# **NOTICE**

# **of annual general meeting in OssDsign AB (publ)**

The shareholders of OssDsign AB (publ), reg. no. 556841-7546 (the “**Company**”), are hereby invited to attend the annual general meeting to be held at 10:00 a.m. CET on Wednesday 20 May 2020 at Setterwalls Advokatbyrå’s offices at address Sturegatan 10 in Stockholm.

## **Notice**

Shareholders wishing to participate at the meeting must be entered in the shareholders’ register, kept by Euroclear Sweden AB (the Swedish Central Securities Depository & Clearing Organisation), on the record day which is Thursday 14 May 2020, and notify the Company of their attendance and any assistant no later than Thursday 14 May 2020. Notification can be made via letter to OssDsign AB, Attn: Claes Lindblad, Virdings Allé 2, SE-754 50 Uppsala, Sweden or by e-mail to c.lindblad@ossdsign.com.

Notification shall include full name, personal identification number or corporate registration number, address and daytime telephone number and, where appropriate, information about representative, proxy and assistants. The number of assistants may not be more than two. In order to facilitate entry to the meeting, notification should, where appropriate, be accompanied by powers of attorney, registration certificates and other documents of authority.

## **Special arrangements because of the risk for spread of the virus COVID-19 (coronavirus)**

The board of directors has, in light of continued spread of the coronavirus, resolved to implement certain precautionary measures for the annual general meeting.

Due to the board of directors’ resolution, no food or beverage will be served in connection with the annual general meeting, no statement will be made by the CEO, the number of non-shareholders present at the meeting will be limited, and the timeframe for the annual general meeting will be kept a minimum, without restricting the shareholders’ rights. As supported by the special application of rules issued by the Swedish Corporate Governance Board, the board members and CEO will also consider not to attend the annual general meeting in person.

In light of the authorities’ recommendations and for shareholders who are concerned about the coronavirus outbreak, the shareholders are asked to carefully consider the possibility not to attend the meeting in person and instead attend by proxy. A temporary change of law enables the Company to collect proxies from shareholders and to allow postal voting. The board of directors intends to apply the possibility of proxy collection. More information regarding this procedure will be held available on the Company’s website, [www.ossdsign.com](http://www.ossdsign.com).

## **Nominee registered shares**

Shareholders who have their shares registered in the name of a nominee must request temporary entry in the transcription of the share register kept by Euroclear Sweden AB in order to be entitled to participate and vote for their shares at the meeting. The shareholder must inform the nominee well in advance of Thursday 14 May 2020, at which time the register entry must have been made.

**Proxy**

## A shareholder represented by proxy shall issue a power of attorney which shall be dated and signed by the shareholder. If issued by a legal entity, the power of attorney shall be accompanied by registration certificate or, if not applicable, equivalent documents of authority. Power of attorney forms for those shareholders wishing to participate by proxy are available on the Company’s website www.ossdsign.com. The original version of the power of attorney shall also be presented at the meeting.

## **Processing of personal data**

For information regarding how your personal data is processed in connection with the annual general meeting, please refer to the privacy policy on Euroclear Sweden AB’s website, <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

## **Proposed agenda**

1. Opening of the meeting and election of chairman of the meeting
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Election of one or two persons to approve the minutes of the meeting
5. Determination of whether the meeting has been duly convened
6. Presentation of the annual report and the auditor’s report, and the consolidated financial statements and the auditor’s report on the consolidated financial statements
7. Resolution in respect of the adoption of the profit and loss statement and the balance sheet as well as of the consolidated profit and loss statement and the consolidated balance sheet
8. Resolution in respect of the allocation of the Company’s result in accordance with the adopted balance sheet
9. Resolution in respect of discharge from liability for the board members and the managing director
10. Determination of the number of board members and auditors
11. Determination of fees for the board members and the auditors
12. Election of board members and auditor
13. Resolution on an authorization for the board of directors to resolve upon capital increases
14. Resolution on changes to the articles of association by introducing a provision on the collection of proxy forms and postal voting
15. Resolution on changes to the articles of association regarding the prerequisites for participating in shareholders’ meetings
16. Closing of the meeting

## **The nomination committee’s proposed resolutions**

The nomination committee is composed of the chairman of the board of directors of the Company (i.e. Simon Cartmell), Viktor Drvota (appointed by Karolinska Development), Tommy Nilsson (appointed by Fouriertransform) and Filip Petersson (appointed by SEB). The nomination committee has presented the following proposed resolutions in relation to items 1 and 10-12 in the proposed agenda. The nomination committee has found no reason to present any proposal for the amendment of the principles for the appointment of and instructions concerning a nomination committee, adopted at the extraordinary general meeting held on 7 March 2019 and applicable until otherwise decided by the general meeting.

**Item 1**

Olof Reinholdsson (lawyer at Setterwalls Advokatbyrå) is proposed as chairman of the meeting.

**Items 10-12**

The board of directors today consists of the following five (5) ordinary members without deputy members: Simon Cartmell (chairman), Anders Qvarnström, Håkan Engqvist, Newton Aguiar and Viktor Drvota. It is proposed that the board of directors shall consist of five (5) ordinary members without deputy members until the end of the next annual general meeting. Furthermore, it is proposed that a registered accounting firm shall be elected as auditor.

It is proposed that the fees payable to the board of directors for the period until the end of the next annual general meeting shall remain unchanged, and amount to a total of SEK 600,000 out of which SEK 300,000 shall be paid to the chairman and SEK 150,000 to each of the other ordinary members who do not represent any founder or institutional investor.

It is proposed that the Company’s auditor shall be paid in accordance with approved invoices.

All current board members are proposed to be re-elected until the end of the next annual general meeting. Furthermore, Simon Cartmell is proposed to be re-elected as chairman of the board of directors. Information regarding the proposed board members’ principal education and work experience, any work performed for the Company and any other significant professional commitments etc. is kept available on the Company’s website at www.ossdsign.com.

The accounting firm KPMG AB is proposed to be re-elected as auditor. The accounting firm has informed the Company that Per Hammar will be the principally responsible auditor.

## **The board of directors’ proposed resolutions**

**Item 8**

The board of directors proposes that the Company’s result shall be carried forward in new account and that no dividend shall be paid for the financial year 2019.

**Item 13**

The board of directors proposes that the general meeting resolves on an authorization for the board of directors to – for the period up to the next annual general meeting, with or without deviation from the shareholders’ preferential rights and at one or more occasions – resolve upon issuance of new shares, warrants and/or convertible debentures. Payment may be made in cash, in kind, through set-off of claims or otherwise be conditional. The Company’s share capital may by support of the authorization be increased by an amount corresponding to not more than 20 per cent of the share capital after such issue(s). Deviation from the shareholders’ preferential rights shall be allowed in situations where a directed issue is deemed more appropriate for the Company due to timing, commercial or similar reasons, and in order to enable acquisitions.

The chairman of the board of directors, the managing director, or anyone authorized by the board of directors, shall have the right to make any minor adjustments required in order to register this resolution.

The resolution under item 13 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.

**Item 14**

The board of directors proposes that the general meeting resolves on changes to the articles of association by introducing a new provision (a new section 9, whereby the current sections 9 and 10 become sections 10 and 11) allowing the board of directors to collect proxy forms at the Company’s expense and, prior to a general meeting, resolve that shareholders shall have the option to exercise their voting rights by means of postal voting, pursuant to the procedure stated in the Swedish Companies Act, with the heading “Collection of proxy forms and postal voting”, and with the following wording: “The board of directors may collect proxies at the company’s expense pursuant to the procedure stated in Chapter 7, section 4, second paragraph of the Swedish Companies Act. The board of directors may also, prior to a general meeting, resolve that shareholders shall have the option to exercise their voting rights by means of postal voting pursuant to the procedure stated in Chapter 7, section 4 a, second paragraph of the Swedish Companies Act”.

The chairman of the board of directors, the managing director or a person appointed by the board of directors shall be authorised to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office.

The resolution under item 14 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.

**Item 15**

The following change to the articles of association is proposed by reason of the right to participate at the general meeting being regulated by the Swedish Companies Act (2005: 551) and therefore does not need to be part of the articles of association, and that an expected legislative change in 2020 will lead to the current wording being contrary to law. The board of directors proposes to change the prerequisites for participating in shareholders’ meetings in the articles of association (§ 7), whereby the following wording in § 7, second paragraph is changed: “Shareholders wishing to participate in general meetings must be listed as shareholders in a printout or other presentation of the entire share register reflecting the circumstances five weekdays before the general meeting and notify the company no later than the date specified in the notice of the general meeting. The last mentioned date may not be a Sunday, other public holiday, Saturday, Midsummer’s Eve, Christmas Eve or New Year’s Eve and may not occur earlier than the fifth weekday before the general meeting.” It is proposed that said provision is changed to the following new wording: “Shareholders wishing to participate in general meetings must notify the company no later than the date specified in the notice of the general meeting.”

The chairman of the board of directors, the managing director or a person appointed by the board of directors shall be authorised to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office.

The resolution under item 15 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.

**Number of shares and votes in the Company**

The total number of shares and votes in the Company at the time of issuance of this notice is 17,733,168. The Company does not hold any of its own shares.

**Shareholders’ right to request information**

Pursuant to Chapter 7 section 32 of the Swedish Companies Act (*Sw*. aktiebolagslagen (2005:551)) the board of directors and the managing director are under a duty to, if any shareholder so requests and the board of directors deems that it can be made without material damage to the Company, provide information, regarding circumstances which may affect the assessment of a matter on the agenda or of the Company’s economic situation. Such duty to provide information also comprises the Company’s relation to the other group companies, the consolidated financial statements and such circumstances regarding subsidiaries which are set out in the foregoing sentence.

**Documentation**

The financial accounts, auditor’s report, complete proposals and other documents to be dealt with at the general meeting will be kept available at the Company’s office not later than three weeks before the meeting. The documents will be sent free of charge to shareholders who so request and state their postal address. The documents will also be made available not later than the aforementioned date on the Company’s website www.ossdsign.com. All the above mentioned documents will also be presented at the general meeting.

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April 2020

The board of directors