

N.B. The English text is an in-house translation.

# NOTICE OF EXTRAORDINARY GENERAL MEETING IN **INVUO TECHNOLOGIES AB (publ)**

The shareholders of Invuo Technologies AB (publ) ("Invuo" or the "Company") are hereby summoned to the extraordinary general meeting (the "Meeting") to be held on Tuesday 9 October 2018 at 10.00 CEST at the premises of Advokatfirman Vinge on Smålandsgatan 20 in Stockholm, Sweden.

# Right to participate at the Meeting

To be entitled to participate at the Meeting, shareholders shall

- be recorded in the register of shareholders maintained by Euroclear Sweden AB (the Central Securities Deposit) on Wednesday 3 October 2018, and
- notify the Company of their intention to attend the Meeting no later than at 12.00 CEST on Wednesday 3 October 2018. The notification must be sent in writing to Invuo Technologies AB (publ), Kungstensgatan 60, 113 29 Stockholm, via e-mail to info@invuo.com or per facsimile to +468-564 878 23.

When notifying the Company of its intention to attend the Meeting, shareholders shall provide their name, social security number/company registration number, shareholding, address, daytime telephone number and, where applicable, information regarding advisors (a maximum of two allowed) and, where applicable, information regarding proxy.

# **Proxies**

Shareholders who are represented by a proxy must authorise the proxy by issuing a dated power of attorney. The power of attorney is valid one year from issuance, or such longer period as specified in the power of attorney, however maximum five years from issuance. If such authorisation is issued by a legal entity, a certified copy of a certificate of registration or similar must be attached. The original power of attorney and certificate of registration, where applicable, should be sent to the Company well in advance of the Meeting to the address stated above. A proxy form is available on the Company's website www.invuo.com or is sent to shareholders who so request.

# Nominee registered shares

Shareholders whose shares are registered in the name of a nominee through the trust department of a bank or similar institution must, in order to be entitled to participate in the Meeting, request that their shares are temporarily re-registered in their own names in the register of shareholders maintained by Euroclear Sweden AB. Such registration must be effected on Wednesday 3 October 2018. Shareholders are requested to inform their nominees in good time prior to this date.

## Number of shares and votes

Per the date of this notice there are in aggregate 82,084,955 issued shares and votes in the Company.



#### Proposed agenda

- 1. Opening of the Meeting
- 2. Election of the chairman of the Meeting
- 3. Drawing-up and approval of the voting list
- 4. Approval of the agenda
- 5. Election of at least one person to approve the minutes
- 6. Resolution on whether the Meeting has been duly convened
- 7. Resolution on amendment of the articles of association
- 8. The Nomination Committee's proposal
  - (a) Resolution on the number of members and deputy members of the Board of Directors
  - (b) Resolution on the remuneration that shall be paid to the members of the Board of Directors
  - (c) Election of new members of the Board of Directors
- 9. Closing of the Meeting

## THE BOARD OF DIRECTORS' PROPOSAL

#### Resolution on amendment of the articles of association (item 7)

The Board of Directors proposes that the Meeting resolve on amendment of the articles of association of the Company, whereby the limits for the number of members of the Board of Directors of the Company will be changed so the Board of Directors shall consist of three to eight members with no deputy members.

#### THE NOMINATION COMMITTEE'S PROPOSALS

Invuo's Nomination Committee, consisting of the chairman David Cohen (representing Simcah), Tomas Jalling (the Chairman of the Board of Directors), Lars Rodert (representing ÖstVäst Advisory) and John Longhurst (representing himself), proposes the following.

# Resolution on the number of members and deputy members of the Board of Directors (item 8(a))

It is proposed that the Board of Directors shall consist of four members without deputy members.

# Resolution on the remuneration that shall be paid to members of the Board of Directors (item 8(b))

At the annual general meeting 2018, it was resolved that remuneration for ordinary Board work for the period until the end of the next annual general meeting should be SEK 350,000 to the Chairman of the Board of Directors and SEK 300,000 to each of the other members of the Board of Directors. The remuneration, which was resolved at the annual general meeting 2018, to the resigned member of the Board of Directors shall be paid in proportion to the length of the member's term-of-office.

The Nomination Committee proposes that remuneration to each of the members of the Board of Directors elected at the Meeting shall be SEK 300,000 (on a yearly basis), and that remuneration to these members for the period from when their appointment takes effect until the end of the next annual general meeting shall be paid in proportion to the length of the their term-of-office, respectively. Further, it is proposed that the newly-elected members of the Board of Directors are to be reimbursed for reasonable travel expenses in connection with meetings of the Board of Directors. It is proposed that no remuneration shall be paid for committee work.



# Election of new members of the Board of Directors (item 8(c))

The Nomination Committee has the intention to present its proposal regarding election of the new directors of the Board of Directors prior to the extraordinary general meeting. However, it was noted that Petra Sas resigns as member of the Board of Directors and that the other members of the Board of Directors, Tomas Jalling and Robin Saunders, are elected for the period until the end of the next annual general meeting.

# Shareholders' right to request information

The Board of Directors and the CEO shall, if any shareholder so requests and the Board of Directors believes that it can be done without material harm to the Company, provide information regarding circumstances that may affect the assessment of an item on the agenda.

# Processing of personal data

For information on how your personal data is processed, see www.invuo.com under the heading "General Meeting" under the section "Share".

Proposal for the new articles of association will be available as of 7 September 2018 at the Company's office on Kungstensgatan 60 in Stockholm and on the Company's web page, www.invuo.com as well as will be sent to the shareholders who so request and inform the Company of their postal address.

Stockholm in September 2018 Invuo Technologies AB (publ) The Board of Directors