

Company Nordic Fibreboard AS  
Type Company Release  
Category Announcement of General Meeting  
Disclosure time 13 Dec 2021 10:19:02 +0200

Currency

Title Notice of Convening Extraordinary General Meeting of Shareholder of Nordic Fibreboard as

The Extraordinary General Meeting of Nordic Fibreboard AS (registry code: 11421437, address: Rääma 31, Pärnu 80044, hereinafter the Company) will be held on the 6(th) of January 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 Extraordinary General Meeting will be fixed 7 (seven) days before the Extraordinary General Meeting, i.e. on 30 December 2021, as at the end of workday of Nasdaq CSD Estonian settlement system.

The agenda of the Extraordinary General Meeting with the proposals of the Supervisory Board:

1. Determination of the conditions of the own share buy-back program of Nordic Fibreboard AS

Proposal of the Management Board and the Supervisory Board:

1.1 To approve the own share buy-back program of Nordic Fibreboard AS on the following conditions:

1.1.1 The sole purpose of the buy-back program of own shares of Nordic Fibreboard AS is the reduction of the share capital of Nordic Fibreboard AS;

1.1.2 Nordic Fibreboard AS shall have a right to buy back own shares with one transaction or in parts within the time period from 15 January 2022 until 14 January 2027;

1.1.3 Nordic Fibreboard AS shall have a right to buy back maximum of 449 906 own shares;



1.1.4. The price at which Nordic Fibreboard AS may buy back its own shares within the own share buy-back programme is minimum price of EUR 0.50 and maximum price of EUR 3.00 per share with the maximum pecuniary amount allocated to the programme being EUR 1 349 718;

1.1.5. The own shares shall be acquired from the assets that exceed the registered share capital, reserve capital and share premium of Nordic Fibreboard AS;

1.1.6. The sum of the nominal values of the own shares acquired within the share buy-back program of Nordic Fibreboard AS may not exceed 10% of the share capital of Nordic Fibreboard AS;

1.1.7. Nordic Fibreboard AS shall not purchase on any trading day more than 25 % of the average daily volume of the shares;

1.1.8. The buy-back of own shares shall be carried out in accordance with the Commission Delegated Regulation (EU) 2016/1052 with regard to regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures(1) as well as the Market Abuse Regulation (EU) 596/2014(2);

1.1.9. The buy-back programme of own shares shall be carried out by the Management Board of Nordic Fibreboard AS. If the Management Board considers it necessary, the Management Board may execute an agreement for carrying out the own share buy-back program in accordance with the terms and conditions set forth in this resolution with a competent credit institution or investment firm.

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 Extraordinary General Meeting, by sending the corresponding notice to the e-mail address of the Company [group@nordicfibreboard.com](mailto:group@nordicfibreboard.com) (<mailto: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 <http://www.nordicfibreboard.com>. 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 Extraordinary General Meeting, the corresponding notice must be delivered and received by the Company at the latest by 23:59 on January 3, 2022.

Shareholders have access to all documents related to the Extraordinary General Meeting of the Company on the Company's website

<https://group.nordicfibreboard.com/en/investor/erakorraline-kooseolek>

All documents related to the Extraordinary 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 Extraordinary General Meeting until the day of the Extraordinary General Meeting. Please contact us in advance at [group@nordicfibreboard.com](mailto:group@nordicfibreboard.com) (<mailto: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 Extraordinary 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 Extraordinary 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 Extraordinary General Meeting may be addressed to the Company's e-mail address [group@nordicfibreboard.com](mailto:group@nordicfibreboard.com) (<mailto: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](mailto:group@nordicfibreboard.com) (<mailto: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 Extraordinary General Meeting.

Torfinn Losvik  
CEO & Chairman of the Management Board  
Phone: + 372 56 99 09 88  
E-mail: [torfinn.losvik@nordicfibreboard.com](mailto:torfinn.losvik@nordicfibreboard.com)



-----

(1) Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures.

(2) Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (Market Abuse Regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC

