

## **Notice of Extraordinary General Meeting in Dignitana AB (publ)**

The shareholders in Dignitana AB, reg. no. 556730-5346, (“**Dignitana**” or the “**Company**”), with registered office in Lund, are hereby given notice to attend the Extraordinary General Meeting on Monday 11 January 2021.

Due to the extraordinary situation resulting from the covid-19 pandemic, Dignitana’s Extraordinary General Meeting will be carried out through advance voting (postal voting) pursuant to temporary legislation. No meeting with the possibility to attend in person or to be represented by a proxy will take place. Hence, the Extraordinary General Meeting will be held without physical presence.

Dignitana welcomes all shareholders to exercise their voting rights at the Extraordinary General Meeting through advance voting as described below. Information on the resolutions passed at the Extraordinary General Meeting will be published on 11 January 2021 as soon as the result of the advance voting has been finally confirmed.

The shareholders may request in the advance voting form that a resolution on one or several of the matters on the proposed agenda below should be deferred to a so-called continued general meeting, which cannot be conducted solely by way of advance voting. Such general meeting shall take place if the Extraordinary General Meeting so resolves or if shareholders with at least one tenth of all shares in the company so requests.

### **Right to participate and notice**

Shareholders who wish to participate at the Extraordinary General Meeting, through advance voting, must be entered in the share register of the Company, kept by Euroclear Sweden AB (the Swedish Central Securities Depository & Clearing Organization), on 29 December 2020 and must notify their participation by casting their advance vote to the Company no later than on 8 January 2021. For advance voting, see further information below.

### **Nominee registered shares**

In order to be entitled to participate at the Extraordinary General Meeting, through advance voting, shareholders who have their shares registered in the name of a nominee must temporarily re-register the shares in their own name. Shareholders who wish to make such re-registration, so-called voting rights registration, must make such request with their nominee well in advance of 4 January 2021, at which time the re-registration must have been made.

### **Advance voting**

The shareholders may exercise their voting rights at the Extraordinary General Meeting only by voting in advance, so-called postal voting in accordance with Section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for advance voting. The form is available on [www.dignitana.com](http://www.dignitana.com). The advance voting form is considered as the notification of attendance to the Extraordinary General Meeting.

The completed voting form must be submitted to Dignitana no later than 8 January 2021. The completed and signed form shall be sent to Dignitana AB (publ), “Extra bolagsstämma”, c/o Fredersen Advokatbyrå, Turning Torso, SE-211 15 Malmö, Sweden, or submitted by e-mail to [dignitana@fredersen.com](mailto:dignitana@fredersen.com). If the shareholder votes in advance by proxy, a power of attorney shall be enclosed to the form. If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed to the form. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the advance vote in its

entirety) is invalid. Further instructions and conditions are included in the form for advance voting.

### **Proposed agenda**

1. Opening of the Extraordinary General Meeting
2. Election of chairman of the Extraordinary General Meeting
3. Approval of the agenda
4. Election of one or two persons to approve the minutes
5. Preparation and approval of voting list
6. Determination as to whether the Extraordinary General Meeting has been duly convened
7. Approval of the Board of Directors' resolution on a new issue of shares
8. Ending of the Extraordinary General Meeting

### **The Board of Directors' proposed resolutions**

#### ***Election of chairman of the Extraordinary General Meeting (item 2)***

The Board of Directors has proposed that Nils Fredrik Dehlin from the law firm Fredersen Advokatbyrå, or the person proposed by the Board of Directors if he has an impediment to attend, is elected chairman of the Extraordinary General Meeting.

#### ***Election of one or two persons to approve the minutes (item 4)***

The chairman of Board of Directors of Dignitana AB (publ), Klas Arildsson, or if he has an impediment to attend, the person or persons instead appointed by the Board of Directors, are proposed to be elected to approve the minutes of the Extraordinary General Meeting together with the chairman. The task of approving the minutes of the Extraordinary General Meeting also includes verifying the voting list and that the advance votes received are correctly stated in the minutes of the Extraordinary General Meeting.

#### ***Preparation and approval of voting list (item 5)***

The voting list proposed for approval is the voting list drawn up by Fredersen Advokatbyrå on behalf of Dignitana, based on the Extraordinary General Meeting's share register and advance votes received, as verified and recommended by the persons approving the minutes of the Extraordinary General Meeting.

#### ***Approval of the Board of Directors' resolution on a new issue of shares (item 7)***

The Board of Directors resolved on 22 December 2020 on a new issue of shares with deviation from the shareholders' pre-emption rights, conditional upon a subsequent approval of an Extraordinary General Meeting. The Board of Directors proposes that the Extraordinary General Meeting resolves to approve the Board of Directors' resolution on a new issue with the following terms.

The share issue shall include a maximum of 4,494,085 shares, through which the Company's share capital shall be increased with not more than SEK 449,408.50. The right to subscribe for shares shall, with deviation from the shareholders' pre-emption rights, be granted a number of new qualified institutional investors, which have been identified by the Company's financial advisor. The subscription price per share shall amount to SEK 7.50. The subscription price is based on a structured book building process directed at qualified institutional investors, which have been identified by the Company's financial advisor.

Subscription for shares shall be made on a subscription list no later than on 22 December 2020. Payment for subscribed shares shall be made no later than on 29 December 2020. The board of directors shall have the right to extend the subscription and the payment period. The reason for the deviation from the shareholders' pre-emption rights is to widen

the Company's shareholder base with institutional investors and at the same time, in a timely and cost-efficient manner, raise new equity to enable new investments for accelerated growth.

The new shares entitle the holder to a dividend on the first record date for dividend regarding shares which takes place after they have been registered with the Swedish Companies Registration Office (Sw. Bolagsverket) and with Euroclear Sweden AB. The board of directors, or a person which the board of directors appoints, shall be authorized to make any minor adjustments or changes in the resolution above which are required to register and execute the new issue and otherwise carry out any measures necessary for the execution of the resolution.

### **Required majority**

A valid resolution in respect of item 7 requires that the proposal is supported by shareholders holding at least two-thirds of both the votes cast and the shares represented at the Extraordinary General Meeting.

### **Documents**

The full proposal, the latest adopted annual report, the advance voting form as well as documents necessary under the Swedish Companies Act (2005:551), will be made available at the Company's website, [www.dignitana.com](http://www.dignitana.com), at the premises of the Company, address Dignitana, Traktorgränden 3, SE-226 60 Lund, Sweden, and will be sent free of charge to shareholders who so request and state their postal address or e-mail address no later than two weeks in advance of the Extraordinary General Meeting.

### **Information at the Extraordinary General Meeting**

The Board of Directors and the CEO shall, if requested by a shareholder, and if the Board of Directors' deems that it can be done without material harm to the Company, provide information regarding circumstances that may affect the assessment of a matter on the agenda and the Company's relation to other group companies. A request for such information shall be made in writing to Dignitana AB, "Extra bolagsstämma", c/o Fredersen Advokatbyrå, Turning Torso, SE-211 15 Malmö, Sweden, or via e-mail to [dignitana@fredersen.com](mailto:dignitana@fredersen.com), no later than on 1 January 2021. The information will be made available at Dignitana, Traktorgränden 3, SE-226 60 Lund, Sweden, and on [www.dignitana.com](http://www.dignitana.com) on 6 January 2021 at the latest. The information will also be sent, within the same period of time, to the shareholder who has requested it and stated its address.

### **Processing of personal data**

For information about how personal data is processed, it is referred to the privacy notice available at Euroclear's webpage: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Lund in December 2020  
*The Board of Directors*