

MQ Holding AB

Press release, 15 march 2019

Notice to attend Extraordinary General Meeting in MQ Holding AB

The shareholders of MQ Holding AB, company reg. no. 556697-2211, are hereby invited to an Extraordinary General Meeting to be held on Wednesday 24 April 2019 at 2.00 p.m. at the company's premises on Sankt Eriksgatan 5, Gothenburg, Sweden. Entry starts at 1.30 p.m.

Notice etc.

Right to attend the general meeting is given to those who are entered as shareholders in the share register maintained by Euroclear Sweden AB on Tuesday 16 April 2019 and have given notice of their participation in the general meeting no later than Tuesday 16 April 2019, preferably before 4.00 p.m. A printed version of the complete share register will be kept available at the general meeting.

Notice to attend the general meeting can be made by email to: stamma@mq.se, by post to: MQ Holding AB, P.O. Box 119 19, 404 39 Gothenburg or by telephone: +46 (0) 31 388 80 00. Shareholders shall in their notice to attend state their name/company name, personal identification/company registration number, address and phone number and advisors, if applicable. A shareholder cannot bring more than two advisors. Registration form is available at www.mq.se, along with a proxy form for shareholders attending by proxy. Shareholders cannot vote or in any other way attend the general meeting by remote access.

Shareholders participating through a proxy or a representative should, in order to facilitate the entering at the general meeting, submit their proxy, certificates of registration or other documents of authorisation to the company not later than on Tuesday 16 April 2019. Please note that any proxy must be dated and submitted in original. A template proxy form is available for download on the company's website at www.mq.se.

Shareholders whose shares are registered in the names of nominees must temporarily re-register such shares in their own name in order to be entitled to attend the general meeting. Such re-registration shall be completed with Euroclear Sweden AB on Tuesday 16 April 2019. The nominee responsible for such re-registration must be informed well before that day. Such registration can be temporary.

There are a total of 35,156,507 shares and votes in the company. The company holds no own shares.

Proposed agenda

1. Election of chairman at the general meeting.
2. Preparation and approval of the voting register.
3. Approval of the agenda at the general meeting.
4. Election of one or two persons to approve the minutes.
5. Examination of whether the general meeting has been duly convened.
6. Resolution on (A) the board's proposal on amending the articles of association and (B) approval of the board's resolution on a new issuance of shares subject to approval from the general meeting.
7. Closing of the general meeting.

Proposed resolutions

Item 1 – Election of chairman at the general meeting

Lawyer Fredrik Lundén is proposed as chairman at the general meeting.

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Item 6 A – Resolution on the board’s proposal on amending the articles of association

In order to enable the board’s resolution on a new issuance of shares with preferential rights for the company’s shareholders, subject to approval from the general meeting, the board proposes that the limits on share capital and number of shares in the articles of association are amended in accordance with the below proposal. Further, the board proposes on amending the articles of association so that the auditor, in accordance with the main rule in the Swedish Companies Act, is elected for one year instead of four, which is now stated in the articles of association, as well as two other amendments of more editorial nature, in accordance with the below proposals.

§ 4

Current wording

The share capital shall be at least SEK 2,000,000 and no more than SEK 8,000,000. The number of shares shall be at least 20,000,000 and no more than 80,000,000.

Proposed wording

The share capital shall be at least SEK 9,000,000 and no more than SEK 36,000,000. The number of shares shall be at least 90,000,000 and no more than 360,000,000.

§ 6

Current wording

The company shall have one or two auditors or one or two registered accounting firms with no more than two deputy auditors. The appointment as auditor shall apply until the end of the fourth annual general meeting held after the appointment of the auditor.

Proposed wording

The company shall have one or two auditors or one or two registered accounting firms with no more than two deputy auditors.

§ 8

Current wording

7. (c) Decision regarding discharge from liability for the board of directors and the general manager, if any.

Proposed wording

7. (c) Decision regarding discharge from liability for the board of directors and the general manager.

§ 10

Current wording

A shareholder or nominee who on the record date is registered in the share register of the company and entered in a central securities depository register, pursuant to Chapter 4, Section 18 of the Swedish Financial Instruments Accounts Act (1998:1479), or who is entered in a central securities depository register pursuant to Chapter 4, Section 18, first paragraph, points

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6-8 of said Act, shall be assumed to be authorized to exercise the rights stated in Chapter 4 Section 39 of the Swedish Companies Act (2005:551).

Proposed wording

A shareholder or nominee who on the record date is registered in the share register of the company and entered in a central securities depository register, pursuant to Chapter 4, Section 18 of the Swedish Central Securities Depositories and Financial Instruments Accounts Act (1998:1479), or who is entered in a central securities depository register pursuant to Chapter 4, Section 18, first paragraph, points 6-8 of said Act, shall be assumed to be authorized to exercise the rights stated in Chapter 4 Section 39 of the Swedish Companies Act (2005:551).

Item 6 B – Resolution on approval of the board’s resolution on a new issuance of shares subject to approval from the general meeting

The board proposes that the general meeting approves the board’s resolution of 15 March 2019 on a new share issue with preferential rights for the company’s shareholders on the terms set out below. The proceeds from the rights issue will be approx. 176 MSEK before issue costs. The purpose is to use the issue proceeds to reduce the Company’s current bank debt. The rights issue is part of the agreement with the company’s lending bank, DNB, regarding a new, long-term loan financing that gives the company financial room to realise the group’s structural program and growth driven initiatives.

1. By way of the new issue, the share capital of the company will be increased by no more than SEK 7,031,301.40 by the new issue of no more than 70,313,014 shares. Each current share in the company carries entitlement to two subscription rights. One subscription right entitles to subscription of one new share.
2. The subscription price per share is 2.50 SEK.
3. The company’s shareholders will have preferential right to subscribe for the new shares in relation to the number of shares held.
4. Record date for determination of shareholders eligible for participation in the rights issue shall be 29 April 2019.
5. In the event that all shares have not been subscribed for by virtue of subscription rights, the board shall, within the maximum amount of the rights issue, resolve on allotment of shares subscribed for without subscription rights, whereby such shares shall, firstly, be allotted to those who also have subscribed for shares by virtue of subscription rights, regardless of whether or not they were shareholders on the record date, *pro rata* to the number of subscription rights each of them have exercised for subscription, and secondly, such shares shall be allotted to others who have subscribed for shares without subscription rights *pro rata* to the number of shares subscribed for. Any remaining shares shall be allotted to the underwriters of the rights issue *pro rata* to each respective undertaking. Should allotment as per above not be possible *pro rata*, allotment will be made by the drawing of lots.
6. Subscription shall be made during the period from and including 3 May 2019 up to and including 17 May 2019, or, with regard to the underwriters, up to and including 24 May 2019. The board shall have the right to extend the subscription period.

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7. Subscription by virtue of subscription rights shall be made by simultaneous cash payment. Subscription without exercising subscription rights shall be made through subscription on a separate application form and payment for thereby allotted shares shall be made by cash payment no more than three (3) business days after the notice of allotment has been sent to the subscriber. The board shall have the right to extend the payment period.
8. The new shares shall carry entitlement to dividends for the first time on the record date for dividend that occurs immediately after the rights issue has been registered with the Swedish Companies Registration Office.
9. The rights issue requires amendment of the limits on the share capital and number of shares in the company's articles of association, in accordance with item 6 A above.

Documents pursuant to Chapter 13, Section 6 of the Swedish Companies Act have been prepared.

The resolution on amending the articles of association in item 6 A above is valid only if supported by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the general meeting.

The board, or anyone appointed by the board, shall be authorised to make such minor adjustments of the above resolutions as may prove necessary in connection with the registration with the Swedish Companies Registration Office or Euroclear Sweden AB.

Miscellaneous

Documentation

The board's proposal and resolution in accordance with item 6 above and the documents prepared pursuant to Chapter 13, Section 6 of the Swedish Companies Act (available in Swedish only) will be available at the company's premises on Sankt Eriksgatan 5, Gothenburg, and posted on the company's website www.mq.se no later than 3 April 2019. The documentation will also be sent to shareholders who so request and state their postal address.

Shareholders' right to request information

The board shall, if any shareholder so request and the board believes that it can be done without material harm to the company, provide information at the general meeting regarding circumstances that may affect the assessment of an item on the agenda.

Use of personal data

In connection with the notice of attendance, the company will process the shareholders' personal data, which is requested above. The personal data gathered from the share register, notice of attendance at the general meeting and information about proxies and advisors will be used for registration, preparation of the voting list for the general meeting and, when applicable, the meeting minutes. The personal data will only be used for the general meeting. For additional information regarding the company's processing of personal data and your rights, please see the company's website www.mq.se under the heading "Shareholders' personal data" (which can be found under the section "Investor Relations" under the heading "The Share").

Gothenburg, March 2019
MQ HOLDING AB (publ)
The Board of Directors