

Press Release  
hemCheck Sweden AB (publ)  
556811-5272  
28-04-2017 09:00



## **NOTICE OF ANNUAL GENERAL MEETING, HEMCHECK SWEDEN AB (PUBL) - Regulatory**

*This Press Release should not be released or distributed, directly or indirectly, within USA, Canada, Japan, Australia, Hong Kong, Switzerland, Singapore, South Africa, New Zealand or any other jurisdictions where distribution would be subject to legal restrictions.*

***NOTE: This is an unofficial translation of the original notice, which is in Swedish. In case of discrepancies, the Swedish version shall prevail.***

## **NOTICE OF ANNUAL GENERAL MEETING, HEMCHECK SWEDEN AB (PUBL)**

The shareholders of Hemcheck Sweden AB (publ) are hereby invited to the Annual General Meeting ("AGM") on 30 May 2017, at 11.00 CET at Karlstad Innovation Park, Sommargatan 101A in Karlstad. Registration will begin at 10.30 CET, and will close when the meeting starts.

### ***Right to participate***

Those who have been recorded as shareholders in the share register kept by Euroclear Sweden AB as per 23 May 2017, and who, no later than 23 May 2017, give notice to the Company of their intent to participate at the AGM have a right to participate in the AGM. Notice to participate shall be given in writing to Hemcheck Sweden AB, c/o Fredersen Advokatbyrå AB, Turning Torso, 211 15 Malmö or by e-mail to [hemcheck@fredersen.se](mailto:hemcheck@fredersen.se). The notice shall contain the shareholder's name, personal identity number or registration number and daytime telephone number and, where applicable, the number of advisors (maximum two). Prior to the AGM, the shareholder will receive a confirmation. If no confirmation is received, notice has not been duly given.

A shareholder whose shares are registered under the name of a nominee must temporarily register his shares in his own name with Euroclear Sweden AB to be entitled to participate in the AGM. Such registration must be in effect no later than 23 May 2017 and should be requested with the nominee well in advance.

### ***Proxy***

If a shareholder wishes to be represented by proxy, a power of attorney shall be issued to the proxy. The power of attorney is to be in writing, dated and duly signed by the shareholder. If the shareholder is a legal entity, a copy of the registration certificate or, if no such document exists, equivalent documentation shall be included with the notification. The documentation shall prove the right of the person that has signed the power of attorney to appoint a proxy. To facilitate registration at the AGM, please provide the power of attorney in original as well as registration certificate and other documents of authority to Fredersen Advokatbyrå to the address above on 23 May 2017 at the latest. If the power of attorney and other authorisation documents have not been submitted in advance, the power of attorney in the original and other authorisation documents must be presented at the AGM. Power of attorney forms are available at the Company and on the Company's website, [www.hemcheck.com](http://www.hemcheck.com), and will be sent upon request to any shareholder who states their postal address.

### ***Draft Agenda***

1. Opening of the Meeting
2. Election of Chairman of the Meeting
3. Approval of the Agenda
4. Election of one or two persons to attest the minutes
5. Determination as to whether the meeting has been duly convened
6. Presentation of the annual report and the Auditor's report
7. Resolution on adoption of the profit and loss account and balance sheet
8. Resolution on allocation of the Company's profit or loss as set forth in the adopted balance sheet

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9. Resolution on discharge from liability for the Board Members and the CEO
10. Resolution as to the number of Board Members, Deputy Board Members, Auditors and Deputy Auditors
11. Resolution on the remuneration to the Board of Directors and Auditor
12. Election of Board members and any Deputy Board Members
13. Election of Chairman of the Board
14. Election of Auditor
15. Resolution on principles for the Nomination Committee
16. Resolution on authorising the Board to issue shares, convertibles or share warrants
17. Resolution on authorising the CEO to decide on adjustment to the resolutions
18. Closing of the meeting

#### **Draft resolutions**

##### ***Dividends (item 8)***

The Board proposes that no dividends for the financial year of 2016 shall be given.

##### ***Election of Chairman of the Meeting, Board of Directors, Chairman of the Board and Auditor and decisions regarding Remuneration (items 10-14)***

Shareholders who, at the time of the announcement of the Notice of the AGM, control a total of 41.3% of the votes in the Company propose:

That Fredrik Sjövall is elected as Chairman of the AGM,

That the Board of Directors shall consist of five Board Members and one Deputy Board Member,

That the Auditor shall be a registered auditing firm,

That remuneration to the Board of Directors shall be awarded accordingly: SEK 75,000 to the Chairman of the Board and SEK 50,000 each to other Board Members,

That, a Board Member may, if it is in accordance with current tax legislation and if it is cost neutral for the Company, be given the possibility to invoice the remuneration from his own company, provided that the company is registered for corporate tax (sw. F-skatt). Social contributions fees and VAT will be added to such remuneration invoiced by Board Member within a business operation,

That remuneration to the Auditors shall be awarded according to approved invoicing,

That the following Board members are re-elected: Fredrik Sjövall, Jenni Björnulfson, Anna Dalgaard, Hjalmar Didrikson and Torbjörn Koivisto, and re-election of Deputy Board Member Måns Alfvén

That Fredrik Sjövall is re-elected as Chairman of the Board

That Öhrlings PricewaterhouseCoopers AB is re-elected as Auditor of the Company (Öhrlings PricewaterhouseCoopers has stated that Authorised Accountant Jan Nyström will continue as principle Auditor if the AGM decides on the proposal).

##### ***Resolution on the principles for the Nominations Committee (item 15)***

Shareholders who, at the time of the announcement of the Notice of the AGM, control a total of 41.3% of the votes in the Company, propose the following principles for the Nomination Committee:

The Chairman of the Board shall, as soon as the registered ownership of the Company as of August 31, 2017 is known, contact the four largest registered shareholders and ask each of them to appoint a member of the Nomination Committee. Shareholders not registered with Euroclear Sweden AB who wish to exercise their right shall report this to the Chairman of the Board and be able to present proof of their ownership. Should one shareholder relinquish the right to appoint a member of the Nominations Committee, the next shareholder in size shall be given the opportunity to appoint a member until four members of the Nomination Committee have been appointed. The members thus appointed, together with the Chairman of the Board as convenor, shall constitute the Nomination Committee. The names of the nominated members, and the names of the shareholders that they represent, shall be published as

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soon as the Nomination Committee has been appointed, but no later than six months before the AGM in 2018. The Chairman of the Board shall convene the Nomination Committee before the end of October

The Nomination Committee shall appoint one of its members as Chairman. The Nomination Committee's term of office extends until a new Nomination Committee is appointed.

If any shareholder who is not represented in the Nomination Committee has greater voting powers than another shareholder represented in the Nomination Committee, the larger shareholder has the right to appoint a member of the Nomination Committee, whereupon the member of the Nomination Committee representing the smallest shareholder shall leave the Nomination Committee. Should one of the members of the Nomination Committee resign for any reason or cease to represent the shareholder who appointed such member before the mandate of the Nominations Committee has been completed, and if the shareholder who appointed the member so requests, they may be replaced by a new member appointed by the shareholder.

The Nomination Committee shall propose to the AGM 2018, a Chairman to preside over the AGM, the number of Board Members and Deputies, Board of Directors, Chairman of the Board of Directors, remuneration to the Board of Directors, possible remuneration for committee work, Auditors, remuneration to Auditors and principles for the appointment of the Nomination Committee. The Nomination Committee shall comply with the Swedish Code of Corporate Governance.

Remuneration to the Nomination Committee for its work shall not be paid by the Company. If necessary, the Company will account for reasonable costs that the Nomination Committee considers necessary for the Nomination Committee to fulfil its work. The Nomination Committee may also co-opt Board Members to the Nomination Committee if deemed appropriate; co-opted members shall not have the right to vote in the Nomination Committee.

***Resolution to authorise the Board of Directors to issue shares, convertibles or share warrants (item 16)***

The Board of Directors proposes that the AGM authorises the Board of Directors, upon one or several occasions during the period up to the next AGM, with or without the waiver of shareholders' pre-emptive rights, to adopt a new issue of shares or issue of convertible bonds or share warrants. Issues may be made against cash payment, set-off, capital contributed in kind, or otherwise as per conditions pursuant to Chapter 2, section 5, second paragraph, items 1-3 and 5 of the Swedish Companies Act.

The number of shares, convertibles or share warrants that may be issued on the basis of the authorisation shall be limited in such a way that the number of shares, after a fully subscribed new share issue, full exercise of warrants or full conversion, does not increase by more than 10 percent of outstanding shares. If the Board of Directors resolves on a share issue that is carried out with the waiver of the shareholders' pre-emptive rights, the reason should be to broaden the ownership circle or enable entry for new shareholders for strategic reasons, acquire or enable acquisition of working capital, increase liquidity in the share, carry out acquisitions or acquire or enable acquisition of capital for acquisitions. When a new issue of shares, carried out with the waiver of the shareholders' pre-emptive rights, is resolved on, the subscription price shall be set according to the market conditions at the time of the decision.

***Resolution to authorise the Chief Executive Officer to make adjustments to the resolutions (item 17)a***

The Board of Directors proposes that the AGM authorises the Chief Executive Officer, or the person appointed by the Chief Executive Officer, to make minor adjustments and clarifications of the resolutions adopted by the AGM to the extent that such be required for the registration and execution of the resolutions.



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**Further information**

Resolutions under item 16 are valid only if supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the AGM.

The annual report, Auditor's report and as well as complete underlying documentation will be made available by the Company and on the Company's website at least at the time as legally required before the AGM. Documents will be sent on request to shareholders who state their postal address. The Board of Directors and the Chief Executive Officer shall, should a shareholder so request and the Board of Directors deems that such may take place without significant detriment to the Company, provide information during the AGM with regard to circumstances that could influence the appraisal of an item on the agenda as well as circumstances that could influence the appraisal of the Company's financial position.

Karlstad, April 2017  
**hemCheck Sweden AB (publ)**  
*Board of Directors*

**About hemCheck:**

Hemcheck Sweden is a medical technology company addressing the issue of hemolysis (the rupturing of red blood cells) – the most common reason for blood samples to be deemed unfit for laboratory analysis. Hemcheck Sweden is doing this by developing and commercializing a novel product concept (HELGE™ and READY™) that detects hemolyzed blood samples at the point of care. Hemcheck Sweden was founded in 2010 and is headquartered in Karlstad, Sweden.

**About hemCheck**

hemCheck Sweden AB (publ) develops and commercializes a unique product concept (HELGE™ and READY™) that detects hemolysis in blood samples at the point of care. Hemolysis, or the rupturing of red blood cells, is the most common reason for blood samples being unfit for analysis—which can lead to poorer healthcare, increased risk for patients and higher costs for clinics and society. By detecting hemolysis in blood tests directly, HELGE™ can contribute to improved care for patients throughout the world. hemCheck is headquartered in Karlstad, Sweden. hemCheck prepared a prospectus for the issue of new units before its resumption of trading on Nasdaq First North.

**Contact**

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**Important information**

*This is information which hemCheck is required to disclose according to EU Market Abuse Regulation law. The information was provided by the above contact person's auspices, for publication on 28<sup>th</sup> of April 2017, 09:00.*