

Press release  
24-04-2017

# Resolutions at the AGM of Rejlers on April 24<sup>th</sup> 2017

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

**Adoption of the balance sheet and income statement, disposition regarding the company's results and discharge from liability**

The AGM adopted the company's balance sheet and income statement and consolidated income statement and consolidated balance sheet. The AGM resolved that no dividends shall be paid for the financial year of 2016. The AGM further resolved to allocate the company's result in accordance with the board of directors proposal and that the company's disposable profits of SEK 171,013,754 shall be carried forward to new account. The AGM also discharged the board members and the CEO from liability for the financial year of 2016.

#### **Election of board members**

The AGM resolved that the board of directors shall consist of six board members without deputies.

The AGM re-elected the current board members Ivar Verner, Helena Nordman-Knutson, Thord Wilkne, Jan Samuelsson, Peter Rejler and Annika Steiber as board members. Ivar Verner was re-elected as chairman of the board of directors.

#### **Remuneration to the board of directors and auditor**

The AGM resolved that remuneration to the board of directors for the period until the end of the next annual general meeting shall be paid with SEK 1,170,000, however, with an additional remuneration of at most SEK 370,000. The remuneration 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. It was also resolved that in the event that the position as vice-chairman during the period of mandate is established, an additional remuneration of maximum SEK 370,000 should be payable to the board.

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It was further resolved that remuneration for committee work for the future period of mandate shall be paid with SEK 255,000 allocated according to the following: the chairman of the audit committee will receive SEK 80,000 and each of the other members in the audit committee will receive SEK 50,000. The chairman of the board of directors' project-and investment committee will receive SEK 50,000 and other member in the board of directors' project-and investment committee will receive SEK 25,000.

It was resolved that remuneration to the Company's auditor will be paid in accordance with approved invoices.

#### **Resolution regarding principles for the appointment of a nomination committee**

The AGM resolved on principles for the appointment of a nomination committee in accordance with the nomination committee's proposal.

#### **Resolution on amendment of the articles of association**

The AGM resolved in accordance with the proposal of the board of directors to amend the articles of association § 4 and § 5 paragraph 1. The amendment means that the limits of the share capital is amended to at the minimum consist of SEK 12,000,000 and at the maximum of SEK 48,000,000, and that the limits for the number of shares is amended so that the aggregated lowest number of shares shall be 6,000,000 and the aggregated highest number of shares shall be 24,000,000. Shares of class A shall through the amendment be able to be issued to a maximum number of 3,690,000 and shares of class B shall be able to be issued to a maximum number of 20,310,000.

#### **Resolution regarding guidelines for remuneration to senior executives**

The AGM resolved to adopt guidelines for remuneration to senior executives in accordance with the board of directors' proposal.

#### **Authorization for the board of directors to resolve on acquisition and sell of treasury shares**

The AGM resolved to authorize the board of directors to resolve to acquire Class B treasury shares according to the following terms, in accordance with the proposal from the board of directors: acquisition may be made on Nasdaq Stockholm or in accordance with an offer of acquisition to all of the shareholders, 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, 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, acquisition in accordance with an offer of acquisition to all of the shareholders 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. The authorization may be used on one or several occasions, however, only until the 2018 annual general meeting.

The AGM further resolved to authorize the board of directors to decide on transfer of the company's own class B shares according to the following terms: transfers of Class B shares may only take place outside Nasdaq Stockholm, with or without deviation from the shareholders' preferential rights and with or without provision in kind or right of set-off. Such transfer may take place at a price in cash or value of obtained property that corresponds to the market price of the shares transferred at the time of transfer with the deviation that the Board of Directors deems to be appropriate, the number of Class B shares that may be transferred should not amount to more than ten (10) per cent of the total number of shares in the company, transfers in connection

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with company acquisitions may be made at a market value as assessed by the board of directors. The authorization may be used on one or several occasions, however, only until the 2018 annual general meeting.

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. If fully exercised, the authorisation represents a dilution of approximately 3.2 percent of the capital and approximately 1.7 percent of the votes.

Additional information is available on the company's website, [www.rejlers.com/se](http://www.rejlers.com/se).

#### **For further information:**

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