



**2012-09-14**

## **NOTICE OF EXTRA GENERAL MEETING IN AVTECH SWEDEN AB (publ)**

The shareholders of AVTECH Sweden AB (publ), reg. no. 556568-3108, ("the Company") are hereby invited to attend the extra general meeting of the shareholders to be held on Tuesday, 16 October 2012 at 10.00 at the Company's premises at Lönnvägen 2 in Åkersberga.

### **Registration for the meeting**

Shareholders wishing to attend the extra general meeting must:

- i) On the record day, which is Wednesday, 10 October 2012, be included in the share register kept by Euroclear Sweden AB. Shareholders who do not have their shares registered in their respective name but in the name of a trustee (or equivalent) must temporarily register the shares in their own name in order to be able to participate at the general meeting. Such temporary registration must be completed well before Wednesday, 10 October 2012 at the latest.
- ii) Notify their participation to the Company no later than on Wednesday, 10 October 2012. Notice of participation shall be sent by e-mail to [info@avtech.aero](mailto:info@avtech.aero) or by post to AVTECH Sweden AB, Lönnvägen 2, 183 43 Åkersberga. The notice must contain complete name, personal identification or corporate registration number, address and telephone number, and, where applicable, details of representatives, proxy holders or advisors. Shareholder who wish to be represented by proxy must provide the Company with a proxy in writing prior to the extra general meeting.

### **Proposed agenda for the meeting**

1. Opening of the extra general meeting.
2. Election of chairman of the meeting.
3. Preparation and approval of the voting list.
4. Approval of the proposed agenda.
5. Election of one or two persons to certify the minutes.
6. Determination on whether the meeting has been duly convened.
7. Resolutions regarding the issue of preference shares including resolution on:
  - A. amendment of the articles of association (introduction of a new class of shares – preference shares).
  - B. the issue of preference shares with preferential right for the Company's shareholders (the "Preferential Issue").
  - C. dividend on preference shares.
  - D. the issue of additional preference shares with deviation from the shareholders' preferential right, conditioned upon oversubscription of shares in the Preferential Issue (the "Option").
8. Closing of the meeting.

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

As of 13 September 2012 the total number of shares in the Company amounts to 12,809,761 shares, of which 9,661,688 shares are of series A and 3,148,073 shares are of series B. Each share of series A represents ten (10) votes and each share of series B represents one (1) vote. As of 13 September 2012 the total number of votes are 99,764,953. The Company does not hold any own shares.

**Proposal for Resolutions:**

**Item 7: Resolution in connection with the issue of preference shares**

*Information regarding the board of directors' proposal according to item 7*

The matters in items 7A – 7D shall be considered as one proposal and should therefore be adopted together in one resolution by the general meeting.

*7A The board of directors' proposal concerning the resolution to amend the articles of association.*

To enable the introduction of the new class of shares, the board of directors proposes that the general meeting resolves on amendments to the articles of association.

*7B The board of directors' proposal on the issue of preference shares*

The board of directors proposes that the general meeting resolves to issue a maximum of 21,349 preference shares by which the Company's share capital may be increased by a maximum of SEK 2,128.21.

Shareholders included in the share register kept by Euroclear Sweden AB on the record date on 24 October 2012 have preferential right to subscribe for one new preference share for every 600 shares (regardless of series) held. The subscription price is SEK 400 per share. Shareholders will receive one subscription right for each held share on the record date. 600 subscription rights entitle to subscription of one preference share in the Preferential Issue.

New preference shares shall be subscribed for during the period estimated to commence on 29 October 2012 up to and including 14 November 2012.

Payment shall be made in cash or by setting off of claims.

A preference share entitles to initial dividend on the record date occurring for the first time after the issue of the preference shares.

The new shares are subject to the redemption provision in the articles of association.

*7C The board of directors' proposal for resolution on dividend on preference shares*

Provided that the Company issues preference shares in accordance with items 7A and 7B above (and possibly 7D below), the board of directors proposes that the general meeting resolves on so called subsequent dividend (Sw. Efterutdelning) on the Company's preference shares in accordance with the provisions of the Company's articles of association as provided below.

Distributable earnings at the disposal of the general meeting of shareholders amounts to SEK 14,102,320. The board of directors proposes that subsequent dividend is distributed quarterly with SEK 12 per preference share up to a maximum of SEK 24 per preference share.

31 January 2013 and 30 April 2013 are proposed as records for the quarterly payment prior to the next annual general meeting. A preference share entitles to initial dividend on the record date occurring for the first time after the issue of the preference shares.

The board of directors proposes that no dividend is distributed in respect of A-and B-shares.

*7D The board of directors' proposal on issue of additional preference shares with deviation from the shareholders' preferential right, conditioned upon oversubscription of shares in the Preferential Issue ("the Option").*

The board of directors proposes that the general meeting resolves to increase the Company's share capital through the issue of additional preference shares with deviation from the shareholders' preferential right. The Option is conditioned upon an oversubscription in the Preferential Issue.

The Option will be exercised following decision of the board of directors where corresponding terms and conditions as applied in the Preferential Issue shall be applied as far as possible. The subscription price is SEK 400 per preference share.

Subscribers who have subscribed for but not been allocated shares in the Preferential Issue are entitled to subscribe for the new shares in the Option, however subject to and to the extent the Preferential Issue is oversubscribed. The reason for the deviation from the shareholders' preferential is to meet a stronger demand than originally estimated in case of oversubscription in the Preferential Issue. Allocation of preference shares in the Option shall primarily be made to those who have subscribed for preference shares with preferential right in the Preferential Issue without receiving allocation.

By the Option, the share capital may be increased by a maximum of SEK 498.43 through the issue of a maximum of 5,000 new shares.

A preference share entitles to initial dividend on the record date occurring for the first time after the issue of the preference shares.

The new shares are subject to the redemption provision in the articles of association.

The resolution according to 7C above shall also apply to preference shares issued under the Option.

#### **Majority Requirements**

For a valid resolution in accordance with item 7 it is necessary that the resolution is supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the extra general meeting.

#### **Documents etc.**

The board of directors' proposal and statements as well as statements issued by the auditor and other documents which will be presented at the extra general meeting will be available at the Company's office at Lönnvägen 2, 183 43 Åkersberga and on the Company's website, [www.avtech.aero](http://www.avtech.aero), at the latest two weeks prior to the general meeting and will be sent upon request to any shareholder stating his/her e-mail or postal address. Proxy forms will be available on the Company's website at the latest three weeks prior to the general meeting.

Åkersberga, September 2012

#### **AVTECH Sweden AB (publ)**

The board of directors

#### **About AVTECH Sweden AB (publ)**

AVTECH develops products and services for digital Air Traffic Management (ATM). Its customers include the global aviation industry; e.g. airlines, airports, aviation authorities, technology companies and airline manufacturers. By using AVTECH's products and services, each individual flight as well as the entire airline operation can be optimized in terms of cost, noise and emission, efficiency, punctuality and safety. The head office is in Stockholm, Sweden with subsidiaries in Toulouse, France and Dubai, U.A.E. AVTECH Sweden AB is listed on NASDAQ OMX First North and has appointed Thenberg & Kinde Fondkommission AB as Certified Adviser.