

# **Motion for resolution on share split**

(Item 16 a on the agenda)

The Board of Directors proposes that a share split be carried out, meaning that each share is to be split into two shares of the same class. A share split would change the quotient value of the share. The Board of Directors proposes that the Annual General Meeting authorize the Board to set a record date for the share split, which is expected to occur in May 2018. Following the split, the number of Class A shares will amount to 6,610,000 and the number of Class B shares to 53,652,200. Both share classes will have a quotient value of SEK 2.09. It is proposed that a resolution on this item be contingent on Item 16 b.

# <u>Motion for resolution on amendment of Articles of</u> **Association**

(Item 16 b of the agenda)

Given that the share split proposed above would require an amendment to the Articles of Association, the Board of Directors proposes that the company's Articles of Association be amended so that the limits for the minimum and maximum number of shares be raised to a minimum of 28,800,000 shares and a maximum of 115,200,000.

The following amendments are also proposed:

Amend § 9 so that it no longer specifies a time by which shareholders must register their participation in general meetings of shareholders.

Update § 13 since the name of the legislation referenced in the article has been changed.

The Board of Directors, or a party appointed by the Board of Directors, is to be entitled to make any minor adjustments that may be required in connection with the registration of the resolution with the Swedish Companies Registration Office and Euroclear. It is proposed that a resolution on this item be contingent on Item 16 a.

CURRENT WORDING	PROPOSED WORDING
§ 4 Share capital and shares outstanding	§ 4 Share capital and shares outstanding



The share capital shall be not less than SEK 60,000,000 and not more than SEK 240,000,000.

The number of shares outstanding shall be not less than 14,400,000 and not more than 57,600,000.

Two classes of shares may be issued: Class A and Class B. Class A shares may be issued in a number corresponding to a maximum of 50 percent of the number of shares outstanding at any time and Class B shares may be issued in a number corresponding to a maximum of 100 percent of the total number of shares outstanding at any time. Class A shares entitle their holder to 10 votes and Class B shares entitle their holder to one vote.

Class A shareholders are entitled to request that one or more Class A share(s) be converted into a Class B share. A written request for such a conversion is to be submitted to the company's Board of Directors and state the number of shares to be converted. The company is to submit the conversion to the Register of Companies without delay for registration. The conversion is executed once registration has occurred and a note has been entered in the record register.

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### § 9 Notice

Notice convening the general meeting of shareholders must be announced in *Postoch Inrikes Tidningar* (*The Swedish Gazette*) and on the company's website. Confirmation of the notice shall be announced in *Dagens Industri*.

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meetings, shareholders must notify the company of their desire to attend the general meeting not later than by 4:00 p.m. on the date given in such notice. Such date must not be a Sunday, other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve, and must not fall on a day earlier than on the fifth weekday before the general meeting of shareholders.

Shareholders are entitled to be accompanied by one or two assistants, but only if the shareholder has filed notice of the intention to be so assisted in accordance with the provisions of the preceding paragraph.

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## § 13 Record day provision

The company's shares shall be registered in a record day register in accordance with the law (1998:1479) on accounting for financial instruments.

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Depositaries and Financial

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(1998:1479).

To be valid, a resolution must be supported by shareholders representing not less than two-thirds of both the votes cast and the shares represented at the Meeting.