# Notice of Annual General Meeting in OrganoClick AB (publ) Including nomination of new Board members

**The shareholders of OrganoClick AB (publ), 556704-6908, are hereby convened to the Annual General Meeting (AGM) on Thursday 7 May 2020, at 17.00 at OrganoClicks HQ and production facility, Linjalvägen 9, 187 66 Täby.**

INFORMATION CONCERNING THE CORONA VIRUS

In order to take precautionary measures regarding the spread of the corona virus, OrganoClick has decided on the following changes regarding the 2020 Annual General Meeting:

* The time for the AGM will be significantly shortened, with registration from 4.45 pm. Please note that this will not limit the rights of the shareholders.
* Participation of both members of the Board of Directors, company management and the number of non-shareholders present will be limited.
* No consumption will be served.
* Exhibition and presentation of the activities normally done in connection with the AGM are canceled.
* OrganoClick's CEO and CEO Mårten Hellberg will not give a physical speech during the meeting, but a speech by the CEO will be posted on the company's website after the meeting.

OrganClick also wants to remind and encourage shareholders about the possibility of not personally attending the annual general meeting but through a proxy. Furthermore, shareholders who are ill or belong to a risk group, or recently visited a risk area, are also recommended to participate via a proxy. OrganoClick will offer a person that can be used as a proxy for shareholders who want to exercise their voting rights but not physically attend the meeting. This is to minimize the number of physically present people and thus reduce the risk of infection.

PARTICIPATION

Shareholders who wish to attend the AGM shall be registered in OrganoClick’s shareholder register, kept by Euroclear Sweden AB, on the 30th of April 2020, and give notification of attendance to the company by mail to OrganoClick AB (publ), Linjalvägen 9, 187 66 Täby or by email to ir@organoclick.com.

NOTIFICATION OF ATTENDANCE

Notification of attendance shall be given to the company no later than 30 April 2020. Name, personal- or corporate identification number and phone number shall be specified in the notification. In the notification shall also be specified the number of advisers (maximum two) that will attend the AGM. Shareholders who exercise his or her rights through a proxy shall submit a written proxy form signed and dated by the shareholder. The signed proxy form, and for a juridical person a certified copy of the company registration, shall be sent to the company well in advance but no later than the 30h of April 2020. A proxy form may not be more than one year old; however, the proxy’s date of expiry may be five years if this is specified. Proxy forms may be downloaded from the company’s homepage [www.organoclick.com](http://www.organoclick.com/).

If shareholders wish to use OrganoClick appointed person as proxy, please notify this in the notification. Contact will then be made with shareholders on how shareholders wish to vote at the AGM.

Shareholders who’s holdings are registered in the name of a nominee must register the shares in their own name with Euroclear to be entitled to participate in the AGM. Such registration must be completed no later than Friday, 30th of April, 2020. Contact with the nominee should therefore be taken well ahead of this date.

Proposed agenda

1. Opening of the AGM

2.  Election of a chairman and secretary of the meeting

Board’s motion: See below

3. Election of one or two persons to verify the minutes

4.  Preparation and approval of the voting register

5. Approval of the agenda

6*.* Determination of whether the meeting has been duly convened

7. Presentation of the CEO and questions from the shareholders to the Board of Directors and Management

8. Presentation of the Annual Report and the Audit Report

9. Resolution concerning the adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet

Board’s motion: Income statements and balance sheets to be adopted

10. Resolution concerning the disposition of the profits or losses at the disposal of the Annual General Meeting

Board’s motion: See below

11. Resolution concerning the discharge of the Board of Directors and the CEO from personal liability for their administration

12. Determination of the number of directors, deputy directors and auditors

Nomination committee’s motion: See below

13. Determination of the fees to be paid to the Board of Directors and auditors

Nomination committee’s motion: See below

14. Election of directors and deputy directors

Nomination committee’s motion: See below

15. Election of auditors

Nomination committee’s motion: See below

16. Nominating procedure and election of Nomination Committee

Nomination committee’s motion: See below

17. Resolution regarding authorisation for the Board of Directors to resolve on new issues of shares

Nomination committee’s motion: See below

18. Any other issue

19. Closing of the AGM

Motions   
Item 2: Election of the Chairman of the AGM

The Nomination Committee proposes that Maria Wennman, OrganoClick’s R&D Director, is elected as the Chairman of the AGM

Item 10: Resolution concerning the adoption of the income statement and balance sheet of the companyThe Board and the CEO propose that the parent companny’s avaliable profits of SEK 107 922 869 will be carried forward into the new accoun

 Item 12 and 14: Election of Board of Directors and Chairman of the Board

The nomination committee proposes re-election of the directors Jan Johansson, Håkan Gustavson, and Claes-Göran Beckeman. The nomination committee proposes new election of Charlotte Karlberg and Malin Bugge.

Charlotte Karlberg has a broad industrial experience as previous Director General for VINNOVA, Chairman of Industrifonden, and Vice President Technology at ABB Robotics.She is currently the CTO of Alimak Group, Chairman of the Board of HMS Network and Board Member of Gunnebo. .

Malin Bugge has a broad experience within marketing and brand strategy and is currently working as CTO and Head of Strategy at the brand and design firm Kurppa Hosk. Previous experience include leading positions within marketing and brand strategy at Volt, Q-park and Essen International.

The nomination committee proposes re-election of Jan Johansson as Chairman of the Board

Item 13: Fees to the directors and the auditor

The nomination committee proposes that the chairman shall receive a fee of SEK 400.000 and the other directors shall receive a fee of SEK 100.000 each.

It is proposed that audit fees will be paid in accordance with approved invoices.

Item 15: Election of auditor

The nomination committee proposes new election of PricewaterhouseCoopers AB as auditor, with the authorized auditor Sebastian Ionescu as the principal auditor, for a mandate period of two years, meaning until the end of the 2022 Annual General Meeting.

 Item 16: Nominating procedure and election of nomination committee

The nomination committee proposes to the AGM to give the Chairman of the Board the mission to requests the three largest (voting power) shareholders registered in the company’s share register kept by Euroclear Sweden AB on the last bank day of August 2020 to elect one member each who together with the Chairman of the Board will constitute the nomination committee. If any of the three largest shareholders denies his or her right to elect a member to the nomination committee, the next largest shareholder shall be requested to elect a member to the nomination committee. If any change in the ownership structure occurs before the end of the fourth quarter, the nomination committee shall if deemed appropriate, be adapted to the new ownership structure.

 The nomination committee shall before the AGM 2021 make a proposal to the AGM regarding (i) Chairman of the AGM, (ii) election of board of directors, (iii) election of the chairman of the board, (iv) election of auditor, (v) fees to the board of directors and the auditor, and (vi) nomination procedure and election of nomination committee.

Fees shall not be given to the member of the nomination committee. The nomination committee shall have the right to, after permission from the chairman of the board; debit the company costs for e.g. recruitment consultants and other costs that are deemed necessary for the nomination committee to fulfill its work.

Item 17: Resolution regarding authorisation for the Board of Directors to resolve on new issues of shares

The Board of Directors proposes that the AGM authorises the Board of Directors during the period until the next annual general meeting, on one or more occasions, to resolve on a new issue of shares, stock options, or convertible bonds with or without deviation from the shareholders’ preferential rights to be paid in cash, in kind or by right of set-off.

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As of Wednesday, 15th of April, 2020, the company’s financial statements and the Board’s complete motions, including statements, will be available at the company’s office and will be sent to any shareholders who so request and who provide their mailing address. These documents will also be available on the company’s website at [*www.organoclick.com*](http://www.organoclick.com/).

Following the AGM, the company’s shareholders are invited to enjoy a lighter meal and a tour at the company’s production facility.

Welcome!

Stockholm, April 2020

The Board of Directors

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For more information, please contact:

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