

**Press release**

**March 5, 2019**

## **Notice of Annual Shareholders' Meeting of Dometic Group AB (publ)**

The shareholders in Dometic Group AB (publ) (Reg. No. 556829-4390) are hereby summoned to the annual shareholders' meeting on Tuesday, April 9, 2019, at 1.00 pm at Hotel At Six, Brunkebergstorg 6, SE-111 51 Stockholm, Sweden. Registration starts at 12.00 pm.

### **Participation**

Shareholders who wish to participate in the meeting shall (i) be recorded in the share register maintained by Euroclear Sweden AB on Wednesday, April 3, 2019, and (ii) notify the company of their intention to participate in the meeting not later than on Wednesday, April 3, 2019. Such notification can be made via a form on the company's website, [www.dometic.com](http://www.dometic.com), by telephone +46 (0)8-402 91 26 on weekdays from 09:00 to 16:00 CET or in writing by mail to Dometic Group AB (publ) c/o Euroclear Sweden AB, "Årsstämma", Box 191, SE-101 23 Stockholm. The notification shall set forth the name, address, telephone number (daytime), personal/corporate identity number, the number of shares held and, when applicable, information about representatives and assistants. Please see below for information on processing of personal data.

Shareholders represented by proxy shall issue a written and dated power of attorney for the proxy or, should the right to vote for the shares be divided among different representatives, the representatives, together with information on the number of shares each representative is entitled to vote for. If the power of attorney is issued on behalf of a legal entity, a certified copy of a registration certificate for the legal entity (or corresponding document), evidencing the authority to issue the proxy, shall be appended. The power of attorney in original and, when applicable, the registration certificate shall be sent to the company at the address indicated above, in due time before the meeting. A proxy form is available at the company's website, [www.dometic.com](http://www.dometic.com), and shall be sent to shareholders who so request. A power of attorney is valid one year from its issue date or such longer time period as set out in the power of attorney, however not more than five years. The certificate of registration shall evidence the circumstances on the date of the annual shareholders' meeting and should not be older than one year at the time of the meeting.

Shareholders whose shares are registered in the name of a nominee through a bank or a securities institution shall re-register their shares in their own names to be entitled to participate in the meeting. Such registration, which may be temporary, shall be duly effected in the share register maintained by Euroclear Sweden AB on Wednesday, April 3, 2019, and the shareholders shall therefore advise their nominees well in advance of this date.

### **Proposed Agenda**

1. Election of chairman of the meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of persons to approve the minutes.
5. Determination of whether the meeting has been duly convened.

6. Presentation by the company's CEO.
7. Presentation of the annual report and the auditor's report as well as the consolidated financial statements and the auditor's report for the group.
8. Resolution on:
  - a. approval of the profit and loss account and balance sheet as well as the consolidated profit and loss account and consolidated balance sheet;
  - b. approval of allocation of the company's result according to the adopted balance sheet; and
  - c. discharge of the members of the board of directors and the CEO from liability.
9. Determination of the number of members of the board, deputy members of the board, auditors and deputy auditors.
10. Determination of fees to the members of the board and the auditor.
11. Election of the members of the board and chairman of the board.
12. Election of auditor.
13. The Nomination Committee's proposal regarding principles for appointment of the Nomination Committee.
14. The board of directors' proposal regarding guidelines for remuneration to the CEO and the Dometic Group Management.
15. The board of directors' proposal for resolution on authorization regarding acquisition of shares.
16. Closing of the meeting.

#### **Allocation of the company's result (item 8b)**

The board of directors proposes that the annual shareholders' meeting resolves on a dividend for 2018 of SEK 2.15 per share.

The record date for the right to receive dividend is proposed to be Thursday, April 11, 2019. Subject to resolution by the annual shareholders' meeting in accordance with this proposal, dividend is expected to be distributed by Euroclear Sweden AB on Tuesday, April 16, 2019.

#### **Board of Directors, etc. (items 1 and 9–12)**

The Nomination Committee, comprising the Nomination Committee's chairman Mr. Joachim Spetz (Swedbank Robur Funds), Mr. Mikael Wiberg (Alecta Pension Insurance), Mrs. Filippa Gerstädt (Nordea Funds) and Mr. Fredrik Cappelen, the chairman of the board of directors of Dometic, proposes the following:

- The chairman of the board of directors, Fredrik Cappelen, shall be appointed chairman of the meeting (item 1).
- The board of directors shall consist of seven members with no deputies. The company shall have a registered auditing firm as auditor without deputy auditor (item 9).
- Remuneration to the board of directors for the period up until the annual shareholders' meeting 2020 shall be paid in an amount of SEK 900,000 to the chairman of the board of directors and SEK 420,000 to each of the other members of the board of directors who are not employed by the company. In addition, remuneration for committee work shall be paid by SEK 120,000 to the chairman of the audit committee and SEK 65,000 to each of the other committee members and by SEK 100,000 to the chairman of the remuneration committee and SEK 50,000 to each of the other committee members. As a result, the total remuneration, including remuneration for committee work and based on the proposed composition of the committees, amounts to SEK 3,870,000, which is an increase by SEK 170,000 compared to last year (item 10).
- Remuneration to the auditor shall be paid in accordance with approved invoices within the auditor's quotation (item 10).
- Re-election of all the current board members: Fredrik Cappelen, Erik Olsson, Heléne Vibbleus, Jacqueline Hoogerbrugge, Magnus Yngen, Peter Sjölander and Rainer E. Schmückle for the period up to the end of the 2020 annual shareholders' meeting (item 11).

- Re-election of Fredrik Cappelen as chairman of the board of directors (item 11).
- Re-election of the auditing firm PricewaterhouseCoopers AB for the period up to the end of the 2020 annual shareholders' meeting (item 12).

Further information on the proposed members of the board of directors is available at the company's website, [www.dometic.com](http://www.dometic.com).

### **Nomination Committee (item 13)**

The Nomination Committee proposes that the annual shareholders' meeting resolves to adopt the following principles for appointment of the Nomination Committee for the 2020 annual shareholders' meeting.

The Nomination Committee shall be composed of the chairman of the board of directors together with one representative of each of the three largest shareholders, based on ownership in the company as of August 31. Should any of the three largest shareholders renounce its right to appoint one representative to the Nomination Committee, such right shall transfer to the shareholder who then in turn, after these three, is the largest shareholder in the company. The board of directors shall convene the Nomination Committee. The member representing the largest shareholder shall be appointed chairman of the Nomination Committee, unless the Nomination Committee unanimously appoints someone else.

Should a shareholder having appointed a representative to the Nomination Committee no longer be among the three largest shareholders, the representative appointed by such shareholder shall resign and the shareholder who is then among the three largest shareholders shall have the right to appoint one representative to the Nomination Committee. Should a member resign from the Nomination Committee before his or her work is completed, the shareholder who has appointed such member shall appoint a new member, unless that shareholder is no longer one of the three largest shareholders, in which case the largest shareholder in turn shall appoint the substitute member. A shareholder who has appointed a representative to the Nomination Committee shall have the right to discharge such representative and appoint a new representative.

Changes to the composition of the Nomination Committee shall be announced immediately. The term of the office for the Nomination Committee ends when the next Nomination Committee has been appointed. The Nomination Committee shall carry out its duties as set out in the Swedish Code of Corporate Governance.

### **Guidelines for Remuneration for the CEO and the Group Management (item 14)**

The board of directors proposes that the annual shareholders' meeting resolve to adopt the following guidelines for remuneration for the CEO and the Dometic Group management (the "Group Management") for the period until the 2020 annual shareholders' meeting.<sup>1</sup>

#### *Total Remuneration*

The total remuneration shall be based on the position held, individual performance, performance of the Dometic Group and be competitive in the country of employment. The overall remuneration package may consist of the base salary, variable salary based on short-term annual performance targets, long-term incentives, pension and other benefits, including non-monetary benefits.

#### *Base Salary and Variable Salary*

Base salary shall be the basis for the total remuneration. The base salary shall be market relevant and reflect the degree of responsibility involved in the position. The base salary levels

<sup>1</sup> The principles for remuneration set out in these guidelines for remuneration shall apply to arrangements entered into following the adoption of the guidelines for remuneration by the annual shareholders' meeting, as well as to any changes made in existing agreements following the adoption of the guidelines for remuneration.

shall be reviewed annually.

Members of the Group Management shall, in addition to the base salary, dependent on an annual decision by the board of directors, be eligible to variable salary that is based on short-term annual predetermined and measurable performance targets. The variable salary potential shall be dependent on the position and may for the CEO amount to a maximum of 75% of the base salary and for the other members of the Group Management be within the interval 30-50% of the base salary, according to individual agreements.

#### *Long-term Incentive Programs*

In addition to base salary and variable salary, long-term incentive programs may be implemented. Such programs shall be designed to ensure a long-term commitment to Dometic Group's development, be implemented on market terms and have a term of no less than three years. Share or share price related LTI programs shall be approved by the shareholders' meeting.

#### *Pensions and Insurance*

Pension and disability benefits shall reflect regulations and practice in the country of employment. The value of the benefits shall be in line with market practice in the country and shall not exceed 35% of the annual base salary for the CEO and 30% for the other members of Group Management. If possible, pension plans shall, in line with the group remuneration policy, be defined contribution plans. The retirement age is normally 65 years.

#### *Other Benefits*

Other benefits, such as company car, health insurance or similar, may be part of the total remuneration and shall aim to facilitate the Group Management's duties and correspond to what is considered reasonable in relation to market practice in the country of employment.

#### *Notice of Termination and Severance Pay*

Members of the Group Management shall have 6 months' notice period when notice is given by the employee. If the notice is given by the company 6-12 months' notice shall be applied. The CEO shall have 6 months' notice by the company, with up to an additional one year base salary as severance payment. Severance pay shall not form a basis for vacation pay or pension benefits. Local employment laws and regulations may influence the terms and conditions for notice given by the company.

The Group Management shall be obliged not to compete with the company during the notice period.

#### *Authority for the Board of Directors to Deviate from the Guidelines for Remuneration*

Under special circumstances, the board of directors may in an individual case deviate from these guidelines for remuneration. In case of such deviation, the next annual shareholders' meeting shall be informed of the reasons.

### **The Board of Directors' Proposal for Resolution on Authorization regarding Acquisition of Shares (item 15)**

The board of directors proposes that the annual shareholders' meeting authorize the board of directors to resolve to acquire, on one or several occasions until the next annual shareholders' meeting, shares in the company in accordance with the following:

- a) The company may acquire as a maximum so many shares that, following each acquisition, the company holds at a maximum 10% of all shares issued by the company.

- b) The shares may only be acquired on Nasdaq Stockholm.
- c) Acquisition of shares may only be made at a price per share at each time within the prevailing price interval for the share, i.e. the range between the highest purchase price and the lowest selling price.
- d) Payment for the shares shall be made in cash.

The purpose of the proposal is to be able to adapt the company's capital structure, thereby contributing to increased shareholder value.

The board of directors has issued a statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act.

Resolution in accordance with the proposal requires approval of at least two-thirds of the votes cast and the shares represented at the annual shareholders' meeting.

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### **Shares**

As per the date of this notice, there are 295,833,333 shares in the company outstanding, each with one vote per share, corresponding to 295,833,333 votes. As per the date of this notice, the company does not hold any of its shares.

### **Information at the Annual General Meeting**

The board of directors and the CEO shall, if any shareholder so requests and the board of directors believes that it can be done without material harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda, circumstances that can affect the assessment of the company's or its subsidiaries' financial situation and the company's relation to other companies within the group. Shareholders wishing to submit questions in advance may send them to the company's offices, Hemvärnsgatan 15, SE-171 54 Solna.

### **Documentation**

The annual report and other supporting documentation for resolutions shall be available at the company's offices, Hemvärnsgatan 15, SE-171 54 Solna and at the company's website, [www.dometic.com](http://www.dometic.com), at latest three weeks prior to the meeting and shall be sent to shareholders who so request and who have specified their postal address. This notice is a translation of a Swedish notice and in case of any deviations between the two language versions, the Swedish version shall prevail.

### **Processing of personal data**

For information on how personal data is processed in connection with the Annual General Meeting, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Stockholm, March 2019  
**Dometic Group AB (publ)**  
*The board of directors*

*This information was released for publication at 08:00 CET on March 5, 2019.*