



Notice of Annual General Meeting in Edgeware AB (publ)

The shareholders in Edgeware AB (publ), reg. no. 556691-7554, with registered office in Stockholm, Sweden, are hereby summoned to the annual general meeting on Wednesday, 6 May 2020 at 1:30 p.m. at the company's offices at Mäster Samuelsgatan 42, Floor 12, 111 57 Stockholm, Sweden.

Notification etc.

Shareholders who wish to participate in the annual general meeting must

firstly be included in the shareholders' register maintained by Euroclear Sweden AB as of Wednesday, 29 April 2020, and

secondly notify the company of their participation in the annual general meeting no later than on Thursday, 30 April 2020.

The notification shall be in writing to Edgeware AB, Mäster Samuelsgatan 42, 111 57 Stockholm, Sweden, or via e-mail: richard.berg@edgeware.tv. The notification should state the name, personal/corporate identity number, address, telephone number and shareholding and, when applicable, information about representatives, counsels and assistants and, when applicable, the number of assistants (maximum two) who are intended to attend the annual general meeting. When applicable, complete authorization documents, such as registration certificates and powers of attorney for representatives and counsels, shall be appended the notification.

Nominee shares

Shareholders, whose shares have been registered in the name of a bank or other trust department or with a private securities broker, must temporarily re-register their shares in their own names with Euroclear Sweden AB in order to be entitled to participate in the annual general meeting. Shareholders wishing such re-registration must inform their nominee of this well before Wednesday, 29 April 2020, when such re-registration must have been completed.

Proxy etc.

Shareholders represented by proxy shall issue dated and signed power of attorney for the proxy. If the power of attorney is issued on behalf of the proxy or, should the right to vote for the shares be divided among different representatives, the representatives, together with information on the number of shares each representative is entitled to vote for. The proxy is valid for one year from the issuance or the longer period of validity stated in the proxy, however not more than five years from the issuance. If the proxy is issued by a legal entity, attested copies of the certificate of registration or equivalent authorisation documents, evidencing the authority to issue the proxy, shall be enclosed. 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 annual general meeting. A proxy form is available on the company's website, www.edgeware.tv, and will also be sent to shareholders that so request and inform the company of their postal address.

Advance voting

The shareholders may exercise their voting rights at the general meeting by voting in advance, so called postal voting in accordance with section 3 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. Edgeware AB encourages the shareholders to use this opportunity in order to minimise the number of participants attending the general meeting in person and thus reduce the spread of the infection. A special form shall be used for advance voting. The form is available on www.edgeware.tv. A shareholder who is exercising its voting right through advance voting do not need to notify the company of its attendance to the general meeting. The advance voting form is considered as the notification of attendance to the general meeting. The completed voting form must be submitted to Edgeware AB no later than Thursday 30 April 2020. The completed and signed form shall be sent to the address stated under "Notification etc." above. A completed form may also be submitted electronically and is to be sent to richard.berg@edgeware.tv. If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed to the form. The same apply for shareholders voting in advance by proxy. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote is invalid. Further instructions and conditions are included in the form for advance voting.

Information in relation to the Corona virus (Covid-19)

In view of the recent developments of the spread of the Corona virus (Covid-19), Edgeware has taken certain precautionary measures in relation to the annual general meeting on 6 May 2020. The measures are being taken to reduce the risk of spread of contagion.

- Shareholders should carefully consider to utilise the possibility to vote in advance, please see above, as well as the possibility of participating by way of proxy. Shareholders who display symptoms of infection (dry cough, fever, respiratory distress, sore throat, headache, muscle and joint ache), have been in contact with people displaying symptoms, have visited a risk area, or belong to a risk group, are in particular encouraged to utilize such possibility. A form for advance voting and proxy form is available at www.edgeware.tv.
- No external guests will be invited.
- No refreshments will be served prior to or after the annual general meeting.
- Merely a shorter speech will be held by the CEO on the annual general meeting.
- The annual general meeting will be conducted in the shortest possible time without limiting the rights of the shareholders.
- Kindly review the information and recommendations issued by the Swedish Public Health Authority (Sw. *Folkhälsomyndigheten*).

The continued spread of the Corona virus (Covid-19) and its effects are still difficult to assess with certainty and Edgeware is closely following the developments. If any further precautionary measures in relation to the annual general meeting must be taken, information thereof will be published on the company's website www.edgeware.tv.

The shareholders are reminded of their right to ask questions to the board of directors and the CEO at the annual general meeting in accordance with Chapter 7, Section 32 of the Swedish Companies Act (Sw. *aktiebolagslagen*).

Number of shares and votes

There are, as of the day of this notice, 30,043,008 shares in the company. As of the day of this notice, the company holds no own shares.

Proposed agenda

1. Election of a chairman of the meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two persons who shall approve the minutes of the meeting.
5. Determination of whether the meeting was duly convened.
6. Submission of the annual report and the auditors' report and, where applicable, the consolidated financial statements and the auditors' report for the group.
7. Resolutions regarding:
 - a. Adoption of the income statement and the balance sheet and, when applicable, the consolidated income statement and the consolidated balance sheet;
 - b. Allocation of the company's profits or losses in accordance with the adopted balance sheet;
 - c. Discharge of the members of the board of directors and the managing director from liability.
8. Determination of the number of members of the board of directors and, where applicable, the number of auditors and deputy auditors.
9. Determination of fees for members of the board of directors and auditors.
10. Election of the members of the board of directors.
 - 10.1 Michael Ruffolo
 - 10.2 Arnd Benninghoff
 - 10.3 Tuija Soanjärvi
 - 10.4 Jonas Hasselberg
 - 10.5 Rickard Blomqvist (new election)
 - 10.6 Erik Hallberg (new election)
11. Election of the chairman of the board of directors
Michael Ruffolo
12. Election of auditors and, where applicable, deputy auditors.
13. Resolution regarding the principles for the appointment of the nomination committee.
14. Resolution regarding guidelines for remuneration and other terms of employment for the group management.
15. Closing of the meeting.

Proposal regarding appropriation of the company's result (item 7 b)

The board of directors and the managing director propose that the company's results shall be carried forward and thus no dividend will be distributed.

Determination of the number of members of the board of directors and the number of auditors, fees to the board of directors and the auditors and election of members of the board of directors and election of auditors (items 1, 8, 9, 10, 11 and 12)

The nomination committee, appointed in accordance with the principles established by the annual general meeting on 11 April 2019, consists of Anne Glover (appointed by Amadeus Capital Partners), Erik Durhan (appointed by Nordea Funds) and Lars Kongstad (appointed by Volador AB) and the chairman of the board of directors Michael Ruffolo. The nomination committee has appointed Anne Glover as the nomination committee's chairman. The nomination committee proposes that:

- Attorney at law Jesper Schönbeck, Vinge law firm, or the one proposed by the nomination committee if he has an impediment to attend, is appointed to chair the annual general meeting (item 1).
- The number of members of the board of directors shall be six (6) with no deputy members. The number of auditors shall be one (1) authorized accounting firm (item 8).
- That the fees to the board of directors shall amount to SEK 1,570,000, unchanged from last year, to be allocated with SEK 500,000 to the chairman of the board of directors and SEK 190,000 to each other member of the board of directors. Remuneration for committee work in the audit committee shall amount to SEK 80,000 to be allocated with SEK 40,000 to the chairman of the audit committee and SEK 20,000 each to the other two members of the audit committee. Remuneration for committee work in the remuneration committee shall amount to SEK 40,000 to be allocated with SEK 20,000 to the chairman of the remuneration committee and SEK 10,000 each to the other two members of the remuneration committee (item 9).
- Auditors' fee is proposed to be on current account (item 9).
- Re-election of the members of the board Michael Ruffolo, Arnd Benninghoff, Tuija Soanjärvi and Jonas Hasselberg and election of Rickard Blomqvist and Erik Hallberg as new members of the board. Kent Sander and Sigrun Hjelmqvist have declined re-election (item 10). Re-election of Michael Ruffolo as chairman of the board (item 11).
- Re-election of the accounting firm Deloitte AB. The proposal is in accordance with the recommendation by the audit committee (item 12).

Rickard Blomqvist

Rickard Blomqvist is the CEO and principal owner of the investment company Volador AB, which is the second largest shareholder in Edgware. Rickard is also a board member of GARO AB (publ), a position he has held since 2015, which gives him solid board experience in a listed environment for Edgware. He continuously conducts advisory and other consulting projects within business development, which will provide Edgware with valuable

insights for the development phase that Edgeware is currently undergoing. Rickard holds a bachelor's degree in business and economics and is 48 years old.

Erik Hallberg

Erik Hallberg is the CEO and board member of Netmore Group AB (publ), which is listed on Nasdaq Nordic. Netmore Group delivers open ecosystems for Internet of Things solutions from various service providers to increase and utilize the opportunities with new technology to the full and enable good solutions for people and the environment. Erik is also Chairman of the Board of Fidesmo AB since 2016 and further member of the Board of the listed management consulting company HiQ International AB (publ) since 2013. Erik lives in Stockholm and is 63 years old and has previously served as Chairman of the Board and owner responsible during the years 2002 to 2006 for Telia's Baltic companies. Over the years in the Baltic countries, TV was established successfully via broadband in all countries. Upon his return to Sweden as Senior Vice President, Erik was responsible for Telia's investment in TV in Sweden and drove the market development of TV through broadband to a great success. During 2010 to 2013, Erik Hallberg served as CEO of Telia Carrier with approx. 30 international subsidiaries and conducted a turnaround of the business from deficit to profit. Erik will provide valuable insights within Edgeware related technology areas and has many years of solid board experience in both listed and unlisted environments.

Further information, with regard to the proposed members of the board of directors, is available on www.edgeware.tv.

Resolution regarding the principles for the composition of the nomination committee (item 13)

The nomination committee proposes that the annual general meeting resolves to approve the nomination committee's proposal for resolution regarding the nomination committee as set forth below.

Ahead of the annual general meeting 2021, the board of directors proposes that the nomination committee shall be composed of members appointed by the three largest shareholders listed in the shareholders' register maintained by Euroclear Sweden as of 31 August 2020 and the chairman of the board of directors, or another board member appointed by the board of directors who has good knowledge about Swedish Corporate Governance, who shall convene the first meeting of the nomination committee. The member that is appointed by the largest shareholder shall be appointed chairman of the nomination committee, unless the nomination committee unanimously appoints someone else. However, the chairman of the board of directors may not be chairman of the nomination committee. If earlier than three months prior to the annual general meeting, one or several of the shareholders that have appointed members to the nomination committee no longer are among the three largest shareholders, members appointed by these shareholders shall resign and the shareholders who then are among the three largest shareholders may appoint their members. Should a member resign from the nomination committee before its work is completed, and the nomination committee consider it necessary to replace him or her, such substitute member is to be appointed by the same shareholder or, if the shareholder is no longer one of the largest shareholders, the largest shareholder in turn. Changes of the composition of the nomination committee must be announced immediately. The members of the nomination committee shall not receive any remuneration. Edgeware is to pay any expenses that the nomination committee may incur in its work. The term of office for the nomination committee ends when the composition of the following nomination committee has been announced.

Resolution regarding guidelines for remuneration and other terms of employment for the group management (item 14)

The board of directors proposes that the remuneration of the executive management shall consist of fixed salary, variable remuneration and pension provisions. The total remuneration shall be based on market terms, be competitive, well balanced and not wage leading as well as contribute to good ethics and company culture. Fixed salary shall be based on the executive management's competence and area of responsibility, be individual and shall normally be reviewed annually. Variable remuneration shall be linked to predetermined and measurable criteria based on the Company's EBIT-results and recurring revenues. These criteria are designed with the aim of promoting long-term value creation. For the CEO and other members of the executive management the variable remuneration may not exceed 60 percent of the fixed annual salary. The executive management may also be granted customary non-monetary benefits, such benefits shall however not constitute a material part of total remuneration.

The retirement age for the CEO is 65 years, while for other senior executives, the retirement age varies between 65 and 67 years. The pension premium for the CEO amounts to 32 percent of pensionable salary for 2019. The pension solution for the remaining members of executive management consists of a voluntary plan that reflects ITP1, which means that it is defined contribution and constitutes 4.5 percent of pensionable salary up to 7.5 income base amounts and 30 percent of any excess amount.

The Board of Directors has the right to deviate from the guidelines if there are special reasons for this in an individual case.

Processing of personal data

For information on how your personal data is processed, see the integrity policy that is available at Euroclear's webpage www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf.

The annual report, the auditor's report, any complete proposal to the general meeting and the auditor's statement whether the board of directors' guidelines for remuneration to group management have been applied will not later than on 15 April 2020 be held available at the company's office at Mäster Samuelsgatan 42, 111 57 Stockholm, Sweden, and will be sent to the shareholders who so request and inform the company of their postal address.

Stockholm, April 2020

Edge ware AB (publ)

The Board of Directors

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About Edgeware

Edgeware supplies operators and content providers with systems to deliver modern TV services over the Internet at a huge scale. Edgeware's unique technology provides an outstanding viewing experience that allows its customers to retain control of their content. Edgeware has more than 200 customers and is headquartered in Stockholm, Sweden, with staff across Europe, Asia and the Americas.

For more information, visit <https://corporate.edgeware.tv>

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