

## **Notice of the extraordinary general meeting of FormPipe Software AB (publ)**

The shareholders of FormPipe Software AB (publ), Swedish company reg. no. 556668-6605, (the "Company") are hereby invited to attend the extraordinary general meeting (EGM) Thursday, 7 June 2012 at 16.00 at the Company's premises at S:t Eriksgatan 117, Stockholm.

### **Notification of attendance at the EGM**

Shareholders who wish to attend the EGM must:

- both be registered on Thursday, 31 May 2012 in the register of shareholders kept by Euroclear Sweden AB;
- and notify their intended participation to the Company by post to FormPipe Software AB, Extra bolagsstämma 2012, Box 23131, 104 35 Stockholm, by fax to 08-555 290 99, by telephone to +46 (0)765-25 77 12 or by e-mail to [stamman@formpipe.com](mailto:stamman@formpipe.com), by 16:00 on Thursday, 31 May 2012 at the latest.

When registering, shareholders must state their name and Swedish personal or company registration number and preferably also address and telephone number. If a shareholder intends to exercise his or her rights through an authorised representative, power of attorney and other documents of authorisation should be enclosed with the registration. Power of attorney forms are available on the Company's website at [www.formpipe.se](http://www.formpipe.se) and are sent without cost to those shareholders who request this and who state their postal address. If a shareholder wishes to exercise the right to bring along a representative (a maximum of two representatives) to the EGM, such participation must be notified to the Company in accordance with the above. Shareholders whose shares are held by a trustee must temporarily re-register the shares in their own name with Euroclear Sweden AB in order to be able to attend the EGM. Such registration, which normally takes a few days, must be carried out by Thursday, 31 May 2012 and should therefore be requested from the trustee in good time before this date.

### **Authorised representatives**

Shareholders who intend to be represented by one or more representatives, must ensure that the representatives bring a signed and dated power of attorney issued by the shareholder to the EGM. A person representing a legal entity must present a certificate of registration (or equivalent document of authorisation) stating that the persons who have signed the power of attorney are authorised signatories of the shareholder. The power of attorney and the certificate of registration (or other document of authorisation) must not be issued more than five years prior to the EGM.

### **Number of shares and votes**

At the time of issue of this notice, there are a total of 12,233,647 shares and votes in the Company. The Company does not hold any of its own shares.

### **Proposed Agenda**

The Board of Directors' proposal for the Agenda for the EGM:

1. Opening of the shareholders' meeting and election of chairman of the EGM
2. Establishment and approval of the voting list
3. Approval of the agenda
4. Election of one or two persons to verify the minutes
5. Determination of whether the EGM has been legally convened
6. Resolution on: a) amendment of the Articles of Association, and b) approval of the Board's resolution to issue new shares with preferential rights for current shareholders

## 7. Close of the Meeting

### **Resolution on: a) amendment of the Articles of Association, and b) approval of the Board's resolution to issue new shares with preferential rights for current shareholders (item 6)**

#### **a) Resolution on amendments of the Articles of Association**

To enable the rights issue with preferential rights for current shareholders under item b) below, the Board of Directors proposes that the EGM resolve that the limits for the share capital in the Articles of Association and the number of shares shall be amended as follows. The limits of the share capital in the Articles of Association shall be changed from the current minimum of SEK 500,000 and a maximum of SEK 2,000,000 to a minimum of SEK 2,000,000 and a maximum of SEK 8,000,000. Article 4 of the Articles of Association shall be worded as follows:

*"The Company's share capital shall be not less than SEK 2,000,000 and not more than SEK 8,000,000."*

The limits of the number of shares in the Articles of Association shall be changed from the current minimum of 5,000,000 shares and maximum of 20,000,000 shares to a minimum of 20,000,000 shares and a maximum of 80,000,000 shares. Article 5 of the Articles of Association shall be worded as follows:

*"The total shares outstanding shall be not less than 20,000,000 and not more than 80,000,000."*

#### **b) Approval of the Board's resolution to issue new shares with preferential rights for current shareholders**

The Board of Directors proposes that the EGM approves the Board's resolution of 6 May 2012 to increase the Company's share capital by a rights issue of shares with preferential right for the shareholders, on the following principal terms.

1. The Board of Directors, or a person appointed by the Board amongst its members, shall be authorized to determine, no later than on the fifth weekday prior to the record date, the amount by which the Company's share capital is to be increased, the number of shares which are to be issued in the rights issue and the subscription price per share.
2. Registered shareholders on the record date for the rights issue shall have the right to subscribe for new shares with preferential rights. Each owner of shares shall have preferential right to subscribe for new shares in relation to the number of shares the holder previously held.
3. In the event that not all the shares are subscribed for with preferential rights, allotment of the remaining shares, within the maximum amount of the rights issue, shall be made to subscribers who have subscribed for shares without preferential rights. Firstly, such allotment shall be made to those who have subscribed for shares with subscription rights and, in the event of oversubscription, pro rata to the number of subscription rights used for subscription of shares, and to the extent that this is not possible, by drawing of lots. Secondly, allotment shall be made to shareholders and others who have notified their interest to subscribe for shares without subscription rights, and in the event of oversubscription, pro rata to the number of shares that each such

applicant has applied to subscribe for, and to the extent that this is not possible, by drawing of lots.

4. Shares not subscribed for with preferential right or without preferential right according to item 2-3 above, shall be allotted to guarantors pro rata in relation to their commitment.
5. The record date for determining the shareholders that are entitled to subscribe for new shares with preferential right shall be Wednesday 13 June 2012.
6. Subscription of shares with preferential right shall be made through cash payment during the period from 18 June 2012 to 2 July 2012. The Board has the right to extend the period of subscription.
7. Application to subscribe for shares without preferential right shall be made on a certain subscription list during the same period as stated in item 6 above. Payment for shares that have been subscribed for without preferential right shall be made in cash no later than three (3) banking days after the sales note has been sent, on which the allotted shares are disclosed. The Board has the right to extend the period of subscription.
8. Subscription, as concerns possible subscription by guarantors, shall be made on a certain subscription list no later than five (5) banking days after the stated subscription period in item 6 above. Payment for such shares that are subscribed for and allotted shall be made in cash no later than three (3) banking days after the sales note has been sent, on which the allotted shares are disclosed. The Board has the right to extend the period of such subscription, and the time for such payment.
9. The new shares shall entitle to profit distribution for the first time on the record date for dividend distribution that occurs closest after the rights issue has been registered with the Swedish Companies Registration Office and the shares have been recorded in the share register at Euroclear Sweden AB.

The EGM's approval of the Board's resolution on the rights issue requires that the Articles of Association are amended according to item a).

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The EGM's resolutions in accordance with items a) – b) above shall be adopted as a single resolution. Such resolution is valid only if supported by shareholders representing not less than two-thirds of the votes cast and shares represented at the EGM.

#### **Other**

Shareholders may request that the Board and the CEO provides information about conditions that may affect the assessment of an item on the agenda for the EGM. The Board and the CEO shall provide such information at the EGM if it can be done without material injury to the company.

The Board's complete proposals on resolutions, and other documents under the Swedish Companies Act, will be available for shareholders at the Company's office, address as above, and on the Company website [www.formpipe.se](http://www.formpipe.se) at the latest from Thursday 17 May 2012. Copies of those documents are also sent free

of charge and to those shareholders who so request and provide their postal addresses.

**FormPipe Software AB (publ)**

Stockholm in May 2012

*The Board*