

# ADDNODE GROUP

Press release

## Press release from Annual General Meeting in Addnode Group Aktiebolag (publ)

STOCKHOLM, May 7, 2014

### **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 2013.

### **Dividend**

The Meeting decided that the profit according to the adopted balance sheet of SEK 66,182,159 shall be distributed to the shareholders, representing a dividend of SEK 2.25 per share, and that the remaining available earnings of SEK 298,405,566 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 and Kristofer Arwin as members of the Board and to elect Annika Viklund as a new member 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 the Board fees until the end of the next Annual General Meeting, will be paid to the Chairman with SEK 340,000 and to each of the other Board members elected by the Annual General Meeting with SEK 170,000 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 50,000 to the Chairman and 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 to each of the committee members. The Board members may be allowed 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 repurchase and transfer of the company's own shares**

The Meeting decided in accordance with the Board's proposal to authorize the Board to make decisions, on one or several occasions prior to the next Annual General Meeting, to repurchase a maximum number of series B shares so that the company's holding following the repurchase 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 the preferential rights of shareholders is to enable financing of potential acquisitions of companies and other types of strategic investments in a cost-efficient way.

**Decision to allow for own series C shares to, after conversion to series B shares, be transferred in accordance with the authorization above**

The Meeting decided in accordance with the Board's proposal to allow for transfers of own series C shares, after conversion to series B shares, in accordance with the authorization above. The series C shares are treasury shares which were issued and repurchased in order to be transferred to the participants in the share savings plan of the company from 2011, but which will not be needed for purposes of the share savings plan.

**Authorization to decide on issue of new shares**

The Meeting decided in accordance with the Board's proposal to authorize 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 implementation of acquisitions of all or parts of other companies or operations, 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 must disclose in accordance with the Swedish Securities Market Act and/or the Financial Instruments Trading Act. The information was released on 7 May 2014 at 20.00.*

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**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 mission-critical IT solutions for the specific needs of our clients. Every day, 250,000 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, Serbia, India and USA. In 2013 net sales totaled SEK 1 444 M. Addnode's Series B share is listed on the OMX Nordic List, Small Cap. More information about Addnode Group on [www.addnodegroup.com](http://www.addnodegroup.com).