



Extraordinary General Meeting in ZetaDisplay AB (publ)

November 17, 2020

The shareholders of ZetaDisplay AB (publ), org. No. 556603-4434 ("ZetaDisplay" or the "Company"), with its registered office in the municipality of Malmö, are hereby invited to attend an Extraordinary General Meeting on Friday, December 11, 2020.

In view of the extraordinary situation resulting from the Covid-19 pandemic, ZetaDisplay's Extraordinary General Meeting will be conducted by advance voting (postal voting) on the basis of temporary legal rules. Any meeting with the possibility to attend in person or by proxy will not take place; it will thus be a voice without physical participation.

ZetaDisplay welcomes all shareholders to exercise their voting rights at the Extraordinary General Meeting by advance voting in the order described below. Information on the decisions taken at the Extraordinary General Meeting will be published on 11 December 2020 as soon as the outcome of the vote is finalised.

Shareholders may request in the advance voting form that decisions on one or more of the items on the proposed agenda below be left to a so-called continuing general meeting, which may not be a mere advance voting meeting. Such continuing general meeting shall take place if the Extraordinary General Meeting so decides or if the owner of at least one tenth of all shares in the Company so requests.

Right to participate and registration

The shareholder who is registered in the share register of the Company kept by Euroclear Sweden AB on the record date of 3 December 2020 and has notified his/her participation by having delivered its advance vote to the Company by 10 December 2020. See more information below on advance voting.

Nominee registered shares

In order to be entitled to participate in the Extraordinary General Meeting by advance voting, shareholders who have their shares registered as nominees must temporarily re-register the shares in their own name. Shareholders who wish to re-register such a so-called 'voting right' registration must, in good time before 7 December 2020, when the re-registration must be carried out, request it from their nominee.

Advance voting

Shareholders may exercise their voting rights at the Extraordinary General Meeting only by voting in advance, so-called postal voting under Section 22 of the Act (2020:198) on temporary exemptions to facilitate the implementation of general meetings and general meetings.

For advance voting, a special form shall be used. The form is available on www.ir.zetadisplay.com. The advance voting form is valid as a notification to the Extraordinary General Meeting.

The completed form must be available to ZetaDisplay by December 10, 2020. The completed form should be sent to ZetaDisplay AB (publ), "Extraordinary General Meeting", c/o Fredersen Advokatbyrå, Turning Torso, 211 15 Malmö, or by e-mail to zetadisplay@fredersen.se. If the shareholder votes in advance by proxy, the form shall be attached to the form. If the shareholder is a legal person, the registration certificate or other document of jurisdiction must be attached to the form. The shareholder may not provide the advance vote with specific instructions or conditions. If this happens, the vote (i.e. advance voting as a whole) is invalid. Further instructions and conditions are set out in the advance voting form.

Draft agenda

1. Opening of the Annual General Meeting
2. Election of the Chairman of the Extraordinary General Meeting
3. Approval of agenda
4. Selection of one or two adjusters
5. Establishment and approval of the electoral roll
6. Examination of whether the Extraordinary General Meeting has been duly convened
7. Resolution to issue warrants to Magari Ventures AS
8. Closing of the Annual General Meeting

The Board of Directors' proposal for a resolution

Election of the Chairman of the Extraordinary General Meeting (item 2)

The Company's Board of Directors has proposed that lawyer Nils Fredrik Dehlin at Fredersen Advokatbyrå, or whoever the Board appoints at his inability, be appointed chairman at the Extraordinary General Meeting.

Selection of one or two adjusters (item 4)

Leif Liljebrunn, or the person who advises the Board of Directors at the time of his or her premonial order, is proposed to be responsible for adjusting the minutes of the Annual General Meeting. The adjuster's mandate to adjust the minutes of the General Meeting also includes checking the voting register and the correct return of advance votes received in the minutes of the Annual General Meeting.

Establishment and approval of the electoral roll (paragraph 5)

The voting register proposed to be approved is the electoral roll drawn up by Fredersen Advokatbyrå on behalf of ZetaDisplay, based on the general meeting share register and received advance votes, and verified and approved by the adjuster.

Resolution to issue warrants to Magari Ventures AS (Item 7)

The Board of Directors proposes that the Annual General Meeting decide on the issue of warrants to Magari Ventures AS ("Magari"). Magari performs management services in the Company's wholly owned subsidiary ProntoTV AS. It is the Board's opinion that an issue of warrants to Magari will strengthen Magari's interest in the Group's operations, increase motivation and strengthen engagement with the Group. As a result, the Board of Directors considers that it is for the benefit of the Company and its shareholders that Magari is offered to acquire warrants in the Company.

In view of this, the Board of Directors proposes:

that a maximum of 500,000 warrants will be issued, with the share capital increasing by a maximum of SEK 500,000 and the number of shares will increase by a maximum of 500,000, subject to any recalculation under the full terms of the warrants;

warrants shall be issued on market terms, the price per warrant being equal to the market price determined using the Black & Scholes valuation model calculated by an independent rating agency. The price per warrant has been provisionally calculated at SEK 1.69 based on a share price for the Company's share of SEK 15.0,

that the right to subscribe for warrants shall, with deviation from the shareholders' preferential rights, be vested in Magari Venture AS,

that each warrant entitles the holder to subscribe for a new ordinary share in ZetaDisplay AB (publ) during the period from 15 March 2023 to 31 March 2023, at a subscription price of SEK 17.90;

that payment for warrants shall be made no later than one week from the decision, with the Board of Directors having the right to extend the payment period;

that subscription of warrants shall be made on the subscription list no later than one week from the decision, whereby the Board of Directors shall have the right to extend the subscription period.

The reason for the deviation from the shareholders' preferential rights is to enable the issue to Magari and thereby increase Magari's long-term economic interest in the Company.

If all warrants are exercised, the issue of warrants will comprise a maximum of 500,000 shares, corresponding to a dilution of approximately 1.8 percent at full dilution. Since the transfer of the options is made at market value, the Company does not incur any costs as a result of the issue.

The proposal has been prepared by the Board of Directors in consultation with advisers. The CEO, or the person he appoints, is authorised to make any minor adjustments to the decision and the conditions which may prove necessary in connection with registration and execution.

Majority requirements

A valid resolution under item 7 requires that it be supported by shareholders with at least nine tenths of both the votes cast and the shares represented at the meeting.

Number of shares and votes

As of the date of the notice, there are 27,284,308 outstanding shares with one vote each.

Key actions

The full proposal, the most recently published annual report, the advance voting form and the relevant documents under the Swedish Companies Act will be available on the Company's website, www.ir.zetadisplay.com, at the Company at Höjdrodergatan 21, 212 39 Malmö and will be sent free of charge to shareholders who request it and provide their postal or e-mail address.

Information at the Extraordinary General Meeting

The Board of Directors and the Ceo shall, if requested by any shareholder, and the Board of Directors considers that this can be done without material harm to the Company, provide information about circumstances that may affect the assessment of a matter on the agenda and the Company's relationship with another group company. Requests for such information shall be submitted in writing to ZetaDisplay AB (publ), "Extraordinary General Meeting", c/o Fredersen Advokatbyrå, Turning Torso, 211 15 Malmö, or by e-mail to zetadisplay@fredersen.se, no later than December 1, 2020. The information is provided by keeping them available at ZetaDisplay AB (publ), Höjdrodergatan 21, 212 39 Malmö, and on www.zetadisplay.com, no later than December 11, 2020. The information is also sent within the same time period to the shareholder who requested it and provided his address.

Processing of personal data

For information on how your personal data is processed, please refer to the privacy policy available on Euroclear's website:

www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf.

Malmö, November 2020

ZetaDisplay AB (publ)

The Board of Directors

For further questions, please contact

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The information was submitted, through Per Mandorf, for publication on 17 November 2020 at 8:00 a.m. The English text is an unofficial translation of the Swedish original version. In case of any discrepancy the Swedish version shall prevail.

About ZetaDisplay

ZetaDisplay drives digital transformation in physical environments. Our concepts and software affect people's behaviour at the time of decision in retail and public environments and workplaces. Our solutions are known as Digital Signage, which we develop and offer as SaaS solutions. ZetaDisplay is a European leader and will drive the continued consolidation of the market organically and through acquisitions.

ZetaDisplay is based in Malmö, has a turnover of approximately SEK 400 m and employs 160 employees at nine offices in six European countries. In total, the company handles over 50,000 installations in 50 markets. The share is listed on the Stockholm Stock Exchange Nasdaq [ZETA]. More information on www.ir.zetadisplay.com

Attachment

- [ZD 2020117 Invitation extra ordinary general meeting](#)