

Press release 28 April 2015

## **Resolutions at Semcon's annual general meeting 2015 and the Board's resolution to repurchase shares**

Semcon's AGM was held on Tuesday 28 April 2015 at the company's head office in Göteborg, Sweden. The AGM took inter alia the following resolutions.

### **Adoption**

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

**Dividend** The AGM resolved in accordance with the Board's proposal to give a dividend of SEK 2.50 per share. In total the dividend amounts to 60 per cent of the company's profit after tax and totals to SEK 45 million. The remaining disposable profit, around SEK 264 million, will be brought forward. The record date for the dividend is 30 April 2015 and payment is expected to be made on 6 May 2015.

### **Discharge from liability**

The AGM granted the Board of Directors and the CEO discharge from liability for the 2014 financial year.

### **Board members**

The AGM resolved that the Board of Directors will continue to comprise of five Directors elected by the general meeting without Deputy Directors and re-elected Marianne Brismar, Gunvor Engström, Håkan Larsson and Kjell Nilsson and elected Tore Bertilsson as Board of Directors.

### **Remuneration to the Board of Directors and auditors**

The AGM resolved on unchanged fees to the Board of Directors. A total fee of SEK 1,610,000 shall be paid to the Board of Directors elected by the general meeting, of which SEK 550,000 to the Chairman and SEK 265,000 to each of the other Directors elected by the general meeting. No additional fees will be paid for work on Board committees. The AGM also resolved that auditors' fees will be paid according to invoice.

### **Auditors**

The AGM re-elected Deloitte AB as its registered auditing company until the end of the next AGM.

### **Resolution regarding the Share Saving Program 2015**

The AGM resolved to implement a Share Saving Program for senior executives and key personnel, "Share Saving Program 2015", in accordance with the Board's proposals.

In summary, around 110 senior executives and key personnel in the Semcon Group will be invited to participate in the program that will run for a 12-month period from implementation. Participation will be conditional on the individual's own investment in shares corresponding to an amount of maximum 5 per cent of the participant's gross salary. Provided that the acquired shares are held by the employee for three years, the employee will be allocated a corresponding number of shares without consideration and – provided that certain performance requirements are met – an additional one to four shares for each acquired share.

To fulfil the Share Saving Program 2015 the AGM resolved to authorize the Board, until the next AGM, to resolve on the acquisition of maximum 100,000 ordinary shares. The acquisition will take place on the Nasdaq Stockholm, within the applicable price interval, or in the event that the Board assigns a stock exchange member to accumulate a specific amount of the company's shares in their own account for a specific period, at a price per share within a specified price range for the period or equivalent volume-weighted average share price, and purchases linked with an acquisition offer shall have as their maximum price per share the market price at the time of the offer plus at most twenty per cent. The meeting also resolved on a transfer, without

consideration, of up to 242,718 ordinary shares to participants of the Share Saving Program 2015, in accordance with the specific conditions adopted by the Board.

**Authorization to issue new shares**

The AGM authorized the Board, until the next AGM, to resolve on new share issues, deviating from shareholders' preferential rights, of no more than 1,811,253 ordinary shares to allow the use of own shares as payment for acquisition activities. The subscription price shall correspond to the share's estimated market value.

**Authorization on the acquisition and transfer of own shares**

The AGM authorized the Board, until the next AGM, to resolve on the acquisition of ordinary shares on the stock market within the applicable price interval or through directed offers to owners of ordinary shares, at a price equivalent to the market price with an addendum of no more than 20 per cent to improve the company's capital structure and to allow the use of own shares as payment for acquisition activities. Acquisitions may, on each occasion, include up to a number of shares implying that the company after an acquisition, owns maximum ten per cent of the outstanding shares in the company, including ordinary shares acquired to complete the Share Saving Program 2015.

The AGM also authorized the Board, until the next AGM, to resolve on the transfer of own shares, deviating from shareholders' preferential rights and outside the stock market, as payment for acquisition activities. Transfers may, on each occasion, be the entire number of own shares. The value of the payment should be equivalent to the estimated market value.

**The Board's resolution to acquire own shares**

Semcon's Board has, in accordance with the authorization from the AGM, described above, at the statutory board meeting, resolved to purchase up to 100,000 ordinary shares to ensure fulfilment of the Share Saving Program 2015.

Semcon currently owns 142,718 own shares, equivalent to 0.8 per cent of the total outstanding number of shares and voting rights in the company.

**For more information, please contact:**

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*This is information that Semcon AB is required to publish in accordance with the Swedish Securities Markets Act and/or the Swedish Financial Trading Act. This information was submitted for publication on 28 April 2015 at 17.00 (CET).*

*Semcon is an international technology company in the engineering services and product information sectors. We have around 3,000 employees with extensive experience from many different industries. We develop technology, products, plant and information solutions along the entire development chain and also provide many services and products in areas such as quality control, training and methodology development. We contribute to our customers' competitive strength by providing innovative solutions, design and solid engineering expertise. From 2014, business activities are run via four business areas: Engineering Services Nordic, Engineering Services Germany, Engineering Services International and Product Information. Work processes and solutions are adapted to customer requirements, from taking part in the customer's teams to in-house development projects. The Group had annual sales of SEK*