

*The text in English is an unofficial translation of the Swedish original wording. If there are differences between the English translation and the Swedish original, the Swedish text will take precedence*

***Axactor AB (publ) has received a request to call for an extraordinary general meeting from the following shareholders: : Banca Sistema S.P.A, Diradi S.r.l, Vardfjell AS, Gvøpseborg AS, Latino Invest AS, Fryden AS, Alpette AS, Andres Lopez Sanchez, David Martin Ibeas and Stefano Inguscio, who together represent more than 10 per cent. of the shares and the voting rights in the company.***

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

Axactor AB (publ), corporate identity number 556227-8043, (the "Company"), will hold an extraordinary general meeting ("EGM") on January 20, 2017 at 11:00 (CET) at MAQS Attorneys Stockholm, Master Samuelsgatan 20, Stockholm, Sweden. Registration starts at 10:30 (CET).

### **Right to attend and notification to the Company**

Those who wish to participate in the EGM must

- be recorded as shareholders in the Euroclear Sweden AB share register on Friday, January 13, 2017 (the record date is Saturday, January 14, 2017), and
- notify their intention to participate to the Company no later than 16 January 2017 preferably before 1600 (CET).

Notification of participation must be made via email to: [mark.kristoffersson@maqs.com](mailto:mark.kristoffersson@maqs.com) or postal mail to MAQS Advokatbyrå, Axactor Extra Bolagstämma 2017, Box 7009, SE 103 86 Stockholm, Sweden or by fax +4684070910. The notification should include the shareholder's name, personal or corporate identity number, address and mobile phone number and number of shares owned. Shareholders may bring one or two assistants, provided that the shareholder does advance notice of this, as has been indicated in the foregoing.

### **Shareholding in the name of a nominee – Nominee registered shares**

To be entitled to participate in the EGM, the shares that are registered in the name of a nominee must be temporarily registered in their own name with the help of the nominee, so that he/she/the company is officially registered in the Euroclear Sweden AB share register by Friday, 13 January 2017. Such registration may be temporary.

### **Shareholdings registered in VPS**

Shareholders who are registered in the Norwegian VPS register must in order to be entitled vote in the EGM request a temporary entry as shareholders in the Euroclear Sweden AB share register. Shareholders who wish to attend the EGM must notify DnB by mail to DnB Verdipapirservice, PO Box 1600 Sentrum, 0021 Oslo or by e-mail to [vote@dnb.no](mailto:vote@dnb.no), no later than noon 12:00 (CET) on 10 January 2017 so that DNB can ensure an entry is made in the Euroclear Sweden AB share register until Friday, January 13, 2017 when such registration must be executed. After the EGM DnB will procure that the shares are re-registered in the Norwegian VPS registry.

Those who are represented by proxy shall issue a written and dated power of attorney. If the proxy is issued by a legal entity, a certified copy of the registration certificate for the legal entity. The power of attorney and the registration certificate may not be issued earlier than one year before the date of the meeting, with the exception of the power of attorney specifies a longer

period, up to a maximum of five years. Original power of attorney and any registration certificate must be available at the meeting and should, in advance of the meeting sent to the Company at the address above. Proxy forms are available on the Company's website, axactor.com at the latest by 30 December 2016 and the company can send such proxy form to shareholders that wish to receive proxy-form by post or email.

### **Shares**

The Company has at the time of notice a total of 1,176,488,769 shares. The number of votes amounts to 1,176,488 769. However, there is an ongoing registration of a new issue of 50 million new shares, which is expected to be registered at the time of the EGM.

The company holds at the time of the notice no own shares.

### **Proposed Agenda**

1. Opening of the meeting.
2. Election of Chairman of the Meeting.
3. Preparation and approval of voting list.
4. Approval of the agenda.
5. Election of one or two minutes.
6. Determination of whether the Meeting has been duly convened.
7. Determination of the number of directors and deputy directors
8. Election of the Board.
9. Resolution on the new nomination.
10. Closing of the Meeting.

### **Proposition for resolution**

On December 21, 2016 the Board received a request of shareholders owning at least one tenth of the shares and votes in Axactor AB ( "Requesting Shareholders") by which they request that the Board convenes an extraordinary general meeting to elect a new Board and new nomination.

#### **Item 2. Election of Chairman of the Meeting**

Requesting Shareholders proposes that Patrik Essehorn is elected chairman of the meeting.

#### **Item 7, Determination of the number of directors and deputy directors**

Requesting Shareholders propose to the Board of Directors until the end of the next AGM shall be composed of not more than five members and no deputies to be appointed.

#### **Item 8, Election of Directors**

Requesting Shareholders proposes that current Board members be dismissed and that the Extraordinary General Meeting elects new board. Requesting shareholder proposal for the Board of Directors and information on the proposed members will be published before the EGM.

#### **Item 9, decision on the Nominating Committee**

The Requesting Shareholders propose that the current nominating committee is dismissed and that a Nomination Committee consisting of three members shall be appointed in accordance with company policy regarding corporate governance. The requesting shareholders propose that the following persons are selected to be included in the new nomination committee:

Jarle Sjo, born April 8, 1968, Norwegian citizen  
Are Dragesund, born August 16, 1975, Norwegian citizen

Magnus Tvenge, born November 5, 1979, Norwegian citizen

The nomination committee shall be in office until a new nomination committee is elected.

**Other**

Shareholders are reminded of their right to request information pursuant to Chapter 7. section 32 of the Companies Act. The Board and the CEO shall, if any shareholder so requests and the Board believes that it can be done without material harm to the company, provide information regarding circumstances that may affect the assessment of a matter on the agenda.

The notice and other documents are available at the Company at the Company's office at Hovslagargatan 5B, BV, 111 48 Stockholm, and on the company website [axactor.com](http://axactor.com). The documents can be sent to shareholders who so request and state their postal address, and will also be available at the EGM. The documents will be presented at the EGM.

Stockholm in December 2016  
Axactor AB (publ)  
Board of Directors