

# Notice to extraordinary general meeting in CLX Communications AB (publ)

The shareholders of CLX Communications AB (publ) ("CLX" or the "Company") are hereby summoned to the extraordinary general meeting (the "Meeting") on 7 June 2016 at 9.00 a.m. CET at the Companies premises, Kista Science Tower, Färögatan 33, Kista, Stockholm.

Registration of participation at the Meeting will be terminated at the opening of the Meeting. The premises will open at 8.00 a.m. CET.

# **Right to attend the Meeting**

Shareholders who wish to attend the Meeting must be registered in the share register maintained by Euroclear Sweden AB on 31 May 2016.

Shareholders must also notify CLX of their intention to participate by mail to CLX Communications, Box 1206, 164 28 Kista, Stockholm, or by email to egm@clxcommunications.com, at the latest on 31 May 2016. The notification should include the shareholder's name, personal identification number/corporate registration number (or similar), address and daytime telephone number.

## Nominee-registered shares

Shareholders whose shares are registered in the name of a nominee must temporarily re-register their shares in their own name in the share register maintained by Euroclear Sweden AB in order to be entitled to attend the Meeting. Such registration must be effected no later than on 31 May 2016. Shareholders must, therefore, instruct their nominees well in advance thereof.

## Proxy

Shareholders represented by proxy must issue a written, dated power of attorney. If the power of attorney is issued by an entity, a certified copy of the certificate of registration for that entity or equivalent certificate of authority must be enclosed to it. The power of attorney is valid for one year, or, if explicitly stated, up to five years from its issuance. The original power of attorney and certificate of registration or equivalent certificate of authority should be submitted to the Company by mail at the above address in due time prior to the Meeting. A form of power of attorney is available on the Company's website: www.clxcommunications.com.

## Advisors

A shareholder or proxy may bring one or two advisors to the Meeting.

#### Proposed agenda

- 1. Opening of the Meeting
- 2. Appointment of chairman of the Meeting
- 3. Preparation and approval of the voting list
- 4. Approval of the agenda
- 5. Election of one or two persons to approve the minutes
- 6. Determination that the Meeting has been duly convened
- 7. Resolution on the subsequent approval of the Board's resolution of new issue of shares (rights issue)
- 8. Closing of the Meeting

# Proposal on appointment of chairman of the Meeting (item 2)

Erik Fröberg, the chairman of the Board, is proposed to be appointed as the chairman of the Meeting.

# Resolution on the subsequent approval of the Board's resolution of new issue of shares (rights issue) (item 7)

On 12 May 2016, the Board of Directors in CLX resolved on a new issue of shares, subject to the Meeting's subsequent approval, on the following terms and conditions.

#### Authorisation for the Board of Directors to resolve on the final terms and conditions of the rights issue

The Board of Directors, or anyone appointed within the Board of Directors, is authorised to no later than on 31 May, 2016 resolve on the highest amount by which the Company's share capital shall be increased with, the highest number of shares which shall be issued and the amount to be paid for each new share.

#### Right to subscribe for new shares

The Company's shareholders shall hold preferential rights to subscribe for the new shares pro rata to the number of shares they hold.

If not all of the shares are subscribed for with subscription rights, the Board of Directors shall decide on the allotment of shares subscribed for without subscription rights in accordance with the following:

- Firstly, the shares shall be allotted to those that have applied for subscription and subscribed for shares by exercising subscription rights, regardless of the subscriber being a shareholder or not on the record date, and, in case of oversubscription, in proportion to the number of subscription rights used for subscription of shares, and where this is not possible, by drawing of lots.
- Secondly, the shares shall be allotted to others that have applied for subscription without subscription rights and, in case of
  oversubscription, in proportion to the number of shares that each has applied to subscribe for, and where this is not possible, by
  drawing of lots.

• Third, any remaining shares shall be allotted to those who guaranteed the rights issue pursuant to separate guarantee commitments with the Company, with allocation in relation to the size of their respective commitments.

## Record day

The record day for the new issue and the obtaining of subscription rights shall be 9 June 2016.

## Subscription period and payment

Subscription of new shares with subscription rights shall be made by payment in cash during the period from and including 13 June 2016 up to and including 27 June 2016.

Application for subscription of shares without subscription rights shall take place during the same period. Subscription shall in such case be made on a separate subscription list. Payment for shares subscribed for without subscription rights shall be made in cash pursuant to instructions on a contract note, however not later than three bank days from the issue of such contract note.

Subscription of new shares without subscription rights by those who have guaranteed the new issue of shares pursuant to separate guarantee commitments with the Company shall be made on a separate subscription list no later than 6 July 2016. Payment for shares subscribed for without subscription rights by those who have guaranteed the new issue of shares pursuant to separate guarantee commitments with the Company shall be made in cash pursuant to the instructions of such commitments, however, not later than 6 July 2016.

The Board of Directors shall have the right to extend the subscription period and the date for payment.

#### Right to dividend

The new shares shall entitle to dividends for the first time on the record day for dividends which occurs immediately following the date when the shares were registered with the Swedish Companies Registration Office.

## Authorisations

The Managing Director, or anyone appointed by the Managing Director, is authorised to make such minor adjustments to the resolution as may be required in connection with the registration of the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

## Available documents

Complete proposal under item 7 above as well as documents pursuant to Chapter 13, Section 6 of the Companies Act will be made available at the Company's offices, Kista Science Tower, 164 28 Kista, Stockholm, in accordance with the requirements of the Swedish Companies Act and will be sent to shareholders who so request and who inform the Company of their mailing address. The documents will also be made available on the Company's website: www.clxcommunications.com. All documents above will be presented at the Meeting.

## Shareholders' right to request information

At the Meeting, shareholders have the right to information – should the Board of Directors consider that this can occur without significant damage to the Company – on circumstances that could impact on the evaluation of an item on the agenda and relationships that could impact on the evaluation of the Company's or a subsidiary's financial situation.

#### Other information

The Company currently has 32,432,430 outstanding shares (one vote per share). The Company holds no treasury shares.

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Stockholm in May 2016

CLX Communications AB (publ) The Board of Directors

## *For more information, please contact;* Johan Hedberg, CEO, CLX Communications,+46 8 32 75 10, ir@clxcommunications.com Odd Bolin, CFO, CLX Communications,+46 8 32 75 10, ir@clxcommunications.com

# **CLX** Communications

CLX was founded in 2008 with a mission to simplify communications globally. CLX has since then developed into a leading provider of cloudbased communications services and solutions to enterprises and mobile operators, with particular strength in the enterprise messaging market. Mobile communications services from CLX make it possible for enterprises to communicate globally with people and connected devices (Internet of Things, IoT) swiftly, securely and cost-effectively. CLX's solutions enable business-critical communication worldwide via mobile messaging services, voice services and mobile data connectivity services for IoT. CLX has over 600 enterprise customers globally, including a large number of global blue-chip enterprises, and over 70 Communications Service Provider customers (of which approximately 60 are mobile operators) that have installed and use CLX's internally developed software-based communications platform in their businesses.

CLX has demonstrated strong financial performance since its inception in 2008 and has increased its revenues from SEK 416 million in the twelve months ended June 30, 2015, corresponding to a compound annual growth rate of 42 per cent. For the twelve months ended June 30, 2015, CLX reported EBITDA of SEK 93 million and EBIT of SEK 89 million, corresponding to an EBIT margin of approximately 10.5 per cent.

CLX Communications AB (org.nr. 556882-8908)

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