

## NOTICE OF EXTRA GENERAL MEETING IN FRISQ HOLDING AB (PUBL)

The shareholders of Frisq Holding AB (publ), reg. no. 556959-2867, (the "Company"), are hereby convened to the extra general meeting to be held on Monday 31 October 2022, at 11.00 CET at Baker & McKenzie's premises at Vasagatan 7 in Stockholm.

### Right to attend the extra general meeting and notice

Shareholders wishing to attend the extra general meeting must:

- i. on the record date, which is Friday 21 October 2022, 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 extra general meeting no later than Tuesday 25 October 2022. The notification shall be in writing to Frisq Holding AB (publ), Att: Thomas Edlund, Lästmakargatan 20, 111 44 or via e-mail: [bolagsstamma@frisq.se](mailto:bolagsstamma@frisq.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 Friday 21 October 2022 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 Tuesday 25 October 2022 will be considered in preparations 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 Tuesday 25 October 2022. The proxy in original and, when applicable, the certificate of registration must be presented at the general meeting. 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.

### Proposed agenda:

1. Opening of the meeting and election of the chairman of the general meeting
2. Preparation and approval of the voting list
3. Election of one or two persons to certify the minutes
4. Examination whether the meeting has been properly convened
5. Approval of the agenda
6. Resolution to sell all shares in the subsidiary
7. Resolution regarding authorization for the board of directors to resolve on share issues, convertibles and/or warrants
8. Closing of the meeting

#### **Proposals for resolutions:**

##### **Item 1: Opening of the meeting and election of the chairman of the general meeting**

The board of directors proposes that Carl Bohman at Baker & McKenzie Advokatbyrå, is appointed as chairman of the general meeting.

##### **Item 6: Resolution to sell all shares in the subsidiary**

The board of directors proposes that the extra general meeting resolves to approve the sale of all shares in Frisq AB, reg.no 556783-5664, conditional on a share transfer agreement is entered into no later than 1 December 2022. As stated in the information previously published, the Company has received a binding and conditional offer from Cambio Healthcare System AB ("Cambio") of SEK 40 million divided into a purchase price of SEK 31 million upon closing and an additional purchase price of SEK 9 million within a 6-month period. From the gross purchase price, the outstanding loans from Cambio of SEK 9 million will be deducted.

The offer is binding until 31 October 2022. In order for the transaction to be completed, approval from the Extraordinary General Meeting is required and that binding share transfer agreements are entered into between the parties. The date of transfer of the shares is expected to be December 1, 2022, but can be postponed for another month thereafter if necessary. This is to ensure that Frisq AB's ongoing adaptations of the system to meet GDPR requirements have time to be completed before the ownership of Frisq AB is transferred to Cambio.

Given that the transaction is approved and agreements are entered into, Cambio will take over the financial responsibility for Frisq AB's operational operations from 1 November 2022. A more detailed account of the market terms and conditions for the share transfer will be presented at the extra general meeting.

The board of directors does not intend to propose the distribution of the proceeds that will be received.

In parallel with identifying a buyer of Frisq AB's operational business, the Board has worked to identify an attractive business for the shareholders with high potential to create great value that can replace Frisq AB's current operational business. The Board intends to announce an acquisition candidate shortly and call an extraordinary general meeting to implement the acquisition.

##### **Item 7: Resolution regarding authorization for the board of directors to resolve on share issues, convertibles and/or warrants**

The board of directors of the Company proposes that the extra 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 in total a maximum of shares, warrants and/or convertible, corresponding to not more than 40 percent of the share capital of the Company after completed issuances based on the number of shares at the time of the extra general meeting, 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 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.

#### Majority requirements

A resolution in accordance with item 6 is valid when supported by shareholders representing at least half of the votes cast and the shares represented at the general meeting. A resolution in accordance with item 7 is valid where supported by shareholders representing at least two thirds of the votes cast and the shares represented at the general meeting.

#### Number of shares and votes

The total number of shares and votes in the Company as of the date hereof amounts to 66,770,795. The Company holds no shares of its own.

#### Further information

Proxy form and the complete proposals will be available at the Company and at the Company's website at least two weeks in advance of the extra general meeting. All such information according to the above may be sent to shareholders who request it and provide their e-mail or postal address.

The shareholders are hereby notified regarding the right to, at the extra 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 in October 2022

**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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FRISQ is a healthtech company built on the conviction that the quality of the care you get should not be dependent on your ability to navigate a complex system and constantly evolving treatments. The software solution [FRISQ Care](#) enables the creation of personalized, digital care plans that facilitate collaboration and secure information sharing between care teams, doctors and patients through the same platform.

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 extra general meeting in FRISQ Holding AB \(publ\)](#)

[Proxy Form For Extra General Meeting 31 October 2022 Frisq Holding AB](#)