

PRESS RELEASE 13 MARCH 2017

Notice to the Annual General Meeting in Edgeware

The shareholders in **Edgeware AB (publ)** are hereby summoned to the Annual General Meeting on Wednesday, 12 April 2017 at 10 a.m. at Bygget Fest & Konferens, Norrlandsgatan 11, Stockholm.

Notification etc.

Shareholders who wish to participate in the annual general meeting must *firstly* be included in the shareholders' register maintained by Euroclear Sweden AB as of Thursday, 6 April 2017, and *secondly* notify the company of their participation in the annual general meeting no later than on Thursday, 6 April 2017.

The notification shall be in writing to Edgeware AB, Mäster Samuelsgatan 42, 111 57 Stockholm, Sweden, or via e-mail: richard.berg@edgeware.tv. The notification should state the name, personal/corporate identity number, address, telephone number and shareholding and, when applicable, information about representatives, counsels and assistants. When applicable, complete authorization documents, such as registration certificates and powers of attorney for representatives and counsels, shall be appended the notification.

Nominee shares

Shareholders, whose shares have been registered in the name of a bank or other trust department or with a private securities broker, must temporarily re-register their shares in their own names with Euroclear Sweden AB in order to be entitled to participate in the annual general meeting. Shareholders wishing such re-registration must inform their nominee of this well before Thursday, 6 April 2017, when such re-registration must have been completed.

Proxy etc.

Shareholders represented by proxy shall issue dated and signed power of attorney for the proxy. If the power of attorney is issued on behalf of the proxy or, should the right to vote for the shares be divided among different representatives, the representatives, together with information on the number of shares each representative is entitled to vote for. The proxy is valid for one year from the issuance or the longer period of validity stated in the proxy, however not more than five years from the issuance. If the proxy is issued by a legal entity, attested copies of the certificate of registration or equivalent authorisation documents, evidencing the authority to issue the proxy, shall be enclosed. The power of attorney in original and, where applicable, the registration certificate, should be submitted to the company by mail at the address set forth above well in advance of the annual general meeting. A proxy form is available on the company's website, www.edgeware.tv, and will also be sent to shareholders that so request and inform the company of their postal address.

The shareholders are reminded of their right to ask questions to the board of directors and the CEO at the annual general meeting in accordance with Chapter 7, Section 32 of the Swedish Companies Act (Sw. *aktiebolagslagen*).

Number of shares and votes

There are, as of the day of this notice, 30,043,008 shares in the company. As of the day of this notice, the company holds no own shares.

Proposed agenda

1. Election of a chairman of the meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two persons who shall approve the minutes of the meeting.
5. Determination of whether the meeting was duly convened.
6. Submission of the annual report and the auditors' report and, where applicable, the consolidated financial statements and the auditors' report for the group.
7. Resolutions regarding:
 - a. Adoption of the income statement and the balance sheet and, when applicable, the consolidated income statement and the consolidated balance sheet;
 - b. Allocation of the company's profits or losses in accordance with the adopted balance sheet;
 - c. Discharge of the members of the board of directors and the managing director from liability.
8. Determination of the number of members of the board of directors and, where applicable, the number of auditors and deputy auditors.
9. Determination of fees for members of the board of directors and auditors.
10. Election of the members of the board of directors.
11. Election of auditors and, where applicable, deputy auditors.
12. Resolution regarding the principles for the appointment of the nomination committee.
13. Resolution regarding guidelines for remuneration and other terms of employment for the group management.
14. Closing of the meeting.

Proposal regarding appropriation of the company's result (item 7 b)

The board of directors and the managing director propose that the company's results shall be carried forward and thus no dividend will be distributed.

Determination of the number of members of the board of directors and the number of auditors, fees to the board of directors and the auditors and election of members of the board of directors and election of auditors (items 1, 8, 9, 10 and 11)

The nomination committee, appointed in accordance with the principles established by the extraordinary general meeting on 14 November 2016, consists of Daniel Blomquist (appointed by Creandum), Kent Sander (appointed by Amadeus Capital Partners) and Annika Andersson (appointed by Swedbank Robur Funds). The chairman of the board of directors, Michael Ruffolo, declined to participate in the nomination committee in the view of the slight time prior the annual general meeting. The nomination committee has appointed Daniel Blomquist as the nomination committee's chairman. The nomination committee proposes that:

- Attorney at law Jesper Schönbeck, Vinge law firm, is proposed to chair the Annual General Meeting (item 1).
- The number of members of the board of directors shall be six (6) with no deputy members. The number of auditors shall be one (1) authorized accounting firm (item 8).
- That the fees to the board of directors shall amount to SEK 1,450,000 to be allocated with SEK 500,000 to the chairman of the board of directors and SEK 175,000 to each other member of the board of directors. Remuneration for committee work in the audit committee shall amount to SEK 60,000 to be allocated with SEK 30,000 to the chairman of the audit committee and SEK 15,000 each to the other two members of the audit committee. Remuneration for committee work in the remuneration committee shall amount to SEK 15,000 to the chairman of the remuneration committee. Remuneration shall not be paid to other members of the remuneration committee. Fees to board members may, following agreement with Edgeware, be invoiced through a company controlled by the board member, whereby the invoiced fee shall be determined so that cost neutrality for Edgeware is accomplished (item 9).
- Auditors' fee is proposed to be on current account (item 9).

- Re-election of the members of the board Michael Ruffolo, Staffan Helgesson, Jason Pinto, Sigrun Hjelmqvist, Kent Sander and Karl Thedéen. Lukas Holm has decided not to stand for re-election. Re-election of Michael Ruffolo as chairman of the board (item 10).
- Re-election of the accounting firm Deloitte AB. The proposal is in accordance with the recommendation by the audit committee (item 11).

Further information, with regard to the proposed members of the board of directors, is available on <https://corporate.edgeware.tv>.

Resolution regarding the principles for the composition of the nomination committee (item 12)

The nomination committee proposes that the annual general meeting resolves to approve the nomination committee's proposal for resolution regarding the nomination committee as set forth below.

Ahead of the annual general meeting 2018, the board of directors proposes that the nomination committee shall be composed of representatives of the three largest shareholders listed in the shareholders' register maintained by Euroclear Sweden as of 31 August 2017 and the chairman of the board of directors, or another board member appointed by the board of directors who has good knowledge about Swedish Corporate Governance, who shall convene the first meeting of the nomination committee. The member that represents the largest shareholder shall be appointed chairman of the nomination committee, unless the nomination committee unanimously appoints someone else. However, the chairman of the board of directors may not be chairman of the nomination committee. If earlier than three months prior to the annual general meeting, one or several of the shareholders that have appointed representatives to the nomination committee no longer are among the three largest shareholders, representatives appointed by these shareholders shall resign and the shareholders who then are among the three largest shareholders may appoint their representatives. Should a member resign from the nomination committee before its work is completed, and the nomination committee consider it necessary to replace him or her, such substitute member is to represent the same shareholder or, if the shareholder is no longer one of the largest shareholders, the largest shareholder in turn. Changes of the composition of the nomination committee must be announced immediately. The members of the nomination committee shall not receive any remuneration. Edgeware is to pay any expenses that the nomination committee may incur in its work. The term of office for the nomination committee ends when the composition of the following nomination committee has been announced.

Resolution regarding guidelines for remuneration and other terms of employment for the group management (item 13)

The board of directors proposes that the remuneration of the executive management shall consist of fixed salary, variable remuneration, long-term share based or share related incentive program (LTI) and pension provisions. The total remuneration shall be based on market terms, be competitive, well balanced and not wage leading as well as contribute to good ethics and company culture. Fixed salary shall be based on the executive management's competence and area of responsibility, be individual and shall normally be reviewed every year. Variable remuneration shall be linked to predetermined and measurable criteria based on the Company's net sales. These criteria are designed with the aim of promoting long-term value creation. For the CEO the variable remuneration may not exceed 100 percent of the fixed annual salary, for the sales manager the variable remuneration may not exceed 205 percent of the fixed annual salary and for other members of executive management the variable remuneration may not exceed 65 percent of the fixed annual salary. The executive management may also be granted customary non-monetary benefits, such benefits shall however not constitute a material part of total remuneration.

The vesting period of the LTI-program must be at least three years. The LTI-program shall be based on shares or share related securities. The LTI shall ensure long-term incentives linked to Edgeware's development. Every share based LTI shall require approval of shareholders before launch.

Pension benefits shall be premium based and constitute 4.5 percent of the pension qualifying salary up to 7.5 income base amounts and 30 percent on any excess amount.

The board of directors is entitled to deviate from the guidelines if a special justification exists in an individual case.

The annual report, the auditor's report, any complete proposal to the general meeting and the auditor's statement whether the board of directors' guidelines for remuneration to group management have been applied will not later than on 22 March 2017 be held available at the company's office at Mäster Samuelsgatan 42, 111 57 Stockholm, Sweden, and will be sent to the shareholders who so request and inform the company of their postal address.

Stockholm, March 2017
Edgeware AB (publ)
The Board of Directors

For more information, please contact;

Richard Berg, General Counsel, richard.berg@edgeware.tv; +46702853157

Gunilla Wikman, Investor Relations Manager, gunilla.wikman@edgeware.tv; +46707638125

About Edgeware

Edgeware offers leading operators and content owners the tools to deliver modern TV services on a huge scale and at a low cost. Edgeware's unique technology gives control and insight back to the content provider as well as an outstanding viewing experience. In recent years Edgeware has experienced rapid growth, reaching sales of SEK 252 million in 2016.

Edgeware is headquartered in Stockholm, Sweden, has a subsidiary in the US and offices in Hong Kong and Mexico. Edgeware also has sales and technical sales support staff in Belgium, Brazil, Germany, the Netherlands, Singapore, Spain, Switzerland and the UK.

For more information, visit <https://corporate.edgeware.tv>