

# ADDNODE GROUP

Press release

## **Press release from Annual General Meeting in Addnode Group Aktiebolag (publ) on 6 May 2015**

### **Adoption of the accounts and discharge from liability**

The Meeting adopted the balance sheets and profit and loss accounts for the parent company and the Group and the Meeting discharged the Board of Directors and the CEO from liability for the financial year 2014.

### **Dividend**

The Meeting decided that the profit according to the adopted balance sheet of SEK 67,699,163 shall be distributed to the shareholders, representing a dividend of SEK 2.25 per share, and that the remaining available earnings of SEK 299,096,362 be carried forward.

### **The Board of Directors**

The Meeting resolved in accordance with the nomination committee's proposal to re-elect Sigrun Hjelmquist, Thord Wilkne, Dick Hasselström, Jan Andersson, Kristofer Arwin and Annika Viklund as members of the Board. The Meeting also re-elected Sigrun Hjelmquist as Chairman of the Board. Furthermore, the Meeting decided in accordance with the nomination committee's proposal that Board fees until the end of the next Annual General Meeting, will be paid to the Chairman with SEK 350,000 and to each of the other Board members with SEK 175,000 and that remuneration may be paid on account for special assignments to Board members in their respective fields of expertise (consultancy services etc.), provided that such assignments have been approved in advance by the Chairman of the Board or by two Board members. Furthermore, fees for work on the audit committee shall be paid in the amount of SEK 55,000 to the Chairman and SEK 35,000 to each of the other committee members. Fees for work on the remuneration committee shall be paid in the amount of SEK 15,000 to each of the committee members. Board members may be allowed to invoice the company for the Board fees provided that it is cost-neutral to the company and that it is in accordance with applicable legal requirements and recommendations.

### **Auditor**

The Meeting decided that fair remuneration to the auditor is to be paid with a reasonable amount by approved accounts. The registered public audit firm PricewaterhouseCoopers AB was re-elected as auditor for a mandate period until the end of the next Annual General Meeting with Magnus Brändström as auditor in charge.

### **Remuneration and other employment terms for the Executive Management**

The Meeting approved, in accordance with the Board's proposal, the guidelines for remuneration and other employment terms for the Executive Management.

### **Authorization regarding acquisitions and transfer of the company's own shares**

The Meeting resolved in accordance with the Board's proposal to authorize the Board to resolve, on one or several occasions prior to the next Annual General Meeting, to acquire a maximum number of series B shares so that the company's holding following the acquisition does not exceed 10 per cent of all the shares in the company at any time. Furthermore, the Meeting authorized the Board to make decisions, on one or several occasions, prior to the next Annual General Meeting, to transfer series B shares in the company to a third party. The number of shares transferred may not exceed the total number of shares held by the company at any time. The reason for permitting the Board to deviate from

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the preferential rights of shareholders is to enable financing of potential acquisitions of companies and other types of strategic investments in a cost-effective manner.

## **Authorization to resolve on issue of new shares**

The Meeting resolved in accordance with the Board's proposal to authorize the Board to resolve, on one or several occasions, prior to the next Annual General Meeting, with or without deviation from the preferential rights of shareholders, regarding new share issues. Based on the resolution, with the support of an authorization, it shall be possible to increase the share capital by a total of not more than SEK 36,000,000 by issuing a total of not more than 3,000,000 new shares at full subscription. The authorization shall also encompass the right to decide on a new share issue stipulating cash-in-kind payment or that shares shall be subscribed for with right of set-off or otherwise with conditions stipulated in Chapter 13, Section 7 of the Swedish Companies Act. The reason for the deviation from the preferential rights of shareholders is to enable private placements for the execution of acquisitions of other companies or operations in full or in part, or to raise capital to use in such acquisitions.

## **Nomination Committee**

The Meeting adopted the nomination committee's proposal regarding the nomination committee.

*The information in this press release is such that Addnode Group AB (publ) must disclose in accordance with the Swedish Securities Market Act and/or the Financial Instruments Trading Act. The information was released on 6 May 2015 at 9.00 p.m.*

## **For further information please contact:**

Johan Andersson, CFO, Addnode Group AB

Phone: +46 704 205 831, e-mail: [johan.andersson@addnodegroup.com](mailto:johan.andersson@addnodegroup.com)

## **About Addnode Group**

Addnode Group provides mission-critical IT solutions to selected markets in both private and public sectors. We acquire, build and manage companies that deliver IT solutions for the specific needs of our clients.

Every day, 400,000 engineers use our systems to develop and maintain products, buildings and facilities. 100,000 civil servants in the public sector use our solutions for municipal and state administration.

We are 950 employees in Sweden, Norway, Finland, Denmark, UK, USA, India and Serbia. In 2014 net sales totaled SEK 1 599 M. Addnode's Series B share is listed on the OMX Nordic List, Small Cap. For more information, please visit [www.addnodegroup.com](http://www.addnodegroup.com).