

## Notice of Annual General Meeting in Dignitana AB (publ)

*The shareholders of Dignitana AB (publ), 556730-5346, ("the **Company**") are hereby invited to attend the Annual General Meeting on Wednesday 15 May 2019 at 9.00 at the Company's premises, Traktorgränden 3, in Lund, Sweden.*

*This notice was amended with updated details in the "Proposed Resolutions" on 24 April 2019.*

### **Right to participate and notification**

Shareholders who wish to participate in the Annual General Meeting ("**AGM**") must be included in the share register maintained by Euroclear Sweden AB on Thursday May 9, 2019 and register to attend the meeting by email to [investorrelations@dignitana.com](mailto:investorrelations@dignitana.com) or by telephone +46-77-07 91 885 by no later than Thursday May 9 2019. The notification must state the full name of the shareholder, personal or corporate identity number, shareholding, address, daytime telephone number, and, where appropriate, the representative or number of assistants (not more than 2). The notification shall be accompanied, where appropriate, by proxies, powers of attorney, registration certificates and other documents of authorization.

### **Nominee-registered shares (Sw. Förvaltarregistrerade aktier)**

Shareholders who have their shares nominee-registered, by bank or other nominee, must, in order to be entitled to participate at the AGM, register their shares in their own name with Euroclear Sweden AB. Such re-registration must be completed before Thursday May 9, 2019 which means that shareholders who wish such re-registration must inform the liquidator in good time before the said date.

### **Power of attorneys**

If the shareholder is to be represented by a representative, the representative must have written, dated and signed a mandate to the AGM. The power of attorney must not be older than one year. Unless validity of the power of attorney may be specified for a maximum period of five years from date of issue of the mandate. A copy of the power of attorney and other authorization documents should be sent to the Company before the meeting. The proxy form can be obtained at the Company's website [www.dignitana.se](http://www.dignitana.se).

### **Agenda**

1. The AGM opens
2. Election of Chairman of the meeting
3. Preparation and approval of voting list
4. Approval of the agenda
5. Election of one or two persons to verify the minutes
6. Determination whether the Meeting has been duly convened
7. Presentation by the CEO
8. Presentation of the annual report and Auditor's report and the Group annual report and the Group Auditor's report
9. Decisions
  - a. Adoption of income statement and balance sheet and the Group income statement and the Group balance sheet
  - b. Decision regarding the profit or loss of the Company in accordance with the adopted balance sheet
  - c. Discharge of liability of the Directors and Chief Executive Officer
10. Determination of the number of Directors and Auditors
11. Election of Chairman of the Board of Directors and Auditors
12. Determination of fees for Board of Directors and Auditors

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13. Decision to authorize the Board of Directors to decide on issues
14. Closing of the meeting

## Proposed resolutions

### ***Item 2: Election of Chairman of the meeting.***

The Largest Shareholders proposes that the Board member, Mikael Wahlgren, is elected as Chairman of the general meeting.

### ***Item 9. B: Resolution regarding the profit or loss of the Company in accordance with the adopted balance sheet.***

The Board proposes that the Annual General Meeting resolve that the Company's results be disposed of in accordance with the Board's proposal in the Annual Report. The Board also proposes that no dividend be paid for the 2018 fiscal year.

### ***Item 10: Determination of the number of Directors and Auditors.***

It is proposed by the shareholders holding at least 35 percent of the shares in the Company ("the Largest Shareholders") that the Board of Directors shall comprise at least six Directors. However, the Largest Shareholders will consider the addition of further new Board member(s) to ensure proper representation of shareholder interests. The conclusion of the Largest Shareholders consideration will be presented in the decisions document, to be presented on the Company's webpage at the latest three weeks prior to the AGM.

The Largest Shareholders proposes that the number of Auditors shall be one Auditor.

### ***Item 11: Election of Chairman of the Board of Directors, other members of the Board of Directors and Auditors***

The Largest Shareholders proposes the re-election of Thomas Kelly, Mikael Wahlgren, Ingrid Atteryd Heiman and William Cronin as Board members and to elect Greg Dingizian and Pontus Kristiansson as new members of the Board of Directors. Should the Largest Shareholders decide to add any further new Board member(s), these will be presented in the Decisions document, to be presented on the Company's webpage at the latest three weeks prior to the AGM.

Greg Dingizian is 58 years old and is the Owner and CEO of his own holding company, Adma Förvaltnings AB. Greg has extensive experience from leading positions, including the duty as CEO of GOTIC AB, Wihl Sonesson AB, Victoria Park AB and HSB Malmö EK.för and several other companies. He has extensive experience from board work within a number of companies, e.g. as Chairman of the Board of Directors in Annehem Fastigheters AB, Victoria Park AB and Board member in over fifty other companies. Ongoing assignments include Board membership of Adma Förvaltnings AB and Kollektiva Innovation Studios AB.

Pontus Kristiansson is 47 years old and the founder of the strategy advisor firm Altaverita AB. Pontus has more than 20 years' experience as founder, CEO and Board executive of several startup and growth businesses. He started his career with the consumer goods marketing company Procter & Gamble and thereafter as strategy consultant at McKinsey & Co before launching his first technology company 1999. Pontus holds a MSc in Engineering from Lund University LTH. He is also a climate impact investor and Chairman of the investment firm Realinvest AB. He has extensive experience from acting in leading positions and of Board work within a number of companies, e.g. as CEO and Board member of Kollektiva Innovation Studios AB, Vice President of Marketing at Rich Relevance Inc., Board member of IKANO Försäkring AB, CEO and Board member of Avail Intelligence AB, Business Development Consultant at Maersk Data Sverige AB and CEO of Absalon Group AB. Ongoing assignments include the position as Chairman of the Board of Realinvest AB

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The Largest Shareholders proposes that the AGM designate Price Waterhouse Coopers (PWC) as the firm providing auditing services for the period until the end of the next AGM and that PWC have notified that, if PWC is elected, then PWC will appoint the authorized Public Accountant Cecilia Andrén Doselius as the Company's main responsible Auditor.

It is also proposed that Thomas Kelly be re-elected as Chairman of the Board.

Information of the proposed Board members to be re-elected can be found at [www.dignitana.com](http://www.dignitana.com).

## ***Item 12: Determination of fees for Board of Directors and Auditors***

The Largest Shareholders proposes that the remuneration to each Director of the Company's Board, elected by the meeting and who is not employed by the Company or owns more than 10 percent of the shares in the Company, shall be SEK 100 000 per year. and that the Chairman of the Board of Directors is, due to the below mentioned payment for his assignments in the Dignitana Inc. Board, to receive no remuneration for the assignments in the Company's Board. The Board members that are non-resident in Sweden and who are elected to the Company's Board of Directors will, if they are also elected as members of the Dignitana Inc. Board and who is not employed by the Company, be proposed to receive an ordinary payment of 12 000 USD per person and year. Therefore, it is proposed that no remuneration will be paid by Dignitana AB to those Board members who are also Board members of Dignitana Inc. for the assignment in the Company.

The Largest Shareholders proposes that fees to the auditors shall be paid in accordance with approved invoices.

## ***Item 13: Decision to authorize the Board of Directors to decide on issues.***

The Board proposes that the AGM in order to enable the Board to provide the Company with the working capital and/or new owners of strategic importance for the Company and/or the acquisition of other companies or businesses, to authorize the Board of Directors, to be able to decide, during the period up to the next AGM, to issue a maximum of a number of Shares and/or warrants for a maximum amount of 100 million SEK in total issuance with or without deviation from the shareholders' preferential rights and with or without a provision for a non-cash issue.

The authorization may be exercised on one or more occasions, within the described limitation.

In order to ensure that the Company's current shareholders are not disadvantaged in relation to a third- party investor, the issue shall be made at market-based subscription price, with reservation for market- based issue discount, where applicable. The Board of Directors shall be entitled to take a decision on the detailed issue terms.

A decision, pursuant to this paragraph 13, assumes, for its validity, that it is supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting.

## **Processing of personal data**

For information on how your personal data is processed, please refer to the Privacy policy available at Euroclear Sweden AB's webpage: [www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammorsvenska.pdf](http://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammorsvenska.pdf).

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Lund in April 2019  
Dignitana AB (publ)  
The Board of Directors