

# 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 13 June 2016 at 2.00 p.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 1.00 p.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 7 June 2016.

Shareholders must also notify CLX of their intention to participate by mail to CLX Communications, Box 1206, 164 28 Kista, Stockholm, or by e-mail to egm@clxcommunications.com, at the latest on 7 June 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 7 June 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. The Board of Directors' proposal to resolve on a change of the Company's financial year and thereto related amendment of the articles of association
- 8. Certain shareholders' proposal to resolve on an extension of the Board members' and the auditors' mandate period in accordance with the extended financial year as well as adjustment of the fees for the Board members
- 9. 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.

# The Board of Directors' proposal to resolve on a change of the Company's financial year and thereto related amendment of the articles of association (item 7)

The Board of Directors proposes that the Meeting resolves on a change of the Company's financial year from 1 July–30 June to calendar year. In connection therewith, the Board of Directors proposes that the current financial year 2015/2016 is extended to cover a period of 18 months, that is, until 31 December 2016. Accordingly, the Board of Directors also proposes that the Meeting resolves to amend item 9 in the articles of association as follows:

"The Company's financial year is 0101-1231."

Certain shareholders' proposal to resolve on an extension of the Board members' and the auditors' mandate period in accordance with the extended financial year as well as adjustment of the fees for the Board members (item 8)

Provided that the Meeting resolves on a change of the Company's financial year and thereto related amendment of the articles of association in accordance with item 7 above, shareholders representing approximately 53 per cent of the shares and votes in the Company propose that the Meeting also resolves on an extension of the Board members' and the auditors' mandate period up until the next annual general meeting, which, as a result of the extended financial year, will take place during 2017. As a result of the extension of the Board members' and the auditors' mandate period, shareholders representing approximately 53 per cent of the shares and votes in the Company also propose that the Meeting resolves on an adjustment of the fees for the Board members who are not employees of the Company accordingly, *i.e.*, an increase of SEK 75,000 per such Board member from SEK 150,000 to SEK 225,000.

## Majority requirements

The resolution under item 7 above is valid only if the resolution is supported by shareholders representing at least 2/3 of the votes cast as well as of the shares represented at the Meeting.

### Available documents

Complete proposals under items 7 and 8 above 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 cloud-based 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, 2013 to SEK 844 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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