

Press release
23-03-2017

NOTICE TO ATTEND THE ANNUAL GENERAL MEETING IN REJLERS AB

The shareholders in Rejlers AB (publ) (the "Company"), reg. no. 556349-8426, are hereby given notice to attend the annual general meeting at 5:00 PM on 24 April 2017 at Lindhagen konferenscenter, Lindhagensgatan 126, Stockholm. Registration for the meeting commences at 4:30 PM.

NOTICE

Shareholders wishing to participate at the meeting must be entered in the shareholders' register, kept by Euroclear Sweden AB (the Swedish Central Securities Depository & Clearing Organization), on Tuesday 18 April 2017 and notify the Company of their attendance and any assistant not later than on 18 April 2017; either in writing via letter to the Company: Årsstämman, Rejlers AB (publ), Box 30233, 104 25 Stockholm or alternatively by e-mail to: arsstamman@rejlers.se or by phone +46(0)73-440 41 63.

Notification shall include full name, personal identification number or corporate registration number, address and daytime telephone number and, where appropriate, information about representative, proxy and assistants. Same dates, address, etc. also applies when notifying about the number of assistants. The number of assistants may not be more than two. In order to facilitate entry to the meeting, notification should, where appropriate, be accompanied by powers of attorney, registration certificates and other documents of authority.

Personal data obtained from the share register kept by Euroclear Sweden AB, notices and attendance at the meeting and information on representatives, proxies and assistants will be used for registration, preparation of the voting list for the meeting and, where appropriate, the minutes of the meeting.

NOMINEE REGISTERED SHARES

Shareholders who have their shares registered in the name of a nominee must request temporary entry in the transcription of the share register kept by Euroclear Sweden AB in order to be entitled to participate at the meeting. The shareholder must inform the nominee well in advance of 18 April 2017, at which time the register entry must have been made.

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PROXY

A shareholder represented by proxy shall issue a power of attorney which shall be dated and signed by the shareholder. If issued by a legal entity, the power of attorney shall be accompanied by a certified copy of the registration certificate of the legal entity. Power of attorney forms for those shareholders wishing to participate by proxy are available on the Company's website www.rejlers.com/se. A copy of the power of attorney and, where applicable, the registration certificate should be sent by post well in advance of the annual general meeting to: Årsstämman, Rejlers AB (publ), Box 30233, 104 25 Stockholm or alternatively to: arsstamman@rejlers.se. The original version of the power of attorney shall also be presented at the meeting.

PROPOSED AGENDA

1. Opening of the meeting and election of chairman of the meeting
2. Election of one or two persons to attest the minutes
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Determination of whether the meeting has been duly convened
6. Submission and presentation of the annual report and the auditor's report as well as of the consolidated accounts and consolidated balance sheet
7. Resolutions regarding
 - a) approval of the profit and loss account and the balance sheet as well as of the consolidated profit and loss account and the consolidated balance sheet.
 - b) allocation of the Company's results in accordance with the adopted balance sheet
 - c) discharge from liability for the members of the board of directors and the managing director
8. Determination of the number of ordinary members and deputy members of the board of directors
9. Determination of the fees payable to the board of directors and the auditors
10. Election of ordinary members and deputy members of the board of directors
11. Resolution regarding principles for the appointment of a nomination committee
12. Resolution regarding amendment of articles of association

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13. Resolution regarding guidelines for remuneration to the senior executives
14. Resolution regarding authorization for the board of directors to acquire and sell treasury shares
15. Resolution to authorize the board of directors to resolve on new issue
16. Closing of the meeting

THE NOMINATION COMMITTEE'S PROPOSED RESOLUTIONS

The nomination committee, consisting of Kent Hägglund (representing Peter Rejler), Martina Rejler (representing Jan Rejler) and Johan Lannebo (representing Lannebo Fonder AB) has presented the following proposed resolutions.

Item 1. Election of chairman of the meeting

The nomination committee proposes Ivar Verner to be elected as chairman of the meeting.

Item 8. Determination of the number of ordinary members and deputy members of the board of directors

The board of directors today consists of six (6) ordinary members without deputy members. Employee representatives are not included above. The nomination committee proposes that the board of directors shall consist of six (6) ordinary members without deputy members until the end of the next annual general meeting.

Item 9. Determination of the fees payable to the board of directors and the auditors

The nomination committee proposes that the fees payable to the board of directors for the period until the end of the next annual general meeting unchanged shall amount to SEK 1,170,000, however, with an additional remuneration of at most SEK 370,000. The fee is allocated so that the chairman of the board of directors will receive SEK 370,000 and the remaining board members elected by the meeting and who are not employed in the Company will receive SEK 200,000 each. In the event that the position as vice-chairman during the period of mandate is established, an additional fee of maximum SEK 370,000 should be payable to the board.

For committee work it is proposed that a maximum of SEK 255,000 is allocated according to the following.

The nomination committee proposes that for the members in the board of directors' audit committee, the remuneration for the period of mandate will be allocated so that the chairman of the audit committee will receive SEK 80,000 and each of the other board members in the audit committee will receive SEK 50,000. For work in the board of directors' project-and investment committee it is proposed that the fee to its chairman will amount to SEK 50,000 and to other member to SEK 25,000.

The nomination committee proposes that the Company's auditor shall be paid in accordance with approved invoices.

Item 10. Election of ordinary members and deputy members of the board of directors

The nomination committee proposes the following ordinary board members until the end of the next annual general meeting: Ivar Verner, Helena Nordman-Knutson, Thord Wilkne, Jan Samuelsson, Peter Rejler and Annika Steiber. The nomination committee's proposal means re-election of all the board members. Furthermore, Ivar Verner is proposed to be re-elected as chairman of the board of directors. Involved trade unions have informed that present ordinary members of the board, Björn Lauber and Sten Petterson is re-elected until the end of the next annual general meeting and that Tore Gregorsson is appointed as deputy member. Information regarding the proposed board members' principal education and work experience, any work performed for the Company and any other significant professional commitments etc. is to be found in the nomination committees' statement available on the Company's website at www.rejlers.com/se.

Item 11. Proposal regarding principles for the appointment of a nomination committee

At the annual general meeting held in 2016 it was resolved to update the principles for the appointment of a nomination committee according to the proposal presented. The nomination committee proposes that the principles are adopted accordingly:

The nomination committee shall consist of representatives of the three largest shareholders by votes per the last banking day of August each year. It is proposed that the annual general meeting resolves to authorize the chairman of the board of directors to annually contact the three largest shareholders by votes, who will each elect a representative to the nomination committee for the period until the next annual general meeting has been held or, if necessary, until a new nomination committee has been appointed. When determining the three largest shareholders by votes, a group of shareholders shall be regarded as one owner provided that they have been grouped together in the Euroclear Sweden system. The chairman of the nomination committee shall be elected by the nomination committee. Should any of the three largest shareholders waive their right to appoint a member to the nomination committee, the right is transferred to the fourth largest shareholder and so on. Not more than three additional shareholders need to be contacted. If the nomination committee still does not consist of at least three members, the nomination committee may elect sufficient amount of members by itself. When a shareholder is contacted with a request of appointing a member in the nomination committee, the chairman of the board of directors shall lay down necessary administrative rules, such as a last reply date etc.

Should a member of the nomination committee resign before the work is concluded, and if deemed necessary, a replacement member shall be elected by the same shareholder that elected the resigned member or, if the shareholder does no longer represent the three largest shareholders, of the shareholder representing this group. The members of the nomination committee shall be elected in consideration of that the majority of the members of the nomination committee shall be independent in relation to the Company and the company management. In addition, the nomination committee shall observe what from time to time is stated in the Swedish corporate governance code. The members of the nomination committee shall not receive remuneration. Any costs incurred in connection with the work of the nomination committee shall be paid by the Company. The nomination committee has the right to, to the extent it finds necessary, at the Company's expense, hire external consultants within the scope of its assignment. The names of the members of the nomination committee shall be made public at the Company's website no later than six months before the annual general meeting.

THE BOARD OF DIRECTORS' PROPOSED RESOLUTIONS

Item 7 b. Allocation of the Company's results

The board of directors proposes that all of the Company's disposable profits, SEK 171,013,754, shall be carried forward to new account, consequently meaning that no dividend will be paid for the financial year of 2016.

Item 12. Proposal regarding amendment of articles of association

Regarding the board of director's proposal on resolution to authorize the board of directors to resolve on new share issues the board of directors proposes that the meeting resolves to amend the articles of associations item 4 and item 5 paragraph 1. The wording of item 4 is proposed to be amended from "The share capital shall at the minimum consist of SEK 10,000,000 and at the maximum of SEK 40,000,000." to "The share capital shall at the minimum consist of SEK 12,000,000 and at the maximum of SEK 48,000,000.".

The wording of item 5 paragraph 1 is proposed to be amended from "The aggregated lowest number of shares shall be 5,000,000 and the aggregated highest number of shares shall be 20,000,000. The shares may consist of class A shares and class B shares. Class A shares shall be able to be issued to a maximum number of 3,075,000, representing a number of votes per share at shareholders meeting of ten (10) votes each. Class B shares shall be able to be issued to a maximum number of 16,925,000, representing a number of votes per share at shareholders meeting of one (1) vote each." to "The aggregated lowest number of shares shall be 6,000,000 and the aggregated highest number of shares shall be 24,000,000. The shares may consist of class A shares and class B shares. Class A shares shall be able to be issued to a maximum number of 3,690,000, representing a number of votes per share at shareholders meeting of ten (10) votes each. Class B shares shall be able to be issued to a maximum number of 20,310,000, representing a number of votes per share at shareholders meeting of one (1) vote each.".

The resolution is valid only where approved by shareholders holding at least two-thirds of both the votes cast and the shares represented at the meeting.

Item 13. Proposal regarding guidelines for remuneration to the senior executives

The board of directors proposes that the general meeting resolve on the following guidelines for remuneration to the managing director and other senior executives.

The guidelines shall apply for remuneration to the managing director and other members of the Company's group management (the "Group Management").

The Company strives to offer a total remuneration that is fair and competitive and which thereby enables the Company to attract and retain qualified employees. The total remuneration, which varies depending on the performance of the individual and the group's performance, can consist of the components set forth below.

The basic salary composes the foundation of the remuneration. The salary shall be competitive and correspond to the responsibility which the work entails. The fixed salary shall be reviewed yearly. The variable salary can inter alia be based on the group's earnings growth, profitability and cash flow. The yearly variable salary can amount to maximum 60 per cent of the fixed salary. Retirement pension, health benefits and medical benefits shall reflect market rates. If possible, the pensions shall be premium-based. Other benefits can be provided to

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individual members or the whole Group Management and shall reflect market rates. These benefits shall not make up a substantial amount of the total remuneration.

A mutual notice period of twelve months applies between the Company and the managing director. A mutual notice period of six to twelve months applies between the Company and members of the Group Management. Upon termination from the Company, members of the Group Management are, besides from salary and other benefits during the notice period, entitled to redundancy payment equivalent to a maximum of twelve months payment. No redundancy payment will be payable upon own resignation.

The board of directors shall be able to deviate from the above proposed guidelines should there be special cause to do so in individual cases. If such deviation occurs, the board of directors shall give notice about the deviation and put forward the reasons for the deviation at the next annual general meeting.

Item 14. Proposal regarding authorization for the board of directors to acquire and sell treasury shares

Acquisition of treasury shares

The board of directors proposes that the annual general meeting authorize the board of directors of the Company to resolve to acquire Class B treasury shares in accordance with the following.

- I. Acquisition may be made on Nasdaq Stockholm or in accordance with a tender offer to all of the shareholders.
- II. Acquisition of Class B shares may not result in the total holding of treasury shares, at any time, exceeding ten (10) per cent of all shares in the Company.
- III. Acquisition of Class B shares on Nasdaq Stockholm may only be effected at a price within the currently effective registered price interval on Nasdaq Stockholm, meaning the price interval between the highest bid and the lowest ask price.
- IV. Acquisition in accordance with a tender offer according to point I above shall be effected at a price corresponding to at least the share price at the time of the offer with a maximum upward divergence of twenty (20) per cent.
- V. The authorization may be used on one or several occasions, however, only until the 2018 annual general meeting.

Sales of bought-back shares

Furthermore, the board of directors proposes that the annual general meeting authorize the board of directors to resolve to sell bought-back shares of Class B in accordance with the following.

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Rejlers is one of the largest engineering consultancy firms in the Nordic region. Our 2,000 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 2.3 billion in 2016 and its class B share is listed on NASDAQ Stockholm.

- I. Sales of Class B shares may only take place outside Nasdaq Stockholm, with or without deviation from the shareholders' preferential rights and with or without payment in kind or payment by way of set-off. Such sales may be made at a price in cash or value of obtained property corresponding to the price for the sold Company shares at the time of the sale, with the divergence found reasonable by the board of directors.
- II. The number of Class B shares that may be sold should not amount to more than ten (10) per cent of the total number of shares in the Company.
- III. Sales in connection with company acquisitions may be made at a market value as decided by the board of directors.
- IV. The authorization may be used on one or several occasions, however, only until the 2018 annual general meeting.

The purpose of the authorization to acquire and sell Class B treasury shares is to finance the acquisition of operations through payment with treasury shares and to continuously adapt the Company's capital structure and thereby contribute to an increase in value for shareholders.

The resolution is valid only where approved by shareholders holding at least two-thirds of both the votes cast and the shares represented at the meeting.

Item 15. Resolution to authorize the board of directors to resolve on new issues

The board of directors proposes that the shareholders' meeting resolves to authorize the board of directors to, with or without deviation from the shareholder's preferential rights, resolve on issuance of maximum 600,000 new Class B shares, at one or more occasions until the next annual general meeting. Payment shall be able to be made by cash, in kind, set-off and may otherwise be conditional. In the event of full utilization; this authorization is equivalent to a dilution of around 4.4 per cent of the capital and around 2.5 per cent of the votes. It is noted that the dilution is estimated before the ongoing rights issue. Deviation from the shareholders' preferential rights shall be allowed in order to, when necessary, enable to strengthen the financial position of the Company and to enable acquisitions of companies or businesses. Upon deviation from the shareholders' preferential rights and payment in kind the subscription price shall be as close to the market value of the shares as possible.

The board of directors, the managing director, or the one that the board of directors appoint shall have the right to make small adjustments in the decision that can be deemed necessary in connection to registration.

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Rejlers is one of the largest engineering consultancy firms in the Nordic region. Our 2,000 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 2.3 billion in 2016 and its class B share is listed on NASDAQ Stockholm.

The resolution is valid only where approved by shareholders holding at least two-thirds of both the votes cast and the shares represented at the meeting.

OTHER INFORMATION

At the time of the notice, the number of shares in the Company is 12,921,721 and the number of votes in the Company is 24,182,971 divided into 1,251,250 Class A shares and 11,670,471 Class B shares. The Company does not own any of its own shares.

SHAREHOLDERS' RIGHT TO REQUEST INFORMATION

Pursuant to Chapter 7 section 32 and section 57 of the Swedish Companies Act (Sw. aktiebolagslagen) the board of directors and the managing director are under a duty to, if any shareholder so requests and the board of directors deems that it can be made without substantial damage to the Company, at the meeting provide information regarding circumstances which may affect the assessment of a matter on the agenda and circumstances which may affect the assessment of the Company's economic situation. Such duty to provide information also comprises the Company's relation to the other group companies, the consolidated accounts and such circumstances regarding subsidiaries which are set out in the foregoing sentence.

DOCUMENTATION

The accounts, auditor's report (items 6-7), comprehensive proposals pursuant to items 12-15, the board of directors report pursuant to Chapter 19 Section 22 of the Swedish Companies Act and the auditor's referred report pursuant to Chapter 8 Section 54 of the Swedish Companies Act will be kept available at the Company's office not later than three weeks before the meeting and will be sent free of charge to shareholders who so request and state their postal address. The documents will also be available on the Company's website www.rejlers.com/se. All the above mentioned documents will also be presented at the shareholders' meeting.

Stockholm, March 2017

The board of directors

For further information:

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