

## **NOTICE OF EXTRAORDINARY GENERAL MEETING IN EDGEWARE AB (PUBL)**

**The shareholders in Edgeware AB (publ), reg. no. 556691-7554, with registered office in Stockholm, Sweden, are hereby summoned to an Extraordinary General Meeting on Monday, January 25, 2021.**

Due to the extraordinary situation as a result of Covid-19, the Meeting will be held in a different way than usually. In order to reduce the risk of spreading the new coronavirus and having regard to the authorities' regulations and advice on avoiding public gatherings, the Meeting will be carried out through advance voting (postal voting) pursuant to temporary legislation. No Meeting with the possibility to attend in person or to be represented by a proxy will take place, i.e. the Meeting will be held without physical presence.

### **Questions**

Since no Meeting with the opportunity to attend in person or by proxy will be held, there will be no opportunity to ask questions at the Meeting. Questions can instead be sent in advance by post to the Company at Edgeware AB, Mäster Samuelsgatan 42, 111 57 Stockholm or via e-mail to richard.berg@edgeware.tv, no later than on Friday, January 15, 2021. The questions will be answered and published no later than on Wednesday, January 20, 2021. The questions and the answers will be available at the Company at Mäster Samuelsgatan 42 in Stockholm and on the Company's website, www.edgeware.tv and will be sent to the shareholder if the shareholder's address is known or has been provided by the shareholder along with the question.

Information on the resolutions passed at the Meeting will be published on Monday, January 25, 2021, as soon as the result of the advance voting has been finally confirmed.

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

Shareholders wishing to attend the Meeting through advance voting must:

- be entered as a shareholder in the share register kept by Euroclear Sweden AB no later than on Friday, January 15, 2021, and
- notify by casting its advance vote in accordance with the instructions under the heading *Advance voting* below so that the advance voting form is received by the Company no later than on Friday, January 22, 2021.

### **Advance voting**

The shareholders may exercise their voting rights at the Meeting only by voting in advance, so-called postal voting in accordance with Section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for advance voting. The form is available on the Company's website, www.edgeware.tv. The advance voting form is considered as the notification of participation.

The completed voting form must be received by the Company no later than on Friday, January 22, 2021. The form shall in due time be submitted to Edgeware AB, Mäster Samuelsgatan 42, 111 57 Stockholm, or via e-mail to [richard.berg@edgeware.tv](mailto:richard.berg@edgeware.tv). The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the advance vote in its entirety) is invalid.

In the advance voting form, shareholders can request that a resolution in one or some of the items on the proposed agenda below are deferred to a so-called continued general meeting, which must not solely be an advance voting meeting. Such continued general meeting to decide on a particular matter shall take place if the Meeting decides on it or if shareholders of at least one tenth of all shares in the Company requests it.

If the shareholder votes in advance by proxy, a signed and dated power of attorney in writing shall be enclosed to the form. Forms of power-of-attorney in Swedish and English are available on the Company's website, [www.edgeware.tv](http://www.edgeware.tv). A power-of-attorney may also be obtained at the Company on address above. If the power-of-attorney is issued by a legal entity, a verified copy of the registration certificate or an equivalent authority document for the legal entity must be appended to the advance voting form. The power-of-attorney and the registration certificate may not be older than one year. However, a longer period of validity may be specified on the power-of-attorney (although no longer than five years from the date of issue). Further instructions and conditions are included in the advance voting form.

For questions about the Meeting or to have the advance voting form or any power-of-attorney sent by post, please contact the Company on the address above.

#### **Nominee shares**

Shareholders, whose shares have been registered in the name of a bank or other trust department, must no later than on Tuesday, January 19, 2021 re-register their shares in their own names with Euroclear Sweden AB in order to be entitled to participate in the Meeting. Shareholders wishing such re-registration must inform their nominee well in advance of named day. Such re-registration may be temporary. Please see below for more information on how your personal data is processed.

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

There are, as of the day of this notice, 30,043,008 shares in the Company. As of the day of this notice, the Company holds no own shares.

#### **Proposed agenda**

1. Election of Chair of the Meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two persons who shall approve the minutes of the Meeting.
5. Determination of whether the Meeting has been duly convened.
6. Determination of the number of members of the Board of Directors.
7. Determination of fees for members of the Board of Directors.
8. Election of the members and the Chair of the Board of Directors

Members of the Board of Directors

8.1 Hernán Scapusio Vinent

8.2 Mónica Rayo Moragón

8.3 Josep Maria Echarri Chair of the Board of Directors

8.4 Hernán Scapusio Vinent

9. Closing of the Meeting.

**Election of Chair of the Meeting (Item 1)**

The Board of Directors proposes that attorney-at-law Ebba Werkell is elected as Chair of the Meeting, or if Ebba Werkell is prevented from attending, the person the Board of Directors proposes instead.

**Preparation and approval of voting list (Item 2)**

The voting register proposed to be approved is the voting list drawn up by Company, based on the share register and received advance votes, and verified and approved by the person approving the minutes.

**Election of one or two persons who shall approve the minutes of the Meeting (Item 4)**

Attorney-at-law Marcus Nivinger, representant for Agile Content, S.A., or if he is prevented, the person instead appointed by the Board of Directors, is proposed to be elected to approve the minutes of the Meeting together with the Chair. The task of approving the minutes of the Meeting also includes verifying the voting list and that the advance votes received are correctly stated in the minutes of the Meeting.

**Determination of the number of members of the Board of Directors, fees to the Board of Directors, and election of the members and the Chair of the Board of Directors (Item 6, 7 and 8)**

The Company's majority shareholder, after completing the public takeover offer, Agile Content, S.A. proposes that:

- The number of members of the Board of Directors shall be three (3) with no deputy members (item 6).
- No fees shall be paid to the members of the Board of Directors (item 7).
- Hernán Scapusio Vinent, Mónica Rayo Moragón and Josep Maria Echarri are elected as members of the Board of Directors, all until the end of the next annual general meeting (item 8.1-8.3).
- Hernán Scapusio Vinent is proposed as the Chair of the Board of Directors until the end of the next annual general meeting (item 8.4).

**Processing of personal data**

For information on how your personal data is processed, see the integrity policy that is available at Euroclear Sweden AB's website [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

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## Documents

Documents in accordance with the Swedish Companies Act (2005:551) will not later than on January 4, 2021 be held available at the Company's office at Mäster Samuelsgatan 42, 111 57 Stockholm, Sweden, and will be sent to the shareholders who so request and inform the Company of their postal address.

Stockholm, December 2020

**Edgeware AB (publ)**

*The Board of Directors*

**For more information, please contact:**

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**Annika Norin**

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**About Edgeware**

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Edgeware supplies operators and content providers with systems to deliver modern TV services over the Internet at a huge scale. Edgeware's unique technology provides an outstanding viewing experience that allows its customers to retain control of their content. Edgeware has more than 200 customers and is headquartered in Stockholm, Sweden, with staff across Europe, Asia and the Americas. For more information, please visit <https://corporate.edgeware.tv>

**Attachments**

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[Notice of Extraordinary General Meeting in Edgeware AB \(publ\)](#)