

# Notice of the annual general meeting of shareholders in XMReality AB (publ)

## XMReality AB (publ)

The shareholders of XMReality AB (publ), corporate identity number 556722-7284, are hereby summoned to the Annual General Meeting on Thursday, April 25, 2019 at 3:00 pm CET at Scandic Frimurarehotellet, S:t Larsgatan 14 in Linköping, Sweden.

Registration for the Annual General Meeting starts at 2:30 pm CET.

## Notice

Notice has been made through advertising in Post- och Inrikes Tidningar and Svenska Dagbladet (SvD) as well as through publication on the company's website at [www.xmreality.se](http://www.xmreality.se).

## Registration and notice of attendance

Shareholders wishing to attend the Annual General Meeting must both be included in the share register kept by Euroclear Sweden AB on Wednesday, April 17, 2019, and notify the company of their attendance no later than Friday, April 19, 2019. The notification of attendance can be made by writing to XMReality AB (publ), Teknikringen 10, 583 30 Linköping, Sweden, or by e-mail to [marie.lindersjo@xmreality.se](mailto:marie.lindersjo@xmreality.se). The notification must include name/company name, civic/corporate identity number, address, telephone number and information about any agents and information on shareholdings.

## Nominee-registered shares

In addition to notification of attendance, in order to attend the Annual General Meeting, shareholders who have their shares registered in the name of a nominee through a bank or other nominee must request that they be temporarily registered for the shares in their own name in the share register on Thursday, April 17, 2019. The shareholder should inform the nominee in ample time before said date.

## Proxy

Shareholders represented by a proxy must issue a written and dated proxy form. If the proxy was issued by a legal person, documents granting authority must be appended (registration certificate or the equivalent). To facilitate registration at the annual general meeting, the original proxy form and any documents granting authority should be sent in ample time before the meeting to the company at the address provided above.

## Business and proposed agenda

1. Opening of the meeting
2. Election of the chairman of the meeting
3. Election of the secretary of the meeting
4. Preparation and approval of the voting list
5. Approval of the agenda
6. Election of one or two persons to verify the minutes
7. Determination of whether the meeting was duly convened
8. Address from the CEO
9. Presentation of the annual report and the audit report
10. Resolutions concerning:
  - a) adoption of the income statement and balance sheet,
  - b) treatment of the company's profit or loss in accordance with the adopted balance sheet, and
  - c) discharge of liability of directors and the chief executive officer
11. Resolution on the number of directors, auditors and, if applicable, alternate directors
12. Determination of directors' fees and auditors' fees
13. Election of directors
14. Election of the auditor
15. Resolution on amendment of the Articles of Association
16. Resolution on an incentive program for employees of the company through a directed issue of warrants with attached subscriptions for new shares in the company
17. Closing of the meeting
18. Other business

## **Proposed resolutions**

### Items 11–14: Number of directors, fees, election of directors and auditor

The Nomination Committee's proposals, in brief, are as follows:

The Board of Directors shall consist of 6 directors.

Claes Nylander, Anders Ferntoft, Johannes Fabó and Carina Qvarngård are proposed for re-election.

Tommy Johansson and Björn Persson are proposed for election.

Claes Nylander is proposed to remain as Chairman of the Board.

The company shall have one auditor. Öhrlings PricewaterhouseCoopers AB is proposed for re-election as auditing firm with Nicklas Kullberg as auditor in charge.

The Nomination Committee's proposal for fees per director is as follows:

SEK 200,000 to the Chairman of the Board

SEK 100,000 to other Directors who are not employed by the company

Thus, a total Board fee of SEK 700,000 is proposed

The Board has no committees.

### Item 15: Amendment to §2 of the Articles of Association

In order to better match the company's actual business, the Board of Directors proposes that the wording of §2 of the Articles of Association be amended to:

#### **§ 2 Objects**

*The Company shall, directly or indirectly through subsidiaries and partners, conduct the development and sale of communication solutions including technical hardware and software, and conduct related activities.*

### Item 16: Resolution on an incentive program for employees of the company through a directed issue of warrants with attached subscriptions for new shares in the company

The Board of Directors proposes that the Annual General Meeting resolves on an incentive program for the company's employees through a directed issue of warrants with attached subscriptions for new shares in the company.

The incentive program shall comprise a maximum of 500,000 warrants, each conferring a right to new subscription of one (1) share in the Company. The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, accrue to a newly formed wholly-owned subsidiary of the Company. The warrants shall be issued free of charge.

Subscription of the warrants shall be made on a special subscription list during the period from June 1, 2019 until June 30, 2019, with the right for the Board to extend the subscription period. Subscription of shares under the warrants shall take place during the period from December 1, 2022 until December 31, 2022.

The warrants shall be transferred by the subsidiary, on one or more occasions, against payment to senior executives and other personnel operating within the group. Such transfer shall take place at market value at the time of transfer. The transfer of the warrants to future employees may not take place after the Annual General Meeting in 2020.

The purpose of the incentive program and the reasons for the deviation from the shareholders' preferential rights are for the Company's staff to be able to take part in and work for a positive value development of the Company's shares through their own investment, thereby achieving an increased long-term community of interest between them and the company's shareholders. Issuance of warrants is also expected to create the conditions for retaining and recruiting competent personnel to the Company and to provide competitive compensation.

## **Documents**

The annual report with audit report and other documents in their entirety will be available at the company at Teknikringen 10 in Linköping, Sweden, and on the company's website at [www.xmreality.se](http://www.xmreality.se) no later than Wednesday, April 10, 2019.

The proposals of the Board of Directors and the Nomination Committee will also be available at the company and on its website (see addresses in preceding paragraph) no later than this date.

Copies of the documents will be sent to those shareholders who so request and state their postal address, and will be available at the General Meeting.

Linköping, March 2019

XMReality AB (publ)

*Board of Directors*

**For more information, please contact:**

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**About XMReality AB**

XMReality AB (publ) develops and sells solutions that revolutionizes knowledge sharing through augmented reality (AR). The company is a market leader in remote guidance, which uses AR to guide onsite staff and enable them to resolve or prevent problems. XMReality's customers are mainly global industrial companies, including ABB, Siemens Industrial Turbomachinery, Electrolux and Bombardier. XMReality is headquartered in Linköping, Sweden, and is listed on Nasdaq First North (ticker: XMR).

[www.xmreality.com](http://www.xmreality.com)

XMReality's Certified Adviser is Redeye AB

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*The information in this news release is such that XMReality AB (publ) is required to make public in accordance with the Swedish Securities Market Act. The information has been released by the above-mentioned contact person for publication on Tuesday March 26, 2019 10:00 am.*