

The English text is an unofficial translation. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.

Notice of Annual General Meeting 2019 in Acconeer AB (publ)

The shareholders of Acconeer AB (publ) (the “**Company**”) are hereby invited to the Annual General Meeting on Tuesday 9 April 2019 at 17:30 CET in Ideon Gateway (second floor) Scheelevägen 27, 223 63 Lund. Registration for the Annual General Meeting begins at 16:30 CET.

The right to participate in the Annual General Meeting have shareholders that:

are recorded in the company's register of shareholders in their own name (not nominee-registered) maintained by Euroclear Sweden AB on Wednesday 3 April 2019,

have notified the Company its intention to participate in the Annual General Meeting, by Wednesday 3 April 2019, by post to Acconeer AB (publ), Scheelevägen 27, 223 63 Lund, by phone +46 (0) 10 218 92 00 on weekdays 09.00-17.00 CET (to either Jenny Olsson or Henrik Ljung) or by e-mail to info@acconeer.com. For the registration of proxies (two maximum) the same time and address etc applies.

The notice must state the name, civil identity number or corporate registration number, address, telephone number (daytime), number of shares and, if applicable, representatives and/or proxies names. Shareholders whose shares are registered in the name of a nominee, must register the shares in their own name with Euroclear Sweden AB in order to participate in the meeting. Such registration must be in effect by Wednesday 3 April 2019. Interested shareholders should notify their trustees well in advance of this date. Such registration may be temporary.

A proxy form is available with the Company and on the Company's website, www.acconeer.com.

Proposed agenda

- 1 Opening of the meeting
- 2 Election of Chairman of the Meeting
- 3 Preparation and approval of the voting list
- 4 Election of one or two persons to approve the minutes
- 5 Determination as to whether the meeting has been duly convened
- 6 Approval of agenda
- 7 Address by the CEO
- 8 Presentation of the annual report and the audit report
- 9 Decision on the following:
 - (a) Determination of income statement and balance sheet
 - (b) Disposals regarding the Company's profit or loss according to the established balance sheet
 - (c) Discharge from the Board of Directors and the CEO from liability to the Company
- 10 Determination of fees payable to the Board and auditors

11 Election of the Board and the auditor

12 Resolution on the issue of warrants and the approval of the subsidiary's transfer pursuant to Chapter 16, Section 4, second paragraph, of the Companies Act

13 Closing of the meeting

Item 2 - Proposal for election of the chairman of the meeting

The Board have suggested that attorney at law Martin Morén Jönsson, Moll Wendén Law Firm, be elected chairman of the meeting.

Item 9b - Proposals for the Company's profit or loss

The Board has proposed that no dividend be paid for the financial year 2018 and that the Company's unappropriated funds of SEK 153,287,522, including the loss of the year of SEK 39,079,401, will be carried forward.

Item 10 - Proposal for remuneration to the Board and the auditors

Shareholders have proposed that the Board fees be paid out with a total of 14 price base amounts, of which four (4) price base amounts to the chairman and two (2) price base amounts each to other members elected by the Annual General Meeting who are not employed by the Company.

The Board has proposed that remuneration to the auditor be paid in accordance with the approved invoice.

Item 11 - Proposal for election of the Board and auditor

Shareholders have proposed that the number of Board members be six (6), that the number of auditors should be one (1) and that no deputy auditors should be appointed.

Shareholders have proposed that the Board shall consist of the following members: Bo Ekelund (re-election), Bengt Adolfsson (re-election), Lars-Erik Wenersson (re-election), Git Sturesjö Adolfsson (re-election), Thomas Rex (re-election), Johan Paulsson (new election) as the representative for Winplantan AB substituting the former Board member Magnus Wide. It is furthermore proposed that Bo Ekelund is re-elected as chairman of the Board.

Information regarding the proposed new member of the Board:

Johan Paulsson, born 1963

Education: Master of Science, Electrical Engineering, Lund University

Other assignments: CTO in Axis Communications AB, Member of the board of directors in poLight AS and in Winplantan AB.

Previous assignments: COO and head of RnD at Ericsson Mobile Platform AB and COO at Anoto AB.

Information regarding the members of the Board of Directors is available on Company's website, investor.acconeer.com.

Furthermore, the proposed re-election of the registered audit company Öhrlings PricewaterhouseCoopers AB has been proposed for a term of one year. Öhrlings PricewaterhouseCoopers AB has announced that, in the event that the audit company is elected, Ola Bjärehäll will be the chief auditor.

Item 12 - Proposal for a decision on the issue of warrants and approval of the subsidiary's transfer pursuant to Chapter 16, Section 4, second paragraph, of the Companies Act

The Board has proposed that the Annual General Meeting resolves on an incentive program for individuals who are or will be employed by the Company (individuals employed for a fixed time period are excluded) including the CEO ("**Employees**") in accordance with the conditions set out below ("**Warrant Program 2019/2022**").

For the implementation of the Warrant Program 2019/2022, the Board has proposed that the Annual General Meeting resolute (A) issue warrants series 2019/2022 with deviation from shareholders' preferential rights and (B) approval of the transfer of warrants to Employees under the following conditions. Items A-B constitutes a single proposal and shall be handled by the Annual General Meeting through a joint decision.

A. Issue of warrants

1. No more than 600,000 warrants shall be issued.
2. With the exception of shareholders' preferential rights, the subscriber shall be the Company's wholly-owned subsidiary Acconeer Incentive AB (the "**Subsidiary**") with the right and obligation for the Subsidiary to transfer the warrants to the Company's Employees in accordance with paragraph B below.
3. The Subsidiary shall pay a cash consideration for the respective warrants corresponding to the market value of the warrants at the time of allotment, which shall be determined by Öhrlings PricewaterhouseCoopers AB, as an independent valuation institution, immediately following the Annual General Meeting using the Black & Scholes valuation model.
4. Payment for the subscribed warrants shall be paid in cash by 30 April 2019. The Board is entitled to postpone the payment date.
5. Subscription of warrants shall be made on special subscription list no later than 15 April 2019. The Board is entitled to extend the subscription period.
6. Each warrant entitles the holder to subscribe for one (1) share in the Company.
7. Subscription of shares under the warrants may take place during the period from 1 May 2022 until 30 June 2022.
8. The subscription price per share shall correspond to 140 percent of the volume weighted average price according to Nasdaq First North Stockholm's official curriculum list for shares in the Company during the period from 26 March 2019 through 8 April 2019, however the subscription price per share shall never be less than the quotient value.
9. The shares subscribed on the basis of the warrants shall entitle the holder to a distribution of profits for the first time on the first record date of dividends that occur after the subscription of shares has been exercised through the exercise of the warrants.
10. Applicable translation terms and other terms and conditions for the warrants can be found in "Terms and conditions for warrants series 2019/2022 for new subscription of shares in Acconeer AB (publ)".

11. The Board, or the one the Board of Directors appoints, is authorized to make minor adjustments to the Annual General Meeting's decisions and attachments that may prove necessary in connection with the registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

The reasons for the deviation from shareholders' preferential rights are that the Board believes that a warrant program that allows employees to gain access to the Company's value development promotes participation and accountability and brings increased motivation to promote favorable economic development in the Company. An incentive program is also expected to contribute to the recruitment and retention of competent, motivated and committed employees.

B. Transfer of warrants to Employees

Warrant Program 2019/2022 shall be carried out mainly as described below.

1. The warrants shall be transferred by the Subsidiary on 1 May 2019 and on 1 November 2019 for payment to Employees in accordance with the guidelines set out in section B.3.
2. Transfer according to item B.1 shall be at market value at the respective transfer dates, which shall be determined by Öhrlings PricewaterhouseCoopers AB, as independent valuer, using the Black & Scholes valuation model.
3. Warrants shall be granted in accordance with the following guidelines:
 - Every Employee shall, on 1 May 2019 be given the opportunity to acquire warrants to an amount equivalent to no more than one tenth (1/10) of the Employee's annual income prior to taxes. No more than 300,000 warrants in total may be allotted at this occasion.
 - Every Employee shall, on 1 November 2019 be given the opportunity to acquire warrants to an amount equivalent to no more than one tenth (1/10) of the Employee's annual income prior to taxes. No more than 300,000 warrants in total may be allotted at this occasion.
4. There will be no guaranteed allotment and over-subscription can not be done. In case the subscription of warrants exceeds the highest amount of warrants which may be allotted, allotment of warrants will be made proportionally in accordance with made subscription, and thereafter by drawing of lots.
5. Transfer of warrants may not take place after the Annual General Meeting 2020, after which non-transferred warrants shall be cancelled. Such cancellation of warrants shall be reported to the Swedish Companies Registration office for duly registration. The right to transfer warrants in Warrant Program 2019/2022 assumes that the Employee holds his position or has signed an agreement thereon by the award and not announced or announced at the time that the employment is intended to terminated. Furthermore, a so-called pre-emption agreement is reached according to which the Employee shall be obliged to offer the Subsidiary the option to acquire the warrants, or some of them, if the employment ceases or the warrants are to be transferred.
6. Allotment requires, that both the acquisition of warrants can be made legally, and that the acquisition of warrants can be made under reasonable administrative and economical efforts.

Costs, dilution and impact on key ratios

As the warrants are subscribed for at market value, the Company is of the opinion that there will be no social costs for the Company as a result of the issue. However, some costs may arise in case the subscription price exceeds the initial estimated market value. The costs will therefore mainly consist of limited costs for the implementation and administration of the warrants. Warrant Program

2019/2022 is not expected to entail any costs of significance to the Company. For this reason, no measures for hedging the program have been taken.

Assuming that all 600,000 warrants in Warrant Program 2019/2022 are exercised for subscription of new shares, the Company's share capital will increase by no more than SEK 30,000, resulting in a maximum dilution effect of approximately 2.96 percent. The key figure earnings per share for the full year 2018 had changed in such a way that the loss per share had decreased by approximately SEK 0.06 from about SEK -2.05 to about SEK -1.99. In addition, the existing warrants program after completion of the award includes no more than 568,000 new shares in the Company, corresponding to a dilution effect of approximately 2.81 percent. Overall, existing warrants and Warrant Program 2019/2022 can result in a maximum dilution effect of approximately 5.77 percent.

The above estimates are subject to revaluations of the warrants under the usual translation terms contained in the full terms. All dilution effects have been calculated as the number of additional shares in relation to the number of existing plus additional shares.

The preparation of the proposal

The Board's proposal has been prepared by the Board together with external advisors. Board members will not be awarded.

Majority requirements

The resolution of the Annual General Meeting in accordance with the Board's proposals under items A-B above is proposed to be adopted as a joint decision. A valid decision requires that the resolution be supported by shareholders with at least nine tenths (9/10) of both the votes cast and the shares represented at the Annual General Meeting.

Available documents

Accounting documents, auditor's report and the Board's complete proposal for a decision under item 12 will be available on the Company and on the Company's website, www.acconeer.com, no later than 19 March 2019, and will be sent to the shareholders who request it and state their postal address. Copies will also be available at the Annual General Meeting.

Information at the Annual General Meeting

At the Annual General Meeting, the Board and the CEO will, if any shareholder requests it and the Board believes that it can be done without material harm to the Company, provide information on circumstances that may affect the assessment of matters on the agenda, conditions that may affect the assessment of the Company's financial situation.

The number of shares and votes in the Company

The total number of shares in the Company amounts to 19,079,500. The company has only one shareholding and the total number of votes in the Company amounts to 19,079,500.

Personal and individual information

For information on how your personal information is handled, the Company refers to the integrity policy available on Euroclear's website

<https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>.

Lund in March 2019

Acconeer AB (publ)

Board of Directors

About Acconeer AB

With groundbreaking technology, Acconeer has developed a radar sensor that opens a new world of interaction. Acconeer Micro Radar Sensor, with low power consumption, high precision, small size and high robustness, is a 60GHz robust and cost-effective sensor for detection, distance measurement, motion detection and camera-supported applications with low power consumption. Acconeer combines the advantage of low power consumption with highly accurate pulsed radar systems of coherent radar, all integrated into a component with a surface area of only 28 mm². The radar sensor can be included in a range of mobile consumer products, from smartphones to wearables, but also in areas such as robots, drones, the Internet of Things, healthcare, automotive, industrial robots and security and monitoring systems. Acconeer is a semiconductor company and, as a business model, sells hardware to manufacturers of consumer electronics products. Acconeer is listed on Nasdaq First North Stockholm with the ticker code ACCON, Redeye is the company's Certified Advisor (CA) and can be contacted via telephone +46(0)8 121 576 90 or via e-mail certifiedadviser@redey.se

More information

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