

## **NOTICE TO ATTEND EXTRAORDINARY SHAREHOLDERS' MEETING IN TRUSTBUDDY INTERNATIONAL AB (PUBL)**

The shareholders in TrustBuddy International AB (publ), reg. no. 556510-9583, (the "Company") are hereby summoned to the extraordinary shareholders' meeting as set forth below.

**Time and date:** Monday, 9 December 2013, at 1 p.m. (CET)  
**Place:** Advokatfirma DLA Nordic KB, Kungsgatan 9, Stockholm

### **RIGHT TO ATTEND THE MEETING AND NOTIFICATION**

Shareholders who wish to attend the meeting must be registered in the share register maintained by Euroclear Sweden AB by Tuesday 3 December 2013 and notify the Company of their attendance to the address: TrustBuddy International AB (publ), Wallingatan 12, 111 60 STOCKHOLM or by email: [info@trustbuddy.com](mailto:info@trustbuddy.com), not later than Tuesday 3 December 2013, preferably before 4 p.m. (CET). The shareholders shall indicate their name/company name, personal identity no. or registration no., address, telephone number and shareholding in the notification.

Shareholders who cannot attend the meeting in person may appoint one or more proxies. Such shareholders shall issue a written, dated and signed proxy form for each proxy. The original copy of the proxy form shall be brought to the meeting. The representative of a legal person shall, furthermore, bring a copy of certificate of registration or similar document verifying the authorized signatories.

Shareholders whose shares are registered in the name of a nominee must temporarily re-register their shares in their own name in the share register maintained by Euroclear Sweden AB to be entitled to participate in the meeting. Such registration should be requested with the nominee in due time before Tuesday 3 December 2013, in order for the registration to be effective as per this day.

### **PROPOSED AGENDA**

1. Opening of the meeting
2. Appointment of a chairman of the meeting
3. Appointment of person to keep the minutes
4. Preparation and approval of the voting list
5. Approval of the agenda
6. Election of a person to verify the minutes
7. Examination that the meeting has been duly convened
8. Resolution regarding directed new share issue
9. Resolution regarding directed issue of warrants
10. Closing of the meeting

### **MAIN PROPOSALS**

#### **Item 2**

It is proposed that attorney-at-law Peter Näslund is appointed as chairman of the meeting.

#### **Item 8**

The board of directors proposes that the meeting resolves on a directed new share issue subject to mainly the following terms: The share capital shall be increased by not more than SEK 2,140,899.079328 by means of issuing not more than 54,545,454 new shares. Subscription right shall be granted, with deviation from the existing shareholders' preferential rights, to River and Mercantile Asset Management LLP, Edale Capital Partners LLP, Tveteraas Eiendomsselskap A/S, Högset Holding AS and one additional determined group of external investors (information of the subscribers included in that group will be provided before the meeting), whereas over-subscription is not possible. The subscription price is SEK 1.10 per new share. The reason for the deviation from the shareholders' preferential rights is to be able to expand the group of shareholders and to obtain expansion capital. The subscription price has been determined by negotiations with the subscribers

### **Item 9**

The board of directors proposes that the meeting resolves on a directed issue of warrants subject to mainly the following terms: Not more than 40,909,091 warrants shall be issued. Subscription right shall be granted, with deviation from the existing shareholders' preferential rights, to JAC Invest AS, Cryptononymous AS, Fibi AS, Rugl AS, Bøen Spar AS, Lise og Arnfinn Hejes Fond, TTT AS, Bert AS, Ovata Invest AS, Firm Factory AB and TrustBuddy AB, whereas over-subscription is not possible. The warrants are issued without compensation. Where all warrants are fully utilized, the Company's share capital may be increased by not more than SEK 1,605,674.329121. Each warrant entitles to subscription of one (1) new share in the Company at a subscription price of SEK 1.20 and subscription of shares may, in accordance with the terms and conditions for the warrants, take place from 30 October 2015 until and including 31 December 2015. The reason for the deviation from the shareholders' preferential rights is to make available working capital to the Company, to provide lending capital to TrustBuddy AB's business as credit intermediary and to reduce the dilution effects for the majority of the total number of shareholders of the Company. The resolution regarding issue of warrants according to the proposal shall be conditional upon that the meeting resolves upon the directed new share issue in Item 8 in the agenda.

### **DOCUMENTS**

Copies of the entire proposed resolutions and proxy forms will be made available at the Company's offices not less than two (2) weeks before the meeting. The documents will also be made available at the Company's website, [www.trustbuddyinternational.com](http://www.trustbuddyinternational.com) during the same time period. Copies of the documents will be, free of charge to the recipient, sent to those shareholders who so request and state their postal address.

At the meeting, the shareholders are entitled to request information from the board of directors and the managing director according to Chapter 7 Section 32 of the Swedish Companies Act (*Sw. aktiebolagslag 2005:551*)

\* \* \* \* \*

Stockholm in November 2013

**TRUSTBUDDY INTERNATIONAL AB (PUBL)**

*The Board of Directors*