

*English translation for information purposes only. If there are differences between the English translation and the Swedish original, the Swedish text will take precedence.*

## **NOTICE OF EXTRAORDINARY GENERAL MEETING IN CLAVISTER HOLDING AB**

Clavister Holding AB will hold an Extraordinary General Meeting 1 pm CET on Monday 11 December 2017 at the premises of the company, Sjögatan 6J in Örnköldsvik. Registration begins at 12 am CET.

### **RIGHT TO ATTEND AND NOTIFICATION TO THE COMPANY**

Anyone wishing to attend the meeting must

- (i) be entered as a shareholder in the share register kept by Euroclear Sweden AB as of Tuesday, 5 December 2017; and
- (ii) give notice to the company of their intention to attend no later than Tuesday, 5 December 2017.

Notification of attendance may be given by e-mail: [finance@clavister.com](mailto:finance@clavister.com), or in writing to the company at the address Clavister Holding AB, Sjögatan 6J, 891 60 Örnköldsvik, Sweden. When giving notification please state your name or company name, personal ID or company registration number, address and daytime telephone number. The registration procedure described above also applies to registration for any advisors.

### **NOMINEE REGISTERED SHARES**

To be entitled to attend the meeting, holders of nominee registered shares must instruct the nominee to have the shares registered in the holder's own name, so that the holder is entered in the share register kept by Euroclear Sweden AB as of Tuesday, 5 December 2017. Registration in this way may be temporary.

### **PROXY AND PROXY FORM**

Anyone who does not attend the meeting in person may exercise their right at the meeting via a proxy in possession of a written, signed and dated form of proxy. A form of proxy is available on the company's website: [www.clavister.com](http://www.clavister.com). The form of proxy may also be obtained from the company or be ordered in accordance with the above contact details. If the proxy is issued by a legal person, a copy of their registration certificate or equivalent documentary authority must be attached. The proxy must have been issued within the past year unless a longer period of validity is specified on the form of proxy, subject to a maximum of five years. To facilitate entry to the meeting, forms of proxy, registration certificates and other documentary authority must be received by the company in good time before the meeting.

### **PROPOSED AGENDA**

1. Opening of the meeting
2. Election of Chair of the meeting
3. Preparation and approval of voting list
4. Approval of the agenda
5. Election of one or two persons to approve the minutes
6. Examination of whether the meeting has been duly convened
7. Election of one new board director, number of directors and directors' fees

8. Resolution on alteration of the articles of association
9. Resolution on authorisation to issue warrants
10. Closure of the meeting

## PROPOSED RESOLUTIONS

### Election of one new board director, number of directors and directors' fees (item 7)

Since the former chair of the board of directors, Björn Norrbom, has resigned from his position in August 2017, as previously communicated, and the board director Ilka Hiidenheimo has informed the company that he intends to resign from his position, the nomination committee proposes that Bo Askvik is elected as a new board director.

The nomination committee proposes that the board shall be composed of seven directors with no alternates.

Since the AGM 2017 was held the Board has set up a Remuneration Committee, an Audit Committee and a Compliance Committee. Due to this the Nomination Committee proposes that the directors' fees, in addition to what the AGM resolved, shall be paid as follows:

- Members of the Remuneration Committee shall receive remuneration of SEK 50,000, with the exception of the Chairman of the Remuneration Committee who shall receive remuneration of SEK 75,000.
- Members of the Audit Committee shall receive remuneration of SEK 50,000, with the exception of the Chairman of the Audit Committee who shall receive remuneration of SEK 75,000.
- Members of the Compliance Committee shall receive remuneration of SEK 50,000, with the exception of the Chairman of the Compliance Committee who shall receive remuneration of SEK 75,000.

The Nomination Committee's proposal means that the total remuneration of the board (remuneration for committee work included) increases from SEK 1,470,000 to SEK 1,895,000.

### Resolution on alteration of the articles of association (item 8)

The Board of Directors of Clavister Holding AB proposes that the meeting resolves on alteration of the articles of association in main in accordance with the following.

§ 3	Current wording	Proposed wording
	The object of the Company's business is to directly or through wholly-owned or part-owned subsidiaries conduct development and sale of computer programs, network- and communication solutions such as Internet and Intranet, arrange education within the computer industry, manage securities together with any other activities compatible therewith.	The object of the Company's business is to directly or through wholly-owned or part-owned subsidiaries conduct development and sale of network- and communication solutions, manage securities together with any other activities compatible therewith.
§ 4	Current wording	Proposed wording
	The share capital will amount to no less than SEK 750,000 and a maximum of SEK 3,000,000.	The share capital will amount to no less than SEK 1,250,000 and a maximum of SEK 5,000,000.
§ 5	Current wording	Proposed wording
	The number of shares will amount to no less than 7,500,000 and no more than 30,000,000.	The number of shares will amount to no less than 12,500,000 and no more than 50,000,000.

<b>§ 8</b>	<b>Current wording</b>	<b>Proposed wording</b>
	Notice of a General Meeting must be no earlier than six (6) weeks and no later than four (4) weeks prior to the General Meeting and no later than three (3) weeks prior to the Extraordinary General Meeting by publication in Post- och Inrikes Tidningar (the Swedish Official Gazette) and on the company's website. An announcement with information that the notice has been issued will be published in Dagens Nyheter.	Notice of an Annual General Meeting must be no earlier than six (6) weeks and no later than four (4) weeks prior to the General Meeting. Notice of an Extraordinary General Meeting must be no earlier than (6) weeks and no later than three (3) weeks prior to the General Meeting.  Notice of the General Meeting must be made by publication in Post- och Inrikes Tidningar (the Swedish Official Gazette) and on the company's website. An announcement with information that the notice has been issued will be published in Dagens Nyheter.
<b>§ 9</b>	<b>Current wording</b>	<b>Proposed wording</b>
	Shareholders who wish to participate in a General Meeting must be recorded in the register of shareholders in effect five (5) weekdays prior to the General Meeting and notify the Company of their intention to attend together with the number of assistants (a maximum of two) no later than the day stipulated in the notice of the General Meeting. The latter mentioned day may not be on a Sunday, public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve nor earlier than the fifth (5) weekday prior to the meeting.	Shareholders who wish to participate in a General Meeting must be recorded in the register of shareholders kept by Euroclear Sweden AB in effect five (5) weekdays prior to the General Meeting and notify the Company of their intention to attend together with the number of assistants (a maximum of two) no later than the day stipulated in the notice of the General Meeting. The latter mentioned day may not be on a Sunday, public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve nor earlier than the fifth (5) weekday prior to the meeting.
<b>§ 10</b>	<b>Current wording</b>	<b>Proposed wording</b>
	At an Ordinary General Meeting the following items shall be addressed:	At an Annual General Meeting the following items shall be addressed:
<b>§ 10.3</b>	<b>Current wording</b>	<b>Proposed wording</b>
	Election of two persons to verify the minutes	<i>[Gender neutral term in the Swedish original]</i>
<b>§ 10.6</b>	<b>Current wording</b>	<b>Proposed wording</b>
	Presentation of the annual report, audit's report, consolidated accounts and group audits.	<i>[Minor change of the language in the Swedish original]</i>
<b>§ 10.7 a)</b>	<b>Current wording</b>	<b>Proposed wording</b>
	Adoption of the income statement and balance sheet, consolidated income statement and consolidated balance sheet.	<i>[Minor change of the language in the Swedish original]</i>

§ 10.10	Current wording	Proposed wording
	Election of directors and auditors.	<i>[Minor change of the language in the Swedish original]</i>
§ 11	Current wording	Proposed wording
	The financial year of the company will comprise a calendar year (1/1 – 31/12)	The financial year of the company will comprise a calendar year.

### Resolution on authorisation to issue warrants (item 9)

The Board of Directors of Clavister Holding AB (publ) (“**the Company**”) proposes that the meeting resolute on authorizing the Board of Directors to, at one or more occasions until the next Annual General Meeting, without regard to shareholders’ pre-emption rights, issue:

- no more than 3,062,608 warrants No. 1 2017/2020 (“**Series 1**”),
- no more than 1,250,000 warrants No. 2 2017/2020 (“**Series 2**”), and
- no more than 1,800,000 warrants 2017 Series 3 (“**Series 3**”),

Each warrant of Series 1-3 entitles subscription of one new share in the Company, which means that the number of shares in the Company may increase with no more than 6,112,608 and that the Company’s share capital may increase with no more than SEK 611,260.8.

Warrants of Series 1 may be subscribed by Tagehus Holding AB (“**Tagehus**”) and are issued free of charge. Each warrant of Series 1 entitles its holder to subscribe for one new share in the Company at a strike price of SEK 20 per share during a period from the date of the registration of the warrants at the Swedish Companies Registration office and up to and including 29 September 2020. It is set out in a loan agreement between the Company and Tagehus that Tagehus may only exercise 562,608 warrants of Series 1 insofar the strike price corresponds to accrued interest on a loan to Tagehus. The Company has agreed to issue the warrants of Series 1 to Tagehus as a part of an agreement with Tagehus under which Tagehus makes available a loan to the Company. The warrants of Series 1 give Tagehus the option to convert the loan into shares in the Company by setting off its claim under the loan as payment when exercising the warrants of Series 1.

Warrants of Series 2 may be subscribed by Tagehus and are issued free of charge. Each warrant of Series 2 entitles its holder to subscribe for one new share in the Company at a strike price corresponding to the shares quota value at the time of exercise, during a period from the date of the registration of the warrants with the Swedish Companies Registration office up to and including 29 September 2020. The Company has agreed to issue the warrants of Series 1 to Tagehus as a part of an agreement with Tagehus under which Tagehus makes available a loan to the Company. The warrants of Series 2 intends to compensate Tagehus for the dilution Tagehus may suffer if the Company makes a rights issue or private placement based on a subscription price lower than SEK 20 per share before 30 September 2020. Hence Tagehus may only exercise warrants of Series 2 to the extent necessary to compensate Tagehus for such dilution.

Warrants of Series 3 may be subscribed by European Investment Bank (“**EIB**”) and are issued free of charge or at a subscription price of SEK 0.1. Each warrant of Series 3 entitles its holder to subscribe for one new share in the Company at a strike price corresponding to the shares quota value at the time of exercise. The Company may agree with EIB that some of the warrants of Series 3 only may be exercised to compensate EIB for dilution that EIB may suffer. The intention with the warrants of Series 3 is to issue them to EIB in exchange for a lower interest rate on a loan from EIB to the Company.

Payment for subscribed shares based on warrants of Series 1-2 shall be made through cash payment, or by set-off of claims under the conditions stated in Chapter 14, Section 48 of the Swedish Companies Act.

### DOCUMENTS

The proposal will no later than two weeks before the meeting be available at the company and on the company’s website [www.clavister.com](http://www.clavister.com) and will be sent immediately without charge to any

shareholders who so request and state their postal address. The proposals will also be available at the meeting.

### **INFORMATION AT THE MEETING**

The shareholders are reminded of their right to require information from the Board and the CEO in accordance with Chapter 7, Section 32 of the Swedish Companies Act.

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Örnsköldsvik, November 2017  
**Clavister Holding AB (publ)**  
*Board of Directors*