

# ADDNODE GROUP

Press release

## NOTICE OF ANNUAL GENERAL MEETING

*Shareholders of Addnode Group Aktiebolag (publ) are hereby invited to attend the Annual General Meeting on Wednesday, 6 May, 2015, at 6:00 p.m., at Bonnier Conference Centre, Torsgatan 21, Stockholm. Doors will open at 5.30 p.m.*

### REGISTRATION

To be entitled to participate in the Annual General Meeting, shareholders must be listed in the register of shareholders maintained by Euroclear Sweden AB, no later than Wednesday, 29 April 2015, and inform the Company of their intention to attend no later than Wednesday, 29 April 2015, by post to Addnode Group Aktiebolag, "Årsstämma," Hudiksvallsgatan 4, SE-113 30 Stockholm, Sweden, by telephone +46 (0) 8 506 66 210, or by e-mail to [lena.ottesen@addnodegroup.com](mailto:lena.ottesen@addnodegroup.com).

Registration must include the shareholder's name, personal registration number/corporate registration number, address and telephone number, as well as the number of any accompanying advisors (not more than two). Proxy holders and representatives of legal entities are requested to submit authorization documentation prior to the Annual General Meeting. Proxy forms are available on Addnode Group's website, [www.addnodegroup.com](http://www.addnodegroup.com).

Shareholders whose shares are registered in the name of a nominee must request that their shares be temporarily registered in their own name with Euroclear Sweden AB, to be entitled to participate in the Annual General Meeting. This procedure, so-called voting right registration, must have been effected Wednesday, 29 April 2015, which means that the shareholder must inform the nominee well in advance before this date.

### PROPOSED AGENDA

The Board's proposed agenda is as follows:

1. The meeting is opened.
2. Election of Chairman of the Meeting (see below).
3. Preparation and approval of voting list.
4. Approval of the Agenda.
5. Election of one or more persons to verify the minutes.
6. Determination as to whether the Meeting has been duly convened.
7. President's presentation of operations.
8. Presentation of the Annual Report and the Auditors' Report as well as the Consolidated Accounts and Consolidated Auditors' Report for 2014.
9. Decision regarding the adoption of the income statement and balance sheet as well as the consolidated income statement and balance sheet for 2014.
10. Decision regarding the disposition of the Company's profits in accordance with the adopted balance sheet and the record date if the Meeting resolves on a dividend (see below).
11. Decision regarding the discharge from personal liability for the members of the Board of Directors and for the President.
12. Report on the work of the Nomination Committee.
13. Decision regarding the number of Board members and deputies if any (see below).

14. Decision regarding remuneration to the Chairman of the Board, the other Board members, and to the auditor (see below).
15. Election of Board members, Chairman of the Board and auditor (see below).
16. The Board's proposal for a decision regarding guidelines for remuneration and other employment terms for the Executive Management (see below).
17. The Board's proposal for a decision to authorize the Board to decide on acquisitions and transfer of the Company's own shares (see below).
18. The Board's proposal for a decision to authorize the Board to decide on issues of new shares (see below).
19. The Nomination Committee's proposal for a decision on a Nomination Committee (see below).
20. Closing of the meeting.

## PROPOSED RESOLUTIONS

### **Item 10 - Decision regarding the disposition of the Company's profits in accordance with the adopted balance sheet and the record date if the Meeting resolves on a dividend**

The Board proposes a dividend of SEK 2.25 per share and Friday, 8 May 2014 as the record date for the dividend. Based on this record date, Euroclear Sweden is expected to pay out the dividend on Wednesday, 13 May 2015.

### **Item 2, 13-15 - Election of Chairman of the Meeting, decision regarding the number of Board members and deputies if any, decision regarding remuneration to the Chairman of the Board, the other Board members, and to the auditor and election of Board members, Chairman of the Board and of auditor**

The members of the Nomination Committee have been Wilhelm Arnör (Chairman of the Nomination Committee), appointed by Vidinova AB, Jonas Gejer, appointed by Aretro Capital AB, Håkan Berg, appointed by Swedbank Robur fonder, Richard Hellekant, appointed by PSG Capital, and representing the institutional owners, and Charlotta Karlander, representing the minor shareholders. In addition, the Chairman of the Board, Sigrun Hjelmquist, has been a member of the Nomination Committee.

The proposals by the Nomination Committee to the Annual General Meeting are as follows:

- Sigrun Hjelmquist to be elected as Chairman of the Meeting.
- Six Board members and no deputies to be elected.
- Fees to the Board, for the period until the conclusion of the next Annual General Meeting, to be paid in the amounts of SEK 350,000 (previously SEK 340,000) to the Chairman and SEK 175,000 (previously SEK 170,000) to each of the other Board members elected by the Annual General Meeting, and remuneration may be paid on account for special undertakings by Board members in their respective fields of expertise (consultancy services etc.), provided that such undertakings have previously been approved by the Chairman of the Board or by two Board members. Fees for work on the Audit Committee shall be paid in the amount of SEK 55,000 (previously SEK 50,000) to the Chairman and SEK 35,000 (previously SEK 30,000) to each of the other committee members. Fees for work on the Remuneration Committee shall be paid in the amount of SEK 15,000 (same as previously) to each of the committee members. Board member may be given the possibility to invoice the Company for work on the Board provided that it is cost-neutral to the Company and that it is in accordance with applicable legal requirements and recommendations. The nomination committee has further proposed that

fair remuneration to the auditor is to be paid with a reasonable amount by approved accounts.

- Re-election of the directors Sigrun Hjelmquist, Thord Wilkne, Dick Hasselström, Jan Andersson, Kristofer Arwin and Annika Viklund.
- Sigrun Hjelmquist to be elected Chairman of the Board.
- Re-election of the registered public accounting firm PricewaterhouseCoopers AB for the period until the end of the next Annual General Meeting. PricewaterhouseCoopers AB will appoint Magnus Brändström to be auditor in charge.

The Nomination Committee's reasoned statement regarding the proposed board of directors can be found on the Company's website, [www.addnodegroup.com](http://www.addnodegroup.com).

#### **Item 16 - The Board's proposal for a decision regarding guidelines for remuneration and other employment terms for the Executive Management**

Executive Management means the President of the parent company, the other members of the Group Management and other senior executives specified on page 81 of the Company's Annual Report for the financial year 2014. The Board proposes the following guidelines to the Annual General Meeting 2015:

Remuneration to the President of the parent company, the other members of the Group Management and other senior executives shall consist of a fixed salary, a variable remuneration, share based incentive plan and additional benefits and pension. The fixed salary shall be competitive and secure that Addnode Group is able to recruit competent managers. As a general rule, the fixed salary shall be re-evaluated on a yearly basis and shall take the individual's qualitative performance into consideration. A variable remuneration can be paid in addition to the fixed salary. Variable remuneration shall be based on results achieved and/or individually established and specific goals. For the President of the parent company, the variable cash remuneration shall be based on results achieved by the Group. The variable cash remuneration may not exceed twelve monthly salaries. For other members of the Group Management and other senior executives, the variable cash remuneration may not exceed six monthly salaries and shall mainly be based on the results of the business area for which the executive is responsible. Share based incentive plans shall secure a long-term commitment to the Group's development and encourage own shareholding in the Company.

Pensions shall always be premium-based to create predictability with regard to the Company's future commitments. Pension premiums shall be paid with up to a maximum of 30 per cent of the current fixed annual salary.

Other remuneration and benefits shall be on market terms and contribute to facilitating the executive's ability to carry out his/her work assignments. Other benefits mainly refer to company car or car allowance.

The employment contracts of the senior executives include terms regulating termination of employment. According to the policy, employment can be terminated at the request of one party, with a term of notice of at least six months and a maximum of twelve months. During the term of notice, the payment of salaries, remuneration and benefits shall be unchanged.

The principles shall apply to employment contracts entered into after the Annual General Meeting and for any amendments to existing terms. The Board may deviate from these guidelines in certain individual cases for which there is justification.

**Item 17 - The Board's proposal for a decision to authorize the Board to decide on acquisitions and transfer of the Company's own shares**

The Board proposes that the Annual General Meeting authorizes the Board to make decisions, 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. The buyback shall be conducted on the Nasdaq Stockholm at a price that is within the registered range for the share price prevailing at any time (the so-called spread), that is, the range between the highest ask price and the lowest bid price and, where applicable, observing the, from time to time, applicable rules set out in the Nasdaq Stockholm Rule Book for Issuers. Where buybacks are effected by a stock broker as assigned by the company, the share price may, however, correspond to the volume weighted average price during the time period within which the shares were acquired, even if the volume weighted average price on the day of delivery to the company falls outside the spread. The purpose of any buyback of own shares is primarily to transfer shares in conjunction with financing of Company acquisitions and other types of strategic investments.

Furthermore, the Board proposes that the Annual General Meeting authorizes 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. Transfer may be conducted on or outside the Nasdaq Stockholm and includes the right to deviate from the preferential rights of shareholders. The transfer of shares on the Nasdaq Stockholm shall be conducted at a price within the registered price interval at any time. The transfer of shares outside the Nasdaq Stockholm shall be made at a price in cash or value in property received that corresponds to the share price at the point in time of the transfer of the Addnode Group shares that are transferred with the deviation that the Board deems appropriate. The reason for permitting the Board to deviate from the preferential rights of shareholders is to enable financing of potential company acquisitions and other types of strategic investments in a cost efficient manner. For a valid decision under this item, the Annual General Meeting's decision must be supported by shareholders representing at least two thirds of both the voting rights and the shares represented at the Annual General Meeting.

**Item 18 - The Board's proposal for a decision to authorize the Board to decide on issues of new shares**

The Board proposes that the Annual General Meeting authorizes the Board to make decisions, 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. The basis for the subscription price shall be the market value of the share. The authorization shall not be used to decide on share issues for cash directed solely or partly to one or more existing shareholders. In share issues for cash where shareholders shall be entitled to subscribe, the

preferential rules of the Swedish Companies Act shall instead apply. For a valid decision under this item, the Annual General Meeting's decision must be supported by shareholders representing at least two thirds of the votes cast and the shares represented at the Annual General Meeting.

### **Item 19 - The Nomination Committee's proposal for a decision on a Nomination Committee**

The current Nomination Committee has proposed that the Annual General Meeting resolves to commission the Chairman of the Board to contact the three largest owner-registered shareholders in terms of voting rights based on shareholder statistics from Euroclear Sweden AB as per 31 August 2015, each of which appoints one representative who is not a member of the Company's Board of Directors to serve as a member of the Nomination Committee, along with the Board Chairman, until a new Nomination Committee is appointed by mandate of the next Annual General Meeting. In addition, the Chairman of the Board shall appoint one representative of the smaller shareholders and one representative of the institutional owners to be a member of the Nomination Committee. The Chairman of the Nomination Committee shall represent the largest shareholder in terms of voting rights. The composition of the Nomination Committee shall be announced not later than six months before the 2016 Annual General Meeting. No fees are paid to members of the Nomination Committee. If a member steps down from the Nomination Committee before completing his or her assignment, and if the Nomination Committee believes there is a need to replace this member, the replacement will be appointed by the same shareholder that appointed the departing member. In the event that a significant change occurs in the ownership structure after the Nomination Committee has been appointed, the composition of the Nomination Committee shall also be changed accordingly, if the Nomination Committee believes this is necessary. Changes in the composition of the Nomination Committee shall be immediately announced. The task of the Nomination Committee is, prior to the Annual General Meeting, to present proposals regarding the number of Board members to be elected by the Annual General Meeting, Board fees, auditors' fees, any remuneration for committee work, composition of the Board, Chairman of the Board, Nomination Committee, Chairman of the Annual General Meeting and election of auditors. The present Nomination Committee shall remain until a new Nomination Committee has been formed.

### **OTHER INFORMATION**

The number of shares in the Company as of the day of announcement of this notice amounts to 30,088,517 of which 1,053,247 are series A shares and 29,035,270 are series B shares, corresponding to a total of 39,567,740 votes. Series A shares carry ten votes and series B shares carry one vote each. As of the day of announcement of this notice, the Company held 477,497 shares of series B in treasury carrying one vote each. These shares cannot be represented at the Annual General Meeting.

In accordance with the Swedish Companies Act Chapter 7, Section 32, the shareholders have the right to ask questions at the Annual General Meeting in relation to the items on the agenda and about the financial situation of the Company and the Group. Shareholders who wish to submit questions in advance of the Annual General Meeting, shall send these to Addnode Group Aktiebolag, "Annual General Meeting", Hudiksvallsgatan 4, SE-113 30 Stockholm, per telephone +46-8-506 66 210 or by e-mail [lena.ottesen@addnodegroup.com](mailto:lena.ottesen@addnodegroup.com).

## **AVAILABLE DOCUMENTS**

The Company's Annual Report and auditors' report relating to the 2014 fiscal year, the Board of Director's reasoned statement pertaining to the proposed dividend in accordance with Chapter 18, Section 4 of the Swedish Companies Act and relating to the proposed authorization pertaining to acquisition of own shares according to Chapter 19, Section 22 of the Swedish Companies Act, the auditor's report regarding whether the previous guidelines for remuneration to the Executive Management have been complied with and the Board's complete proposals for decision under items 10, 16-18 above, will be available on the Company's website, [www.addnodegroup.com](http://www.addnodegroup.com) and at the Company from 15 April 2015. The above documents will also be sent to shareholders who so request and provide their postal address.

Stockholm, March 2015

### **Addnode Group Aktiebolag (publ)**

The Board of Directors

*The information in this press release is such that Addnode Group must disclose in accordance with the Swedish Securities and Clearing Operations Act and/or the Financial Instruments Trading Act. The information was released on March 31, 2015 at 08:30.*

### **For more information, please contact:**

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### **About Addnode Group**

Addnode Group offers operation-critical IT-solutions to selected markets within both private and public sectors. We acquire, build and develop companies that deliver operation-critical IT solutions for specific needs from our customers.

Every day, 400,000 engineers use our systems to develop and maintain products, buildings and installations. 100,000 salaried employees in the public sector use our solutions for municipal and government management.

We have 950 employees in Sweden, Norway, Finland, Denmark, the UK, the US, India and Serbia. Net sales in 2014 amounted to SEK 1,599 M. Addnode Group's Series B share is listed on the Nasdaq Stockholm, Small Cap.