

Press release from the Annual General Meeting in Addnode Group on May 7, 2020

Stockholm, 7 May 2020

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 2019.

Appropriation of profits

The Meeting decided in accordance with the Board's proposal that no dividend shall be paid to the shareholders and that the earnings of SEK 788,346,328 available at the Meeting shall be carried forward.

The Board of Directors and fees

The Meeting resolved in accordance with the nomination committee's proposal to re-elect Jan Andersson, Kristofer Arwin, Johanna Frelin, Staffan Hanstorp, Sigrun Hjelmquist and Thord Wilkne as members of the Board and to elect Kristina Willgård as a new member of the Board. The Meeting re-elected Staffan Hanstorp 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, shall be paid in the amounts of SEK 400,000 to the Chairman of the Board and SEK 200,000 to each of the other Board members elected by the Annual General Meeting. 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 85,000 to the Chairman and SEK 55,000 to each of the other committee members. Fees for work in the Remuneration Committee shall be paid in the amount of SEK 20,000 to each of the committee members. Furthermore, a maximum of SEK 190,000 per month may be paid to the Chairman of the Board for work in relation to the Group's acquisition opportunities, funding, strategic partnerships and overall strategic matters as specifically agreed.

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 have declared that they will assign Anna Rosendal as auditor in charge.

Remuneration to the Executive Management

The Meeting approved, in accordance with the Board's proposal, the guidelines for remuneration to the Executive Management.

Authorization regarding acquisitions and transfer of the company's own B 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 resolve, 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 primarily to enable financing of potential acquisitions of companies and other types of strategic investments in a cost-effective manner and also to enable the delivery of shares related to execution of the Company's possible future long-term share based incentive programs.

Authorization to resolve on issue of new B 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 of B shares. 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 39,600,000 by issuing a total of not more than 3,300,000 new B shares at full subscription. The authorization shall also encompass the right to decide on a new B share issue stipulating payment in kind 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.

Amendments to the articles of association

The Meeting resolved in accordance with the Board's proposal to amend the articles of association.

Nomination Committee

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

The information was submitted for publication, through the agency of the contact person set out below, at 8.30 p.m. CEST on 7 May 2020.

ADDNODE GROUP

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About Addnode Group

Addnode Group acquires, operates and develops entrepreneur-driven companies that supply software and digital services to markets in which the group 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.

We are 1 900 employees in Sweden, Germany, UK, Australia, Austria, Canada, Denmark, Finland, France, India, Japan, Netherlands, Norway, Serbia, Slovakia, and USA. Net sales in 2019 amounted to SEK 3 434 million. Addnode Group's Series B share is listed on Nasdaq Stockholm. For more information, please visit: www.addnodegroup.com.