

Press release 28 April 2014

## **Semcon's Annual General Meeting 2014 for the 2013 financial year (summary)**

**Semcon's Annual General Meeting (AGM) was held on Monday 28 April 2014 at Semcon headquarters in Gothenburg.**

The president & CEO, Markus Granlund, presented the Group's developments for 2013 and commented on the quarterly report for Q1 2014 released on the previous day.

### ***Comment from Markus Granlund***

*"2013 was characterized by relatively weak demand. We also saw delays in a major project and were forced to write down another project, which negatively affected profits. To further focus on growth and increased collaboration we have decided to introduce a market-oriented organization in the field of engineering services from 1 January 2014. As a result, restructuring costs negatively impacted Q4 by SEK 10 million. The reorganization is expected to provide annual savings of SEK 6 million.*

*Cash flow remained strong with a healthy financial position. From the reported profit for 2013 the Board of Directors proposes an increased share dividend to SEK 2.50 per share. Customers' development requirements remain strong with demand expected to gradually improve. We have a positive attitude towards development requirements in 2014."*

**The Annual General Meeting (AGM) took the following decisions:**

### **Adopting**

The AGM adopted the parent company and consolidated income statements and balance sheets.

### **Dividend**

The AGM decided, in accordance with the board's proposal, a share dividend of SEK 2.50 per share (2.00). The dividend makes up a total of 51% of the company's profit after tax and amounts to SEK 45 million. The remaining unappropriated earnings of around SEK 306 million are to be brought forward. The record date for the dividend is 2 May 2013 and it is expected that payment will be made on 7 May 2013.

### **Discharge from liability**

The AGM discharged board members, the CEOs and deputy CEO from liability for the 2013 financial year.

### **Board members**

The AGM decided that the board should consist of five directly elected members. The meeting re-elected Marianne Brismar, Gunvor Engström, Håkan Larsson, Joakim Olsson and Kjell Nilsson as board members. The AGM elected Kjell Nilsson as chairman of the board.

### **Board and auditors' fees**

The AGM decided that the total fee to the Board will be increased from last year by a total of SEK 110,000, of which SEK 50,000 to the chairman and SEK 15,000 to each of the Board members elected by the meeting. A total fee of SEK 1,610,000 shall be paid to Board members elected by the meeting, of which SEK 550,000 to the chairman and SEK 265,000 to each of the other members elected by the meeting. The nominations committee further proposes that no special fees be paid for work on Board committees. The meeting also decided that auditors' fees should be paid according to invoice.

**Auditor**

The AGM re-appointed Deloitte AB as the chartered accounting company until the end of the next AGM.

**Nomination committee's procedure**

The AGM decided on a nomination committee procedure with the same content as before, including that the three largest shareholders on 31 August 2014 will each be invited to nominate a member of the nomination committee. The chairman of the board will also be included.

**Guidelines for determining salaries and other remuneration to senior executives**

The AGM decided on guidelines to determine salaries and other remuneration to senior executives with the same content as before.

**Authorization for the issue of new shares**

The AGM authorized the board, until the next AGM, to decide on a new share issue, with deviation from shareholders' preferential rights, of a maximum 1,811,253 ordinary shares to be used as payment for, or the financing of, an acquisition. The subscription price should correspond to the estimated market value.

**Authorization to acquire and transfer own shares**

The AGM authorized the board, until the next AGM, to decide on the acquisition of the company's ordinary shares via the stock market within the relevant market price range, or via a take-over bid directed at owners of ordinary shares at a price equivalent to the market price, with the addition of no more than 20 per cent, for improving the capital structure and permitting the use of own shares as liquid assets in the event of an acquisition. The maximum take-over of shares on each occasion shall be such that the company, after the take-over, holds a maximum of ten per cent of all the company's shares.

The AGM also authorized the board, until the next AGM, to decide on the transfer of the company's own shares, with deviation from shareholders' preferential rights and not via the stock market, for use as liquid assets. Transfers may be made at any time of the whole number of shares. The payment will be at a price corresponding to the estimated market price.

**The board's and nomination committee's proposal**

The board's and nomination committee's proposals are available in full at: [www.semcon.com](http://www.semcon.com)

**For more information, please contact:**

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This information is such that Semcon AB must publish according to laws governing the securities market and/or laws governing trading in financial instruments. This information was published at 5.45 p.m., 28 April 2014.

*Semcon is a global company active in the areas of engineering services and product information. The Group has around 3,000 employees with extensive experience from many different industries. Semcon develops products, plants and information solutions along the entire development chain and also provides many other products and services including quality control, training and methodology development. Semcon increases customers' sales and competitive strength by providing them with innovative and solid engineering solutions. From 2014 the business will be run in four business areas: Engineering Services Nordic, Engineering Services Germany, Engineering Services International and Product Information. The Group had sales of SEK 2.5 billion with activities at more than 45 sites in Sweden, Germany, the UK, Brazil, China, Hungary, India, Spain and Russia.*