

Notice of annual shareholder's meeting of Ambea AB (publ)

The shareholders of Ambea AB (publ) are hereby summoned to the annual shareholders' meeting on Wednesday 23 May 2018 at 9.00 a.m. at Näringslivets Hus, Wallenbergaren, Storgatan 19 in Stockholm. Registration starts at 8.15 a.m.

Right to attend the shareholders' meeting

Shareholders who wish to attend the annual shareholders' meeting must

- be registered in the share register maintained by Euroclear Sweden AB on Thursday 17 May 2018, and must also
- notify the company of their intention to attend the meeting, no later than Thursday 17 May 2018.

The notification must be made in writing to Computershare AB, "Ambea AB:s Årsstämma", Box 610, SE-182 16 Danderyd, Sweden, or by telephone +46 771 24 64 00 between 9.00 a.m. to 4.00 p.m. on weekdays. Shareholders who are physical persons may also make their notification via the company's webpage, www.ambea.se/investerare/. The notification must state the shareholder's name, personal identity number/registration number, shareholding, address, day time telephone number and information about the attendance of any assistants (maximum two) and, if applicable, information about any proxies.

Proxy

Shareholders represented by proxy must submit a dated power of attorney. If the power of attorney is executed by a legal person a certified copy of the certificate of registration or equivalent should be attached. The power of attorney and the certificate of registration may not be older than one year, however, the power of attorney may be older provided that the power of attorney according to its wording is valid for a longer period, however, not more than five years. The original power of attorney and the certificate of registration should be sent to the company at the above-mentioned address well in advance of the shareholders' meeting. A proxy form is available at the company's webpage www.ambea.se/investerare/ and will also be sent to shareholders who so request and state their postal address.

Nominee-registered shares

Shareholders whose shares are registered in the name of a nominee through a bank or a securities institution must re-register their shares in their own names in order to be entitled to attend the shareholders' meeting. Such registration, which may be temporary, must be duly effected in the share register maintained by Euroclear Sweden AB on Thursday 17 May 2018, and the shareholders must therefore advise their nominees well in advance of this date.

Number of shares and votes

As per the date of this notice there are a total of 67,616,556 shares outstanding in the company that entitle to one vote per share at the shareholders' meeting. The company currently holds 62,277 own shares, corresponding to 62,277 votes, which cannot be represented at the shareholders' meeting.

Proposed agenda

1. Opening of the annual shareholders' meeting
2. Appointment of chairman for the annual shareholders' meeting
3. Preparation and approval of the voting list

4. Approval of the agenda
5. Election of one or two persons who shall approve the minutes
6. Determination of whether the annual shareholders' meeting has been duly convened
7. Presentation by the CEO
8. Submission of the annual report and the auditors' report, as well as the consolidated financial statements and the auditors' report for the group
9. Resolution regarding the adoption of the income statement and the balance sheet, as well as the consolidated income statement and the consolidated balance sheet for the group
10. Resolution regarding allocation of the company's results in accordance with the adopted balance sheet
11. Resolution regarding discharge of the members of the board of directors and the CEO from liability
12. Determination of the number of members of the board of directors and the number of auditors
13. Determination of fees for members of the board of directors and auditors
14. Election of the members of the board of directors
15. Resolution on principles for the appointment of a nomination committee
16. Resolution on changes to the articles of association
17. Resolution on guidelines for remuneration to senior executives
18. Resolution regarding a long-term incentive program to senior executives in the form of warrants
19. Resolution regarding a long-term incentive program to certain employees in the form of a share savings plan
20. Resolution to authorise the board of directors to resolve to repurchase and transfer own shares
21. Resolution to authorise the board of directors to resolve on share issues
22. Closing of the annual shareholders' meeting

Nomination committee's proposals

Items 2, as well as 12-14 – Proposal for board composition, chairman, auditor, etc.

Ambea AB (publ)'s nomination committee, which consists of the chairman of the nomination committee Roger Hagborg (Actor SCA), Charlotta Faxén (Lannebo Fonder), Carl Gustafsson (Didner & Gerge Fonder AB), and the chairman of the board of directors Lena Hofsberger, proposes the following:

- that Charlotte Levin, member of the Swedish Bar Association, Advokatfirman Vinge, shall be appointed chairman of the annual shareholders' meeting (item 2).
- that the number of members of the board of directors as elected by the shareholders' meeting shall continue to be seven, with no deputy members, and that the number of auditors shall be one, with no deputy auditors (item 12).
- that the fees to the board of directors shall be paid in the total amount of SEK 2,945,000 for the time until the end of the next annual shareholders' meeting, with SEK 700,000 to the chairman of the board of directors and with SEK 290,000 to each of the other board members. Furthermore, the nomination committee proposes that SEK 110,000 shall be paid to the each chairman of the audit committee, remuneration committee and quality and sustainability committee, respectively, and that SEK 25,000 shall be paid to each of the other committee members (item 13).
- that fees to the auditor shall be paid in accordance with approved invoice (item 13).
- re-election of Lena Hofsberger, Ingrid Jonasson Blank, Anders Borg, Thomas Hofvenstam and Gunilla Rudebjer, and election of Lars Gatenbeck and Mikael Stöhr, as members of the board of

directors for the time until the end of the next annual shareholders' meeting. Lena Hofsberger is proposed to be re-elected as chairman of the board of directors. The current members of the board of directors Hans Arstad och Daniel Björklund have declined re-election (item 14).

- re-election of Ernst & Young AB as auditor, which is in accordance with the audit committee's recommendation. Should the nomination committee's proposal for auditor be adopted, Ernst & Young AB has announced that authorised public accountant Mikael Sjölander will be appointed auditor in charge (item 14).

Information about the proposed members of the board of directors

Lars Gatenbeck (b.1956) is a professional board member and advisor, mainly in companies within the health and social care sectors. He has a very long and solid background within the sectors and as a member of the board of directors of several publicly listed and privately owned companies, both Swedish and international. Lars was a member of the board of directors of Aleris AB during the period 2007-2014 and has, in addition thereto, among other things, been chairman of the board of directors of Memira, CellaVision, SweCare and Aerocrine. Lars has a MD and PhD from Karolinska Institutet. Today, Lars is a member of the board of directors of Tunstall Healthcare, Christian Berner Tech trade, DataFlow Group, Silvia Hemmet and Cancerföreningen; chairman of the board of directors of Akademikliniken, Life Medical Sweden and Life Equity Group AB; and deputy chairman of the board of directors of Industrifonden. Lars is independent both in relation to Ambea and the company's management and in relation to Ambea's larger shareholders. Neither Lars nor any closely related person to him owns any shares or other financial instruments in Ambea.

Mikael Stöhr (b.1970) has since 2013 been CEO of Coor Service Management. He has previously been CEO of Green Cargo AB and AxIndustries AB. Mikael has a long experience of managing service companies with a large number of employees spread over several units. He has experience from managing a publicly listed company and is a member of the board of directors of SJ AB. Mikael has a good understanding of working with tenders within the public sector and is well aware of how the cooperation between private companies and public operations works. Mikael has a degree in law and economy from Lunds Universitet. Mikael is independent both in relation to Ambea and the company's management and in relation to Ambea's larger shareholders. Neither Mikael nor any closely related person to him owns any shares or other financial instruments in Ambea.

The other members of the board of directors that are proposed for re-election until the end of the annual shareholders' meeting 2019 have been presented in the company's annual report as well as on the company's website.

Item 15 – Principles for the appointment of a nomination committee

The nomination committee proposes that the meeting resolves on essentially unchanged principles for the appointment of a nomination committee in accordance with the following.

Ahead of the annual shareholders' meeting 2019, the company's nomination committee shall be composed of the chairman of the board of directors and a representative for each of the three largest shareholders based on the shareholding in the company as of 31 August the year before the annual shareholders' meeting. Should one of the three largest shareholders refrain from appointing a representative to the nomination committee, the right shall pass to the shareholder that, excluding these three shareholders, has the largest shareholding in the company. The chairman of the board of directors shall convene the nomination committee. The member representing the largest

shareholder shall be appointed chairman of the nomination committee unless otherwise unanimously agreed by the nomination committee. The members of the nomination committee shall be announced no later than six months prior to the annual shareholders' meeting.

Should a change in ownership, which occurs after 31 August the year before the annual shareholders' meeting and not later than three months prior to the annual shareholders' meeting, entail that one or more of the shareholders that have appointed representatives to the nomination committee no longer are among the three largest shareholders, representatives appointed by these shareholders shall resign and the shareholders who then are among the three largest shareholders may appoint their representatives. Should a member resign from the nomination committee before its work is completed, and it is considered necessary, the shareholder who has appointed such representative should appoint a new member. If this shareholder no longer is one of the largest three shareholders, a new member shall be appointed in the above order. Shareholders who have appointed a representative to the nomination committee shall have the right to dismiss such member and appoint a new representative as a member of the nomination committee.

The nomination committee shall perform the duties of the nomination committee as set out in the Swedish Corporate Governance Code. The term of office for the nomination committee ends when a new nomination committee has been appointed. Remuneration shall not be paid to the members of the nomination committee. The Company shall pay any necessary expenses that the nomination committee may incur in its work.

Proposals from the board of directors

Item 10 – Resolution regarding the allocation of the company's results in accordance with the adopted balance sheet

The board of directors proposes a dividend to the shareholders of SEK 1.00 per share and that Friday, 25 May 2018 shall be the record date for dividend payments. If the annual shareholders' meeting resolves in accordance with the proposal, the dividend is expected to be made through Euroclear Sweden AB on Wednesday, 30 May 2018.

Item 16 – Resolution on changes to the articles of association

In order to facilitate the company holding shareholders' meetings in Solna where the company is headquartered, the board of directors proposes that item 12 § in the articles of association is changed so that shareholders' meetings, in addition to Stockholm, may be held in Solna. The proposed change entails that the heading "*Business at annual shareholders' meetings*" is changed to "Shareholders' meetings", and that the following addition is made to the current provision 12 § of the articles of association:

"Shareholders' meetings shall be held in Stockholm or Solna."

Item 17 – Resolution on guidelines for remuneration to senior executives

The board of directors proposes that the annual shareholders' meeting resolves to approve the essentially unchanged guidelines for remuneration to senior executives in accordance with the following.

Terms and remuneration for the management and general principles for remuneration

The company offers remuneration and salary that are in line with market practice and is based on one fixed and one variable part. Remuneration to the chief executive officer and other members of the management comprises fixed salary, variable remuneration and pension. "Management" refers

to the individuals who together with the chief executive officer constitute the group management. The division between fixed salary and variable remuneration is proportionate to the individual's level of responsibility and degree of authority. The variable remuneration is based on the financial performance of the group and the individual outcome is decided based on the fulfilment of individual quality and development targets.

The chief executive officer's annual variable remuneration is capped at SEK 3.5 million. Other members of the management team may receive an annual variable remuneration of up to an amount equal to a number of fixed monthly salaries, which for the group management lies within the interval of three to eight fixed monthly salaries.

From time to time, the board of directors proposes share-based long term incentive programs, which are then considered separately by the shareholders' meeting.

Members of management may receive other customary benefits, such as a company car, occupational healthcare, etc.

Pension obligations

The members of the management are entitled to pension benefits in the range of 20 to 30 percent of their respective salary, or in accordance with the applicable occupational pension plan or in accordance with collective bargaining agreements.

Agreements concerning pensions shall be based on premium based solutions and must be in accordance with the levels, practice, individual agreements and collective bargaining agreements applicable to the group.

Severance pay

Members of the management are entitled to a notice period of six months, if the employment is terminated by the employer, and six months, if the employment is terminated by the employee. Upon termination by the employer, members of the management are, in addition to their fixed monthly salary during the notice period, entitled to severance pay equal to an amount ranging from three to twelve months' fixed salary.

Under special circumstances, the board of directors may deviate from the above guidelines.

Item 18 – Resolution regarding a long-term incentive program to senior executives in the form of warrants

The board of directors proposes that the annual shareholders' meeting resolves to issue not more than 429,000 warrants to a subsidiary of the company for subsequent transfer within the scope of a long-term incentive program to senior executives. In total, the incentive program will be directed to not more than 13 individuals.

The incentive program entails that senior executives, who have entered into a pre-emption agreement with the company, are offered to acquire warrants at market value, calculated in accordance with the Black-Scholes valuation formulae.

Each warrant entitles the holder to subscribe for one new ordinary share in Ambea. The warrants have an exercise price per share corresponding to 115 percent of the average volume weighted price of the company's closing price 10 trading days following the annual shareholders' meeting

2018, however not less than SEK 75 per share. If, at the time of subscription of shares, the closing price, on the trading day immediately preceding the subscription, exceeds 200 percent of the exercise price, the exercise price shall be increased by the above mentioned price to the extent that it exceeds 200 percent of the exercise price.

Each warrant entitles to subscription of one new ordinary share in Ambea during two periods, both during two weeks from the day of publication of the interim report for the period 1 January – 31 March 2021 as well as during two weeks from the day of publication of the interim report for the period 1 January – 31 September 2021. However, subscription may not take place later than on 30 November 2021.

The price per warrant upon transfer to the participants shall be established by the company, or by an independent appraiser or auditor firm, as soon as possible after the exercise price has been established, and shall correspond to the market value of the warrant calculated in accordance with the Black-Scholes valuation formulae.

The complete terms and conditions for the warrants have been resolved by the board of directors and are available to the shareholders in accordance with the below.

The company has, in connection with the transfer of the warrants to the participants in the program, and with certain exceptions, reserved a pre-emption right regarding the warrants if the participant's employment or engagement within the group is terminated or if the participant wishes to transfer its warrants prior to the exercise period.

Allocation of warrants

Not more than 13 senior executives in the Ambea group shall, provided that they have entered into pre-emption agreements with Ambea, be entitled to acquire warrants up to the maximum number of warrants as set out below.

Position	Maximum number of warrants per participant of each category
CEO	90,000
CFO	60,000
Management group 1	45,000
Management group 2	18,000

Each participant may subscribe for its maximum number of warrants as set out above.

Effect on important key ratios and dilution

The company's profits per share is not affected by the warrant issue since the current value of exercise price is greater than the current market value of the company's share at the time of the issue.

Based on the number of shares in Ambea as of the date of the notice to the annual shareholders' meeting, the dilution effect of the warrant program will not exceed 0.63 percent.

Costs

The total cost for the incentive program is estimated not to exceed SEK 1 million during the term of the program.

The warrants will be transferred at market value and, therefore, no social security contributions will be incurred by the group in connection with the warrant issue.

The rationale for the incentive program

The rationale for the incentive program is to create opportunities to motivate and retain competent employees in the Ambea group as well as to align the targets of the participants with those of the company. The incentive program has been established as it is deemed desirable for senior executives within the Ambea group to be shareholders of the company. The board of directors considers that the implementation of the incentive program as described above is in the favour of the group and the shareholders in the company.

Preparation of the proposal

In accordance with guidelines provided by the board of directors, the incentive program has been prepared by the board of directors and its remuneration committee together with advisors, and has been reviewed at meetings of the board of directors in the beginning of 2018.

Item 19 – Resolution regarding a long-term incentive program to certain employees in the form of a share savings plan

The board of directors proposes that the annual shareholders' meeting resolves (i) to adopt a long-term incentive program in the form of a share savings plan to certain employees within the Ambea group who also are members of the Ambea Council and who are not invited to participate in the warrant program, (ii) to authorise the board of directors to resolve to repurchase its own shares in order for the company to be able to ensure delivery of shares under the program, and (iii) that shares acquired by the company on the base of the authorisation may be transferred free of charge to participants in the incentive program, in accordance with the items 19 (i)-(iii) below. The resolutions in accordance with items 19 (i-iii) shall be conditional upon each other and are therefore proposed to be adopted jointly.

Adoption of an incentive program (item 19 (i))

Summary of the program

The board of directors proposes that the annual shareholders' meeting resolves to adopt a long-term incentive program in the form of a share savings plan (the "**Plan**"). The Plan is proposed to include not more than 72 employees within the Ambea group. The participants in the Plan are required to invest in the group by acquiring shares in Ambea AB (publ) ("**Saving Shares**"). These Saving Shares may consist of shares already held in the company (directly or indirectly). The participants will thereafter be granted the opportunity to receive shares free of charge in accordance with the Plan, so called "**Performance Shares**", in accordance with the terms set out below.

Personal investment

In order to participate in the Plan, the participant must have made a personal investment through the acquisition of Saving Shares. The Saving Shares may consist of shares already held in the company (directly or indirectly), provided that the shares are not also used as a personal investment within the scope of the 2017 share based incentive program. For each Saving Share held under the Plan, the company will grant participants a right ("**Share Awards**"), meaning the right to receive up to two Performance Shares per Share Award free of charge, provided that certain conditions are fulfilled. Each participant is guaranteed an allocation of 667 Share Awards, but may receive up to 1,334 Share Awards, provided that the participant has made a personal investment in Saving Shares corresponding to an equivalent number.

Terms and conditions

A Share Award may be exercised provided that the participant, with certain exceptions, from the allotment date and up until and including the date of publication of the interim report for the period 1 January – 31 March 2021 (the “**Vesting Period**”), has kept its own original Saving Shares and that the participant, with certain exceptions, maintains its employment within the Ambea group.

In addition to the requirement for the participant’s maintained employment and a retained Saving Share investment in accordance with the above, certain performance based conditions have also been stipulated. A participant’s Share Awards entitle to Performance Shares if the development in the Ambea group’s quality index has been positive over the Vesting Period, and the number of Performance Shares that each Share Award entitles to is determined by Ambea’s annual growth within its operating results. If the highest level is reached, every participant receives two Performance Shares per Share Award. If the lowest level is reached the participants do not receive any Performance Shares. If the annual growth within Ambea’s operating results is in between the highest and the lowest level, a proportionate number of Performance Shares will be distributed to the participants.

The Share Awards

The Share Awards shall, in addition to what is set out above, be governed by the following terms and conditions:

- Share Awards are granted free of charge after the annual shareholders’ meeting 2018.
- Share Awards vest during the Vesting Period.
- Share Awards may not be transferred or pledged.
- Each Share Award entitles the participant to receive up to two Performance Shares free of charge after the end of the Vesting Period if the participant, with certain exceptions, at the time of the publication of the interim report for the period 1 January – 31 March 2021 still maintains its employment within the Ambea group and has retained its original Saving Shares.
- The Share Award will not be adjusted for dividends that have been paid on Ambea’s shares.

Preparation and administration

The board of directors, or the board of directors’ remuneration committee, shall be responsible for preparing the detailed terms and conditions of the Plan, in accordance with the above terms and conditions. In connection therewith, the board of directors shall be entitled to make adjustments to meet foreign regulations or market conditions. The board may also make other adjustments if significant changes in the Ambea group or its environment would result in a situation where the adopted terms and conditions of the Plan no longer serve their purpose.

Allotment of Performance Shares under the Plan

In order to ensure delivery of Performance Shares under the Plan, the board of directors proposes that the shareholders’ meeting resolves to authorise the board of directors to resolve on repurchases of shares in accordance with item 19 (ii). The repurchased shares will then be held by the company, after which the appropriate number of shares will subsequently be delivered to the participants in accordance with the Plan and the board of directors’ proposal according to item 19 (iii).

Scope and costs of the Plan

The Plan will be accounted for in accordance with IFRS 2 which entails that the Share Awards should be recorded as personnel expenses during the Vesting Period. The costs for the Plan is estimated to amount to approximately SEK 3.0 million, excluding social security costs, calculated in accordance with IFRS 2 based on the following assumptions: (i) a maximum allotment of 96,048 Performance Shares, (ii) a share price of SEK 60.30 (corresponding to the closing share price of the Ambea share on 12 April 2018 less the deduction for the proposed dividend of SEK 1,00 per share), (iii) an estimated annual turnover of personnel of 10 percent, (iv) that Ambea's aggregate quality index has been positive during the Vesting Period, and (v) that the annual growth within the operating results has reached the highest level and, thus, that each participant shall receive two Performance Shares per Share Award.

The costs for social security charges are estimated to approximately SEK 0.9 million, based on the above assumptions, and also assuming an annual share price increase of 10 percent during the term of the Plan and a social security tax rate of 31.42 percent.

In addition to what is set forth above, the costs for the Plan have been calculated based on that the Plan includes not more than 72 participants and that each participant participates with 667 Saving Shares.

Assuming that the highest outcome is reached for each Share Award, all participants have maintained their employment by the end of the Vesting Period, that all invested Saving Shares are retained under the Plan and that all conditions for allotment are fulfilled, the maximum cost of the Plan will be SEK 5.5 million in accordance with IFRS 2, and the social security cost will amount to approximately SEK 2.4 million, meaning in total SEK 7.9 million, assuming an annual share price increase of 10 percent during the term of the Plan.

Effect on key ratios and dilution

The annual cost of the Plan, including financing costs and social charges, is estimated to amount to approximately SEK 1.3 million under the above assumptions, which corresponds to 0.03 percent of Ambea's total personnel costs during the financial year 2017, including social charges.

The costs are expected to have a limited effect on Ambea's key ratios.

Based on the number of shares in Ambea as of the date of the notice to the annual shareholders' meeting, the dilution effect of the Plan will not exceed 0.14 percent.

The rationale for the proposal

The rationale for the Plan is to create conditions for motivating and retaining competent employees of the Ambea group as well as to align the targets of the employees with those of the company. The Plan has been designed based on the view that it is desirable that employees within the Ambea group who are members of the Ambea Council are shareholders in the company. Participation in the Plan requires that the participant must have made a personal investment through the acquisition of Saving Shares.

By offering Share Awards with possibility for allotment of Performance Shares which, inter alia, are based on the fulfillment of established performance conditions, the participants are rewarded for increased shareholder value. Further, the Plan rewards employees' continued loyalty and thereby long-term value growth in the company. Against this background, the board of directors is

of the opinion that the adoption of the Plan will have a positive effect on the Ambea group's future development and thus be beneficial for both the company and its shareholders.

Preparations of the proposal

In accordance with guidelines provided by the board of directors, the incentive program has been prepared by the board of directors and its remuneration committee together with advisors, and has been reviewed at meetings of the board of directors in the beginning of 2018.

The above proposal is supported by the company's larger shareholders.

Authorisation to resolve to repurchase own shares (item 19 (ii))

The board of directors proposes that the annual shareholders' meeting resolves to authorise the board of directors to, during the period until the annual shareholders' meeting 2019, on one or more occasions, repurchase own shares. The repurchases under the authorisation may not comprise more than 96,048 shares in the company. The acquisitions shall take place on Nasdaq Stockholm and may only take place at a price within the at any time registered price range, meaning the range between the highest purchase price and the lowest selling price. Payment for the shares shall be made in cash. The purpose of the proposed authorisation to repurchase own shares is to ensure delivery of Performance Shares under the Plan.

Transfer of own shares (item 19 (iii))

The board of directors proposes that the annual shareholders' meeting resolves that a maximum of 96,048 shares that the company acquires based on the authorisation to repurchase own shares in accordance with item 19 (ii) above, may be transferred free of charge to participants in the Plan in accordance with the adopted terms and conditions.

Item 20 – Resolution to authorise the board of directors to repurchase and transfer own shares

The board of directors proposes that the annual shareholders' meeting authorises the board of directors to, up until the next annual shareholders' meeting, on one or several occasions, resolve to purchase own shares so that the company's holding, at any given time, does not exceed 10 percent of the total number of shares in the company, including such shares that the company has acquired to be delivered to participants in the company's incentive program. The shares shall be purchased on Nasdaq Stockholm and may only be acquired to a price per share within the applicable share price range, i.e. the range between the highest purchase price and the lowest selling price.

The board of directors also proposes that the meeting authorises the board of directors, to, up until the next annual shareholders' meeting, on one or several occasions, resolve to transfer (sell) own shares. Transfers may be carried out on Nasdaq Stockholm at a price within the applicable price range, i.e. the range between the highest purchase price and the lowest selling price. Transfers may also be made in other ways, with or without preferential rights for the shareholders, against cash payment or against payment through set-off or in kind, or on other conditions. Upon such transfers outside Nasdaq Stockholm, the price shall be established so that it is not below market terms. However, a standard discount to the stock market price may be applied, in line with market practice. Transfers of own shares may be made in a number which does not exceed such number of shares that is held by the company at the time of the board of director's resolution regarding the transfer.

The purpose of the authorisations above is to give the board of directors an increased flexibility with regard to the company's capital structure as well as to enable acquisitions of companies and businesses where payment is made with own shares.

Item 21 – Resolution to authorise the board of directors to resolve on share issues

The board of directors proposes that the annual shareholders' meeting authorises the board of directors to, up until the next annual shareholders' meeting, on one or several occasions, resolve to increase the company's share capital by way of share issue to such an extent that it corresponds to a dilution which corresponds to 10 percent, based on the number of shares that are outstanding at the time of the annual shareholders' meeting's resolution on the authorisation, after full exercise of the hereby proposed authorisation.

New share issues may be made with or without deviation from the shareholders' preferential rights and with or without provisions for contribution in kind, set-off or other conditions. The purpose of the authorisation is to enable acquisitions of companies, businesses or parts thereof. Should the board of directors resolve on a share issue with deviation from the shareholders' preferential rights, the reason for such deviation must be to provide the company with new owners in connection with an acquisition, or, as an alternative, to procure capital for such acquisition. Upon such deviation from the shareholders' preferential rights, the share issue shall be made to market terms and conditions.

Majority requirements

Resolution in accordance with items 18 and 19 above requires approval of at least nine tenths (9/10) of the shares represented and votes cast at the shareholders' meeting. Resolution in accordance with items 16, 20 and 21 above requires approval of at least two thirds (2/3) of the shares represented and votes cast at the shareholders' meeting.

Complete proposals etc.

The shareholders are reminded of their right to require information in accordance with Chapter 7 Section 32 of the Swedish Companies Act. The annual report and the auditor's report for the financial year 2017, and other underlying documentation for resolutions, will be available to the shareholders for inspection at the company's office at Evenemangsgatan 21, SE-171 29 Solna, Sweden, and on the company's webpage www.ambea.se/investerare/, no later than three weeks before the annual shareholders' meeting. Moreover, the nomination committee's motivated statement will be available on the company's above address, as well as on the company's website, no later than four weeks before the annual shareholders' meeting. Copies of the documents will be sent to shareholders who so request and state their postal address.

This is an in-official translation of the Swedish original wording. In case of differences between the English translation and the Swedish original, the Swedish text shall prevail.

Stockholm, April 2018
Ambea AB (publ)
The board of directors