

## PRESS RELEASE

July 31, 2019

### Extraordinary shareholders' meeting of Mentice AB

**The shareholders in Mentice AB, reg. no. 566556-4241, are hereby invited to attend the extraordinary shareholders' meeting to be held on Wednesday 28 August 2019 at 3.00 pm. at the company's premises at Odinsgatan 10 in Gothenburg.**

Registration takes place from 2.00 pm.

#### **Right to participate and notice**

Only shareholders who are recorded in their own name in the company's share ledger kept by Euroclear Sweden AB (The Swedish Central Securities Depository Euroclear Sweden AB) as of Thursday 22 August 2019 have the right to participate in the shareholders' meeting. Shareholders also ought to have given notice no later than on Thursday 22 August 2019 to the company of their intention to participate.

Notice of intention to participate in the extraordinary shareholders' meeting can be given

- in writing to Mentice AB, att: Mentice AB, Extraordinary Shareholders' Meeting, Odinsgatan 10, 411 03 Gothenburg, or
- by e-mail to [lollo.thedvall@mentice.com](mailto:lollo.thedvall@mentice.com).

The notice ought to specify the shareholder's name, personal identity or company registration number, address, work telephone number and shareholding, and names of any proxy holders.

#### **Trustee-registered shares**

In order to be entitled to participate in the meeting, shareholders whose shares are trustee-registered must temporarily register their shares in their own names. Shareholders that wish to execute such registration must do so well in advance of the said date notifying its trustee. The registration must be executed with Euroclear Sweden AB on 22 August 2019.

#### **Proxies**

Shareholders who intend to participate by proxy must provide the proxy with a written and dated power of attorney signed by the shareholder in original. If the power of attorney is issued by a legal entity, the power of attorney holder must also bring a current registration certificate of the legal entity or similar document of authorization for the legal entity. The power of attorney may not be older than one year. However, the validity period for the power of attorney might be longer than one year, but no more than five years from the date of issuance. Power of attorney-templates can be found at the company's webpage [www.mentice.com](http://www.mentice.com). To order a power of attorney the same address and e-mail as the notice to the extraordinary shareholders' meeting can be used.

In order to facilitate registration, powers of attorney and documents of authorization should be in the company's hands at the above-mentioned address on Thursday 22 August 2019 at the latest.

### **Proposed agenda**

1. Opening of the meeting
2. Election of chairman of the meeting
3. Preparation and approval of the register of voters
4. Election of one or two persons to confirm the minutes
5. Determination as to whether the meeting has been duly convened
6. Approval of the agenda
7. Resolution on new board members
8. Determination of fees for the new board members
9. Closing of the meeting

### **Resolution proposals**

Item 7: The nomination committee proposes that the extraordinary shareholders' meeting resolves to approve and appoint Denis Gestin, David Ballard and Gösta Johannesson as new board members of Mentice AB.

With regards to the above it is the nomination committee's assessment that Denis Gestin, Gösta Johannesson and David Ballard are suitable candidates and will contribute to the work of the board of directors.

Furthermore, the nomination committee proposes that the board of directors, or the designees that the board of directors appoint, is authorized to make small adjustments of the resolution for the new board members that may be needed in connection with the registration at the Swedish Companies Registration Office.

Item 8: The board of directors have proposed that the extraordinary shareholders' meeting shall resolve to determine that a fixed yearly fee of in total SEK 530,000 shall be paid to the new members of the board of directors.

### **Number of shares and votes**

As of the date of this notice the total number of shares in the company is 24 146 552 and the total number of votes in the company is 24 146 552. The company does not own any of the company's shares.

## **Majority requirements**

Resolutions on item 7 and 8 require that at least half of the votes cast as well as the votes represented at the meeting are in favour of the resolution. At election the board of director's candidate proposal receiving the most votes shall be considered elected. In the event of a tie, the election shall be resolved by drawing lots, if not, prior to the election, the meeting has resolved that a new vote shall be carried out in the event of a tie.

## **Meeting documents**

The complete proposal for a resolution pursuant to items 7 and 8 is available for the shareholders at the company address Odinsgatan 10, 411 03 Gothenburg, and will be sent free of charge to shareholders upon their request to the company, provided that such shareholders state their current address.

## **Questions**

The shareholders have been informed of their right according to chapter 7, section 32, Swedish Companies Act (2005:551) to at the meeting demand information from the board of directors and the chief executive about relationships that can impact the assessment of an item on the agenda.

## **Processing of personal data**

Personal data collected from the share ledger held by Euroclear Sweden AB, notice and participation in the meeting as well as information regarding advisors, proxies and trustees will be used for registration, preparation of the register of voters and, if applicable, for the minutes of the meeting. The personal data is processed in accordance with regulation (EU) 2016/679 of the European Parliament and of the Council.

---

Gothenburg July 2019  
The board of directors in Mentice AB