolution on approval of acquisition of warrants.
7. Closing of the meeting.

Proposed resolutions

Election of Chairman of the meeting (item 1)

The board of directors proposes that the lawyer Ola Grahn is appointed Chairman of the meeting.

Resolution on approval of acquisition of warrants (item 6)

In Holding’s wholly-owned subsidiary Nexam Chemical AB, corporate identity number 556784-6711 (the “Subsidiary”) there are outstanding warrants in three series. The warrants entitle the holder of the warrants to subscribe for new shares in the Subsidiary and the warrants have been issued within the scope of an incentive program before the current Holding group was established. In connection with the establishment of the current Holding group with Holding as the parent company, Holding and the holders of the warrants entered into agreements in which agreements the parties have agreed that new shares issued upon exercise of the warrants in the Subsidiary shall be immediately transferred to Holding, whereby Holding shall pay a purchase price of 182.5034 newly

issued shares in Holding for every new share in the Subsidiary which has been issued upon exercise of warrants.

The holders of the warrants amount to 10, of which 6 remain employed by the Holding group.

The issuance of new shares in Holding, which shares Holding is obliged to issue to the holders of the warrants in connection with the exercise of the warrants, requires resolutions on issues in kind. Since the warrants are partially held by persons who are employed by the Holding group, chap. 16 of the Swedish Companies Act states that such shareholder resolutions must be supported by shareholders representing at least nine-tenths of the votes cast and the shares represented at the General Meeting in order to be valid. Since the programs have different duration periods, it will be necessary to resolve on issues in kind on separate General Meetings during 2016, 2017 and 2018. The procedure with repeated General Meetings would result in administrative efforts and costs for Holding. If the necessary majority of nine-tenths does not approve the issue in kind on the Extraordinary General Meetings, the Subsidiary will have a number of minority shareholders. In accordance with the Swedish Companies Act, a minority shareholder is entitled to have its shares redeemed by the majority shareholder. If a settlement is not possible between the parties, the request of redemption will be settled in accordance with the provisions on compulsory redemption in the Swedish Companies Act. In order to avoid multiple future General Meetings and uncertainties regarding future minority shareholders and processes related to compulsory redemption, the board of directors of Holding has therefore evaluated alternatives. Holding has after negotiations with the holders of the warrants entered into agreements in accordance with what is set out below. It is the board of director's assessment that the agreed terms and conditions are favorable for Holding's shareholders.

Holding has entered into agreements with all holders of the warrants which warrants have been issued by the Subsidiary, under which agreements the parties have agreed that Holding shall acquire the warrants with cash consideration. The agreed purchase price has been calculated from the assessment of market values which, inter alia, have included analyses, warrant value estimates and value estimates related to each warrant series. The total purchase price to be paid for all warrants amounts to SEK 4,773,019. The purchase price will be financed through existing funds and will only have a marginal effect on Holding's financial position.

The board of directors has obtained a so-called "fairness opinion" from Öhrlings PriceWaterhouseCoopers AB which supports that the agreed terms and conditions for Holding's acquisition of the warrants are reasonable for Holding's shareholders from a financial point of view.

The agreements with the holders of the warrants are subject to approval from the EGM regarding the transfers. Provided that such approval will be granted, the warrants will be transferred immediately thereafter.

As provided above, the warrants have been issued within the scope of an incentive program. Among the holders as of today there are people who remain as employees in the Holding group as well as persons who have terminated their employment in the Holding group. Whereas some of the holders of the warrants are employed by the Holding group, the board of directors has made the assessment that Holding's acquisition of warrants constitutes such transactions that, in accordance with the statement from the Swedish Securities Council in AMN 2012:05, requires approval from the General Meeting in Holding. As provided above, the agreements are therefore subject to the approval from the EGM.

In the light of the above, the board of directors proposes that the EGM resolves to approve Holding's acquisition of the warrants.

Number of shares and votes

As of the date of issuing of this notice to attend, the total number of registered shares and votes in the company amounts to 64,724,000. The company holds no own shares.

Lund, October 2016
Nexam Chemical Holding AB (publ)
The Board of Directors

Note: This text has been translated from Swedish. The Swedish text shall govern for all purposes and prevail in case of any discrepancy with the English version.

For further information please contact:

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This information is information that Nexam Chemical Holding AB is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact person set out above, at 13:45 CET on October 12, 2016.

About Nexam Chemical

Nexam Chemical develops technology and products that make it possible to significantly improve the production process and properties of most types of plastics in a cost-effective manner and with retained production technology. The improved properties include strength, toughness, temperature and chemical resistance as well as service life. The improvements in properties that can be achieved by using Nexam Chemical's technology make it possible to replace metals and other heavier or more expensive materials with plastics in a number of applications. In applications where plastic is already used, Nexam Chemicals products can improve the manufacturing process, reducing material use and enable more environmental friendly alternatives. Example of commercial applications: pipe manufacturing, foam production and high-performance plastics. More information about the business will be found on www.nexamchemical.com. The company's Certified Adviser is FNCA Sweden AB.