

NOTE: This is an unofficial translation of the original notice, which is in Swedish. In case of discrepancies, the Swedish version shall prevail.

NOTICE OF ANNUAL GENERAL MEETING IN DIGNITANA AB (PUBL)

The shareholders of **Dignitana AB (publ)** (the “**Company**”) are hereby summoned to attend the annual general meeting (“**AGM**”) on 25 June 2020, at 16.00 CEST at the Company’s premises, Traktorgränden 3, in Lund, Sweden. Registration starts at 15.30 CEST and will stop when the meeting starts.

The Company is closely monitoring the development of covid-19, the corona virus, and will revert with more information closer to the AGM if it is deemed necessary to take any precautionary measures for the AGM to limit potential infection risk.

Right to participate

Those who have been recorded as shareholders in the share register kept by Euroclear Sweden AB as per 18 June 2020, and who, no later than 18 June 2020, give notice to the Company of their intent to participate at the AGM have a right to participate in the AGM. Notice to participate shall be given in writing to Dignitana AB, c/o Fredersen Advokatbyrå AB, Turning Torso, 211 15 Malmö or by e-mail to dignitana@fredersen.se. The notice shall contain the shareholder’s name, personal identity number or registration number and telephone number and, where applicable, the number of advisors (maximum two). Prior to the AGM, the shareholder will receive a confirmation. If no confirmation is received, notice has not been duly given.

A shareholder whose shares are registered under the name of a nominee (the custodian bank) must temporarily register his/her shares in his/her own name with Euroclear Sweden AB to be entitled to participate in the AGM. Such registration must be in effect no later than 18 June 2020 and should be requested with the nominee well in advance.

Proxy

If a shareholder wishes to be represented by proxy, a power of attorney shall be issued to the proxy. The power of attorney is to be in writing, dated and duly signed by the shareholder. If the shareholder is a legal entity, a copy of the registration certificate or, if no such document exists, equivalent documentation shall be included with the notification. The documentation shall prove the right of the person that has signed the power of attorney to appoint proxy. To facilitate registration at the AGM, please provide the power of attorney in original as well as the registration certificate and other documents of authority to the Company to the address above on 18 June 2020 at the latest. If the power of attorney and other authorization documents have not been submitted in advance, the power of attorney in the original and other authorization documents must be presented at the AGM. Power of attorney forms are available at the Company and on the Company’s website, www.dignitana.com, and will be sent upon request to any shareholder who states their postal address.

Important information regarding participation by proxy

The Company encourages its shareholders not to attend the 2020 AGM in person. Shareholders are instead requested to vote by way of a proxy. More information regarding special proxy services, as well as templates for a proxy form are available on the Company’s website www.dignitana.com.

Proposal of agenda

1. Opening of the meeting
2. Election of chairman of the meeting
3. Preparation and approval of the voting register
4. Election of one or two persons to attest the minutes
5. Determination as to whether the meeting has been duly convened
6. Approval of the agenda
7. Statement from the CEO
8. Presentation of the annual report and the auditor’s report as well as the group accounts and the auditor’s report for the group
9. Resolution on adoption of the profit and loss account and the balance sheet as well as of the consolidated profit and loss account and the consolidated balance sheet
10. Resolution on allocation of the Company’s profit according to the consolidated balance sheet
11. Resolution on discharge from liability for the board members and the CEO
12. Resolution as to the number of board members, auditors and deputy auditors
13. Resolution on the remuneration to the board of directors and auditor

14. Election of board members
15. Election of chairman of the board
16. Election of auditor
17. Resolution regarding principles for appointment of nomination committee
18. Authorisation for the board of directors to decide on issue of shares, warrants or convertibles
 - a) with pre-emption rights for the shareholders
 - b) with deviation from the shareholders pre-emption rights
19. Shareholder's proposed resolution concerning issue of warrants
20. Resolution on amendment of the articles of association and reduction of share capital through allocation to unrestricted shareholders' equity
21. Resolution on authorization for the CEO to perform minor adjustments to the resolutions
22. Closing of the meeting

Resolution proposals

Dividend (item 10)

The board of directors proposes that no dividend is to be paid for the financial year 2019.

Election of chairman of the meeting, board of directors, chairman of the board of directors, auditor, resolution regarding remunerations and resolution regarding principles for appointment of nomination committee (item 2, 12-17)

Shareholders representing approximately 37 percent of the shares in the Company has proposed that:

- Mikael Wahlgren is elected chairman of the AGM,
- the board of directors shall consist of seven board members and no deputy board members,
- one registered audit firm and no deputy auditors is elected as auditor of the Company,
- Ingrid Atteryd Heiman, William Cronin and Pontus Kristiansson are re-elected as board members and that Klas Arildsson, Ljubo Mrnjavac, Christian Lindgren and Richard Dilorio are newly elected as board members. It is noted that Greg Dingizian, Thomas Kelly and Mikael Wahlgren has declined re-election,
- Klas Arildsson is newly elected as chairman of the board of directors,
- Remuneration to the board shall be SEK 200,000 to the chairman of the board and SEK 100,000 to each of the other board members,
- the remuneration to the auditor shall be in accordance with approved invoicing,
- PWC is newly elected as auditor; PWC has stated that the authorized accountant Cecilia Andrén Dorselius will be appointed as principal auditor if the AGM resolves in accordance with the proposal, and
- a nomination committee is appointed for upcoming elections and remuneration in the company and that an instruction and work order for the nomination committee is adopted with the following main content.

The nomination committee shall consist of three members – one representative for each of the two largest shareholders per the last banking day in September who wishes to appoint a member of the nomination committee and the chairman of the board of directors. In this instruction the two largest shareholders mean the owner grouped registered shareholders or the otherwise known shareholders per the last banking day in the month of September.

The chairman of the board of directors shall as soon as possible after the information regarding the largest shareholders per the last banking day in September have become known contact the two largest shareholders to inquire if they want to appoint members to the nomination committee. If either of the two largest shareholders should abstain from appointing a member to the nomination committee, the chairman of the board shall offer other large shareholders the opportunity to appoint a member to the nomination committee. If such offer is left, it shall be offered by rotation to the largest shareholders (i.e., first to the third largest shareholder, thereafter to the fourth largest shareholder and so on). The procedure shall continue until the nomination committee consists of three members including the chairman of the board of directors.

At its first meeting the nomination committee shall elect its chairman.

Information regarding the appointed nomination committee shall include names of the appointed members together with the names of the shareholders who have appointed them and shall be published six months before the planned AGM at the latest.

The nomination committee's mandate period runs until a new nomination committee has been appointed.

In the event that a change in ownership takes place amongst the largest shareholders and a shareholder who previously has not had the right to appoint a member to the nomination committee becomes a larger shareholders than either of the shareholders who have appointed a member to the nomination committee ("new large owner"), the nomination committee shall, if the new large owner requests to appoint a member of the nomination committee, resolve that the member of the nomination committee who represents the, after the change, smallest shareholder shall be replaced by the member which is appointed by the new large owner. If a new large owner wishes to appoint a member to the nomination committee, he must notify the chairman of the nomination committee about it. The notification shall contain the name of the person which the new large owner appoints as member of the nomination committee. Regardless of what is previously stated no changes, unless no special reasons are at hand, shall be implemented in the nomination committee's composition if the changes in the number of votes are marginal or if the change takes place later than two months before the AGM.

A shareholder who has appointed a member to the nomination committee has the right to replace the member with a new member. If such change should occur, the shareholder shall, without delay, notify the chairman of the nomination committee about this (or, if it is the chairman of the nomination committee who is to be replaced, to the chairman of the board). Notification shall include the name of the replaced member and the person who is to replace it as a member of the nomination committee.

If a member who represents a shareholder in the nomination committee should retire from its assignment prematurely, the nomination committee shall, without delay, request that the shareholder who has appointed the member, appoints a new member. If a new member is not appointed by the shareholder, the nomination committee shall offer other large owners to appoint a member to the nomination committee. Such offer shall be left by rotation to the largest shareholders (i.e., first to the largest shareholder who has not already appointed a member to the nomination committee or previously has abstained from such right, thereafter to the second largest shareholder who has not already appointed a member to the nomination committee or previously has abstained from such right, and so on). The procedure shall continue until the nomination committee is complete. A member who retires from its assignment prematurely shall notify the chairman of the nomination committee about this (or, if it is the chairman of the nomination committee who is to be replaced, to the chairman of the board).

The nomination committee's overall responsibility is to leave proposals regarding chairman at AGM, election and remuneration of board members and where applicable remuneration for work in the board's committees, election and remuneration of auditors and where applicable, changes of principles for appointment of nomination committee.

These principles for appointment of nomination committee and instructions for nomination committee shall remain in force until a general meeting resolves to change them.

The nomination committee shall be entitled to burden the company with expenses for, for example, recruitment consultants and other consultants which are required for the nomination committee's ability to fulfill its assignment.

Authorization for the board of directors to issue shares, warrants or convertibles (item 18)

- a) with pre-emption rights for the shareholders***
- b) with deviation from the shareholders' pre-emption rights***

The board of directors proposes that the AGM authorises the board of directors to adopt new issue of shares, warrants or convertibles in accordance with the terms of paragraphs a) and/or b) below. The decisions in a) and b) shall be resolved upon as two separate resolutions.

a)

The AGM authorises the board of directors upon one or several occasions during the period up to the next AGM to adopt a new issue of shares, warrants or convertibles with pre-emption rights for the shareholders. Payment may

be made in cash, through set-off, with capital contributed in kind, or otherwise as per conditions pursuant to Chapter 2, section 5, second paragraph, items 1-3 and 5 of the Swedish Companies Act. The total number of shares that may be issued, *or*, in the event of an issue of warrants or convertibles, any additional shares after conversion or exercise of any warrant, pursuant to the authorization in this paragraph a) shall not be limited in any other way than by the limits for the share capital and number of shares, as set forth from time to time in the registered articles of association.

b)

The AGM authorises the board of directors upon one or several occasions during the period up to the next AGM to adopt a new issue of shares, warrants or convertibles with deviation from shareholders' pre-emption rights. Payment may be made in cash, through set-off, with capital contributed in kind, or otherwise as per conditions pursuant to Chapter 2, section 5, second paragraph, items 1-3 and 5 of the Swedish Companies Act. The total number of shares that may be issued, *or* in the event of an issue of warrants or convertibles, any additional shares after conversion or exercise of any warrant, pursuant to the authorization in this paragraph b) shall be limited to 10 percent of the outstanding shares as per the date of this notice. A new issue adopted in virtue of the authorization, shall take place at market conditions (which implies that an issue discount in line with prevailing market conditions may be granted) and shall be carried out with a view to broadening the ownership, procuring or facilitating the procurement of working capital and/or making acquisitions, or procuring or facilitating the procurement of capital for acquisitions.

Shareholder's proposed resolution concerning issue of warrants (item 19)

Johan Stormby, shareholder in the Company, (the "**Shareholder**") proposes that the AGM resolves to, with deviation from the shareholders' pre-emption rights, issue warrants of series 2020/2023 TO 2 ("**Warrants**") on the following main terms and conditions:

- a) not more than 300,000 Warrants shall be issued, whereby each Warrant entitles the holder to subscribe for one (1) share in the Company,
- b) with deviation from the shareholders' pre-emption rights, the proposed chairman of the board of directors Klas Arildsson shall be entitled to subscribe for the issued Warrants,
- c) subscription shall be made on a subscription list on the day after the issue resolution at the latest,
- d) payment for the Warrants shall be made within five calendar days after subscription at the latest,
- e) if the subscription cannot be made during the specified time period due to that the acquiring party has access to insider information, the subscription shall be made as soon as possible after the access to insider information has ceased. This also applies during so-called "closed periods" according to the EU Market Abuse Regulation,
- f) the Warrants shall be issued on market conforming terms to a price which is deemed to be the market price in accordance with the so-called Black & Scholes model, calculated by an independent valuation institution,
- g) the time period for exercising the Warrants will be from, and including, 1 June 2023 up to and including 30 June 2023,
- h) the highest amount by which the share capital can be increased is SEK 300,000,
- i) the subscription price per share shall correspond with 150 percent of the volume weighted average price for the Company's share on the official share list of Nasdaq First North Growth Market from and including 10 June 2020 up to and including 24 June 2020, which is the last trading day before the Company's AGM. However, the subscription price shall not be less than the quotient value of the Company's share,
- j) the new shares issued under the Warrants shall entitle to dividend as from the first record date for dividend to occur after the new shares have been listed in the Company's share register.

The complete terms and conditions for the Warrants are listed in Appendix A.

The reason for the deviation from shareholders' pre-emption rights is that the Shareholder wants to offer the proposed chairman of the board the opportunity to participate in the Company's future performance. A long-term economic interest in the Company is assumed to stimulate the chairman's interest in the business of the group, increase motivation and strengthen the involvement in the group. Thus, the Shareholder consider it to be beneficial for the Company and the shareholders to offer the chairman in the Company to acquire Warrants in the Company.

Upon full utilization of the Warrants, the share capital will be increased with SEK 300,000 by a new issue of a maximum of 300,000 shares, each with a quotation value of SEK 1. However, recalculation may be made in the manner as set out in the complete terms and conditions of the Warrant program. Upon full utilization of the proposed Warrants in this proposal the dilution effect will amount to approximately 0.54 percent of the number of shares and votes. Beyond the Warrants that are proposed to be issued at this AGM and the 2,500,000 warrants that have been issued under series 2020/2023 (resolved upon at the extraordinary general meeting held on 10 February 2020) as well as the warrants of series 2017/2020 there are no outstanding share related incentive programs. The dilution effect upon full utilization of all Warrants in this proposal, warrant program 2020/2023 and warrant program 2017/2020 will correspond to approximately 5 percent of the total amount of shares and votes. The dilution effect has been calculated as the number of additional shares and votes if the warrants are fully utilized in relation to the sum of the current number of shares and votes and the number of additional shares and votes at full utilization of the warrants. Oversubscription in the issue may not occur.

The Warrants shall be issued at market price, meaning that the Company does not suffer from social security costs arising from the issue. Therefore, with exception for costs related to administration, the issue is not expected to cause any costs for the Company. Therefore, there is no need to take any measures to hedge the program. The Shareholder's proposal has been prepared in consultation with external legal and financial advisors.

Resolution on amendment of the articles of association and reduction of share capital through allocation to unrestricted shareholders' equity (item 20)

The board of directors proposes that the Company's articles of association is amended in accordance with the following:

the limits for share capital in the articles of association are amended from a minimum of SEK 20,000,000 and a maximum of SEK 80,000,000 to a minimum of SEK 2,000,000 and a maximum of 8,000,000. The articles of association § 4 will thereby have the following wording:

“The share capital shall amount to a minimum of SEK 2,000,000 and a maximum of SEK 8,000,000.”

The board of directors further proposes that the Company's share capital is reduced with SEK 49,553,239.5 from SEK 55,059,155 to SEK 5,505,915.5 for allocation to unrestricted shareholders' equity. The reduction of the share capital is made without retirement of shares and the resolution on reduction of the share capital requires amendment of the Company's articles of association. The reduction resolution may only be implemented after authorisation from the Swedish Companies Registration Office (*Sw: Bolagsverket*).

The reason for the board of directors' proposal to reduce the share capital is to improve the relation between the share capital and the unrestricted shareholders' equity. If the general meeting resolves in accordance with the proposal the quotient value will be reduced to SEK 0.1 per share.

The proposals in this resolution item shall be adopted as one resolution.

Resolution on authorization for the CEO to make minor adjustments to the resolutions (item 21)

The board of directors proposes that the AGM resolves to authorize the CEO, or the person appointed by the CEO, to make minor adjustments and clarifications of the resolutions adopted by the AGM to the extent that such should be required for the registration and execution of the resolutions.

Further information

A resolution under item 18.b) is valid only if supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the AGM.

A resolution under item 19 is valid only if supported by shareholders representing at least nine-tenths of both the votes cast and the shares represented at the AGM.

A resolution under item 20 is valid only if supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the AGM.

The annual report, the auditor's report and the complete decision basis will be available at the Company and on the Company's website no later than three weeks before the AGM. The documents will be sent on request to shareholders who state their mailing address.

The shareholders are reminded of their right of information according to chapter 7 section 32 of the Swedish Companies Act.

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>

Lund, May 2020
Dignitana AB (publ)
The board of directors