

Press release April 25, 2013

Release from Eniro's 2013 Annual General Meeting

Eniro's Annual General Meeting was held today at Eniro's head office in Frösunda, Solna. The Meeting re-elected Lars-Johan Jarnheimer as Chairman of the Board, as well as Fredrik Arnander, Thomas Axén, Cecilia Daun Wennborg, Ketil Eriksen and Leif Aa. Fredsted as members of the Board.

Appropriation of the Company's earnings

In accordance with the Board's motion, the Annual General Meeting resolved that no dividend on common shares shall be paid for the 2012 fiscal year. It was resolved to pay a dividend on preferential shares of SEK 48 per share, corresponding to a total of SEK 48 M, at a rate of SEK12 per quarter until the next Annual General Meeting. The Annual General Meeting further resolved that the Company's retained profits be carried forward.

Election of the Board of Directors

In accordance with the proposal presented by the Nomination Committee, it was resolved that Eniro's Board would continue to comprise six members and no alternates. In accordance with the Nomination Committee's proposal, Lars-Johan Jarnheimer, Fredrik Arnander, Cecilia Daun Wennborg, Ketil Eriksen, Thomas Axén and Leif Aa. Fredsted were re-elected to serve as Board members until the end of the next Annual General Meeting. Lars-Johan Jarnheimer was elected to serve as Chairman of the Board until the end of the next Annual General Meeting.

Remuneration of Board members

It was resolved that the Board of Directors should receive total directors' fees of SEK 3,650,000, of which SEK 1,100,000 to the Chairman of the Board and SEK 420,000 to other Board members elected by the Annual General Meeting, SEK 150,000 to the Chairman of the Audit Committee and SEK 75,000 to the four other members of the company's committees.

Amendment of the Articles of Association

The Annual General Meeting resolved in accordance with the motion concerning amendment of the Articles of Association. The change is implemented to facilitate a reduction in share capital. The share capital limits are changed to a minimum of SEK 300,000,000 and a maximum of SEK 1,200,000,000.

The Annual General Meeting then further resolved on a reduction of the Company's share capital, from SEK 2,529,518,504.50, to SEK 303,542,220 (a decrease of SEK 2,225,976,284.50), in accordance with the proposal. Following the reduction of the share capital as described above, the Company's share capital will amount to SEK 303,542,220, distributed among 101,180,740 shares, each with a quotient value of SEK 3. The reduction requires permission from the Swedish Companies Registration Office or, in the case of a dispute, the court. The reduction will have no impact on the number of shares in the Company.

Election of auditors

In accordance with the Nomination Committee's proposal, the Annual General Meeting resolved to elect the authorised accounting firm PricewaterhouseCoopers AB as the Company's auditor until the close of the next Annual General Meeting.

Guidelines for remuneration of senior executives

The Annual General Meeting adopted the proposed guidelines for remuneration of senior executives, which have been partially revised in relation to the guidelines adopted by the 2012 Annual General Meeting. The primary difference is that the portion of variable salary that pertains to synthetic shares ceases to exist and is proposed to be replaced by a share-related incentive programme based on the executive's personal holdings of common shares in Eniro's Long-Term Incentive Programme (LTIP 2013). The objective of the guidelines for remuneration to senior executives is to ensure that Eniro offers competitive compensation consisting of the following parts: fixed salary, variable salary, LTIP 2013, as well as a pension scheme and other benefits.

Share-related incentive program and hedging measures

The Annual General Meeting adopted the Board's proposal on a new, share-related incentive programme (LTIP 2013), with the adjustment and clarification presented at the Annual General Meeting (and which appears in Eniro's interim report for January-March 2013), as well as hedging measures necessitated by the incentive programme that entail the following: an amendment to the Articles of Association whereby Class C shares are created; authorisation for the Board to resolve on a new issue of Class C shares; authorisation for the Board to decide on a re-purchase of Class C shares; and a resolution that Class C shares held by Eniro after conversion to common shares are allowed to be transferred to participants under LTIP 2013.

Establishment of the Nomination Committee

The Meeting resolved that a Nomination Committee should be established using the same procedure as in the preceding year, meaning that the Chairman of the Board shall contact the four largest shareholders on the last bank day in August. Each of the four largest shareholders shall be offered the possibility to appoint a representative who, together with the Chairman of the Board, shall constitute the Nomination Committee until such time as a new Nomination Committee has been appointed. Unless the members agree otherwise, the chairman of the Nomination Committee will be the member who represents the largest shareholder in terms of voting rights. The composition of the Nomination Committee is to be announced in a separate press release issued as soon as the Nomination Committee has been appointed and not later than six months prior to the Annual General Meeting.

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The information is such that Eniro AB (publ) is required to disclose in accordance with the Swedish Financial Instruments Trading Act and/or the Swedish Securities Market Act. The information was submitted for publishing at 17:30 CET on April 25, 2013.

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Eniro is one of the largest search companies in the Nordic region and Poland. The company has approx. 3,200 employees in the Nordic region and Poland and has been listed on Nasdaq OMX Stockholm since 2000. During 2012, Eniro's revenues amounted to SEK 3,999 M and EBITDA was SEK 976 M. Headquarters are located in Stockholm, Sweden. More on Eniro at www.eniro.com

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