

## NOTICE TO ATTEND EXTRAORDINARY GENERAL MEETING

The shareholders of XCounter AB (publ) are hereby invited to attend an extraordinary general meeting of the shareholders on Tuesday 6 November 2012, at 14:00 pm, to be held in the Company's offices at Svärdvägen 11D 6 tr, Danderyd, Sweden.

Shareholders intending to participate in the meeting must be recorded in the register of shareholders kept by Euroclear Sweden AB on Wednesday 31 October 2012. Shareholders whose shares are registered under the name of a nominee should therefore, well in advance of Wednesday 31 October 2012, temporarily register their shares in their own names to be able to participate in the meeting.

Further, shareholders must notify the company of their intention to participate in the meeting by no later than Thursday 1 November 2012. Notifications can be made by mail to XCounter AB (publ), Svärdvägen 11D 6 tr, 182 33 Danderyd, Sweden or by telephone on +46 8 622 23 17, by telefax +46 8 622 23 12 or by e-mail to [fredrik.henckel@xcounter.se](mailto:fredrik.henckel@xcounter.se). When notifying, shareholders should state their name, address, telephone number, e-mail address, personal or corporate identity numbers (where applicable) and the number of shares held.

### Items

1. Opening of the meeting
2. Election of a chairman for the meeting
3. Preparation and approval of the voting register
4. Approval of the agenda
5. Determination of whether the meeting was duly convened
6. Election of one or two persons to approve the minutes of the meeting
7. Election of director
8. Resolution regarding remuneration of Board directors
9. Resolution to approve the Board of Director's resolution to issue shares
10. Resolution to adopt Board stock option plan 2012/2016, resolution to issue warrants and approval of disposition of warrants within the board stock option program
11. Resolution to adopt XCounter AB's employee stock option plan 2012/2017, resolution to issue warrants and approval of disposition of warrants within the employee stock option program
12. Closing of the meeting

### Election of Director (item 7)

The nomination committee of the Company proposes that Mr. Charles Spicer is elected as a new director of the Board.

### Resolution regarding remuneration of Board directors (item 8)

The nomination committee of the company proposes that non-executive directors are paid an annual fee of the SEK equivalent of SEK 130,000. The chairman's fee, however, shall be the SEK equivalent to SEK 250,000. Provided that the extraordinary general meeting approves

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item 10 on the agenda, board directors shall have the possibility to receive the compensation in the form of options instead of cash.

### **Resolution to approve the Board of Director's resolution to issue shares (item 9)**

On 15 October 2012, the Board of Directors resolved, subject to the approval of the extraordinary general meeting, to increase the Company's share capital with no more than SEK 3,350,000, by an issue of up to 670,000 shares but not exceeding that amount. The new shares shall, with deviation from the Shareholders' preferential rights, be subscribed for by shareholders in the company as well as a limited number of pre-designated investors. Payment for the new shares shall be made with SEK 17.00 in cash per share. Subscription and payment shall be made no later than on Monday 12 November 2012.

### **Resolution to adopt Board stock option plan 2012/2016, resolution to issue warrants and approval of disposition of warrants within the board stock option program (item 10)**

The nomination committee of the Company proposes that the extraordinary general meeting resolves to adopt XCounter AB's Board stock option plan 2012/2016 to issue warrants and approve disposition of warrants within the board stock option program.

#### ***Number of allocated Board stock options and exercise price***

The nomination committee proposes after consideration with the major shareholders that the Board non-executive directors for the fiscal year 2012 are able to choose stock options instead of the annual fee regarding 2012 for a similar but slightly lower value. The non-executive directors have to take their individual decision before the closing of the extraordinary general meeting 6 November 2012. The number of stock options for a director is calculated to 30,000 and for the chairman to 60,000 based on an exercise price of SEK 23.50. The maximum total number of Board stock options can be 105,000. The exercise price and the number of shares that each stock option entitles to subscription for shall be recalculated in the event of a split, consolidation, new share issue etc. in accordance with market practice.

#### ***Restrictions regarding the right to transfer and exercise the Board stock options***

Issued Board stock options shall not be considered as securities and shall not be transferable to a third party. The right to acquire new shares under the Board stock options shall for each holder be vested fully the day after the AGM for fiscal year 2012 to be held preliminary end of April 2013, provided that the holder at above date is still a director of XCounter AB. Board stock options, that have been vested, may be exercised for subscription of shares during the period 1 May 2013 up to and including 30 April 2016. As regards Board stock options, which may be exercised as set forth above, the exercise period upon termination of directorship shall be one (1) months as from the termination of directorship after which period all Board stock options shall become void. The nomination committee is authorized to establish additional conditions for vesting. Vesting in accordance with the above may be accelerated only if any shareholder (together with closely-related parties) reaches more than 2/3 of the shares or votes in the company, or if a shareholders' meeting so resolves.

The right of the director to exercise subscribed options is conditional upon the director still being a director of XCounter AB without having served or received notice of termination of the appointment. The right of the director to exercise subscribed options is further conditional upon the director not having breached the directorship Appointment Letter between the

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director and the Company and the Company consequently having declared that subscribed options have been withdrawn due to such breach of contract.

If the termination of the director's appointment with XCounter AB is the result of (i) retirement (ii) serious illness, the director shall retain all subscribed options. If the appointment as a director of XCounter AB is terminated by the Company without cause, the director shall retain all subscribed options which were exercisable (vested) as of the date of termination, but all other subscribed options which have not vested shall lapse without compensation to the director.

In the event of the death of the director, the heirs of the director shall be entitled to all subscribed options. Which of the director's heir shall have the right to exercise the subscribed options shall be determined in accordance with applicable inheritance law. If more than one heir of the director claims the right to exercise the subscribed options, the Company can require as a condition for the exercise of the subscribed options that the heirs agree among themselves who shall have the right to exercise the subscribed options or that they exercise the subscribed options jointly.

If the termination of the director's appointment with XCounter AB is the result of the director becoming appointed by another XCounter group company, the subscribed options shall not be affected.

The Nomination committee may decide on a case by case basis that a director shall be entitled to retain and be able to exercise some or all of the subscribed options which such director would otherwise lose or be unable to exercise according to the provisions of this section.

### ***Consideration, value, etc.***

The Board stock options shall be issued free of charge and the holders will be taxed when the options are exercised, as regards holders deemed to be resident in Sweden for tax purposes, as income from employment, for the difference between the market value of XCounter's share at the time of exercise of the employee stock option and the exercise price of the employee stock option.

There is no market value for the Board stock options. A value may, however, be calculated in accordance with an established model for options. When calculating the value, the restrictions in the right to transfer and exercise the Board stock options and the fact that the Board stock options are forfeited if the directorship of the holder is terminated before the annual general meeting 2013 have been considered. The option value of the Board stock options under the Board stock option plan is, based on a valuation made by the company, SEK 3.9113 per Board stock option, at an exercise price of SEK 23.50 per share based on the closing price of SEK 18.20 XCounter's share on 19 October 2012. When valuing the options, the company has used Black & Scholes model for valuating options, assuming a risk free interest of 1.1030 per cent, a volatility of 39.21 per cent and duration of 1,293 days.

### ***Reasons***

The reasons for adopting XCounter's board stock option plan 2012/2016, and the reasons for the deviation from the shareholders' preferential rights in the issue of warrants, are that the nomination committee considers it very important to be able to motivate, keep and recruit qualified directors to the group through giving the directors the opportunity to become owners in the company. The nomination committee is of the opinion that this strengthens the interest

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for the company's business and also stimulates company loyalty in the future. As the board stock option plan is intended to be an incentive for the directors in the XCounter group, it is assessed to positively influence the future development of the group and thereby be beneficial for the shareholders.

### ***Hedging of the board stock option plan***

To hedge that the company can meet its obligations to the holders of board stock options at the time of exercise of the board stock options, it is proposed that the annual general meeting also resolves to issue not more than 105,000 warrants with the right to subscribe for new shares to the wholly-owned subsidiary XCounter Securities AB.

### ***Dilution of existing shares and votes***

Based on the number of shares and votes after the completion of the suggested resolution to the extraordinary general meeting to issue 670,000 new shares and the proposed Board respectively employee stock option program, assuming that all Board and employee stock options are exercised, will result in a dilution of approximately 6.3 per cent of shares and votes.

### ***Majority requirements***

Resolutions in accordance with the nomination committee proposals fall within Chapter 16 of the Swedish Companies Act regarding certain directed issues etc. and require support of shareholders representing not less than 9/10 of the votes cast as well as of the shares represented at the extraordinary general meeting.

### **Resolution to adopt XCounter AB's employee stock option plan 2012/2017, resolution to issue warrants and approval of disposition of warrants within the employee stock option program (item 11)**

The board of directors proposes that the extraordinary general meeting resolves to adopt XCounter AB's board stock option plan 2012/2017, to issue warrants and approve disposition of warrants within the employee stock option program.

### ***Number of employee stock options and exercise price***

Employee stock options, with the right to acquire not more than 200,000 shares in XCounter, may be issued under the employee stock option plan. Each stock option may be exercised to acquire one share in the company for payment of an exercise price of SEK 23.50. The exercise price and the number of shares that each stock option entitles to subscription for shall be recalculated in the event of a split, consolidation, new share issue etc. in accordance with market practice.

### ***Allocation***

The employee stock options can be allocated to persons, in Sweden or other countries, who at the time of allocation are employed on a permanent basis by a company within the XCounter group, and who at such time have not given or been given notice of termination of the employment. As regards employees in other countries than Sweden it is thereby presupposed that the allocation is in compliance with law and that the allocation, according to the board of directors' opinion, can be made at reasonable administrative and financial costs and efforts.

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Allocation of employee stock options can also be made to persons who commence such employment after the initial allocation. The Board of directors shall resolve upon the allocation of employee stock option.

Allocation shall, among other things, be determined with regard to the employee's performance, position and contribution to XCounter. No employee is guaranteed allocation of employee stock options. Allocation of employee stock options shall be determined by the board of directors within the scope of the above.

### ***Restrictions regarding the right to transfer and exercise the employee stock options***

Issued employee stock options shall not be considered as securities and shall not be transferable to a third party. The right to acquire new shares under the employee stock options shall for each holder be vested, with 1/3 of the employee stock options allocated to such holder as from the date falling one year from the date of the initial allocation (which is expected to occur on 6 November 2012) (the "anniversary date"), and an additional 1/3 as from each of the two subsequent anniversary dates, provided that the holder at such dates is still employed within the XCounter group. Employee stock options, that have been vested, may be exercised for subscription of shares during the period 1 December 2015 up to and including 31 December 2017. As regards employee stock options, which may be exercised as set forth above, the exercise period upon termination of employment shall be one (1) months as from the termination of employment after which period all employee stock options shall become void. The board of directors is authorized to establish additional conditions for vesting. Vesting in accordance with the above may be accelerated only if any shareholder (together with closely-related parties) reaches more than 2/3 of the shares or votes in the company, or if a shareholders' meeting so resolves.

The right of the employee to exercise subscribed options is conditional upon the employee being employed within XCounter group without having served or received notice of termination. The right of the employee to exercise subscribed options is further conditional upon the employee not having breached the employment contract between the employee and the Company and the Company consequently having declared that subscribed options have been withdrawn due to such breach of contract.

If the termination of the employee's employment within XCounter group is the result of (i) retirement (ii) serious illness, the employee shall retain all subscribed options. If the employment of the employee within XCounter group is terminated by the Company without cause, the employee shall retain all subscribed options which were exercisable (vested) as of the date of termination, but all other subscribed options which have not vested shall lapse without compensation to the employee.

In the event of the death of the employee, the heirs of the employee shall be entitled to all subscribed options. Which of the employee's heir shall have the right to exercise the subscribed options shall be determined in accordance with applicable inheritance law. If more than one heir of the employee claims the right to exercise the subscribed options, the Company can require as a condition for the exercise of the subscribed options that the heirs agree among themselves who shall have the right to exercise the subscribed options or that they exercise the subscribed options jointly.

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If the termination of the employee's employment within XCounter group is the result of the employee becoming employed by another XCounter group Company, the subscribed options shall not be affected.

The Board of the Company may decide on a case by case basis that an employee shall be entitled to retain and be able to exercise some or all of the subscribed options which such employee would otherwise lose or be unable to exercise according to the provisions of this section.

### ***Consideration, value, etc.***

The employee stock options shall be issued free of charge and the holders will be taxed when the options are exercised, as regards holders deemed to be resident in Sweden for tax purposes, as income from employment, for the difference between the market value of XCounter's share at the time of exercise of the employee stock option and the exercise price of the employee stock option.

There is no market value for the employee stock options. A value may, however, be calculated in accordance with an established model for options. When calculating the value, the restrictions in the right to transfer and exercise the employee stock options and the fact that the employee stock options are forfeited if the employment of the holder is terminated have been considered. The option value of the employee stock options under the employee stock option plan is, based on a valuation made by the company, SEK 5.1438 per employee stock option, at the higher of either an exercise price of SEK 23.50 per share and based on the closing price of SEK 18.20 XCounter's share on 19 October 2012, or at 30% above average price last 30 days prior to when the stock option is issued. When valuing the options, the company has used Black & Scholes model for valuating options, assuming a risk free interest of 1.1030 per cent, a volatility of 39.21 per cent and duration of 1,903 days.

### ***Reasons***

The reasons for adopting XCounter's employee stock option plan 2012/2017, and the reasons for the deviation from the shareholders' preferential rights in the issue of warrants, are that the board of directors considers it very important to be able to motivate, keep and recruit qualified employees to the group through giving the employees the opportunity to become owners in the company. The board of directors is of the opinion that this strengthens the interest for the company's business and also stimulates company loyalty in the future. As the employee stock option plan is intended to be an incentive for the employees in the XCounter group, it is assessed to positively influence the future development of the group and thereby be beneficial for the shareholders.

### ***Hedging of the employee stock option plan***

To hedge that the company can meet its obligations to the holders of employee stock options at the time of exercise of the employee stock options, it is proposed that the annual general meeting also resolves to issue not more than 200,000 warrants with the right to subscribe for new shares to the wholly-owned subsidiary XCounter Securities AB.

### ***Dilution of existing shares and votes***

Based on the number of shares and votes after the completion of the suggested resolution to the extraordinary general meeting to issue 670,000 new shares and the proposed employee respectively Board stock option program, assuming that all employee and Board stock options are exercised, will result in a dilution of approximately 6.3 per cent of shares and votes.



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## ***Majority requirements***

Resolutions in accordance with the Board of Directors' proposals fall within Chapter 16 of the Swedish Companies Act regarding certain directed issues etc. and require support of shareholders representing not less than 9/10 of the votes cast as well as of the shares represented at the extraordinary general meeting.

## **Miscellaneous**

At the time of this notice the total number of shares and votes of the company amounts to 4,129,783. The Company does not own any shares. Complete documents regarding items 9-11 are available at the company's website, [www.xcounter.se](http://www.xcounter.se), and can also, free of charge for the recipient, be sent to shareholders who so request and state their postal address.

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Stockholm in October 2012  
XCounter AB (publ)  
*The Board of Directors*

## PROXY FORM

### in accordance with Chapter 7 Section 54 (a) of the Swedish Companies Act

I, being a shareholder of XCounter AB (publ), Reg. No. 556542-8918, hereby appoint the proxy stated below, or whomever he or she may appoint, to vote on my behalf for all my shares in XCounter AB (publ) at the extra general meeting of XCounter AB (publ) on 6 November 2012.

#### Proxy

Name of the proxy	Personal identity number/Date of birth
Address	
Postal code and city	Telephone number

#### Signature by the shareholder

Name of the shareholder	Personal identity number/Date of birth/Registration number
Place and date	Telephone number
Signature*	

\* If signing for a company, clarification of signature shall be set out under the signature and an up to date certificate of incorporation shall be enclosed to the completed proxy form.

Please note that a shareholder shall give the company notice of attendance – as set out in the notice convening the Meeting – even if the shareholder intends to exercise his or her voting rights through a proxy.

The completed proxy form (with any enclosures) should be sent to XCounter AB (publ) Fredrik Henckel, Svärdvägen 11D 6tr, Danderyd, Sweden, or via e-mail to [fredrik.henckel@xcounter.se](mailto:fredrik.henckel@xcounter.se) together with the notice of attendance. For the avoidance of doubt, if the shareholder does *not* intend to exercise his or her voting rights through a proxy, the proxy form does not have to be sent to the company