

## **ANNUAL GENERAL MEETING IN FINANZERO BRAZIL AB (PUBL)**

The shareholders in Finanzero Brazil AB (publ), reg. no. 559031-5106, with registered office in Stockholm county, municipality of Stockholm, ("Finanzero" or the "Company") are hereby given notice to attend the Annual General Meeting to be held at Advokatfirman Vinges office on Stureplan 8, Stockholm, Sweden, Wednesday 19 June 2019 at 09.30 a.m.

### **Right to participate and notice**

Shareholders who wish to participate at the Annual General Meeting must be entered in the share register of the Company, kept by Euroclear Sweden AB (the Swedish Central Securities Depository & Clearing Organisation), on Thursday 13 June 2019 and must notify their intention to participate to the Company so that the notification is received by the Company no later than on Thursday 13 June 2019. Shareholders may bring one or two assistants at the Annual General Meeting if notification of the number of assistants that the shareholder intends to bring has been made to the Company no later than by the aforementioned time.

The notification shall be made in writing to Webrock Ventures AB, Humlegårdsgatan 19b, SE-114 46, Stockholm, Sweden, or by e-mail to [anna@webrockventures.com](mailto:anna@webrockventures.com). The notification shall include name, personal identification number or corporate registration number, number of shares, address and daytime telephone number and, where applicable, name of assistant, proxy or representative.

### **Nominee registered shares**

In order to be entitled to participate at the Annual General Meeting, shareholders who have their shares registered in the name of a nominee must temporarily re-register the shares in their own name. Shareholders who wish to make such re-registration, so-called voting rights registration, must make such request with their nominee well in advance of Thursday 13 June 2019, at which time the re-registration must have been made.

### **Proxy**

Shareholders intending to participate by proxy must issue a written, signed and dated power of attorney. If the power of attorney is issued by a legal entity, the power of attorney shall be accompanied by a certified copy of a valid registration certificate of the legal entity (or similar document for a non-Swedish legal entity). The documents must not be older than one year, however the power of attorney may be older in case its wording provides for longer validity, however maximum five years. In order to facilitate registration, original versions of powers of attorney, certificates of registration and other authorization documents should be sent to the Company at the above address well in advance of the Annual General Meeting.

### **Proposed agenda**

1. Election of chairman of the meeting;
2. drawing up and approval of voting list;
3. approval of the agenda;
4. election of one or two persons to approve the minutes;
5. determination as to whether the meeting has been duly convened;
6. presentation of the annual report and auditor's report and of the consolidated annual report and the auditor's report for the group;
7. resolutions in respect of
  - a) adoption of the profit and loss statement and balance sheet and the consolidated

- profit and loss statement and the consolidated balance sheet;
  - b) appropriation of the Company's profit or loss according with the adopted balance sheet; and
  - c) discharge of the Directors and the Managing Director, from liability during the period of the accounts;
8. determination of the number of Directors of the Board and the number of Auditors and deputies;
  9. resolution in respect of the fees for the Board of Directors and the Auditor;
  10. election of the Directors and the Auditors and deputies;
  11. resolution on the introduction of a long term incentive program for a key employee in the Company's subsidiary;
  12. resolution on the introduction of a long term incentive program for key employees in the Company's subsidiary;
  13. ending of the Annual General Meeting.

***Allocation of the Company's profit or loss in accordance with the adopted balance sheet (item 7b)***

The Board of Directors proposes that the loss for the year is carried forward.

***Determination of the number of members of the Board of Directors and the number of auditors to be elected at the Annual General Meeting (item 8)***

Shareholders representing approximately 54 per cent of the shares and votes proposes that the Board of Directors should consist of four directors and that a chartered auditor should be elected as auditor.

***Determination of directors' and auditors' fees (item 9)***

Shareholders representing approximately 54 per cent of the shares and votes proposes remuneration until the end of the annual general meeting 2020 to the Board of Directors with a total cash fee amount of SEK 0 and that the auditor is paid according to approved invoices.

***Election of members of the Board of Directors and Chairman of the Board of Directors (item 10)***

Shareholders representing approximately 54 per cent of the shares and votes proposes the re-election of Kristian Jacobsson, Joakim Pops, Patrik Axelsson and David Nangle, with Joakim Pops as Chairman of the Board of Directors.

Shareholder representing approximately 54 per cent of the shares and votes proposes the re-election of Claes Sjödin as auditor.

***Resolution on the introduction of a long term incentive program for a key employee in the Company's subsidiary (item 11)***

The Board of Directors proposes that the Annual General Meeting resolves to issue not more than 908 warrants, whereupon the Company's share capital may be increased by not more than SEK 7,264, within the framework of a long term incentive program.

The right to subscribe for the warrants shall, with deviation from the shareholders' pre-emptive rights, only vest with Rodrigo Cezaretto Marques, an employee of the Company's subsidiary. The reason for the deviation from the shareholders' pre-emptive rights is the implementation an incentive program for a key employee in the Company's subsidiary.

The warrants shall be issued free of charge. The exercise price for subscription for shares based on the warrants shall be SEK 1,048.

***Resolution on the introduction of a long term incentive program for key employees in the***

### ***Company's subsidiary (item 12)***

The Board of Directors proposes that the Annual General Meeting resolves to issue not more than 1,450 warrants, whereupon the Company's share capital may be increased by not more than SEK 11,600, within the framework of a long term incentive program.

The right to subscribe for the warrants shall, with deviation from the shareholders' pre-emptive rights, and with 250 warrants each only vest with four key employees, and with 225 warrants each vest with two future key employees, of the Company's subsidiary. The reason for the deviation from the shareholders' pre-emptive rights is the implementation of an incentive program for key employees, and future key employees, in the Company's subsidiary.

The warrants shall be issued free of charge. The exercise price for subscription for shares based on the warrants shall be SEK 3,300.

### **Required majority**

A valid resolution in respect of the introduction of a long term incentive program for a key employee in the Company's subsidiary (item 11) and a valid resolution in respect of introduction of a long term incentive program for key employees in the Company's subsidiary (item 12) requires that the proposals are supported by shareholders holding at least nine-tenths of both the votes cast and the shares represented at the Annual General Meeting.

### **Documents**

The annual report, the auditor's report, full proposed resolutions according to items 11 and 12 and a proxy form are made available no later than 29 May 2019 at the premises of the Company, address Webrock Ventures AB, Humlegårdsgatan 19b, SE-114 46, Stockholm, Sweden, and will be sent free of charge to shareholders who so request and state their postal address or email address, and on [www.finanzero.com.br/investor](http://www.finanzero.com.br/investor). This notice is a translation of a Swedish notice and in case of any deviations between the language versions, the Swedish version shall prevail.

### **Information at the Annual General Meeting**

The Board of Directors and the CEO shall, if requested by a shareholder, and if the Board of Directors believes that it can be done without material harm to the Company, provide information regarding circumstances that may affect the assessment of a matter on the agenda and circumstances that may affect the assessment of the Company's or subsidiary's financial situation and the Company's relation to other group companies.

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

The number of shares and votes in Finanzero amounts to 121,081 at the date of the issue of this notice.

### **Processing of personal data**

For information about how personal data is processed, it is referred to the privacy notice available at Euroclear's webpage: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Stockholm in May 2019  
The Board of Directors