



Convocation of Extraordinary General Meeting 2019 of Calmark Sweden AB (publ)

Shareholders of Calmark Sweden AB (publ), reg.no 556696-0141 (the "Company"), are hereby convened to an Extraordinary General Meeting on Wednesday, 6 November 2019, at 3:30 p.m., which will be held at the Company's premises, Karlstad Innovation Park, Sommargatan 101A, 656 37 Karlstad, Sweden.

Right to participate at the Extraordinary General Meeting

Shareholders who wish to participate at the extraordinary general meeting must:

- be registered in the share register kept by Euroclear Sweden AB on Wednesday, 30 October 2019, and
- notify his or her intention to attend the extraordinary general meeting by Wednesday, 30 October 2019 at the latest, by sending a notice in writing to Calmark Sweden AB, Teknikringen 38A, 114 28, Stockholm, Sweden.

Notification of participation can also be given by phone, +46 70 213 25 35, or by email to anna.soderlund@calmark.se. The notification shall include the shareholder's full name, personal identification number or corporate registration number, number of shares, address, daytime telephone number, and, if applicable, details of at most two representatives or assistants. Where appropriate, the notification should have powers of attorney, certificates of registration and other relevant documentation attached.

Nominee-registered shares

Shareholders whose shares are registered in the name of a bank or other nominee must temporarily re-register their shares in their own names in the share register maintained by Euroclear Sweden AB in order to be entitled to attend the general meeting. Such re-registration must be duly effected in the share register on Wednesday, 30 October 2019, and the shareholders must therefore advise their nominees well in advance of that date of their wish to do so. Such registration may be temporary.

Proxies, etc.

If a shareholder is to be represented by proxy, the shareholder must issue a dated power of attorney in writing to the proxy, who must bring it to the general meeting. The power of attorney may not be older than one year, unless the power of attorney according to its wording is valid for a longer period (not more than five years). If the power of attorney is executed by a legal person, the proxy must also bring the legal person's current certificate of registration or equivalent. A copy of the power of attorney and, if applicable, other relevant documentation should be submitted to the Company together with the notification of participation in order to facilitate entrance. A proxy form is available on the Company's website, www.calmark.se, and will also be sent to shareholders who so request and inform the Company of their postal address.

Number of shares and votes in the Company

The number of shares outstanding in the Company amounted to 12,891,702 at the time of writing, 540,450 of which being A shares and 12,351,252 B shares, in total corresponding to 17,755,752 votes. The Company holds no shares of its own.

Proposed agenda

- 1 Opening of the general meeting.
- 2 Election of the Chairman of the general meeting.
- 3 Establishment and approval of the list of voters.
- 4 Approval of the agenda.
- 5 Appointment of one or two persons to countersign the minutes.
- 6 Determination of whether the general meeting was duly convened.
- 7 Resolution on The Board of Directors's proposal to change the Articles of Association.
- 8 Resolution on The Board of Directors's proposal to conduct an issue of shares and subscription warrants ("Units") with preferential rights for the shareholders.
- 9 Specific authorization to the Board of Directors and the CEO.
- 10 Closing of the general meeting.

Proposed resolutions

Item 2 – Election of the Chairman of the general meeting

The Board of Directors proposes that the Chairman of the Board, Mathias Karlsson, is appointed to chair the general meeting.

Item 7– Resolution on The Board of Directors's proposal to change the Articles of Association

The Board of Directors proposes, in order to enable the new issue of units according to item 8 on the agenda, that the following changes shall be made to the Articles of Association:

Clause 4 is proposed to be worded as follows:

"The share capital shall be no less than SEK 1,250,000 and no more than SEK 5,000,000."

Clause 5 is proposed to be worded as follows:

"The number of shares shall be no less than 12,500,000 and no more than 50,000,000."

Item 8– Resolution on The Board of Directors's proposal to conduct an issue of shares and subscription warrants ("Units") with preferential rights for the shareholders

The Board of Directors proposes that the general meeting resolves to conduct a new issue of at most 7,366,680 B shares, entailing an increase of the share capital by at most SEK 736,668. The Board of Directors further proposes that the general meeting resolves to conduct a new issue of at most 2,455,560 Series 2019/2020 subscription warrants, in total carrying rights to subscribe for 2,455,560 B shares in the Company and hence entailing a further increase of the share capital by at most SEK 245,556 upon exercise. The share capital can increase by SEK 982,224 at the most, if the B shares issue is fully subscribed and the Series 2019/2020 warrants are fully exercised.

These issues shall be considered as one resolution, and shall be carried out through the issuance of so-called Units (the "**Rights issue**"). Each Unit shall consist of twelve (12) B shares and four (4) subscription warrants of Series 2019/2020 free-of-charge.

In addition, the following terms shall be applied:

1. When the Rights issue is carried out, preference shall be given to those who are registered as shareholders in the Company on the record date, and each (1) existing share in the Company (regardless of class of shares) shall entitle the holder to one (1) unit right ("**Unit right**"). Twenty-one (21) Unit rights shall entitle the holder to subscribe for one (1) unit.
2. Allotment of Unit rights shall take place according to the shareholding of each shareholder as recorded in the register maintained by Euroclear Sweden AB as of 13 November 2019 (the "**Record date**"). The last day of trading in the Company's share including the right to receive unit rights shall be 11 November 2019. The first day of trading in the Company's share excluding the right to receive unit rights shall be 12 November 2019.
3. The subscription price shall be SEK 39.60 per unit, corresponding to SEK 3.30 per share. The subscription warrants shall be issued free-of-charge.
4. Exercise of unit rights to subscribe for units shall take place by simultaneous payment in cash during the period between 15 November 2019 and 29 November 2019 inclusive. The Board of Directors shall have the right to extend the subscription and payment period.
5. Subscription for Units without pre-emptive Unit rights shall take place on a specific subscription list, or by request to the shareholder's nominee, during the period between 15 November 2019 and 29 November 2019 inclusive, or, as far as subscription by a guarantor according to item 7 below is concerned, three (3) banking days thereafter at the latest. Payment for Units subscribed without pre-emptive Unit rights shall be made in cash according to the instructions given on the contract note, but no later than three (3) banking days after the contract note has been sent. The Board of Directors shall have the right to extend the subscription and payment period.
6. The new shares shall entitle to dividends for the first time as of their date of registration with the Swedish Companies Registration Office. The new shares issued upon subscription with Series 2019/2020 warrants shall entitle to dividends for the first time as of their date of registration with the Swedish Companies Registration Office.
7. In the event that all Units are not subscribed for with pre-emption Unit rights, the Board of Directors shall, without exceeding the maximum amount for the Rights issue, resolve on allotment of Units subscribed without pre-emption rights. Such allotment shall be made according to the following:
 - (a) Allotment shall primarily be made to subscribers that have used Unit rights in the issue, regardless of whether these subscribers were registered as shareholders on the Record date or not, and, in the event of over-subscription, in relation to their respective number of Unit rights used to subscribe for units, and, if this is not possible, through drawing of lots.
 - (b) Allotment shall secondly be made to others that have subscribed without Unit rights, and, in the event that allotment to such subscribers cannot be performed in full, in relation to the subscribed number of Units for every subscriber, and, if this is not possible, through drawing of lots.
 - (c) Thirdly and finally, any remaining Units shall be allotted to those guarantors that have made a guarantee commitment, in relation to the size of said commitment, and, if this is not possible, through drawing of lots.

When resolving on allotment, the Board of Directors has the right to decide that only a minimum number of Units shall be allotted as referred to in the previous paragraphs.

8. One (1) Series 2019/2020 subscription warrant entitles the holder to subscribe for one (1) new B share in the Company. Subscription for B shares in the Company with Series 2019/2020 warrants shall be carried out in accordance with the warrant conditions during the period between 4 December 2020 and 16 December 2020 inclusive. The subscription price per B share will correspond to 75 percent of the average volume-weighted share price for the Company's B share as quoted on Spotlight Stock Market during the period from 12 October 2020 to 23 October 2020 inclusive, but not less than SEK 4.20 or more than SEK 6.60. The subscription price shall, however, not be lower than the quota value of the share. The calculated subscription price shall be rounded off to nearest even tenth of a krona, whereupon 0.05 krona will be rounded up.

9. Applicable conversion terms and other terms for the Series 2019/2020 subscription warrants can be found in "Terms and conditions for Series 2019/2020 subscription warrants regarding subscription for new B shares in Calmark Sweden AB (publ)".

10. Subscription can only be made for Units, and hence not for B shares or subscription warrants on their own. Allotment may only be carried out in Units. After the Rights issue has been carried out, the shares and the associated warrants will however be separated.

11. The resolution on the Rights issue requires that the Articles of Association are changed according to item 7 on the agenda.

Item 9 – Specific authorization to the Board of Directors and the CEO

The Board of Directors proposes that the CEO, or a person whom the Board of Directors appoints, shall be authorized to make such minor

adjustments of the terms set out above that are required in order to register the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

Majority requirements

Resolutions under item 7 above require, for their validity, that a minimum of two-thirds (2/3) of the votes cast and the shares represented support the resolution.

Available documentation

The Board of Directors's complete proposal according to the items above, including the proposed wording of the Articles of Association, the terms and conditions for the Series 2019/2020 subscription warrants and other documents according to the Swedish Companies Act, will be held available at the Company's offices, Calmark Sweden AB, Teknikringen 38A, 114 28, Stockholm, Sweden, and on the Company's website, www.calmark.se, at the latest from two weeks before the general meeting. The documents will also be sent without charge to shareholders who so request and inform the Company of their postal address. Copies of the documents will also be held available at the annual general meeting.

Information during the general meeting

The Board of Directors and the Managing Director shall, upon request by any shareholder and where the Board of Directors determines that it can be done without material harm to the Company, provide information of circumstances which may affect the assessment of a matter on the agenda.

Processing of personal data

For information on how your personal data are processed, please see the integrity policy available on Euroclear Sweden AB's website: www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf.

Karlstad October 2019
Calmark Sweden AB (publ)
The Board of Directors

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

For more information about Calmark Sweden AB, please contact:

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Calmark Sweden AB is a medical technology company developing a point-of-care (POC) analysis method with easier and faster sampling of medical conditions in newborns. The unique test platform, which consists of a reader and single-use products, is expected to be ready for launch in 2020 when three important POC tests are introduced. The WHO estimates that 1.5 billion children will be born worldwide by 2030. In the Western world, the introduction of POC diagnostics is resulting in huge savings and shorter healthcare chains. In less developed healthcare systems, the product helps save lives. Calmark aims to become the global leader and ultimately to offer all relevant POC tests for the first period of life, regardless of where in the world a baby is born. Read more about Calmark www.calmark.se/eng/home.