

## **NOTICE OF EXTRAORDINARY GENERAL MEETING IN DIGNITANA AB (PUBL)**

The shareholders of **Dignitana AB (publ)** (the “**Company**”) are hereby summoned to attend the extraordinary general meeting (“**EGM**”) on 10 February 2020, at 13.00 CET at the Company’s premises, Traktorgränden 3, in Lund, Sweden. Registration starts at 12.30 CET and will stop when the meeting starts.

### ***Right to participate***

Those who have been recorded as shareholders in the share register kept by Euroclear Sweden AB as per 4 February 2020, and who, no later than 4 February 2020, give notice to the Company of their intent to participate at the EGM have a right to participate in the EGM. Notice to participate shall be given by e-mail to [investorrelations@dignitana.com](mailto:investorrelations@dignitana.com) or by telephone to +46-77-07 91 885. The notice shall contain the shareholder’s name, personal identity number or registration number and daytime telephone number and, where applicable, the number of advisors (maximum two). Prior to the EGM, the shareholder will receive a confirmation. If no confirmation is received, notice has not been duly given.

A shareholder whose shares are registered under the name of a nominee must temporarily register his / her shares in his / her own name with Euroclear Sweden AB to be entitled to participate in the EGM. Such registration must be in effect no later than 4 February 2020 and should be requested with the nominee well in advance.

### ***Proxy***

If a shareholder wishes to be represented by proxy, a power of attorney shall be issued to the proxy. The power of attorney is to be in writing, dated and duly signed by the shareholder. If the shareholder is a legal entity, a copy of the registration certificate or, if no such document exists, equivalent documentation shall be included with the notification. The documentation shall prove the right of the person that has signed the power of attorney to appoint proxy. To facilitate registration at the EGM, please provide the power of attorney in original as well as registration certificate and other documents of authority to the Company to the e-mail address above on 4 February 2020 at the latest. If the power of attorney and other authorisation documents have not been submitted in advance, the power of attorney in the original and other authorisation documents must be presented at the EGM. Power of attorney forms are available at the Company and will be available on the Company’s website, [www.dignitana.com](http://www.dignitana.com), and will be sent upon request to any shareholder who states their postal address.

### ***Proposal of agenda***

1. Opening of the meeting
2. Election of Chairman of the Meeting
3. Preparation and approval of the voting register
4. Election of one or two persons to attest the minutes
5. Determination as to whether the meeting has been duly convened
6. Approval of the agenda
7. Resolution concerning issue and transfer of share warrants
8. Resolution to authorise the Chief Executive Officer to make adjustments to the resolutions
9. Closing of the meeting

### ***The board of directors’ proposed resolution concerning issue and transfer of share warrants (item 7)***

The board of directors proposes that the EGM resolves to, with deviation from the shareholders’ pre-emption rights, issue share warrants on the following main terms and conditions:

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- a) not more than 2,500,000 warrants shall be issued, whereby each warrant entitles the holder to subscribe for one share,
- b) with deviation from the shareholders' pre-emption rights, a wholly-owned subsidiary (the "**Subsidiary**") shall be entitled to subscribe for all issued share warrants; the Subsidiary shall be entitled to subscribe for the warrants free of charge,
- c) the subscription for the share warrants shall be made on the subscription list within a week after the issue resolution,
- d) the Subsidiary shall, as instructed by the board of directors of the Company, transfer the share warrants to current and future key persons in the Company's group, according to the allocation decided by the Board in accordance with the following principles:

Category	Maximum amount of warrants	Maximum amount per person
1. CEO (maximum one person)	1,000,000	1,000,000
2. Management and key personnel, current and additional (maximum 25 employees)	1,500,000	400,000

Warrants not transferred as above may be offered to new key persons, in accordance with the above-mentioned principles of allocation,

- e) transfer from the Subsidiary to each person shall be made free of charge during the period 25 – 28 February 2020. If the transfer cannot be made during the specified time period due to that the acquiring party has access to insider information, the transfer shall be made as soon as possible after the access to insider information has ceased. This also applies during so-called "closed periods" according to the EU Market Abuse Regulation,
- f) the time period for exercising the share warrants will be from, and including, 1 March 2023 up to and including 31 March 2023,
- g) the highest amount by which the share capital can be increased is SEK 2,500,000,
- h) each warrant entitles subscribers to subscribe for a new share at a subscription price amounting to SEK 13; however not less than the fair market value of the share on the date of grant according to section e),
- i) the new shares issued under the warrants shall entitle to dividend as from the first record date for dividend to occur after the subscription has been affected.

The reason for the deviation from shareholders' pre-emption rights is that the Company wants to offer key persons the opportunity to participate in the Company's future performance. A long-term economic interest in the Company is assumed to stimulate the executives' interest in the business, increase motivation and strengthen the involvement in the Company group. Thus, the Board of Directors consider it to be beneficial for the Company and the shareholders to offer other key persons in the Company to acquire share warrants in the Company.

Upon full exercise of the warrants, the share capital will be increased with SEK 2,500,000 by a new issue of a maximum of 2,500,000 shares, each with a quota value of SEK 1. However, recalculation may be made in the manner as set out in the complete terms and conditions of the option program. Upon full exercise of the proposed warrants in this proposal and warrants in incentive program 2017/2020, the dilution effect will correspond to approximately 4.5 percent of the total shares and of the votes. The dilution effect has been calculated as the number of additional

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shares and votes if the warrants are fully utilized in relation to the sum of the current number of shares and votes and the number of additional shares and votes at full utilization of the warrants. Oversubscription or insufficient subscription in the issue may not occur.

The warrant program is based upon share warrants, which, when exercised, will result in a dilution of the share capital. In addition to compensation for own work as well as external advisors in connection with the implementation of the program, there are additional costs for Social Security and Medicare contributions for the Company. In total, these costs are estimated to no more than 500 KSEK. The Company has chosen to not take any special measures to hedge these costs.

This proposal from the Board has been prepared by the Board in consultation with external legal and financial advisors.

## ***Resolution to authorise the Chief Executive Officer to make adjustments to the resolutions (item 8)***

The Board of Directors proposes that the EGM authorises the Chief Executive Officer, or the person appointed by the Chief Executive Officer, to make minor adjustments and clarifications of the resolutions adopted by the EGM to the extent that such should be required for the registration and execution of the resolutions.

## ***Further information***

A resolution under 7 is valid only if supported by shareholders representing at least nine-tenths of both the votes cast and the shares represented at the EGM. The complete documentation for the resolution will be available at the company and on the company's website, [www.dignitana.com](http://www.dignitana.com) at least two weeks prior to the EGM. The documents are sent, free of charge, upon request to shareholders who provide their postal address.

The shareholders are notified of their right to request information in accordance with chapter 7 section 32 Companies act.

## ***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>

Lund, January 2020

**Dignitana AB (publ)**

*The Board of Directors*

***NOTE: This is an unofficial translation of the original notice, which is in Swedish. In case of discrepancies, the Swedish version shall prevail.***

## **For More Information Contact**

Investor Relations +1 469 518 5031 [investorrelations@dignitana.com](mailto:investorrelations@dignitana.com)

## **About Dignitana AB (publ)**

Dignitana AB is the world leader in clinically superior scalp cooling technology. The company produces The DigniCap® Scalp Cooling System, a patented medical cooling device that offers cancer patients the ability to minimize hair loss during chemotherapy. FDA cleared since 2015, DigniCap provides continuous cooling with high efficacy, safety and patient comfort. Hailed internationally as a life-changing medical advancement for cancer patients, The DigniCap Scalp Cooling System was invented in 1999 by a Swedish Oncology nurse and has been available in Europe since 2001. Dignitana AB is listed on Nasdaq First North Growth Market in Sweden with headquarters in Lund, Sweden and operations based in Dallas, Texas in the United States. Company subsidiaries are Dignitana, Inc. in the United States

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and Dignitana S.r.l. in Italy. Learn more at [www.dignitana.se](http://www.dignitana.se) and [www.dignicap.com](http://www.dignicap.com). Eric Penser Bank AB, Certified Adviser, +46 (0) 8 463 83 00 [certifiedadviser@penser.se](mailto:certifiedadviser@penser.se) [www.penser.se](http://www.penser.se)