

## **Notice to attend the extraordinary general meeting in Com Hem Holding AB (publ)**

The shareholders of Com Hem Holding AB (publ), company reg. no. 556858-6613 (the "**Company**") are hereby invited to attend the extraordinary general meeting to be held on Tuesday, 10 March 2015, at 15.00 CET in the Company's premises at address Fleminggatan 18 in Stockholm. Registration for the general meeting will commence around 14.00.

### **Notice of attendance**

Shareholders who wish to attend the general meeting must be recorded in the share register maintained by Euroclear Sweden AB on Wednesday 4 March 2015, and give notice of their attendance no later than on Wednesday, 4 March 2015.

The notice of attendance can be made by email to [bolagsstamma@comhem.com](mailto:bolagsstamma@comhem.com), by telephone to +46 (0) 8 5536 3003, or by mail to the following address:

Com Hem Holding AB (publ)  
Extraordinary general meeting  
Box 8093  
104 20 Stockholm  
Sweden

When giving notice of attendance, please state your name, address, telephone number, personal identity number/corporate identity number and shareholding and, if applicable, representation by proxy and the number of any assistants. This information will only be used for preparation of the voting list.

Shareholders represented by proxy must issue a power of attorney for their representative, such power of attorney to be signed and dated by the shareholder. The power of attorney (in original) should in due time prior to the general meeting be submitted to the Company (to the address set out above). A template power of attorney will be available on the Company's website ([www.comhemgroup.se](http://www.comhemgroup.se)) and will be delivered to shareholders upon request to the same address as stated for the notice of attendance. If the power of attorney is issued by a legal entity, a certified copy of the legal entity's certificate of registration must be enclosed, or if such document does not exist, a corresponding document of authority.

Shareholders with nominee registered shares must, in order to be entitled to participate in the general meeting, temporarily have their shares registered in their own name with Euroclear Sweden AB. Such registration must be effective no later than as of Wednesday 4 March 2015. This means that shareholders, in due time before that day, should notify their bank or broker.

### **Proposed agenda**

1. Opening of the meeting
2. Election of chairman of the meeting
3. Drawing up and approval of the voting list
4. Approval of the agenda
5. Election of person to approve the minutes
6. Determination of whether the meeting has been duly convened

7. Resolutions on:
  - (a) Reduction of the share capital by way of voluntary redemption of the Company's shares for repayment to the shareholders
  - (b) Increase of the share capital by way of a bonus issue, without the issuance of new shares
8. Closing of the meeting

### **Proposed resolutions**

#### **Item 2 – Election of chairman of the meeting**

The board of directors proposes that advokat Hans Svensson is appointed chairman of the meeting.

#### **Item 7 a) – Reduction of the share capital by way of voluntary redemption of the Company's shares for repayment to the shareholders**

The board of directors proposes that the general meeting resolves to reduce the share capital of the Company with no more than SEK 6,694,503. The share capital may thus be reduced to a minimum of SEK 200,835,094. The reduction of the share capital shall be made by way of voluntary redemption of no more than 6,694,503 shares, each with a quota value of SEK 1, for repayment to the shareholders. The number of shares may thus be reduced to a minimum of 200,835,094 shares.

The reduction of the share capital for repayment to the shareholders shall be made by way of voluntary redemption. Shareholders that wish to redeem shares shall call for such redemption through an application procedure. The right to call for redemption shall vest in shareholders with redemption rights.

- Each share in the Company shall entitle to 1 redemption right, and 31 redemption rights shall entitle to call for redemption of 1 share in the Company.
- For each redeemed share the Company shall pay an amount of SEK 73.50. The consideration per share exceeds the shares' quota value with SEK 72.50. The part of the consideration which exceeds the shares' quota value shall be taken from the Company's unrestricted equity. The aggregate consideration that may be paid out amounts to a maximum of SEK 492,045,970.50.
- The last day of trading in shares including redemption rights shall be 16 March 2015.
- The record date for the right to receive redemption rights shall be 18 March 2015.
- The application period during which redemption may be called for shall be from and including 24 March 2015 until and including 21 April 2015.
- Trading in redemption rights at NASDAQ Stockholm is intended to take place during the period from and including 24 March 2015 until and including 17 April 2015.
- Payment of consideration for redeemed shares shall occur no later than the tenth business day following the day when the resolution of the reduction of the share capital and the resolution of the bonus issue have been registered with the Swedish Companies Registration Office.

- Receivers of redemption rights shall have the right to sell a maximum of 1 000 redemption rights free of commission. Application for commission-free sale shall be made during the period from and including 24 March 2015 until and including 14 April 2015.

#### **Item 7 b) – Increase of the share capital by way of a bonus issue, without the issuance of new shares**

In order to perform the reduction of the Company's share capital pursuant to the above proposal under item 7 a) without obtaining authorization from the Swedish Companies Registration Office or, in the event of dispute, a court of general jurisdiction, the board of directors proposes that the general meeting, simultaneously with its resolution to reduce the Company's share capital by way of redemption of shares for repayment to the shareholders pursuant to item 7 a) above, also resolves to increase the Company's share capital by way of a bonus issue, without the issuance of new shares, as follows.

- The Company's share capital shall be increased with SEK 6,694,503, without the issuance of new shares.
- The increase of the share capital shall be made by way of a transfer of SEK 6,694,503 from the Company's unrestricted equity, as per the most recently adopted balance sheet.

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

When this notice to attend the general meeting was issued, the number of shares in the Company amounted to 207,529,597 with 207,529,597 votes attached. At the time of issuing this notice, the Company held no own shares in the Company.

#### **Documents**

The most recent annual report and audit report as well as the board of directors' complete proposals, the board of directors' reports and statement as well as the auditor's statements pertaining thereto and proxy forms will be available on the Company's website, [www.comhemgroup.com](http://www.comhemgroup.com), and at the Company at the above address, during a minimum of three weeks prior to the general meeting and will also be sent to those shareholders who so request and state their address.

#### **Information at the general meeting**

Upon request by any shareholder and where the board of directors is of the opinion that it may be accommodated without significant harm to the Company, the board of directors and the managing director shall provide information at the general meeting in respect of any circumstances which may affect the assessment of a matter on the agenda. Any shareholder may submit questions in advance to the same address as stated for the notice of attendance.

Stockholm in February 2015

**Com Hem Holding AB (publ)**

The Board of Directors