



## Notice of the Annual General Meeting of MIPS AB (publ)

Shareholders of MIPS AB (publ), 556609-0162, are hereby invited to attend the Annual General Meeting, to be held on Thursday, 9 May 2019 at 3.00 p.m. at GT30, Grev Turegatan 30 in Stockholm, Sweden.

### Notification of attendance

Shareholders who wish to attend the Annual General Meeting must, firstly, be listed in the shareholders' register maintained by Euroclear Sweden AB (the Swedish Central Securities Depository), on Friday, 3 May 2019, and secondly, give notice to the company of their intention to attend the meeting no later than Friday, 3 May 2019.

Notification shall be given in writing by mail to MIPS AB, "Annual General Meeting", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden or by telephone +46 8 402 90 58. Shareholders that are physical persons can also give notification at the company's website [www.mipscorp.com](http://www.mipscorp.com). Name, personal number/corporate registration number, address, telephone number and the number, maximum two, of accompanying assistants, if any, should be stated when notification is given.

Representatives of minors and corporate representatives shall submit authorisation documents to the company well in advance of the Annual General Meeting. Proxy forms are available on the company's website, [www.mipscorp.com](http://www.mipscorp.com).

To be able to attend the Annual General Meeting, shareholders whose shares are registered in the name of a nominee must have such shares temporarily registered in their own names, in the shareholders' register maintained by Euroclear Sweden AB. This procedure, so-called voting rights registration, must have been effected on Friday, 3 May 2019 and should be requested from the nominee well in advance of this date.

### Proposed agenda

1. Opening of the meeting
2. Election of the chairman of the Annual General Meeting
3. Drawing up and approval of voting list
4. Election of two persons to check and verify the minutes
5. Determination of whether the general meeting has been duly convened
6. Approval of the agenda
7. Presentation of the annual report and the auditor's report, and the consolidated financial statements and the auditor's report for the group, for the financial year 1 January – 31 December 2018
8. Report by the chairman of the board on the work of the board
9. Presentation by the CEO
10. Adoption of the income statement and the balance sheet and the consolidated income statement and consolidated balance sheet
11. Resolution regarding disposition of the company's earnings in accordance with the adopted balance sheet
12. Resolution regarding discharge from liability of the directors of the board and the CEO
13. Determination of the number of directors of the board
14. Determination of the remuneration to the board of directors
15. Election of directors and chairman of the board
16. Proposal regarding rules for the nomination committee
17. Proposal regarding guidelines for remuneration to the senior executives
18. Closing of the meeting



## **Proposals**

The nomination committee, consisting of Johan Winnerblad, chairman (appointed by Bell Technology Acquisition LLC), Peter Lundkvist (appointed by Tredje AP-fonden), Annika Andersson (appointed by Swedbank Robur fonder), and Bengt Baron, chairman of the board of MIPS AB, has submitted proposals to be resolved upon under items 2 and 13-16 on the agenda.

### ***Item 2 – Election of the chairman of the Annual General Meeting***

The nomination committee proposes that attorney-at-law Fredrik Lundén is elected as chairman of the meeting.

### ***Item 11 – Resolution regarding disposition of the company's earnings in accordance with the adopted balance sheet***

The Board of Directors proposes a dividend of SEK 2.50 per share. Record date shall be Monday 13 May 2019. If the meeting resolves in accordance with the proposal, it is estimated that Euroclear Sweden will execute the payment on Thursday 16 May 2019.

### ***Item 13 – Determination of the number of directors of the board***

The nomination committee proposes that the board shall consist of six (6) members elected by the Annual General Meeting.

### ***Item 14 – Determination of the remuneration to the board of directors and the auditors***

The nomination committee proposes that the chairman of the board shall be paid a fee of SEK 400,000 (previously SEK 350,000) and each of the other directors shall be paid a fee of SEK 200,000 (previously SEK 175,000). The nomination committee has further proposed that fees shall be payable to the chairman of the audit committee with SEK 100,000 (previously SEK 70,000) and to each member of the audit committee with SEK 50,000 (previously SEK 40,000). The nomination committee has further proposed that fees shall be payable to the chairman of the remuneration committee with SEK 35,000 (unchanged) and to each member of the remuneration committee with SEK 20,000 (unchanged). The proposal by the nomination committee involves that the total fees to the board amount to SEK 1,400,000, excluding fees for work on the committees and SEK 1,605,000 including fees for work on the committees. The total fees to the Board of Directors including for work on the committees are unchanged since the number of members of the board is proposed to be decreased by one and as the audit committee, unlike before, only comprises two members.

At the Annual General Meeting 2016 it was resolved that the auditor shall be paid on account.

### ***Item 15 – Election of directors and chairman of the board***

The nomination committee proposes that Pär Arvidsson, Jonas Rahmn, Magnus Welander, Pernilla Wiberg, Jenny Rosberg, and Greg Shapleigh shall be re-elected as board members. Bengt Baron, chairman of the board, has declined re-election. Further information regarding the proposed members of the Board of Directors is available on the company's website at [www.mipscorp.com](http://www.mipscorp.com).

The nomination committee proposes that Magnus Welander shall be elected as chairman of the board.

The registered accounting firm KPMG AB was elected auditor at the 2016 Annual General Meeting for a period of four years. Accordingly, the task of appointing an auditor is scheduled to occur at the 2020 Annual General Meeting. KPMG has appointed the authorised public accountant Tomas Gerhardsson as auditor-in-charge.

### ***Item 16 – Proposal regarding rules for the nomination committee***

The nomination committee proposes that the Annual General Meeting adopts the following principles for the nomination committee's appointment and procedure regarding its work, which shall be applied until the Annual General Meeting resolves otherwise:

The nomination committee shall perform the tasks that are set out in the Swedish Corporate Governance Code (the "Code"). The nomination committee shall consist of three members elected by the three largest shareholders at the end of August each financial year as well as the chairman of the board. The largest shareholders means the largest owner registered shareholders or the largest shareholders that are otherwise known, at the end of the month of August. A member of the nomination committee shall, before the



appointment is accepted, carefully assess whether a conflict of interest is at hand. The members of the nomination committee shall be announced on the company's website at the latest six months before the Annual General Meeting. If, earlier than three months before the Annual General Meeting, one or more shareholders who nominated members of the nomination committee no longer belong to the three largest shareholders, members appointed by them shall make their seats available and the shareholder or shareholders who are among the three largest shareholders shall be entitled to appoint their representatives. If a member leaves the nomination committee before its work is completed and the nomination committee finds it desirable that a replacement is appointed, such replacement shall be appointed by the shareholder who appointed the member who has left the nomination committee or, if that shareholder no longer belongs to the three largest shareholders, from shareholders who size-wise, it is next in turn. A shareholder who has appointed a member of the nomination committee shall have the right to dismiss such member and appoint a new member. The nomination committee shall comply with the requirements of composition set out in the Code. If the larger shareholders, which have a right to appoint members of the nomination committee, want to appoint persons resulting in that the requirements of the nomination committee's composition set out in the Code is not complied with, a larger shareholder shall have priority of its first hand choice over a smaller shareholder. In the event of appointment of a new member resulting from a material ownership change, the shareholder that shall appoint a new member shall take into account the current nomination committee's composition. Changes in the nomination committee's composition shall be announced immediately. The nomination committee shall appoint from their number the chairman of the nomination committee. The chairman of the board may not be chairman of the nomination committee. The term of office for the appointed nomination committee shall be until the appointment of a new nomination committee. The nomination committee shall have the right to charge the company with costs for, for example, recruitment consultants who may be required for the nomination committee to be able to fulfil its obligations. No remuneration shall be paid to the members of the nomination committee.

***Item 17 – Proposal regarding guidelines for remuneration to the senior executives***

The Board of Directors proposes the following guidelines for remuneration to the senior executives. The remuneration paid to the group management is to comprise fixed salary, possible variable remuneration, pension and other benefits, such as company car, if any, and company healthcare etc. The total remuneration package should be based on market terms, be competitive and reflect the individuals' performance and responsibilities as well as, with respect to any share based incentive plans, the value growth of the company's share which is to the benefit of the shareholders. Variable salary in cash is conditional upon the fulfillment of defined and measurable goals which should be based on results. The variable salary in cash shall as a maximum amount to 75 per cent of the annual fixed salary for the CEO and the CFO and 50 per cent of the annual fixed salary for the other senior executives, respectively. Terms and conditions for variable salary should be designed so that the Board of Directors, if exceptional economic conditions prevail, has the option of limiting or refraining from payment of variable salary if such action is deemed reasonable and consistent with the company's responsibility towards shareholders, employees and other stakeholders. Individual directors may receive cash fees for special contributions (consultancy services etc.) performed within their areas of expertise. Pension benefits should as far as possible be defined contribution. A mutual notice period of six months normally applies for the CEO. The other members of the group management should normally have a notice period of three-six months. The CEO and the other members of the group management shall, in case of termination by the company, be entitled to severance pay amounting to not more than six months' fixed salary. No severance payment will be made when the employment is terminated by the employee. The Board of Directors shall have the right to deviate from the guidelines resolved by the general meeting if, in an individual case, there are special reasons for this.

The group of senior executives encompassed by the above guidelines comprises the CEO and other members of the group management. The guidelines shall apply to contracts of employment entered into after the adoption of these guidelines by the general meeting or amendments to existing contracts made after the adoption of the guidelines.

**Number of shares and votes**

At the time of issuing this notice there were in the aggregate 25,299,870 shares outstanding in MIPS AB. The total number of votes amounts to 25,299,870. MIPS AB held, at the time of issuing this notice, no own shares in treasury.



### **Shareholder's right to request information**

In accordance with the Swedish Companies Act Ch. 7 Sec. 32, the shareholders have the right to ask questions at the Annual General Meeting regarding the items on the agenda and about the financial situation of the company and the group. Shareholders who wish to submit questions in advance of the Annual General Meeting, shall send these to MIPS AB, "Annual General Meeting", Källtorpsvägen 2, SE-183 71 Täby, Sweden, or per e-mail to [max.strandwitz@mipsprotection.com](mailto:max.strandwitz@mipsprotection.com).

### **Available documents**

The annual report, the auditor's report and the auditor's statement regarding compliance with the previous guidelines for remuneration to the senior executives, as well as any additional documentation regarding the boards proposals such as the board's motivated opinion pursuant to the Swedish Companies Act Ch. 18 Sec. 4 are available to the shareholders at the company's office and at the company's website [www.mipscorp.com](http://www.mipscorp.com), at the latest from and including 18 April 2019 and will also be distributed to shareholders who have notified their wish to receive the documents and have informed of their postal address.

### **Processing of personal data**

For information regarding processing of your personal data, please refer to:

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

Stockholm, April 2019  
MIPS AB (publ)  
*The Board of Directors*