



**PRESS RELEASE**  
**April 21, 2017**

## **STRAX: NOTICE TO THE ANNUAL GENERAL MEETING**

### **Strax AB (publ)**

**The shareholders of Strax AB (publ) are hereby summoned to the Annual General Meeting to be held on Tuesday 23 May 2017 at 4.00 p.m. (CET) at the offices of Advokatfirman Vinge, Norrlandsgatan 10, Stockholm, Sweden.**

#### **Right to participate at the Meeting**

To be entitled to participate at the Meeting, shareholders must

- be recorded in the register of shareholders maintained by Euroclear Sweden AB (the Swedish Securities Register Center) on Wednesday 17 May 2017, and
- notify the company of their intention to attend the Meeting no later than at 4.00 p.m. on Wednesday 17 May 2017.

Shareholders whose shares are registered in the name of a nominee through the trust department of a bank or similar institution must, in order to be entitled to participate in the Meeting, request that their shares are temporarily re-registered in their own names in the register of shareholders maintained by Euroclear Sweden AB. Such registration must be effected on Wednesday 17 May 2017. Shareholders are requested to inform their nominees in good time prior to this date.

#### **Notification to attend the Meeting**

Notification to attend the Meeting can be made in writing to Strax AB, Mäster Samuelsgatan 10, SE-111 44, Stockholm, Sweden, or by phone +46 (0) 8 545 017 50 or by e-mail (ir@strax.com). Shareholders should, when notifying attendance, provide their name, personal identification or corporate registration number, address, telephone number, shareholdings and, where applicable, details of the attendance of any representative(s) and/or assistant(s). In addition, the notification shall, if applicable, be supplemented with complete authorisation documentation such as certificate of incorporation and powers of attorney for representatives.

## **Proxies, etc.**

Shareholders who are represented by a proxy must authorise the proxy by issuing a dated power of attorney. If such authorisation is issued by a legal entity, an attested copy of a certificate of registration or similar must be attached. The power of attorney is valid one year from issuance, or such longer period as specified in the power of attorney, but maximum five years from issuance. The original authorisation and certificate of registration, where applicable, should be sent to Strax AB, Mäster Samuelsgatan 10, SE-111 44, Stockholm, Sweden, well in advance of the Meeting. A proxy form is available on the company's website ([www.strax.com](http://www.strax.com)).

## **Number of shares and votes**

At the date of this notice there are in aggregate 117,762,266 issued shares and votes in the company. The company holds no own shares as of the date of this notice.

## **Right to request information**

The shareholders are reminded of their right to request information pursuant to Chapter 7, Section 32, of the Swedish Companies Act.

## **Proposed Agenda**

1. Opening of the Meeting
2. Election of the Chairman of the Meeting
3. Drawing-up and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to approve the minutes
6. Decision on whether the Meeting has been duly convened
7. Presentation of the annual report and the audit report as well as the consolidated accounts and audit report on the consolidated accounts for the financial year 2016
8. Decision regarding adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet
9. Decision regarding appropriation of the company's earnings in accordance with the approved balance sheet
10. Decision regarding discharge from liability of the members of the Board of Directors and the Managing Director
11. Decision on the number of Directors and deputy Directors
12. Decision on the remuneration that shall be paid to the Board of Directors and the auditor
13. Election of Chairman and other members of the Board of Directors, potential deputy members of the Board of Directors and auditor
14. Proposal to decide on guidelines for remuneration of the Management and other employees
15. Proposal to authorise the Board of Directors to resolve upon new share issues
16. Proposal to authorise the Board of Directors to acquire and sell the company's own shares
17. Proposal to adopt principles for the appointment of the Nomination Committee
18. Proposal to adopt new articles of association
19. Conclusion of the Meeting

## **Appropriation of the company's earnings (item 9)**

The Board of Directors proposes that the company's results shall be carried forward.

## **The Nomination Committee's proposals (items 2, 11-13, 17)**

The Nomination Committee, consisting of the chairman of the Nomination Committee Jens Wilhelmsson (appointed by Anchor Capital), Guðmundur Pálmason, Ingvi Tomasson as well as Bertil Villard in his capacity as the Chairman of the Board of Strax, proposes:

- that Jesper Schönbeck shall be elected Chairman of the Annual General Meeting (item 2).
- that the Board of Directors shall consist of five members without deputies (item 11).
- that each member of the Board of Directors who is considered to be independent in relation to major shareholders, is entitled to receive SEK 100,000, and the chairman of the Board of Directors is entitled to SEK 150,000, as remuneration. According to the Nomination Committee's proposal, Bertil Villard, Anders Lönnqvist and Michel Bracké shall be entitled to receive remuneration, whereby the Directors' total remuneration will amount to SEK 350,000. Following a separate agreement with the company, a Board member may invoice the fees for the board work, together with statutory social security contributions and value added tax, through a company owned by the Board member, subject to the precondition that such payment is cost neutral to the company (item 12).
- that the auditor's fees shall be paid as per current account as approved by the company (item 12).
- the re-election of Bertil Villard, Anders Lönnqvist, Michel Bracké, Gudmundur Palmason and Ingvi Tyr Tomasson as members of the Board of Directors for the period until the end of the next Annual General Meeting. Bertil Villard is proposed as chairman of the Board of Directors (item 13).
- the election of KPMG AB as auditor, with Mårten Asplund as auditor in charge, for the period until the end of the next Annual General Meeting. The proposition is in accordance with the Board's recommendation (item 13).
- that the company shall have a Nomination Committee consisting of one member appointed by each of the three shareholders or groups of shareholders controlling the largest number of votes, in addition to the Chairman of the Board. The Nomination Committee shall be constituted based upon statistics of ownership from the shareholders' register kept by Euroclear Sweden AB as per the last banking day in August each year and other reliable ownership information that has been provided to the company at that time. The Nomination Committee shall remain in office until a new Nomination Committee has been appointed. The Nomination Committee and its Chairman should fulfil the criteria regarding independence set out in the applicable corporate governance code. The Nomination Committee shall prepare proposals regarding the election of Chairman of General Meetings, the election of and remuneration to the Chairman of the Board and other Board members, as well as the auditors, and regarding provisions concerning the Nomination Committee. No fees shall be paid for the Nomination Committees work (item 17).

## **Proposal to decide on guidelines for remuneration of the Management (item 14)**

The Board of Directors proposes that the Annual General Meeting resolves to approve the Board of Director's proposal regarding guidelines for remuneration of the Management as set forth below. The proposal substantially complies with earlier applied guidelines for remuneration of the Management of the company. The Board of Directors as a whole serves as a remuneration committee in relation to matters regarding remuneration and other terms of employment for the Management of the company.

Strax shall offer conditions in line with the market which will enable the company to recruit and retain competent personnel. The remuneration of the Management of the Group shall consist of fixed salary, variable remuneration, share-based incentive programs, pension and other customary benefits. The remuneration is based on the commitment and performance of the individual in relation to individual objectives and joint objectives for the company which have been determined in advance. The individual performance is continuously evaluated.

The fixed salary is in general reviewed on a yearly basis and shall be based on the qualitative performance of the individual. The fixed salary of the Managing Director and the Management shall be in line with the market.

Strax may adopt share-based incentive programs intended to promote the company's long-term interests by motivating and rewarding the management of the company, among others.

The Board of Directors may, if special circumstances are at hand in a certain case, decide to deviate from the guidelines.

## **Proposal to authorise the Board of Directors to resolve upon new share issues (item 15)**

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors to up until the next Annual General Meeting, on one or several occasions and with or without preferential rights for the shareholders, against cash payment or against payment through set-off or in kind, or otherwise on special conditions. However, such issue of shares must never result in the company's issued share capital or the number of shares in the company at any time, being increased by more than a total of 10 per cent.

The reason for the proposal and the possibility to deviate from shareholders' preferential rights in the proposal is, among other things, to facilitate for the company to carry out acquisitions with payment in shares or to otherwise procure the financing of the company in an active and appropriate manner.

A resolution in accordance with the Board of Directors' proposal shall only be valid where supported by not less than two-thirds of both the votes cast and the shares represented at the Meeting.

## **Proposal to authorise the Board of Directors to acquire and sell the company's own shares (item 16)**

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors to decide on the acquisition and sale of the company's own shares, where the following shall apply;

1. Acquisition and sale of own shares shall exclusively take place on Nasdaq Stockholm.
2. The authorisation may be utilised on one or several occasions until the 2018 Annual General Meeting.
3. Shares may be acquired to the extent that the company's holding of its own shares, on any occasion, does not exceed ten (10) per cent of the company's total shares. Sale may be carried out of not more than the number of shares acquired under this authorisation.
4. Acquisition and sale of shares may only take place at a price within the price interval, on any occasion, recorded on Nasdaq Stockholm, which refers to the interval between the highest buying price and the lowest selling price.

The purpose of the proposed authorisation is to provide flexibility as regards the company's possibilities to distribute capital to its shareholders and to promote more efficient capital usage in the company, which altogether is deemed to have a positive impact on the company's share price and thereby contribute to an increased shareholder value.

A resolution in accordance with the Board of Directors' proposal shall only be valid where supported by not less than two-thirds of both the votes cast and the shares represented at the Meeting.

## **Proposal to adopt new articles of association (item 18)**

At the extraordinary shareholders meeting held on 22 December 2016 it was resolved to change the company's reporting currency to euro. The share capital of the company have now been converted into euro by the Swedish Companies Registration Office and as a final step in the change of the company's reporting currency the limits of the share capital in the company's articles of association need to be changed to euro. The Board of Directors therefore proposes that the Annual General Meeting adopt new articles of association regarding that the highest and lowest share capital shall be stated in euro as set out in the table below. It is further proposed that the limits of the number of shares in the company shall be adjusted as set out in the table below.

<b>Article</b>	<b>Current wording</b>	<b>Proposed wording</b>
<b>5.</b>	<b>Share capital and shares</b>	<b>Share capital and shares</b>
	The share capital shall be not less than seventy million Swedish kronor (SEK 70,000,000) and not more than two hundred eighty million Swedish kronor (SEK 280,000,000). The number of shares shall be not less than seventy million (70,000,000) and not more than two hundred eighty million (280,000,000).	The share capital shall be not less than ten million euro (EUR 10,000,000) and not more than forty million euro (EUR 40,000,000). The number of shares shall be not less than one hundred million (100,000,000) and not more than four hundred million (400,000,000).

The complete articles of association that is proposed to be adopted at the Annual General Meeting on 23 May 2017 is available at the company's webpage and is available at the company's office in accordance with the information in the end of this notice.

A resolution in accordance with the Board of Directors' proposal shall only be valid where supported by not less than two-thirds of both the votes cast and the shares represented at the Meeting.

---

The annual report, the auditor's report as well as the complete proposals regarding items 14-17, together with a statement from the auditor pursuant to Chapter 8, Section 54, of the Swedish Companies Act and Chapter 19, Section 22 of the Swedish Companies Act will, as from 2 May 2017, be held available at the company's office, Mäster Samuelsgatan 10, SE-111 44, Stockholm, Sweden, and will upon request be sent to shareholders who supply their postal address. The material will then also be held available on the company's website ([www.strax.com](http://www.strax.com)).

---

*Stockholm in April 2017*

**Strax AB (publ)**

*The Board of Directors*

#### **About STRAX**

STRAX is a global company specializing in mobile accessories and connected devices. STRAX is listed on the Nasdaq Stockholm Stock Exchange. STRAX offers proprietary, licensed and partner branded accessories. The proprietary brands include XQISIT, GEAR4, Urbanista, THOR, AVO+ and FLAVR. The company represents over 30 major OEM as well as mobile accessories brands and sells to a wide channel landscape ranging from telecom operators, specialized mobile and consumer electronics retailers to online, lifestyle, convenience stores and supermarkets. STRAX was founded in Miami and Hong Kong in 1995 and has since grown significantly across the globe. STRAX now has over 185 employees in 12 countries and its operational HQ and logistics center is based in Germany.