

*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 annual shareholders' meeting in Polygiene AB (publ)

The shareholders of Polygiene AB (publ), Reg. No. 556692-4287, are hereby invited to attend the annual shareholders' meeting to be held on Wednesday 11 May 2016, at 4.00 pm, at Malmö Börshus, Skeppsbron 2, in Malmö.

### Right to participate and notification

Shareholders wishing to participate in the meeting must

- *partly* be listed in the company's share register kept by Euroclear Sweden AB as of Wednesday 4 May 2016; and
- *partly* have given a notice of their intent to participate to the company no later than on Wednesday 4 May 2016 by mail to Polygiene AB, Att: Jan Bertilsson, Stadiongatan 65, SE-217 62 Malmö, Sweden, by e-mail to [jb@polygiene.com](mailto:jb@polygiene.com) or by telephone to +46 725 58 26 69. The notification should specify the shareholder's complete name, personal identity number or company registration number, the number of shares held by the shareholder, address, telephone number during work hours and, when applicable, information on the number of advisors (2 at the most).

### Trustee registered shares

Shareholders, whose shares are trustee-registered through a bank or other trustee must, in order to be entitled to participate in the shareholders' meeting, temporarily register their shares in their own name in the company's share register kept by Euroclear Sweden AB. Such re-registration of ownership must be implemented no later than as of 4 May 2016. Accordingly, shareholders must well in advance before this date request the trustee thereof.

### Proxy etc.

In case the shareholder should be represented by a proxy, the proxy must bring a written power of attorney, which is dated and duly signed by the shareholder, to the meeting. The validity term of the power of attorney may not be more than one year, unless a longer validity term is specifically stated in the power of attorney (however at the longest five years). If the power of attorney is issued by a legal entity, the representing proxy must also present a valid registration certificate or equivalent document for the legal entity. In order to facilitate the entrance at the meeting, a copy of the power of attorney and other authorization documents should preferably be attached to the shareholder's notification to participate in the meeting. A template power of attorney is available at the company website ([www.polygiene.com/ir](http://www.polygiene.com/ir)), and will be sent to shareholders who requests it and that states their address.

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. Address by the CEO.
8. Presentation of the Annual Report and Audit Report.
9. Resolution on:
  - a) adoption on the profit and loss statement and balance sheet;
  - b) distribution of the company's profit according to the adopted balance sheet; and
  - c) discharge from liability for the members of the board and the CEO.
10. Determination of the number of board members, deputies, auditors and deputy auditors.
11. Determination of remuneration for the board members and the auditor.
12. Election of board members and auditor.
13. Instruction and charter for the Nomination Committee
14. Closing of the meeting.

Proposed resolutions

*Item 9 (b): Resolution on distribution of the company's profit according to the adopted balance sheet*

Available for the annual shareholders' meeting is the following

retained loss	-21,527,095
share premium reserve	51,267,363
net profit for the year	<u>9,171,445</u>
	38,911,713

The board proposes that no dividends are paid and that available funds of SEK 38,911,713 are brought forward.

*Item 10: Determination of the number of board members, deputies, auditors and deputy auditors*

Shareholders who together represent more than 60 per cent of the shares and votes in the company propose that six ordinary board members without deputies are elected until the end of the next annual shareholders' meeting. Further, the board proposes that one registered public audit firm without deputy is elected as the audit firm until the end of the next annual shareholders' meeting.

*Item 11: Determination of remuneration for the board members and the auditor*

Shareholders who together represents more than 60 per cent of the shares and votes in the company proposes that remuneration to the board shall be paid with SEK 175,000 to the Chairman of the board (unchanged) and with SEK 100,000 to each of the other board members (unchanged). The board proposes that remuneration to the auditor shall be paid in accordance with customary norms and approved invoice.

*Item 12: Election of board members and auditor*

Shareholders who together represents more than 60 per cent of the shares and votes in the company proposes that Lennart Holm, Mikael Bluhme, Mats Georgson, Richard Tooby and Jonas Wollin are re-elected as ordinary board members and that Jonas Sjögren is elected as new ordinary board member. Per Palmqvist Morin has declined re-election. Furthermore, it is proposed that Lennart Holm is re-elected as Chairman of the board.

Information on the board members who are proposed for re-election can be found in the Annual Report and at [www.polygiene.com/ir](http://www.polygiene.com/ir).

Jonas Sjögren, born 1974, has Master of Science degree in Business and Economics from the Stockholm School of Economics. Jonas Sjögren is CEO for Discovery Networks Sweden, with an overall responsibility for the TV and online operations for a number of brands, i.a. Kanal 5, Kanal 9, Kanal 11, Discovery, TLC, ID, Eurosport and Dplay. Jonas has more than 15 years' experience, in leading positions, from the media business.

The board proposes that Ernst & Young Aktiebolag is re-elected as auditor. Ernst & Young Aktiebolag has informed that Johan Thuresson will continue to be appointed as the responsible auditor.

*Item 13: Instruction and charter for the Nomination Committee*

The board proposes that a Nomination Committee shall be appointed before coming election and remuneration and that an instruction and charter shall be adopted in accordance with the following substantial terms.

The Nomination Committee shall comprise four members, one representative for each of the three largest shareholders on the last banking day in September who wish to appoint a member and the Chairman of the board. The three largest shareholders in these instructions are the ownership grouped registered shareholders or in another way known shareholders as per the last banking day in September.

As soon as possible after the details of the largest shareholders on the final banking day in September are known, the Chairman of the board shall contact the three largest shareholders to find out whether they wish to appoint members of the Nomination Committee. If one or more of the three largest shareholders declines to appoint a member of the Nomination Committee, the Chairman of the board shall offer other major shareholders the opportunity to appoint a member of the Nomination Committee. If such an offer is made, it should be made to the largest shareholders in order (i.e. first to the fourth largest shareholder, then the fifth

largest shareholder, and so on). This procedure shall continue until the Nomination Committee comprises four members including the Chairman of the board.

At its first meeting, the Nomination Committee shall appoint a Chairman among its members.

Information regarding the appointed Nomination Committee shall include the names of the three appointed members, together with the names of the shareholders who have appointed the members, and the information shall be announced no later than six months before the proposed annual shareholders' meeting.

The Nomination Committee's term shall run until such time as a new Nomination Committee has been elected.

If there is a change in ownership among the largest shareholders and a shareholder not previously entitled to appoint a member of the Nomination Committee thereby becomes a larger shareholder than one or more of the shareholders who have already appointed a Nomination Committee member, ("a new major owner"), the Nomination Committee shall, if the new major owner makes a request to appoint a member of the Nomination Committee, decide that the Nomination Committee member who represents the smallest shareholding after the shift should be dismissed and replaced by the member appointed by the new major owner. Should a new major owner wish to appoint a member of the Nomination Committee, the new major owner should notify the Chairman of the Nomination Committee. The notification should contain the name of the person the new major owner appoints as a member of the Nomination Committee. Notwithstanding what has been stated in the foregoing, unless special reasons exists, no changes of the composition of the Nomination Committee shall be made if only marginal changes in voting power has occurred or if the change occurs later than two months before the annual shareholders' meeting.

If a member who represents a shareholder in the Nomination Committee should leave its assignment prematurely, the Nomination Committee shall without delay request that the shareholder who appointed the member appoint a new member. If no new member is appointed by the shareholder, the Nomination Committee shall offer other major shareholders the opportunity to appoint a member of the Nomination Committee. Such an offer shall be made to the largest shareholders in order (i.e. first to the largest shareholder who has not already appointed a member of the Nomination Committee or who has previously foregone that right, and then to the next largest shareholder who has not already appointed a member of the Nomination Committee or who has previously foregone that right, and so on). This procedure shall continue until the Nomination Committee is complete.

The Nomination Committee's main responsibility is to submit proposals regarding election of Chairman at the annual shareholders' meeting, election of and remuneration for the members of the board, election of and remuneration for the auditor, as well as principles for the appointment of the Nomination Committee and instructions for the Nomination Committee.

#### Duty of disclosure at the annual shareholders' meeting

The shareholders' are reminded of their right to request information at the shareholders' meeting pursuant to chapter 7 section 32 of the Swedish Companies Act (*Sv. Aktieföretagslagen* (2005:551)).

#### Complete proposals

The Annual Report and the Audit Report and the complete proposal pursuant to item 13 will be available at the company's office at Stadiongatan 65, SE-217 62 Malmö, Sweden and at the company's website ([www.polygiene.com/ir](http://www.polygiene.com/ir)) as from no later than on 20 April 2016, and will also be sent to shareholders who requests it and states their address. Copies of the documents will also be available at the annual shareholders' meeting.

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

As of the date of this notice to attend the annual shareholders' meeting, the total number of shares and votes in the company amounts to 19,316,000. The company does not hold any own shares.

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Malmö in April 2016

Polygiene AB (publ)

The Board of Directors