

## EXTRAORDINARY SHAREHOLDERS' MEETING FOR TRUSTBUDDY INTERNATIONAL AB (PUBL)

*- Translated from Swedish -*

The shareholders of TrustBuddy International AB (publ), corporate registration number 556510-9583, are hereby notified of an extraordinary shareholders' meeting at the offices of Setterwalls law firm on Arsenalsgatan 6, in Stockholm, Sweden, on Monday, 17 November 2014, at 2:00 pm.

### Right to participate and registration

Shareholders who are registered in the company's share register maintained by Euroclear Sweden AB by 11 November 2014, and who have notified the company of their intent to participate by no later than 11 November 2014, preferably before 4:00 pm, are entitled to participate in the extraordinary shareholders' meeting.

Notification can be submitted to the company by regular mail addressed: TrustBuddy International AB (publ), Biblioteksgatan 9, SE-111 46 Stockholm, Sweden; or by email: [info@trustbuddy.com](mailto:info@trustbuddy.com). Notification should include the shareholder's name, person identity number or corporate registration number, address and daytime telephone number, and, where applicable, the name of any advisors, proxies or deputies.

### Trustee-registered shares

To be entitled to participate in the meeting, shareholders whose shares are held in the name of a trustee must temporarily re-register the shares in their own name. Shareholders who would like to re-register their shares, which is known as voting registration, must request that their trustee carry this action out well in advance of 11 November 2014, the date by which it must be completed.

### Proxies

Shareholders who are to be represented by proxy must complete a written power of attorney form that is signed and dated. If the power of attorney form is completed by a legal person, a certified copy of the applicable registration certificate for the legal person (or corresponding document for foreign legal persons) must be attached to the power of attorney form. The date on the power of attorney form cannot be more than one year old, unless a longer validity period has been listed on the power of attorney form (though no more than five years).

To facilitate the registration process, the original power of attorney form and the registration certificate, as well as any other authorisation material, should be made available to the company at the aforementioned address well in advance of the meeting.

### Proposed agenda

1. Opening of the meeting.

2. Election of chairman of the meeting.
3. Preparation and approval of the list of shareholders entitled to vote at the meeting.
4. Approval of the agenda.
5. Election of one or two officers.
6. Determination of whether the meeting has been duly convened.
7. Resolution on the approval of the merger plan.
8. Election of a new board of directors.
9. Resolution on the implementation of an incentive programme for selected senior executives.
10. Resolution on the implementation of an incentive programme for board members.
11. Resolution on the authorisation of the issuance of new shares and/or convertibles and/or warrants.
12. Conclusion of the meeting.

## Motions

### *Approval of the merger plan (item 7)*

The boards of TrustBuddy AB and TrustBuddy International AB have adopted a joint merger plan dated 13 October 2014. The merger plan was registered with the Swedish Companies Registration Office on 15 October 2014 and announced on 17 October 2014.

Under the merger plan, the merger will be executed by TrustBuddy AB, as the company enacting the takeover, absorbing TrustBuddy International AB. Under the merger plan, the exchange ratio for the merger compensation has been established so as to entitle the holder of each share of TrustBuddy International AB to one share of TrustBuddy AB.

By registering the merger with the Swedish Companies Registration Office, which is expected to be completed in January 2015 at the earliest, TrustBuddy International AB will be dissolved and its assets and liabilities will be transferred to TrustBuddy AB. The merger compensation is expected to be effectuated after the Swedish Companies Registration Office has registered the merger, under which Euroclear Sweden AB will register the number of TrustBuddy AB shares duly entitled to each holder on their compensation-entitled securities account. Said party's shareholding in TrustBuddy International AB will simultaneously be de-registered from the same account.

Valid resolution of the aforementioned motion requires the approval of shareholders representing at least two-thirds of both the listed votes and the shares represented at the meeting.

### *Election of a new board of directors (item 8)*

The shareholder JAC Invest AS, representing 7.15 per cent of the total number of shares in the company, proposes that the extraordinary shareholders' meeting resolve that the board of directors, for the period until the next annual general meeting, consist of four members with no deputies, and comprise Simon Nathanson, Tove Mette Dramstad and Torsten Örtengren (all new members) and Eivind Jörundland (re-elected). Simon Nathanson is proposed as the chairman of the board. Furthermore, it is proposed that an annual fee of SEK 350,000 be paid to the chairman, and of SEK 100,000 to each of the other board members.

*Resolution on the implementation of an incentive programme for selected senior executives (item 9)*

The board proposes that the extraordinary shareholders' meeting resolve on the issue of no more than 12,880,000 warrants. Each warrant entitles its holder to subscribe for one share. The exercise price of the warrants is set at 123 per cent of the average NASDAQ OMX First North market price from 20 November 2014 through 26 November 2014. All warrants have a term of about two years as of the date on which the exercise price is established.

Entitlement to subscribe for warrants shall be granted to the wholly owned subsidiary TrustBuddy AB, which will transfer the warrants to the Group's current and future senior executives. The warrants will be transferred at market price (the warrant premium) to members of the executive management and other key associates.

If all 12,880,000 warrants are exercised for the subscription of shares, the increase in the company's share capital will be about SEK 505,537.6410, corresponding to about 3.75 per cent of the share capital and votes after dilution.

The aim of the proposal is to create the means to be able to retain and recruit skilled personnel to the Group, and to bolster motivation among the staff. The board believes that the implementation of the aforementioned programme would benefit the Group and the company's shareholders. The cost to the company for the aforementioned programme is expected to amount to a total of about SEK 150,000 over the duration of the programme.

Valid resolution of the aforementioned motion requires the approval of shareholders representing at least nine-tenths of both the listed votes and the shares represented at the meeting.

*Resolution on the implementation of an incentive programme for board members (item 10)*

The shareholder JAC Invest AS, representing 7.15 per cent of the total number of shares in the company, proposes that the extraordinary shareholders' meeting resolve on the issue of no more than 4,184,000 warrants. Each warrant entitles its holder to subscribe for one share. The exercise price of the warrants is set at 123 per cent of the average NASDAQ OMX First North market price from 20 November 2014 through 26 November 2014. All warrants have a term of about two years as of the date on which the exercise price is established.

Entitlement to subscribe for warrants shall be granted to the wholly owned subsidiary TrustBuddy AB, which will transfer the warrants to the company's board members. The warrants will be transferred at market price. If all 4,150,000 warrants are exercised for the subscription of shares, the increase in the company's share capital will be about SEK

162,886.7399, corresponding to about 1.25 per cent of the share capital and votes after dilution.

Taking into account the warrants outstanding under past warrant programmes and the warrant programme detailed in the motion in item 9 above, the combined dilution effect is about 15.1 per cent after dilution.

The party proposing the motion believes that the implementation of the aforementioned programme would benefit the Group and the company's shareholders. The cost to the company for the aforementioned programme is expected to amount to a total of about SEK 150,000 over the duration of the programme.

Valid resolution of the aforementioned motion requires the approval of shareholders representing at least nine-tenths of both the listed votes and the shares represented at the meeting.

*Resolution on the authorisation of the issuance of new shares and/or convertibles and/or warrants (item 11)*

The board proposes that the extraordinary shareholders' meeting, due to the repeal of the authorisation that was granted at the 2014 annual general meeting, resolve to authorise the board, for the period until the next annual general meeting, on one or more occasions, with or without deviation from the shareholders' preferential rights, to decide on the issuance of shares, warrants and/or convertibles. Such issuance decisions are to include the ability to determine whether they are to be in-kind or offset issues, and to control other terms and conditions. The number of shares that are to be able to be issued, the number of shares that are to be able to be subscribed for with the backing of warrants, and the number of shares that are to be able to be made through conversion can collectively total no more than 132,227,426 shares, corresponding to a dilution effect of 40 per cent before dilution.

The aim of the authorisation and the reason for the deviation from the shareholders' preferential rights is to, in a timely manner, be able to finalise the structural changes in the form of business acquisitions, and to increase the company's flexibility in conjunction with the raising of capital. The issue price for the new shares is to be set taking into account the prevailing market price of the company's shares.

Valid resolution by the extraordinary shareholders' meeting of the aforementioned motion by the board requires the approval of shareholders representing at least two-thirds of both the listed votes and the shares represented at the meeting.

## Other information

As of 28 October 2014, the total number of shares and votes in the company amounted to 30,568,566. The company does not hold any of its own shares.

## Meeting documentation

The full text of the motion under item 7, along with the corresponding documentation pursuant to the Swedish Companies Act, have been available to the company's shareholders at the aforementioned address and on the company's website, [www.trustbuddyinternational.com](http://www.trustbuddyinternational.com),

since 14 October 2014. This also applies to the full text of the motions under items 9 and 10, which will be made available to shareholders as of 3 November 2014. All documentation will be sent free of charge upon request to shareholders who provide the company with their address.

### **Disclosures at the extraordinary shareholders' meeting**

If any shareholder so requests and if the board deems that it can be done without causing material harm to the company, the board and the CEO must disclose any circumstances that may influence the deliberation of an item on the agenda. Shareholders who would like to submit questions in advance may do so to the aforementioned address.

---

Stockholm, October 2014

TRUSTBUDDY INTERNATIONAL AB (PUBL)

Board of Directors