



Rejlers is one of the largest engineering consultancy firms in the Nordic region. Our 2,100 experts work with projects in the areas of Building and property, Energy, Industry and Infrastructure. At Rejlers, you will meet specialist engineers with the knowledge, cutting edge expertise and energy to achieve results. We are still experiencing rapid growth and can now be found in 80 locations in Sweden, Finland and Norway. Rejlers recorded revenue of SEK 1.9 billion in 2015 and its class B share is listed on NASDAQ Stockholm.

Press release
10-05-2016

Resolutions at the AGM of Rejlers on May 9th 2016

At the Annual General Meeting of Rejlers AB, the following resolutions were passed:

The AGM adopted the income statement and balance sheet as at 31 December 2015. The AGM discharged the Board of Directors and the CEO from liability for the financial year 2015.

Dividends

In accordance with the recommendation of the Board of Directors, the meeting resolved to pay a dividend of SEK 2.00 per share, regardless of class. The record date for entitlement to a dividend was determined as 11 May 2016 and payment from Euroclear Sweden AB is expected to take place starting on 16 May 2016.

Board of Directors

The AGM resolved that the Board of Directors should consist of six ordinary members with no deputies. The meeting re-elected Ivar Verner, Helena Nordman Knutson, Thord Wilkne, Jan Samuelsson and Peter Rejler and appointed Annika Steiber as a new director. Ivar Verner was re-elected as chair of the Board of the Directors.

Fees to members of the Board of Directors were determined at a total of SEK 1,170,000 (excluding remuneration for committee work), of which SEK 370,000,000 to be paid to the chair of the Board of Directors and SEK 200,000 to the other elected members not employed by the company.

The chair of the audit committee shall also receive SEK 80,000, the chair of the board's project and investment committee shall receive SEK 50,000, the members of the audit committee shall receive SEK 50,000 and members of the board's project and investment committee shall receive SEK 25,000.

Auditor

The auditing company Deloitte AB was appointed as auditor for a period of four years, with the certified auditor Birgitta Lööf as principal auditor. The auditor shall be paid in accordance with the agreement.

Resolution on amendment of the Articles of Association

In accordance with the proposal of the Board of Directors, the AGM resolved to amend § 7 of the Articles of Association. The new wording means that the appointment of the auditor shall apply until the end of the Annual General Meeting that is held in the fourth financial year following the appointment of the auditor. The previous

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wording was the appointment of the auditor would take place every third financial year after the appointment of the auditor.

Guidelines for the appointment of the Nomination Committee

The AGM resolved to update the principles for appointing the Nomination Committee in accordance with the proposal of the Board of Directors. In accordance with the updated instructions, the Nomination Committee shall consist of representatives for the three largest shareholders with voting rights on the last banking day in August of each year. The instruction shall apply until the resolution on amending the procedure for appointing the Nomination Committee has been made by the meeting.

Guidelines for remuneration of senior managers

The AGM resolved to adopt guidelines for the salaries and other remuneration to senior managers which principally mean that the total remuneration shall be reasonable and competitive. The benefits shall comprise a fixed salary, any variable remuneration and other customary benefits and pension. The variable salary may be based on the group's earnings growth, profitability or cash flow. The variable part in any year may not exceed 60 percent of the fixed salary. Retirement pension, sickness benefits and medical benefits shall be designed to reflect the rules and practices on the market. If possible, pensions should be defined contribution pensions. Other benefits may be provided for individual members or the entire group management and designed in accordance with market practice. These benefits must not constitute a significant portion of the total remuneration.

The Board of Directors shall be entitled to deviate from these guidelines for remuneration in individual cases and if there are specific reasons. In the event of such deviation, information about the deviation and the reason for it must be reported at the next AGM.

The guidelines are published in their entirety on the company's website, www.rejlers.com

Authorisation for the Board of Directors to decide on acquisition and transfer of own shares

The AGM resolved to authorise the Board of Directors to decide on the acquisition of the company's own shares in class B according to the following terms, in accordance with the proposal of the Board of Directors: acquisition must be made on Nasdaq Stockholm or in accordance with an offer of acquisition to all shareholders; acquisition may take place of a maximum of class B shares so that at any time the company's holding does not exceed ten (10) percent of all the shares in the company; acquisition on Nasdaq Stockholm may take place at price that falls within the registered price interval on the stock exchange at any time, which means the interval between the quoted maximum bid price and the lowest asking price; acquisition in accordance with the acquisition offer to all shareholders shall take place at a price that corresponds to the lowest market price at the time of the offer with a maximum deviation of twenty percent upwards; and acquisition may take place on one or more occasions during the period before the AGM 2017.

The AGM also resolved to authorise the Board of Directors to decide on the transfer of the company's own class B shares according to the following terms, in accordance with the proposal of the Board of Directors: transfer may only take place outside Nasdaq Stockholm; transfer may take place with or without preferential rights for shareholders and with or without provision in kind or right of offset; transfer may take place at a price in cash or value corresponding to the market price of the shares transferred at the time of transfer with the deviation that

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the Board of Directors deems to be appropriate, the number of class B shares that may be transferred shall not exceed ten percent of the total number of shares in the company; transfer in connection with acquisition of the company may take place at a market value assessed by the Board of Directors; and transfer may take place on one or more occasions during the period before the AGM 2017.

The purpose of the above authorisation regarding acquisition and transfer of the company's own class B shares is to enable financing of acquisition of operations by paying with the company's own shares and to be able to adapt the company's capital structure on an ongoing basis and thereby to contribute to increased shareholder value.

Authorisation for the Board of Directors to issue new shares

The AGM resolved to authorise the Board of Directors to decide to issue up to 600,000 class B shares during the period before the next AGM, on one or more occasions and with or without deviation from the shareholder's preferential rights. Payment must be made in cash, in kind, by offsetting or otherwise in accordance with the terms. If fully exercised, this authorisation represents a dilution of approximately 4.4 percent of the capital and approximately 2.4 percent of the votes. Deviation from the shareholders' preferential right shall take place in order, if necessary, to be able to strengthen the company's financial position and to enable the acquisition of a company or operations. In the event of deviation from the shareholders' preferential right and payment in kind, the issue price shall be as close as possible to the market value of the shares.

Additional information is available on the company's website, www.rejlers.com

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