



Notice to Extraordinary General Meeting in Cinis Fertilizer AB

The shareholders of Cinis Fertilizer AB, reg. no 559154-0322, are hereby summoned to the extraordinary general meeting to be held on 30 August 2023 at 10:00 a.m. CEST on Advokatfirman Schjødt at Hamngatan 27, Stockholm, Sweden. The entrance to the meeting and registration will open at 09:30 a.m. CEST.

The board of directors has decided, pursuant to the company's articles of association, that shareholders shall also have the right to exercise their voting rights by postal voting. Shareholders may therefore choose to exercise their voting rights at the general meeting by attending in person, through a proxy or by postal voting.

Right to participate and notice of participation

A shareholder who wishes to participate at the extraordinary general meeting must:

- (i) be recorded in the share register maintained by Euroclear Sweden AB on 22 August 2023,
- (ii) notify the company of its intention to participate in the meeting in accordance with the instructions set out in the section "Notice of attendance for participating in person or through a proxy" no later than on 24 August 2023, or submitted a postal vote in accordance with the instructions set out in the section "Instructions for postal voting" no later than on 24 August 2023.

Nominee-registered shares

Shareholders whose shares are held in the name of a nominee must, in order to be able to participate at the general meeting and exercise their voting right, temporarily re-register the shares in their own name in the share register maintained by Euroclear Sweden AB (so-called voting right registration). When preparing the share register for the general meeting per the record date, 22 August 2023, voting right registrations completed by the nominee no later than 24 August 2023 will be considered. This means that the shareholders must request that the nominee completes such voting right registration well in advance of 24 August 2023.

Notice of attendance for participating in person or through a proxy

Those who wish to participate at the general meeting in person or through a proxy shall give notice of attendance to the company no later than on 24 August 2023 to Advokatfirman Schjødt, Att. William Hellsten, Box 715, SE-101 33 Stockholm, Sweden (mark the envelope "Cinis Fertilizer EGM 2023") or to william.hellsten@schjodt.com with reference "Cinis Fertilizer EGM 2023". The notice of attendance shall state name or company name, personal identification number (*Sw. personnummer*) or corporate

registration number, address, telephone number, number of shares and, where relevant, the number of accompanying advisors (not more than two).

Shareholders represented by proxy must issue a power of attorney for the proxy. If the power of attorney is issued by a legal entity, a copy of the legal entity's certificate of registration, showing who has authority to issue the power of attorney, must be enclosed. The original version of the power of attorney and, if applicable, the certificate of registration, should well in advance of the general meeting, be sent to Advokatfirman Schjødt, Att. William Hellsten, Box 715, SE-101 33 Stockholm, Sweden (mark the envelope with "Cinis Fertilizer EGM 2023"). The power of attorney must not be older than one year unless a longer validity term (however no longer than five years) is specifically stated in the power of attorney. A proxy form is available on the company's website, www.cinis-fertilizer.com.

Instructions for postal voting

Shareholders who wish to exercise their voting rights by postal voting shall use the voting form and follow the instructions available on the company's website, www.cinis-fertilizer.com. The postal vote must be received by the company no later than on 24 August 2023. The postal voting form shall be sent to Advokatfirman Schjødt, Att. William Hellsten, Box 715, SE-101 33 Stockholm, Sweden (mark the envelope "Cinis Fertilizer EGM 2023") alternatively by e-mail to william.hellsten@schjodt.com with reference "Cinis Fertilizer EGM 2023".

Shareholders are not allowed to include special instructions or conditions in the postal vote. If special instructions or conditions are included, such postal voting forms will become invalid. Further information and conditions can be found in the postal voting form.

If the shareholder issues the postal vote by proxy, a written and dated power of attorney shall be enclosed with the postal voting form. If the power of attorney is issued by a legal entity, a copy of the legal entity's certificate of registration, showing who has authority to issue the power of attorney, must be enclosed. The original version of the power of attorney and, if applicable, the certificate of registration, should well in advance of the general meeting, be sent to Advokatfirman Schjødt, Att. William Hellsten, Box 715, SE-101 33 Stockholm, Sweden (mark the envelope with "Cinis Fertilizer EGM 2023"). The power of attorney must not be older than one year unless a longer validity term (however no longer than five years) is specifically stated in the power of attorney. A proxy form is available on the company's website, www.cinis-fertilizer.com.

Proposed agenda

1. Opening of the meeting
2. Election of chairman of the meeting
3. Preparation and approval of the voting list
4. Election of one or two persons who shall approve the minutes of the meeting
5. Determination of whether the meeting has been duly convened
6. Approval of the agenda

7. Resolution on incentive program 2023/2026:1
8. Resolution on incentive program 2023/2026:2
9. Closing of the meeting

PROPOSALS FOR RESOLUTION

Item 2 – Election of chairman of the meeting

The board of directors proposes that attorney Emil Hedberg, or in case of his impediment, the person instead appointed by the board of directors, to be elected as chairman of the extraordinary general meeting.

Item 3 – Preparation and approval of the voting list

The voting list which is proposed to be approved under item 3 shall be the voting list prepared by the company, based on the general meeting's share register, shareholders who have registered to participate and are present at the general meeting, as well as postal votes received. The voting list shall be reviewed by the persons verifying the minutes.

Item 7 – Resolution on incentive program 2023/2026:1

The board of directors proposes that the extraordinary general meeting resolves to issue warrants and to approve transfer of the warrants in accordance with the following.

Issue of warrants

The board of directors proposes that the general meeting resolves to carry out a directed issue of not more than 300,000 warrants, entailing an increase in the share capital of not more than SEK 3,000 at full subscription. The resolution shall otherwise be governed by the following terms and conditions.

The right to subscribe for the warrants shall, with deviation from the shareholders' pre-emptive rights, be vested in Cinis Fertilizer AB, reg. no. 559154-0322 (the "Company"), with the right and obligation for the Company to transfer the warrants to employees pursuant to the below. Over-subscription is not possible.

The reasons for the deviation from the shareholders' pre-emptive rights are to stimulate shareholding in the Company by virtue of an incentive program through which employees can take part of and contribute to a positive value increase of the Company's share during the period of the proposed program, and that the Company shall be able to retain and recruit competent and dedicated staff.

The warrants shall be issued at no consideration. Subscription must be completed no later than three weeks after the resolution on issue of warrants. The board of directors shall be entitled to extend the subscription period.

Each warrant entitles a right to subscribe for one share in the Company. The warrants may be exercised to subscribe for new shares during the period from and including the date of the registration of the warrants with the Swedish Companies Registration Office

up to and including 31 October 2026. The new shares which may be issued due to subscription are not subject to any restrictive provisions.

The subscription price (strike price) amounts to SEK 80 per share. The amount of the subscription price exceeding the quota value of the shares shall be contributed to the unrestricted share premium reserve.

Shares which are newly issued following subscription by virtue of the warrants shall carry an entitlement to participate in dividends for the first time on the next record date for dividends which occurs after subscription for shares by virtue of the utilization of the warrants is effected.

The Company may, by means of a board resolution, cancel the Company's warrants that are not transferred in accordance with the below or that have been re-purchased from participants. Cancellation shall be registered with the Swedish Companies Registration Office.

The board of directors, or a person appointed by the board of directors, is authorized to make such minor adjustments to the resolution which may prove necessary in order to register the resolution with the Swedish Companies Registration Office.

Approval of transfer of warrants

The board of directors proposes that the general meeting approves the Company's transfer of warrants on the following conditions.

The right to acquire warrants from the Company shall vest in the following employees:

| Category | Maximum number of warrants per person |
|---|--|
| The Company's Chief Operating Officer (Roger Svensk) | 200,000 |
| The Company's Site manager (who is intended to be recruited shortly) | 100,000 |

As the warrants are acquired by the participants at market value and require a positive development of the Company's share price, there are no performance criteria for the exercise of the warrants.

A prerequisite for being entitled to acquire warrants from the Company is (i) that the participant at the time of the acquisition is an employee of the group, (ii) that acquisition of warrants can take place in accordance with applicable laws, and, according to the board of directors' assessment, can be executed with reasonable administrative costs and financial efforts, and (iii) that the participant has entered into an agreement with the Company, according to which the Company, or a person appointed by the Company, under certain circumstances has the right to repurchase the warrants from the participant if the participant's employment ceases and that the participant undertakes, with certain customary exceptions, not to dispose shares subscribed for through exercise of the warrants before 31 October 2026 (so-called

lock-up). The board of directors has the right to make the reasonable changes and adjustments of the terms and conditions in the agreement that are deemed suitable or appropriate as a result of local civil law or tax law or administrative conditions.

The warrants will be exercisable by the participants from and including the registration of the warrants with the Swedish Companies Registration Office until and including 31 October 2026. Thus, the time from the transfer of the warrants to the acquisition of a share could be less than three years. The reason for this is that the board of directors wishes to provide participants with the opportunity to plan the exercise of their warrants, as the exercise will entail a liquidity and financing burden for the participants. Furthermore, a condition for the allocation of warrants is that the participants undertake, with certain customary exceptions, not to dispose shares subscribed for by exercising the warrants before 31 October 2026 (so-called lock-up). Thus, all shares that can be issued through the exercise of warrants will be subject to lock-up throughout the duration of the program, i.e. the time from the transfer of the warrants to when the shares acquired by exercising the warrants can be transferred exceeds three years.

As stated in the table above, warrants shall also be offered to the Company's not yet recruited site manager. For such a transfer, the terms and conditions should be the same or equivalent to those specified in this proposal. This means, inter alia, that the acquisition shall be made to the market value at the time of the acquisition.

Application and allotment

Application for acquisition of warrants shall be made on 14 September 2023 at the latest. The board of directors of the Company shall however be entitled to extend the application period for acquisitions and to set a corresponding application period for the Company's not yet recruited site manager whose acquisition will be carried out after the expiration of the initial application period.

The board of directors of the Company shall determine the final allotment and the date of the transfer of the warrants. The transfer of warrants may be made up until and including the next annual general meeting.

Price and payment etc.

The warrants shall be transferred on market terms at a price (premium) established on the basis of a market value of the warrants calculated by an independent valuation institute using the Black & Scholes valuation model. A new market value shall be established in an equivalent way for acquisitions made by new employees after the expiration of the initial application period.

Payment for the allocated warrants shall be made in cash no later than five days following the application for acquisition. The board of directors shall establish a corresponding date of payment for acquisitions made by new employees.

Further information regarding the warrant program

Dilution

Upon full exercise of all warrants, 300,000 new shares can be issued, which corresponds to a dilution of approximately 0.41 percent of the total number of shares and votes in the Company. Accordingly, the incentive program offers the participants the possibility to increase their shareholding in the Company with the corresponding figure.

Impact on key figures and costs for the Company etc.

The Company's earnings per share are not affected by the issue of the warrants as the present value of the warrants' strike price exceeds the current market value of the share at the date of issue. Since the warrants are transferred to the participants at market value it is not expected that the Company will incur any personnel costs. The incentive program will only incur certain limited costs in terms of external consulting fees and costs relating to the administration of the incentive program.

Preliminary valuation

The market value of the warrants is calculated using the Black & Scholes valuation formula by an independent valuation institute engaged by the Company. An illustrative Black & Scholes calculation, based on the assumption of an unchanged share price of SEK 38.74 as of 11 August 2023, results in an option value of SEK 1.43 per warrant. The following assumed parameters have been used in the Black & Scholes calculation:

| | |
|---------------------|------------|
| Strike price: | SEK 80 |
| Interest rate: | 3.232% |
| Volatility: | 29.0% |
| Time to expiration: | 3.13 years |

Please note that this calculation is for illustrative purposes only, and the final valuation of the warrants may differ from what is indicated in the example above.

Preparation of the matter

The principles of the incentive program have been prepared by the board of directors of the Company. The board of directors has thereafter decided to submit this proposal to the general meeting. No employee that may be included in the program has taken part in the drafting thereof.

Other share related incentive programs etc.

In addition to this proposal for an incentive program and incentive program 2023/2026:2, the general meeting held on 17 September 2021 has previously resolved on adoption of a warrant program. More information about the Company's warrants can be found in the Company's annual report for 2022.

Authorization for the board of directors

The board of directors proposes that the general meeting authorizes the board of directors to execute the resolution in accordance with the above.

Majority requirements

A decision according to the proposal, item 7, is valid only when supported by shareholders holding not less than nine-tenths (9/10) of both the votes cast and of the shares represented at the general meeting.

Item 8 – Resolution on incentive program 2023/2026:2

Shareholders representing approximately 55.7 percent of the shares and the votes in the Company (the “Shareholders”), propose that the extraordinary general meeting resolves to issue warrants and approve transfer of the warrants in accordance with the following.

Issue of warrants

The Shareholders propose that the general meeting resolves to carry out a directed issue of not more than 200,000 warrants, entailing an increase in the share capital of not more than SEK 2,000 at full subscription. The resolution shall otherwise be governed by the following terms and conditions.

The right to subscribe for the warrants shall, with deviation from the shareholders’ pre-emptive rights, be vested in the Company with the right and obligation for the Company to transfer the warrants to the board member Anna-Maria Tuominen-Reini in accordance with the below. Over-subscription is not possible.

The reasons for the deviation from the shareholders’ pre-emptive rights are to stimulate shareholding in the Company by virtue of an incentive program through which the board member can take part of and contribute to a positive value increase of the Company’s share during the period of the proposed program.

The warrants shall be issued at no consideration. Subscription must be completed no later than three weeks after the resolution on issue of warrants. The board of directors shall be entitled to extend the subscription period.

Each warrant entitles a right to subscribe for one share in the Company. The warrants may be exercised to subscribe for new shares during the period from and including the date of the registration of the warrants with the Swedish Companies Registration Office up to and including 31 October 2026. The new shares which may be issued due to subscription are not subject to any restrictive provisions.

The subscription price (strike price) shall be SEK 80 per share. The amount of the subscription price exceeding the quota value of the shares shall be contributed to the unrestricted share premium reserve.

Shares which are issued following subscription through exercise of the warrants shall carry an entitlement to participate in dividends for the first time on the next record date for dividends which occurs after subscription for shares by virtue of the utilization of the warrants is effected.

The Company may, by means of a board resolution cancel the Company's warrants that are not transferred in accordance with the below or that have been re-purchased from the participant. Cancellation shall be registered with the Swedish Companies Registration Office.

The board of directors, or a person appointed by the board of directors, is authorized to make such minor adjustments to the resolution which may prove necessary in order to register the resolution with the Swedish Companies Registration Office.

Approval of transfer of warrants

The Shareholders propose that the general meeting approves the Company's transfer of warrants on the following conditions.

The right to acquire warrants from the Company shall vest in the board member Anna-Maria Tuominen-Reini in accordance with the below.

| Category | Maximum number of warrants |
|---------------------------|-----------------------------------|
| Anna-Maria Tuominen-Reini | 200,000 |

As the warrants are acquired by the participant at market value and require a positive development of the Company's share price, there are no performance criteria for the exercise of the warrants.

A prerequisite for being entitled to acquire warrants from the Company is (i) that the participant at the time of the acquisition is a board member in the Company, (ii) that acquisition of warrants can take place in accordance with applicable laws, and, according to the board of directors' assessment, can be executed with reasonable administrative costs and financial efforts, and (iii) that the participant has entered into an agreement with the Company, according to which the Company, or a person appointed by the Company, under certain circumstances has the right to repurchase the warrants from the participant if the participant's assignment as a board member ceases and that the participant undertakes, with certain customary exceptions, not to dispose shares subscribed for through exercise of the warrants before 31 October 2026 (so-called lock-up). The board of directors has the right to make the reasonable changes and adjustments of the terms and conditions in the agreement that are deemed suitable or appropriate as a result of local civil law or tax law or administrative conditions.

The warrants will be exercisable by the participant from and including the registration of the warrants with the Swedish Companies Registration Office until and including 31 October 2026. Thus, the time from the transfer of the warrants to the acquisition of a share will be less than three years. The reason for this is that the Shareholders wish to provide the participant with the opportunity to plan the exercise of its warrants, as the exercise will entail a liquidity and financing burden for the participant. Furthermore, a condition for the allocation of warrants is that the participant undertakes, with certain customary exceptions, not to dispose shares subscribed for by exercising the warrants before 31 October 2026 (so-called lock-up). Thus, all shares that can be

issued through the exercise of warrants will be subject to lock-up throughout the duration of the program, i.e. the time from the transfer of the warrants to when the shares acquired by exercising the warrants can be transferred exceeds three years.

Application and allotment

Application for acquisition of warrants shall be made on 14 September 2023 at the latest. The board of directors of the Company shall however be entitled to extend the application period for the acquisition.

The board of directors of the Company shall determine the final allotment and the date of the transfer of the warrants. The transfer of warrants may be made up until and including the next annual general meeting.

Price and payment etc.

The warrants shall be transferred on market terms at a price (premium) established on the basis of a market value of the warrants calculated by an independent valuation institute using the Black & Scholes valuation model.

Payment for the allocated warrants shall be made in cash no later than five days following the application for acquisition.

Further information regarding the warrant program

Dilution

Upon full exercise of all warrants, 200,000 new shares can be issued, which corresponds to a dilution of approximately 0.28 percent of the total number of shares and votes in the Company. Accordingly, the incentive program offers the participant the possibility to increase its shareholding in the Company with the corresponding figure.

Impact on key figures and costs for the company etc.

The Company's earnings per share are not affected by the issue of the warrants as the present value of the warrants' strike price exceeds the current market value of the share at the date of issue. Since the warrants are transferred to the participant at market value it is not expected that the Company will incur any personnel costs. The warrant program will only incur certain limited costs relating to the administration of the incentive program.

Preliminary valuation

The market value of the warrants is calculated using the Black & Scholes valuation formula by an independent valuation institute engaged by the Company. An illustrative Black & Scholes calculation, based on the assumption of an unchanged share price of SEK 38.74 as of 11 August 2023, results in an option value of SEK 1.43 per warrant. The following assumed parameters have been used in the Black & Scholes calculation:

Strike price: SEK 80
Interest rate: 3.232%
Volatility: 29.0%
Time to expiration: 3.13 years

Please note that this calculation is for illustrative purposes only, and the final valuation of the warrants may differ from what is indicated in the example above.

Preparation of the matter

The principles of the incentive program have been prepared by the Shareholders. The Shareholders have thereafter decided to submit this proposal to the general meeting. The board member that may participate in the program have not taken part in the preparation of the terms and conditions.

Other share related incentive programs etc.

In addition to this proposal for an incentive program and incentive program 2023/2026:1, the general meeting held on 17 September 2021 has previously resolved on a warrant program. More information about the Company's warrants can be found in the Company's annual report for 2022.

Authorization for the board of directors

The Shareholders propose that the general meeting authorizes the board of directors to execute the resolution in accordance with the above.

Majority requirements

A decision according to the Shareholders proposal, item 8, is valid only when supported by shareholders holding not less than nine-tenths (9/10) of both the votes cast and of the shares represented at the general meeting.

Documentation etc.

Complete resolution proposals, including terms and conditions for the warrants, will be available at the company's office at Bytaregatan 4D in Lund and on the company's website, www.cinis-fertilizer.com, no later than two weeks prior to the meeting and will be sent free of charge to shareholders who so request and provide their postal address.

This notice is a translation of a Swedish notice and in case of any deviations between the language versions, the Swedish version shall prevail.

Shareholders' right to request information

Shareholders are reminded of their right to request information from the board of directors and managing director in accordance with Chapter 7 Section 32 of the Swedish Companies Act.

Use of personal data

For information regarding the processing of your personal data, please see the integrity policy that is available at Euroclear Sweden AB's website:

www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf.

Cinis Fertilizer AB has corporate registration number 559154-0322 and its registered office is in Örnsköldsvik.

N.B. This notice has been prepared in both Swedish and English language versions. In the event of any discrepancies between the versions, the Swedish version shall prevail.

Örnsköldsvik in August 2023

Cinis Fertilizer AB

The board of directors

For more information, please contact:

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About Cinis Fertilizer

Cinis Fertilizer is a Swedish green tech company aiming to produce the world's most environmentally friendly mineral fertilizer, potassium sulphate (SOP), by recycling industrial waste products from the car battery manufacturing industry as well as the pulp & paper industry.

The patent protected technology will use half as much energy as today's production methods and the result is a fertilizer with a close to zero carbon footprint, a unique and circular contribution enabling sustainable agriculture.

FNCA Sweden AB is Certified Adviser. For further information please visit: www.cinis-fertilizer.com.