



Notice of annual general meeting in Frisq Holding AB (publ)

The shareholders of Frisq Holding AB (publ), reg. no. 556959-2867, (the "**Company**"), are hereby convened to the annual general meeting to be held on Thursday 26 March 2020, at 14.00 at Baker & McKenzie's premises at Vasagatan 7 in Stockholm. The doors to the meeting will open at 13.45.

Right to attend the annual general meeting and notice

Shareholders wishing to attend the annual general meeting must:

- i. on the record date, which is Friday 20 March 2020, be registered in the share register maintained by Euroclear Sweden AB. Shareholders, whose shares are registered in the name of a nominee, must temporarily register the shares in their own name at Euroclear Sweden AB. Shareholders whose shares are registered in the name of a nominee must, no later than on Friday 20 March 2020, via their nominee, temporarily register the shares in their own name in order to be entitled to participate at the general meeting; and
- ii. notify their participation at the general meeting no later than Friday 20 March 2020. Notice of participation at the general meeting shall be sent by regular mail to Frisq Holding AB (publ), Attn: Thomas Edlund, Lästmakargatan 20, 111 44 Stockholm, or by e-mail to bolagsstamma@frisq.se. Upon notification, the shareholder should state their full name, personal identification number or corporate registration number, address and telephone number, and, where applicable, details of representatives, proxy holders and advisors. A shareholder who wishes to be represented by proxy shall issue a written and dated proxy to the proxy holder. If the proxy is issued by a legal entity, a certified copy of the registration certificate or corresponding document ("**Registration Certificate**") shall be enclosed. The proxy must not be more than one year old, however, the proxy may be older if it is stated that it is valid for a longer term, maximum five years. The proxy in original and the Registration Certificate, if any, must be available at the general meeting and a copy should well before the meeting be sent to the Company by regular mail to the address set out above, and should, in order to facilitate the entrance to the general meeting, be at the Company's disposal no later than on Friday 20 March 2020. A form proxy will be available for downloading on the Company's website, www.frisqholding.se.

Proposed agenda:

1. Opening of the meeting and election of the chairman of the general meeting
2. Preparation and approval of the voting list
3. Election of one or two persons to approve the minutes
4. Determination as to whether the meeting has been duly convened
5. Approval of the agenda for the meeting
6. Presentation of the annual report and the auditor's report and the consolidated annual report and auditor's report in respect thereof
7. Resolution regarding:
 - a. approval of the profit and loss statement and the balance sheet and the consolidated profit and loss statement and consolidated balance sheet;
 - b. allocation of the Company's profit or loss according to the adopted balance sheet; and
 - c. discharge from liability of the members of the board of directors and the managing director.
8. Determination of remuneration to be paid to the directors and to the auditor
9. Election of directors and deputies and auditors
10. Resolution regarding authorization for the board to issue shares, convertibles and/or warrants

11. Resolution regarding incentive program 2020/2024 to senior executives, employees and other key individuals in the Company and the group outside of the United States
 - a. Resolution to issue warrants
 - b. Resolution to approve transfer of warrants
12. Resolution regarding an employee stock option program for employees and key consultants in the Company and the group in the United States
 - a. Resolution to establish Employee Stock Option Program 2020/2024
 - b. Resolution to issue warrants and approval of transfer of warrants
13. Resolution regarding an option program to a board member and issue of warrants, including approval of transfer of warrants
 - a. Resolution to establish Option Program 2020/2023
 - b. Resolution to issue warrants and approval of transfer of warrants
 - c. Preparation of all proposals etc. (it is noted that this is not a topic for resolution)
14. Closing of the meeting

Proposals for resolutions:

Item 1: Opening of the meeting and election of the chairman of the general meeting

The board of directors proposes that Ian Gulam, LL.M. at Baker & McKenzie Advokatbyrå, is appointed as chairman of the general meeting.

Item 7.b: Resolution regarding allocation of profit or loss in accordance with the adopted balance sheet

The board of directors proposes that all funds available for the annual general meeting shall be carried forward.

Item 8-9: Determination of remuneration to be paid to the directors and to the auditor and election of directors and deputies and auditors

It is proposed that the board shall consist of six directors. It is further proposed that the number of auditors shall be one registered audit firm.

It is proposed that the remuneration to the directors of the board shall amount to a total of SEK 700,000 (SEK 700,000 the preceding year), and shall be paid to the directors of the board in the following amounts:

- SEK 100,000 (SEK 100,000) for each of the non-employee directors and SEK 200,000 (SEK 200,000) to the chairman

Remuneration to the auditor is to be paid according to approved invoice.

The current directors Lars Björk, Anna Frick, Åke Hallman, Göran Hägglund, Per-Egon Johansson and Mats Lindstrand are proposed for re-election. It is proposed to re-elect Mats Lindstrand as chairman of the board.

It is also proposed to re-elect the registered audit firm MAZARS SET Revisionsbyrå AB as the Company's auditor for a period up until the end of the next annual general meeting. MAZARS SET Revisionsbyrå AB has announced that Samuel Bjälkemo continues as main responsible auditor.

Further information regarding the directors proposed for re-election is available at the Company's website www.frisqholding.se and in the annual report for 2019.

Item 10: Resolution regarding authorization for the board to issue shares, convertibles and/or warrants

The board of directors of the Company proposes that the annual general meeting of the shareholders shall resolve to authorize the board, on one or more occasions, with or without preferential rights for shareholders, to issue in total a maximum of shares, warrants and/or convertible, corresponding to not more than 20 percent of the share capital of the Company after completed issuances based on the number of shares at the time of the annual general meeting, to be paid in cash, by set-off or in-kind.

The reason for the authorization and deviation from the shareholders' preferential rights is to enable raising capital for expansion through acquisitions of companies or assets and for the business of the Company as well as to adapt the Company's capital and/or ownership structure. If issuances are carried out with deviation from the shareholders' preferential rights, such issue shall be made in accordance with customary market terms. If the board of directors finds it suitable in order to enable delivery of shares in connection with a share issuance as set out above it may be made at a subscription price corresponding to the shares quota value.

The board of directors or a person appointed by the board of directors shall be authorized to make such minor adjustments in the above resolution that may be required in connection with the registration with the Swedish Companies Registration Office.

Item 11: Resolution regarding incentive program 2020/2024 to senior executives, employees and other key individuals in the Company and the group outside of the United States

Background and motive

The board of directors of the Company proposes that the annual general meeting resolve to establish an incentive program through issuance of warrants to senior executives, employees and other key individuals in the Company and the group outside of the United States and FRISQ AB (the "**Subsidiary**") with subsequent transfer to senior executives, employees and other key individuals in the Company and the group outside of the United States (the "**Incentive Program 2020/2024**") in accordance with the below.

The purpose with the proposal is to create conditions to retain and increase motivation with senior executives, employees and other key individuals in the Company and the group outside of the United States. The board of directors believes that it is in the interest of all shareholders that senior executives, employees and other key individuals, which are assessed to be of importance for the development of the group, have a long-term interest of a positive value growth in the Company's shares. A long-term ownership engagement is expected to stimulate increased interest in the business and the earnings development in general as well as increasing the motivation for the participants and aims to achieve increased privity between the participant and the Company's shareholders. Furthermore, the program is expected to increase the possibility of recruiting competent personnel.

Resolutions in accordance with items 11.a and 11.b below are taken as one decision and are thus conditional of each other.

A presentation of other incentive programs, preparation of the proposal, costs for the programs and effects on key performance measures etc. are described in item 13.c.

Item 11.a: Resolution to issue warrants

The board of directors of the Company proposes that the annual general meeting resolves to issue a maximum of 340,000 warrants, following which the Company's share capital may increase by no more than SEK 17,000. The warrants shall entitle to subscription of new shares in the Company.

The following terms shall apply to the issuance:

Senior executives, employees and key individuals in the Company and the group outside of the United States as well as the Subsidiary shall be entitled to subscribe for the warrants, with the right and obligation to, at one or more occasions, transfer such warrants to senior executives, employees and key individuals which are or becomes employees in the Company or the group, at a price of no less than the warrant's market value in accordance with the Black Scholes formula and otherwise at the terms applicable in the issue.

The warrants shall be subscribed from and including 15 April 2020 up to and including 16 April 2020 on a separate subscription list. The board of directors is entitled to extend the time for subscription.

The subsidiary has the right to subscribe for the warrants at no consideration and others entitled to subscribe

for warrants have the right to subscribe for the warrants at a premium corresponding to the warrant's market value, which shall be calculated in accordance with the Black Scholes formula or another accepted valuation formula performed by an independent valuation institute or audit firm. In order to promote participation in Incentive Program 2020/2024, it is the board of director's intention that eligible participants who chose to participate in the program shall receive a premium subsidy. The subsidy is in the form of extra salary in the form of a gross salary payment from the Company totalling an amount corresponding to the amount which the participant have paid for the warrants. The first bonus payment, corresponding to one fourth (1/4) of the amount which the participant has paid for the warrants, takes place on 15 April 2021. The second bonus payment, corresponding the one fourth (1/4) of the amount which the participant has paid for the warrants, takes place on 15 April 2022. The third bonus payment, corresponding to one fourth (1/4) of the amount which the participant has paid for the warrants, takes place on 15 April 2023. The fourth bonus payment, corresponding to one fourth (1/4) of the amount which the participant has paid for the warrants, takes place on 15 April 2024. All payments are conditional upon that the participant remains employed (or equivalent) in the group at the time of payment.

Senior executives, employees and other key individuals within the Company and the group outside of the United States will within the framework of Incentive Program 2020 /2024 be offered to subscribe for warrants in three different categories in accordance with the following:

- A. The CEO who may be offered a maximum of 100,000 warrants;
- B. Senior executives outside of the United States consisting of up to seven positions, of which each may be offered a maximum of 50,000 warrants, totalling a maximum of 250,000 warrants; and
- C. Other employees and key individuals in the group outside of the United States consisting of up to 30 individuals, of which each may be offered a maximum of 5,000 warrants, totalling a maximum of 100,000 warrants.

The Subsidiary is entitled to subscribe for the warrants which are not subscribed for by the categories above, which can later be offered to existing (who does not subscribe their full offered share) and future senior executives, employees and other key individuals in the group within the framework of the now proposed principles for allotment in accordance with item 11.b. Oversubscription may not occur. In the event that any individual within the abovementioned categories does not subscribe for their full share, such share may be transferred to another category.

Payment for the subscribed warrants which are issued against consideration shall be paid no later than 29 May 2020. The board of directors are entitled to extend the time for subscription.

Each warrant entitle the holder to subscribe for one new share in the Company during the period from and including 15 April 2024 up to and including 15 October 2024 or the earlier day set forth in the terms for the warrants.

The subscription price shall be determined at a price corresponding to 200 percent of the average volume weighted price for the Company's share as quoted on Nasdaq First North Growth Market from and including 27 March 2020 up to and including 14 April 2020. The calculated subscription price shall be rounded off to nearest even hundredth of a SEK, whereupon SEK 0.005 will be rounded to SEK 0.01. The subscription price may not be set below the shares' par value.

A new share subscribed for by exercise of a warrant has a right to dividends as of the first record day for dividends following registration of the new share issue with the Companies Registration Office and after the share has been registered in the share register maintained by Euroclear Sweden AB.

The purpose of the issuance, and the deviation from the shareholders' preferential rights, is to establish Incentive Program 2020/2024. The purpose is to create conditions to retain and increase motivation with senior executives, employees and other key individuals in the Company and the group outside of the United

States. The board of directors is of the opinion that it is in all shareholders' interests that senior executives, employees and other key individuals, which are assessed to be of importance for the development of the group, have a long-term interest of a positive value growth in the Company's shares. A long-term ownership engagement is expected to stimulate increased interest in the business and the earnings development in general as well as increasing the motivation for the participants and aims to achieve increased privity between the participant and the Company's shareholders. Furthermore, the program is expected to increase the possibility of recruiting competent personnel.

In connection with subscription of the warrants, the Company shall through an agreement reserve the right to repurchase warrants if the participant's employment or assignment in the group terminate or if the participant wish to transfer the warrants.

The complete terms and conditions for the warrants, including conditions regarding re-calculation, in certain cases, of the subscription price and the number of shares a warrant entitles to, will be available at the Company no later than two weeks before the meeting.

The board of directors or anyone appointed by the board of directors is given the right to make the adjustments necessary in connection with the registration of the resolution at the Companies Registration Office and possibly Euroclear Sweden AB.

Item 11.b: Resolution to approve transfer of warrants

The board of directors in the Company propose that the annual general meeting resolves to approve that the Company or the Subsidiary may transfer such number of warrants in the Company of series 2020/2024, which are not subscribed by existing individuals belonging to the categories in item 11.a, to future senior executives, employees and other key individuals in the Company and the group outside of the United States, or otherwise dispose of the warrants in order to ensure the Company's obligations under Incentive Program 2020/2024.

The Company or the Subsidiary shall be entitled to retain warrants which are later to be offered to existing (who does not subscribe their full share) and future senior executives, employees and other key individuals in the group outside of the United States within the framework of the proposed principles for acquisition and allotment.

Future senior executives, employees and other key individuals in the Company and the group outside of the United States will in Incentive Program 2020/2024 be offered to acquire warrants in accordance with the principles for allotment stated in item 11.a.

The Company's board of directors shall not be included in Incentive Program 2020/2024.

Notification to acquire warrants shall be submitted during the period from and including 15 April 2020 up to and including 15 October 2020. The warrants shall be transferred to the participants no later than 30 October 2020, provided that the transfer according to the distribution in item 11.a does not exceed the maximum number of warrants issued.

Transfer of warrants shall be made at a price corresponding to the warrant's market value at the date of the transfer, calculated in accordance with the Black Scholes formula or another accepted valuation formula. The valuation shall be performed by an independent valuation institute or audit firm. In connection with transfer of warrants to the participants, the Company or the Subsidiary shall through an agreement reserve the right to repurchase warrants if the participant's employment or assignment in the group terminates or if the participant wish to transfer the warrants.

Warrants not transferred 30 October 2020 at the latest shall be cancelled.

A general meeting in the Subsidiary shall also approve subsequent transfer of warrants in accordance with the above.

Item 12: Resolution regarding an employee stock option program for employees and key consultants in the Company and the group in the United States

Background and motive

The board of directors proposes that the general meeting resolves to establish an employee stock option program for employees and key consultants in the Company and the group in the United States (the "**Employee Stock Option Program 2020/2024**") in accordance with the below.

The purpose with the proposal is to create conditions to retain and increase motivation with senior executives, employees and other key individuals in the Company and the group in the United States. The board of directors believes that it is in the interest of all shareholders that senior executives, employees and other key individuals, which are assessed to be of importance for the development of the group in the United States, have a long-term interest of a positive value growth in the Company's shares. A long-term ownership engagement is expected to stimulate increased interest in the business and the earnings development in general as well as increasing the motivation for the participants and aims to achieve increased privity between the participant and the Company's shareholders. Furthermore, the program is expected to increase the possibility of recruiting competent personnel in the United States.

In order to hedge the Company's obligations under the Employee Stock Option Program 2020/2024 and hedge the ancillary costs, the board of directors also proposes that the annual general meeting resolves on a directed issue of warrants, as well as an approval of transfer of warrants in accordance the items 12.a and 12.b.

Item 12.a: Resolution to establish Employee Stock Option Program

The board of directors of the Company proposes that the annual general meeting resolves to establish Employee Stock Option Program 2020/2024 in accordance with the following main guidelines:

The Employee Stock Option Program 2020/2024 shall consist of a maximum of 60,000 stock options.

Each stock option confers the holder a right to acquire one new share in the Company against an exercise price corresponding to 100 percent of the average volume weighted price for the Company's share as quoted on Nasdaq First North Growth Market during the period from and including 27 March 2020 up to and including 14 April 2020. The calculated exercise price shall be rounded off to nearest even hundredth of a SEK, whereupon SEK 0.005 will be rounded to SEK 0.01. The exercise price and number of shares that each stock option confers right to acquire may be re-calculated in the event of a bonus issue, reverse share split or share split, rights issue, etc., whereby the re-calculation terms in the terms for Warrants 2020/2028 shall apply.

The Employee Stock Option Program 2020/2024 shall be offered, at one or several occasions, to (i) all existing and future employees in the group's American business until and including 15 October 2020 and (ii) the existing and future key consultants that (personally or through companies) work in the group's American business as of the mentioned date and who are selected by the board of directors based on their importance for the group. Employees refers to full-time and part-time employees, including probationary employees but not hourly employees. A person who has entered into an employment agreement with the group but has not taken up his/her employment as of the mentioned date, shall not be regarded as an employee. An employee who has terminated the employment or has been dismissed by the mentioned date but is still employed, shall not be regarded as an employee. The number of employees and key consultants who are included in the offer shall amount to a maximum of five individuals.

The stock options shall be offered to the employees/key consultants proportionally in relation to their respective annual fixed gross salary/consultancy fees converted to SEK.

Notwithstanding what a calculation as above results in, no employee or key consultant shall be offered more than 50,000 stock options.

Notice of participation in the Stock Option Program 2020/2024 shall be received by the Company on 15 October 2020 at the latest, with a right for the board of directors to prolong the time limit. Allotment of stock options to participants shall take place as soon as possible after the expiration of the notification period.

The allotted stock options will be vested over a four year period in accordance with the following:

- a) 1/4 of the allotted stock options will be vesting on 15 April 2021;
- b) 1/4 of the allotted stock options will be vesting on 15 April 2022;
- c) 1/4 of the allotted stock options will be vesting on 15 April 2023; and
- d) 1/4 of the allotted stock options will be vesting on 15 April 2024.

Vesting requires that the participant is still active within the group and that the employment or consultancy agreement has not been terminated as of the date when the respective vesting occur. If a participant ceases to be an employee or consultant or terminates his/her employment with the group or his/her consulting agreement with the group before a vesting date, the already vested stock options may be exercised at the ordinary time for exercise as described below, but further vesting will not take place. If the employee's employment ceases due to dismissal from the employer's side or if the consultancy agreement is terminated due to corresponding reasons, however, also vested options will lapse, unless the board of directors decides otherwise on a case-by-case basis.

The stock options shall not constitute securities and shall not be able to be transferred or pledged. However, in the event of death, the rights constituted by vested stock options shall accrue to the beneficiaries of the holder of the stock options.

The stock options shall be allotted without consideration.

The holder can exercise allotted and vested stock options during the period from the vesting date up to and including 15 April 2028. The board of directors has the right to limit the number of dates for delivery of shares during the exercise period.

Participation in the Employee Stock Option Program 2020/2024 requires that such participation is in accordance with applicable laws, as well as that such participation can be executed with reasonable administrative costs and financial efforts according to the Company's assessment.

The stock options shall be governed by separate agreements with each participant. The board of directors shall be responsible for the preparation and management of the Employee Stock Option Program 2020/2024 within the above mentioned substantial terms and guidelines. The board of directors has the right to, within the framework of the agreement with each participant, make the reasonable changes and adjustments of the terms and conditions of the stock options that are deemed suitable or appropriate as a result of local employment law or tax law or administrative conditions. This may mean, among other things, that continued vesting of stock options may take place in some cases when otherwise would not have been the case. The board of directors also has the right to advance vesting and the timing of exercise of stock options in certain cases, such as in the case of a public takeover offer, certain changes in ownership of the Company, liquidation, merger and similar measures. Finally, the board of directors has the right to, in extraordinary cases, limit the scope of, or prematurely terminate, the Employee Stock Option Program 2020/2024 in whole or in part.

Item 12.b: Resolution to issue warrants and approval of transfer of warrants

In order to enable the Company's delivery of shares under the Employee Stock Option Program 2020/2024 as well as to hedge ancillary costs, primarily social security contributions, the board of directors proposes that the general meeting resolves on a directed issue of warrants of series 2020/2028 as well as an approval of transfer of warrants of series 2020/2028.

The board of directors of the Company proposes that the annual general meeting resolves to issue a maximum of 65,000 warrants, which may result in a maximum increase in the Company's share capital of SEK 3,250. The warrants shall entitle to subscription of new shares in the Company.

The following terms shall apply to the issuance:

The warrants may, with deviation from the shareholders' preferential rights, be subscribed for by the Company or the Subsidiary or any other group company.

The warrants are issued at no consideration and shall be subscribed for through a separate subscription list no later than on 15 April 2020. The board of directors has the right to extend the time for subscription.

Each warrant entitles to subscription of one new share in the Company during the period from registration up to and including 15 April 2028 or the earlier date set forth in the terms for the warrants.

Each warrant entitle to subscribe for one new share in the Company against cash payment at a subscription price corresponding to 100 percent of the average volume weighted price for the Company's share as quoted on Nasdaq First North Growth Market during the period from and including 27 March 2020 up to and including 14 April 2020. The calculated subscription price shall be rounded off to nearest even hundredth of a SEK, whereupon SEK 0.005 will be rounded to SEK 0.01. The subscription price may not be set below the shares' par value.

A new share subscribed for by exercise of a warrant has a right to dividends as of the first record day for dividends following registration of the new share issue with the Companies Registration Office and after the share has been registered in the share register maintained by Euroclear Sweden AB.

The purpose of the issuance, and deviation from the shareholders' preferential rights, is to, within the framework of Employee Stock Option Program 2020/2024, secure delivery of shares to the participants of the program.

The complete terms and conditions for the warrants, including conditions regarding re-calculation, in certain cases, of the subscription price and the number of shares a warrant entitles to, will be available at the Company no later than two weeks before the meeting.

The board of directors or anyone appointed by the board of directors is given the right to make the adjustments necessary in connection with the registration of the resolution at the Companies Registration Office and possibly Euroclear Sweden AB.

The board of directors further proposes that the annual general meeting resolves to approve that the Company, the Subsidiary, or any other group company, may transfer warrants to the participants in the Employee Stock Option Program 2020/2024 without consideration in connection with exercise of the stock options in accordance with the terms set out in item 12.a or in another way dispose of the warrants in order to be able to secure the Company's commitments and costs in relation to the Employee Stock Option Program 2020/2024. The board of directors shall not have the right to dispose of the warrants for any other purpose than to secure the Company's commitments and costs in connection with the Employee Stock Option Program 2020/2024.

Item 13: Resolution regarding an option program to a board member and warrants issue, including approval of transfer of warrants

Background and motive

The shareholder Loer AB proposes that the annual general meeting resolves to establish a warrant program for the board member Lars Björk (the "**Option Program 2020/2023**") in accordance with the below.

The purpose of Option Program 2020/2023 is to within the framework of a warrant program offer the board member Lars Björk, who does not represent any major shareholder, ownership in the Company. The purpose is to create privity between the Company's shareholders and Lars Björk to work for that the company reaches its best possible business- and value growth. Furthermore, the purpose is also to offer Lars Björk ownership in the Company for his significant commitment to the establishment of FRISQ in the United States.

In order to hedge the Company's obligations under the Option Program 2020/2023 and hedge the ancillary costs, it is also proposed that the annual general meeting resolves on a directed issue of warrants, as well as an approval of transfer of warrants in accordance with 13.b.

Item 13.a: Resolution to establish Option Program 2020/2023

The shareholder Loer AB proposes that the annual general meeting resolves to establish Option Program 2020/2023 in accordance with the following main guidelines:

The Option Program 2020/2023 shall comprise a maximum of 300,000 warrants.

Each warrant confers the holder a right to acquire one new share in the Company against an exercise price corresponding to 105 percent of the average volume weighted price for the Company's share as quoted on Nasdaq First North Growth Market during the period from 27 March 2020 up to and including 14 April 2020. The calculated exercise price shall be rounded off to nearest even hundredth of a SEK, whereupon SEK 0.005 will be rounded to SEK 0.01. The exercise price and number of shares that each stock option confers right to acquire may be re-calculated in the event of a bonus issue, reverse share split or share split, rights issue, etc., whereby the recalculation terms in the terms and conditions of the Warrants 2020/2026 shall apply.

Option Program 2020/2023 shall be offered only to Lars Björk, at one or several occasions, up to and including 15 October 2020 provided that he is a member of the board.

Notice of participation in Option Program 2020/2023 shall be received by the Company on 15 October 2020 at the latest. Allotment of warrants shall take place as soon as possible after the expiration of the notification period.

The allotted warrants will be vested over a three year period in accordance with the following:

- a) 1/3 of the allotted warrants will be vested 15 April 2021;
- b) 1/3 of the allotted warrants will be vested 15 April 2022; and
- c) 1/3 of the allotted warrants will be vested 15 April 2023.

Vesting requires that Lars Björk is still active as a member of the board in the Company and that he has not resigned as of the date when the respective vesting occur. In the event that the board assignment ceases before a vesting date, the already vested warrants may be exercised at the ordinary time for exercise as described below, but further vesting will not take place. If the board assignment ceases due to his own resignation, however, also vested options will lapse, unless the board of directors decides otherwise on a case-by-case basis.

The stock options shall not constitute securities and shall not be able to be transferred or pledged. However, in the event of death, the rights constituted by vested stock options shall accrue to the beneficiaries of the holder of the warrants.

The warrants shall be allotted without consideration.

The holder can exercise allotted and vested warrants during the period from the vesting date up to and including 15 April 2026. The board of directors has the right to limit the number of dates for delivery of shares during the exercise period.

Participation in Option Program 2020/2023 requires that such participation is in accordance with applicable laws, as well as that such participation can be executed with reasonable administrative costs and financial efforts according to the Company's assessment.

The warrants shall be governed by a separate agreement with Lars Björk. The board of directors shall be responsible for the preparation and management of Option Program 2020/2023 within the above mentioned substantial terms, in which Lars Björk shall not be allowed to participate. The board of directors has the right to, within the framework of the agreement with Lars Björk, make the reasonable changes and adjustments of

the terms and conditions of the warrants that are deemed suitable or appropriate as a result of local employment law or tax law or administrative conditions. This may mean, among other things, that continued vesting of warrants may take place in some cases when otherwise would not have been the case. The board of directors also has the right to advance vesting and the timing of exercise of warrants in certain cases, such as in the case of a public takeover offer, certain changes in ownership of the Company, liquidation, merger and similar measures. Finally, the board of directors has the right to, in extraordinary cases, limit the scope of, or prematurely terminate, Option Program 2020/2023 in whole or in part.

Item 13.b: Resolution on a warrants issue and approval of transfer of warrants

In order to enable the Company's delivery of shares under the Option Program 2020/2023 as well as to hedge ancillary costs, primarily social security contributions, Loer AB proposes that the annual general meeting resolves on a directed issue of warrants of series 2020/2026 as well as an approval of transfer of warrants of series 2020/2026.

It is proposed that the annual general meeting shall resolve to issue a maximum of 320,000 warrants, which may result in a maximum increase in the Company's share capital of SEK 16,000. The warrants shall entitle to subscription of new shares in the Company.

The following terms shall apply to the issuance:

The warrants may, with deviation from the shareholders' preferential rights, be subscribed for by the Company or the Subsidiary or any other group company.

The warrants are issued at no consideration and shall be subscribed for through a separate subscription list no later than on 15 April 2020. The board has the right to extend the time for subscription.

Each warrant entitles to subscription of one new share in the Company during the period from registration up to and including 15 April 2026 or the earlier date set forth in the terms for the warrants.

Each warrant entitle to subscribe for one new share in the Company against cash payment at a subscription price corresponding to 105 percent of the average volume weighted price for the Company's share as quoted on Nasdaq First North Growth Market during the period from and including 27 March 2020 up to and including 14 April 2020. The calculated subscription price shall be rounded off to nearest even hundredth of a SEK, whereupon SEK 0.005 will be rounded to SEK 0.01. The subscription price may not be set below the shares' par value.

A new share subscribed for by exercise of a warrant has a right to dividends as of the first record day for dividends following registration of the new share issue with the Companies Registration Office and after the share has been registered in the share register maintained by Euroclear Sweden AB.

The purpose of the issuance and deviation from the shareholders' preferential rights is to, within the framework of Option Program 2020/2023, secure delivery of shares to Lars Björk.

The complete terms and conditions for the warrants, including conditions regarding re-calculation, in certain cases, of the subscription price and the number of shares a warrant entitles to, will be available at the Company no later than two weeks before the meeting.

The board of directors or anyone appointed by the board of directors is given the right to make the adjustments necessary in connection with the registration of the resolution at the Companies Registration Office and possibly Euroclear Sweden AB.

The board of directors further proposes that the annual general meeting resolves to approve that the Company, the Subsidiary or any other group company, may transfer warrants to the participant in Option Program 2020/2023 without consideration in connection with exercise of the warrants in accordance with the terms in item 13.a, or in another way dispose of the warrants in order to be able to secure the Company's commitments

and costs in relation to Option Program 2020/2023. The board of directors shall not have the right to dispose of the warrants for any other purpose than to secure the Company's commitments and costs in connection with Option Program 2020/2023.

Item 13.c: Preparation of all proposals etc. (it is noted that this is not a topic for resolution)

Proposal on Incentive Program 2020/2024 and Employee Stock Option Program 2020/2024 has been prepared by external advisors in consultation with the board of directors and parts of the company group management. The proposal of Option Program 2020/2023 has been prepared by external advisors in consultation with the shareholder Loer AB.

Costs and effects on key figures

Incentive Program 2020/2024

Subscription (unless by the Subsidiary) and transfer of warrants in Incentive Program 2020/2024 shall be made at a price corresponding to the warrant's market value. The market value of the warrants in Incentive Program 2020/2024 are, according to a preliminary valuation based on a market value of the underlying share of SEK 11.00, SEK 1.40 per warrant, assuming an exercise price of SEK 22.00 per share. The Black Scholes formula has been used for the valuation assuming a risk-free interest rate of 0 percent and a volatility of 41.72 percent and taking into account that no dividends or other value transfers to shareholders will take place during the validity of the program.

In order to encourage participation in Incentive Program 2020/2024, it is the board of director's intention that the eligible participants who chose to participate in the program shall receive a premium subsidy. The subsidy is in the form of extra salary in the form of a gross salary payment from the Company totalling an amount corresponding to the amount which the participant have paid for the warrants. The first bonus payment, corresponding to one fourth (1/4) of the amount which the participant has paid for the warrants, takes place on 15 April 2021. The second bonus payment, corresponding the one fourth (1/4) of the amount which the participant has paid for the warrants, takes place on 15 April 2022. The third bonus payment, corresponding to one fourth (1/4) of the amount which the participant has paid for the warrants, takes place on 15 April 2023. The fourth bonus payment, corresponding to one fourth (1/4) of the amount which the participant has paid for the warrants, takes place on 15 April 2024. All payments are conditional upon that the participant remains employed (or equivalent) in the group at the time of payment.

The total cost for the Company for Incentive Program 2020/2024 is thereby expected to amount to approximately SEK 1.25 million or approximately SEK 0.31 million per year.

Given the above assumptions, and that the program had been introduced in 2019 instead, it is calculated that the yearly costs for Incentive Program 2020/2024 amounts to approximately 1.6 percent in relation to the Company's salary costs for employees (including social security contributions) during the 2019 financial year. The cost will have an impact on the overall cash flows.

Employee Stock Option Program 2020/2024

Costs related to Employee Stock Option Program 2020/2024 will be presented in accordance with IFRS 2, which means that the stock options is expensed as personnel costs during the vesting period.

Based on the assumption that 100 percent of the options in the Employee Stock Option Program 2020/2024 will be allotted and an annual employee turnover rate of 0 percent, meaning that all 60,000 stock options will vest, the estimated total accounting salary costs for the options will amount to approximately SEK 0.71 million during the time period 2020-2028, based on the actual value of the options at the time of calculation. The options do not have a market value since they are not transferable. However, the board of directors has calculated a theoretical value of the options in accordance with the Black Scholes formula. The calculations has been based on an assumed share price of SEK 11.00 per share, a risk-free interest rate of 0 percent and an assumed volatility of 41.72 percent. In accordance with this valuation, the value of the options in the Employee Stock Option Program 2020/2024 is approximately SEK 3.56 per option. Limitations in the disposal rights have not been taken into consideration in the valuation.

Upon a positive development of the share price, the Employee Stock Option Program 2020/2024 may entail costs in the form of social security contributions. The total costs for social security contributions will depend on the employment form of the participant, the number of options that will be vested and on the value of the benefit that the participant finally will receive, i.e. on the value of the options when utilized 2028. Based on the assumption that all options in Employee Stock Option Program 2020/2024 will be vested, an assumed share price of SEK 22.81 when the options are utilized and an assumed average social security rate of approximately 16 percent, the total costs for social security contributions will amount to approximately SEK 0.11 million. The Company's entire costs for social security contributions are proposed to be hedged through a directed issue of warrants in accordance with item 12.b.

The total cost for Employee Stock Option Program 2020/2024 will be distributed over the years 2020-2024. Since 1/4 of the options vest per year, the cost will be distributed unevenly over the period, with an emphasis at the beginning of the period.

Given the above assumptions, and that the program had been introduced in 2019 instead, it is calculated that the yearly costs for Incentive Program 2020/2024 will amount to approximately 1.1 percent in relation to the Company's salary costs for employees (including social security contributions) for the 2019 financial year. The majority of the costs does not have an impact on the Company's cash flows.

Option Program 2020/2023

Costs related to Option Program 2020/2023 will be presented in accordance with IFRS 2, which means that the warrants will be expensed as a cost during the vesting period.

Based on the assumption that 100 percent of the warrants in Option Program 2020/2023 will be allotted and that all warrants will vest, the estimated total accounting costs for the warrants will amount to approximately SEK 2.4 million during the time period 2020-2026, based on the actual value of the warrant at the time of calculation. The warrants do not have a market value since they are not transferable. However, the shareholder Loer AB has calculated a theoretical value of the warrants in accordance with the Black Scholes formula. The calculations have been based on an assumed share price of SEK 11.00 per share, a risk-free interest rate of 0 percent and an assumed volatility of 41.72 percent. In accordance with this valuation, the value of the warrants in Option Program 2020/2023 is approximately SEK 2.29 per option. Limitations in the disposal rights have not been taken into consideration in the valuation.

Upon a positive development of the share price, the Option Program 2020/2023 may entail costs in form of social security contributions. The total costs for social security contributions will depend on the number of warrants that will be vested and on the value of the benefit that the participant finally will receive, i.e. on the value of the warrants when utilized 2026. Based on the assumption that all warrants will be vested, an assumed share price of SEK 19.01 when the warrants are utilized, and an assumed average social security rate of approximately 16 percent, the total costs for social security contributions will amount to approximately SEK 0.38 million. The Company's entire costs for social security contributions are proposed to be hedged through a directed issue of warrants in accordance with item 13.b.

The total cost for Option Program 2020/2023 will be distributed over the years 2020-2023. Since 1/3 of the options vest per year, the cost will be distributed unevenly over the period, with an emphasis at the beginning of the period.

Given the above assumptions, and that the program had been introduced in 2019 instead, it is calculated that the yearly costs for Option Program 2020/2023 will amount to approximately 4.8 percent in relation to the Company's salary costs for employees (including social security contributions) for the 2019 financial year. The majority of the costs does not have an impact on the Company's cash flows.

Total costs and effects on key figures

Given the above assumptions, and that the programs had been introduced in 2019 instead, it is calculated that the yearly costs for all programs will amount to approximately 7.5 percent in relation to the Company's salary

costs for employees (including social security contributions) for the 2019 financial year. The yearly costs that have an impact on the cash flows for all programs are expected to amount to 2.4 percent in relation to salary costs during the 2019 financial year.

It shall be noted that all calculations above are preliminary, based on assumptions and are only intended to provide an illustration of what costs of the Incentive Program 2020/2024, Employee Stock Option Program 2020/2024 and Option Program 2020/2023 may include. Actual costs may therefore deviate from what has been stated above.

Dilution

In case all warrants issued under Incentive Program 2020/2024 are utilized for subscription of new shares, the number of shares and votes in the Company will increase with 340,000 (with reservation for any re-calculation in accordance with the warrant terms and conditions), which corresponds to a dilution of approximately 1.04 percent of the Company's share capital and votes.

In case all warrants issued under the Employee Stock Option Program 2020/2024 are utilized for subscription of new shares, the number of shares and votes in the Company will increase with 65,000 (with reservation for any recalculation in accordance with the warrant terms and conditions), which corresponds to a dilution of approximately 0.20 percent of the Company's share capital and votes.

In case all warrants issued under the Option Program 2020/2023 (including for hedging of any costs for social security contributions) are utilized for subscription of new shares, the number of shares and votes in the Company will increase with 320,000 (with reservation for any re-calculation in accordance with the warrant terms and conditions), which corresponds to a dilution of approximately 0.98 percent of the Company's share capital and votes.

The dilution of Incentive Program 2020/2024, Employee Stock Option Program 2020/2024 and Option Program 2020/2023, including all other outstanding warrants, is expected to amount to approximately 7.00 percent of the total number of shares and votes in the Company, provided that full subscription of warrants and exercise of all issued warrants occurs.

The above dilution is based on a number of shares amounting to 32,204,773, which corresponds to the total number of shares in the Company which will be registered after the completed rights issue.

Other outstanding share based incentive programs

All existing share based incentive programs are described in the annual accounts for 2019.

Majority requirements

Resolutions in accordance with items 11, 12.b and 13.b on issuances of warrants and approval of transfer of warrants are subject to the provisions in Chapter 16 in the Swedish Companies Act, and a valid resolution therefore requires that such resolutions are supported by shareholders representing at least nine tenths of the votes cast and the shares represented at the general meeting.

A resolution in accordance with item 10 is valid where supported by shareholders representing at least two thirds of the votes cast and the shares represented at the general meeting.

Number of shares and votes

The total number of shares and votes in the Company as of the date hereof amounts to 23,918,202 (following registration of the shares issued under the completed rights issue, the number of shares will amount to 32,204,773). The Company holds no shares of its own.

Further information

Copies of the annual accounts, audit report and proxy form, are available at the Company at Lästmakargatan 20 in Stockholm and at the Company's website, www.frisqholding.se, at least three weeks in advance of the annual general meeting. Complete proposals will be available at the Company and at the Company's website

at least two weeks in advance of the annual general meeting. All such information according to the above may be sent to shareholders who request it and provide their e-mail or postal address.

The shareholders are hereby notified regarding the right to, at the annual general meeting, request information from the board of directors and managing director according to Ch. 7 § 32 of the Swedish Companies Act.

Processing of personal data

For information on how personal data is processed in relation the meeting, see the Privacy notice available on Euroclear Sweden AB's website: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammorengelska.pdf>.

Stockholm in February 2020

Frisq Holding AB (publ)

The board of directors