

Notice of Annual General Meeting in Dignitana AB (publ)

The shareholders of Dignitana AB (publ), 556730-5346, ("the Company") are hereby invited to attend the Annual General Meeting on Tuesday 24 April 2018 at 12.00 in the Company's premises, Traktorgränden 3, in Lund, Sweden. This meeting had previously been scheduled for Thursday 26 April 2018 but will instead occur Tuesday 24 April 2018.

Right to participate and notification

Shareholders who wish to participate in the Annual General Meeting (AGM) must be included in the share register maintained by Euroclear Sweden AB on Wednesday April 18 2018 and register to attend the meeting by email to investorrelations@dignitana.com or by telephone 046-163090 by no later than Tuesday 17 April 2018. The notification must state the full name of the shareholder, personal or corporate identity number, shareholding, address, daytime telephone number, and, where appropriate, the representative or assistants (not more than 2). The notification shall be accompanied, where appropriate, by proxies, powers of attorney, registration certificates and other documents of authorization.

Nominee-registered shares (Sw. Förvaltarregistrerade aktier)

Shareholders who have their shares nominee-registered, by bank or other liquidator, must, in order to be entitled to participate at the AGM, temporarily register their shares in their own name with Euroclear Sweden AB. Such re-registration must be completed by Tuesday 17 April 2018 which means that shareholders who wish such re-registration must inform the liquidator in good time before the said date.

Agents, etc.

If the shareholder is to be represented by a representative, the representative must have written, dated and signed a mandate to the AGM. The power of attorney must not be older than one year. Validity of the power of attorney may be specified for a maximum period of five years from date of issue of the mandate. A copy of the power of attorney and other authorization documents should be sent to the company before the meeting. The proxy form can be obtained at the Company's website www.dignitana.se, and it can be sent by mail to shareholders who contact the company and provide their address.

Draft Agenda

1. The AGM opens
2. Election of Chairman of the meeting
3. Preparation and approval of voting list
4. Approval of the agenda
5. Election of one or two persons to verify the minutes
6. Determination whether the Meeting has been duly convened
7. Presentation of the Annual Report, Group Report and audit report
8. Decisions
 - a. Adoption of the income statement and balance sheet
 - b. Allocation of the loss in accordance with the approved balance sheet
 - c. Discharge of liability of the Directors and Chief Executive Officer
9. Determination of fees for Board of Directors and Auditors
10. Determination of number of Board Members, Deputies and Auditors
11. Election of the Board of Directors and Auditors
12. Decision to authorize the Board of Directors to decide on issues
13. Decision to authorize the Board of Directors to issue of synthetic options for personnel
14. Closing of the meeting

Proposals:

Decisions on disposals of the Company's earnings according to the established balance sheet (item 8 b)

The Board proposes that the Annual General Meeting resolve that the Company's results be disposed of in accordance with the Board's proposal in the Annual Report. The Board also proposes that no dividend be paid for the 2017 fiscal year.

Determination of fees for Board of Directors and Auditors (item 9)

The Nomination Committee has announced that it proposes that Board fees shall be paid at 100 000 SEK to the Swedish Board members. The Americans who are elected to board members will, if they are elected, also be elected as members of the Dignitana Inc. Board, and are hereby proposed to receive an ordinary payment of 12 000 USD per person. Therefore, the Nomination Committee proposes that no Board fees will be paid to the American Board members for the assignment in Dignitana AB, and instead compensation for the assignment in Dignitana, Inc. will be paid for as stated above.

The Board proposes that fees to the auditors shall be paid in accordance with approved invoices.

Determination of number of Board Members, Deputies and Auditors (item 10)

It is proposed that the Board should consist of four Board members without deputy board member.

Election of the Board of Directors and Auditors (item 11)

The Nomination Committee proposes the re-election of Thomas Kelly, Mikael Wahlgren, Ingrid Atteryd Heiman and William Cronin as ordinary Board members and that Thomas Kelly is re-elected as Chairman of the Board.

The Board proposes that the AGM designate PWC as the firm providing auditing services for the period until the end of the next AGM.

Decision to authorize the Board of Directors to decide on issues (item 12)

The Board proposes that the AGM in order to enable the Board to provide the company with the working capital and/or new owners of strategic importance for the company and/or the acquisition of other companies or businesses, to authorize the Board of Directors, to be able to decide, during the period up to the next AGM, to issue a maximum of a number of Shares and/or warrants which entitle the holder to subscribe for, or involve, an increase in the share capital of a maximum amount of 80 million SEK in total issuance with or without deviation from the shareholders' preferential rights and with or without a provision for a non-cash issue.

The authorization shall be exercised on one or more occasions, within the framework of the decision.

In order to ensure that the company's current shareholders are not disadvantaged in relation to a third-party investor who is likely to subscribe for shares and/or warrants in the company, the Board of Directors is satisfied that the issue price is determined by issues, with deviation from the shareholders' preferential right close to the market level, subject to the market-share issue discount where applicable, the assessment for which the Board of Directors shall at any time prevail. The Board of Directors shall be entitled to take a decision on the detailed issue terms. A decision pursuant to this paragraph assumes, for its validity, that it is assisted by shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting.

DIGNITANA

Decision to authorize the Board of Directors to issue of synthetic options for personnel (item 13)

The Board proposes that the AGM decides on an incentive program as follows, including one directed issue of synthetic options to employees in the Group.

Background

The Board finds it important and in all shareholders' interest that the employees in the Group have one long-term interest in a good value development of the company's stock. Through an option based incentive program for the Group's employees, employee rewards can be linked to the Company's future earnings and value development. The long-term value growth is thereby rewarded and shareholders and employees concerned receive the same goal. An option-based incentive program creates a common focus for relevant employees, and thereby prioritizes long-term actions. In view of the conditions, the size of the grant and other circumstances are considered the Board of Directors proposes that the proposed incentive program, as follows, is reasonable and beneficial to the Company and its shareholders.

Allotment and general terms of the synthetic options

In total, a maximum of no more than 1 200 000 synthetic options may be offered. The Board proposes that employees in the US subsidiary be offered the opportunity to participate in incentive program without making an investment in warrants and instead offered cash settlement through an investment in so-called synthetic options issued by the subsidiary. In order to carry out the synthetic option program, the Board proposes that the AGM decides on the following main terms:

A synthetic option entitles the holder to receive a cash payment from the subsidiary corresponding to the difference between the subscription price, ie 150 percent of the average price for the Company's share during the specified measurement period for the Company's share on Nasdaq First North during the ten-day period trading before the date the synthetic option is granted.

Participants will receive the synthetic options without payment of compensation.

The Board shall decide on the content of the option agreements to be concluded between the subsidiary and its employees who may be granted synthetic options.

A decision pursuant to this paragraph assumes, for its validity, that it is assisted by shareholders representing at least nine-tenths of both the votes cast and the shares represented at the meeting.

Lund March 2018
Dignitana AB (publ)
The Board of Directors

About Dignitana AB (publ)

Dignitana is a Swedish public company based in Lund and manufacturer of the medical cooling device DigniCap®. Dignitana AB is listed on Nasdaq First North Stockholm and has appointed Erik Penser Bank as Certified Adviser. Headquartered in Dallas Texas, **Dignitana, Inc.** is the U.S. subsidiary of Dignitana AB. For more information visit www.dignitana.se and www.dignicap.com

Investor Relations Contact

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