

Press release

Press release from the Annual General Meeting in Addnode Group Aktiebolag (publ) on May 4, 2017

Stockholm, May 4, 2017

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 fiscal year 2016.

Appropriation of profits

The Meeting decided that of the profit according to the adopted balance sheet, SEK 68,461,326 shall be distributed to the shareholders, representing a dividend of SEK 2.25 per share, and that the remaining available earnings of SEK 328,741,815 shall be carried forward.

The Board of Directors

The Meeting resolved in accordance with the nomination committee's proposal to re-elect Jan Andersson, Kristofer Arwin, Dick Hasselström, Sigrun Hjelmquist and Thord Wilkne as members of the Board. The Meeting elected Staffan Hanstorp and Johanna Frelin as new members of the Board and Staffan Hanstorp as new Chairman of the Board. The company will also engage Staffan Hanstorp on a consultancy basis to work with the group's acquisition opportunities, funding, strategic partnerships and overall strategic issues. Furthermore, the Meeting decided in accordance with the nomination committee's proposal that Board fees until the end of the next Annual General Meeting, shall be paid in the amounts of SEK 370,000 to the Chairman of the Board and SEK 185,000 to each of the other Board members elected by the Annual General Meeting. Fees that are invoiced for the consultancy service that are performed by Staffan Hanstorp may amount to a maximum of SEK 250,000 per month (on the basis that the invoiced amount includes social fees). Remuneration may further 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 in 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 in the Remuneration Committee shall be paid in the amount

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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 according to approved invoice. 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. PricewaterhouseCoopers has declared that they will assign 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 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.

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Nomination Committee

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

For more information please contact:

Johan Andersson, CEO and President, Addnode Group

Tel: +46 (0) 70 420 58 31, e-post: johan.andersson@addnodegroup.com

About Addnode Group

Addnode Group acquires, operates and develops entrepreneur-driven companies that supply software and services to markets in which we have or can achieve a leading position. We are one of Europe's leading suppliers of software and services for design, construction and product data information, and a leading supplier of document and case management systems to public sector clients in Sweden and Norway. More than 600,000 engineers and officials use our system solutions on a daily basis.

We are 1,300 employees in Sweden, Austria, Denmark, Finland, Germany, India, Norway, Slovakia, UK, US and Serbia. Net sales in 2016 amounted to SEK 2,195 M. Addnode Group's Series B share is listed on Nasdaq Stockholm. For more information, please visit: www.addnodegroup.com.