

Press release
2017-04-12

Notice to Volati's Annual General Meeting 2017

NOTICE TO ANNUAL GENERAL MEETING

Volati AB (publ), 556555-4317, holds its annual general meeting on Thursday 18 May 2017 at 4.00 p.m. CET at Nalen (hall: Stacken), David Bagares gata 17 in Stockholm. The doors to the meeting will open at 3.45 p.m. CET.

RIGHT TO PARTICIPATE AND NOTICE OF ATTENDANCE

Shareholders who wish to attend the annual general meeting must:

- be entered as a shareholder in the share register kept by Euroclear Sweden AB on Friday 12 May 2017; and
- give notice of attendance to the company no later than on Friday 12 May 2017.

Notice of attendance may be given by telephone +46 (0) 8 21 68 40 on weekdays between 9.00 a.m. and 4.00 p.m. CET or by email at bolagsstamma@volati.se or on the company's website, www.volati.se.

Notice of attendance may also be given in writing to:

Volati AB (publ)
Att: Volatis årsstämma
Engelbrektsplan 1
114 34 Stockholm
Sweden

The notice of attendance shall state name, date of birth or corporate identification number, address, telephone number and, where relevant, the number of attending advisors (not more than two).

The annual general meeting will be held in Swedish.

SHARES REGISTERED IN THE NAME OF A NOMINEE

In order to be entitled to participate in the annual general meeting, shareholders having their shares registered in the name of a nominee must, in addition to give notice of attendance, have their shares registered in their own name so that he or she is registered as shareholders in the share register kept by Euroclear Sweden AB on Friday 12 May 2017. Such registration may be temporary. Please note that this procedure may also apply with respect to shares held on a bank's shareholder deposit account and certain investment savings accounts.

PROXIES AND PROXY FORMS

Those who do not attend the annual general meeting in person may exercise his or her rights at the meeting through a proxy in possession of a written, signed and dated proxy form. A proxy form issued by a legal entity must be accompanied by a copy of a certificate of registration or a corresponding document of authority for the legal entity.

In order to facilitate the registration at the annual general meeting, proxy forms, certificates of registration and other documents of authority should be submitted to the company at the address above no later than on Friday 12 May 2017.

Please note that notice of attendance must be given even if a shareholder wishes to exercise its rights at the annual general meeting through a proxy. A submitted proxy form does not suffice as a notice of attendance.

Template proxy forms are available on the company's website, www.volati.se. Template proxy forms may also be obtained from the company or be ordered by phone +46 (0) 8 21 68 40 on weekdays between 9.00 a.m. and 4.00 p.m. or by email bolagsstamma@volati.se.

PROPOSED AGENDA

1. Election of chair of the meeting
2. Preparation and approval of the voting register
3. Election of one or two persons to check the minutes of the meeting
4. Determination of whether the meeting has been duly convened
5. Approval of the agenda
6. Presentation of the annual report and the auditor's report as well as the consolidated financial statements and the auditor's report on the consolidated financial statements
7. Resolution on:
 - a. adoption of the income statement and balance sheet as well as the consolidated income statement and the consolidated balance sheet
 - b. allocation of the company's profit or loss in accordance with the adopted balance sheet
 - c. discharge from liability for members of the board of directors and the managing director
8. Determination of the number of members of the board of directors
9. Determination of the remuneration to the members of the board of directors and the auditor
10. Election of the members of the board of directors, the chair of the board of directors and, if relevant, the auditor
 - a. election of board member: Karl Perlhagen
 - b. election of board member: Patrik Wahlén
 - c. election of board member: Björn Garat
 - d. election of board member: Louise Nicolin
 - e. election of board member: Christina Tillman
 - f. election of chair of the board: Karl Perlhagen
 - g. election of auditor: Öhrlings PricewaterhouseCoopers AB
11. Resolution on the nomination committee
12. Resolution on the guidelines for remuneration to the senior management
13. Resolution on:
 - a. authorisation for the board of directors to resolve on acquisitions of own preference shares

- b. authorisation for the board of directors to resolve on transfers of own preference shares

14. Closing of the meeting

PROPOSED RESOLUTIONS

Item 1: Election of chair of the meeting

The nomination committee proposes that the chair of the board of directors Karl Perlhagen is elected chairman of the meeting.

Item 7 b): Resolution on allocation of the company's profit or loss in accordance with the adopted balance sheet

The board of directors proposes that the annual general meeting resolves on a dividend to the holders of ordinary shares of SEK 0.50 per ordinary share and that Monday 22 May 2017 shall be the record day for the dividend. If the annual general meeting resolves in accordance with the board's proposal, payment of the dividend is expected to be made through Euroclear Sweden AB on 26 May 2017.

The board of directors proposes that the annual general meeting resolves on a dividend to the holders of preference shares, in accordance with the company's articles of association, of SEK 40.00 per preference share to be paid quarterly in an amount of SEK 10.00 up until the annual general meeting 2018 and that the record days for the dividends shall be 5 August 2017, 5 November 2017, 5 February and 5 May (or the previous business day, in accordance with the company's articles of association).

The proposed dividend to the holders of ordinary shares corresponds to a total amount of SEK 40,203,285.50 and the dividend to the holders of preference shares corresponds to a total amount of SEK 64,150,960.00 (based on a dividend to all ordinary shares and preference shares outstanding at the date of this notice).

Item 8: Determination of the numbers of board of directors

The nomination committee proposes that the annual general meeting resolves on that the board of directors shall comprise five directors and no alternate directors for the time until the close of the annual general meeting 2018.

Item 9: Determination of the remuneration to the members of the board of directors and the auditor

The nomination committee proposes that the annual general meeting resolves on that the remuneration payable to the members of the board of directors, for the time until the close of the next annual general meeting, shall amount to SEK 1,000,000 (SEK 600,000) on an annual basis, in accordance with the following:

- SEK 400,000 (SEK 0) to the chair of the board of directors; and
- SEK 200,000 (unchanged) to each of the other members of the board of directors (except for board members who are employed by the company or any of its subsidiaries).

The nomination committee proposes that the annual general meeting resolves on that the remuneration for the board of directors may, after agreements between the board member and the company and provided that it can be done without an increase of cost for the company and the board member fulfils the formal requirements for such invoicing, be invoiced by an entity fully owned by the board member. If such invoicing is done, the remuneration may be raised with an amount equal to the company's savings.

The nomination committee proposes that the annual general meeting resolves on that the fees to the auditor shall be payable in accordance with approved account.

Item 10: Election of the members of the board of directors, the chair of the board of directors and, if relevant, the auditor

The nomination committee proposes that the annual general meeting, for the time until the close of the next annual general meeting, resolves on a re-election of:

- Members of the board of directors:
 - a) Karl Perlhagen
 - b) Patrik Wahlén
 - c) Björn Garat
 - d) Louise Nicolin
 - e) Christina Tillman
- Chairman of the board of directors:
 - f) Karl Perlhagen
- Auditor:
 - g) Öhrlings PricewaterhouseCoopers AB

Information on the proposed board members

A presentation of all of the proposed board members can be found on the company's website, www.volati.se.

The independence of the proposed board members

The nomination committee is of the opinion that Björn Garat, Louise Nicolin and Christin Tillman are independent of the company's major shareholders as well as the company and its management pursuant to the Swedish Corporate Governance Code.

The nomination committee is of the opinion that Karl Perlhagen is not independent of the company's major shareholders or the company and its management pursuant to the Swedish Corporate Governance Code as Karl Perlhagen is a major shareholder and was employed by the company as senior advisor until 10 October 2016.

The nomination committee is of the opinion that Patrik Wahlén is not independent of the company's major shareholders or the company and its management pursuant to the Swedish Corporate Governance Code as Patrik Wahlén is a major shareholder and is employed by the company as senior advisor.

Item 11: Resolution on the nomination committee

The nomination committee proposes that the annual general meeting resolves to adopt the following procedure for the appointment of the members of the nomination committee.

* * *

The nomination committee shall consist of three members, of which one shall be the chair of the board of directors. The other members shall be appointed by way of the chair of the board of directors, no later than six months prior to the annual general meeting, offering the two largest shareholders according to the share register maintained by Euroclear Sweden AB as per the last business day in September the current year the opportunity to appoint one member of the nomination committee each.

The chair of the nomination committee shall, unless the members agree otherwise, be the member who represents the largest shareholder in terms of votes. The chair of the board of directors shall however not be the chair of the nomination committee. At least one of the members of the nomination committee is to be independent of the company's largest shareholder in terms of votes or of the group of shareholders who act in concert in the governance of the company. Changes in the nomination committee's composition may be made if a shareholder who has appointed a member of the nomination committee sell all or a part of its shares in the company.

The composition of the nomination committee shall be publicly announced no later than six months before the annual general meeting. The term of the nomination committee shall be until a new nomination committee has been appointed. The nomination committee shall prepare and submit to the general meeting proposals for: chair of the general meeting, board members, chair of the board, remuneration payable to each of the board members and the chair of the board as well as other remuneration payable for board work, fees to the company's auditor and, where relevant, election of auditor. Further, the nomination committee shall prepare and submit to the general meeting a procedure for the appointment of the nomination committee.

The nomination committee shall apply Section 4.1 of the Swedish Corporate Governance Code as diversity policy which means that the nomination committee shall take into consideration that the board of directors is to have a composition appropriate to the company's operations, phase of development and other relevant circumstances, and be characterized by diversity and breadth of qualifications, experience and background. Further, the nomination committee is to strive for gender balance on the board.

In addition, the nomination committee shall perform such other duties to be performed by the nomination committee pursuant to the Swedish Corporate Governance Code. The company shall, at the request of the nomination committee, provide personnel resources such as a secretarial function in order to facilitate the

nomination committee's work. If necessary, the company shall also bear reasonable costs for external consultants that the nomination committee deems necessary for the nomination committee to fulfill its assignment.

Item 12: Resolution on the guidelines for remuneration to the senior management

The board of directors proposes that the annual general meeting resolves to approve the board of director's proposal regarding guidelines for remuneration to the senior management as set forth below to apply until the close of the next annual general meeting.

In this context, the senior management currently comprises Mårten Andersson, Mattias Björk, Pär Warnström, Voria Fattahi, Mårten Sundberg and Nicklas Margård.

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Principles for remuneration and other terms and conditions of employment

The main principle is that the remuneration of the senior management and other terms and conditions of employment shall be competitive in order to ensure that the group is able to recruit and retain skilled senior executives.

Principles for fixed remuneration

Senior executives fixed salaries shall be competitive and based on the individual's experience, responsibilities and performance.

Principles for variable remuneration

Senior executives may receive a variable remuneration in addition to the fixed remuneration. Variable remuneration is to be linked to predetermined and measurable performance criteria aimed at promoting the company's long-term value creation. Variable remuneration paid in cash may not amount to more than 50 percent of the fixed annual salary.

The general meeting is to decide that variable remuneration may be paid in the form of share related incentive programme in the company as well as in its subsidiaries. Share related remuneration is, in addition to promote long-term value creation, to be designed with the aim of achieving increased alignment between the interests of the participating executive and the company's shareholders.

Terms and conditions for non-cash compensation, pensions, salary during a period of notice and severance pay

Other compensation and benefits, such as pensions, company car and health insurance, shall be on market terms.

Fixed salary during a period of notice shall amount to a maximum of twelve month's salary. Severance pay shall not be paid.

The right to resolve on deviations from these guidelines

The board of directors may resolve on a deviation from the above guidelines in an individual case if there are special circumstances justifying a deviation. Any deviations shall be presented and motivated at the next annual general meeting.

Item 13 a): Resolution on an authorisation for the board of directors to resolve on acquisitions of own preference shares

The board of directors proposes that the annual general meeting resolves on an authorisation for the board of directors to, on one or several occasions until the next annual general meeting, resolve on acquisitions of own preference shares under the following conditions.

1. Acquisitions may only be made of so many preference shares that the company's holding of own shares after each such acquisition amounts to a maximum of one tenth of all of the shares in the company.
2. Acquisitions may be made (i) on Nasdaq Stockholm and (ii) in accordance with an offer directed to all of the holders of preference shares.
3. Acquisitions on Nasdaq Stockholm may only be made at a price per preference share within registered share price interval, meaning that acquisitions may not be made at a higher price than the highest of (i) the price of the last independent trade and (ii) the highest current independent bid.
4. Acquisitions in accordance with an offer directed to all of the holders of preference shares shall be made at a price per preference share not exceeding the market price, whereby a market premium in relation to the price of the preference shares on Nasdaq Stockholm may be applied.
5. Acquired preference shares shall be paid in cash.
6. The purpose of an acquisition of own preference shares shall be (i) to achieve flexibility regarding the company's equity and thereby enable an optimised capital structure or (ii) to enable the use of own preference shares as consideration for or as financing of acquisitions of companies or businesses.
7. The board of directors shall have the right to set the other terms and conditions for each purchase of own preference shares.

Item 13 b): Resolution on an authorisation for the board of directors to resolve on transfers of own preference shares

The board of directors proposes that the annual general meeting resolves on an authorisation for the board of directors to, on one or several occasions until the next annual general meeting, resolve on transfers of own preference shares under the following conditions.

1. Transfers may be made of preference shares held by the company at the time of the board of director's resolution.
2. Transfers of own preference shares may be made on Nasdaq Stockholm or by other means than on Nasdaq Stockholm.
3. Transfers of own preference shares on Nasdaq Stockholm may only be made at a price within the registered share price interval.

4. Transfers of own preference shares by other means than on Nasdaq Stockholm may be made with derogation from shareholders' pre-emption rights at a price per share not be lower than the market price, whereby a market discount in relation to the price of the preference shares on Nasdaq Stockholm may be applied.
5. Payment for preference shares transferred by other means than on Nasdaq Stockholm may be made in cash, in kind or by set-off.
6. The rationale for a derogation from shareholders' pre-emption rights at a transfer of own preference shares which does not take place on Nasdaq Stockholm shall be to enable the company to use own preference shares as consideration for or as financing of acquisitions of companies or businesses.
7. The board of directors shall have the right to set the other terms and conditions for each transfer of own preference shares.

SPECIAL MAJORITY REQUIREMENTS

A resolution in accordance with item 13 a) and item 13 b) requires that the resolution is supported by at least two thirds of the votes cast as well as the shares represented at the annual general meeting.

NUMBER OF SHARES AND VOTES

At the date this notice is issued, the total number of shares in the company is 82,010,345, of which 80,406,571 are ordinary shares and 1,603,774 are preference shares, representing 80,566,948.4 votes, of which 80,406,571 votes relates to ordinary shares and 160,377.4 votes relates to preference shares.

SHAREHOLDERS' RIGHTS TO REQUEST INFORMATION

The board of directors and the managing director shall, upon request by any shareholder and where the board of directors believes that such may take place without material harm to the company, provide information regarding circumstances which may affect the assessment of an matter on the agenda and circumstances which may affect the assessment of the company's or its subsidiaries' financial situation and the company's relationship to other group companies.

DOCUMENTS

The complete proposals and other documents that shall be made available prior to the annual general meeting pursuant to the Swedish Companies Act and the Swedish Corporate Governance Code will be made available at the company and on the company's website, www.volati.se, no later than three weeks prior to the annual general meeting as well as be sent free of charge to shareholders who so request and provide their postal address to the company.

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Stockholm in April 2017

Volati AB (publ)

The board of directors