

NOTICE TO ATTEND ANNUAL GENERAL MEETING

The shareholders of XCounter AB (publ) are hereby invited to attend the annual general meeting of the shareholders on Friday 26 April 2013, at 10:00 am, to be held at the Company's premises, Svärdvägen 11D, Danderyd, Sweden. The management and Board of the Company will be there from 09:30 am, when also the Company arrange for coffee and sandwiches.

Shareholders intending to participate in the meeting must be recorded in the register of shareholders kept by Euroclear Sweden AB on Saturday 20 April 2013. Shareholders should in practice be recorded in the share register already on Friday 19 April 2012 because Saturday 20 April 2013 isn't a bank day. Shareholders whose shares are registered under the name of a nominee should therefore, well in advance of Friday 19 April 2013, temporarily register their shares in their own names to be able to participate in the meeting.

Further, shareholders must notify the Company of their intention to participate in the meeting by no later than Tuesday 23 April 2013. Notifications can be made by mail to XCounter AB (publ), Svärdvägen 11D 6 tr, 182 33 Danderyd, Sweden or by telephone on +46 8 622 23 17, by telefax +46 8 622 23 12 or by e-mail to fredrik.henckel@xcounter.se. When notifying, shareholders should state their name, address, telephone number, e-mail address, personal or corporate identity numbers (where applicable) and the number of shares held.

Items

1. Opening of the meeting
2. Election of a chairman for the meeting
3. Preparation and approval of the voting register
4. Approval of the agenda
5. Determination of whether the meeting was duly convened
6. Election of one or two persons to approve the minutes of the meeting
7. Address by CEO Fredrik Henckel
8. Submission of the annual report and the auditor's report as well as the consolidated annual report and the consolidated auditor's report
9. Decision
 - a. regarding adoption of the income statement and the balance sheet as well as the consolidated income statement and consolidated balance sheet,
 - b. regarding allocation of the Company's result,
 - c. regarding discharge from liability for the members of the Board of Directors and the managing director
10. Determination of fees for the members of the Board of Directors and the auditor
11. Election of the members of the Board of Directors
12. Election of auditor
13. Resolution to adopt new Articles of Association
14. Resolution regarding authorization to issue shares
15. Closing of the meeting

Distribution of net results (item 9b)

The Board of Directors and CEO proposal of the distribution of net results will be seen in the Annual Report for the fiscal year 2012, which will be made available as specified below under "Other". No dividend is proposed.

Determination of fees to the members of the Board of Directors and the auditor (item 10)

The Nomination committee of the Company proposes that non-executive directors are paid an annual fee equivalent to SEK 130,000. The Chairman's fee, however, shall be the equivalent to SEK 250,000, and for the auditor the fee is on by the Company approved current account.

Election of members of the Board of Directors (item 11)

The Nomination committee proposes re-election of Jean-Philippe Flament (Chairman), Charles Spicer and Yngvar Hansen-Tangen. Konstantinos Spartiotis has declined to be re-elected. For alternate Director's re-election are proposed for Bo Lind and Thor Haugnaess.

Resolution to adopt new Articles of Association (13)

The Board of Directors proposes to amend § 4 of the Articles of Association to have the following wording "The Company's share capital shall comprise a minimum of SEK 7,500,000 and a maximum of SEK 30,000,000." and to amend § 5 of the Articles of Association to have the following wording: "The number of shares of the Company shall be not less than 1,500,000 and not more than 6,000,000."

A resolution in accordance with the proposal of the board of directors is valid only if supported by shareholders holding at least two thirds of both the votes cast and the shares represented at the meeting.

Authorization to issue shares (item 14)

The Board of Directors proposes that the annual general meeting authorize the Board of Directors, on one or more occasions, for the time up to the next annual general meeting of the shareholders, to resolve to issue new shares. The Board of Directors shall be able to decide to issue shares without preferential rights of the shareholders with or without stipulations regarding set-off or otherwise with conditions. The increase of the share capital may not exceed 15 per cent of the Company's registered share capital at the time this authorization is first used by the Board of directors. The Board of Directors and the CEO are authorized to make those minor adjustments required to register the resolutions at the Swedish Companies Registration Office.

A resolution in accordance with the proposal of the board of directors is valid only if supported by shareholders holding at least two thirds of both the votes cast and the shares represented at the meeting.

Miscellaneous

At the time of this notice the total number of shares and votes of the Company amounts to 4,586,957. The Company does not own any shares.

Upon request by any shareholder and where the Board of Directors believes that such may take place without significant harm to the Company, the Board of Directors and the Managing Director shall provide information at the general meeting in respect of any circumstances which may affect the assessment of a matter on the agenda or the Company's financial position as well as the Company's relationship to other group companies.

The annual report and the auditor's report and the complete proposal according to item 13 above are available at the Company's website (www.xcounter.se) by 12 April 2013 and will also be sent to shareholders that so request and state their postal address.

Stockholm in March 2013
XCounter AB (publ)
The Board of Directors

PROXY FORM
in accordance with Chapter 7 Section 54 (a) of the Swedish Companies Act

I, being a shareholder of XCounter AB (publ), Reg. No. 556542-8918, hereby appoint the proxy stated below, or whomever he or she may appoint, to vote on my behalf for all my shares in XCounter AB (publ) at the annual general meeting of XCounter AB (publ) on 26 April 2013.

Proxy

Name of the proxy	Personal identity number/Date of birth
Address	
Postal code and city	Telephone number

Signature by the shareholder

Name of the shareholder	Personal identity number/Date of birth/Registration number
Place and date	Telephone number
Signature*	

* If signing for a company, clarification of signature shall be set out under the signature and an up to date certificate of incorporation shall be enclosed to the completed proxy form.

Please note that a shareholder shall give the company notice of attendance – as set out in the notice convening the Meeting – even if the shareholder intends to exercise his or her voting rights through a proxy.

The completed proxy form (with any enclosures) should be sent to XCounter AB (publ) Fredrik Henckel, Svärdvägen 11D 6tr, Danderyd, Sweden, or via e-mail to fredrik.henckel@xcounter.se together with the notice of attendance. For the avoidance of doubt, if the shareholder does *not* intend to exercise his or her voting rights through a proxy, the proxy form does not have to be sent to the company