

Nota bene: *The English text is an uncertified translation of the Swedish original and in the event of any inconsistency between the English version and the Swedish version, the Swedish version shall prevail.*

Resolution on authorization of issuing of new shares (item 15)

The Board proposes that the Annual General Meeting decides to authorize the Board to, at one or several occasions prior to the next Annual General Meeting, resolve to issue new shares, issuing of warrants and/or issuing of convertible bonds.

- a) A new issue shall be possible with or without derogation from the shareholders' pre-emption rights.
- b) By a resolution based on the authorization, a total amount of maximum 400,000,000 shares may be issued at new share issue(s), exercising warrants and/or conversion of convertible bonds (this do not hinder that warrants and convertible bonds are combined with terms for re-calculation, which, if applied, can result in different number of shares), corresponding to approximately 31.2 per cent of the total number of outstanding shares and votes after dilution (based on the number of shares and votes that are outstanding as per the day of this notice including outstanding warrants).
- c) Cash- or off-set issue made with derogation from the shareholder's right of pre-emption, is only allowed for a price that as a minimum corresponds to the share's market value with deduction for such market conforming reduction that the Board assesses required for the new issue. For new issue in accordance with the shareholder's right to pre-emption, the Board decides on the price setting.
- d) The authorization shall contain the right to decide on new issue with cash payment, payment through off-set or payment with contribution in kind, and otherwise combine with conditions referred in Chapter 2, Section 5, Paragraph 2, item 2-3 and 5, the Swedish Companies Act.

The purpose of the Board's proposal as well as the reasons for issuing new shares with derogation from the shareholders' right of pre-emption, are that the Company should be able to acquire new legal entities and/or debt portfolios, as well as that the Company must be prepared to urgently improve its financial status and strengthen the shareholder value through one or several new investors.

The issue authorization agreed on the Annual General Meeting May 26th 2016, expires as per the day for this Annual General Meeting.

For a resolution, pursuant to this item, to be valid, the proposal shall be supported by shareholders represented by minimum two thirds (2/3) of the votes as well as the shares represented at the Annual General Meeting.

Stockholm May 2017

Axactor AB (publ)

The Board