

*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 INCOAX NETWORKS AB**

The shareholders of InCoax Network AB, Reg. No. 556794-1363, are hereby invited to attend the extraordinary shareholders' meeting to be held at the company's premises at Utmarksvägen 4 in Gävle, on Monday 9 September 2019, at 1.00 p.m.

### **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 Tuesday 3 September 2019; and
- *partly* have given a notice of their intention to participate to the company no later than on Tuesday 3 September 2019, by mail to InCoax Networks AB, att: Bolagsstämma, Utmarksvägen 4, SE-802 91 Gävle, Sweden, by e-mail to [marie.svensson@incoax.com](mailto:marie.svensson@incoax.com) or by telephone to +46(0)73-326 41 21. 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 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 Tuesday 3 September 2019. Accordingly, shareholders must well in advance of 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 an up-to-date 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's website ([www.incoax.com](http://www.incoax.com)), and will be sent to shareholders who request it and state their address.

**Proposed agenda**

0. Opening of the meeting.
1. Election of Chairman of the meeting.
2. Preparation and approval of the register of voters.
3. Approval of the agenda.
4. Election of one or two persons to confirm the minutes.
5. Determination as to whether the meeting has been duly convened.
6. Resolution on rights issue of shares.
7. Closing of the meeting.

**Proposed resolutions***Item 6: Resolution on rights issue of shares*

The board of directors proposes that the extraordinary shareholders' meeting on 9 September 2019 resolves to increase the company's share capital by not more than SEK 1,854,216 (subject to the adjustments that can be made in accordance with section 9 below) through the issuance of not more than 7,416,864 shares, on the following terms and conditions:

1. SEK 8 shall be paid for each new share.
2. Subscription of shares with preferential rights shall be made by exercise of subscription rights. The right to receive subscription rights for subscription of new shares with preferential rights shall vest in those who, on the record date, are registered as shareholders and thereby are allotted subscription rights in relation to their shareholding as of the record date.
3. The record date for right to participate in the issue with preferential rights shall be on 15 October 2019.
4. Each existing share entitles to one (1) subscription right and five (5) subscription rights entitle to subscription of three (3) new shares.
5. If not all shares are subscribed for by exercise of subscription rights, allotment of the remaining shares shall be made within the highest amount of the issue:
  - (i) firstly, to those who have subscribed for shares by exercise of subscription rights (regardless of whether they were shareholders on the record date or not) and who have applied for subscription of shares without exercise of subscription rights and if allotment to these cannot be made in full, allotment shall be made pro rata in relation to the number of subscription rights that each and every one of those, who have applied for subscription of shares without exercise of subscription rights, have exercised for subscription of shares;

- (ii) secondly, to those who have applied for subscription of shares without exercise of subscription rights and if allotment to these cannot be made in full, allotment shall be made pro rata in relation to the number of shares the subscriber in total has applied for subscription of shares; and
- (iii) thirdly, to those who have provided underwriting commitments with regard to subscription of shares, in proportion to such underwriting commitments.

To the extent that allotment in any section above cannot be done pro rata, allotment shall be determined by drawing of lots.

6. Subscription of shares by exercise of subscription rights shall be made through cash payment during the time period from and including 18 October 2019 to and including 1 November 2019. Subscription of shares without exercise of subscription rights shall be made on a special application form during the same time period. Payment for shares subscribed for without exercise of subscription rights is, except as set out in Section 7 below, to be made in accordance with the specific instruction in the promissory note which will be sent to those who receive allotment. The board of directors shall have the right to prolong the time period for subscription and payment.
7. The underwriters that have granted bridge loans to the company shall, to the extent that the underwriters are allotted shares in accordance with their underwriting commitment, have the right and obligation to render payment by way of set-off against the granted bridge loan in accordance with what is stated in the board of directors' separate report regarding set-off. Set-off is effected through subscription.
8. The new shares convey right to dividends as from the first record date for dividends occurring after the new shares have been registered with the Swedish Companies Registration Office.
9. To the extent outstanding convertibles series 2017/2020 or outstanding warrants series 2016/2019 would be exercised for conversion into or subscription of shares prior to the record date for participation in the new issue, the number of shares that entitles to participation in the new issue shall be increased accordingly, resulting in that the company's share capital may instead be increased by in the aggregate not more than SEK 1,945,862.25 and the number of issued shares shall in the aggregate amount to at the highest 7,783,449.
10. The company's CEO shall be authorized to make such minor formal adjustments of the resolution as might be necessary in connection with registration with the Swedish Companies Registration Office or Euroclear Sweden AB.

### Information at the meeting

The board of directors and the CEO shall at the meeting, if any shareholder so requests and the board of directors believes that it can be done without significant harm to the company, provide information regarding circumstances that may affect the assessment of items on the agenda.

### Provision of documents

The board of directors' complete proposal for resolution pursuant to item 6 and ancillary documents pursuant to the Swedish Companies Act (Sw. aktiebolagslagen) will be available for the shareholders at the company's office at Utmarksvägen 4, SE-802 91 Gävle, Sweden and at the company's website ([www.incoax.com](http://www.incoax.com)) as from no later than two weeks before the meeting, and will also be sent to shareholders who request it and state their address. Copies of the documents will also be available at the meeting.

**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 12,361,442. The company does not hold any own shares.

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Gävle in August 2019  
InCoax Networks AB (publ)  
The Board of Directors

*This information was submitted for publication, through the agency of the contact person set out below, at 08:05 CET on August 22, 2019.*

**For more information:**

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**About InCoax Networks AB (publ)**

*InCoax is innovating the future of broadband access. In:xtnd™ provides the next-generation smart and sustainable networking solutions to the world's leading telecom and broadband service providers. For additional information about how we are saving the world from complicated, visit [www.incoax.com](http://www.incoax.com). Augment Partners AB, tel. +46 8-505 651 72, [info@augment.se](mailto:info@augment.se) is acting as the Company's Certified Adviser.*