

# Notice of Extraordinary General Meeting in Scandi Standard AB (Publ)

The shareholders in Scandi Standard AB (publ), corporate identification number 556921-0627, are hereby given notice to attend the extraordinary general meeting to be held on Tuesday 15 August 2017 at 3.00 p.m. CET at IVA Konferenscenter, Grev Turegatan 16 in Stockholm. The registration opens at 2.00 p.m. CET.

# RIGHT TO PARTICIPATE AND NOTICE OF ATTENDANCE

Shareholders who wish to attend the shareholder meeting must:

- (a) be entered as a shareholder in the share register kept by Euroclear Sweden AB on Wednesday 9 August 2017; and
- (b) give notice of attendance to the company not later than on Wednesday 9 August 2017.

Notice of attendance may be given by telephone +46 (0) 8 402 90 55 on weekdays between 9.00 a.m. and 4.00 p.m. CET or on the company's website, www.scandistandard.com.

Notice of attendance may also be given in writing to: Scandi Standard AB (publ) c/o Euroclear Sweden AB P.O. Box 191 SE-101 23 Stockholm Sweden

The notice of attendance shall state name, date of birth or corporate identification number, address, telephone number and, where relevant, the number of attending advisors (not more than two).

The shareholder meeting will be held in Swedish.

#### SHARES REGISTERED IN THE NAME OF A NOMINEE

In order to be entitled to participate in the shareholder meeting, shareholders having their shares registered in the name of a nominee, in addition to give notice of attendance, must have their shares registered in their own name so that he or she is entered in the share register kept by Euroclear Sweden AB not later than on Wednesday 9 August 2017. Such registration may be temporary. Please note that this procedure may also apply with respect to shares held on certain investment savings accounts (Sw. *investeringssparkonton*).

# PROXIES AND PROXY FORMS

Those who do not attend the shareholder meeting in person may exercise his or her rights at the meeting through a proxy in possession of a written, signed and dated proxy form.

A proxy forms issued by a legal entity must be accompanied by a copy of a certificate of registration or a corresponding document of authority for the legal entity. In order to facilitate the registration at the shareholder meeting, proxy forms, certificates of registration and other documents of authority should be submitted to the company at the address above no later than on Wednesday 9 August 2017.

Please note that a notice of attendance must be given even if a shareholder wishes to exercise its rights at the meeting through a proxy. A submitted proxy form does not count as a notice of attendance.

Proxy forms in Swedish and English are available on the company's website, www.scandistandard.com.

#### PROPOSED AGENDA

- 1. Election of the chairman of the meeting
- 2. Preparation and approval of the voting register
- 3. Approval of the agenda
- 4. Election of two persons to attest the minutes
- 5. Determination of whether the meeting was duly convened
- 6. Authorisation for the Board of Directors to resolve on new issue of shares
- 7. Closing of the meeting

# PROPOSED RESOLUTIONS

# Item 1: Election of chairman of the meeting

The Board of Directors proposes that Advokat Björn Svensson is elected chairman of the meeting.

# Item 6: Authorisation for the Board of Directors to resolve on new issue of shares

Scandi Standard AB (publ) has entered into an agreement to acquire Manor Farm and the settlement is to be made in part by six million shares in Scandi Standard. The completion of the agreement is conditional upon the shareholder meeting authorising the Board of Directors to issue these shares.

The Board of Directors proposes that the shareholder meeting resolves to authorise the Board of Directors to on one or more occasions resolve on new issue of up to a total of six million shares in the company directed to the sellers of Manor Farm for the purpose of completing the acquisition of Manor Farm. The Board of Directors may resolve that the share issue is made with deviation from the shareholders' preferential right and that in addition to cash payment, the shares may be paid in kind, with set-off rights or on terms stipulated in Chapter 2 Section 5 of the Swedish Companies Act. The authorisation is valid until the beginning of the next annual general meeting of the company. The Board of Directors, or any person designated by the Board of Directors, shall be entitled to make the minor adjustments to the resolution that may be necessary in connection with registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

# **SPECIAL MAJORITY RULES**

A resolution in accordance with item 6 above requires that the resolution is supported by at least two thirds of the votes cast as well as the shares represented at the meeting.

# **NUMBER OF SHARES AND VOTES**

At the date of this notice, the total number of shares and votes in the company is 60,060,890. The company holds 663,612 of its own shares, corresponding to 663,612 votes.

# SHAREHOLDER'S RIGHT TO REQUEST INFORMATION

The Board of Directors and the managing director shall, if any shareholder so requests and the Board of Directors believes that it can be done without material harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda.

#### **DOCUMENTATION**

The complete proposals and other documents that shall be made available prior to the shareholder meeting pursuant to the Swedish Companies Act will be made available at the company and at the company's website, www.scandistandard.com, no later than three weeks prior to the shareholder meeting. The documents will also be sent free of charge to shareholders who so request and provide their address.

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Stockholm in July 2017

The Board of Directors