

## REGULATORY PRESS RELEASE

Malmö, Sweden, 10 December, 2020

*The English text is an unofficial translation. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.*

# Notice of extraordinary shareholders' meeting in Polygiene AB

**The shareholders of Polygiene AB, Reg. No. 556692-4287, are hereby invited to the extraordinary shareholders' meeting to be held on Wednesday 30 December 2020.**

In light of the ongoing Covid-19 pandemic and in order to reduce the risk of infection spreading, the board of directors of Polygiene AB ("Polygiene") has decided that the meeting will be held only by advance voting (postal vote) in accordance with temporary legislation. This means that the meeting will be conducted without the physical presence of shareholders, proxies or external parties and that shareholders' exercise of voting rights at the meeting can only take place by shareholders voting in advance in the order prescribed below. Information on the resolutions passed by the meeting will be published on Wednesday 30 December 2020, as soon as the outcome of the advance voting is finally compiled.

### Right to participate and notification

Shareholders wishing to participate in the meeting by advance voting must

- partly be listed in the company's share register kept by Euroclear Sweden AB as of Friday 18 December 2020; and
- partly have notified their participation no later than Tuesday 29 December 2020 by casting their advance vote to the company in accordance with the instructions under the heading "Voting in advance" below so that the advance vote is received by the company no later than that day.

### Trustee registered shares

Shareholders whose shares are trustee-registered in the name of a bank or other trustee must, to be able to exercise their voting rights at the meeting by advance voting, request the trustee to register their shares in their own name with Euroclear Sweden AB (so called "voting rights registration"). Such voting rights registration must be implemented by the trustee no later than as of Tuesday 22 December 2020. Accordingly, shareholders must well in advance before this date notify their trustee of their request of such voting rights registration.

### Voting in advance

Shareholders may exercise their voting rights at the 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 shareholders' meetings in companies and other associations. A special form shall be used for advance voting. The form is available on the company's website ([ir.polygiene.com](http://ir.polygiene.com)). The advance voting form is considered as the notification of attendance to the meeting. The completed voting form must be submitted to Polygiene no later than on Tuesday 29 December 2020. The completed and signed form shall be sent to Polygiene AB, Att. Nina Forsvall, Styrmansgatan 2, SE-211 18 Malmö, Sweden. A completed form may also be submitted electronically and is to be sent to [nina@polygiene.com](mailto:nina@polygiene.com). If a shareholder votes in advance through a proxy, a written and dated power of attorney signed by the shareholder must be attached to the form. A proxy form is available on the company's website ([ir.polygiene.com](http://ir.polygiene.com)). If the shareholder is a legal entity, a registration certificate or equivalent document shall be enclosed to the form. The shareholder may not

provide special instructions or conditions in the voting form. If so, the vote is invalid. Further instructions and conditions are included in the advance voting form.

### **Proposed agenda**

1. Opening of the meeting.
2. Election of Chairman of the meeting.
3. Preparation and approval of the register of voters.
4. Approval of the agenda.
5. Election of one or two persons to confirm the minutes.
6. Determination as to whether the meeting has been duly convened.
7. Resolution on approval of the board of directors' resolution on directed issue of shares.
8. Resolution on approval of the board of directors' resolution on issue of new shares in kind.
9. Closing of the meeting.

### **Proposed resolutions**

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

The board of directors proposes that lawyer Ola Grahn is elected as Chairman of the meeting or, in his absence, the person appointed by the board of directors instead.

#### *Item 3: Preparation and approval of the register of voters*

The register of voters that is proposed to be approved is the register of voters prepared by the company, based on the share register of the meeting and received advance votes, controlled by the persons confirming the minutes of the meeting.

#### *Item 5: Election of one or two persons to confirm the minutes*

Nina Forsvall is proposed to, together with the Chairman, confirm the minutes of the meeting, or, in her absence, the person appointed by the board of directors instead. The assignment to confirm the minutes also includes controlling the register of voters and that received advance votes are correctly reproduced in the minutes.

#### *Item 7: Resolution on approval of the board of directors' resolution on directed issue of shares*

The board of directors proposes that the meeting resolves to approve the board of directors' resolution of 10 December 2020 to increase the company's share capital with not more than SEK 1,025,641.10 through new issue of not more than 10,256,411 shares and on the following terms and conditions:

1. With deviation from the shareholders' preferential rights, the new shares may only be subscribed for by Pareto Securities AB. Over-subscription cannot occur.
2. SEK 0.10 (the share's quota value) shall be paid for each new share. The subscription price has been determined through an agreement among the company and the entitled subscriber.
3. Subscription shall take place on a separate subscription list at the latest on 8 January 2021. The board of directors has the right to postpone the last day of subscription.
4. Payment for subscribed shares shall be made in cash at the latest on 8 January 2021 to the bank account designated by the company. The board of directors has the right to postpone the last day of payment.

5. The new shares entitle to dividends for the first time as from the first record date set for dividends after the shares have been registered with the Swedish Companies Registration Office (Sw. Bolagsverket).
6. The resolution on directed issue of shares is conditional upon the meeting's approval of the board of directors' resolution on issue of new shares in kind.
7. The company's CEO, or the person appointed by her, is authorized to make such minor formal adjustments to this resolution, which may be required for registration with the Swedish Companies Registration Office or Euroclear Sweden AB.

Pareto Securities AB ("**Pareto**") has, in accordance with an agreement with the company, undertaken to pay the subscription price for subscribed shares at the time of the issue in accordance with item 2 above (the issue proceeds) to enable the new issued shares to be registered with the Swedish Companies Registration Office and created in Euroclear Sweden AB's systems for delivery to the investors in accordance with a customary settlement scheme, and then pay to the company the total proceeds from the sale of the shares that Pareto receives from investors at settlement, with deduction for the already paid issue proceeds.

The sales proceeds amount to SEK 27.30 per share, which has been determined based on a bidding process and is deemed to correspond to the share's market value.

The reasons for the deviation from the shareholders' preferential rights are to diversify the ownership base in the company among Swedish as well as international and well-renowned investors, as well as to use the opportunity to raise capital in a time and cost efficient manner, which together and with sufficient strength indicates that it lies within the company's and the shareholders' interest to carry out a new share issue with deviation from the shareholders' preferential rights..

*Item 8: Resolution on approval of the board of directors' resolution on issue of new shares in kind*

The board of directors proposes that the meeting resolves to approve the board of directors' resolution of 10 December 2020 to increase the company's share capital with not more than SEK 456,417.40 through new issue of not more than 4,564,174 shares and on the following terms and conditions:

1. The new shares shall only be subscribed for in accordance with the table below, whereby payment for the subscribed shares shall be made by contribution of the number of shares in Addmaster Holdings Limited (the "**Target Company**") noted next to the respective share subscriber's name.

Share subscriber	Number of shares in the company that are subscribed for	Number of shares in the Target Company that are contributed
Paul Jonathan Morris	2,225,034	39
Lorraine Morris	2,225,034	39
Sandrine Marie-Therese Garnier	114,106	2
<b>Total</b>	<b>4,564,174</b>	<b>80</b>

2. Payment for shares subscribed for shall be made by way of assets contributed in kind, consisting of shares in the Target Company. The assets to be contributed in kind shall be contributed simultaneously with the subscription. The value of the assets to be contributed in kind, which is stated in the board of directors' report in accordance with Chap. 13 Sec. 7 of the Swedish Companies Act (2005:551) corresponds to a subscription price per share of approximately SEK 27.31. The final value at which the in kind-assets will be entered in the company's balance sheet as well as the subscription price will however, in accordance with applicable accounting rules, be determined based on the share price for the company's shares and the exchange rate SEK/GBP at the so-called transaction date and may therefore deviate from the estimated value in the board of directors' report.

3. Subscription shall be made on a separate subscription list simultaneously with the closing of the acquisition of the shares in the Target Company is carried out, however on 31 March 2021 at the latest. The board of directors shall be entitled to prolong the last day of subscription.
4. Over-subscription cannot occur.
5. The new shares convey right to dividends as from the first record date for dividends occurring after the issue resolution.
6. The resolution on issue of new shares in kind is conditional upon the meeting's approval of the board of directors' resolution on directed issue of shares.
7. The company's CEO, or the person appointed by her, is authorized to make such minor formal adjustments to this resolution, which may be required for registration with the Swedish Companies Registration Office or Euroclear Sweden AB.

#### **Particular majority requirements**

For a valid resolution on the proposal pursuant to item 7, the proposal has to be supported by shareholders representing at least two-thirds of the votes cast as well as of all shares represented at the meeting.

#### **Shareholders' right to information**

The board of directors and the CEO shall, if any shareholder so requests and the board of directors considers that this can be done without significant damage to the company, provide information on circumstances that may affect the assessment of a matter on the agenda. Requests for such information must be submitted via e-mail to [nina@polygiene.com](mailto:nina@polygiene.com) or by post to Polygiene AB, Att. Nina Forsvall, Styrmansgatan 2, SE-211 18 Malmö, no later than Sunday 20 December 2020. The information is provided by keeping it available at the company's office and website, no later than Friday 25 December 2020. The information will also be sent within the same time to the shareholders who have requested it and provided their postal or e-mail address.

#### **Meeting documents**

Complete proposals pursuant to items 7-8 and ancillary documents pursuant to the Swedish Companies Act will be available at the company's office at Styrmansgatan 2, SE-211 18 Malmö, and at the company's website ([ir.polygiene.com](http://ir.polygiene.com)) as from no later than two weeks before the meeting, and will also be sent to shareholders who request it and provide their address. The share register of the meeting will also be available at the company's office at Styrmansgatan 2, SE-211 18 Malmö.

#### **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>.

#### **Number of shares and votes in the company**

As of the date of this notice to attend the meeting, the total number of shares and votes in the company amounts to 20,516,000. The company does not hold any own shares.

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Malmö in December 2020  
Polygiene AB (publ)  
The Board of Directors



**For more information, visit [ir.polygiene.com](http://ir.polygiene.com) or contact:**

The Company's IR at e-mail: [ir@polygiene.com](mailto:ir@polygiene.com)

Ulrika Björk, CEO, Mobile: +46 (0) 70 921 12 75, e-mail: [ubj@polygiene.com](mailto:ubj@polygiene.com)

*This information was submitted for publication, through the agency of the contact person set out above, at 10 December, 2020, at 22:45 CET.*

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#### **About Polygiene**

As the world leader in stays fresh and odor control technologies, we want to change the way we view clothes - from fast consumables to durables. We treat clothes, home products and textiles to help people stay fresh, wash less and let clothes and products live longer. Over 140 global premium brands have chosen to use the Polygiene brand with their products. Polygiene is listed on Nasdaq First North Growth Market in Stockholm, Sweden. Erik Penser Bank AB acts as its Certified Adviser, Phone: 08-463 83 00, e-mail: [certifiedadviser@penser.se](mailto:certifiedadviser@penser.se).