



# Notice of extraordinary general meeting in HANZA Holding AB

The shareholders in HANZA Holding AB (publ), org.nr 556748-8399 (the "Company") are hereby convened to the extraordinary general meeting on Thursday 30 July 2015 at 6.00 PM at Systrarna på Torget, Brovägen 2, Stocksund, Sweden.

## Notice etc.

Shareholders who wish to participate at the extraordinary general meeting must:

- on Friday 24 July 2015 be registered in the share register kept by Euroclear Sweden AB, and
- notify his or her intention to attend the general meeting by mail to Brovägen 5, 182 76, Stocksund or by e-mail to [info@hanza.com](mailto:info@hanza.com) at the latest at 4.00 PM on Monday 27 July 2015.

Such notification shall include the shareholder's name, personal identification number or corporate registration number (or similar), address and daytime telephone number, number of shares, details on advisors, if any, and where applicable, details of representatives or proxies.

## Nominee-registered shares

To be entitled to participate in the general meeting, shareholders whose shares are registered in the name of a nominee must temporarily re-register their shares in their own names in the share register maintained by Euroclear Sweden AB. Such registration must be duly effected in the share register on Friday 24 July 2015, and the shareholders must therefore advise their nominees well in advance of such date.

## Proxy

Shareholders represented by proxy must submit a dated proxy. If the proxy is executed by a legal person, a certified copy of the certificate of registration or equivalent must be attached. The proxy may not be valid for a period longer than five years from its issuance. The original proxy and certificate of registration should be submitted to the Company by post at the address mentioned above in due time prior to the general meeting. The Company provides a form of proxy at request and it is also available at the Company's website, [www.hanza.com](http://www.hanza.com).

## Number of shares and votes

As of the date of this notice, there are a total of 9,012,341 shares in the Company. The total number of votes is 9,012,341. As of the date of this notice, the Company holds 437,630 shares (through subsidiaries).

## Proposed agenda

1. Opening of the general meeting and election of chairman at the general meeting
2. Preparation and approval of the voting list
3. Election of one or two persons to verify the minutes
4. Approval of the agenda
5. Determination as to whether the meeting has been duly convened
6. Resolution on adoption of new articles of association
7. Resolution on approval of the decision of the board on an issue of shares with pre-emption rights for the shareholders
8. Resolution on authorization 1 – Set-off issue in connection with the acquisition of Metalliset Oy
9. Resolution on authorization 2 – Set-off of guarantee compensation, securing necessary subscription payment and replacement of existing convertible debts and other debts
10. Resolution on authorization 3 – strategic issues
11. Resolution on change of principles for the composition of the election committee
12. Resolution on compensation for the board
13. Resolution on number of board members
14. Board election
15. Closing of the general meeting

## Main proposals to resolutions

### *Item 1 – Resolution on adoption of new articles of association*

The board of directors proposes that the general meeting resolves to adopt new articles of association in which § 4 and § 5 are changed in accordance with the below.

*Previous wording:*

### **§4 Share capital**

The share capital shall be a minimum of SEK 600,000 and maximum of SEK 2,400,000.

### **§5 Number of shares**

The number of shares shall be a minimum of 6,000,000 and a maximum of 24,000,000.

*Proposed wording:*

### **§4 Share capital**

The share capital shall be a minimum of SEK 1,700,000 and maximum of SEK 6,800,000.

## §5 Number of shares

The number of shares shall be a minimum of 17,000,000 and a maximum of 38,000,000.

This proposal is preconditioned on the general meeting also approving the decision of the board to issue shares with pre-emption rights for the shareholders according to item 7 on the agenda.

### *Item 7 – Resolution on approval of the decision of the board on issue of shares with pre-emption rights for the shareholders*

On Thursday 1 July 2015 the board of directors in the Company resolved, subject to the general meeting's subsequent approval, to issue new shares with pre-emption rights for existing shareholders. The decision is set out in italics below. The board of directors proposes that the general meeting approves the board of directors' resolution.

*The Board of Directors of Hanza Holding AB resolves, subject to approval by the general meeting, to increase the company's share capital of a maximum of SEK 857,471.10 by issuing a maximum of 8,574,711 shares on the following principal terms:*

- 1. The right to subscribe for new shares shall belong to those persons who on the record date for the new issue of shares are recorded as shareholders of the company. Each existing share entitles to one (1) subscription right and one (1) subscription right entitles to subscription of one (1) new share.*
- 2. In the event that all new shares are not subscribed for with pre-emption rights, the board of directors shall, within the scope of the highest amount for the issue, decide on allotment of shares that have not been subscribed for with pre-emption right. Firstly, such allotment shall be made to such guarantors who in their guarantee commitments have stated that they want a prioritized amount in the allotment of shares not subscribed with preferential rights, whereby the allotment of shares among such guarantors shall be made in accordance with each guarantor's prioritized amount, or in the event that full allotment is not possible, pro rata corresponding with each guarantor's prioritized amount; secondly to other subscribers in relation to the amount of subscription rights that each subscriber has used to subscribe for new shares, and in the event that this cannot be made, by drawing of lots, thirdly to those who have made guarantee commitments for the issue (including guarantors who have wished to have a prioritized amount) pro rata corresponding to the guaranteed amount (with deduction of the obtained part of the prioritized amount, if relevant).*
- 3. The record date for participation in the new issue of shares shall be 3 August 2015.*
- 4. Subscription of shares with pre-emption rights shall be made through cash payment during the period from 4 August 2015 to 18 August 2015. The board of directors shall have the right to extend the subscription and payment period.*
- 5. Subscription of shares without pre-emption rights shall be made on a subscription list during the period from 4 August 2015 to 18 August 2015. Payment for shares that have been subscribed for without pre-emption rights shall be made in cash no later than three (3) banking days after the sales note, which will contain information on the allotted shares, has been sent. The board of directors shall have the right to extend the subscription and payment period.*
- 6. The new shares are issued at a subscription price of SEK 5.80 per share.*
- 7. As the purpose of the issue of new shares is for the Company to receive liquid funds to finance an acquisition, payment for new shares by way of set-off against claims against the Company shall not be allowed by the board of directors, except in cases where the Company has a contractual obligation to allow such set-off in connection with an issue of new shares with pre-emption rights for existing shareholders.*
- 8. The new shares entitle to dividends for the first time on the record date for dividends that occur after the issue of new shares has been registered with the Swedish Companies Registration Office and has been recorded in the share register kept by Euroclear Sweden AB.*
- 9. The managing director, or any other person appointed by the board of directors, shall be entitled to undertake the minor adjustments that may be required in order to register the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.*

*At full subscription according to the decision the share capital will increase with SEK 857,471.10. This means that, for the shareholders that do not participate in the issue, the dilution at full subscription for the new shares will correspond to 50 percent (approx. 49 percent with regard to shares held by the Company) of the shares as well as the number of votes in the Company. The dilution regarding the shares and the votes in the Company as a result of subscribed new shares has been calculated by dividing the total number of new shares with the total number of shares after the new issue.*

*Due to technical limitations with Euroclear Sweden AB the shares held by the Company (through subsidiary) cannot be excluded from obtaining subscription rights in spite of there not being any pre-emption right for shares held by the Company. The subscription rights that have been registered in the account of the Company's subsidiary will therefore be cancelled by the account operator hired by the Company and Euroclear Sweden AB as soon as possible after being registered.*

### *Item 8 – Resolution on authorization 1 – Set off issue in connection with the acquisition of Metalliset Oy*

According to the share purchase agreement regarding the acquisition of Metalliset Oy which has been entered into between the Company and the current shareholders of Metalliset Oy, part of the purchase price shall be paid through an issue of new shares in the Company to the current shareholders of Metalliset Oy. In order for the Company fulfil its obligations regarding this part of the purchase price, the board of directors proposes that the general meeting resolves to authorize the board of directors to increase the share capital of the Company at a maximum of SEK 302,636.90 through an issue of a maximum of 3,026,369 shares in connection with the acquisition of Metalliset Oy, however no later than on 31 January 2016. The board of directors shall be able to decide on an issue of shares with deviation from the shareholders' pre-emption rights. Payment for the subscription of the shares shall be made by way of set-off against the claim for payment of a part of the purchase price for the shares in Metalliset Oy in accordance with the share purchase agreement which has been entered into between the Company and the current owners of Metalliset Oy.

The reason to propose that the board of directors shall be authorized to resolve on an issue with deviation from the shareholders' pre-emption rights is that the Company shall be able to issue shares to the current owners of Metalliset Oy with deviation from the shareholders' pre-emption rights in order to fulfill the obligations of the Company under the mentioned share purchase agreement.

An issue in accordance with this authorization shall be made at the same subscription price as the subscription price in the issue with pre-emption rights for existing shareholders according to item 7 on the agenda. The board of directors shall be entitled to otherwise set the terms for an issue in accordance with this authorization.

If all shares are subscribed in accordance with the authorization of the board of directors according to this proposal the share capital will increase with SEK 302,636.90. This means that the dilution at full subscription of the new shares will correspond to 15 percent (approx. 14.7 percent including the shares held by the Company) of both the number of shares as well as the number of votes in the Company calculated after the full subscription in the issue of shares with pre-emption rights according to in item 7 of the agenda. The dilution regarding the number

of shares and votes in the Company as a result of subscription to new shares has been calculated by dividing the total number of new shares with the total number of shares after an issue in which the authorization of the board has been utilized at a maximum.

The managing director is proposed to be authorized to undertake the minor adjustments to this resolution that may be necessary in connection with registration with Swedish Companies Registration Office and with Euroclear Sweden AB.

This proposal is preconditioned on the general meeting also approving the decision of the board to issue shares with pre-emption rights for the shareholders in item 7 on the agenda.

*Item 9 – Resolution on authorization 2 – Set off of warranty compensation, securing necessary subscription payment and compensation of existing convertible debts and other debts*

The board of directors of the Company proposes that the general meeting authorize the board of directors to, at one or several occasions during the time leading up to the next general meeting, to decide on increasing the share capital with a maximum of SEK 285,000. The board of directors shall be authorized to adopt decisions on an issue of shares, warrants and/or convertible instruments with deviation from the shareholders' pre-emption rights and/or an issue in kind or an issue by way of set-off or otherwise on such terms and conditions as referred to in Chapter 2, Section 5, second paragraph, points 1-3 and 5, of the Swedish Companies Act.

An issue in accordance with this authorization shall be made at the subscription price decided by the board of directors, however the subscription price shall not be lower than the subscription price in the issue with pre-emption rights for existing shareholders according to item 7 on the agenda. The board of directors shall otherwise be entitled to set the terms for issues under this authorization as well as who shall be entitled to subscribe to the shares, warrants and/or convertible instruments.

The reason to propose that the board of directors shall be authorized to resolve on an issue with deviation from the shareholders' pre-emption rights and that the board shall be authorized to decide on an issue in kind or an issue by way of set-off or otherwise on such terms and conditions as referred to above is that the Company shall be able to issue shares, warrants and/or convertible instruments in order to manage the following situations:

a) There are outstanding convertibles in the Company at an amount of SEK 4,407,441, which according to its terms gives right to set-off in connection with issues of shares with pre-emption rights for existing shareholders. If the holders of these convertibles should participate in the issue of shares with pre-emption rights for existing shareholders according to item 7 of the agenda and thereby choose to pay for the new shares by way of set-off against the convertible loan, the Company would receive less cash payment than what would have been the case otherwise. The board of directors shall with this authorization be able to decide on issues of new shares with deviation from the shareholders' pre-emption rights in order to secure that the Company receives liquid funds corresponding to the subscription price for the shares which may be paid by way of set-off against the convertible loans in the issue of shares with pre-emption rights for existing shareholders;

b) some of the guarantors in the issue with pre-emption rights for existing shareholders have stated that they, given the correct conditions, wish to obtain compensation for their guarantee commitment in the form of shares in the Company instead of cash. By paying in shares instead of cash, the Company can reduce the cash costs in connection with the issue and thereby increase the amount of subscription payment remaining after such costs. The board of directors shall with this authorization be able to decide on issues of new shares with deviation from the shareholders' pre-emption to the guarantors who wish to receive compensation for their guarantee commitment in the form of shares in the Company. Payment for the subscribed shares shall be possible through set-off against a claim compensation for the guarantee commitment in accordance with agreement between the guarantors and the Company; and

c) the Company has several convertible loans that are due at the end of 2015 and 2016, respectively, where the conversion rate is at such a level that it for now must be deemed unlikely that the holders will choose to convert their claim into shares. Furthermore, the Company's subsidiary Tvärbyssan has a debt of about SEK 12,000,000 that is due on 31 December 2015. The board of directors' assessment is that it is in the Company's favor that the board of directors is given the opportunity to finance a repayment of the mentioned debts by issuing shares, warrants and/or convertible instruments under this authorization. The board of directors shall therefore under this authorization be able to decide on issues of shares, share warrants and/or convertible instruments in order to raise capital to the Company to finance a repayment of the Company's current convertible debts and Tvärbyssan's debt according to the above.

Subscription of all shares, warrants, and/or convertible instruments that may be issued according to the authorization of the board of directors in accordance with this proposal will increase the share capital with a maximum of SEK 285,000. This means that the dilution at full subscription of the new shares will correspond to approx. 12.4 percent (approx. 12.15 percent when including the shares held by the Company) of the number of shares as well as the number of votes in the Company calculated after the full subscription in the issue of shares with pre-emption rights according to in item 7 of the agenda and the set-off issue according to item 8 of the agenda. The dilution regarding the shares and the votes in the Company as a result of subscription to new shares has been calculated by dividing the total number of new shares with the total number of shares after an issue where the authorization of the board of directors has been utilized to a maximum.

The managing director is proposed to be authorized to undertake the minor adjustments in this resolution that may be necessary in connection to the registration with the Swedish Companies Registration Office and with Euroclear Sweden AB.

This proposal is preconditioned on the general meeting also approving the decision of the board to issue shares with pre-emption rights for the shareholders in item 7 on the agenda.

*Item 10 – Resolution on authorization 3 - Strategic issues*

The board of directors proposes that the general meeting authorize the board of directors to, the general meeting of shareholders resolves to authorise the board of directors for the period up to the next annual meeting of shareholders to resolve, whether on one or several occasions, to increase the Company's share capital with maximum SEK 130,000 through issues of new shares, share warrants and/or convertible instruments. The board of directors shall be authorized to adopt decisions on an issue of shares, warrants and/or convertible instruments with deviation from the shareholders' pre-emption rights and/or an issue in kind or an issue by way of set-off or otherwise on such terms and conditions as referred to in Chapter 2, Section 5, second paragraph, points 1-3 and 5, of the Swedish Companies Act.

An issue in accordance with this authorization shall be made on market conditions. The board of directors shall otherwise be entitled to set the terms for issues under this authorization as well as who shall be entitled to subscribe to the shares, warrants and/or convertible instruments. The reason to propose that the board of directors shall be authorized to resolve on an issue with deviation from the shareholders' pre-emption rights and that the board shall be authorized to decide on an issue in kind or an issue by way of set-off or otherwise on such terms and conditions as referred to above is that the Company shall be able to issue shares, warrants and/or convertible instruments in connection with

acquisitions of companies or businesses and to carry-out directed new issues in order to raise capital to the Company.

Subscription of all shares, warrants and/or convertible instruments that may be issued under the board of director's authorization under this proposal will increase the share capital with a maximum of SEK 130,000. This means that the dilution at full subscription of the new shares will correspond to approx. 6.05 percent (approx. 5.93 percent including the shares held by the Company) of both the number of shares and number of votes in the Company calculated after the full subscription in the issue of shares with pre-emption rights according to in item 7 of the agenda and the set-off issue according to item 8 of the agenda. The dilution regarding the shares and the votes in the Company as a result of subscription to new shares has been calculated by dividing the number of new shares with the total number of shares after an issue in which the board of directors' authorization has been utilized to a maximum.

The managing director is proposed to be authorized to undertake the minor adjustments in this resolution that may be necessary in connection with registering with the Swedish Companies Registration Office and with Euroclear Sweden AB.

#### *Item 11 – Resolution on change of principles for the composition of the election committee*

The election committee proposes that the following addition to the principles adopted at the general meeting on 4 May 2015 shall be adopted:

In addition to the chairman of the board of directors and the three members of the election committee that shall be appointed based on contacts with the shareholders in the order based on voting power, the previous owners of Metalliset Oy shall together be entitled to appoint one representative to the election committee of the Company. The election committee shall thereby consist of five members (including the chairman of the board of directors). If the previous owners of Metalliset Oy also would be able to appoint a representative to the election committee due to their combined voting power this will not mean that they may appoint an additional representative to the election committee on these grounds, but the opportunity to nominate a representative shall move to the next owner or group of owners in order.

#### *Item 12 – Resolution on compensation for the board*

Since new members of the board of directors have been elected since the general meeting on 4 May 2015, the election committee finds it advisable to raise the issue of compensation to the board of directors for the resolution of the general meeting. The election committee proposes that the compensation to the board of directors that was decided on the general meeting on 4 May 2015, i.e. SEK 300,000 for the chairman of the board of directors and SEK 150,000 for each of the other members of the board of directors, shall be confirmed. For the deputy member it is proposed that compensation is made with the same amount as for ordinary members of the board of directors, pro rata in correspondence with the number of board meetings that the deputy member has attended.

#### *Item 13 – Resolution on number of board members*

The election committee proposes that the number of members of the board of directors for the time leading up to the end of the next annual general meeting shall be extended by one member, to a total of 7 members.

If the general meeting resolves in accordance with the proposal of the election committee the board of directors will consist of 7 ordinary members and one deputy.

#### *Item 14 – Board election*

The election committee proposes that Pauli Pöllänen be elected new member of the board for the time leading up to the end of the next general annual meeting.

Pauli Pöllänen, born 1953, MBA, has previously worked as an authorized accountant. Pauli Pöllänen is a member of the board of directors in Metalliset Oy and has expert knowledge in accounting and international management.

If the general meeting resolves in accordance with the proposal of the election committee the board of directors will consist of Per Tjernberg (chairman), Mikael Smedeby, Björn Boström, Inge Olausson, Britta Dalunde, Francesco Franzé and Pauli Pöllänen as ordinary members and Håkan Halén as deputy board member.

### **Majority requirements**

For the approval of the general meeting of the decision of the board according to items 6, 8, 9 and 10 the resolution must be supported by shareholders with at least two thirds of the votes as well as the shares that are represented at the general meeting.

### **Information at the general meeting**

The board of directors and the managing director shall, if a shareholder so demands and if the board of directors deem that it is possible without damage to the Company, give information on conditions that may affect the assessment of a matter on the agenda.

### **Providing documents**

The complete proposals by the board of directors on the items above as well as other documents according to the Swedish Companies Act will be made available at the offices of the Company with the address Brovägen 5, 182 76 Stocksund at the latest two weeks prior to the general meeting, i.e. at the latest Thursday 16 July 2015. The documents will also be sent to the shareholders free of charge if they so demand and state their postal address. The documents will also be made available at the general meeting.

Stocksund July 2015

### **Hanza Holding AB (publ)**

#### ***The board of directors***

#### **For more information please contact:**

Per Tjernberg, Chairman of the board, 46 70 344 73 70

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*The information in this press release is such that HANZA must disclose it in accordance with the Securities Markets Act and/or the Financial Instruments Trading Act. The information was submitted for publication at 12.00 am (CET), July 21, 2015. Erik Penser Bankaktiebolag is the company's certified adviser.*

***Important information***

*This press release may contain certain forward-looking statements that reflect HANZA's current views of future events and financial and operational performance. Words such as "intends", "anticipates", "expects", "may", "plan ", "anticipate" or similar expressions regarding indications or predictions of future developments or trends, and are not based on historical facts, constitute forward-looking information. Forward-looking information is inherently associated with both known and unknown risks and uncertainties because it is dependent on future events and circumstances. Forward-looking statements are not guarantees regarding future results or developments and actual results may differ materially from those set forth in forward-looking information.*