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Notice of extraordinary general meeting of Sdiptech AB (publ)

The shareholders in Sdiptech AB (publ), 556672-4893, are hereby summoned to an extraordinary general meeting on Monday, 5 March 2018, at 16.00 at Ingenjörsvetenskapsakademien (IVA), Grev Turegatan 16 in Stockholm, Sweden.

NOTICE OF ATTENDANCE, ETC.

Shareholders who wish to attend the general meeting must be registered in the share register maintained by Euroclear Sweden AB on Tuesday 27 February 2018, and give notice of attendance to the company by mail to Sdiptech AB, Stureplan 15, 111 45 Stockholm, at the company's website, www.sdiptech.com or by email to anmalan@sdiptech.com.

Notice of attendance must be received by the company no later than on Tuesday 27 February 2018. Notification shall include the shareholder's name, personal identification number/corporate registration number and daytime telephone number. The notice of attendance shall also include the number of accompanying advisors (not more than two) who are attending the general meeting. Shareholders who are represented by a proxy must submit a dated and signed power of attorney for the proxy. The original of the power of attorney and, for legal entities, a certified copy of a certificate of registration, should be sent to the company at the address above in ample time prior to the general meeting. The power of attorney may not be older than one year if it is not explicitly stated that it is valid for a longer period of time, up to five years from its issuance. A form of power of attorney is available on the company's website, www.sdiptech.com.

Shareholders whose shares are registered in the name of a nominee (e.g. at a custody account with a bank) must temporarily re-register their shares in their own name to be entitled to participate at the general meeting. Such registration must be completed at Euroclear Sweden AB no later than Tuesday 27 February 2018. The nominee should therefore be instructed well in advance of this date.

PROPOSED AGENDA

1. Opening of the meeting
2. Election of chairman of the meeting
3. Preparation and approval of the voting register
4. Election of one or two persons to approve the minutes
5. Determination as to whether the meeting has been duly convened
6. Approval of the agenda
7. The board of directors' proposal on the implementation of an incentive programme and thereby resolutions on

- (a) directed issue of warrants of series 2018/2021;
 - (b) directed issue of warrants of series 2018/2022;
 - (c) directed issue of warrants of series 2018/2023; and
 - (d) approval of transfer of warrants.
8. Closing of the meeting

PROPOSALS FOR RESOLUTIONS

Item 2 – Election of chairman of the meeting

It is proposed that Jan Samuelson is elected as the chairman of the meeting.

Item 7 – The board of directors' proposal on the implementation of an incentive programme through issues of warrants and approval of transfer of warrants

The board of directors proposes that the extraordinary general meeting resolves on the implementation of an incentive programme, according to which the company offers not more than 19 persons within the group to purchase warrants in the company. The CEO of the group, other members of the senior management of the group, other key employees and other employees of the company shall have the right to purchase warrants.

The proposal of the board of directors means that the general meeting resolves on the implementation of an incentive scheme through issues of in total not more than 756,000 warrants divided among three series: (a) 252,000 warrants of series 2018/2021 (“**TO2021**”), (b) 252,000 warrants of series 2018/2022 (“**TO2022**”) and (c) 252,000 warrants of series 2018/2023 (“**TO2023**”). After that, the board of directors propose that the general meeting resolves on (d) approval of transfer of the warrants to the participants of the incentive programme.

Each participant acquires a maximum number of warrants of each series. This maximum number of warrants that may be acquired depends on the participant's position within the group at the time of the commencement of the programme.

The purpose of the incentive programme, and the reason for the deviation from the shareholders' preferential rights, is to create conditions for retaining and recruiting competent personnel to the group, increase the motivation amongst the participants, increase their loyalty to the company and align their interest with that of the company's shareholders as well as promote a personal shareholding, and thereby promote shareholder value and the company's long-term value creation capability.

The increase of the Company's share capital will, upon full exercise of the warrants, amount to not more than approximately SEK 18,900, of which SEK 6,300 for each series.

The board of directors proposes that the meeting authorises the board of directors of the company to implement the issue resolution and to ensure that the board of directors of the Subsidiary (as defined below) implements the transfer of warrants to the participants of the incentive programme. It is further proposed to authorise the board of directors to make such minor adjustments in the meeting's resolutions as may be required in connection with the registration with the Swedish Companies Registration Office and any affiliation of the warrants with Euroclear Sweden AB.

The resolutions under items 7(a)–(d) are to be considered as one proposal to be approved together in one resolution of the general meeting.

Item 7(a) – Directed issue of warrants of series 2018/2021

The board of directors propose that the general meeting resolves on an issue of TO2021 in accordance with the terms and conditions set out below.

- The company shall issue no more than 252,000 TO2021.
- The right to subscribe for TO2021 shall, with deviation from the shareholder's preferential rights, belong to Kommstart 2244 AB (under change of name), reg. no. 559142-5110 (the "**Subsidiary**"), a wholly owned subsidiary of the Company, with a right and obligation for the Subsidiary to transfer TO2021 to employees in the group.
- TO 2021 shall be issued to the Subsidiary without compensation and subscription of TO 2021 shall take place on a separate subscription list not later than 23 March 2018.
- Each TO2021 entitles the holder to subscribe for one new common share of series B ("**B-shares**") in the company during the period from the later date of (i) 1 February 2021 and (ii) the day after the publishing of the company's year-end report of 2020 up to and including 12 March 2021. The board of directors is authorised to extend the subscription period and the time for payment under certain conditions.
- The subscription price for new B-shares subscribed for through TO2021 shall be equal to an amount corresponding to 140 per cent of the volume-weighted average of the quoted price paid for the B-share on Nasdaq First North from 19 February 2018 up to and including 2 March 2018 (the "**Calculation period**"). The calculated subscription price shall be rounded off to the nearest SEK 0.1 whereupon SEK 0.05 shall be rounded upwards.

Item 7(b) – Directed issue of warrants of series 2018/2022

The board of directors propose that the general meeting resolves on an issue of TO2022 in accordance with the terms and conditions set out below.

- The company shall issue no more than 252,000 TO2022.

- The right to subscribe for TO2022 shall, with deviation from the shareholder's preferential rights, belong to the Subsidiary, with a right and obligation for the Subsidiary to transfer TO2022 to employees in the group.
- TO 2022 shall be issued to the Subsidiary without compensation and subscription of TO 2022 shall take place on a separate subscription list not later than 23 March 2018.
- Each TO2022 entitles the holder to subscribe for one new B-share in the company during the period from the later date of (i) 1 February 2022 and (ii) the day after the publishing of the company's year-end report of 2021 up to and including 11 March 2022. The board of directors is authorised to extend the subscription period and the time for payment under certain conditions.
- The subscription price for new B-shares subscribed for through TO2022 shall be equal to an amount corresponding to 157 per cent of the volume-weighted average of the quoted price paid for the B-share during the Calculation period. The calculated subscription price shall be rounded off to the nearest SEK 0.1 whereupon SEK 0.05 shall be rounded upwards.

Item 7(c) – Directed issue of warrants of series 2018/2023

The board of directors propose that the general meeting resolves on an issue of TO2023 in accordance with the terms and conditions set out below.

- The company shall issue no more than 252,000 TO2023.
- The right to subscribe for TO2023 shall, with deviation from the shareholder's preferential rights, belong to the Subsidiary, with a right and obligation for the Subsidiary to transfer TO2023 to employees in the group.
- TO 2023 shall be issued to the Subsidiary without compensation and subscription of TO 2023 shall take place on a separate subscription list not later than 23 March 2018.
- Each TO2023 entitles the holder to subscribe for one new B-share in the company during the period from the later date of (i) 1 February 2023 and (ii) the day after the publishing of the company's year-end report of 2022 up to and including 10 March 2023. The board of directors is authorised to extend the subscription period and the time for payment under certain conditions.
- The subscription price for new B-shares subscribed for through TO2023 shall be equal to an amount corresponding to 176 per cent of the volume-weighted average of the quoted price paid for the B-share during the

Calculation period. The calculated subscription price shall be rounded off to the nearest SEK 0.1 whereupon SEK 0.05 shall be rounded upwards.

Item 7(d) – Approval of transfer of warrants

The board of directors propose that the general meeting approves that the Subsidiary transfers no more than 756,000 warrants, of which 252,000 TO2021, 252,000 TO2022 and 252,000 TO2023 to participants of the incentive programme.

Employees in the group shall be entitled to acquire warrants from the Subsidiary. The following four categories shall be entitled to acquire warrants from the Subsidiary (the highest number of warrants that each member in the respective category can be allotted is stated in parentheses):

- the CEO: (189,000 warrants, of which 63,000 TO2021, 63,000 TO2022 and 63,000 TO2023);
- other members of the senior management of the group: (68,400 warrants, of which 22,800 TO2021, 22,800 TO2022 and 22,800 TO2023);
- other key employees: (27,000 warrants, of which 9,000 TO2021, 9,000 TO2022 and 9,000 TO2023); and
- other employees: (9,000 warrants, of which 3,000 TO2021, 3,000 TO2022 and 3,000 TO2023).

Application to purchase warrants shall be made not later than 23 March 2018. The board of directors shall however be entitled to prolong the application period.

Each person entitled to purchase warrants may apply to purchase warrants in lots corresponding to either the maximum amount of warrants offered or reduced by lots of 300 warrants, whereby each series of warrants shall be reduced by 100 warrants each. The total amount of warrants that each participant applies to purchase shall be distributed *pro rata* in relation to each respective series of warrants. The allocation is not guaranteed and is conditional upon that it is possible to legally acquire the warrants and that this according to the assessment of the board directors can be done with reasonable administrative and financial costs. The right to participate in the incentive programme is further, *inter alia*, subject to that the employee not having given or been given notice of termination from his/her employment in the group. The board of directors of the company shall resolve on and implement the allocation in accordance with the above. If not all warrants are acquired, any remaining warrants shall be retained in the Subsidiary. The board of directors of the company shall be entitled to resolve on the transfer of such warrants to any new additional senior executives and other key personnel.

Transfer of warrants to the participants shall be made at a price corresponding to the market value of the warrant determined by using the Black & Scholes-formula.

The valuation of the warrants shall be made by an independent financial adviser or accounting firm.

In connection with the allocation of warrants to participants in the incentive programme, the company shall be entitled to repurchase warrants if the participant's employment or assignment in the group ends or if the participant wants to transfer the warrants before the warrants can be exercised.

DOCUMENTS FOR THE MEETING

The documents for the meeting, including proxy form, will be available from the company (address and telephone number stated above) and on the company's web page www.sdiptech.com not later than 12 February 2018. The documents will be sent free of charge to shareholders who requests so and states their address.

MAJORITY REQUIREMENTS

For a resolution in accordance with item 7 to be valid, the resolution must be supported by shareholders representing at least nine-tenths of the votes cast and the shares represented at the meeting.

SHAREHOLDERS' RIGHTS TO REQUEST INFORMATION

Shareholders attending the general meeting may request information in accordance with Chapter 7, section 32 of the Swedish Companies Act (Sw. *aktiebolagslagen* (2005:551)).

MISCELLANEOUS

At the time of this notice, there are 32,027,645 shares in the company, divided among 1,750,000 Preference shares with 1 vote each, 2,000,000 Class A shares with 10 votes each and 28,277,645 Class B shares with 1 vote each. The total number of votes in the company is 50,027,645. Further, the company holds no own shares as on the day of this notice.

Stockholm in February 2018

Sdiptech AB (publ)

The Board of Directors