

Notice to the Extraordinary General Meeting in Beijer Ref AB (publ)

The shareholders of **Beijer Ref AB (publ)**, corporate ID no. 556040-8113, are hereby summoned to the Extraordinary General Meeting (the "EGM") to be held on 10 November 2022. The EGM will be held only through postal voting in accordance with temporary legislation.

A. ENTITLEMENT TO PARTICIPATION AND NOTIFICATION

Shareholders who wish to participate in the EGM must:

- (i) be recorded in the share register maintained by Euroclear Sweden AB ("Euroclear"), as of 2 November 2022; and
- (ii) notify the company of their intention to participate in the EGM no later than 9 November 2022, by submitting their postal votes in accordance with the instructions under the heading "*Postal voting*" below, so that the postal vote is received by the company no later than that day.

Shareholders whose shares are nominee-registered must temporarily re-register their shares in their own name in the shareholders' register maintained by Euroclear in order to participate in the EGM (so called voting rights registration). The shareholders' registers as of the record date on 2 November 2022 will include voting rights registrations made not later than 4 November 2022. Therefore, shareholders must, in accordance with the respective nominee's routines, in due time before said date request their nominee to carry out such voting rights registration.

Postal voting

The shareholders may exercise their voting rights at the EGM only by postal voting in accordance with Section 22 of the Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for postal voting. The form is available on the company's website, www.beijerref.com/extraordinarymeeting2022. The postal voting form is considered as the notification of participation at the EGM.

The completed and signed voting form must be received by the company no later than 9 November 2022, kindly before 4.00 pm. CEST. The completed and signed form shall be sent to Beijer Ref by e-mail to api@beijerref.com or by regular mail to Beijer Ref AB, Stortorget 8, SE-211 34 Malmö, Sweden, att: Alexandra Panovici (mark the envelope Beijer Refs EGM). If the shareholder postal votes by proxy, a power of attorney shall be enclosed with the form. Proxy form is available upon request and on the company's website www.beijerref.com/extraordinarymeeting2022. If the shareholder is a legal entity, a copy of the registration certificate or, if such document does not exist, a similar document of authorization is to be attached. The shareholder may not provide the postal vote with specific instructions or conditions. If so, the entire vote is invalid.

Further instructions and conditions are included in the form for postal voting.

B. SHAREHOLDERS' RIGHT TO REQUEST INFORMATION

The Board of Directors and the managing director shall, if any shareholder so requests, and if the Board of Directors considers that this can be done without significant harm for the company, give information on circumstances that can affect the judgement of an item on the agenda. Requests for such information shall be made in writing to Beijer Ref AB, Stortorget 8, SE-211 34 Malmö, Sweden, att: Alexandra Panovici or by e-mail to api@beijerref.com, no later than ten days before the EGM, i.e. no later than 31 October 2022. The information will be disclosed by being held available at Beijer Ref AB, Stortorget 8, SE-211 34 Malmö, Sweden, and on the company's website, www.beijerref.com/extraordinarymeeting2022, no later than five days before the EGM, i.e. no later than 5 November 2022. The information will also be distributed to the shareholders who so requests and state their postal address or e-mail address.

C. AGENDA FOR THE MEETING

Proposal for agenda

1. Election of the Chairman of the meeting
2. Election of person to attest the minutes
3. Drawing up and approval of the voting register
4. Determination that the meeting has been duly convened
5. Approval of the agenda
6. Determination of the number of Board members
7. Determination of the remuneration to the Board members
8. Election of new Board member
9. Resolution on amendment of the Articles of Association
10. Resolution on authorisation for the Board to resolve on a new share issue

Proposals

Election of the Chairman of the meeting (item 1)

The Board of Directors proposes that Anna Luterkort or, in the event she is prevented from participating, the person instead designated by the Board of Directors, will be Chairman of the meeting.

Election of person to attest the minutes (item 2)

It is proposed that Tommi Saukkoriipi, representing SEB Investment Management, or if he is prevented from participating, the person instead designated by the Board of Directors, is assigned to approve the minutes of the EGM together with the Chairman. The assignment to approve the minutes also includes verifying the voting list and that the postal votes received are correctly stated in the minutes of the EGM.

Drawing up and approval of the voting register (item 3)

The voting list proposed to be approved is the voting list prepared by the company, based on the shareholders' register for the EGM prepared by Euroclear Sweden AB and the postal votes received, as verified and recommended by the person elected to approve the minutes.

Determination that the meeting has been duly convened (item 4)

It is proposed that the EGM has been duly convened as approved by the Chairman of the meeting, based on the Swedish Companies Act's and the Articles of Association's provisions regarding notice to attend Extraordinary General Meetings.

Approval of the agenda (item 5)

It is proposed that the agenda included in the notice should be approved.

Election and remuneration (items 6-8)

The Nomination Committee, consisting of the Chairperson of the Nomination Committee Juho Frilander (EQT), Joen Magnusson (own holdings), Tommi Saukkoriipi (SEB Investment Management), Patrica Hedelius (AMF Pension) and the Chairperson of the Board Kate Swann, has informed the company of the following proposals.

- The Board of Directors shall be increased by one Board member and thereafter consist of eight members elected by the General Meeting.
- New election of Nathalie Delbreuve as Board member for the period until the end of the next Annual General Meeting.
- The annual fees per Board member (including fees for committee work), as resolved by the Annual General Meeting on 7 April 2022, shall continue to apply entailing a certain increase of the total fees since the number of Board members is increased by one. Fees (including fees for committee work)

are to be paid to incoming Board members pro rata in relation to the Board member's actual duty period compared to the whole period from the Annual General Meeting 2022 until the end of the next Annual General Meeting.

Nathalie Delbreuve (born 1972) is CFO and member of the Group Executive Committee at Verallia Group SA. Nathalie has a Master's Degree in Business Administration – Finance at the Ecole Supérieure de Commerce de Paris. Nathalie has a track record in operational finance roles across the B2B services, engineering and manufacturing sectors. Her experience spans international environments within highly competitive market settings with a strong focus on cost management. M&A and divestments have also been part of her remit, in addition to broader finance operations, investor relations and technology. Nathalie began her career in 1996 with the audit firm PricewaterhouseCoopers, in the Netherlands and then in Lyon, France. In 2003, she joined the Norbert Dentressangle Group (now XPO Logistics) becoming a member of its Transport Division's Executive Committee in 2005. She continued her career in the Plastic Omnium Group from 2010, as Director of Group Consolidation and Management Control, and between 2015-2020 as Chief Financial Officer Europe for the Intelligent Exterior Systems Division.

Nathalie Delbreuve is to be considered as independent in relation to the company and company management and independent in relation to major shareholders. Nathalie holds 0 shares / other financial instruments in Beijer Ref.

Resolution on amendment of the Articles of Association (item 9)

The Board of Directors proposes that the EGM resolves to amend the company's Articles of Association, in accordance with below. The purpose of the amendment is to adjust the limits for the share capital and the number of shares, so that it is in line with the issue authorization for the board as resolved by the annual general meeting in 2022 and to adjust so that the limits for the minimum and maximum number of shares correspond to the minimum and maximum share capital.

Current wording	Proposed wording
<p>§ 4 The Company's share capital shall be not less than one hundred million kronor (SEK 100,000,000) and not more than four hundred million kronor (SEK 400,000,000).</p>	<p>§ 4 The Company's share capital shall be not less than SEK 250,000,000 and not more than SEK 500,000,000.</p>
<p>§ 5 The number of shares shall be not less than 103,000,000 and not more than 412,000,000.</p>	<p>§ 5 The number of shares shall be not less than 250,000,000 and not more than 500,000,000.</p>
<p>§ 6 subparagraph 2 Of the share capital, not more than SEK 400,000,000 nominal can consist of series A shares and not more than SEK 400,000,000 nominal of series B shares.</p>	<p>§ 6 subparagraph 2 Of the share capital, not more than SEK 500,000,000 nominal can consist of series A shares and not more than SEK 500,000,000 nominal of series B shares.</p>

The Board of Directors, or anyone appointed by the Board of Directors, shall be authorised to make such minor adjustments of the resolution that may be necessary in connection with registration with the Swedish Companies Registration Office.

The proposal is subject to the support of shareholders representing at least two-thirds of the votes cast and the shares represented at the meeting.

Resolution on authorisation for the Board to resolve on a new share issue (item 10)

The Board of Directors proposes that the General Meeting re-establish and replace the unutilised authorisation resolved by the Annual General Meeting in 2022 and thus authorise the Board of Directors to, on one or more occasions during the period up to the next Annual General Meeting, resolve on issue of a maximum of 38,230,407 new shares, corresponding to 10 per cent of the company's total number of shares. The share issue may be with or without deviation from the shareholders' preferential rights, by payment in cash, by contribution in kind or by set-off.

The purpose of the authorisation and the reason for the deviation from the shareholders' preferential right is to pursue the company's acquisition strategy by enabling acquisitions by payment in Beijer Ref shares (contribution in kind) or flexibility in the financing of acquisitions. The share issue price shall be determined in accordance with market conditions, which may include customary discounts. Other terms may be resolved by the Board of Directors.

The Board of Directors, or anyone appointed by the Board of Directors, shall be authorised to make such minor adjustments of the resolution that may be necessary in connection with registration with the Swedish Companies Registration Office.

The proposal is subject to the support of shareholders representing at least two-thirds of the votes cast and the shares represented at the meeting.

D. AVAILABLE DOCUMENTS ETC

Proxy forms and postal voting form are available at the company's website, www.beijerref.com/extraordinarymeeting2022. Other documents to be held available according to the Swedish Companies Act, will be available on the company's website as from 20 October 2022, at the latest, and be distributed to shareholders who so request and state their postal address.

At the time of the issuance of this notice, the total number of shares in the company is 382,304,070 representing a total of 633,909,510 votes, of which 27,956,160 are shares of Series A, representing 279,561,600 votes, and 354,347,910 are shares of series B, representing an equal amount of votes, of which 1,835,090 B shares are held by the company.

E. PROCESSING OF PERSONAL DATA

For information on how your personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Malmö, October 2022
The Board of Directors
Beijer Ref AB (publ)