

## Notice of extraordinary general meeting in ChromoGenics AB (publ)

The shareholders in ChromoGenics AB (publ) corp. reg. no. 556630-1809 (the “Company”) are hereby convened to an extraordinary general meeting on Tuesday 18 June 2019, at 3 p.m. at Advokatfirman Lindahl’s office on Vaksalagatan 10 in Uppsala, in accordance with Appendix 1.

The timetable for the new issue of shares according to item 6 of the notice of the extraordinary general meeting has been finally established in accordance with the below, which entails a few minor adjustments compared to the timetable that was previously made public.

18 June 2019	Extraordinary general meeting for resolution on approval of the board of directors’ decision to issue new shares with pre-emption rights for existing shareholders
19 June 2019	Last day of trading in the ChromoGenics share, including the right to participate in the rights issue
24 June 2019	Record date for the right to participate in the new issue of shares with preferential rights
26 June – 10 July 2019	Trading in subscription rights
26 June – 12 July 2019	Subscription period
About 19 July 2019	Publication of outcome of the new issue of shares

## NOTICE OF EXTRAORDINARY GENERAL MEETING IN CHROMOGENICS AB (PUBL)

The shareholders in ChromoGenics AB (publ) corp. reg. no. 556630-1809 (the “**Company**”) are hereby convened to an extraordinary general meeting on Tuesday 18 June 2019, at 3 p.m. at Advokatfirman Lindahl’s office on Vaksalagatan 10 in Uppsala.

### Notice etc.

Shareholders who wish to participate at the extraordinary general meeting must

- on Wednesday 12 June 2019, be registered in the share register kept by Euroclear Sweden AB
- notify his or her intention to attend the extraordinary general meeting no later than Friday 14 June 2019, by mail to Ullforsgatan 15, 752 28 Uppsala or by email to [info@chromogenics.com](mailto:info@chromogenics.com) stating “extraordinary general meeting” or by telephone to 018 430 04 30.

Such notification shall include the shareholder’s name, personal identification number or corporate registration number (or similar), address and daytime telephone number, number of shares, details on advisors if any, and where applicable, details of representatives or proxies.

### Nominee-registered shares

To be entitled to participate in the general meeting, shareholders whose shares are registered in the name of a nominee must temporarily re-register their shares in their own names in the share register maintained by Euroclear Sweden AB. Such registration must be duly effected in the share register on Wednesday 12 June 2019. Shareholders must therefore advise their nominees well in advance of such date.

### Proxy

Shareholders represented by proxy must submit a dated proxy. If the proxy is executed by a legal person, a copy of the certificate of registration or equivalent must be attached. The proxy may not be valid for a period longer than five years from its issuance.

The proxy in original and the certificate of registration, if applicable, should be submitted to the Company by post at the address mentioned above in due time prior to the general meeting. A proxy form is provided at the Company’s website, [www.chromogenics.com](http://www.chromogenics.com), and will also be provided upon request.

### Number of shares and votes

Per the date of this notice, there are a total of 172,755,980 shares and votes in the Company.

### Proposed agenda

1. Opening of the general meeting and election of chairman of the general meeting
2. Preparation and approval of the voting list
3. Election of one or two persons to verify the minutes
4. Approval of the agenda
5. Determination as to whether the meeting has been duly convened
6. Resolution on approval of the board of directors’ decision to issue new shares with pre-emption rights for existing shareholders
7. Resolution to repeal the authorisation from the annual general meeting to the board of directors

8. Resolution on authorisation to the board of directors to resolve on a directed issue of new shares (for guarantees)
9. Resolution on authorisation to the board of directors to resolve on a directed issue of new shares
10. Closing of the general meeting

### **Proposals to resolutions**

#### *Item 1 – Opening of the general meeting and election of chairman of the general meeting*

Advokat Mattias Prage is proposed as chairman of the general meeting.

#### *Item 6 – Resolution on approval of the board of directors' decision to issue new shares with pre-emption rights for existing shareholders*

The board of directors resolved on 30 May 2019, subject to approval by the general meeting, to issue shares with pre-emption rights for existing shareholders on the main terms set out below.

The board of directors' resolution entails that the Company's share capital may increase by not more than SEK 34,551,197.83 by an issue of not more than 172,755,980 new shares on the terms and conditions set out below.

1. The right to subscribe for new shares shall belong to those persons who on the record date for the new issue of shares are recorded as shareholders of the company, whereby one (1) existing share shall entitle to one (1) subscription right and one (1) subscription right shall entitle to subscribe for one (1) new share.
2. In the event that all new shares are not subscribed for with pre-emption rights, the board of directors shall, within the limits of the share issue, resolve on allocation of shares that are not subscribed for with pre-emption rights. Such allocation shall firstly be made to subscribers that have used subscription rights in the issue in relation to the amount of subscription rights that each subscriber has used to subscribe for new shares and secondly to other subscribers in relation to subscribed amount, and if this cannot be made, through drawing of lots.
3. The record date for participation in the new issue of shares shall be Monday 24 June 2019.
4. Subscription with pre-emption rights shall be made by cash payment during the period from Wednesday 26 June 2019 to Friday 12 July 2019. The board of directors shall have the right to extend the subscription and payment period.
5. Subscription without pre-emption rights shall be made on a subscription list during the period from Wednesday 26 June 2019 to Friday 12 July 2019. Payment shall be made by cash payment no later than five banking days after information regarding allotment of shares has been sent. The board of directors shall have the right to extend the subscription and payment period.
6. The new shares are issued at a subscription price of SEK 0,50 per share. In the event of full subscription, the Company will receive SEK 86,377,990 (before transaction costs).
7. The new shares entitle to dividends for the first time on the first record date for dividends that takes place after the issue of new shares has been registered with the Swedish Companies Registration Office and the shares have been recorded in the share register kept by Euroclear Sweden AB.
8. The resolution to issue new shares is subject to approval by the general meeting.
9. The managing director, or any other person appointed by the board of directors, shall have the right to take those smaller measures that may be required in order to register the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

#### *Item 7 – Resolution to repeal the authorisation from the annual general meeting*

To enable share issues in accordance with the authorisations in items 8 and 9 below, the board of directors proposes that the extraordinary general meeting resolves to repeal the resolution by the annual general meeting on authorisation to the board of directors to, on one or several occasions, for the time until the next annual general meeting, decide on an issue of shares, warrants and/or convertibles.

#### *Item 8 – Resolution on authorisation to the board of directors to resolve on a directed issue of new shares (for guarantees)*

The board of directors proposes that the general meeting of shareholders resolves to authorise the board of directors to, on one or several occasions for the period up to the next annual general meeting, resolve on an increase of the Company's share capital by not more than SEK 2,600,000.138 by an issue of not more than 13,000,000 new shares. The board of directors shall be authorised to resolve on an issue of shares with deviation from the shareholders' pre-emption rights and/or by way of set-off.

An issue in accordance with this authorisation shall be on market conditions. The board of directors shall be authorised to decide on the terms and conditions regarding issues under this authorisation and what persons shall be entitled to subscribe for the shares. The reason to propose that the board of directors shall be authorised to resolve on an issue with deviation from the shareholders' pre-emption rights and/or by way of set-off is that the Company shall be able to fulfil its obligations to guarantees under certain subscription undertakings received by the Company in connection with the new issue of shares in item 6 above.

It is proposed that the managing director is authorised to make such smaller adjustments to this resolution that may be necessary in connection with the registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

#### *Item 9 – Resolution on authorisation to the board of directors to resolve on a directed issue of new shares*

The board of directors proposes that the general meeting of shareholders resolves to authorise the board of directors to, on one or several occasions for the period up to the next annual general meeting, resolve on an increase of the Company's share capital by not more than SEK 4,000,000.212 by an issue of not more than 20,000,000 new shares to Hörmann-Verwertungen GmbH & Co. KG (or to its owner or to a company within the same group). The board of directors shall be authorised to resolve on an issue of shares with deviation from the shareholders' pre-emption rights and/or on an issue in kind or by way of set-off or otherwise on such terms and conditions as referred to in the Swedish Companies Act.

An issue in accordance with this authorisation shall be on market conditions. The board of directors shall be authorised to decide on the terms and conditions regarding issues under this authorisation. The reason to propose that the board of directors shall be authorised to resolve on an issue with deviation from the shareholders' pre-emption rights and that the board shall be authorised to decide on an issue in kind or an issue by way of set-off or otherwise on such terms and conditions as referred to above is that the Company shall be able to issue shares in connection with an acquisition of machine equipment where part of the purchase price shall be paid in shares.

It is proposed that the managing director is authorised to make such smaller adjustments to this resolution that may be necessary in connection with the registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

#### **Majority requirements**

Resolutions in accordance with items 7, 8 and 9 are valid only if supported by shareholders holding at least two-thirds of both the votes cast and the shares represented at the general meeting.

#### **Information at the extraordinary general meeting**

The board of directors and the managing director shall, upon request by a shareholder and where the board of directors determines that it can be done without material harm to the Company, provide information on circumstances which may affect the assessment of a matter on the agenda.

## **Documentation**

The board of directors' complete proposals as well as other documents according to the Swedish Companies Act are available at the Company's office (address above) and on the Company's website [www.chromogenics.com](http://www.chromogenics.com). The documents will also be sent, without charge, to shareholders who so request and provide the Company with their address. The documents will also be held available at the extraordinary general meeting.

## **Privacy notice**

In connection with the extraordinary general meeting, the Company will process personal data in accordance with the Company's privacy notice, available on the Company's website [www.chromogenics.com](http://www.chromogenics.com).

Uppsala in June 2019

## **ChromoGenics AB (publ)**

*The board of directors*

## **Contact**

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Every care has been taken in the translation of this document. In the event of discrepancies, the Swedish original will supersede the English translation.

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## **About ChromoGenics**

ChromoGenics offers dynamic glass with controllable heat- and light transmission and static glass with world leading performance. The company's unique technology ConverLight® provides sustainable solar control for increased indoor comfort and energy efficiency. ConverLight also contributes to Green Building certifications. In 2016 the company started commercial sales to real estate projects in Scandinavia.

ChromoGenics is located in Uppsala, Sweden, and the technology is derived from the world leading research center at Ångström Laboratory at Uppsala University. The plant has been partly financed by a conditional loan from the Swedish Energy Agency. ChromoGenics share (CHRO) is listed on Nasdaq First North Stockholm with G&W Fondkommission as Certified Adviser.  
<http://www.chromogenics.com>