

# Mytaste Group

## Notice to attend the annual general meeting in myTaste AB (publ)

The shareholders of myTaste AB (publ), reg.no. 556710-8757, (the “Company”), are hereby given notice to attend the annual general meeting, held at 13:00 on 13 May 2019, at Advokatfirman Delphi, Mäster Samuelsgatan 17, in Stockholm.

### Entitlement to participate and notification

Shareholders wishing to participate at the annual general meeting shall

- be registered in the share register maintained by Euroclear Sweden AB (the Swedish Central Securities Depository & Clearing Organization) on 7 May 2019, and
- notify the Company in writing of their and any proxies participation, to either myTaste AB (publ), Birger Jarlsgatan 6B, 114 34 Stockholm or by e-mail to [bolagsstamma@mytaste.com](mailto:bolagsstamma@mytaste.com), no later than Tuesday, 7 May 2019.

Notifications should state full name, personal or corporate identification number, address and registered shareholding.

For entitlement to participate at the general meeting, shareholders with nominee-registered holdings must request to temporarily be registered in the share register maintained by Euroclear Sweden AB. The shareholder must notify their nominee hereof well in advance of 7 May 2019, at which time such registration shall have been made.

### Proxies

Shareholders represented by proxy shall issue a power of attorney in writing, signed and dated by the shareholder, on behalf of the proxy. If issued by a legal entity, the power of attorney shall be accompanied by a certificate of registration or other corresponding documents attesting to the authority of the signatory. In order to facilitate the admission to the general meeting a copy of the power of attorney form in original (together with documents attesting the authority of the signatory) ought to be sent to the Company together with the notification of participation. The power of attorney may not be issued earlier than five years before the general meeting. A power of attorney form is available on the Company's website, [www.mytastegroup.com](http://www.mytastegroup.com) and will be sent to those shareholders that so request and provide their postal or e-mail address.

### Proposed agenda

1. Opening of the general meeting
2. Election of chairman of the meeting
3. Preparation and approval of the voting list
4. Election of one or two people to attest the minutes
5. Determination of whether the meeting has been duly convened
6. Approval of the proposed agenda
7. Submission of the annual report, auditor's report, consolidated accounts and the consolidated audit report
8. Resolution regarding
  - a) the approval of the profit and loss account and the balance sheet as well as the consolidated profit and loss account and the consolidated balance sheet
  - b) the allocation of the Company's results in accordance with the adopted balance sheet
  - c) discharge from liability for the members of the board of directors and the chief executive officer
9. Approval of the number of board members and auditors to be elected by the meeting
10. Approval of the remuneration to the board of directors and auditors
11. Election of members of the board of directors and auditor
12. Resolution on establishment of a nomination committee
13. Implementation of Incentive Program 2019/2022 A through a) issue of warrants to the subsidiary Mytaste Brands AB and b) approval of transfer of warrants to certain members of the board of directors in the Company
14. Implementation of Incentive Program 2019/2022 B through a) issue of warrants to the subsidiary Mytaste Brands AB and b) approval of transfer of warrants to members of the management and key employees in the Company
15. Resolution on change of terms and conditions for convertibles
16. Resolution on change of the articles of associations
17. Resolution on authorization for the board of directors to resolve on issue of shares, warrants and/or convertibles
18. Closing of the meeting

### Proposals for resolution

#### The board of directors' proposals

The board of directors' proposes that the annual general meeting resolves as follows:

##### Item 2

It is proposed that the lawyer Andreas Wirén, advokatfirman Delphi, is elected as chairman of the annual general meeting.

##### Item 8 b)

It is proposed that no dividend is to be paid and that the Company's balanced result will be carried forward to new account.

##### Item 12

It is proposed that the annual general meeting establish a nomination committee which shall be appointed according to the following principles.

The annual general meeting instruct the chairman of the board to contact representatives of the three largest shareholders, or group of shareholders, by votes in the Company (this include both directly registered shareholders and nominee-registered shareholders) based on a transcript of the share register held by Euroclear Sweden AB as of the last trading day in September, who will each appoint a representative that, in addition to the chairman, will form the nomination committee for the period until a new nomination committee has been appointed by mandate of the following annual general meeting. Should any of the three largest shareholders or group of shareholders waive their right to appoint such a representative, the fourth largest shareholder or group of shareholders shall be asked and so on until the nomination committee consist of four members.

The majority of the members of the nomination committee shall be independent in relation to the Company and the Company's management. At least one

of the members of the nomination committee shall be independent in relation to the Company's largest by votes shareholder or a group of shareholders who cooperates on the Company's management. The CEO or other member of the Company's management shall not be a member of the nomination committee. Members of the board of directors may be part of the nomination committee but shall not constitute a majority of the members. If more than one of the members of the board of directors is a member of the nomination committee, no more than one of them may be dependent on the Company's larger shareholders.

The nomination committee will appoint a chairman among its members. The chairman of the board of directors or other member of the board of directors shall not be chairman of the nomination committee. The composition of the nomination committee shall be announced no later than six months before the annual general meeting. Should any member of the nomination committee leave the nomination committee before its tasks has been completed, and if a replacement is deemed necessary by the nomination committee, a new member shall be appointed by the nomination committee according to the principles above but based on the transcript of the share register held by Euroclear on the day closest after the member left his or her appointment. Changes in the composition of the nomination committee shall be announced immediately. The nomination committee members receive no remuneration for their work.

The nomination committee shall provide proposals in respect of the following matters for resolution:

- a) proposal regarding chairman at the annual general meeting,
- b) proposal regarding election of the board of directors,
- c) proposal regarding election of chairman of the board of directors,
- d) proposal regarding election of auditors,
- e) proposal regarding remuneration to the board of directors, with division between chairman and other members of the board of directors,
- f) proposal regarding remuneration to the Company's auditors, and
- g) proposal regarding principles governing the appointment of the nomination committee.

The above principles governing the appointment and tasks of the nomination committee shall apply until the general meeting decides to change them. It is the responsibility of the nomination committee, prior to a general meeting, to determine whether the nomination committee finds it necessary to propose any changes to the principles in question to an annual general meeting.

#### *Item 15*

It is proposed that the annual general meeting resolve on amendments of the terms and conditions for convertibles 2018/2021, which was resolved on the extraordinary general meeting in the Company on 13 February 2018 ("**Terms and Conditions for the Convertibles**").

The Company communicated in its year-end report that they are investigating future financing solutions. When the Company examined the market, they concluded that the Company needs to further strengthen its equity in order to ensure a favorable and competitive future financing of the Company, which is the reason for the amendment of the terms and conditions for the convertibles. When the Company has confirmed new financing, this will be communicated to the market.

Hereof, the board of directors proposes that the annual general meeting resolves that the following sections in item 3 of the Terms and Conditions for the Convertibles are amended as follows.

#### **Item 3**

##### ***Current wording***

The loan is due for payment on 1 March 2021 to the extent that Conversion has not taken place

by then.

*The Convertible Debenture carries an annual interest rate of 10 percent. The interest is due to payment on 1 March every year, the first time on 1 March 2019.*

For such time as the Convertible Debenture are registered on Central Securities Depository Account, principal and interest shall be paid by the Company via Euroclear in accordance with Euroclear's rules applicable at the time.

For such time as the Convertible Debenture are not registered on Central Securities Depository Accounts, the principal and interest shall be paid by the Company on the due date or, if the due date is not a Banking Day, on the Banking Day immediately after such date, to Holders or such persons who are otherwise entitled to receive interest and principal, respectively.

Where a Holder has specified that the principal and/or interest is to be deposited on a particular bank account, deposits shall be made on such account. In other cases, principal and/or interest shall be sent on the last-mentioned date to the Holder's last known address.

In the event principal or interest cannot be paid in accordance with the above due to an impediment beyond the Company's control, the principal and/or interest shall be paid to the Holder as soon as the impediment has been removed.

#### **Item 3**

##### ***Proposed wording***

The loan is due for payment on 30 May 2019 to the extent that Conversion has not taken place

by then.

*As from 1 March 2019 a fixed interest of SEK 960,000 will carry up to and including the due date for the Convertibles. The interest is due to payment on the due date or in connection to Conversion.*

For such time as the Convertible Debenture are registered on Central Securities Depository Account, principal and interest shall be paid by the Company via Euroclear in accordance with Euroclear's rules applicable at the time.

For such time as the Convertible Debenture are not registered on Central Securities Depository Accounts, the principal and interest shall be paid by the Company on the due date or, if the due date is not a Banking Day, on the Banking Day immediately after such date, to Holders or such persons who are otherwise entitled to receive interest and principal, respectively.

Where a Holder has specified that the principal and/or interest is to be deposited on a particular bank account, deposits shall be made on such account. In other cases, principal and/or interest shall be sent on the last-mentioned date to the Holder's last known address.

In the event principal or interest cannot be paid in accordance with the above due to an impediment beyond the Company's control, the principal and/or interest shall be paid to the Holder as soon as the impediment has been removed.

All holders of the convertibles have granted consent to the proposed amendments of the terms and conditions.

#### *Item 16*

As part of the Company's continued development, the board of directors proposes that the annual general meeting resolves on a change of company name (previously firm) to Speqta AB (publ) and make a consistent amendment of §1 of the articles of association.

In order to enable increased financial flexibility, the board of directors proposes that the annual general meeting resolves on an increase of the limits for the share capital and the number of shares in §4 and §5 of the articles of association as follows:

§4 is amended to "The share capital shall be not less than SEK 15,300,000 and not more than SEK 61,200,000." and §5 is amended to "The number of shares shall be not less than 30,600,000 and not more than 122,400,000".

In the articles of association §6 an editorial amendment of the record day provision to follow updates in law is proposed as follows:

"The Company's shares shall be registered in a record day register according to the Swedish Financial Instruments Accounts Act (1998:1479)."

#### Item 17

It is proposed that the annual general meeting resolves to authorize the board of directors to resolve, for the period until the end of the next annual general meeting, at one or more occasions and with or without deviation from the shareholders' preferential rights, to issue new shares, or warrants and/or convertibles for cash payment and/or with provision of non-cash consideration or set-off or otherwise with the condition of a maximum number of shares, warrants or convertibles that entitles subscription of a number of shares, which does not exceed the limits of the Company's share capital or total number of shares as set out in the Company's articles of association from time to time. The purpose of the authorization and the reason for the deviation from the shareholders' preferential rights is to facilitate the raising of capital for expansion through corporate acquisitions or acquisitions of business assets and for the Company's business as well as the adjustment of the Company's capital and/or ownership structure. In the event an issue is made by way of deviation from the shareholders' preferential rights, the issue shall be made at market conditions.

#### Major shareholders proposals

Shareholders who together represent about 46.5 percent of the shares and votes in the Company (the "Major Shareholders") proposes that the annual general meeting resolves as follows:

#### Item 9

It proposes that the board of director shall be composed of six ordinary members without deputies and number of auditors shall be one for the period until the end of next annual general meeting.

#### Item 10

The remuneration to the board of directors is proposed to SEK 530,000 in total, of which SEK 130,000 to the chairman of the board of directors and SEK 80,000 each non-employee members of the board of directors elected by the annual general meeting. The fee for work in the audit committee shall to the chairman amount to SEK 35,000 and SEK 25,000 to each of the other members. The fee for work in the remuneration committee shall to the chairman amount to SEK 30,000 and SEK 20,000 to each of the other members.

#### Item 11

It is proposed that the meeting, for the period until the end of the next annual general meeting, re-elect the current board members Fredrik Burvall, Patrik Christiansen, Andre Lavold and Andreas Friis. Further, it is proposed that Lisa Gunnarsson and Pär Sundberg shall be elected as new members of the board of the directors. Fredrik Burvall is proposed to be re-elected as chairman of the board of directors.

As the Company's auditor proposes re-election of the registered audit firm Ernst & Young AB. The audit firm has informed that, in the event that Ernst & Young AB is re-elected as auditor in accordance with the proposal, Andreas Nyberg is appointed as auditor in charge.

#### Item 13

It is proposed that the annual general meeting resolves to implement a long-term incentive program ("Incentive Program 2019/2022 A") for certain elected members of the board of directors ("Members of the Board of Directors"). The proposal to implement an incentive program has been put forward as the Major Shareholders assesses that it is important and in the interest of all the shareholders to create even greater participation for the Members of the Board of Directors in the Company with regard to the Company's development.

In the light of the above, the Major Shareholders proposes that the general meeting resolves to implement the Incentive Program 2019/2022 A and resolves to issue warrants in accordance to the following and that the general meeting resolves on approval of transfer of the warrants.

The right to subscribe for the warrants shall, with deviation from the shareholders' preferential right belong to the wholly-owned subsidiary, Mytaste Brands AB, reg. no 556760-1926 (the "Subsidiary"). The warrants will be issued without consideration. The right to subscribe for warrants shall only vest in the Subsidiary to extend an offer for the Members of the Board of Directors to, for consideration, acquire the warrants on terms set out below.

The maximum number of new shares is calculated to amount to not more than 240,000 equivalent to approximately 0.78 percent of the total number of shares in the Company, provided full subscription and full utilization of all warrants.

#### 1. A. Issue of warrants

The issue of warrants, which include not more than 240,000 warrants of series 2019/2022 A shall, with deviation from the shareholders' preferential rights, whereby the Company's share capital will be increased by not more than SEK 120,000 at full subscription (provided current quota value and that no re-calculation has been made in accordance with the following terms.

1. 1. The right to subscribe for warrants shall, with deviation from the shareholders' preferential rights, belong to the wholly-owned subsidiary who shall transfer the warrants to certain Members of the Board of Directors according to section B below.
2. 2. The reasons for the deviation from the shareholders' preferential right is to implement an incentive program whereby the Members of the Board of Directors, through their own investment, shall partake of and aim towards a positive development of the Company during the entire period which the proposed incentive program covers, and that the Company shall be able to retain skilled and dedicated board of directors.
3. 3. The warrants are issued to the Subsidiary without consideration.
4. 4. The subscription for the warrants shall be made during the period commencing on 17 May 2019 up to and including 24 May 2019.
5. 5. Subscription for shares through exercise of the warrants shall be made from the period commencing on 23 July 2022 up to and including 31 August 2022, with regard to, at each time, applicable insider legislation.
6. 6. Each warrant entitles the holder to subscribe for one (1) share in the Company at an exercise price corresponding to 150 percent of the volume-weighted average price for the Company's share on Nasdaq First North during the period commencing on 24 April 2019 up to and including 15 May 2019. However, the exercise price may not be less than the share's quota value. Day without price quotation shall not be included in the assessment. If the stock price of the Company's Shares at the time the call option is claimed exceeds 200 percent of the average price during the period 24 April 2019 through 15 May 2019, then the exercise price will increase krona for krona by the amount of more than 200 percent.
7. 7. Warrants held by the Subsidiary and which have not been transferred in accordance with item B below, may be canceled by the Company following a decision by the board of directors for the Subsidiary. Cancellation must be reported to the Swedish Companies Registration Office.
8. 8. In order to fulfill the obligations under the Incentive Program 2019/2022 A the Major Shareholders propose that the annual general meeting approves that the Subsidiary may dispose of and transfer the warrants to the Participants according to item B below
9. 9. Customary re-calculation term shall apply for the warrants.
10. B. More detailed information on allotment and Warrant Premium
11. 1. The right to acquire warrants

A right to receive warrants requires that the Members of the Board of Directors enter into a preemption agreement etc. with the Company as well as being elected at the annual general meeting. The warrants are otherwise freely transferable. The following distribution applies for the allotment of warrants to the Members of the Board of Directors:

Members of the Board of Directors	Maximum number of warrants
Lisa Gunnarsson	80,000 warrants
Pär Sundberg	80,000 warrants
Fredrik Burvall	50,000 warrants
Patrik Christiansen	30,000 warrants

Allotment of warrants requires that acquisition of warrants is legally possible and that acquisitions can be made at reasonable administrative and financial

efforts

The Company's other members of board of directors are not covered by the Incentive Program 2019/2022 A.

#### 1. 2. Period of application

An application to acquire warrants shall be made during the period commencing on 27 May 2019 up to and including 22 July 2019.

#### 1. 3. Application and allotment

The individuals entitled to acquire warrants are enabled to apply for warrants in lots equivalent to the maximum number of warrants that are offered, or reduced by lots of 1,000 warrants. Allotment shall be made in full lots of 1,000 warrants.

#### 1. 4. Price and payment etc.

The warrants shall be acquired at market terms and at a price which is established by a calculated market value for the warrants applying the Black & Scholes valuation model (the "Warrant Premium") calculated by the independent appraiser PwC. Warrant Premium is established on the day of subscription.

The allotted warrants shall be paid for in cash no later than 8 days after the subscription of the warrants.

#### 1. C. Further information about the issue and the transfer

##### 1. 1. Dilution

Upon exercise of all warrants in the Incentive Program 2019/2022 A up to 240,000 shares (with reservation for any re-calculation), equivalent to around 0.78 percent of the total number of outstanding shares and votes, may be issued. The calculation is based on the maximum number of shares and votes which can be issued divided with the total number of shares and votes after such issue. Upon full exercise of the warrants, the Company's share capital will increase with SEK 120,000.

##### 1. 2. Calculation of the market value

The current expected level of volatility of the warrants at time of the valuation have been estimated to be approximately 45 percent. At an estimated future level of volatility during the term of the warrants at an equivalent level and under the assumption of subscription on 22 July 2019 and that the average value of the Company's shares during the period for the valuation of the warrants amount to SEK 9, wherein the exercise price for the warrants will amount to SEK 13.50 and that the exercise price for the warrants may be increased is the call option is exceeding 200 percent of the listing price at the issue, the value per warrant amount to SEK 0.62 according to the Black & Scholes valuation model.

##### 1. 3. Costs for the Company and effect on key ratios etc.

The Incentive program is expected to have a marginal effect on the Company's earnings per share. Given that the warrants shall be transferred at a price corresponding to the market value of the warrants, no particular social security costs will arise for the Company in connection with the transfer of warrants to the Participants.

The total costs, including other expenses for the Incentive Program 2019/2022 A related to fees to external advisors, valuation, own work and for administration of the program, are estimated to amount to approximately SEK 100,000 during the term of the incentive program.

##### 1. 4. Preparation of the matter

The principles of the Incentive Program 2019/2022 A have been prepared by the Major Shareholders in consultation with external advisors. The Major Shareholders has, thereafter, decided to present the proposal to the annual general meeting. Except for the individuals that have prepared the matter according to the instructions from the Major Shareholders, no member of the board of directors which could be included in the incentive program have taken part in the drawing up of the terms and conditions.

##### 1. 5. Outstanding Programs

The Company has one (1) outstanding incentive program; 2018/2021.

On the extraordinary general meeting held on 13 February 2018 approved the board of directors' proposal regarding the incentive program for key employees, the resolution to issue 624,000 warrants 2018/2021 and the resolution to approve the transfer of warrants. Upon exercise of all warrants up to 624,000 shares may be issued, equivalent to a dilution around 2.0 percent of the total number of outstanding shares and votes. 624,000 warrants have been subscribed. The subscription price was fixed at SEK 4,95 per share.

The Company does not have any other previous implemented incentive programs

#### Item 14

It proposes that the annual general meeting resolves to implement a long-term incentive program ("Incentive Program 2019/2022 B") for current and future members of the group management and key employees (the "Participants"). The proposal to implement an incentive program has been put forward as the Major Shareholders assesses that it is important and in the interest of all the shareholders to create even greater participation for the Participants within the Company with regard to the Company's development.

In the light of the above, the Major Shareholders proposes that the general meeting resolves to implement the Incentive Program 2019/2022 B and resolves to issue warrants in accordance with the following and that the annual general meeting resolves to approve transfer of the warrants.

The right to subscribe for the warrants shall, with deviation from the shareholders' preferential right belong to the wholly-owned subsidiary, Mytaste Brands AB, reg. no 556760-1926 (the "Subsidiary"), which shall transfer the warrants to the Participants according to item B below. The warrants will be issued without consideration to the Subsidiary. The right to subscribe for warrants shall only vest in the Subsidiary, with the right and obligation for the subsidiary to extend an offer for the Participants to, for consideration, acquire the warrants on terms as set out below

The maximum number of new shares is calculated to amount to not more than 695,000 equivalent to approximately 2.2 percent of the total number of shares in the Company, provided full subscription and full utilization of all warrants.

#### 1. A. Issue of warrants to the Subsidiary

The issue of warrants, which include not more than 695,000 warrants of series 2019/2022 B shall, with deviation from the shareholders' preferential rights, whereby the Company's share capital will be increased by not more than SEK 347,500 at full subscription (provided current quota value and that no re-calculation has been made in accordance with the following terms.

1. 1. The right to subscribe for warrants shall, with deviation from the shareholders' preferential rights, belong to the wholly-owned Subsidiary which will transfer the warrants to the Participants according to item B below.
2. 2. The reasons for the deviation from the shareholders' preferential right is to implement an incentive program whereby the participants, through their own investment, shall partake of and aim towards a positive development of the Company during the entire period which the proposed incentive program covers, and that the Company shall be able to retain skilled and dedicated staff.
3. 3. The warrants are issued to the Subsidiary without consideration.
4. 4. The subscription for the warrants shall be made during the period commencing on 17 May 2019 up to and including 24 May 2019. The board of directors shall be entitled to extend the subscription period.
5. 5. Subscription for shares through exercise of the warrants shall be made from the period commencing on 1 December 2022 up to and including 31 December 2022, with regard to, at each time, applicable insider legislation.
6. 6. Each warrant entitles the holder to subscribe for one (1) share in the Company at an exercise price corresponding to 150 percent of the

volume-weighted average price for the Company's share on Nasdaq First North during the period commencing on 6 September 2019 up to and including 27 September 2019. However, the exercise price may not be less than the share's quota value. Day without price quotation shall not be included in the assessment. If the stock price of the Company's Shares at the time the call option is claimed exceeds 200 percent of the average price during the period 6 September 2019 through 27 September 2019, then the exercise price will increase krona for krona by the amount of more than 200 percent.

7. Warrants held by the Subsidiary and which have not been transferred in accordance with item B below, may be cancelled by the Company following a decision by the board of directors in the Subsidiary. Cancellation must be reported to the Swedish Companies Registration Office.
8. In order to fulfill the obligations under the Incentive Program 2019/2022 B the Major Shareholders propose that the annual general meeting approves that the Subsidiary may dispose of and transfer the warrants to the Participants according to item B below.
9. Customary re-calculation term shall apply for the warrants.
10. **B. Approval of transfer of warrants to the Participants**
11. **1. The right to acquire warrants**

The Participant's right to acquire warrants have been differentiated with reference to position, responsibility and working performance in the Company and the Participants has for this reason been divided into two different categories:

Category A – CEO

Category B – Members of the group management and key employees

The right to receive warrants requires that the Participants enter into a preemption agreement etc. with the Company. The warrants are otherwise freely transferable. The following distribution applies for the allotment of warrants within each category:

Category	Maximum number of warrants within the category	Maximum number of warrants for each participant
Category A – maximum 1 person	300,000 warrants	300,000 warrants
Category B – maximum 5 persons	395,000 warrants	110,000 warrants

Allotment of warrants requires that acquisition of warrants is legally possible and that acquisitions can be made at reasonable administrative and financial efforts

The Company's board of directors are not covered by the Incentive Program 2019/2022 B.

#### 1. 2. Period of application

An application to acquire warrants shall be made during the period commencing on 1 October 2019 up to and including 30 November 2019. The board of directors is, however, entitled to extend the period of application to acquire warrants.

#### 1. 3. Application and allotment

The individuals entitled to acquire warrants are enabled to apply for warrants in lots equivalent to the maximum number of warrants that are offered, or reduced by lots of 1,000 warrants. Allotment shall be made in full lots of 1,000 warrants.

#### 1. 4. Price and payment etc.

The warrants shall be transferred at market terms and at a price which is established by a calculated market value for the warrants applying the Black & Scholes valuation model (the "Warrant Premium") calculated by the independent appraiser PwC. Warrant Premium is established on the day of subscription.

The allotted warrants shall be paid for in cash no later than 8 days after the subscription of the warrants.

#### 1. C. Further information about the issue and the transfer

##### 2. 1. Dilution

Upon exercise of all warrants in the Incentive Program 2019/2022 B up to 695,000 shares (with reservation for any re-calculation), equivalent to around 2.2 percent of the total number of outstanding shares and votes, may be issued. The calculation is based on the maximum number of shares and votes which can be issued divided with the total number of shares and votes after such issue. Upon full exercise of the warrants, the Company's share capital will increase with SEK 347,500.

Upon exercise of all warrants in the Incentive Program 2019/2022 A in accordance with proposal to resolution according to item 13 at the annual general meeting and the Incentive Program 2019/2022 B, respectively, up to 935,000 shares (with reservation for any re-calculation), equivalent to around 2.9 percent of the total number of outstanding shares and votes, may be issued. The calculation is based on the maximum number of shares and votes which can be issued divided with the total number of shares and votes after such issue. Upon full exercise of the warrants, the Company's share capital will increase with SEK 467,500.

#### 1. 2. Calculation of the market value

The current expected level of volatility of the warrants at time of the valuation have been estimated to be approximately 45 percent. At an estimated future level of volatility during the term of the warrants at an equivalent level and under the assumption of subscription on 1 October 2019 and that the average value of the Company's shares during the period for the valuation of the warrants amount to SEK 9, wherein the exercise price for the warrants will amount to SEK 13,50 and that the exercise price for the warrants may be increased if the call option is exceeding 200 percent of the listing price at the issue, the value per warrant amount to SEK 0.62 according to the Black & Scholes valuation model.

#### 1. 3. Costs for the Company and effect on key ratios etc.

The Incentive program is expected to have a marginal effect on the Company's earnings per share. Given that the warrants shall be transferred at a price corresponding to the market value of the warrants, no particular social security costs will arise for the Company in connection with the transfer of warrants to the Participants.

The total costs, including other expenses for the Incentive Program 2019/2022 B related to fees to external advisors, valuation, own work and for administration of the program, are estimated to amount to approximately SEK 100,000 during the term of the incentive program.

#### 1. 4. Preparation of the matter

The principles of the Incentive Program 2019/2022 B have been prepared by the Major Shareholders in consultation with external advisors. The Major Shareholders has, thereafter, decided to present the proposal to the annual general meeting. Except for the individuals that have prepared the matter according to the instructions from the Major Shareholders, no employee which could be included in the incentive program have taken part in the drawing up of the terms and conditions.

#### 1. 5. Outstanding Programs

The Company has one (1) outstanding incentive program; 2018/2021.

On the extraordinary general meeting held on 13 February 2018 approved the board of directors' proposal regarding the incentive program for key employees, the resolution to issue 624,000 warrants 2018/2021 and the resolution to approve the transfer of warrants. Upon exercise of all warrants up to 624,000 shares may be issued, equivalent to a dilution around 2.0 percent of the total number of outstanding shares and votes. 624,000 warrants have been subscribed. The subscription price was fixed at SEK 4.95 per share.

Total dilution for Incentive Program 2019/2022 A and Incentive Program 2019/2022 B as proposed together with outstanding incentive program 2018/2021 amount to 4.85 percent.

The Company does not have any other previous implemented incentive programs.

#### **Majority rule**

A resolution to approve the proposals from the shareholders and the board of directors, respectively, under item 13-15 is valid only were supported by shareholders holding not less than nine-tenths of both the shares votes cast and of the shares represented at the meeting. A resolution to approve the proposals from the board of directors under item 16-17 is valid only were supported by shareholders holding not less than two-thirds of both the shares cast and of the shares represented at the meeting.

#### **Shareholders right to demand information**

The board of directors and the managing director, if any shareholder requests it and the board of directors believes that it is without material damage to the Company, provide information at the meeting regarding circumstances that may affect the assessment of a matter on the agenda, and circumstances that may affect the Company's or its subsidiaries financial situation, or the Company's relation to another group company.

#### **Other**

The annual report and the auditor's report will be made available at the Company's office at the address above, and on the Company's website [www.mytastegroup.com](http://www.mytastegroup.com) not later than Thursday 11 April 2019. The board of directors' and the Major Shareholders' complete proposals for resolution as above will be made available not later than Monday 22 April 2019 in accordance with the foregoing. Copies of the said documents are also sent to the shareholders who request it and state their address. In addition, there are proxy forms available on the Company's website

For information on how your personal information is processed, see:

<https://mytastegroup.com/privacy-policy>.

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Stockholm in April 2019

#### **myTaste AB (publ)**

*The board of directors*

The information was submitted for publication on 10 April, 2019 at 18:30 p.m. CET.

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#### **About Mytaste Group**

Mytaste Group is a digital media house that owns and operates a leading international advertising network as well as a number of digital products and services within performance-based marketing of e-commerce stores. Mytaste Group has two business areas: Mytaste Shopping and Mytaste Food & Beverage. The company is listed on Nasdaq First North Premier in Stockholm under the ticker "Taste".

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