

*Please note – this is an unofficial translation of the Swedish original*

Location and time: Filmstaden Scandinavia, Mall of Scandinavia, Råsta Strandväg 19A  
Solna, Sweden 3.00 p.m. (CET)

Present: See Appendix B, for the shareholders attending the Meeting and the number of shares and votes represented.

### **Item 1 Opening of the Annual General Meeting**

The Annual General Meeting was opened by Chairman of the Board Jan Litborn.

### **Item 2 Election of Chairman of the Meeting**

The Nomination Committee, through Bo Forsén, presented the Nomination Committee's proposal concerning election of Chairman of the Meeting, Appendix A.

The Meeting elected Jan Litborn as Chairman in accordance with the Nomination Committee's proposal, Appendix A. The minutes are to be recorded, pursuant to the Board of Directors assignment, by the company's Deputy CEO and Chief Financial Officer Åsa Bergström.

### **Item 3 Preparation and approval of the voting list**

A list of the shares and votes represented at the Meeting, pursuant to Appendix B, was prepared and was adopted as the voting list at the Meeting.

### **Item 4 Approval of the agenda**

The proposed agenda included in the official notice was adopted as the agenda, Appendix C.

### **Item 5 Election of one or two persons to verify the minutes**

In addition to the Chairman, Eva Gottfridsdotter-Nilsson and Olof Nyström were elected to verify the minutes.

### **Item 6 Determination of whether the Meeting has been duly convened.**

It was resolved that the Annual General Meeting had been duly convened.

### **Item 7 Presentation of the Annual Report and the Auditors' Report, as well as the Consolidated Financial Statements and the Consolidated Auditor's Report. In this connection, an address by the Chief Executive Officer.**

The company's Chief Executive Officer, Christian Hermelin, addresses the Meeting. This was followed by question time.

The annual report for the 2018 financial year, containing the Balance Sheet and Consolidated Balance Sheet at 31 December 2018, the Income Statement and Consolidated Income Statement for the 2018 financial year, and the Auditors' Report were presented; Appendix D.

After review, the documents were adopted as presented and reviewed.

**Item 8 The Annual General Meeting resolves**

a) to adopt the Income Statement and Balance Sheet and the Consolidated Income Statement and Consolidated Balance Sheet included in the annual report;

b) to appropriate unrestricted earnings in accordance with the Board of Directors' proposal and statement pursuant to Chapter 18, Section 4 of the Swedish Companies Act; Appendix E;

c) to discharge the Board of Directors and the Chief Executive Officer from personal liability for the financial year; and

d) that the record date for dividends shall be set as 4 April 2019.

**Item 9 Resolution on the number of Directors and, in this connection, the Nomination Committee's presentation of its work**

The Nomination Committee, through Bo Forsén, presented the Nomination Committee's work, Appendix E, and the Nomination Committees' proposals concerning resolution of the number of Directors, Appendix A.

It was resolved in accordance with the Nomination Committee's proposals, Appendix A, that the Board of Directors is to comprise six members with no deputies.

**Item 10 Determination of remuneration of the Board of Directors and auditors**

The Nomination Committee, through Bo Forsén, presented the Nomination Committee's proposals concerning director fees, Appendix G.

It was resolved that for the period until the next Annual General Meeting director fees would be payable in accordance with the Nomination Committee's proposal, Appendix G.

It was resolved that audit fees be payable according to approved invoices.

**Item 11 Election of Directors and Chairman of the Board**

The Nomination Committee, through Bo Forsén, presented the Nomination Committee's proposals concerning election of Directors, Appendix H.

The proposed members of the Board were presented.

It was resolved in accordance with the Nomination Committee's proposal, Appendix H, to re-elect Anette Asklin, Eva Eriksson, Märtha Josefsson, Jan Litborn, Per-Ingemar Persson and Mats Qviberg as Directors. Jan Litborn was elected as Chairman of the Board.

**Item 12 Election of auditors**

The Nomination Committee, through Bo Forsén, presented the Nomination Committee's proposals concerning election of auditors, Appendix I.

The proposed auditor was presented.

It was resolved in accordance with the Nomination Committee's proposals, Appendix I, to elect the registered accounting firm Deloitte AB as auditor, with Kent Åkerlund as Auditor-in-Charge.

**Item 13 Resolution on guidelines for the procedure for appointing the Nomination Committee**

The Nomination Committee, through Bo Forsén, presented the Nomination Committee's proposals concerning the guidelines for the procedure for appointing the Nomination Committee, Appendix J.

It was resolved in accordance with the Nomination Committee's proposal, Appendix J.

**Item 14 Resolution on principles for remuneration of Company Management**

The Board's motion concerning principles for remuneration and other terms of employment for Company Management, Appendix K, was presented and discussed, as was the auditor's statement in accordance with Chapter 8, Section 54 of the Swedish Companies Act, Appendix L.

It was resolved in accordance with the Board's motion, Appendix K.

**Item 15 Resolution authorising the Board of Directors to acquire and transfer treasury shares**

The Board's motion concerning authorisation of the Board of Directors to acquire and transfer treasury shares, Appendix M, as well as the Board of Directors' reasoned opinion in accordance with Chapter 19, Section 22 of the Swedish Companies Act, were presented and discussed, Appendix M.

The documents were adopted as presented. It was resolved in accordance with the Board's motions, Appendix M.

**Item 16 Other business**

It was noted that there was no other business.

**Item 17 Closing of the Meeting**

The Meeting was officially declared closed.

Taker of the minutes:

Åsa Bergström

Verified:

Jan Litborn

Eva Gottfridsdotter-Nilsson

Olof Nyström

*Signatures on Swedish original*

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