



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 can be found in 80 locations in Sweden, Finland and Norway. Rejlers recorded revenue of SEK 2.5 billion in 2017 and its class B share is listed on Nasdaq Stockholm.

Press release
09-04-2018

Welcome to the Annual General Meeting of Rejlers 2018

The shareholders of Rejlers AB (publ) ("the Company"), 556349-8426, are hereby summoned to the Annual General Meeting of Shareholders on 7 May 2018 at 5:00 p.m. at the Lindhagen Conference Centre, Lindhagensgatan 126 in Stockholm, Sweden. Arrival registration for the meeting begins at 4:30 p.m.

Registration

Shareholders who want to participate in the meeting must be entered as owners in the share register kept by Euroclear Sweden AB on 30 April 2018 and must have registered their participation in the meeting with the Company no later than 30 April 2018, either in writing to the Company to: Annual General Meeting, Rejlers AB (publ), Box 30233, SE-104 25 Stockholm, Sweden or alternatively to: arsstamman@rejlers.se or tel. +46 (0)73-440 41 63.

When registering, complete name, personal or corporate ID number, address, daytime phone number and, where applicable, information on deputies, representatives and assistants must be provided. For the registration of the number of assistants, the same dates and addresses, etc. apply. The number of assistants is limited to two. To facilitate entry to the meeting, the registration, where appropriate, should be accompanied by authorisations, registration certificates and other qualifying documents.

Personal data obtained from the share register kept by Euroclear Sweden AB, the registration and participation in the meeting and information on deputies, representatives and assistants will be used for registration, preparation of the voting list for the meeting and, where applicable, the minutes of the meeting.

Shares registered with nominees

In order to have a right to participate in the meeting, shareholders who have had their shares registered with a nominee must request to temporarily be entered in the share register kept by Euroclear Sweden AB. The shareholder must notify the nominee hereof well in advance of 30 April 2018, at which time the entry must have been made.

Representatives

Shareholders represented by representatives must issue a written and dated proxy for the representative. If a proxy is issued by a legal entity, a certified copy of the registration certificate for the legal entity must be attached. Proxy forms for shareholders who want to participate in the meeting through a representative are on the Company's website www.rejlers.com/se. Well in advance of the meeting, a copy of the proxy and any

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registration certificates should be sent to: Annual General Meeting, Rejlers AB (publ), Box 30233, SE-104 25 Stockholm, Sweden or alternatively to: arsstamman@rejlers.se. The original proxy must also be presented at the meeting.

Proposed agenda

1. Opening of the meeting and election of the meeting chairman
2. Election of one or two persons to verify the minutes
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Review of whether the meeting has been duly convened
6. Submission of the annual report, auditor's report, consolidated income statement and consolidated balance sheet.
7. Resolutions on
 - a. adoption of the income statement and balance sheet and consolidated income statement and consolidated balance sheet
 - b. the appropriation of the Company's profit as per the adopted balance sheet
 - c. discharge from liability for Board members and the President
8. Determination of the number of Board members and deputy Board members
9. Determination of remuneration of the Board and auditors
10. Election of Board members and deputy Board members
11. Resolution on the principles for the appointment of the Nomination Committee
12. Resolution on guidelines for remuneration of senior executives
13. Resolution on authorisation for the Board of Directors to decide on acquisition and transfer of own shares
14. Resolution on authorisation for the Board of Directors to decide on new share issues
15. The meeting is closed

Nomination Committee's resolution proposals

The Nomination Committee, consisting of Kent Hägglund (representing Peter Rejler), Martina Rejler (representing Jan Rejler) and Johan Lannebo (representing Lannebo Fonder AB) have presented the following resolution proposals.

Item 1 Election of the meeting chairman

The Nomination Committee proposes that Ivar Verner be elected the chairman of the meeting.

Item 8 Determination of the number of Board members and deputy Board members

The Board of Directors currently consists of six (6) ordinary members without deputies. Employee representatives have not been included in this number. The Nomination Committee proposes that the Board of Directors shall consist of five (5) ordinary members without deputies for the period until the end of the next Annual General Meeting.

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Item 9 Determination of remuneration of the Board and auditors

The Nomination Committee proposes that the remuneration of the Board of Directors for the upcoming mandate period shall be payable in an amount of SEK 1,390,000. The remuneration is distributed so that the Chairman of the Board shall receive SEK 400,000, the Vice Chairman SEK 300,000 and other meeting-elected members who are not employees of the Company shall receive SEK 230,000 each.

For committee work, it is proposed that a maximum of SEK 220,000 be allocated and distributed as follows:

For members of the Board's Audit Committee, the Nomination Committee proposes that remuneration for the mandate period shall be payable in an amount of SEK 100,000 to the Audit Committee chairman and SEK 60,000 to each of the other Board members on the Audit Committee.

The Project and Investment Committee is proposed to be dissolved.

The Nomination Committee proposes that the remuneration of the Company's auditor be paid in accordance with the approved invoice.

Item 10 Election of Board members and deputy Board members

The Nomination Committee proposes that the General Meeting shall re-elect Board members Jan Samuelsson, Annika Steiber and Peter Rejler.

Thord Wilkne, Ivar Verner and Helena Nordman-Knutson have declined re-election. The Nomination Committee also proposes that the General Meeting elect Peter Rejler as the Chairman of the Board and Jan Samuelsson as the Vice Chairman.

The Nomination Committee proposes Helena Levander and Patrik Boman as new members.

Helena Levander (born 1957) is a graduate in economics with a specialisation in finance and financial management. Since 1984, she has had a number of different roles in the Swedish finance market. Since 2000, Helena has specialised in corporate governance issues and that same year started Nordic Investor Services, a consulting firm in corporate governance. In parallel with the development of Nordic Investor Services, Helena began a career in board work in 2003 and today has 15 years' experience as a board member for various companies. Today, Helena works as the chairman of the board and principal owner of Nordic Investor Services AB. Helena has held management positions in several Nordic consulting companies.

Patrik Boman (born 1964) holds a Bachelor of Science in economics from Stockholm University with further management training in consulting management from the KTH Royal Institute of Technology. Since earning his degree in 1990, he has held a number of different positions in the IT/telecom industry. Patrik has more than 15 years' experience of managing companies, both in the role as President and a member of company boards. In his career, Patrik has worked in the Nordic market and also possesses extensive experience in managing international assignments. Since 2014, Patrik has worked as the President and CEO of the Dynamant Group.

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Information on the proposed Board members' main education and professional experience, assignments in the Company and other significant assignments, etc. is available in the Nomination Committee's reasoned statement on the Company's website www.rejlers.com/se.

Union organisations concerned have announced that the current ordinary members Björn Lauber and Sten Pettersson will remain for the next mandate period and that Tore Gregorsson is being appointed as a deputy member.

Item 11 Proposed resolution on the principles for the appointment of the Nomination Committee

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. It is proposed that the Annual General Meeting resolve to provide a mandate to the Chairman of the Board to annually contact the three largest shareholders by votes, which each appoint a representative to the Nomination Committee for the period until the next Annual General Meeting has been held or when necessary until a new Nomination Committee has been appointed. In the assessment of who constitutes the three largest owners by votes, a group of shareholders is considered to constitute an owner if they have been grouped as an owner in the Euroclear system.

The Nomination Committee's chairman shall be appointed by the Nomination Committee. If any of the three largest shareholders by votes chooses to refrain from its right to appoint a representative to the Nomination Committee, the right is transferred to the fourth largest shareholder by votes, and so on. More than three additional owners need not be contacted. If the Nomination Committee nonetheless does not consist of at least three members, the Nomination Committee can itself appoint an adequate number of members. When shareholders are contacted with a request regarding appointment of a member to the Nomination Committee, the Chairman of the Board shall set up requisite rules of order, such as the latest response date, etc.

If a member withdraws from the Nomination Committee early, if deemed necessary, a replacement shall be appointed by the same shareholder who appointed the member who withdrew or, if this shareholder is no longer among the three largest shareholders by votes, by the shareholder that belongs to this group. The aforementioned persons shall be appointed considering that a majority of the Nomination Committee's members shall be independent in relation to the Company and Company management.

Otherwise, that which applies at any time according to the Swedish Corporate Governance Code shall apply to the Nomination Committee. The Nomination Committee's members shall not receive remuneration. Potential expenses that arise in connection with the Nomination Committee's work shall be paid by the Company. The Nomination Committee has the right to engage external consultants in the scope of its assignment insofar as it finds it necessary.

No later than six months before the Annual General Meeting, the names of the members of the Nomination Committee shall be made public on the Company's website.

Board of Directors' resolution proposals

Item 7 b) Appropriation of the Company's profit

The Board of Directors proposes that, of the funds at the disposal of the Annual General Meeting in an amount of

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SEK 347,881,262, a total of SEK 9,043,955 be paid to the shareholders in dividends, of which a total of SEK 874,625 be paid to holders of Class A shares and SEK 8,169,330 be paid to holders of Class B shares, and that the remaining SEK 338,837,308 be carried forward. Accordingly, a dividend is proposed of SEK 0.50 per share, regardless of class. As the record date for receipt of the dividend, 9 May is proposed. With this record date, the dividend is estimated to be paid through the care of Euroclear Sweden AB on 15 May.

Item 12 Proposed resolution on guidelines for remuneration of senior executives

The Board proposes that the General Meeting adopt the following guidelines for the remuneration of the President and other senior executives with the following wording:

The guidelines shall apply for remuneration of the President and other members of the Company's Group management ("Group management").

The Company strives to offer a total remuneration that is reasonable and competitive and thereby manages to attract and retain qualified employees. The total compensation, which varies in relation to the individual's and the Group's performance, may consist of the components stated below.

Fixed salary constitutes the basis for the total remuneration. The salary shall be competitive and reflect the responsibility that the work entails. The fixed salary is revised annually. 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 per cent 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 may not constitute a significant portion of the total remuneration.

The Company and the President are subject to a mutual 12-month period of notice. The Company and other members of Group management are subject to a mutual 6- to 12-month period of notice. In the event of termination by the Company, members of Group management are entitled to severance pay equivalent to a maximum of 12 months' salary in addition to salary and other employment benefits during the period of notice. No severance pay is payable in the event of resignation.

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.

Item 13 Proposed resolution on authorisation for the Board of Directors to decide on acquisition and transfer of own shares

Acquisition of own shares

The Board of Directors proposes that the Annual General Meeting authorise the Company's Board to decide on the acquisition of own Class B shares as follows.

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- I. Acquisition may take place on Nasdaq Stockholm or in accordance with an acquisition offer to all shareholders.
- II. Acquisitions may take place of a maximum number of Class B shares such that the own holdings do not at any time exceed 10 per cent of all shares in the Company.
- III. Acquisitions of Class B shares on Nasdaq Stockholm may only take place at a price within the price interval registered at all times on Nasdaq Stockholm, which refers to the interval between the listed highest buy price and lowest sell price.
- IV. Acquisitions in accordance with an acquisition offer as per item I above shall take place at a price corresponding to the market price at the time of the offering at the lowest with a maximum deviation of a 20 per cent increase.
- V. This authorisation may be used on one or more occasions, although until the 2019 AGM at the longest.

Transfer of own shares

The Board of Directors also proposes that the Annual General Meeting authorise the Board to decide on the transfer of own Class B shares as follows.

- I. Transfer of Class B shares may only take place outside Nasdaq Stockholm, with or without preferential rights for the shareholders and with or without provisions in kind or a right of offset. Such transfer may take place at a price in money or value on received property that matches the market price at the time of the transfer on the shares transferred with the deviation that the Board finds suitable.
- II. The number of Class B shares that may be transferred shall amount to a maximum of 10 per cent of the total number of shares in the Company.
- III. Transfer in connection with business acquisition may take place at a market value assessed by the Board of Directors.
- IV. This authorisation may be used on one or more occasions, although until the 2019 AGM at the longest.

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.

For a valid resolution, it is required that it is supported by shareholders with at least two thirds of both the votes placed and the shares represented at the meeting.

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Item 14 Proposed resolution on authorisation for the Board of Directors to decide on new share issues

The Board of Directors proposes that the AGM resolve to authorise the Board of Directors until the next AGM to decide to issue Class B shares, on one or more occasions and with or without deviation from the shareholder's preferential rights, totalling a maximum of 600,000 Class B shares. Payment shall be able to be made in cash, in kind, by offset or otherwise in accordance with the terms. If fully exercised, this authorisation represents a dilution of approximately 3.2 percent of the capital and approximately 1.7 percent of the votes.

Deviation from the shareholders' preferential right shall be able to 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.

The Board of Directors, the President, or the person appointed by the Board, shall have the right to make the minor adjustments in the decision that may prove necessary in connection with registration.

For a valid resolution, it is required that it is supported by shareholders with at least two thirds of both the votes placed and the shares represented at the meeting.

Other information

At the time of the convening notice, the number of shares in the Company is 18,087,909 and the number of votes in the Company amount to 33,831,159 distributed over 17,492,500 Class A shares and 16,338,659 Class B shares. The Company holds no own shares.

Shareholder's right to request information

Pursuant to Chapter 7, Sections 32 and 57 of the Swedish Companies Act, if a shareholder requests it and the Board considers that it may be done without material harm to the Company, the Board and President, shall provide information at the General Meeting regarding circumstances that may affect the assessment of a matter on the agenda and conditions that may affect the assessment of the Company's financial situation. The disclosure requirement also covers the Company's relationship to another Group company, the consolidated financial statements and such relationships concerning subsidiaries as referred to in the previous sentence.

Documents

Report documents and the auditor's report (items 6-7), complete resolution proposals as per items 12-15, the Board's statement as per Chapter 19, Section 22 of the Swedish Companies Act and the auditor's statement as per Chapter 8, Section 54 of the Swedish Companies Act will be made available at the Company's offices no later than three weeks prior to the meeting and sent free of charge to the shareholder who requests it and provides his/her postal address. The documents will also be available on the Company's website www.rejlers.com/se. All of the aforementioned documents will also be presented at the meeting.

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Stockholm, April 2018

Board of Directors

For more information, please contact:

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