



Press release, February 6, 2015

Notice of extraordinary general meeting

The shareholders of Eniro AB (publ), reg. no. 556588-0936, are hereby given notice of an extraordinary general meeting of the shareholders of the company to be convened for Monday, 9 March 2015, at 8.00 a.m. (CET) at the head office of the company, Gustav III:s Boulevard 40, Solna, Sweden. The premises will open at 7.30 a.m. (CET).

Right to attend and notification to the company

Shareholders who wish to participate in the extraordinary general meeting must: firstly, be recorded on the share register maintained by Euroclear Sweden AB on Tuesday, 3 March 2015, and secondly, give notice of attendance to the company by no later than 4.00 p.m. (CET) on Tuesday, 3 March 2015.

Notice of attendance can be given in writing to the address Eniro's Extraordinary General Meeting, Box 7832, SE-103 98 Stockholm, Sweden; by telephone +46 (0)8 402 90 44 on weekdays between 9.00 a.m. and 4 p.m. (CET); or on the company's website, www.enirogroup.com (private individuals only). When giving notice of attendance, please state your name/company name, social security number/corporate registration number, address, telephone number during office hours and, where relevant, the number of accompanying persons.

Shareholding in the name of a nominee

To be entitled to participate in the general meeting, those whose shares are registered in the name of a nominee must, through the nominee, re-register the shares in their own name so that he or she is entered on the share register maintained by Euroclear Sweden AB on Tuesday, 3 March 2015. Such registration may be made temporarily.

Proxies and proxy form

Those not attending the general meeting in person may exercise their rights at the general meeting through a proxy in possession of a written, signed and dated proxy form. A template proxy form is available on the company's website, www.enirogroup.com. The template proxy form can also be obtained from the company or can be ordered by telephone (as above). A proxy form issued by a legal entity must be accompanied by a copy of the legal entity's certificate of registration or equivalent document of authority. To facilitate registration at the general meeting, proxy forms, certificates of registration and other documents of authority should be submitted to the company at the address above by no later than Tuesday, 3 March 2015.

Please note that a separate notice of participation in the general meeting must be given to the company even where a shareholder wishes to be represented by proxy. Submission of a proxy form is not valid notice of participation in the general meeting.

Information about the number of shares and votes

As at the date of this notice, the total number of shares in the Company is 102,880,740, consisting of 101,880,740 ordinary shares and 1,000,000 preference shares, representing a total of 101,980,740 votes. At the same time, the company holds 1,703,266 ordinary treasury shares that cannot be represented at the general meeting.

Shareholders' rights to request information

At the general meeting, a shareholder may request that the Board of Directors and the CEO provide information in accordance with Chapter 7 Section 32 of the Swedish Companies Act.

Proposed agenda

1. Opening of the general meeting
2. Election of chairman of the general meeting
3. Preparation and approval of voting register
4. Approval of the agenda
5. Election of two persons to check the minutes of the general meeting
6. Determination of whether the general meeting has been duly convened
7. Resolutions regarding the issue of ordinary shares, with pre-emption rights for shareholders of ordinary shares, and the issue of convertible bonds, with derogation of shareholders' pre-emption rights:
 - A. The Board of Directors' proposal to amend § 4, first paragraph, of the Articles of Association
 - B. The Board of Directors' proposal to reduce the share capital
 - C. The Board of Directors' proposal to amend § 4, first paragraph, and § 5 of the Articles of Association
 - D. The Board of Directors' proposal to approve the Board of Directors' resolution on an issue of new ordinary shares
 - E. The Board of Directors' proposal to approve a bonus issue
 - F. The Board of Directors' proposal to approve the Board of Directors' resolution on an issue of convertible bonds
8. Closing of the general meeting

Election of chairman of the general meeting (Item 2)

Dick Lundqvist, Attorney at Law, is proposed as chairman of the general meeting.

The Board of Directors' proposals for resolutions in connection with the issue of ordinary shares with pre-emption rights for shareholders of ordinary shares, and the issue of convertible bonds, with derogation of the shareholders' pre-emption rights (item 7)

Information regarding the Board of Directors' proposal under Item 7

On 5 February 2015, the Board of Directors resolved an issue of ordinary shares with pre-emption rights for shareholders of ordinary shares, and an issue of convertible bonds, with derogation of the shareholders' pre-emption rights, both issues to be subject to shareholder approval by the general meeting. The Board's resolutions require further shareholder resolutions to be passed at the general meeting in respect of a share capital reduction, a bonus issue and amendments to the Articles of Association in relation to share capital limits and number of shares. The resolutions under this Item 7 are therefore to be considered as one proposal to be approved together in one resolution of the general meeting.

7A The Board of Directors' proposal to amend § 4, first paragraph, of the Articles of Association

In order to enable the share capital reduction as proposed under Item 7B, the Board of Directors proposes that the general meeting resolves that the share capital limits in § 4, first paragraph, of the Articles of Association be amended as follows:

§ 4 Share capital

The share capital shall amount to no less than 50,000,000 SEK and no more than 200,000,000 SEK.

The Board of Directors, the CEO, or anyone appointed by the Board of Directors or the CEO, shall be authorised to make such minor amendments to the above resolution as may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB or due to other formal requirements.

7B The Board of Directors' proposal to reduce the share capital

The Board of Directors proposes that the general meeting resolves a reduction of the company's share capital by SEK 257,201,850. The reduction shall be effected without cancellation of shares. The reduction amount shall be allocated as non-restricted equity. The reduction is made in order to reduce the principal value of the shares to facilitate the rights issue to be resolved in accordance with item 7D. Following the reduction, the company's share capital will amount to SEK 51,440,370 divided between 102,880,740 shares in total (prior to the new issue of ordinary shares), each share having a quotient value of SEK 0.50.

The reduction is subject to the amendment to the Articles of Association in accordance with Item 7A above.

The Board of Directors' statement pursuant to Chapter 20 Section 13, fourth paragraph of the Swedish Companies Act

The effect of the Board of Directors' proposal is that the company's share capital is reduced by SEK 257,201,850, from SEK 308,642,220 to SEK 51,440,370. The new issue, pursuant to Item 7D, together with the bonus issue pursuant to Item 7E, results in an increase in the share capital by at least SEK 257,201,850. By simultaneously carrying out a new issue and a bonus issue, which increases the share capital by no less than the reduction amount, the company may execute the reduction without approval from the Swedish Companies Registration Office or public court, since the measures taken together do not result in a decrease in the company's restricted equity or share capital

The Board of Directors, the CEO, or anyone appointed by the Board of Directors or the CEO, shall be authorised to make such minor amendments to the above resolution as may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB or due to other formal requirements.

7C The Board of Directors' proposal on the amendment to § 4, first paragraph, and § 5 of the Articles of Association

In order to allow for the new issue in accordance with item 7D below, the Board of Directors proposes that the general meeting resolves that the share capital limits and the limits to the number of shares in articles 4 and 5 of the Articles of Association be amended as follows:

§ 4 Share capital

The share capital shall amount to no less than 300,000,000 SEK and no more than 1,200,000,000 SEK.

§ 5 Number of shares

The number of shares shall be no less than 300,000,000 and no more than 1,200,000,000.

The Board of Directors, the CEO, or anyone appointed by the Board of Directors or the CEO, shall be authorised to make such minor amendments to the above resolution as may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB or due to other formal requirements.

7D The Board of Directors' proposal to approve the Board of Directors' resolution on a new issue of ordinary shares

The Board of Directors proposes that the general meeting approves the following resolution on a new issue passed by the Board of Directors on 5 February 2015.

Subject to the approval of the general meeting, the Board of Directors resolves an issue of new ordinary shares with pre-emption rights for the shareholders of ordinary shares. The following terms and conditions shall apply to the new issue.

Issue amount, subscription price and number of shares

The company's share capital is increased by no more than SEK 152,821,110 by way of a new issue of no more than 305,642,220 ordinary shares. The subscription price shall be SEK 1.50 per ordinary share.

Subscription rights

All shareholders of ordinary shares in the company shall have pre-emption rights to subscribe for the new ordinary shares in proportion to the number of ordinary shares held by them.

For each ordinary share held on the record date, the shareholders of ordinary shares will receive one subscription right. One subscription right entitles the holder to subscribe for three new ordinary shares.

Where not all ordinary shares are subscribed for pursuant to the subscription rights (primary pre-emption right), the Board of Directors shall resolve on the allocation of ordinary shares without subscription rights.

In such case, allocation shall be made in accordance with the following:

Firstly, shares not subscribed for pursuant to primary pre-emption rights shall be offered to all shareholders (secondary pre-emption right). If the number of shares subscribed for based on secondary pre-emption rights is insufficient for subscription-demand, the remaining shares shall be distributed among the subscribers pro rata to the total number of shares in the company already held by them, regardless of whether such shares are ordinary shares, preference shares or class C shares. To the extent that this is not possible in relation to a certain share or shares, the distribution shall be made by drawing lots.

Secondly, allocation shall be made to others who have applied for subscription without pre-emption rights and, in the case of over-subscription, pro rata in relation to the number of shares stated in each subscription application, and, where this is not possible, by drawing lots.

Finally, any remaining shares shall be allocated to persons who have underwritten the new issue pursuant to agreements with the Company.

Record date

The record date for subscription rights in the share issue shall be 12 March 2015

Subscription period and payment

Subscription for new shares by the exercise of subscription rights shall be paid in cash during the period from and including 16 March 2015 up to and including 30 March 2015.

Subscription for new shares without the exercise of subscription rights shall be made during the same time period. However, subscription for new shares pursuant to so-called underwriting or subscription guarantee shall be made no later than on 10 April 2015. In such instances, subscription shall be made on a separate subscription list. Payment for new shares subscribed for without subscription rights shall be made in cash in accordance with instructions on the settlement note but no later than on the third bank day after the issue of the settlement note.

The Board of Directors shall have the right to extend the subscription and payment periods.

Right to dividends

The new ordinary shares shall carry a right to dividends commencing on the first record date that occurs after the registration of the shares with the Swedish Companies Registration Office.

Approval by the general meeting, etc.

The resolution of the new issue is subject to the subsequent approval by the general meeting and amendment to the Articles of Association in accordance with item 7C above.

Share premium

Any share premium shall be transferred to the share premium account.

Authorisation

The Board of Directors, the CEO, or anyone appointed by the Board of Directors or the CEO, shall be authorised to make such minor amendments to the resolution as may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB or due to other formal requirements.

7E The Board of Directors' proposal to resolve a bonus issue

To facilitate the registration of the Board of Directors' proposal on the share capital reduction pursuant to Item 7B, the Board of Directors proposes that the general meeting resolves a bonus issue, without the issuance of shares, to increase the share capital by SEK 204,261,480 by way of transfer from the non-restricted equity. The Board of Directors shall be authorised to execute the transfer. The resolution of bonus issue is subject to amendment to the Articles of Association in accordance with item 7C above.

The Board of Directors, the CEO, or anyone appointed by the Board of Directors or the CEO, shall be authorised to make such minor amendments to the resolution as may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB or due to other formal requirements.

7F The Board of Directors' proposal to resolve the Board of Directors' resolution on an issue of convertible bonds

The Board of Directors proposes that the general meeting approves the following resolution on a new issue passed by the Board of Directors on 5 February 2015.

The Board of Directors resolves, subject to the approval of the general meeting, on an issue of new convertible bonds with derogation of the shareholders' pre-emption rights. The following terms and conditions shall apply to the new issue.

Loan amount

The total loan amount and the total principal amount of all convertible bonds shall be SEK 500,000,000.

Number of issued convertible bonds

The company shall issue 500 convertible bonds.

Subscription price and principal amount

For each convertible bond, a subscription price shall be SEK 950,000, i.e. in total SEK 475,000,000 shall be paid.

Subscription right and allotment

The right to subscribe for the convertible bonds shall, with derogation of the shareholders' pre-emption rights, only be granted to ABG Sundal Collier AB or institutional or qualified investors appointed by ABG Sundal Collier AB, and where their respective individual subscription for convertible bonds is for an amount preferably not less than SEK 10,000,000.

The reason for the issuance of the convertible bonds with derogation of the shareholders' pre-emption rights is the Board of Directors' assessment, supported by financial advisors, that it is possible to issue the convertible bonds in more favourable conditions if these are offered to institutional and qualified investors in Sweden and abroad rather than if they are offered to current shareholders. The convertible bonds' subscription price and interest rate has been decided by the Board of Directors based on arm's length negotiations with prospective subscribers of convertible bonds.

Subscription period and payment

Subscription for convertible bonds shall be made no later than 13 April 2015. Subscription shall be made on a separate subscription list.

Payment for convertible bonds shall be made in cash in accordance with instructions on the settlement note, but no later than on the third bank day after the issue of the settlement note.

The Board of Directors shall have the right to extend the subscription and payment periods.

The convertible bonds

The convertible bonds constitute unsecured debt obligations for the company.

Each convertible bond will bear interest at a rate of 6.00 per cent per annum from but excluding 14 April 2015. The interest is payable semi-annually in arrears on 14 April and 14 October of each year, commencing on 14 October 2015. The convertible bonds' principal amount matures on 14 April 2020 (to the extent conversion or repayment has not occurred before).

Each convertible bond can be converted in to an ordinary share of the company for an initial conversion price of SEK 1.95. A holder of convertible bonds has the right to require conversion in to new ordinary shares of the company at any time from the date falling two bank days following registration of the convertible bonds with the Swedish Companies Registration Office and until the tenth bank day prior to 14 April 2020 or the tenth bank day prior to the date that may follow from the complete terms and conditions of the convertible bonds.

Shares issued upon conversion of convertible bonds carry rights to dividends commencing on the record date which falls immediately after the conversion occurs.

The complete terms and conditions for the convertible bonds are set out in a separate document. The terms and conditions include provision for the conversion price to be recalculated in the event of share dividends, a bonus issue, new issue and in certain other events.

Increase of share capital

In the event of full conversion, the share capital can be increased by no more than SEK 256,410,256 corresponding to no more than 256,410,256 ordinary shares, presuming a quotient value of SEK 1.00 per share after the new issue pursuant to Item 7D above and the bonus issue pursuant to Item 7E above.

Approval by the general meeting, etc.

The resolution on the issue of convertible bonds is subject to the subsequent approval by the general meeting and the amendment to the Articles of Association in accordance with item 7C above.

Authorisation

The Board of Directors, the CEO, or anyone appointed by the Board of Directors or the CEO, shall be authorised to make such minor amendments to the resolution as may be necessary in connection with the registration with the Swedish Companies Registration Office or Euroclear Sweden AB or other formal requirements.

Majority rules

The Board of Directors proposes that the general meeting's resolutions in accordance with items 7 A-F shall be taken as one resolution. The Board's resolutions require that the general meeting resolution is supported by shareholders holding no less than two thirds (2/3) of both the votes cast and the shares represented at the general meeting.

Documents

The full proposed resolutions and any other documents required to be made available prior to the general meeting by the Swedish Companies Act or the Swedish Code of Corporate Governance will be available from the Company and on Company's website, www.enirogroup.com, by Monday, 16 February 2015 at the latest and will be sent free of charge to those shareholders who so request and provide the Company with their name and address.

Stockholm in February 2015
Eniro AB (publ)
The Board of Directors

For further information, please contact:

Lars-Johan Jarnheimer, Chairman of the Board tel.: +46 553 310 00
Cecilia Ketels, Acting Head of Investor Relations, tel: +46 72 157 29 07

This information is such that Eniro AB (publ) is required to disclose in accordance with the Swedish Financial Instruments Trading Act and/or the Swedish Securities Market Act. The information was submitted for publication at 08.15 CET on February 6, 2015.

Eniro is a search company that aggregates, filters and organizes local information. Our growth is driven by users' increasing mobility and multiscreen behavior, where we are at the forefront with modern technical solutions. For more than 100 years Eniro has helped people find local information and companies find customers. Today it is a multiscreen solution – our users search for information using their smart phones, tablets and desktops. Mobile advertising is today the fastest growing part of Eniro's business. Eniro is the local search engine. A smart shortcut to what you need, no matter where you are or where you are going.

Eniro is one of the largest search companies in the Nordic region. The company has approximately 2,300 employees and has been listed on NASDAQ OMX Stockholm since 2000. During 2014, Eniro's revenues amounted to SEK 3,002 M and EBITDA was SEK 631 M. Approximately 88 percent of Eniro's advertising revenues come from multiscreen channels. The company's headquarters are located in Stockholm, Sweden. More on Eniro at www.enirogroup.com.

Eniro – Discover local. Search local.