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Press release 25 November 2015

## Notice to attend the Extraordinary General Meeting

The Extraordinary General Meeting of Eniro AB (publ) will be held on Friday, 18 December 2015 at 9.00 a.m. (CET) at Summit Solna Business Park, Svetsarvägen 6, Solna, Sweden. The doors to the premises will open at 08.30 a.m. (CET).

### **Right to attend and notice to the company**

Those wishing to attend the meeting must:

- firstly      be entered as a shareholder in the share register kept by Euroclear Sweden AB on Saturday, 12 December 2015 (please note that since the record day is a Saturday, the shareholder must be entered into the share register on Friday, 11 December 2015); and
- secondly      give notice of attendance to the company no later than on Monday, 14 December 2015.

Notice of attendance can be given in writing to the address Eniro EGM, P.O. 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 (during 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 the person is entered in the share register kept by Euroclear Sweden AB on Saturday, 12 December 2015 (please note that since the record day is on a Saturday, the shareholder must be entered into the share register on Friday, 11 December 2015). 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 Monday, 14 December 2015.

### **Number of shares and votes**

At the date the notice is issued, the total number of shares in the company is 477,240,899, consisting of 476,240,899 ordinary shares and 1,000,000 preference shares, which corresponds to a total of 476,340,899 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**

Shareholders attending the General Meeting may request information in accordance with Chapter 7, Section 32, first paragraph item 1 of the Swedish Companies Act (2005:551).

## **Proposed agenda**

1. Opening of the General Meeting.
2. Election of chairman of the General Meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of two persons to verify the minutes.
6. Determination of whether the General Meeting has been duly convened.
7. Approval of settlement agreement with the former CEO.
8. Closing of the General Meeting.

### **Election of chairman of the General Meeting (Item 2)**

Dick Lundqvist, Attorney at Law, is proposed as chairman of the General Meeting.

### **Approval of settlement agreement with the former CEO (Item 7)**

The Board of Directors of Eniro AB (publ) proposes that the General Meeting approves that the company enters into the following settlement agreement with the former CEO Johan Lindgren.

#### *Background*

Johan Lindgren has initiated an arbitration proceeding against the company and claimed to receive a total amount of approx. MSEK 12.9 regarding salary and benefits. If Johan Lindgren's claim would be fully approved, the costs for the company would amount to approx. MSEK 16.9 including social security contributions, plus interest.

The company has initiated a cross-action against Johan Lindgren in the same arbitration proceeding and claimed damages in the total amount of approx. MSEK 7.6. The claim for damages regards investigation costs (*inter alia* auditor reviews), damages due to Johan Lindgren's violation of his authority in relation to the entering into an employment agreement and the fine the company has paid to the Stock Exchange. Due to the dispute, the company has, since earlier, reserved an amount of approx. SEK 19.3.

#### *The settlement agreement*

The principal terms and conditions in the agreement are the following. The company shall compensate Johan Lindgren for part of his costs in the arbitration proceeding, by paying Lindgren a total amount of MSEK 3.8. The company shall withhold and pay preliminary tax on the amount as well as pay social security contributions. Pursuant to Johan Lindgren's employment agreement, the company will account for the costs in relation to the procedure itself. The settlement agreement will result in that all of the dealings will be fully and finally settled. That means that Johan Lindgren will not be able to put forth any additional claims in relation to his employment and that the company will not be able to put forth any additional claims in relation to compensation for the damages to which the company has claimed compensation for. That also means that neither Johan Lindgren nor the company will be able to bring action against the other party in relation to circumstances which are not included in the claims in the arbitration proceeding, for example a claim for damages or compensation which is supported by other causes for action than the causes for action which have been presented in the arbitration proceeding.

#### *Other information*

From an economic perspective, the settlement agreement will result in the following for the company. The company waives its claims for damages of approx. MSEK 7.6 and pays MSEK 3.8 to Johan Lindgren for his costs. The company will also have to pay social security contributions on the

amount paid to Johan Lindgren. The company will not have to pay any amount in relation to Johan Lindgren's requests against the company. The company will not incur further costs in relation to the arbitration proceeding. Eniro will be able to reverse the reserve of approx. MSEK 19.3, which is currently expected to give a positive impact on earnings of approx. MSEK 14. As a result of the settlement agreement, the company also waives further claims against Johan Lindgren for damages pursuant to the Swedish Companies Act.

For a resolution by the General Meeting in accordance with this item to be valid, it is necessary that shareholders representing not less than one-tenth of all of the shares in the company do not vote against the proposal to approve the settlement agreement.

Stockholm, November 2015

Eniro AB (publ)

*The Board of Directors*

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**For more information, please contact:**

Lars-Johan Jarnheimer, Chairman of the Board of Directors, Tel: +46 8 553 310 00

*This information is such that Eniro AB (publ) is required to disclose in accordance with the Swedish Securities Market Act and/or the Financial Instruments Trading Act. The information was submitted for publication on November 25, 2015 at 8.15 am (CET).*

*Eniro is a search company that aggregates, filters and organizes local information. Our growth is driven by users' increasing mobility and multiscreen behavior, where we are at the forefront with modern technical solutions. For more than 100 years Eniro has helped people find local information and companies find customers. Today it is a multiscreen solution – our users search for information using their smart phones, tablets and desktops. Mobile advertising is today the fastest growing part of Eniro's business. Eniro is the local search engine. A smart shortcut to what you need, no matter where you are or where you are going.*

*Eniro is one of the largest search companies in the Nordic region and Poland. The company has approximately 2,000 employees and has been listed on NASDAQ Stockholm since 2000. During 2014, Eniro revenues amounted to SEK 3,002m and EBITDA was SEK 631m. Approximately 88 percent of Eniro advertising revenues come from multiscreen channels. The company's headquarters are located in Stockholm, Sweden. More on Eniro at [www.enirogroup.com](http://www.enirogroup.com).*

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