

## NOTICE OF ANNUAL GENERAL MEETING 2025 IN OXE MARINE AB (PUBL)

**The annual general meeting of OXE Marine AB (publ), reg. no. 556889-7226, will be held on 2 May 2025 at 13:00 at Hotel Erikslund, Åstorpsvägen 15, 262 96 Ängelholm. Registration to the annual general meeting will commence at 12:30.**

### **Notification etc.**

Those who wish to participate in the meeting must:

- be listed as a shareholder in the share register prepared by Euroclear Sweden AB concerning the circumstances as per the record date of 23 April 2025; and
- give notice of intent to participate no later than on 25 April 2025. Notification shall be made either in writing to OXE Marine AB (publ), attn: Paul Frick, Metallgatan 6, SE-262 72 Ängelholm, or by e-mail, OXEAGM@mollwenden.se.

The notice should include full name, personal identification number or corporate registration number, address and daytime telephone number and, where appropriate, information about representative, proxy and assistants. The number of assistants may not be more than two (2). The notification should, where appropriate, be accompanied by proxies, registration certificates and other documents of authority.

In order to be entitled to participate in the meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of participation in the annual general meeting, register its shares in its own name at Euroclear Sweden AB so that the shareholder is listed in the share register as of the record date of 23 April 2025. Such re-registration may be temporary (so called voting rights registration), and a request for such voting rights registration shall be made to the nominee, in accordance with the nominee's routines, at such time in advance as decided by the nominee. Voting rights registration that has been made by the nominee no later than the second banking day after 23 April 2025, will be taken into account in the presentation of the share register.

### **Proxies etc.**

If a shareholder is to vote through a proxy, a written, dated and signed proxy by the shareholder must be provided at the general meeting. The proxy may not be older than one (1) year, unless longer validity (maximum of five (5) years) is stated in the proxy. If the proxy is issued by a legal entity, the current registration certificate or equivalent authorisation document for the legal entity must also be provided. To facilitate the proceedings, a copy of the proxy and other documents of authority should be enclosed with the registration for the general meeting. Proxy forms will be kept available on the company's website, [www.oxemarine.com](http://www.oxemarine.com), and at the company's head office and will be sent by post to shareholders who contact the company and state their address.

## Proposed agenda

1. Opening of the general meeting
2. Election of chairman of the general meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to verify the minutes of the meeting
6. Determination of whether the meeting was duly convened
7. Presentation of the annual report and the auditor's report as well as the consolidated accounts and the auditor's report on the consolidated accounts
8. Address by the CEO
9. Resolutions regarding
  - a. the adoption of the income statement and the balance sheet and the consolidated income statement and consolidated balance sheet;
  - b. allocation of the company's result in accordance with the adopted balance sheet; and
  - c. the discharge from liability of the board members and the CEO
10. Determination of fees to the board of directors and the auditors
11. Election of the board of directors and the auditors
12. Resolution on authorisation for the board of directors to issue new shares, warrants and/or convertible debentures
13. Resolution on instructions for the Nomination Committee
14. Close of the general meeting

## The Nomination Committee's proposals

At the annual general meeting on 16 May 2024, it was resolved to adopt an instruction for the nomination committee to apply until the general meeting resolves to adopt a new instruction. In accordance with the instruction, Martin Polo (chairman), Theodor Jeansson and Per Lindberg, were appointed as members of the nomination committee for the annual general meeting of 2025.

The proposals of the nomination committee are as follows:

### Item 2 – Election of chairman of the general meeting

The nomination committee proposes that Jonas Wikström or, in his absence, the person appointed by the board of directors, is elected as chairman of the meeting.

### Item 10 – Determination of fees to the board of directors and the auditor

The nomination committee proposes that fees to the board of directors, for the period until the end of the next annual general meeting, shall be paid as follows:

- SEK 400,000 to the chairman of the board ; and

- SEK 200,000 to each of the other board members.

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

#### Item 11 – Election of board of directors and auditor

The nomination committee proposes that the number of auditors shall be one (1) without any deputy auditor.

The nomination committee proposes that the board of directors shall consist of three (3) ordinary members without deputies until the end of the next annual general meeting. The nomination committee proposes re-election of Jonas Wikström, Jon Lind and Martin Polo as ordinary members. Furthermore, the nomination committee proposes the re-election of Jonas Wikström as chairman of the board.

The nomination committee proposes, in accordance with the audit committee's recommendation, re-election of the registered auditing company BDO Mälardalen AB as auditor in the company for the period until the end of the next annual general meeting. BDO Mälardalen AB has announced that the authorized public accountant Carl-Johan Kjellman will serve as the auditor-in-charge.

#### Item 13 – Resolution on instructions for the Nomination Committee

The nomination committee proposes that the meeting resolves to approve the following instructions on appointment of a nomination committee to apply until further notice.

##### ***Instructions for OXE Marine AB's Nomination Committee***

The company shall have a nomination committee consisting of members appointed by each of the three largest shareholders in terms of voting rights. The nomination committee may also co-opt a member of the Board to the nomination committee if necessary. The chairman of the nomination committee shall, unless the members agree otherwise, be the member appointed by the largest shareholder in terms of votes. The chairman of the nomination committee shall have a casting vote in the event of a tie.

The nomination committee shall be constituted based on shareholder statistics from Euroclear Sweden AB as of the last banking day of August and other reliable ownership information provided to the company at that time. When assessing who constitutes the three largest shareholders in terms of voting rights, a group of shareholders shall be considered to constitute one shareholder if they (i) have been owner-grouped together in the Euroclear system or (ii) have publicly announced and notified the company that they have reached a written agreement to adopt a long-term joint approach to the management of the company through coordinated exercise of voting rights. The composition of the nomination committee shall be announced as soon as it is appointed. The term of office of the nomination committee runs until the next nomination committee is appointed.

The nomination committee shall prepare proposals on the following issues to be submitted to the annual general meeting for decision:

- proposal for chairman of the general meeting
- proposals for the board of directors
- proposal for the chairman of the board
- proposals for fees and other remuneration for Board assignments for each of the Board members and, where applicable, remuneration for committee work
- where applicable, proposals for the remuneration of the auditor and election of the auditor, and
- to the extent deemed necessary, proposals for amendments to these instructions for the nomination committee.

If a member leaves the nomination committee before its work is completed, a new member appointed by the same shareholder may replace him or her if the nomination committee deems it necessary. If a shareholder who has appointed a member of the nomination committee has significantly reduced its shareholding in the company, such member may resign and, if the nomination committee deems it appropriate, the next largest shareholder may be given the opportunity to appoint a new member. If the ownership structure otherwise changes significantly before the nomination committee's assignment is finalised, the nomination committee may, if it so decides, change the composition of the nomination committee in the manner it deems appropriate.

The company shall be able to cover reasonable costs associated with the fulfilment of the nomination committee's tasks. No fees shall be paid to the nomination committee.

### **The board of directors' proposals**

Item 9.b) – Allocation of the company's result in accordance with the adopted balance sheet

The board of directors has proposed to the 2025 annual general meeting that no dividend is paid and that the funds at the disposal of the general meeting are carried forward.

Item 12 – Resolution on authorisation for the board of directors to issue new shares, warrants and/or convertible debentures

The board of directors proposes that the meeting authorises the board of directors, for the period up to the next annual general meeting, on one or more occasions, with or without pre-emption rights for the shareholders, to adopt resolutions to issue new shares, warrants and/or convertible debentures. Such new issue resolutions may include provisions of payment in cash and/or payment by way of contribution of non-cash consideration or by set-off of a claim or that subscription shall be subject to other conditions. The number of shares that may be issued (or added through the exercise of warrants or conversion of convertible debentures) may in total not exceed 20 per cent of the total number of shares in the company at the time when the authorization is used for the first time.

The reason for the board of directors' authorisation to deviate from the shareholders' preferential rights is to enable the Company to raise new capital, and/or strengthen the Company's financial position and/or to take advantage of future opportunities to attract new long-term owners. At a deviation from the shareholders' preferential rights, the issue rate shall be determined in accordance with market conditions, taking into account any discount on market terms.

The board of directors, the CEO, or a person appointed by the board of directors or the CEO shall be authorised to make any minor amendments required to register the resolution with the Swedish Companies Registration Office and/or Euroclear, or due to other formal requirements.

For a valid resolution on the proposal in this item, the proposal has to be supported by shareholders representing at least two-thirds (2/3) of the votes cast as well as shares represented at the meeting.

#### **Available documents**

The complete proposals for resolutions and other documents that shall be made available prior to the meeting pursuant to the Swedish Companies Act will be made available at the company and at the company's website, [www.oxemarine.com](http://www.oxemarine.com), at least three weeks prior to the meeting. The documents will also be sent free of charge to shareholders who so request and provide their address to the company. In other respects, the board of directors' complete proposals for resolutions are stated in the notice.

#### **Information at the meeting**

Shareholders present at the annual general meeting have the right to request information in accordance with Chapter 7, Section 32 of the Swedish Companies Act (2005:551).

Shareholders who wish to submit a question in advance may do so by mail to the company at the address OXE Marine AB (publ), Att: "Årsstämma 2025", Metallgatan 6, SE-262 72 Ängelholm or by e-mail to [OXEAGM@mollwenden.se](mailto:OXEAGM@mollwenden.se). Submissions should include the name of the shareholder including such shareholder's personal or organisation number. It is also recommended that the submission includes the shareholder's postal address, email address and telephone number.

#### **Shares and votes in the company**

The total number of shares and votes in the company amounts as per the date of this notice to 693,040,491. The company does not hold any shares.

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

For information on how your personal data is processed, please refer to the privacy policy available on Euroclear Sweden AB's website, [https://www.euroclear.com/dam/ESw/Legal/ES\\_PUA\\_Privacy\\_notice\\_bolagsstammor.pdf](https://www.euroclear.com/dam/ESw/Legal/ES_PUA_Privacy_notice_bolagsstammor.pdf).

Ängelholm in March 2025

**OXE Marine AB (publ)**

*The Board of Directors*

**For further information, please contact**

Paul Frick, CEO, OXE Marine AB, paul.frick@oxemarine.com, +46 (0) 703 25 06 20

Jonas Wikström, chairman of the board, OXE Marine AB, jonas.wikstrom@oxemarine.com, +46 70 753 65 66

OXE Marine AB (publ) (NASDAQ STO: OXE) is the company behind the world's first high performance diesel outboard. The company's unique and patented solutions for high torque transmission between powerhead and lower leg has led to a global high demand for the company's outboards. Enabling improved performance and fuel efficiency in an outboard, OXE Marine redefines possibilities in the marine sector. FNCA Sweden AB is Certified Adviser for OXE Marine AB (publ).

**Attachments**

[NOTICE OF ANNUAL GENERAL MEETING 2025 IN OXE MARINE AB \(PUBL\)](#)