# Notice to attend an extraordinary general meeting in JonDeTech Sensors AB (publ)

An extraordinary general meeting of JonDeTech Sensors AB (publ), reg. no. 556951-8532 (the "Company") will be held on Monday, 10 August 2020. Due to the current circumstances the general meeting will be held by way of a postal voting procedure, meaning that no shareholders will be participating at the general meeting in person or by proxy. Instead, shareholders may participate at the general meeting by voting and asking questions in advance in accordance with the instructions below.

# Notice of attendance and registration

To be entitled to participate at the extraordinary general meeting shareholders shall, on 4 August 2020, be registered in the share register kept by Euroclear Sweden AB. Shareholders with nominee-registered shares must temporarily register their shares in their own name with Euroclear Sweden AB. Such registration shall have been executed on 4 August 2020 at the latest. Shareholders should therefore notify their nominee with such request well before this day.

Further, shareholders who wish to participate at the extraordinary general meeting shall submit a filled out postal voting form so that it is received by the Company on Friday, 7 August 2020 at the latest. A filled out postal voting form shall be sent:

- by way of mail to: Roschier Advokatbyrå, Attention: Erik Ellenius, Box 7358, 103 90 Stockholm, Sweden.
- by way of e-mail to: registrering2020@jondetech.se.

The exercising of voting rights in accordance with the postal voting procedure will be considered as a notice to attend the extraordinary general meeting by the shareholder.

# **Postal voting**

Due to current circumstances the board of directors has decided to hold the extraordinary general meeting only by way of postal voting procedure in accordance with Section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. Shareholders may exercise their rights at the extraordinary general meeting by way of advance postal voting on the items contained in the agenda and submit questions to the Company in connection with the extraordinary general meeting. Shareholders who intend to participate at the extraordinary general meeting (by way of postal voting or questions) must state their name, personal ID or corporate registration number, e-mail address and phone number as well as, where applicable, information about representatives in connection with the notice to attend. The postal voting form is available on the Company's website www.jondetech.se.

For shareholders who wish to participate through an authorised representative, i.e. where the representative submits the postal vote or questions on behalf of the shareholder, a proxy form is available on the Company's website, www.jondetech.se. Shareholders who wish to participate through an authorised representative must submit the proxy form together with the postal voting form. If the shareholder is a legal person, a copy of the certificate of registration or corresponding document shall also be enclosed.

# **Proposed agenda**

- 1. Opening of the general meeting and election of the chairman of the meeting
- 2. Preparation and approval of voting register
- 3. Approval of the agenda
- 4. Election of one or two persons to verify the minutes and be tellers
- 5. Decision whether the meeting has been duly convened
- 6. The board of directors' proposal for resolution on a rights issue
- 7. The board of directors' proposal for resolution on an authorisation for the board to resolve on new share issue
- 8. Closing of the meeting

#### Item 1 – Election of chairman of the meeting

It is proposed that Christoffer Benninge, Roschier Advokatbyrå, be elected chairman of the general meeting.

#### Item 4 – Election of one or two persons to verify the minutes and be tellers

It is proposed that Michael Olsson, representing O&G Innovation AB, be appointed to, alongside the chairman, attest the minutes.

#### Item 6 – The board of directors' proposal for resolution on a rights issue

The board of directors proposes that the general meeting resolves to carry out a rights issue in respect of not more than 3,645,166 shares, entailing an increase in the share capital with not more than SEK 139,309.25570. The resolution shall otherwise be governed by the following terms and conditions.

1. As per the record date on 28 August 2020, every existing share entitles the holder to four (4) subscription rights. Twenty-five (25) subscription rights entitle to subscription of one (1) new share. It is noted that 1,845,000 shares in the Company, pursuant to a separate resolution by the board of directors, have been issued and that all of said shares are expected to be subscribed for, registered and entered into in the share register kept by Euroclear Sweden AB before the record date. All of said shares are hence expected to be entitled to participate in the rights issue. It is noted that if the issue is fully subscribed using the ratio 4:25 as per the foregoing the issue will comprise no more than 3,634,560 shares, entailing an increase in the share capital of no more than SEK 138,903.92053.

If 1,000,000 shares of the above-mentioned 1,845,000 shares have been subscribed for, registered and entered into the share register kept by Euroclear Sweden AB before the record date, the number of subscription rights that each share entitle to shall be adjusted to one (1) subscription right and the number of subscription rights required for subscription of each one (1) new share in the Company shall be adjusted to six (6), entailing that the number of shares issued shall be no more than 3,645,166 shares, entailing an increase in the share capital of not more than SEK 139,309.25570.

If none of the above-mentioned 1,845,000 shares have been subscribed for, registered and entered into the share register kept by Euroclear Sweden AB before the record date, the number of subscription rights that each share entitle to shall be adjusted to one (1) subscription right and the number of subscription rights required for subscription of each

one (1) new share in the Company shall be adjusted to six (6), entailing that the number of shares issued shall be no more than 3,478,500 shares, entailing an increase in the share capital of not more than SEK 132,939.69217.

2. In the event not all of the shares are subscribed for with subscription rights, the board of directors shall decide on allotment in respect of shares which have not been subscribed for with subscription rights in accordance with the following.

Firstly, allotment shall be made to those who have subscribed for shares with subscription rights, irrespective of whether or not the subscriber is a shareholder at the record date or not, and, in case of over-subscription, pro rata to the number of subscription rights that each subscriber has exercised for subscription of shares and, where this is not possible, through drawing of lots.

Secondly, allotment shall be made to others who have subscribed for shares without subscription rights and, in case of over-subscription, pro rata to the number of shares stated in the respective subscription list and, where this is not possible, through drawing of lots.

Thirdly, allotment of any remaining shares shall be made to persons who have underwritten the share issue pursuant to a separate agreement with the Company, pro rata to the size of the respective underwriting.

- 3. A subscription price of SEK 10.00 shall be paid for each share subscribed for.
- 4. Subscription for new shares with subscription rights shall take place through payment for the newly-issued shares during the period 1-15 September 2020. Subscription for new shares without subscription rights shall be done during the same period. Subscription shall, in such case, be carried out on a separate subscription list. Cash payment for shares which have been subscribed for without subscription rights shall be carried out in accordance with separate instructions provided in a transfer note, however no later than three banking days after the issuing of the transfer note.

Subscription for new shares without subscription rights by persons who have underwritten the share issue shall be carried out using a separate subscription list no later than 18 September 2020. Cash payment for shares subscribed for without subscription rights by those who have underwritten the share issue pursuant to a separate agreement with the Company shall be made in accordance with the instructions in said agreements, however, no later than three banking days after payment request.

- 5. The board of directors shall be entitled to extend the subscription and payment period.
- 6. The new shares entitle to dividends for the first time on the first record date for distribution of dividend that takes place after the issue of new shares has been registered with the Swedish Companies Registration Office and the shares have been recorded in the share register kept by Euroclear Sweden AB.
- 7. Christoffer Benninge and Erik Ellenius, Roschier Advokatbyrå AB, are authorised to, each individually, make any minor adjustments required to register the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB.

# Item 7 – The board of directors' proposal for resolution on an authorisation for the board to resolve on new share issue

The board of directors proposes that the extraordinary general meeting adopt a resolution granting the board of directors the authority to, on one or more occasions, for the period until the next annual general meeting, issue no more than 436,147 shares, either applying or disapplying shareholders' pre-emption rights. A decision to issue shares under the authorisation may include a provision on payment by way of non-cash consideration, set-off or cash. The authorisation is proposed to apply in parallel with the authorisation granted by the annual general meeting on 26 May 2020.

In order to secure the rights issue in item 6 above, the Company has entered into underwriting agreements with certain underwriters. The purpose of authorisation and the reason for deviation from the shareholders' pre-emption rights is to, through share issues, enable share-based compensation under undwriting agreements between the Company and the underwriters. The issues shall be made on market terms. The board of directors shall have the right to determine other terms and conditions for issues carried out under the authorisation, as well as who shall have the right to subscribe for the shares.

The CEO, or the person appointed by the board of directors, shall have the right to make the minor adjustments to the resolution adopted by the general meeting, that may prove necessary in connection with registration with the Swedish Companies Registration Office or due to other formal requirements.

# Required majority

The resolution by the extraordinary general meeting in accordance with item 7 of the agenda will only be validly adopted if shareholders holding no less than two thirds of both the votes cast and the shares represented at the meeting vote in favor of the resolution.

#### Number of shares and votes in the Company

At the time of issuing this notice, the total number of shares in the Company, as well as the total number of votes, amounts to 20,871,000. The Company does not hold any of its own shares.

# **Available Documentation**

Complete proposals and related documents will be held available not less than two weeks before the general meeting with the Company and on the Company's website, <a href="www.jondetech.se">www.jondetech.se</a>. Copies of the aforementioned documents will be sent to those shareholders who so request and submit their postal address.

#### Shareholders' right to request information

Upon request by any shareholder and where the board believes that such may take place without significant harm to the Company, the board shall provide information in respect of any circumstances which may affect the assessment of a matter on the agenda. A request for such information shall be made in writing to till Roschier Advokatbyrå, Attention: Erik Ellenius, Box 7358, 103 90 Stockholm or, via e-mail to <a href="mailto:registrering2020@jondetech.se">registrering2020@jondetech.se</a>, no later than on 31 July 2020. The information will be made available with the Company on Wednesday, 5 August 2020 at the

latest. The information will also be sent, within the same period of time, to the shareholder who has requested it and stated its address, as well as will be available to the shareholders at the Company's website <a href="https://www.jondetech.se">www.jondetech.se</a>.

#### Personal data

The personal data gathered from the share register kept by Euroclear Sweden AB, notice of attendance at the general meeting and information about proxies and assistants will be used for registration, preparation of the voting register for the general meeting and, where applicable, the meeting minutes. For further information on how your personal data is being processed, visit: <a href="https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf">https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf</a>.

# JonDeTech Sensors AB (publ)

Stockholm, July 2020 Board of directors

# For more information, please contact:

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#### About JonDeTech

JonDeTech is a Swedish company that develops, and markets patented IR sensor technology based on nanotechnology. The company's IR sensors are down to one-tenth as thick as conventional sensors, built in plastic and can be manufactured in high volumes at a low cost, which opens for a variety of applications in, among other things, consumer electronics and mobile phones. The company was founded in 2008 and is listed on Nasdaq First North Growth Market. Redeye is the company's Certified Adviser, +46-8-121 576 90, certifiedadviser@redeye.se, https://www.redeye.se. Read more at www.jondetech.se or see how the IR sensor works at www.youtube.com/watch?v=2vEc3dRsDq8.