

## **Proposal by the Board of Directors of Addtech AB (publ) for resolution at the Annual General Meeting to be held 31 August 2017**

### **Item 9b Resolution with respect to disposition of the Company's profit according to the adopted Balance Sheet**

The Board of Directors proposes that the funds available for distribution are allocated as follows: MSEK 234 (218) is distributed to shareholders and that the remaining part of the Company's earnings, MSEK 429 (549), is to be carried forward.

This means that the Board of Directors proposes to the shareholders, a dividend of SEK 3.50 (3.25) per share and that Monday, 4 September 2017 shall be the record date for the dividend.

If the Annual General Meeting approves the proposal, the dividend is calculated to be distributed by Euroclear Sweden AB on Thursday, 7 September 2017 to those who on the record date are registered in the share register.

### **Item 15 Resolution regarding guidelines for remuneration to members of senior management**

The Board of Directors proposes that the Annual General Meeting passes a resolution on guidelines for remuneration to members of senior management with the following principal terms:

The guidelines shall apply for remuneration to the CEO and the other members of Addtech's Group management (the "Group Management").

Addtech strives to offer total remuneration which is reasonable and competitive, and which thereby serves to attract and retain qualified employees. The total remuneration, which varies in relation to the individual's and the Group's performance, may consist of the components set out below.

Fixed salary shall constitute the basis for the total remuneration. The salary shall be competitive and reflect the responsibilities of the position. The fixed salary shall be reviewed annually.

Variable salary is primarily based on the Group's earnings growth, profitability and cash flow. The annual variable portion may be for a maximum of 40 percent of the fixed salary.

The Board of Directors will evaluate on an annual basis whether a long-term incentive scheme shall be proposed to the Annual General Meeting or not, and if so, whether the proposed long-term incentive scheme shall include transfer of shares in the Company.

Retirement pension, health care benefits and medical benefits shall be designed in such a way as to reflect rules, regulations and established practice on the market. Pension plans shall be premium-based to the greatest extent possible. Other benefits may be provided to individual members or the entire Group Management and designed in relation to established practice on the market. These benefits shall not constitute a significant portion of total remuneration.

*This is a translation of the Swedish original. In case of any discrepancies between this translation and the Swedish original, the latter shall prevail.*



Members of Group Management are obliged to comply with a 6-month period of notice in the event of termination at the initiative of the employee and shall have a right to a maximum of a 12-month period of notice in the event of termination at the initiative of the Company. Upon termination by the Company, members of the Group Management shall have the right to a severance payment equivalent to a maximum of 12 months' salary, in addition to salary and other employment benefits during the period of notice. No severance payment shall be payable in the event of termination at the initiative of the employee.

The Board of Directors shall have the right, in individual cases and where special reasons exist to deviate from the above mentioned guidelines for remuneration. In the event of any such deviation, information about this and the reasons for the deviation shall be presented in the proposal regarding guidelines for remuneration to members of senior management at the next Annual General Meeting.

The Remuneration Committee appointed by the Board of Directors prepares and submits proposals to the Board of Directors regarding remuneration to the CEO. Based on proposals by the CEO, the Remuneration Committee sets the remuneration to the other members of the Group Management. The Board of Directors is informed of the decisions of the Remuneration Committee.

The above guidelines are a full statement to the proposal for a decision at the Annual General Meeting.

**16. Resolution regarding issuing call options for repurchased shares and the transfer of repurchased shares to management personnel (the "2016 Share-Related Incentive Scheme")**

The Board of Directors proposes that the Annual General Meeting should pass a resolution to adopt a long-term incentive scheme, the 2017 Share-Related Incentive Scheme (the "Scheme"). The Scheme is proposed to include approximately 24 members of management personnel within the Addtech Group in which the participants are being given the opportunity to acquire, at market price, call options relating to class B shares in Addtech AB (publ) (the "Company") repurchased by the Company, with the participants receiving a certain subsidy on premiums paid for the options after two years.

The proposal of the Board of Directors also means that the Annual General Meeting approves that the Company transfer – with deviation from the shareholders' preferential rights – up to 300,000 of the Company's repurchased class B shares to the option holders at the agreed exercise price in connection with any exercise of the call options (subject to any recalculations). The Board of Directors' proposal ultimately means that the Annual General Meeting approves that the Series B shares that the Company acquired in accordance with previous authorization are allowed to be transferred in order to secure delivery of shares under the proposed Scheme. The company currently holds a total of 1,161,002 shares of series B in the Company.

This proposal has been prepared by the Company's Remuneration Committee in consultation with the Company's Board of Directors. The decision to propose the Scheme to the Annual General Meeting has been taken by the Board of Directors. The Company's directors are not covered by the Scheme.

The Scheme involves the following main terms and conditions:

- a) The number of call options to be issued shall not exceed 300,000, corresponding to approximately 0.4 percent of the total number of shares and approximately 0.3 percent of the total number of votes in the Company (shares class B held by the Company are included). Each call option entitles the holder to acquire one (1) repurchased class B share in the Company during the period from 14 September 2020 to 4 June 2021. Shares may not, however, be purchased during any such period when trading in the Company's shares is forbidden in accordance with regulation (EU) no 596/2014 of the European Parliament and of the Council of April 16 2014 on Market Abuse (or any other equivalent legislation which applies at any given time).
- b) The purchase price for shares upon exercise of the options shall correspond to 120 percent of the volume-weighted average of the price paid for the Company's B shares on Nasdaq Stockholm during the period from 1 September 2017 to 14 September 2017. If, at the time of subscription, the share price of class B shares in the Company exceeds 200 percent of the average price during the period 1 September 2017 until 14 September 2017, the exercise price will be increased in increments of SEK 1 for every SEK that the price by the amount that exceeds 200 percent.
- c) The right to acquire call options shall be granted to the Group Management and further approximately 18 members of management within the Addtech Group who are directly able to influence the Group's profits. The CEO shall be offered a maximum of 37,500 call options, other members of the Group management shall be offered a maximum of 30,000 call options per individual, and other management personnel will be divided into two different categories, in which individuals will be offered a maximum of 12,500 respectively 7,500 call options.
- d) If persons who are entitled to an allocation, refrain in full or in part from acquiring call options offered to them, such un-acquired call options shall be divided on a pro rata basis between those persons who are entitled to an allocation and who have, in writing, expressed their interest in acquiring additional call options. Persons who are entitled to an allocation may not come to acquire more than an additional 30 percent of the original number of call options offered in this manner.
- e) The Board of Directors shall establish the final distribution of call options according to the principles outlined in items c) and d) above, as well as the number of call options the employees within each category shall be offered to acquire.
- f) Notice of acquiring call options must be given no later than 19 September 2017.
- g) The premium for the call options shall correspond to the market value of the call options according to an external independent valuation, applying the Black - Scholes model. The measuring period for calculating the option premium will be based on the volume-weighted average of the price paid for the shares of class B in the Company on Nasdaq Stockholm during the period from 8 September 2017 until 14 September 2017.
- h) Issuing call options to employees outside Sweden is dependent on tax effects, that there is no legal impediment, and that the Board of Directors determines that such allocation can be carried out with reasonable administrative and financial resources. The Board of Directors shall be entitled to make such minor amendments to the Scheme as required by applicable foreign legislation and regulations.
- i) The call options are freely transferable.
- j) The number of shares which the call options bring entitlement to acquire and the exercise price may be recalculated as a result of e.g. bonus issues, share consolidations or splits, new issues, a reduction in the share capital or similar actions. The time at which shares are transferred may be brought forward as a result of any merger or similar actions.

- k) In order to encourage participation in the Scheme, a subsidy can be paid corresponding to the premium paid for each call option. This subsidy shall in that case be paid during September 2019.
- l) The company has the right to repurchase the call options by the holder if the holder does not wish to use all acquired call options and has notified the Company about this. Acquisition of options shall occur at a price which at the time was equivalent to no more than the market value. Repurchase of call options cannot be made during such period when trading with shares in the Company is prohibited by Article 19 of the European Parliament and Council Regulation (EU) No 596/2014 of 16 April 2014 on market abuse (market abuse regulation), or the prevailing corresponding legislation.
- m) The Board of Directors shall, within the framework of the above conditions and policies be responsible for the preparation and management of the Scheme.

The costs of the Scheme consist of the subsidy paid during September 2019 as detailed above and the social security charges payable on this subsidy. The total cost of the subsidy, including social security charges, has been estimated to approximately MSEK 3.5 after corporation tax (calculated based on the prevailing market conditions on 10 July 2017). Against this subsidy, the option premium corresponds to a total of approximately MSEK 3.5 which the Company will receive on transferring the call options (calculated based on the prevailing market conditions on 10 July 2017), as a result of which the Scheme will not involve any net charge to the Company's equity.

The reason for deviation from the shareholders' preferential rights and the Board of Directors' reasons for carrying out this Scheme is that senior management within the Addtech Group should be able to benefit from and strive for, through their own investment, an increase in the price of the Company's shares, thus more closely aligning the interests of senior managers and the Company's shareholders. The purpose of the Scheme is also to contribute towards management personnel increasing their long term shareholdings in the Company. The Scheme is also expected to create conditions for retaining and recruiting competent personnel for the Addtech Group, to provide competitive remuneration and to align the interests of the shareholders and management. The members of management included in the Scheme are the group that, in an otherwise heavily decentralized organization, can create positive effects through cooperation between the Group's subsidiaries. On the basis of this, the Board of Directors believes that the introduction of the Scheme will have a positive effect on the continued development of the Addtech Group, and that the Scheme will benefit both the shareholders and the Company.

The Company has three long-term incentive schemes since earlier, the 2014, 2015 and 2016 Share Related Incentive Scheme.

In the Share-based Incentive Scheme of 2014, there are a total of 350,000 outstanding call options, which entitles the acquisition of 430,500 shares of class B in the Company. The exercise price for these call options was set at SEK 94.50 per share and the exercise period covers the time from 17 September 2017 to 1 June 2018.

In the Share-based Incentive Scheme of 2015, there are a total of 350,000 outstanding call options, which entitles the acquisition of 430,500 shares of class B in the Company. The exercise price for these call options was set at SEK 125.10 per share and the exercise period covers the time from 17 September 2018 to 3 June 2019.

*This is a translation of the Swedish original. In case of any discrepancies between this translation and the Swedish original, the latter shall prevail.*



In the Share-based Incentive Scheme of 2016, there are a total of 300,000 outstanding call options, which entitles the acquisition of 300,000 shares of class B in the Company. The exercise price for these call options was set at SEK 159.00 per share and the exercise period covers the time from 16 September 2019 to 5 June 2020.

All underlying 1,161,000 shares of class B in the Company of outstanding options correspond in their entirety to the already repurchased class B shares in the Company.

The resolution proposed by the Board of Directors in accordance with point 16 must be approved by shareholders representing not less than nine tenths of the votes cast and shares represented at the Annual General Meeting.

**Item 17            Resolution to authorize the Board of Directors to decide on the acquisition and transfer of own shares**

The Board of Directors proposes that the Annual General Meeting passes a resolution authorizing the Board of Directors to decide – during the period until the next Annual General Meeting – to acquire a maximum number of class B shares so that the Company’s holding of own shares at any given time does not exceed 10 percent of the total number of shares outstanding in the Company. Acquisition shall be made on Nasdaq Stockholm in accordance with stock exchange regulations at a price within the, at each time, registered price interval, which is the interval between the highest purchase price and the lowest sale price. The acquisition will be paid in cash and must be made on one or several occasions.

The Board of Directors further proposes that the Annual General Meeting authorizes the Board of Directors – during the period until the next Annual General Meeting – to sell its own shares in ways other than on Nasdaq Stockholm. The authorization may be exercised on one or more occasions and covers all shares held by the Company at the time of the decision of the Board of Directors. The authorization includes the right to decide to deviate from shareholders’ preferential rights and that payment may be effected in forms other than money.

The purpose of the authorization is to adapt the Group’s capital structure and to enable companies or business operations to be acquired in the future through payment with own shares. The holding of own shares also safeguards the Company’s obligations under the share-based incentive Scheme resolved at the Annual General Meeting in 2014, 2015 and 2016 and the Share-Related Incentive Scheme proposed under item 16 above.

The resolution proposed by the Board of Directors in accordance with point 17, must be approved by shareholders representing not less than two thirds of the votes cast and shares represented at the Annual General Meeting.

*Stockholm, July 2017*

***Addtech AB (publ)***

*The Board of Directors*