



Nordic Fibreboard
Notice to convene annual general meeting

Notice of Convening Annual General Meeting of Shareholder of Nordic Fibreboard AS

The Annual General Meeting of Nordic Fibreboard AS (registry code: 11421437, address: Rääma 31, Pärnu 80044, hereinafter the Company) will be held on the **13th of June 2022 at 11.00 am** at the office of Nordic Fibreboard AS, Rääma 31 Pärnu.

Registration of participants will start at the venue of the meeting at 10:45. Registration will end at 11:00.

The list of shareholders entitled to participate at the Annual General Meeting will be fixed **7 (seven)** days before the Annual General Meeting, i.e. on 06 June 2022, as at the end of workday of Nasdaq CSD Estonian settlement system.

Agenda of the Annual General Meeting with the proposals of the Supervisory Board:

1. Approval of the annual report of the Company for the financial year 2021

Proposal of the Supervisory Board: To approve the annual report of the Company for the financial year 2021, in accordance with which the consolidated balance sheet value of the Company as at 31 December 2021 was 8,063,151.08 euro and the net profit for the financial year was 1,201,959.99 euros.

2. Allocation of profits for the financial year 2021

Proposal of the Supervisory Board: To transfer the consolidated net profit of the Company for the financial year 2021, in the amount of 1,156,969.38 euros, to the profit of previous periods and in the amount of 44,990.61 euros to the statutory reserve capital.

3. Appointment and remuneration principles of auditor for the financial year 2022

Proposal of the Supervisory Board: To appoint AS PricewaterhouseCoopers (register code: 10142876; address: Pärnu mnt. 15, 10141 Tallinn) as the auditor of the Company for the financial year 2021. Public accounting services will be paid for in accordance with the contract to be drawn up with the auditor.

4. Approval of the principles of remuneration of the management board members

Pursuant to the Securities Market Act (§ 135² (11) of the Securities Market Act) the general meeting shall vote on the principles of remuneration at least once every four years and a resolution of the general meeting on the approval of the principles of remuneration is advisory for the supervisory board.

Proposal of the Supervisory Board: To approve the Remuneration Principles for the Management of Nordic Fibreboard AS.

5. Extension of the authorisation of the members of the Supervisory Board

The terms of office of the members of the Supervisory Board Trond Brekke and Joakim Helenius expire on 18.09.2022

Proposal of the Supervisory Board: To extend the authorisation of the members of the Group's Supervisory Trond Brekke and Joakim Helenius for 5 (five) years from the expiry of their current terms.

As of the date of publishing of the announcement, the share capital of Nordic Fibreboard AS is 449,906,10 euros. The company has 4,499,061 no par value shares and each share gives one vote.

For registration, we kindly ask the participants to submit the following documents:

1. shareholders who are natural persons are required to submit their identity document; representatives must submit a power of attorney issued in a format reproducible in writing;
2. the representative of a shareholder who is a legal person must submit a valid extract of the register where the person is registered and which provides the right of representation of the shareholder (legal representation) as well as the identity document.
Representatives who are not legal representatives must also submit a valid power of attorney issued in a format reproducible in writing.

A shareholder may inform the Company of the appointment of a representative or withdrawal of the power of attorney prior to the Annual General Meeting, by sending the corresponding notice to the e-mail address of the Company group@nordicfibreboard.com or by delivering the notice in a format which can be reproduced in writing to the Company's office Rääma 31, Pärnu, Pärnu country, between 09:00 and 16:00 by using the respective forms published on the webpage of the Company located at <https://group.nordicfibreboard.com/en/investor/general-meetings>. Should a shareholder wish to inform the Company about the appointment of a representative or withdrawal of the power of attorney granted to a representative prior to the Annual General

Meeting, the corresponding notice must be delivered and received by the Company at the latest by 23:59 on June 10, 2022.

All documents related to the Annual General Meeting of the Company will be available to the shareholders on the Company's webpage <https://group.nordicfibreboard.com/en/investor/extraordinary-general-meeting> and at the Company's office at location at Rääma 31, Pärnu, Pärnu country, during working days from 09:00 to 16:00 from the notification of convening the Annual General Meeting until the day of the Annual General Meeting. Please contact us in advance at group@nordicfibreboard.com to request access to the documents.

All shareholders shall have the right to receive from the Management Board information on the Company's operations at the Annual General Meeting. The Management Board may refuse to give information, if there is a reason to presume that this may cause significant damage to the interests of the Company. Where the Management Board refuses to give information, a shareholder may demand that the legality of the shareholder's demand be decided by the Annual General Meeting or submit, within 2 weeks after the refusal, an application to a court in proceedings on petition in order to obligate the Management Board to give information.

Any questions regarding the agenda items of the Annual General Meeting may be addressed to the Company's e-mail address group@nordicfibreboard.com.

Shareholders, whose shares represent at least 1/20 of the share capital of the Company, may submit to the Company in writing a draft resolution on each agenda item, by posting the draft to the e-mail address group@nordicfibreboard.com or to the Company's office at Rääma 31, Pärnu, Pärnu country. The draft must be submitted in electronic form or by e-mail so that it would be delivered to and received by the Company no later than 3 days before the Annual General Meeting.

Torfinn Losvik
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Attachments:

[Draft Resolutions of the Annual General Meeting 13062022.pdf](#)

[General meeting information 13062022.pdf](#)

[Proxy for exercising the rights of a shareholder at the AGM of shareholders.docx](#)

[Notice of withdrawal of a proxy for exercising the rights of a shareholder .docx](#)
[Remuneration principles for members of Management Board of Nordic Fibreboard AS ENG.pdf](#)

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