

# Notice to attend the Annual General Meeting 2017

**The shareholders of SSAB AB (publ) (company registration number 556016-3429) are hereby given notice to attend the Annual General Meeting to be held on Thursday, April 6, 2017, at 1pm CEST.**

## Location

Hotel Rival  
Mariatorget 3, Stockholm

## Application

In order to be entitled to attend the meeting, shareholders must be included in the printout of the share register that is made by Euroclear Sweden AB on Friday, March 31, 2017 and give notice of their intention to attend the meeting not later than on Friday, March 31, 2017, preferably before 12 noon.

Notice to attend the Annual General Meeting may be given via the Company's website, [www.ssab.com](http://www.ssab.com), or by telephone on +46 8-45 45 760.

The name, personal identification number (or company registration number), address and telephone number of the shareholder must be provided in the notice.

## Nominee-registered shares

In order to be entitled to attend the Annual General Meeting, shareholders whose shares are registered in the name of a nominee must temporarily re-register the shares in their own name. Such re-registration must be effected at Euroclear Sweden AB on Friday, March 31, 2017. Thus, the nominee should be contacted in ample time prior to that date.

Since the shareholders that are registered within the Finnish book-entry system at Euroclear Finland Ltd are nominee registered at Euroclear Sweden AB, those shareholders wishing to attend the meeting must contact Euroclear Finland Ltd by e-mail to [thy@euroclear.eu](mailto:thy@euroclear.eu) or by phone on +358 (0)20 770 6609, for registration of their shares in their own name well in advance of Friday, March 31, 2017.

## Proxies

Proxies in original and, with respect to a legal entity, a certificate of registration, should be submitted in ample time prior to the Annual General Meeting to: SSAB AB, Årsstämman, Box 7832, 103 98 Stockholm, Sweden. The Company provides proxy forms for shareholders wishing to be represented by a proxy. The form is available on the Company's website, [www.ssab.com](http://www.ssab.com) and will be sent to those shareholders who so request and state their mailing address. Order may be placed by telephone on +46 8 45 45 760.

## Admission cards

Admission cards entitling the holder to attend the Annual General Meeting will be distributed prior to the Annual General Meeting to those shareholders who have submitted applications. It is anticipated that shareholders will receive admission cards not later than on Wednesday, April 5, 2017. Any shareholder that has not received an admission card prior to the Annual General Meeting will be able to obtain an admission card from the information desk, upon presentation of identification.

## Proposed agenda

1. Election of a chairman of the meeting
2. Preparation and approval of the voting register
3. Approval of the agenda proposed by the Board of Directors
4. Election of one or two persons to attest the minutes of the meeting
5. Determination whether the meeting has been duly convened
6. Presentation of the Annual Report and the auditor's report, as well as the consolidated financial statements and the auditor's report for the Group. In connection therewith:
  - a) An address by the Chairman of the Board
  - b) An address by the President
  - c) A report by the auditor-in-charge regarding the audit work
7. Resolutions regarding:
  - a) Adoption of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet
  - b) Allocation of the Company's result in accordance with the adopted balance sheet
  - c) Discharge from liability for the directors and the President
8. Determination of the number of directors
9. Determination of fees for the Chairman of the Board, directors and auditors
10. Election of the Board of Directors
11. Election of the Chairman of the Board
12. Resolutions regarding number of auditors and auditor election
13. Approval of guidelines for determination of salaries and other compensation for the President and other senior executives
14. Shareholder proposals from Mr Thorwald Arvidsson that the Annual General Meeting shall resolve:
  - a) to adopt a zero vision regarding workplace accidents within the Company
  - b) to instruct the Board of Directors of the Company to set up a working group to implement this zero vision
  - c) that the result annually shall be reported in writing to the Annual General Meeting, as a suggestion, by including the report in the printed version of the Annual Report
  - d) to adopt a vision on absolute equality on all levels within the Company between men and women

e) to instruct the Board of Directors of the Company to set up a working group with the task of implementing also this vision in the long term as well as to closely monitor the development on both the equality and the ethnicity area

f) to annually submit a report in writing to the Annual General Meeting, as a suggestion by including the report in the printed version of the Annual Report

g) to instruct the Board of Directors to take necessary action in order to bring about a shareholders' association in the Company

h) that directors should not be allowed to invoice their fees from a legal entity, Swedish or foreign

i) that the Nomination Committee in performing its duties should pay particular attention to issues associated with ethics, gender and ethnicity

and, to instruct the Board of Directors of the Company to:

j) prepare a proposal regarding representation for small as well as midsize shareholders in the Board of Directors as well as the Nomination Committee, to be referred to the Annual General Meeting 2018 (or any prior Extraordinary General Meeting)

k) contact the appropriate public authority – primarily the Government of Sweden or the Swedish Tax Agency – in order to draw their attention to the need for regulatory change in respect of the issue described in (h) above

l) contact the Government of Sweden in order to draw its attention to the need for abolishment of the possibility of having so called voting power differences through changes in the legal framework

m) contact the Government of Sweden in order to draw its attention to the need for an implementation of a so called "cool-off period" for politicians

15. Shareholder proposal from Mr Thorwald Arvidsson that the Annual General Meeting shall resolve to amend the articles of association
16. Shareholder proposal from Mr Thorwald Arvidsson that the Annual General Meeting shall resolve to amend the articles of association
17. Closing of the Annual General Meeting

**A. The Nomination Committee proposes:**

The Nomination Committee consists of Lars Pettersson, Industrivärden (Chairman of the Nomination Committee); Kari A. J. Järvinen, Solidium Oy; Åsa Nisell, Swedbank Robur Fonder; Magnus Strömer, Handelsbanken fonder and Bengt Kjell (Chairman of the Board of Directors).

1. that attorney Sven Unger be appointed to chair the meeting;
8. that there be nine directors;
9. that Board fees (excluding compensation for committee work) remain unchanged compared to the previous year. That Board fees accordingly be paid on a yearly basis in the amount of SEK 1,650,000 to the Chairman of the Board and SEK 550,000 to each director who is not employed in the Group. That compensation to directors in respect of committee work in the Audit Committee be paid in the amount of SEK 125,000 each (previously SEK 100,000), with the exception of the position of Chairman of the Audit Committee, for which payment shall be made in the amount of SEK 200,000 (previously SEK 125,000). That compensation to directors in respect of committee work in the Remuneration Committee be paid in the amount of SEK 100,000 each (unchanged), with the exception of the position of Chairman of the Remuneration Committee, for which payment shall be made in the amount of SEK 150,000 (previously SEK 100,000). Fees shall be paid to the auditor in accordance with approved invoices;
10. that the following directors be re-elected: Petra Einarsson, Marika Fredriksson, Bengt Kjell, Matti Lievonen, Martin Lindqvist, Annika Lundius, John Tulloch and Lars Westerberg. Election of Pasi Laine as new director;  
  
Pasi Laine was born in 1963 and holds a Master of Science degree in Engineering. He is the President and CEO of Valmet Oyj since 2013 and has previously held several senior positions in the Metso Group, including President of Pulp, Paper and Power Technology and President for Metso Automation, and has served as board member of HKScan Oyj and Tamfelt Oyj.
11. that Bengt Kjell be re-elected as Chairman of the Board; and
12. that the auditors shall be one registered auditing company and that PwC be re-elected as auditors for another year until the Annual General Meeting of 2018, in accordance with the Audit Committee's recommendation.

**B. The Board of Directors proposes:**

- 7.b) Allocation  
  
The Board of Directors proposes that no dividends be paid for the financial year 2016.
13. Approval of guidelines for determination of salaries and other compensation for the President and other senior executives.  
  
Compensation to the President and other members of the Company's senior management shall comprise of:
  - fixed salary,
  - variable compensation,
  - other benefits such as company car, and
  - pension.

“Other members of the Company’s senior management” means a member of the Group Executive Committee, currently eight persons other than the President. The total compensation package shall be at market terms and conditions and competitive in the employment market on which the executive works. Fixed salary and variable compensations shall be related to the executive’s responsibilities and authority. The variable compensations shall be based on results as compared with defined and measurable targets and shall be subject to a ceiling in relation to the fixed salary. The variable compensations shall not be included in the basis for computation of pension, except in those cases where so provided in the rules of a general pension plan, e.g. the Swedish ITP plan. For senior executives outside Sweden, all or parts of the variable compensations may be included in the basis for pension computation due to legislation or competitive practice on the local market.

The variable compensation programs should be structured such that the Board of Directors has the possibility, should exceptional circumstances prevail, to restrict the payment of variable compensations, or to decline to make such payment, where such a measure is deemed reasonable and compatible with the Company's responsibilities to its shareholders, employees and other stakeholders.

Consultant fees in line with prevailing market conditions may be payable insofar as any director performs work on behalf of the Company, in addition to the Board work.

The period of notice of termination of employment for senior executives in Sweden shall be six months in the event of termination by the executive. In the event of termination by the Company, the total of the period of notice of termination and the period during which severance compensation is payable shall not exceed 24 months. For senior executives outside Sweden, the termination period and severance compensation may vary due to legislation or competitive practice on the local market.

Pension benefits shall be contribution-based with individual retirement ages in no case earlier than the age of 62. In the event the employment terminates prior to the retirement age, the executive shall receive a paid-up policy for earned pension.

The Board of Directors shall be entitled to deviate from the guidelines where special reasons exist in an individual case.

For detailed information regarding current compensation structures, reference is made to note 2 in the Annual Report for the financial year 2016.

### **C. Shareholder proposals from Mr Thorwald Arvidsson:**

- 14.a) - m) The proposals under item 14.a) - m) are set out in the agenda.
15. Shareholder proposal from Mr Thorwald Arvidsson that the Annual General Meeting shall resolve to amend § 5 of the articles of association, currently in force, in such a way that the last two sentences will read as set out below:

Class A shares as well as Class B shares shall carry one vote each and entitle to equal rights to participate in the assets and profits of the Company.

16. Shareholder proposal from Mr Thorwald Arvidsson that the Annual General Meeting shall resolve to amend § 7 of the articles of association by way of adding a second and third paragraph, as set out below:

Former ministers of the government may not be appointed as directors before a period of two years has lapsed since such minister left his or her position as minister.

As regards other politicians, receiving full-time remuneration for such position, a time limit of one year shall apply, should not exceptional reasons dictate otherwise.

#### **Majority rules**

The resolution of the Annual General Meeting to amend the articles of association under item 15 is valid if all shareholders represented at the meeting support the proposal and those shareholders represent at least nine-tenths of all shares in the Company, or alternatively if shareholders representing at least two-thirds of the votes cast as well as the shares represented at the meeting support the proposal and holders of half of all the Class A shares and nine-tenths of the Class A shares represented at the meeting agree to the change. The resolution of the Annual General Meeting to amend the articles of association under item 16 requires that shareholders holding at least two-thirds of the votes cast as well as the shares represented at the Annual General Meeting support the proposal.

#### **Information at the Annual General Meeting**

The shareholders are entitled to some information at the Annual General Meeting. The Board of Directors and the President shall, if any shareholder so requests and the Board of Directors believes that it can be done without material harm to the Company, provide information regarding circumstances that may affect the assessment of an item on the agenda and circumstances that can affect the assessment of the Company's or its subsidiaries' financial situation and the Company's relation to other companies within the group.

#### **Documents**

The Nomination Committee's proposals and motivated opinion together with information regarding all board members proposed to the Board of Directors of the Company will be available on the Company's website, [www.ssab.com](http://www.ssab.com). The Annual Report and auditor's report, the auditor's opinion whether the Annual General Meeting's guidelines for compensation to senior executives have been complied with, and shareholders proposals will be available at the Company's offices on Klarabergsviadukten 70, D6, Stockholm and on the Company's website, [www.ssab.com](http://www.ssab.com), commencing Thursday, March 16, 2017 and will be sent to those shareholders who so request and state their address. Orders may be placed by telephone on +46 8-45 45 760.

A printed version of the Annual Report will also be available at the Company's offices at the above address commencing week 11.

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

In the Company, there are 304,183,270 class A shares, each with one vote per share, and 725,652,056 class B shares, each with 1/10 vote per share, entailing that in total there are 1,029,835,326 shares and 376,748,475.6 votes in the Company.

Stockholm, February 2017

**SSAB AB (publ)**

*The Board of Directors*

**SSAB AB (Publ)**

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SSAB is a Nordic and US-based steel company. SSAB offers value added products and services developed in close cooperation with its customers to create a stronger, lighter and more sustainable world. SSAB has employees in over 50 countries. SSAB has production facilities in Sweden, Finland and the US. SSAB is listed on the Nasdaq OMX Nordic Exchange in Stockholm and has a secondary listing on the Nasdaq OMX in Helsinki. [www.ssab.com](http://www.ssab.com).