

# Press Release

Stockholm February 8, 2023

## NOTICE OF ANNUAL GENERAL MEETING IN FRISQ HOLDING AB (PUBLIKEN)

The shareholders of FRISQ Holding AB (publ), reg. no. 556959-2867, (the "Company") are hereby invited to the annual general meeting on Friday 10 March 2023 at 13:30 CET at Baker & McKenzie's premises on Vasagatan 7 in Stockholm.

### Right to attend and notification

Shareholders who wish to attend the annual general meeting must:

- i. on the record date, which is Thursday 2 March 2023, be registered in the share register maintained by Euroclear Sweden AB; and
- ii. notify the company of their participation and any assistants (no more than two) in the annual general meeting no later than Monday 6 March 2023. The notification shall be in writing to the address Frisq Holding AB (publ), Attn: Thomas Edlund, Lästmakargatan 20, 111 44 Stockholm or via e-mail: [bolagsstamma@frisqholding.se](mailto:bolagsstamma@frisqholding.se). The notification should state the name, personal/corporate identity number, shareholding, share classes address and telephone number and, when applicable, information about representatives, counsels and assistants. When applicable, complete authorization documents, such as registration certificates and powers of attorney for representatives and assistants, should be appended the notification.

### Nominee shares

Shareholders, whose shares are registered in the name of a bank or other nominee, must temporarily register their shares in their own name with Euroclear Sweden AB in order to be entitled to participate in the general meeting. Such registration, which normally is processed in a few days, must be completed no later than Thursday 2 March 2023 and should therefore be requested from the nominee well before this date. Voting registration requested by a shareholder in such time that the registration has been made by the relevant nominee no later than on Monday 6 March 2023 will be considered in the preparation of the share register.

### Proxy etc.

Shareholders represented by proxy shall issue dated and signed power of attorney for the proxy. If the proxy is issued by a legal entity, attested copies of the certificate of registration or equivalent authorization documents, evidencing the authority to issue the proxy, shall be enclosed. The proxy must not be more than one year old, however, the proxy may be older if it is stated that it is valid for a longer term, maximum five years. A copy of the proxy in original and, where applicable, the registration certificate, should in order to facilitate the entrance to the general meeting, be submitted to the Company by mail at the address set forth above and at the Company's disposal no later than on 6 March 2023. The proxy in original and, when applicable, the certificate of registration must be presented at the general meeting. Certificate of proxies are also accepted. A proxy form will be available on the Company's website, [www.frisqholding.se](http://www.frisqholding.se), and will also be sent to shareholders who so request and inform the Company of their postal address.

## Draft agenda

1. Opening of the meeting
2. Election of chair of the meeting
3. Preparation and approval of voting list
4. Election of one or two persons to certify the minutes
5. Question whether the general meeting has been duly convened
6. Approval of the agenda
7. Presentation of the annual report and the auditors' report and the group annual report and the group auditor's report
8. Resolutions regarding:
  - a. adoption of income statement and balance sheet and the group income statement and the group balance sheet,
  - b. decision regarding the profit or loss of the company in accordance with the adopted balance sheet, and
  - c. discharge from liability of the board of directors and the managing director.
9. Determination of fees to the board of directors and to the auditors
10. Determination of the number of directors and auditors
11. Election of the board of directors and auditors
12. Resolution regarding adoption of new articles of association
13. Resolution regarding approval of the acquisition of all shares in NoseOption AB
14. Resolution regarding authorisation for the board to resolve on issuances of shares and warrants
15. Resolution to issue warrants
16. Resolution to issue shares
17. Closing of the meeting

## Proposed resolutions

### Item 2: Election of chair of the meeting

The board of directors proposes that attorney-at-law Carl Svernlöv at Baker & McKenzie Advokatbyrå is appointed as chair of the general meeting.

### Item 8.b: Resolution regarding decision regarding the profit or loss of the Company in accordance with the adopted balance sheet

The board of directors proposes that all funds available for the annual general meeting shall be carried forward.

### Item 9-11: Determination of fees to the board of directors and to the auditors, determination of the number of directors and auditors, and election of the board of directors and auditors

It is proposed that the board of directors shall comprise of five directors without deputies. The number of auditors shall be one registered audit firm.

It is proposed that the remuneration to the directors of the board shall amount to a total of SEK 240,000, and shall be paid to the directors of the board in the following amounts:

- SEK 0 for each of the non-employee directors and SEK 240,000 to the chairman

It is proposed that remuneration to the auditor is to be paid according to approved invoice.

It is proposed election of the directors Adrian Liljefors, Anders Håkansson, Dan Josefsberg, Dan Mangell and Tomas Ludvigsson. Furthermore, Dan Josefsberg is proposed to be elected as chair of the board of directors.

It is proposed re-election of the registered audit firm Mazars AB for the period until the end of the annual general meeting 2024. Mazars AB has announced its appointment of Samuel Bjälkemo as new main responsible auditor.

Further information regarding the directors proposed for election is available at the Company's website, [www.frisqholding.se](http://www.frisqholding.se) and will also be included in the annual report for 2023.

#### **Item 12: Resolution regarding adoption of new articles of association**

The board of directors of the Company proposes that the annual general meeting resolves to amend the Company's articles of association as follows:

It is proposed to change the Company's name from Frisq Holding AB to Nosa Med AB (publ). The articles of association, 1 §, will thereby have the following wording:

"Bolagets företagsnamn är Nosa Med AB (publ).  
The name of the company is Nosa Med AB (publ)."

It is proposed to amend the object of the Company. The articles of association, 3 §, will thereby have the following wording:

"Bolagets verksamhet ska vara att, direkt eller indirekt, via hel- eller delägda bolag, utveckla och sälja medicintekniska produkter och personlig skyddsutrustning samt äga och förvalta värdepapper. Bolaget ska även idka därmed förenlig verksamhet.

The company shall, directly or indirectly through wholly or part owned subsidiaries, develop and sell medical technology products and personal safety equipment, as well as own and manage securities. The company shall also conduct other business compatible therewith."

It is proposed to amend the limits for the share capital in the articles of association from not less than SEK 2,395,000 and at most SK 9,580,000 to not less than SEK 3,300,000 and note more than SEK 13,200,000. The articles of association, 4 §, will thereby have the following wording:

"Aktiekapitalet ska vara lägst 3 300 000 och högst 13 200 000 kronor.  
The share capital shall not be less than SEK 3,300,000 and not more than SEK 13,200,000".

It is proposed to amend the limits for the number of shares from not less than 47,900,000 and at not more than 191,600,000 to not less than 66,000,000 and not more than 264,000,000. The articles of association, 5 §, will thereby have the following wording:

"Antalet aktier ska vara lägst 66 000 000 och högst 264 000 000.  
The number of shares shall not be less than 66,000,000 and not more than 264,000,000."

The resolution in accordance with this item 12 is conditional, and may not be implemented before, the Company (i) enters into binding share transfer agreements with the shareholders of NoseOption AB regarding all the shares in NoseOption AB, (ii) obtains a decision on the continued listing of the Company's shares on the Nasdaq First North Growth Market, and (iii) the annual general meeting approves the acquisition by the Company of all shares in NoseOption AB.

#### **Item 13: Resolution regarding approval of the acquisition of all shares in NoseOption AB**

The board of directors proposes that the annual general meeting resolves to approve the Company's acquisition of all shares of NoseOption AB, reg. no. 556861-2294 ("**NoseOption**").

On 1 December 2022, the Company entered into a conditional letter of intent to acquire all shares in NoseOption. The acquisition is proposed to be financed by payment in shares. In connection with the NoseOption transaction, Frisq Holding AB (publ) intends to change its name to Nosa Med AB (publ).

NoseOption is a medical device company with a product portfolio consisting of nasal protection against bad odours, nasal filters against harmful particles such as pollen and smog and now also nasal products that reduce viruses and bacteria in the air we breathe.

The acquisition of NoseOption will be made by way of a contribution in kind, whereby the shareholders of NoseOption will receive 362,88 shares in the Company) for each share they transfer to the Company. A total of 111 612 230 new shares will be issued. Immediately after the acquisition, NoseOption's shareholders will hold approximately 61% of the capital and votes of the Company. The total purchase price will amount to approximately SEK 58,800,000. The purchase price may be adjusted in connection with the acquisition of the shares in NoseOption.

The Board of Directors has decided to apply for continued listing of the Company's shares on Nasdaq First North Growth Market Sweden ("**Nasdaq First North**"), as Nasdaq Stockholm AB, as a result of the Transaction, must approve the Company's continued listing on Nasdaq First North.

A resolution in accordance with this item 13 is conditional, and may not be implemented before, the Company (i) enters into binding share transfer agreements with the shareholders of NoseOption AB regarding all the shares in NoseOption AB at market terms, and (ii) obtains a decision on the continued listing of the Company's shares on the Nasdaq First North.

#### **Item 14: Resolution regarding authorization for the board to resolve on issuances of shares and warrants**

The board of directors of the Company proposes that the annual general meeting of the shareholders shall resolve to authorize the board, on one or more occasions, with or without preferential rights for shareholders, to issue shares. Warrants and/or convertible debentures, amounting in total to a maximum of 120,000,000 shares, to be paid in cash, by set-off or in-kind.

The reason for the authorization and deviation from the shareholders' preferential rights is to enable the Company to acquire NoseOption AB, raising capital for expansion through acquisitions of companies or assets and for the business of the Company as well as to adapt the Company's capital and/or ownership structure. If issuances are carried out with deviation from the shareholders' preferential rights, such issue shall be made in accordance with customary market terms. If the board of directors finds it suitable in order to enable delivery of shares in connection with a share issuance as set out above it may be made at a subscription price corresponding to the shares quota value.

The board of directors or a person appointed by the board of directors shall be authorized to make such minor adjustments in the above resolution that may be required in connection with the registration with the Swedish Companies Registration Office.

#### **Item 15: Resolution to issue warrants**

The board of directors of the Company proposes that the annual general meeting resolves to issue a maximum of 5,000,000 warrants, following which the Company's share capital may increase by no more than SEK 225,000. The warrants shall entitle to subscription of new shares in the Company. The following terms shall apply to the issuance:

Guarantors in the share purchase of shares in NoseOption AB shall be entitled to subscribe for the warrants, in accordance with what is stated below;

- a. Douglas D. Haynes 2 290 000
- b. Balsebrunn Consulting AB, 210 000
- c. Edanö Holding AB, 2 500 000

The warrants shall be subscribed from and including 10 March 2023 up to and including 23 March 2023 on a separate subscription list. The board of directors is entitled to extend the time for subscription.

The person and entities entitled to subscribe for warrants have the right to subscribe for the warrants no consideration price.

Each warrant entitles the holder to subscribe for one new share in the Company during the period from the date of registration of the warrants with the Companies Registration Office up to and including 31 March 2024 or the earlier day set forth in the terms for the warrants.

The subscription price for the shares shall amount to SEK 0.51. The share premium shall be allocated to the unrestricted premium reserve.

A new share subscribed for by exercise of a warrant has a right to dividends as of the first record day for dividends following registration of the new share issue with the Companies Registration Office and after the share has been registered in the share register maintained by Euroclear Sweden AB.

The purpose of the issuance, and the deviation from the shareholders' preferential rights, is to secure the Company's commitment under the share transfer agreement that the Company shall enter into regarding the shares in NoseOption AB. In acquisition discussions regarding the shares in NoseOption AB, the parties have agreed that the Company shall have cash of SEK 20,000,000, with deductions for certain transaction costs. In order to ensure this, those entitled to subscribe have undertaken to call for the subscription of shares with the support of the warrants, thereby contributing a further total of SEK 2,500,000, on the condition that the average market price during 15 trading days exceeds SEK 0.67 from the registration of the warrants up to one year after registration. The warrant holders have also the right to call for the subscription of shares on a voluntary basis.

Allotment of subscribed warrants is conditional on the Company acquiring all outstanding shares in NoseOption AB.

The complete terms and conditions for the warrants are available at the Company not less than two weeks prior to the general meeting and includes conditions regarding re-calculation, in certain cases, of the subscription price and the number of shares a warrant entitles to.

The board of directors or a person nominated by it, shall be authorized to make such minor adjustments as may be required in connection with registration of the resolution with the Swedish Companies Registration Office and, if applicable, Euroclear Sweden AB.

A resolution in accordance with this item 15 is conditional, and may not be implemented before, the Company (i) enters into binding share transfer agreements with the shareholders of NoseOption AB regarding all the shares in NoseOption AB, (ii) obtains a decision on the continued listing of the Company's shares on the Nasdaq First North Growth Market, and (iii) the annual general meeting approves the acquisition by the Company of all shares in NoseOption AB.

#### **Item 15: Resolution to issue shares**

The board of directors of the Company proposes that the annual general meeting resolves to issue a maximum of 1,100,000 shares, without preferential rights for the Company's shareholders, as follows:

The total increase of the Company's share capital can amount to a maximum of SEK 55,000.

The subscription price for the new shares shall be SEK 0.51 per share, in total SEK 561,000 if all shares are subscribed for. The share premium shall be allocated to the unrestricted share premium reserve.

The right to subscribe for the new shares, without the shareholders' preferential rights, shall be attributed to WHATRU41 AB reg. no 559099-2623 and Blasieholmen Investment Group AB, reg.no 556851-9465, whereby WHATRU41 AB shall be entitled to subscribe for 100,000 shares and Blasieholmen Investment Group AB shall be entitled to subscribe for 1,000,000 shares.

Subscription shall be made on a subscription list no later than on 1 April 2023. The board of directors is entitled to extend the subscription period.

Payment for subscribed shares shall be made by set-off against debt to the extent set out in the report the board of directors will present. The set-off shall be considered effective upon subscription.

The new shares will entitle to dividends for the first time on the record date for dividends that occurs following the registration of the new shares with the Swedish Companies Registration Office and in the share register kept by Euroclear Sweden AB.

The reason from deviation from the shareholders' preferential right is that the share issue is that the terms of the issue by set-off are deemed to be advantageous for the Company and its shareholders taking into account (i) the Company's limited access to cash, (ii) that the rights issue can be carried out in a cost-effective manner, (iii) that the Company is securing its financial position ahead of the acquisition of NoseOption AB, and that a preferential rights issue would have to be made at a lower subscription price given the discount levels for preferential rights issues carried out in the market recently, and (iv) the Company has previously carried out a preferential rights issue without a satisfactory subscription rate. Furthermore, the Board considers that a preferential rights issue could not be carried out on equivalent terms and that the transaction costs for a preferential rights issue would be significantly higher than for the currently proposed alternative.

The Board's overall assessment is that the reasons for carrying out the rights issue with a derogation from shareholders' pre-emptive rights outweigh the reasons justifying the main rule, i.e. that new issues should be carried out with pre-emptive rights for shareholders, and that an issue with a derogation from shareholders' pre-emptive rights is therefore in the interests of the Company and all shareholders. The subscription price has been set at SEK 0.51 by negotiation at arm's length with those entitled to subscribe and taking into account the average share price during the month of January 2023.

The board of directors or anyone appointed by the board of directors is given the right to make the adjustments necessary in connection with the registration of the resolution at the Companies Registration Office and Euroclear Sweden AB.

#### **Majority requirements**

Resolutions in accordance with items 12, 14, 15 and 16 requires support by shareholders holding not less than two-thirds of both the shares voted and of the shares represented at the general meeting.

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

The total numbers of shares and votes in the Company on the date of this notice are 66 770 795. The Company holds no own shares.

#### **Other**

Copies of accounts, auditor statement and proxy form are available at least three weeks in advance of the annual general meeting. The complete proposals and other documents that shall be available in accordance with the Swedish Companies Act are available at least two weeks in advance of the meeting. All documents are available at the Company at Lästmakargatan 20, Stockholm, and at the Company's website, [www.frisqholding.se](http://www.frisqholding.se), in accordance with the above and will be sent to shareholders who request it and provide their e-mail or postal address.

The shareholders hereby notified regarding the right to, at the annual general meeting, request information from the board of directors and managing director according to Ch. 7 § 32 of the Swedish Companies Act.

#### **Processing of personal data**

For information on how personal data is processed in relation the meeting, see the Privacy notice available on Euroclear Sweden AB's website:

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

\* \* \* \* \*

Stockholm, February 2023

**Frisq Holding AB (publ)**

The board of directors

#### **For further information:**

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Mats Lindstrand, CEO FRISQ Holding AB

E-mail: [investor@frisq.se](mailto:investor@frisq.se)

#### **About FRISQ:**

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Since 2016, FRISQ has been listed on Nasdaq First North Stockholm under the symbol "FRISQ". FNCA Sweden AB is FRISQ's Certified Adviser and can be reached via the following contact information: +46 8 528 00 399, [info@fnca.se](mailto:info@fnca.se)

The publication is a translation of the original Swedish text. In the event of inconsistency or discrepancy between the Swedish version and this publication, the Swedish language version shall prevail.

For more information, please visit: [www.frisqholding.se](http://www.frisqholding.se)

#### **Attachments**

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[Notice of Annual General Meeting in FRISQ Holding AB \(publiken\)](#)

[Proxy Form AGM 2023 FRISQ Holding AB](#)