

# Press release from the Annual General Meeting of Addnode AB on May 3, 2012

# Adoption of financial statements and discharge from liability

The Annual General Meeting adopted the Parent Company's and the consolidated income statements and balance sheets. The Board of Directors and the President were discharged from personal liability for the fiscal year 2011.

# **Disposition of earnings**

The Annual General Meeting resolved that the earnings shown in the adopted balance sheet would be distributed so that SEK 63,327,168 would be paid to the shareholders, corresponding to a dividend of SEK 2.25 per share, and that the remaining available earnings of SEK 229,841,238 would be carried forward.

### **Board of Directors**

In accordance with the Nomination Committee's proposal, Dick Hasselström, Sigrun Hjelmquist, Eva Listi and Thord Wilkne were re-elected as Board members. Jan Andersson and Kristofer Arwin were elected as new Board members. The Meeting appointed Sigrun Hjelmquist as Chairman of the Board. Per Hallerby, Jonas Fredriksson, Jan-Erik Karlsson and Lars Save had declined reelection.

The Meeting also resolved, in accordance with the Nomination Committee's proposal, that remuneration should be paid to Board members for the period until the end of the next Annual General Meeting in the amount of SEK 320,000 (previously SEK 300,000) to the Chairman of the Board and SEK 160,000 (previously SEK 150,000) to each of the other Board members elected at the Annual General Meeting, and that expenses for special assignments (consulting services, etc.) by Board members within their respective areas of expertise would be paid as incurred, provided that such efforts are approved in advance by the Chairman of the Board or by two Board members. The chairman of the Audit Committee is to be paid remuneration of SEK 40,000 (unchanged) with SEK 30,000 (unchanged) to other members of the Committee. Remuneration for work on the Board's Remuneration Committee is to be paid in the amount of SEK 15,000 (unchanged) per member. A Board member may be granted the possibility to invoice the Board fee to the company provided that this does not affect the company's costs and complies with applicable legal regulations and recommendations.

# Auditors

The Meeting resolved to pay fees to the auditors corresponding to approved invoices. The registered accounting company PricewaterhouseCoopers AB was reelected as auditor for a term until the close of the Annual General Meeting for next year. PricewaterhouseCoopers AB will appoint Authorized Public Accountant Magnus Brännström as Auditor-in-Charge.

# Authorization regarding acquisitions and sales of own shares

In accordance with the Board's motion, the Meeting resolved to authorize the Board during the period until the next Annual General Meeting, on one or several occasions, to decide on the acquisition of a maximum number of Series B shares so that the company's holding following the acquisition does not exceed 10 percent of all the shares in the company at any time. Furthermore, the meeting also authorized the Board, on one or several occasions prior to the next Annual General Meeting, to decide on the transfer of 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 disapply the preferential rights of shareholders is to enable financing of potential company acquisitions and other types of strategic investments in a cost-efficient manner.



# Authorization for the Board to make decisions on the issue of new shares or the issue of share warrants or convertibles

The Board proposes that the Annual General Meeting authorize the Board to make decisions, on one or several occasions, prior to the next Annual General Meeting, with or without disapplying the preferential rights of shareholders, regarding the issue of new shares or the issue of share warrants or convertibles. Through a decision made with the support of the authorization, it is to be possible to increase the share capital by a total of not more than SEK 33,600,000 through the issue of a total of not more than 2,800,000 new shares at full subscription, full exercise of share warrants and full conversion, respectively. The authorization is also to encompass the right to decide on a new share issue or the issue of share warrants or convertibles stipulating cash-in-kind payment or that shares are to be subscribed for with the right to offset debt or otherwise subject to conditions stipulated in Chapter 13, Section 7, Chapter 14, Section 9 or Chapter 15 Section 9 of the Swedish Companies Act. The reason for deviating from the shareholders' preferential rights is to enable rights issues for implementing acquisitions of all or parts of other companies or operations, alternatively to acquire new capital for such acquisitions.

### Remuneration and other terms of employment for senior executives

The Annual General Meeting approved guidelines governing remuneration and other terms of employment for senior executives in accordance with the Board's motion.

# Amendment of the Articles of Association pertaining to the registered name of the company

In accordance with the Board of Director's motion, the Meeting resolved to change Item 1 of the Articles of Associations to state that the registered name of the company is Addnode Group AB (publ).

#### **Nomination Committee**

The Annual General Meeting adopted the Board's resolution concerning the Nomination Committee.

The information is such that Addnode may be obligated to disclose in accordance with the Swedish Securities and Clearing Operations Act and/or the Financial Instruments Trading Act. The information was released on May 3, 2012 at 8.00 p.m.

#### For further information, please contact:

Johan Andersson, Head of Business Development and Corporate Communication, Addnode AB.

Tel: +46 704 205 831, e-mail: johan.andersson@addnode.com

### About Addnode

The Addnode Group offers business-critical IT solutions that realize business opportunities and streamline operations. The Group has 800+ employees in Sweden, Norway, Finland, Denmark, Serbia and the US.

• We are the largest provider of IT solutions for design, construction and product lifecycle management to the Nordic market.

• We are the largest provider in Sweden of Geographic Information Systems (GIS) and system support to municipal Technical Services Departments.

- We are a leading provider in Sweden of case management systems to the public sector.
- We hold a leading position in Sweden as provider of sector-wide web services.

Stockholm May 3, 2012



With more than 3,000 customers who use our services in over 60 countries and a track record of favorable growth, we continue to build a strong and comprehensive portfolio of high-performance IT solutions.

In 2011, net sales amounted to SEK 1,300 M. Addnode's Class B share is listed on Nasdaq OMX Nordic Small cap. For more information, visit Addnode's website at www.addnode.com