



# ANNUAL GENERAL MEETING ENIRO AB (publ)

The shareholders of Eniro AB (publ) are hereby convened  
to the Annual General Meeting of Shareholders  
on Thursday, April 24, 2014 at 3.00 p.m. (CET)  
at the Company's headquarters at  
Gustav III's Boulevard 40, Solna, Sweden.

The premises will be opened at 2.00 p.m. (CET).

## **NOTICE TO ATTEND THE ANNUAL GENERAL MEETING**

The annual general meeting of Eniro AB will be held on Thursday, 24 April 2014 at 3.00 pm CET at the Company's headquarters at Gustav III's Boulevard 40, Solna, Sweden. The doors to the meeting will open at 2.00 pm CET.

### **RIGHT TO ATTEND AND NOTICE TO THE COMPANY**

Those wishing to attend the meeting must:

1. be entered as a shareholder in the share register kept by Euroclear Sweden AB on Wednesday, 16 April 2014, and
2. give notice of attendance to the Company no later than on Wednesday, 16 April 2014.

Notice of attendance can be given in writing to the address Eniros Årsstämma, Box 7832, SE-103 98 Stockholm, Sweden, by telephone +46 (0)8 402 90 44 on weekdays between 9.00 am and 4.00 pm CET or on the Company's website, [www.enirogroup.com](http://www.enirogroup.com), (only private individuals). When giving notice of attendance, please state name/company name, social security number/corporate registration number, address, telephone number (office hours) and, where relevant, number of accompanying persons.

### **SHAREHOLDING IN THE NAME OF A NOMINEE**

To be entitled to participate in the meeting, those whose shares are registered in the name of a nominee must register the shares in their own name with the help of the nominee, so that he or she is entered in the share register kept by Euroclear Sweden AB on Wednesday, 16 April 2014. This registration may be made temporarily.

### **PROXIES AND PROXY FORM**

Those who do not attend the meeting in person may exercise his or her rights at the meeting through a proxy in possession of a written proxy form, signed and dated. A template proxy form is available on the Company's website, [www.enirogroup.com](http://www.enirogroup.com). The template proxy form can also be obtained from the Company or can be ordered via telephone in accordance with the above. A proxy form issued by a legal entity must be accompanied by a copy of the certificate of registration or a corresponding document of authority for the legal entity. To facilitate registration at the 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 Wednesday, 16 April 2014.

## **NUMBER OF SHARES AND VOTES**

At the date the notice is issued, the total number of shares in the Company is 102,880,740, consisting of 101,880,740 ordinary shares and 1,000,000 preference shares, which corresponds to a total of 101,980,740 votes. At the same date, the Company holds 1,703,266 ordinary treasury shares, which cannot be represented at the meeting.

## **SHAREHOLDER'S RIGHT TO REQUEST INFORMATION**

A shareholder has the right to make a request at the meeting that the Board of Directors and the CEO provide information on (1) circumstances which may affect the assessment of a matter on the agenda, (2) circumstances which may affect the assessment of the Company's financial position, (3) the Company's relationship to another Group company, (4) the Group accounts, and (5) such circumstances referred to in (1) and (2) involving subsidiaries. The Board of Directors and the CEO are required to comply with such a request only if the Board of Directors believes that such disclosure may take place without significant harm to the Company.

## **PROPOSED AGENDA**

1. Opening of the meeting.
2. Election of chair of the meeting.
3. Preparation and approval of voting register.
4. Adoption of agenda.
5. Election of two persons to check the minutes of the meeting.
6. Determination of whether the meeting has been duly convened.
7. Speech by the CEO.
8. A description by the chair of the Board of Directors of the work of the Board of Directors and the board committees during 2013.
9. Presentation of the annual report, the auditor's report, the consolidated financial statements and the auditor's report on the consolidated financial statements for 2013.
10. Resolution on:
  - a) adoption of the income statement and balance sheet, as well as the consolidated income statement and the consolidated balance sheet for 2013,
  - b) appropriation of the Company's result as shown on the adopted balance sheet and setting of record date for the dividend,
  - c) discharge of the directors and the CEO from personal liability towards the Company for the administration of the Company in 2013.
11. Resolution on number of directors and alternate directors to be elected at the meeting.
12. Resolution on remuneration payable to the directors.
13. Election of chair of the Board of Directors, directors and any alternate directors.
14. Resolution on number of auditors and deputy auditors.
15. Resolution on remuneration payable to the auditor.
16. Election of auditor and any deputy auditors.

17. Resolution regarding the nomination committee.
18. Resolution on guidelines for remuneration to senior executives.
19. Resolution regarding share-related incentive programme.
20. Closing of the meeting.

## **RESOLUTIONS PROPOSED BY THE NOMINATION COMMITTEE**

The nomination committee for the annual general meeting 2014 has consisted of the following members: André Vatsgar, chair of the nomination committee, (Danske Capital AB), Staffan Persson (Zimbrine Holding BV), Sofia Aulin (Länsförsäkringar Fondförvaltning AB), Åsa Nisell (Swedbank Robur fonder) and Lars-Johan Jarnheimer (chair of the Board of Directors). Together, the companies that are represented by the members in the nomination committee represent approximately 22 per cent of the total number of votes in the Company as of 28 February 2014. The nomination committee presents the following proposals:

### **Election of chair of the meeting (item 2)**

The chair of the Board of Directors, Lars-Johan Jarnheimer, will be appointed chair of the meeting.

### **Resolution on number of directors and alternate directors to be elected at the meeting (item 11)**

Until the end of the annual general meeting 2015, the Board of Directors will comprise of six directors with no alternate directors.

### **Resolution on remuneration payable to the directors (item 12)**

Remuneration payable to the chair of the Board of Directors will be SEK 1,100,000 (unchanged). Remuneration payable to each of the other directors elected at a general meeting will be SEK 420,000 (unchanged). Remuneration to the committee members is also proposed to remain unchanged, with SEK 150,000 to the chair of the audit committee and SEK 75,000 per member to each of the other four members of the board committees. In entirety, the total board remuneration is proposed to remain the same and comprise SEK 3,650,000.

### **Election of chair of the Board of Directors, directors and any alternate directors (item 13)**

It is proposed to re-elect Cecilia Daun Wennborg, Ketil Eriksen, Leif Aa. Fredsted and Lars-Johan Jarnheimer as directors and to elect Stina Honkamäa Bergfors and Staffan Persson as directors.

Lars-Johan Jarnheimer is proposed to be re-elected as chair of the Board of Directors.

Information on the proposed directors is available on the Company's website,

[www.enirogroup.com](http://www.enirogroup.com).

### **Resolution on number of auditors and deputy auditors (item 14)**

Until the end of the annual general meeting 2015, there will be one auditor with no deputy auditors.

### **Resolution on remuneration payable to the auditor (item 15)**

Remuneration to the auditor will be paid in accordance with approved invoices.

**Election of auditor and any deputy auditors (item 16)**

It is proposed that the audit company PricewaterhouseCoopers AB be elected as auditor.

PricewaterhouseCoopers AB has informed that, should the nomination committee's proposal be adopted at the meeting, it intends to appoint authorised public accountant Bo Hjalmarsson as auditor-in-charge.

**Resolution regarding the nomination committee (item 17)**

The nomination committee proposes the following process for establishment of the Company's nomination committee. The chair of the Board of Directors shall contact the four largest shareholders based on Euroclear Sweden AB's list of registered shareholders (owner-grouped) as per the last business day of August. Each of the four largest shareholders shall be invited to appoint a representative who, together with the chair of the Board of Directors, will constitute the nomination committee until such time that a new nomination committee has been appointed. If any of these shareholders decides to refrain from its right to appoint a representative, the right shall pass to the shareholder that has the largest shareholding after these shareholders. Unless the members agree otherwise, the nomination committee chair shall be the member who represents the largest shareholder in terms of votes. However, the chair of the Board of Directors may not serve as nomination committee chair. No fees shall be paid to the members of the nomination committee. The composition of the nomination committee shall be publicly announced through a separate press release as soon as the nomination committee has been appointed and not later than six months prior to the annual general meeting. This information shall also be posted on the Company's website, where information shall also be provided on how shareholders can submit nominations to the nomination committee.

A member of the nomination committee shall resign if the shareholder that appointed such member is no longer one of the four largest shareholders. Thereafter, a new shareholder in the order of largest shareholders shall be invited to appoint a member. However, only ten shareholders in turn need to be asked. Unless special reasons exist, however, no change shall be made in the nomination committee's composition if only minor changes in the number of votes have taken place or if a change takes place later than three months before the annual general meeting. If a member of the nomination committee resigns from his or her assignment by his or her own accord before the committee's work has been completed, the shareholder that appointed the resigning member shall appoint a successor, provided that the shareholder is still one of the four largest shareholders in terms of votes. The nominating committee has the right, if considered appropriate, to co-opt a member who is appointed by a shareholder that, after the nomination committee has been constituted, has become one of the four shareholders that have the largest shareholdings in the Company and that is not already represented on the nomination committee. Such co-opted member may not participate in decisions of the nomination committee.

The nomination committee's assignment shall be to submit recommendations prior to the annual general meeting on the number of directors, the composition of the Board of Directors, the chair of the Board of Directors, directors' fees, any fees for committee work, a person to serve as chair of the annual general meeting and, where applicable, election of the auditor and auditors' fees. The nomination committee shall also submit recommendations to the annual general meeting for the process for establishment of the following year's nomination committee. The nomination committee's recommendations shall be presented in the official notice of the annual general meeting and on the Company's website.

## **RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS**

### **Resolution on appropriation of the Company's result as shown on the adopted balance sheet and setting of record date for the dividend (item 10b)**

In line with the resolution at the extraordinary general meeting of shareholders of 7 June 2012, as well as Art. 11 of the Company's articles of association, the Board of Directors proposes that the general meeting resolves on a dividend on preference shares for the 2013 financial year amounting to SEK 48 per preference share, which corresponds to MSEK 48, to be paid in quarterly instalments of SEK 12 until the end of the next annual general meeting. Furthermore, the Board of Directors proposes that the general meeting resolves not to issue a dividend on ordinary shares for the 2013 financial year as a consequence of the financial target to reduce the net debt and that the unappropriated earnings, which are at the general meeting's disposal with SEK 5,423,110,476, instead be carried forward.

The Board of Directors proposes that the general meeting resolves that the record dates for the dividend will be 30 April, 31 July and 31 October 2014, as well as 31 January 2015. Should such day not fall on a business day, the record day will instead be the nearest preceding business day. Payment of the dividend will occur on the third business day following the record day.

### **Resolution on guidelines for remuneration to senior executives (item 18)**

The Board of Directors proposes that the general meeting decide on guidelines for remuneration to senior executives consistent with the guidelines (including LTIP) that was resolved by the 2013 annual general meeting and approval of variable remuneration for senior executives in the form of cash plus a share-related incentive programme on the same terms and conditions as the programme that was adopted by the 2013 annual general meeting (the latter is proposed as a separate resolution under item 19 below). The objective with the guidelines is to ensure that the Company offers competitive compensation consisting of: fixed salary, variable salary, the Long Term Incentive Programme (LTIP 2014), as well as a pension scheme and other benefits.

The fixed salary is based on the individual executive's responsibilities, skill and experience. The variable salary comprises cash compensation at a maximum of 40 per cent of the fixed salary (50 per cent in the case of the President/CEO). Variable salary targets shall be decided by the Board of Directors starting 1 January 2014. The targets shall primarily concern the Group's financial position

and be measured against the Group's revenues and EBITDA. The Board of Directors determines variable salary based on semi-annual evaluations of the individual executive's achievement of the stated targets and goals. Payment of the variable salary component shall be conditional upon the long-term, sustainable achievement of the underlying targets. The Company shall retain the right to demand reimbursement of variable salary if the award has been based upon information that later proves to be manifestly incorrect.

The Company's pension policy is based on either an individual occupation pension plan or a premium-based pension plan, at a maximum of 35 per cent of the fixed salary. Upon termination of employment at the Company's initiative, a notice period of maximum 12 months applies. Other compensation and benefits, such as company car and health insurance, shall be on market terms. The Board of Directors may deviate from the guidelines in special circumstances.

#### **Resolution regarding share-related incentive programme (item 19)**

The Board of Directors proposes that the general meeting vote to adopt a long-term, share-related incentive programme ("**LTIP 2014**") for approximately 30 senior executives and other key personnel within the Eniro group ("**Participant**" or "**Participants**") on the same terms and conditions as last years' incentive programme LTIP 2013. The purpose of LTIP 2014 is to enhance the Company's ability to retain and recruit skilled personnel in leadership roles. The goal is also to stimulate those senior executives and key personnel whose contributions have had a direct impact on the Company's result, profitability and long-term appreciation in value, to strive for even greater performance, by linking their interests with those of shareholders. This is achieved by measuring the goals of LTIP 2014 against the total shareholder return on the Company's ordinary share and the Group's cash flow (adjusted EBITDA – CAPEX +/- changes in working capital). Furthermore, a three-year vesting period applies, and compensation requires personal investment in and continuous retention of shares.

Participation in LTIP 2014 requires that Participants make an initial investment in ordinary Eniro shares ("**Savings Shares**"). For each Savings Share a Participant holds in LTIP 2014, the Participant will be granted *retention* rights as well as *performance* rights and *performance* options. The number of ordinary shares which Participants are later granted by the retention rights, performance rights and performance options (the "**Matching Shares**") is dependent upon the fulfilment of certain pre-determined retention- and performance-based terms and conditions as decided by the Board of Directors for the period 1 January 2014 – 31 December 2016 (the "**Matching Conditions**"). Retention rights may only be allocated and performance options may only be exercised if the performance-based terms and conditions have been met.

It is proposed that LTIP 2014 involve, at most, 41,000 Savings Shares which are held by Participants and can enable allocation of a total of, at most, 319,000 rights and options, of which 41,000 are retention rights and 139,000 are performance rights and 139,000 are performance options.

Retention and performance rights shall be governed by the following terms and conditions:

- Matching Shares shall be granted free of charge 20 business days after the release of the interim report for the period January – March 2017 at the latest.
- The right to receive Matching Shares requires that the Participant, in addition to fulfilling the Matching Conditions, has maintained his/her Savings Shares and his/her employment within the Eniro group, with certain exceptions, during the duration of LTIP 2014 and ending upon the release of the interim report for the period January – March 2017.
- Dividends paid on the underlying ordinary share will increase the number of shares that each retention right and performance right entitles to in order to treat the shareholders and the Participants equally.
- Rights do not constitute securities or financial instruments and are not registered in any securities or share register maintained by a central clearing administrator. Participants do not have the right to pledge, transfer or by other means dispose of the rights.
- The Board of Directors retains the right to make adjustments in the event that the outcome of LTIP 2014 would otherwise be unfair.
- Participants' maximum profit per retention share is capped at SEK 120.

Performance options shall be governed by the following terms and conditions:

- Options may be exercised during a two-week period starting the day after the release of the interim report for the period January – March 2017.
- The exercise price shall be 120 per cent of the NASDAQ OMX Stockholm listed, volume-weighted, average ordinary share price during five (5) business days following the release of the interim report for the period January – March 2014, which shall be payable five (5) business days after exercise of the option.
- The right to exercise performance options to receive Matching Shares requires that the Participant, in addition to fulfilling the Matching Conditions, has maintained his/her Savings Shares and his/her employment within the Eniro group, with certain exceptions, during the duration of LTIP 2014 and ending upon the release of the interim report for the period January – March 2017.
- The performance options do not entitle any compensation from annual dividends.
- Performance options do not constitute securities or financial instruments and are not registered in any securities or share register maintained by a central clearing administrator. Participants do not have the right to pledge, transfer or by other means dispose of the performance options.
- The Board of Directors retains the right to make adjustments in the event that the outcome of LTIP 2014 would otherwise be unfair.
- Participants' maximum profit per performance option is capped at SEK 120.



LTIP 2014 will be accounted for in accordance with IFRS 2, which stipulates that the rights and options should be recorded as a personnel expense in the income statement during the vesting period. The total cost for LTIP 2014, exclusive of social security expenses, is estimated at approximately MSEK 5.8, based on the assumptions that the share price is SEK 60.05 (closing share price of Eniro's ordinary share on 11 March 2014) at the time of allocation, that each Participant makes the maximum personal investment, that the approximate annual employee turnover is 10 per cent, and that an average fulfilment rate of Matching Conditions is approximately 50 per cent. The cost will be allocated over the years 2014-2017.

Social security expenses will also be recorded as a personnel expense in the income statement by current continuous reservations. The size of these reservations will be adjusted depending on the value of the retention and performance rights and performance options. The social security costs are estimated to amount to approximately MSEK 1.8 in total based in part on the assumptions above, an average social security tax rate of 25 per cent and an annual share price increase of 10 per cent on the underlying ordinary share during the vesting period.

Assuming that a maximum profit of SEK 120 per right and option is achieved, that all invested Savings Shares are held by all Participants under LTIP 2014 and that the Matching Conditions are fulfilled to 100 per cent, the maximum cost of LTIP 2014 is approximately MSEK 12.1, in accordance with IFRS 2, and the maximum cost for social expenses is approximately MSEK 9.6.

The annual cost of LTIP 2014 including social expenses is estimated to be approximately MSEK 2.6, based on the conditions listed above and on maximal allocation. Total personnel costs including social expenses of LTIP 2013 including 17 participants and entry level amounted to MSEK 0.8.

In connection with the adoption of LTIP 2013 the Board of Directors was authorised, in order to hedge the financial exposure connected with LTIP 2013 and to ensure delivery of the Matching Shares (as defined below) to participants under LTIP 2013, to resolve upon (i) a new issue of 1,700,000 Class C Shares and (iii) a repurchase of all Class C Shares for later conversion to ordinary shares. The 2013 annual general meeting further resolved that the Class C Shares repurchased by the Company, after conversion to ordinary shares, should be delivered to participants under LTIP 2013 or latter programmes (including LTIP 2014). In August 2013 the Board of Directors resolved upon a new issue of 1,700,000 Class C Shares and an immediate repurchase of all Class C Shares, which were converted to ordinary shares. Hence, no new issue of shares is proposed in connection with the adoption of LTIP 2014.

The Company's remuneration committee has prepared LTIP 2014 in consultation with external advisors. LTIP 2014 has been reviewed at meetings of the Board of Directors during the final months of 2013 and the first months of 2014. The programme will be evaluated and is envisioned to be succeeded by similar incentive programmes in coming years.

## **DOCUMENTS**

The annual report, complete resolution proposals and any other documents to be made available prior to the annual general meeting as required by the Swedish Companies Act or the Swedish Code of Corporate Governance will be available at the Company and on Company's website, [www.enirogroup.com](http://www.enirogroup.com), no later than as from Thursday, 3 April 2014 and will be sent free of charge to those shareholders who so request and provide the Company with their name and address.

Stockholm, March 2014

Eniro AB (publ)

*The Board of Directors*