

## Notice of Extra General Meeting in Bambuser AB

The shareholders of Bambuser AB (publ), reg. no. 556731-3126, ("**The Company**") is hereby invited to attend the Extraordinary General Meeting on Friday, August 23, 2019 at. 16.00 CEST at Ramberg Lawyer's office at Jakobsbergsgatan 13 in Stockholm. Registration for the meeting starts at. 15.30.

### Participation

Shareholders who wish to attend the meeting shall:

- be entered in the share register kept by Euroclear Sweden AB on Saturday August 17, 2019 (note that since the record date is a Saturday, shareholders must be entered in the share register on Friday, August 16, 2019) and
- give notice of attendance to the Company no later than Monday August 19, 2019.

Notice of attendance must be submitted in writing to the Company at the address: Bambuser AB, Västmannagatan 4, 111 24 Stockholm, or via e-mail to [lina@bambuser.com](mailto:lina@bambuser.com). Notices must include the name, personal or corporate identity number, number of shares, address, telephone number and number of any assistants.

Shareholders whose shares are registered in the name of a nominee must, in addition to giving notice of attendance in the meeting, temporarily register the shares in their own name in the shareholder register (so-called voting rights registration) in order to participate in the meeting. Such re-registration must be executed by Friday August 16th, 2019 (since the record date is a Saturday) and should be requested from the bank or the nominee well in advance of this date.

Shareholders who participate via proxies or deputies should send authorization documents (power of attorney and / or certificate of registration) to the Company at the above address in good time before the meeting. Proxy forms are available on the Company's website, [www.bambuser.com/ir](http://www.bambuser.com/ir).

### Proposed agenda

1. Opening of the Meeting
2. Election of Chairman of the Meeting
3. Establishment and approval of voting list
4. Approval of Agenda
5. Choice of one or two people to adjust the minutes of the meeting
6. Examination of whether the meeting has been duly convened
7. Decision to amend the Articles of Association
8. Decision on directed new issue of shares
9. Decision on directed new issue of shares (Board members)
10. Decision on authorization to issue new shares etc
11. Decision on new issue of shares (non-cash issue)
12. Decision on a) the number of board members and any deputy board members, b) election of board members and any deputy board members, and c) fees
13. Closing of the meeting

### Proposed resolutions

#### Item 7 – Amendment of the Articles of Association

The Board of Directors proposes - in order to enable issues under coming items on the agenda - that the Meeting resolves that the limits of the Articles of Association for share capital and number of shares be changed as follows (where **bold** text means supplement, and text within [parentheses] means deleted text):

Paragraph	Alteration
§ 4 – Share capital	The share capital shall amount to at least <b>1,875,000</b> [750,000] and to a maximum of SEK <b>7,500,000</b> [3,000,000].
§ 5 – Number of shares	The number of shares in the company shall amount to at least <b>37,500,000</b> [15,000,000] and to a maximum of <b>150,000,000</b> [60,000,000].

#### **Item 8 - Directed new issue of shares**

The Board of Directors proposes that the Meeting resolves to increase the Company's share capital by a maximum of SEK 1,070,000 through a directed new issue of a maximum of 21,400,000 shares. The following conditions shall apply to the decision.

1. The right to subscribe for the new shares shall be added to a limited circle of investors who have previously announced an interest in investing in the Company, including a number of existing major shareholders and external investors.
2. The reason for the deviation from the shareholders' preferential rights is to secure the required capital contribution for the Company's continued development in a time and cost-effective manner.
3. The subscription price amounts to SEK 0.75 per share. The subscription price has been determined after negotiations with the major shareholders and external investors on the basis of the listed price paid for the company's shares.
4. Subscription of shares shall be made by cash payment no later than September 6th, 2019 to an account designated by the Company. The Board shall have the right to extend the time for subscription and payment.
5. The new shares shall entitle to dividends for the first time on the record date for dividends that occur after the new shares have been registered with the Swedish Companies Registration Office.
6. The rights issue requires changes to the Articles of Association pursuant to item 7 on the agenda.
7. The CEO, or who the Board appoints, is authorized to make the minor adjustments to the decision that may prove necessary in connection with registration with the Swedish Companies Registration Office (Sv. Bolagsverket) and Euroclear Sweden AB.

#### **Item 9 - Directed new issue of shares (Board members)**

The shareholders Muirfield Invest AB and Ligerism Holding AB, together representing 33.9 percent of the total number of shares and votes in the Company, propose that the Meeting resolves to increase the Company's share capital by a maximum of SEK 328,000 through a directed new issue of a maximum of 6,560,000 shares. The following conditions shall apply to the decision.

1. The right to subscribe for the new shares shall be given to Ramberg Investment AB (one of the chairman Fredrik Ramberg's wholly-owned company) with 1,333,333 shares, Sprout Park AB (one of the board member Mikael Ahlström wholly-owned company) with 1,333,333 shares, the board member Christer Thordson with 266,667 shares, Wellstreet Partners AB (one of the board member Mikael Wintzell controlled company) with 2,960,000 shares and deputy director Carl Kinell with 666,667 shares.
2. Oversubscription cannot occur.
3. The reason for the deviation from the shareholders' preferential rights is to secure the required capital contribution for the Company's continued development in a time and cost-effective manner.

4. The subscription price amounts to SEK 0.75 per share and corresponds to the subscription price of the issue to major shareholders and external investors according to item 8 on the agenda.
5. Subscription of shares shall be made by cash payment no later than 6 September 2019 to an account designated by the Company. The time for subscription and payment can be extended.
6. The new shares shall entitle to dividends for the first time on the record date for dividends that occur after the new shares have been registered with the Swedish Companies Registration Office.
7. The new share issue requires changes to the Articles of Association pursuant to item 7 on the agenda.
8. The proposers, or who the proposers appoint, are authorized to make the minor adjustments to the decision that may prove necessary in connection with registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

#### **Item 10 – Authorization to issue shares**

The Board of Directors proposes that the Meeting resolves on an authorization for the Board of Directors to, with or without deviation from the shareholders' preferential rights, on one or more occasions until the next Annual General Meeting, decide on a new share issue, issue of warrants and / or convertibles in the Company.

The authorization may be used to issue a maximum of 6,739,707 shares (regarding warrants and convertibles, upon full exercise of these, and before any conversion according to its terms). The number of shares covered by the authorization corresponds to 10 percent of the number of shares in the Company following the proposed issues on the agenda for the Extraordinary General Meeting.

Payment for subscribed shares, warrants or convertibles may be paid in cash, by set-off or by subordinated debt or on terms referred to in Chapter 2. Section 5 of the Companies Act.

The purpose of the authorization and the reasons for any deviation from the shareholders' preferential right is to enable, in a smooth and cost-effective manner, additional financing of the Company's operations, to finance company acquisitions or acquisitions of businesses or assets, to be able to issue said instruments as compensation in such acquisitions and in The company strategic collaborations, to enable issuance to industrial and strategic partners and to broaden the group of shareholders.

The CEO, or who the Board appoints, may make the minor adjustments in the decision required for the decision of the decision at the Swedish Companies Registration Office.

#### **Item 11 – Non-cash issue**

The Board of Directors proposes that the Meeting resolves to increase the Company's share capital by a maximum of SEK 75,000 through a non-cash issue of a maximum of 1,500,000 shares on the following terms.

1. On July 4, 2019, Bambuser entered into an agreement with Viddget AB and Viddget Holding AB on the acquisition of the companies' operations for "one-to-one video chat solution", including intellectual property rights, agreements and employees ("the Business"). The Business will be paid through a new issue of 1,500,000 shares in the Company.

2. The right to subscribe for the new shares shall only apply to Viddget AB and Viddget Holding AB, with the right and obligation to pay for subscribed shares by the addition of subordinated assets in the form of the Business. Viddget Holding AB is owned to approximately 6.96 per cent by one of the board members Mikael Wintzell controlled company.
3. The subscription price amounts to SEK 0.75 per share.
4. Subscription of shares shall take place no later than August 30, 2019.
5. The non-cash consideration shall be contributed simultaneously with subscription of the new shares.
6. The Board shall have the right to extend the time for subscription and payment.
7. The new shares shall entitle to dividends for the first time on the record date for dividends that occur after the new shares have been registered with the Swedish Companies Registration Office.
8. The CEO, or who the Board appoints, is authorized to make the minor adjustments to the decision that may prove necessary in connection with registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

The implementation of the non-cash issue requires that the acquisition of the Business will be carried out.

#### **Special majority requirements**

Decisions pursuant to paragraphs 7, 8 and 10 are valid only if they are supported by shareholders with at least two thirds of both the votes cast and the shares represented at the meeting. Decisions according to items 9 and 11 are valid only if they are supported by shareholders with at least nine-tenths of both the votes cast and the shares represented at the meeting.

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

In Bambuser, at the time of the notice, a total of 37,937,077 shares and votes are in the Company.

#### **Documents**

Supplementary documents to the proposed resolutions pursuant to paragraphs 8, 9 and 11 of the agenda will be available at the Company on Västmannagatan 4 in Stockholm and on the Company's website, [www.bambuser.com/ir](http://www.bambuser.com/ir), no later than two weeks before the meeting, and sent to the shareholders who specifically request it and state their postal address.

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

The Board of Directors and the Managing Director shall, if any shareholder requests it and the Board considers that this can be done without material damage to the Company, provide information on circumstances that may affect the assessment of a matter on the agenda.

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Stockholm July 2019  
Bambuser AB (publ)  
*The Board*

*This is a translation of the Swedish original wording. In case of discrepancies, the Swedish version shall prevail.*