



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

The shareholders of myFC Holding AB (publ), org. No. 556942-1612 ("the company"), are hereby called to an Extraordinary General Meeting on Monday July 6, 2020 at 10:00 at the company premises on Saltmätargatan 8A, 2nd floor, 113 59 Stockholm.

### Registration

Shareholders who wish to participate in the Extraordinary General Meeting must be entered in the register of shareholders kept by Euroclear Sweden AB on June 30, 2020. Shareholders who have had the nominee register their shares must temporarily register the shares in their own name with Euroclear Sweden AB. Such re-registration must be completed no later than June 30, 2020. Shareholders should therefore request, in good time before this date, the nominee to re-register the shares.

Furthermore, shareholders who wish to attend the Annual General Meeting must report this to the company by June 30, 2020. Notification of participation is made:

- by mail: myFC Holding AB (publ), Saltmätargatan 8A, 113 59 Stockholm,
- by e-mail: [ulf.henning@myfc.se](mailto:ulf.henning@myfc.se), or
- by phone: +46 70 555 35 5.

The notification must state the name / company, personal or organization number, address, telephone daytime and shareholding as well as information on possible representatives or assistants. Shareholders may bring a maximum of two assistants, provided that they are notified as above.

Shareholders represented by proxy must issue a written and dated authorization for the proxy. The authorization may not be issued earlier than one year before the date of the EGM, unless the authorization states a longer period of validity, but no longer than five years from the date of issue. The proxy in original as well as registration certificate and other authorization documents showing the authorized representative should be delivered to the company at the above address no later than June 30, 2020.

An authorization form is available on the company's website, [www.myfc.se](http://www.myfc.se).

### Covid-19 (coronavirus) measures

Due to the ongoing spread of the virus that causes covid-19 (the corona virus), the board has decided, in accordance with the Act (2020:198) on temporary exemptions to facilitate the implementation of corporate and association meetings, that shareholders should be able to exercise their voting rights via mail before the EGM.

Information on postal voting and postal voting forms will be available on the company's website, [www.myfc.se](http://www.myfc.se), for at least one week prior to the EGM.

### Proposed agenda

- 1) Opening of the EGM
- 2) Election of Chairman of the Extraordinary General Meeting
- 3) Establishment and approval of voting list
- 4) Election of one or two attestants
- 5) Examination of whether the Extraordinary General Meeting has been duly convened
- 6) Approval of agenda
- 7) Resolution on a directed new issue of shares with subscription rights covered by Chapter 16 of the Companies Act, the so-called Leo Act
- 8) Resolution on directed new share issue
- 9) Closing of the Extraordinary General Meeting

### Decision points

**Item 7 – Resolution regarding directed issue of shares with subscription rights covered by Chapter 16. the Companies Act, the**

## **so-called Leo Act**

Shareholders representing 29.2 percent of the capital and votes in the company propose that the EGM decide on a directed new share issue on the following terms.

1. The company's share capital is increased by a maximum of SEK 102,684.22 (rounded to two decimal places).
2. The number of shares is increased by a maximum of 1,755,900.
3. The subscription price per share amounts to SEK 2.
4. The right to subscribe for the new shares shall, with deviation from the shareholders' preferential rights, be directed at the following persons with the specified number of shares: Alex Guy (1,631,000 shares), Markus Hermanek (69,900 shares), Johnny Bräster (25,000 shares), Michael Glantz (10,000 shares), Ulf Henning (10,000 shares) and Sebastian Weber (10,000 shares).
5. Subscription of new shares shall be made by cash payment to the designated account no later than 13 July 2020. The Board of Directors is entitled to extend the subscription period and the time for payment.
6. The new shares entail the right to a dividend from the date the new share issue is registered with the Swedish Companies Registration Office and the shares are included in the share book kept by Euroclear Sweden AB.
7. The reason for the deviation from the shareholders' preferential rights is that the company is in need of financing and that the subscribers have declared themselves willing to invest in the company on terms for the benefit of the company. This, together with the fact that a directed share issue means lower costs and a faster process, indicates that it is in the interest of the company and the shareholders to make a new issue with deviation from the shareholders' preferential rights. The subscription price is negotiated with the subscribers.
8. The Board of Directors, or someone designated by the Board of Directors, may make the adjustments in the share issue decision that may prove necessary in connection with the registration of the new share issue with the Swedish Companies Registration Office and Euroclear Sweden AB.

This share issue is covered by the provisions of Chapter 16 in the Companies Act, the so-called Leo Act. For a resolution in accordance with the proposal, the resolution must be supported by shareholders with at least nine tenths of both the votes cast and the shares represented at the Extraordinary General Meeting.

## **Item 8 - Decision on directed share issue**

The Board of Directors proposes that the Extraordinary General Meeting resolves on a directed new share issue on the following terms.

1. The company's share capital is increased by a maximum of SEK 1,417,076.16 (rounded to two decimal numbers).
2. The number of shares is increased by a maximum of 24,232,000.
3. The subscription price per share amounts to SEK 2.
4. The right to subscribe for the new shares shall, with deviation from the shareholders' preferential rights, be directed to a limited number of pre-agreed European investors.
5. Subscription of new shares shall be made by cash payment to the designated account no later than 13 July 2020. The Board of Directors is entitled to extend the subscription period and the time for payment.
6. The new shares entail the right to a dividend from the date the new share issue is registered with the Swedish Companies Registration Office and the shares are included in the share book kept by Euroclear Sweden AB.
7. The reason for the deviation from the shareholders' preferential rights is that the company is in need of financing and that the subscribers have declared their willingness to invest in the company on terms that the company's board of directors deems to be in the interest of the company. This, together with the fact that a directed share issue means lower costs and a faster process, indicates that it is in the interest of the company and the shareholders to make a new issue with deviation from the shareholders' preferential rights. The subscription price is negotiated at arm's length with the subscribers.
8. The Board of Directors, or someone designated by the Board of Directors, may make the adjustments in the share issue decision that may prove necessary in connection with the registration of the new share issue with the Swedish Companies Registration Office and Euroclear Sweden AB.

For resolutions in accordance with the proposal, the resolution is required to be supported by shareholders with at least two-thirds of both the votes cast and the shares represented at the Annual General Meeting.

## **Documents ahead of the Annual General Meeting**

Shareholders representing 29.2 per cent of the capital and votes and the Board's complete proposal and documents pursuant to the Companies Act are available at the company and on its website, [www.myfc.se](http://www.myfc.se).

Copies of the above-mentioned documents will be sent to the shareholders who request it and state their postal address; they will also be available at the Annual General Meeting.

## **Number of shares and votes in the company**

At the time of issue of this notice, the total number of shares and votes in the company amounts to 156,741,418. The company does not hold any own shares.

## Information at the Annual General 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 matters that may affect the assessment of a topic on the agenda at the Extraordinary General Meeting.

## Processing of personal data

For information on how your personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>.

## myFC Holding AB (publ)

Stockholm, June 2020  
*Board of Directors*

### For further information, please contact:

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### About myFC

Swedish innovation company myFC offers thin, scalable fuel cells that are easy to dimension and adapt to any electric application. myFC develops hybrid technology solutions combining batteries and hydrogen-based micro fuel cells for extended usage and reduced carbon footprint. The company was founded in 2005 and was listed on NASDAQ First North Growth Market in 2014. Its headquarters are in Stockholm. For more information, visit [myFC.se](http://myFC.se)