

Notice of extraordinary shareholders' meeting in Actic Group AB (publ)

(Correction of address to Solna)

The shareholders of Actic Group AB (publ) are hereby summoned to the extraordinary shareholders' meeting on 18 January 2018 at 15.00 at Actic's head office, Smidesvägen 12, SE-171 41 Solna.

Notification, etc.

Shareholders who wish to participate in the shareholders' meeting must:

- firstly* be included in the shareholders' register maintained by Euroclear Sweden AB as of 12 January 2018; and
- secondly* notify the company of their participation in the shareholders' meeting no later than 12 January 2018, in writing to address c/o Actic Group AB (publ), Smidesvägen 12 5 tr, SE-171 41 Solna or by e-mail to stamma@actic.se. The notification shall state the name, personal/corporate identity number, shareholding, address and daytime telephone number, and information about any assistants and, where applicable, representatives. When applicable, complete authorisation documents, such as powers of attorney for representatives, registration certificates or corresponding documents, shall be appended to the notification.

Nominee registered shares

Shareholders whose shares have been registered in the name of a bank or securities institute must temporarily re-register their shares in their own names with Euroclear Sweden AB in order to be entitled to participate in the shareholders' meeting. Shareholders wishing such re-registration must inform their nominee of this well before 12 January 2018, when such re-registration must have been completed.

Proxy, etc.

Shareholders represented by proxy shall issue a dated and signed power of attorney for the proxy. If the power of attorney is issued on behalf of a legal entity, a certified copy of a registration certificate or a corresponding document for the legal entity shall be appended. The power of attorney is valid for a maximum of one year after the issuance or for the duration indicated in the power of attorney, whichever is longer, but not for more than five years after issuance. The registration certificate, where applicable, may not be older than one year. The power of attorney in original and, where applicable, the registration certificate should be submitted to the company by mail at the address set forth above well in advance of the shareholders' meeting. The form to use for a power of attorney can be found on www.acticgroup.se.

Shareholders' right to request information

Shareholders are reminded of their right to request information in accordance with Chapter 7 Section 32 of the Swedish Companies Act (Sw. *aktiebolagslagen*).

Number of shares and votes

As per the date of this notice, there are a total of 15,896,936 ordinary shares, with 15,896,936 votes, in the company.

Proposed agenda

1. Opening of the meeting;
2. Election of a chairman at the meeting;
3. Preparation and approval of the voting list;
4. Approval of the agenda;
5. Election of two persons who shall approve the minutes of the meeting;
6. Determination as to whether the meeting has been duly convened;
7. Determination of the number of members and deputy members of the board of directors;
8. Determination of remuneration to the board of directors;
9. Election of the members of the board of directors and the chairman of the board;
10. Closing of the meeting.

The shareholders' proposals

Proposal for resolution on the number of board members and deputy board members, remuneration to the board of directors and election of members of the board of directors and the chairman of the board

The nomination committee consisting of Stefan Charette (appointed by Athanase Industrial Partner), Marianne Flink (appointed by Swedbank Robur Fonder), Jannis Kitsakis (appointed by the fourth Swedish National Pension Fund), Anders Algotsson (appointed by AFA Försäkring) and Erik Lautmann (chairman of the board of Actic Group), proposes the following:

- The board of directors shall consist of five (5) ordinary members without deputy members (item 7).
- Remuneration to the board of directors shall remain in accordance with the annual shareholders' meeting's resolution on 11 May 2017, meaning a fee of SEK 550,000 to the chairman of the board of directors and a fee to the other members of the board elected by the annual shareholders' meeting of SEK 250,000 each, a fee to the chairman of the remuneration committee of SEK 100,000 and to the other two members of the remuneration committee of SEK 50,000 each, as well as a fee to the chairman of the audit committee of SEK 120,000 and to the other three members of the audit committee of SEK 60,000 each. However, the remuneration in respect of the newly elected members of the board of directors and the resigning members of the board of directors, shall be adjusted with respect to the fact that the election and resigning takes place at an extraordinary shareholders' meeting (item 8).
- Göran Carlson, Fredrik Söderberg and Therese Hillman are proposed as new members of the board of directors until the end of the next annual shareholders' meeting. Göran Carlson is proposed as the new chairman of the board of directors. The board of directors would thereby, until the end of the next annual shareholders' meeting, consist of the current members of the board Stefan Charette and Åsa Wirén as well as the newly elected members of the board Göran Carlson, Fredrik Söderberg and Therese Hillman if the annual shareholders' meeting resolves in accordance with the proposal (item 9).

Presentation of the individuals proposed for new election

Göran Carlson, born 1957, is an entrepreneur with his own investment operations, inter alia through Ushi Limited, in both listed and unlisted companies. Göran Carlson has previously been the CEO of Ur & Penn, CEO and owner of Department & Stores, founder and vice chairman of the board of the pharmacy chain Medstop, as well as chairman of the board of the listed company Haldex AB. Current board positions include assignments as vice

chairman of the board of Svenskt Tenn as well as board member of Haldex AB and BudBee AB. Göran Carlson holds through a company 2,191,780 shares in Actic Group.

Fredrik Söderberg, born 1972, is the CEO of Runsvensgruppen AB, which conducts retail operations through the department store chain ÖoB as well as importing and storage operations through Runsven AB. Fredrik Söderberg has a long background within the ICA group in various positions and most recently as the head of Business Areas, where he was in the executive management of ICA Sverige. He has also been the CEO and partner of the pharmacy chain Medstop, CEO of Adara AB (a subsidiary to Apoteket AB) as well as the CEO of the restaurant wholesaler Dalsbergs Gross. Current board positions include an assignment as member of the board of directors of Dala Energi AB. Fredrik Söderberg does not hold any shares in Actic Group.

Therese Hillman, born 1980, is the CFO of NetEnt AB (publ). Therese has previously been the CEO and COO/CFO within Gymgrossisten, as well as a member of the board of directors in Kindred. Therese Hillman does not hold any shares in Actic Group.

Relevant documents are to be held available at the company's office, Smidesvägen 12, SE-171 41, Solna and at the company's webpage, www.acticgroup.se, not later than three weeks before the meeting and will be sent to shareholders that so request and inform the company of their postal address.

Stockholm, December 2017
Actic Group AB (publ)
The board of directors