



# Nordax Bank

*This is an unofficial translation of the corresponding Swedish document. In the event of any discrepancies between this document and the Swedish version, the latter shall prevail.*

## Notice to Annual General Meeting in Nordax Group AB (publ)

The shareholders of  
**Nordax Group AB (publ)**  
are hereby given notice of the Annual General Meeting  
to be held on Friday  
29 June 2018 at 09.00 (CET) at  
Advokatfirman Cederquist´s premises, Hovslagargatan 3, Stockholm.

Registration from 08.30 (CET)

### Notification etc.

Shareholders who wish to attend the Annual General Meeting shall

***both*** be registered in the shareholders´ register kept by Euroclear Sweden AB on Thursday 21 June 2018 (record day takes place on Midsummer´s Eve, 22 June 2018);

***and*** make a notification to the company to attend the Annual General Meeting not later than on Monday 25 June 2018.

Notification to attend the Annual General Meeting shall be made either by e-mail to [ir@nordax.se](mailto:ir@nordax.se), in writing under address Nordax Group AB (publ), Att: Investor Relations "AGM 2018", P.O. Box 23124, SE-104 35 Stockholm, Sweden or by telephone at +46 8 690 18 22 (between 14.00-15.00 CET on weekdays).

The notification shall include the following: name, social security/company registration number, address, telephone number (daytime), registered shareholding, information on potential assistants (maximum two) and where applicable, information on deputies or representatives.

### Shares registered in the name of a custodian

Shareholders who have registered their shares in the name of a custodian through a bank or through another authorised depository must, in order to have the right to attend the Annual General Meeting, request to have the shares re-registered in their own name in the shareholders´ register kept by Euroclear Sweden AB (so-called voting-rights registration), so that the shareholder is registered in the shareholders´ register kept by Euroclear Sweden AB on Thursday 21 June 2018. This means that shareholders who wish to make such registration must contact their custodian well in advance of 21 June 2018 and request such re-registration. Such registration can be temporary.

### Powers of attorney

A shareholder may attend the Annual General Meeting by proxy with a dated power of attorney in writing, signed by the shareholder. To facilitate admission to the Annual General Meeting, powers of attorney and other authorising documents should be



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received in original by the company on 25 June 2018, at the latest. A power of attorney form is available on the company's website, [www.nordaxgroup.com](http://www.nordaxgroup.com).

## Proposed agenda

- 1 Opening of the Annual General Meeting
- 2 Election of Chairman of the meeting
- 3 Preparation and approval of the voting list
- 4 Approval of the agenda
- 5 Election of one (1) or two (2) persons to approve the minutes
- 6 Examination of whether the meeting has been duly convened
- 7 Presentation by the Chief Executive Officer
- 8 Presentation of the Annual Report and the Audit Report and the Group Annual Report and the Group Audit Report for the financial year 2017
- 9 Resolutions in respect of:
  - a. adoption of the profit and loss statement and the balance sheet and the group profit and loss statement and the group balance sheet for the financial year 2017
  - b. allocation of the company's profit in accordance with the adopted balance sheet
  - c. discharge from liability of the members of the Board of Directors and the Chief Executive Officer for the management of the financial year 2017
- 10 Determination of the number of Board Members and auditors
- 11 Determination of fees to the Board Members and to the auditor
- 12 Election of members of the Board of Directors, Chairman of the Board of Directors and auditor
- 13 Closing of the Annual General Meeting



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## **Item 9 b. Allocation of the company's profit in accordance with the adopted balance sheet**

The Board of Directors proposes that the company's retained earnings shall be carried forward and consequently that no dividend shall be paid to the shareholders.

## **Item 10 Determination of the number, and election of, members of the Board of Directors and and 12 auditor, and election of Chairman of the Board of Directors**

Shareholders representing approximately 99 per cent of all shares and votes in the company propose that the Board of Directors shall consist of six (6) Board Members with no Deputy Board Members.

It is proposed to re-elect Hans-Ole Jochumsen, Christopher Ekdahl, Christian Frick, Heikki Kapanen, Henrik Källén and Ville Talasmäki for the period until the conclusion of the next Annual General Meeting.

It is further proposed to re-elect Hans-Ole Jochumsen as Chairman of the Board of Directors for the period until the conclusion of the next Annual General Meeting.

Shareholders representing approximately 99 per cent of all shares and votes in the company further propose election of one (1) auditor without a deputy auditor. It is proposed to re-elect the registered accounting firm Deloitte AB, with the authorised auditor Malin Lüning as the auditor in charge, for the period until the conclusion of the next Annual General Meeting.

## **Item 11 Determination of fees to the Board Members and to the auditor**

Shareholders representing approximately 99 per cent of all shares and votes in the company propose that no remuneration shall be paid to the members of the Board of Directors until the conclusion of the next Annual General Meeting. Remuneration shall neither be paid for Committee work.

Fee to the auditor is proposed to be paid in accordance with approved invoices.

## **Complete documentation and proposals**

Complete proposals for decisions are set forth above. The financial statements and the Auditor's Report for the financial year 2017 are available at Nordax Group AB's (publ) office and at the company's website, [www.nordaxgroup.com](http://www.nordaxgroup.com) and will be sent to the shareholders who request this and who inform the company of their postal address or e-mail.

## **Shares and votes**

There are in total 110,945,598 shares and votes in the company at the time of the notice. The company holds 230,000 own shares.

## **Shareholders' rights to ask questions**



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The Board of Directors and the CEO shall, if a shareholder so requires and it according to the opinion of the Board of Directors may take place without significant harm to the company, at the Annual General Meeting, provide information regarding:

- circumstances which may affect the assessment of a matter on the agenda for the Annual General Meeting; and
- circumstances which may affect the assessment of the company's financial position.

The duty to provide information also applies to the company's relationship to other group companies as well as the group accounts and subsidiaries' circumstances.

## Processing of personal data

Personal data for shareholders sourced from the share register, notification of attendance to the Annual General Meeting, as well as information about assistants and representatives will be used for registration, the voting list for the Annual General Meeting and, where applicable, the minutes of the Annual General Meeting. The personal data will be processed in accordance with the General Data Protection Regulation (Regulation (EU) 2016/679 of the European Parliament and of the Council) taking effect as of 25 May 2018. Personal data collected by Nordax Group AB (publ) in connection with the Annual General Meeting includes name, social security number, address, telephone number, shareholdings in the company and, where applicable, information about voting. Euroclear Sweden AB is the controller of the personal data set out in the share register and Nordax Group AB (publ) is the controller of any additional personal data that is collected in connection with the Annual General Meeting.

A shareholder, an assistant or a representative has the right to know which personal data concerning such person that is processed by Nordax Group AB (publ) and may request a copy of such personal data as well as having any inaccurate personal data corrected. In some cases, such person has the right to object to the processing of personal data or request Nordax Group AB (publ) to erase or restrict such processing. Under certain circumstances, a shareholder, an assistant or a representative is also entitled to receive the personal data concerning such person in a machine-readable format and is entitled to transmit the personal data to another controller. If you have any questions or a request in regards to what is stated above, please contact Nordax Group AB (publ) at the following e-mail address; [dpo@nordax.se](mailto:dpo@nordax.se) or at the address for attendance to the Annual General Meeting as stated above.

Nordax Group AB (publ) has taken appropriate security measures to protect the processed personal data against *inter alia* loss or unauthorised disclosure. Only those persons at the company who need to process the personal data have, in accordance with the purpose stated above, access to such data. Nordax Group AB (publ) may transmit or disclose personal data to suppliers and business partners which perform services on behalf of the company in connection with the Annual General Meeting (such as legal advisors). Personal data is not stored or kept for a longer period of time than as is required in accordance with applicable law.

If you consider that Nordax Group AB's (publ) processing of personal data is not satisfying, a complaint may be filed with the Swedish Data Protection Authority.



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Stockholm in May 2018

*Board of Directors of Nordax Group AB (publ)*