



NOTICE OF EXTRAORDINARY GENERAL MEETING IN BEWiSynbra Group Ab (publ)

Press release, September 14, 2018

The shareholders in BEWiSynbra Group AB (publ), reg. no. 556972-1128 (the “**Company**”) are hereby convened to the extraordinary general meeting on Friday, 28 September 2018, 10.00, at the Company’s Head Office, Gårdsvägen 13, 169 70 Solna, Sweden.

Notification etc.

Shareholders who wish to attend the general meeting must, to have the right to participate at the general meeting, on the date of the general meeting be registered in the share register kept by the board of directors.

Shareholders are asked to notify the Company of his/her intention to attend the extraordinary general meeting, no later than on Monday, 24 September 2018, by telephone +46 8 527 70 916 or email Johanna.Permatz@lindahl.se. Such notification shall include the shareholder’s name, personal identification number or corporate registration number (or similar) and preferably address and daytime telephone number, number of shares, details on advisors, if any, and where applicable, details of representatives or proxies.

Proxy

Shareholders represented by proxy must submit a dated power of attorney. If the power of attorney is executed by a legal person, a certified copy of the certificate of registration, or equivalent, must be attached. The power of attorney may not be valid for a period longer than one year from its issuance. The original power of attorney and certificate of registration should be submitted to the Company by post at the address mentioned above in due time prior to the general meeting. Proxy forms in Swedish and English are available for download on the Company’s website, www.bewisynbra.com

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 new issue of shares to be paid with non-cash consideration
7. Closing of the general meeting

Proposals to resolutions

Item 6 – Resolution on new issue of shares to be paid with non-cash consideration

The board of directors of BEWiSynbra Group AB (publ), proposes that the general meeting resolves on a new issue of shares to be paid with non-cash consideration. The new issue of share to be paid with non-cash consideration is carried out as part of the Company’s acquisition of all shares in BEWi Produkter AS, all shares in BEWi Polar AS and all shares in BEWi Automotive AB (of which 34,314 shares is acquired as payment for new shares in the Company and the remaining 15,686 shares is acquired by payment in cash). The new issue of shares to be paid with non-cash consideration may increase the Company’s share capital with not more than SEK 392,615.25 by an issue of not more than 8,098,099 new shares of series A on the terms and conditions set out below:

1. The right to subscribe for new shares shall, with deviation from the shareholders’ pre-emption rights, exclusively belong to Frøya Invest AS and KMC Family AS. Oversubscription is not allowed.
2. The reason for the deviation from the shareholders’ pre-emption rights is that shares shall be paid with non-cash consideration.
3. Subscription for the new shares shall be made on a separate subscription list no later than 28 September 2018. The board of directors shall have the right to extend the subscription period.

4. The new shares are issued at a subscription price of SEK 94.47 per share. The subscription price for the new shares equals the market price as estimated by the board of directors.
5. Payment for new shares shall be made not later than 28 September 2018, of which Frøya Invest AS shall pay for its shares by way of transfer of all shares in BEWi Produkter AS and all shares in BEWi Polar AS and KMC Family AS shall pay for its shares by way of transfer of 34,314 shares in BEWi Automotive AB. The board of directors shall have the right to extend the payment period.
6. The new shares entitle to dividends for the first time on the first payment date for dividend that take place after the issue of new shares has been registered with the Swedish Companies Registration Office and been recorded in the share register.
7. The new shares are subject to provisions on post-sale purchase rights in accordance with the Company's articles of association.
8. The board of directors, or any 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.

Majority requirements

Resolution under item 6 above must be supported by shareholders representing at least nine-tenths of the votes cast and the shares represented at the meeting.

Information at the general meeting

A shareholder is entitled to require that the board of directors and the CEO, when possible without causing material damage to the Company, provides information regarding circumstances that may have an effect on the assessment of an item on the agenda.

Documentation

Documents according to the Swedish Companies Act will be held available at the Company's office with address Gårdsvägen 13, 169 70 Solna, Sweden not later than two weeks before the meeting, i.e. not later than 14 September 2018. The documents will also be sent, at no charge, to shareholders who so request and inform the Company of their postal address. The documents will also be available and presented at the general meeting.

Solna in September 2018

BEWiSynbra Group AB (publ)

The board of directors

For further information, please contact Charlotte Knudsen, IR Manager, BEWiSynbra, tel: +47 9756 1959

The information is such that BEWiSynbra Group AB (publ) is required to disclose in accordance with the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact person set out above, at 08:30 a.m. CET on September 14, 2018.

BEWiSynbra is an innovative player and a vital component of European business, offering qualified and sustainable packaging solutions and insulation systems for buildings. The Group's products protect and safeguard the transportation of foodstuffs, electronics and many other types of sensitive products, and meet legislators' increasingly strict requirements for more efficient insulation of buildings. The Group has around 1,000 employees in six countries and sales of approximately SEK 4.5 billion, and its registered office is located in Solna, Sweden. BEWiSynbra Group is owned to 50.6% by Frøya Invest AS, to 22.4% by Gjelsten Holding AS, to 25.4% by Verdane Capital Advisors and to 1.6% by Senior Executives.