

Press release

16/08/2019

Volati convenes EGM to decide on so-called Leo transactions and withdrawal of ordinary shares

The Board of Volati AB has decided to convene an extraordinary general meeting on 30 September 2019 to consider proposals on transfers of shares to certain key personnel and withdrawal of the 1,000,000 ordinary shares held by the Company. The notice of the meeting and an announcement of the notice will be published in Post- och Inrikes Tidningar and Svenska Dagbladet in week 34 2019.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

Volati AB (publ), 556555-4317, holds extraordinary general meeting on Monday 30 September 2019 at 6.00 p.m. CET at Summit T House, Engelbrektsplan 1, 114 34 Stockholm. The doors to the meeting open at 5.30 p.m. CET.

RIGHT TO PARTICIPATE AND NOTICE OF ATTENDANCE

Those who wish to attend the general meeting must:

- be entered as a shareholder in the share register kept by Euroclear Sweden AB on Tuesday 24 September 2019; and
- give notice of attendance to the company no later than on Tuesday 24 September 2019.

Notice of attendance may be given by email at bolagsstamma@volati.se, on the company's website, www.volati.se or by post to Volati AB (publ), Att: Volati's extraordinary general meeting, Engelbrektsplan 1, SE-114 34 Stockholm, Sweden.

The notice of attendance shall state name, date of birth or corporate identification number, address, telephone number and, where relevant, the number of attending advisors (not more than two).

SHARES REGISTERED IN THE NAME OF A NOMINEE

In order to be entitled to participate in the general meeting, those having their shares registered in the name of a nominee must, in addition to give notice of attendance, have their shares registered in their own name so that they are registered as shareholders in the share register kept by Euroclear Sweden AB on Tuesday 24 September 2019. Such registration may be temporary. Please note that this procedure may also apply with respect to shares held on a bank's shareholder deposit account and certain investment savings accounts.

PROXIES AND PROXY FORMS

Those who do not attend the general meeting in person may exercise their rights at the meeting through a proxy in possession of a written, signed and dated proxy form. A proxy form issued by a legal entity must be accompanied by a copy of a certificate of registration or a corresponding document of authority for the legal entity.

In order to facilitate the registration at the general meeting, proxy forms, certificates of registration and other documents of authority should be submitted to the company at the address above no later than on Tuesday 24 September 2019.

Please note that notice of attendance must be given even if a shareholder wishes to exercise its rights at the general meeting through a proxy. A submitted proxy form does not suffice as a notice of attendance.

Template proxy forms are available on the company's website, www.volati.se. Template proxy forms may also be obtained at the company or be ordered by email at bolagsstamma@volati.se.

NUMBER OF SHARES AND VOTES

At the date of this notice, the total number of shares in the company is 82,010,345, of which 80,406,571 are ordinary shares and 1,603,774 are preference shares, representing 80,566,948.4 votes, of which 80,406,571 votes relate to ordinary shares and 160,377.4 votes relate to preference shares. At the same time, the company owns 1,000,000 own ordinary shares, corresponding to the same number of votes, which cannot be represented at the extraordinary general meeting.

SHAREHOLDERS' RIGHTS TO REQUEST INFORMATION

The board of directors and the managing director shall, upon request by any shareholder and where the board of directors believes that such may take place without material harm to the company, provide information regarding circumstances which may affect the assessment of an matter on the agenda and circumstances which may affect the assessment of the company's or its subsidiaries' financial situation and the company's relationship to other group companies.

PROPOSED AGENDA

1. Opening of the meeting
2. Election of chairman of the meeting
3. Preparation and approval of the voting register
4. Election of one or two persons to check the minutes of the meeting
5. Determination of whether the meeting has been duly convened
6. Approval of the agenda
7. Resolution on the approval of the transfer of up to 3.4 per cent of the shares in the subsidiary Volati Parts AB (pending name change to Volati Handel AB) to key employees of the Volati Trading business area
8. Resolution on the approval of the transfer of up to 2 per cent of the shares in the subsidiary Volati Industri AB to the head of the Volati Industry business area
9. Resolution on the approval of the transfer of up to 4 per cent of the shares in the subsidiary Volati Agri Holding AB (indirect parent company to Tornum AB) to the managing director of Tornum AB
10. Resolution on:
 - a. reduction of the share capital with redemption of own shares; and
 - b. increase of the share capital by way of a bonus issue
11. Closing of the meeting

PROPOSED RESOLUTIONS

Item 2: Election of chairman of the meeting

Patrik Wahlén is proposed as chairman of the meeting.

Item 7: Resolution on the approval of the transfer of up to 3.4 per cent of the shares in the subsidiary Volati Parts AB (pending name change to Volati Handel AB) to key employees of the Volati Trading business area

The board of directors proposes that the extraordinary general meeting resolves to approve that the company transfer up to 3.4 per cent of the shares in its subsidiary Volati Parts AB (pending name change to Volati Handel AB), 559016-1500, to key employees of the Volati Trading business area. Volati Parts AB is the company wherein the Volati Trading business area is conducted and is the parent company to, among others, Thomée Gruppen AB, 556014-1896 (“**Thomée Gruppen**”), Volati Emballage AB, 559026-0179 (“**Volati Emballage**”, in which the business unit T Emballage is conducted) and Habo Gruppen AB, 556199-2149 (“**Habo Gruppen**”). The shares in Volati Parts AB are proposed to be transferred to the following persons (or a company wholly-owned by either of them): up to 0.5 per cent to the head of the Volati Trading business area Håkan Karlström (who currently hold 1.5 per cent of the shares in Volati Parts AB), up to 0.1 per cent to the managing director of Thomée Gruppen Roger Andersson (who currently hold 0.5 per cent of the shares in Volati Parts AB), up to 1.5 per cent to the managing director of T Emballage Urban Alverhed, up to 0.6 per cent to the deputy managing director of T Emballage Marcus Ahlstedt, and up to 0.7 per cent to the managing director of Habo Gruppen Fredrick Sylva. At the time of the transactions, Volati Parts AB will be the direct owner of all of the shares in Volati Emballage. As a result of the proposed transactions, Volati AB will be the owner of at least 92.6 per cent of the shares in Volati Parts AB.

The proposed transactions are a part of Volati’s business model, which is to create a mutual interest with key employees within its business units by way of co-investments. Håkan Karlström is such a key employee in the business area Volati Trading and in all of its business units, Roger Andersson is such a key employee in the business unit Thomée Gruppen, Urban Alverhed and Marcus Ahlstedt is such key employees in the business unit T-Emballage and Fredrick Sylva is such a key employee in the business unit Habo. The board of directors deems that an extended co-investment between Volati and Håkan Karlström, Roger Andersson, Urban Alverhed, Marcus Ahlstedt and Fredrick Sylva respectively is essential for the development of Volati Trading which in turn is deemed to be beneficial for Volati’s shareholders.

The purchase prices shall correspond to the estimated market value of the shares (calculated on a full transaction) of SEK 2,323,560 in relation to Håkan Karlström, SEK 464,712 in relation to Roger Andersson, SEK 6,970,680 in relation to Urban Alverhed, SEK 2,788,272 in relation to Marcus Ahlstedt and SEK 3,252,984 in relation to Fredrick Sylva. The purchase prices have been determined by a valuation based on the company’s profitability in relation to a multiple valuation based on the valuation of similar companies with relevant adjustments. The board of directors deems that the negotiated transactions, including the purchase prices, are on market terms.

Majority requirements

Since Håkan Karlström is the head of the Volati Trading business area, Roger Andersson is the deputy managing director of Thomée Gruppen, Urban Alverhed is the managing director of T Emballage, Marcus Ahlstedt is the deputy managing director of T Emballage and Fredrick Sylva is the managing director of Habo Gruppen, which is companies within the same group as Volati AB (publ), the transfers are transactions with a related party that, pursuant to Chapter 16 of the Swedish Companies Act (the so-called Leo Act), must be approved by the general meeting with a special majority of nine tenths of the votes cast as well as the shares represented at the general meeting.

Item 8: Resolution on the approval of the transfer of up to 2 per cent of the shares in the subsidiary Volati Industri AB to the head of the Volati Industry business area

The board of directors proposes that the extraordinary general meeting resolves to approve that the company transfer up to 2 per cent of the shares in its wholly-owned subsidiary Volati Industri AB to Nicklas Margård (or a company wholly-owned by him), who is the head of the Volati Industry business

area and an employee of Volati AB (publ). Volati Industri AB, 556880-6235, is at the time of the transaction a wholly-owned subsidiary of Volati AB (publ).

The proposed transaction is a part of Volati's business model, which is to create a mutual interest with key employees within its business units by way of co-investments. Nicklas Margård is such a key employee in the business are Volati Industri and all its business units, and the board of directors deems that a co-investment between Volati and Nicklas Margård is essential for the development of Volati Industri, which in turn is deemed to be beneficial for Volati's shareholders.

The purchase price shall correspond to the estimated market value of the shares (calculated on a full transaction) of SEK 5,960,000. The purchase price has been determined by a valuation based on the company's profitability in relation to a multiple valuation based on the valuation of similar companies with relevant adjustments. The board of directors deems that the negotiated transaction, including the purchase price, is on market terms.

Majority requirements

Since Nicklas Margård is the head of the Volati Industry business area and an employee of Volati AB (publ) and also member of the board of directors in various subsidiaries within the Volati group, the transfer is a transaction with a related party that, pursuant to Chapter 16 of the Swedish Companies Act (the so-called Leo Act), must be approved by the general meeting with a special majority of nine tenth of the votes cast as well as the shares represented at the general meeting.

Item 9: Resolution on the approval of the transfer of up to 4 per cent of the shares in the subsidiary Volati Agri Holding AB (indirect parent company to Tornum AB) to the managing director of Tornum AB

The board of directors proposes that the extraordinary general meeting resolves to approve that the company's subsidiary Volati Industri AB, 556880-6235, transfer up to 4 per cent of the shares in its wholly-owned subsidiary Volati Agri Holding AB, 556552-1399, to Tornum AB's, 556552-1399, managing director Jerker Funnemark (or a company wholly-owned by him). At the time of the transaction, Volati Agri Holding AB will be the indirect owner of all of the shares in Tornum AB.

The proposed transaction is a part of Volati's business model, which is to create a mutual interest with key employees within its business units by way of co-investments. Jerker Funnemark is such a key employee in the business unit Tornum and the board of directors deems that a co-investment between Volati and Jerker Funnemark is essential for the development of Tornum, which in turn is deemed to be beneficial for Volati's shareholders.

The purchase price shall correspond to the estimated market value of the shares (calculated on a full transaction) of SEK 1,600,000. The purchase price has been determined by a valuation based on the company's profitability in relation to a multiple valuation based on the valuation of similar companies with relevant adjustments. The board of directors deems that the negotiated transaction, including the purchase price, is on market terms.

Majority requirements

Since Jerker Funnemark is the managing director of Tornum AB which is a company within the same group as Volati AB (publ), the transfer is a transaction with a related party that, pursuant to Chapter 16 of the Swedish Companies Act (the so-called Leo Act), must be approved by the general meeting with a special majority of nine tenth of the votes cast as well as the shares represented at the general meeting.

Item 10: Resolution on (a) reduction of the share capital with redemption of own shares and (b) increase of the share capital by way of a bonus issue

(a) reduction of the share capital with redemption of own shares

The board of directors proposes that the extraordinary general meeting resolves on a reduction of the share capital with redemption of the 1,000,000 ordinary shares held by the company and which have been acquired in connection to the repurchase program approved by the annual general meeting 2018. The purpose of the reduction is transfer to non-restricted equity. The reduction of share capital is SEK 0.125 per redeemed share, corresponding to a total amount of SEK 125,000.

The resolution on reduction of the share capital according to this section (a) can be effected without obtaining the authorisation of the Swedish Companies Registration Office or, if disputed, a court of general jurisdiction, as the company, at the same time, carries out a bonus issue pursuant to section (b) below, with an amount corresponding to the reduction of share capital above. Combined, these measures pursuant to item 10 of the agenda entail that neither the company's restricted equity nor its share capital is reduced.

(b) increase of the share capital by way of a bonus issue

In order to restore the share capital following the proposed reduction of the share capital in accordance with section (a) above, the board of directors proposes that the extraordinary general meeting simultaneously decides on the increase of the share capital through a bonus issue on the following terms. The share capital is to be increased with SEK 125,000. No new shares shall be issued in connection with the increase of the share capital. The amount by which the share capital is to be increased shall be transferred to the share capital from non-restricted equity.

The board of directors' proposals pursuant to sections (a) and (b) above are to be resolved upon as a joint resolution.

Majority requirements

Since the board of directors proposes that the general meeting resolves upon section (a) and (b) as a joint resolution, the resolution must be approved by the general meeting with a majority of two thirds of the votes cast as well as the shares represented at the general meeting.

MAJORITY REQUIREMENTS

A resolution in accordance with the board of directors' proposal under items 7-9 requires that the resolution is supported by at least nine tenth of the votes cast as well as the shares represented at the general meeting and a resolution in accordance with the board of directors' proposals under item 10 requires that the resolution is supported by at least two thirds of the votes cast as well as the shares represented at the general meeting.

PROCESSING OF PERSONAL DATA

For information on how personal data is processed in connection with the general meeting, see the privacy notice on Euroclear Sweden's website, https://www.euroclear.com/dam/ESw/Legal/Privacy_notice_BOSS_20181023.pdf.

DOCUMENTS

The complete proposals and other documents that shall be made available prior to the general meeting pursuant to the Swedish Companies Act and the Swedish Corporate Governance Code will be made available at the company and on the company's website, www.volati.se, no later than three

weeks prior to the general meeting as well as be sent free of charge to shareholders who so request and provide their postal address.

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Stockholm in August 2019

Volati AB (publ)

The board of directors

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The information was submitted for publication, through the agency of the contact persons set out above, at 07.40 CET on 16 August 2019.

About Volati

Volati is a Swedish industrial group, formed in 2003, organised in four business areas: Trading, Consumer, Akademibokhandeln and Industry. Volati mainly acquires reasonably valued companies with proven business models, leading market positions and strong cash flows and develops them with a focus on long-term value creation. The strategy is to build on the companies' identity and entrepreneurial spirit, adding leadership, expertise, processes and financial resources. Volati has operations in 16 countries, over 2,000 employees and annual sales of approximately SEK 7 billion. Volati's ordinary shares and preference shares are listed on Nasdaq Stockholm. Further information is available at www.volati.se.