



## Invitation

It is our pleasure to invite all shareholders of DDM Holding AG, Baar (the Company), to the extraordinary general meeting (the EGM) which will take place on 8 March 2017 at 11 am CET at the premises of Walder Wyss Ltd, Seefeldstr. 123, 8008 Zurich, Switzerland. The doors will open at 10.30 am CET.

### A. Agenda and Proposals

#### 1. Election of the Independent Proxy

The Board of Directors proposes to elect Dr. Florian S. Jörg, attorney-at-law, c/o Bratschi Wiederkehr & Buob AG, Zurich, Switzerland, as independent proxy for a term beginning at the end of this EGM and ending after completion of the next annual general meeting.

**Explanation:** Shareholders may choose to be represented at general meetings by an independent proxy elected by the general meeting. The Board of Directors thus proposes to elect Dr. Florian S. Jörg to serve as independent proxy.

#### 2. Ordinary Capital Increase

The Board of Directors proposes to increase the share capital of the Company from currently CHF 9,040,298.00 by up to CHF 4,520,149.00 to up to CHF 13,560,447.00 by issuing up to 4,520,149 fully paid-in registered shares with a nominal value of CHF 1.00 at an issue price of SEK 23.00 each. The newly issued shares shall not be privileged over the existing shares and shall not carry special benefits, be entitled to dividends for all of the business year 2017 and be subject to transfer restrictions as set forth in the Company's articles of association.

The pre-emptive subscription rights of the current shareholders are warranted. The Board of Directors shall be authorized to assign not exercised pre-emptive subscription rights to shareholders and interested third parties. Contributions for subscribed shares are to be made in cash.

The agio of all newly subscribed registered shares shall correspond to the difference in CHF between the paid-in capital in the amount in SEK according to the SEK/CHF exchange rate published by Sveriges Riksbank on <http://www.riksbank.se> at the date of the registration of the capital increase in the daily register of the commercial register of the Canton of Zug and the total nominal value of these registered shares.

For the smooth execution of the capital increase the newly issued registered shares shall be formally subscribed for by Carnegie Investment Bank AB, acting in the name, on behalf and for account of the subscribers who subscribed and contributed for shares to be newly issued.

**Explanation:** DDM Holding AG acquires performing and non-performing financial assets from banks and other financial institutions primarily in Central and Eastern Europe. The proposed ordinary capital increase will strengthen the Company's balance sheet and provide additional funding for planned investments in the near to mid-term future and for general corporate purposes.

### B. Participation and Voting Rights

Shareholders registered with voting rights in the share register as of the close of business on 27 February 2017, will be authorized to participate and to vote at the EGM. From close of business on 27 February 2017 up to and including 8 March 2017, no entries will be made in the share register which would create a right to vote at the EGM. Shareholders who sell part or all of their shares before the EGM are no longer entitled to vote to that extent. Such shareholders are required to exchange their admission card and voting material to reflect the change in their shareholding.

Shareholders who wish to participate or be represented at the EGM may either download the registration form via our website <http://ddm-group.ch/investors> or request a physical copy by e-mail to [ddm@computershare.ch](mailto:ddm@computershare.ch). The registration form should be completed and returned by mail or e-mail to the following address: Computershare Schweiz AG, General meetings, P.O. Box, 4609 Olten, Switzerland; e-mail: [ddm@computershare.ch](mailto:ddm@computershare.ch) as soon as possible and ideally no later than 27 February 2017. Upon receipt of their registration form shareholders will be provided with an admission card and voting material (including proxy form) for the EGM.

Shareholders (i) whose shares are registered in accordance with the Articles of Association of the Company in a securities register in accordance with the Swedish Financial Instruments Accounts Act (1998:1479) or otherwise in accordance with Swedish law and (ii) who hold such shares through a nominee must, in order to be entitled to attend and vote (in person, representation by proxy or by the Independent Proxy) at the EGM, temporarily register the shares in their own name. For the shares to be re-registered in time, such shareholders should instruct the nominee that manages the shares well in advance of 27 February 2017 for temporary re-registration, so called voting registration. After such shares have been registered in the shareholder's own name, the shareholder shall follow the instructions as set out above in this section B.

### C. Representation

Shareholders who do not intend to participate personally at the EGM may participate and vote at the meeting through the representation of:

- the independent proxy, or
- a third person who need not be a shareholder;

Mr. Florian S. Jörg, attorney-at-law, c/o Bratschi Wiederkehr & Buob AG, Zurich, Switzerland, has been appointed by the Board of Directors as the independent proxy for the EGM.

Shareholders opting to be represented by the independent proxy shall submit the original of the completed and signed power of attorney (incorporated in the voting material) with voting instructions to Computershare Schweiz AG, General meetings, P.O. Box, 4601 Olten, Switzerland, ideally by no later than 4 March 2017. Shareholders may also vote by issuing electronic proxy and voting instructions to the independent proxy by voting through the online proxy voting platform [www.ecomm-portal.com/shrd](http://www.ecomm-portal.com/shrd) until 7 March 2017, 11:59 am CET. Further details can be found on our website <http://ddm-group.ch/investors>.

To the extent that a shareholder opts to be represented by the independent proxy but does not give the independent proxy specific voting instructions, the independent proxy will vote as proposed by the Board of Directors.

If shareholders opt to be represented by a third person, their completed and signed original power of attorney (incorporated in the voting material) as well as their admission card and voting material should be sent directly to the address of their designated representative.

### D. Shares and votes

As of the date hereof, the share capital of the Company amounts to CHF 9,040,298.00, divided into 9,040,298 fully paid-in registered shares with a nominal value of CHF 1.00 each and thus a total of 9,040,298 votes. As of the same date, the Company does not directly or indirectly hold treasury shares.

#### DDM Holding AG

February 2017, for the Board of Directors

Kent Hansson

Chairman