

# Notice of Extraordinary General Meeting of myFC Holding AB (publ)

The shareholders of myFC Holding AB (publ), org. No. 556942-1612, are hereby called to an Extraordinary General Meeting on Wednesday, November 6 2019 at 10 am at the offices of Advokatfirma Nerpin, Birger Jarlsgatan 2, in Stockholm.

## Registration and registration

Shareholders who wish to participate in the Annual General Meeting must be registered in the share register kept by Euroclear Sweden AB on Wednesday, October 30, 2019, and must notify the Company of their participation by Wednesday October 30, 2019. The notification can be made in writing to myFC Holding AB, Salmätargatan 8A, 113 59 Stockholm, by telephone 08-24 26 00 or by e-mail to [ulf.henning@myfc.se](mailto:ulf.henning@myfc.se). The notification must state the name / company, person / organization number, address, telephone number and information about any assistants. The notification should, where appropriate, be accompanied by proxies, registration certificates and other authorization documents.

## Trustee-registered shares

Shareholders who have had the nominee register their shares must request to be temporarily registered for the shares in their own name in the share register as of October 30, 2019 in order to be entitled to attend the meeting. Shareholders must notify their nominee well in advance of this date, when registration must be completed.

## Agent

A shareholder who does not personally attend the AGM may exercise their right at the AGM by a representative with a written and signed authorization by the shareholder. The proxy in original should be sent to the company at the above address well in advance of the AGM. Representatives of a legal person must also submit a certified copy of the registration certificate or equivalent authorization documents. A proxy form is available on the company's website ([www.myfc.se](http://www.myfc.se)).

## Proposed agenda

- 1) Opening of the Meeting
- 2) Election of Chairman of the Meeting
- 3) Preparation and approval of voting list
- 4) Election of one or two attestants
- 5) Examination of whether the meeting has been duly convened
- 6) Approval of agenda
- 7) Decision on targeted share issue
- 8) Election of new board members
- 9) Decision on Board fees
- 10) Closing of the Meeting

## The Board's resolution proposal

### *7) Decision on targeted share issue*

The Board of Directors proposes that the Annual General Meeting resolves on a directed new share issue of 46,900,000 shares, which means an increase in share capital by SEK 2,742,690.306803. The following conditions shall apply to the decision.

1. The right to subscribe for the new shares shall befall H119 LTD. The reason for the deviation from the shareholders' preferential right is that H119 LTD has undertaken to secure the Company the necessary financing on favorable terms for the Company and that a directed new share issue on proposed terms to H119 LTD therefore is deemed to be the most appropriate approach to achieve the purpose of the new share issue: to obtain capital in a timely and cost-effective manner on favorable terms. The private placement is thus considered to be of benefit to the company and its shareholders.
2. SEK 0.45 is paid for each subscribed share. The basis for the subscription price is an estimated market value and a negotiation at arm's length.
3. Subscription by payment of the newly issued shares shall be made within 5 working days from the date of the issue decision to the bank account designated by the Company.
4. The Board of Directors has the right to extend the subscription period.
5. The new shares entitle to a dividend from the date the shares are entered in the share register.

The CEO, or someone appointed by the Board of Directors, shall be entitled to make the minor changes to the EGM's decisions that may be required in connection with registration with the Swedish Companies Registration Office and / or Euroclear Sweden AB.

Resolution in accordance with the Board's proposal requires support by shareholders with at least two-thirds of both the votes cast and the shares represented at the Extraordinary General Meeting.

#### *8) Election of new board members*

The Board proposes that the Board be expanded with two members who will be nominated by H119 LTD.

The resolution shall be conditional upon the general meeting resolving in accordance with the Board's proposal under item 7.

#### *9) Board fee decision*

Fees for the period until the next Annual General Meeting shall be paid at SEK [\*] each for the newly elected board members.

The resolution is conditional on the general meeting resolving in accordance with the Board's proposal under item 8.

### **Documents before the Extraordinary General Meeting**

The Board's complete proposal for decisions and other documents pursuant to the Swedish Companies Act (2005: 551) will be made available no later than two weeks before the meeting at the company at Saltmätargatan 8A in Stockholm and on the company's website [www.myfc.se](http://www.myfc.se).

Copies of the documents will be sent to the shareholders who request it and state their postal address; and will be available at the Extraordinary General Meeting.

### **Information at the Meeting**

The Board of Directors and the CEO shall, if any shareholder so requests, and the Board considers that it can be done without material harm to the company, provide information on circumstances that may affect the assessment of a matter on the agenda.

Stockholm, October 2019

myFC Holding AB (publ)

Board of Directors