



## **NOTICE OF EXTRAORDINARY GENERAL MEETING OF FASTPARTNER AB (PUBL)**

The shareholders of Fastpartner AB (publ) (the "Company") are hereby summoned to an extraordinary general meeting (the "General Meeting") on Monday 25 November 2019 at 10.00, Helio - Konferens, T-House, Engelbrektsplan 1, Stockholm.

### **Registration and application**

Shareholders who wish to participate in the General Meeting must:

- be included as shareholders in the share register kept by Euroclear Sweden AB no later than Tuesday 19 November 2019; and
- notify their attendance at the General Meeting to the Company no later than Tuesday 19 November 2019; by mail: Fastpartner AB (publ), Box 55625, SE-102 14 Stockholm, Sweden, by telephone: 08-402 34 60 or by email: [info@fastpartner.se](mailto:info@fastpartner.se).

The notification of attendance shall include name, address, telephone number daytime, personal identity or corporate registration number and shareholding. The shareholder and its representatives are entitled to bring no more than two assistants. Notification of the number of assistants attending shall be made in the same way as the notification of the shareholder's attendance. The information provided when notifying of attendance will be processed and used only for the General Meeting.

### **Trustee-registered shares**

Those shareholders who has registered the shares with a bank or another trustee must, in order to be entitled to attend the General Meeting, temporary register the shares for voting in its own name. In order for the registration to be included in the share register Tuesday 19 November 2019, shareholders must in good time before this day request that the trustee effectuate such registration.

### **Representatives**

Those shareholders who wish to be represented by representatives at the General Meeting must issue a written and dated power of attorney to the representatives. Representatives who represent legal persons shall at the General Meeting display power of attorneys, registration certificates and other authorisation documents. A power of attorney form is available for downloading via [www.fastpartner.se](http://www.fastpartner.se) and are sent to those shareholders who request it and state their postal address.

### **Procession of personal data**

Shareholders' personal data collected from the share register, notification of attendance at the General Meeting and data in relation to representatives and assistants will be used for registration, drawing up of voting register and, where applicable, minutes of the General Meeting. The personal data is processed in accordance with the General Data Protection Regulation (GDPR).

For additional information on the Company's processing of personal data and your rights, see the Company's information on processing of shareholder personal data on the Company's website <https://fastpartner.se/om-fastpartner/personuppgiftspolicy/>.

### **Number of shares and votes**

The total number of shares in the Company is, at the time of this notice, 186,926,133 of which 181,233,636 are common shares (1 vote per share) and 5,692,497 are preference shares (1/10 share per preference share). The total number of votes amounts to 181,802,885.7. Currently 333,636 shares, of which all are

common shares corresponding to 333,636 votes, of the total number of shares in the Company are reacquired shares which cannot be represented at the General Meeting.

### **Proposed agenda**

1. Opening of the General Meeting
2. Election of the chairman of the General Meeting
3. Preparation and approval of the voting register
4. Approval of the agenda
5. Election of one or two persons to attest the minutes
6. Determination of whether the General Meeting has been duly convened
7. Resolution on amendment of the articles of association
8. Resolution on authorisation for the board of directors to issue new common shares of series D
9. Closing of the General Meeting

### **Resolution proposals**

#### **Item 2, election of the chairman of the General Meeting**

The board of directors proposes that the General Meeting shall appoint Peter Carlsson to be the chairman of the General Meeting.

#### **Item 7, resolution on amendment of the articles**

The board of directors proposes that the General Meeting shall resolve to amend the Company's articles of association with the purpose to introduce a new class of shares, common shares of series D, and to enable the authorisation for the board of directors to issue common shares of series D as proposed under item 8 below. The board of directors proposes, *inter alia*, that the following amendments are made to § 5 of the articles of association:

#### ***Amended paragraphs***

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#### **Current wording**

##### **5.1 Number of shares and classes of shares**

The number of shares shall be not less than 150,000,000 and not more than 600,000,000. Two classes of shares may be issued, common shares and preference shares. Common shares and preference shares may be issued up to an amount equal to hundred (100) per cent. of the share capital. Each common share carries one (1) vote. Preference share carries one-tenth vote.

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#### **Proposed wording**

##### **5.1 Number of shares and classes of shares**

The number of shares shall be not less than 150,000,000 and not more than 600,000,000. Three classes of shares may be issued, common shares of series A, common shares of series D and preference shares. Common shares of series A, common shares of series D and preference shares may be issued up to an amount equal to hundred (100) per cent. of the share capital. Each common share of series A carries one (1) vote. Each common share of series D and each preference share carries one-tenth (1/10) vote.

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#### **Current wording**

##### **5.3 Share issues**

An increase in share capital through a bonus issue may only occur through the issuance of common shares. Only common shares shall entitle to the new shares. The bonus shares shall be distributed amongst holders of common shares in relation to the number of common shares owned before.

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**Proposed wording**

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**5.4 Share issues**

An increase in share capital through a bonus issue may only occur through the issuance of common shares of series A. Only common shares of series A shall entitle to the new shares. The bonus shares shall be distributed amongst holders of common shares of series A in relation to the number of common shares of series A owned before by such shareholders. The foregoing shall not impose any restriction in the possibility of, through a bonus issue after requisite change of the articles of association, issue shares of a new class.

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**Current wording**

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**5.5 Dissolution of the company**

Upon dissolution of the company, the preference shares will entitle the holder to receive from the company's remaining assets an amount per share that is calculated as the sum of SEK hundred (100) and any Outstanding Amount in accordance with section 5.2 (including any accrued Indexation Amount on the Outstanding Amount) before any distributions are made to the owners of the common shares. The preference shares shall otherwise not entitle the holder to any share of distribution.

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**Proposed wording**

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**5.6 Dissolution of the company**

Upon dissolution of the company, the preference shares will entitle the holder to receive from the company's remaining assets an amount per share that is calculated as the sum of SEK hundred (100) and any Outstanding Amount in accordance with section 5.3 (including any accrued Indexation Amount on the Outstanding Amount) before any distributions are made to the owners of the common shares. The preference shares shall otherwise not entitle the holder to any share of distribution.

Upon dissolution of the company, all common shares shall have the same right to the company's distribution proceeds. However, common shares of series D shall only be entitled to the volume-weighted average price that has been paid for each common share of series D at the time of subscription of such share. The common shares of series D shall not otherwise carry any entitlement to a share of distribution.

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***New paragraph introduced***

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**Proposed wording**

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**5.2 Profit distribution on common shares**

All common shares shall have the right to dividend without preferential rights in relation to each other.

If dividend on the common shares is declared the following shall apply:

- Common share of series A is entitled to dividend.
- Common share of series D is entitled to five (5) times the total dividend on common share of series A, however, not more than SEK five (5.00) per share and year.

If dividend on common share of series D is lower than SEK five (5.00), the dividend cap of SEK five (5.00) shall be increased so that the amount corresponding to the difference between the dividend cap of SEK five (5.00) and the actual amount paid per year may be distributed at a later date if sufficient dividend on the common shares is resolved, upon which the dividend cap shall return to SEK five (5.00).

Disbursement of dividend relating to common shares of series A shall be made in a single payment, in two (2) equal partial payments, in which case the record dates for payment of dividend shall be the last Business Day (as defined below) in April and October or in four (4) equal partial payments, in which case the record dates for payment of dividend shall be the last Business Day in April, July, October and January.

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Disbursement of any dividend relating to common shares of series D shall be made in four (4) equal partial payments. Record dates for payment of dividend shall be the last Business Day in April, July, October and January.

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In addition to the above-mentioned proposed amendments to § 5 of the articles of association, certain consequential changes are also proposed by reason of the above, such as new paragraph numbering in § 5 given the new paragraph 5.2 and that when references are made to “common shares” it is specified throughout the document if reference is made to common shares of class A or D.

For a valid resolution pursuant to this item 7, the resolution requires support by shareholders representing at least two-thirds (2/3) of both the votes cast and the shares represented at the General Meeting.

**Item 8, resolution on authorisation for the board of directors to issue new common shares of series D**

The board of directors proposes that the General Meeting resolves to authorise the board of directors to, on one or more occasions before the annual general meeting 2020, with or without deviation from the shareholders’ preferential rights, resolve on increasing the Company’s share capital by new issues of in total not more than 16,000,000 ordinary shares of series D against payment in cash, with provisions of payment in kind or set-off of claims or other conditions.

The purpose of the authorisation and the possibility to deviate from the shareholders’ preferential rights is to enable the Company to, in accordance with an accelerated timetable, raise funds as part of the Company’s efforts to increase the Company’s credit rating and to continue its growth, *inter alia*, through acquisitions and investments in existing portfolio.

If issue of shares is carried out with deviation from the shareholders’ preferential rights, the issue shall be made at market terms and conditions, taking into account any discount on market terms.

The board of directors, or a person appointed by the board of directors, is authorised to make such minor adjustments to the resolution as may be required in connection with registration of the resolution with the Swedish Companies Registration Office.

For a valid resolution pursuant to this item 8, the resolution requires support by shareholders representing at least two-thirds (2/3) of both the votes cast and the shares represented at the General Meeting.

**Shareholders’ right to information**

The board of directors and the managing director shall according to the Swedish Companies Act, at the request by a shareholder and provided that it can be done without material damage to the Company, at the General Meeting disclose information regarding conditions that may affect the assessment of a matter on the agenda.

**Other matters**

Documents to be provided before the General Meeting according to the Swedish Companies Act will be available no later than three weeks before the General Meeting at the Company’s office, Sturegatan 38, Stockholm and at the Company’s website: [www.fastpartner.se](http://www.fastpartner.se). The documents will be sent to shareholder who request it and state their postal address and will also be available at the General Meeting.

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Stockholm in October 2019  
Fastpartner AB (publ)  
The Board of Directors

Stockholm, 24 October 2019

**For further information, please contact:**

Daniel Gerlach, CFO, Fastpartner AB (publ)  
Tel: 08 – 402 34 63

or visit [www.fastpartner.se](http://www.fastpartner.se)

*The information was submitted for publication on 24 October 2019 at 09:55.*