



Communiqué from the Annual General Meeting of IAR Systems Group (publ) on April 24, 2019

Stockholm, Sweden—April 24, 2019— The Annual General Meeting of IAR Systems Group AB on April 24, 2019, passed the following key resolutions:

Dividend

In accordance with the Board's proposal, a dividend of SEK 5.00 per share will be paid for the financial year 2018. The record date was set for Friday, April 26, 2019. Dividends are expected to be disbursed by Euroclear Sweden AB on Thursday, May 2, 2019.

Election of Board members and Board Chairman and determination of board fees

As regular Board members, the AGM re-elected Maria Wasing and Kent Sander. The AGM elected Michael Ingelög, Richard Lind and Fred Wikström as new regular Board members. The AGM elected Maria Wasing as Board Chairman.

The AGM furthermore resolved that board fees would be paid in an annual amount of SEK 400,000 to the Board Chairman and SEK 180,000 to each of the other Board members. No fees are paid to the Board members who are employed in the company.

Election of auditor

As the company's independent auditor, the AGM re-elected Deloitte AB with Authorized Public Accountant Erik Olin as Auditor in Charge.

Nominating committee

The AGM resolved to appoint a nominating committee essentially according to the following principles. By September 30, 2019, at the latest, the Board Chairman shall convene the company's three largest shareholders or known shareholder groups in terms of voting power, each of which shall then have the right to appoint one member to the nominating committee. In addition, the Board Chairman may be appointed as a member of the nominating committee. The composition of the nominating committee shall be announced no later than six months before the 2020 AGM.

Authorizations

The Board was authorized, on one or several occasions during the period until the next AGM, to decide on the new issue of shares and/or convertibles entailing the issue of, or conversion to, a maximum total of 1,263,206 class B shares, corresponding to a dilution effect of approximately 10% of the share capital and about 9.3% of the number of votes based on the current number of shares in the company.

The Board was authorized, on one or several occasions during the period until the next AGM, to decide on the purchase of a maximum number of class B treasury shares whereby the holding of treasury shares at no time exceeds 10% of all registered shares in the company. The shares shall be acquired on NASDAQ Stockholm at a price that is within the registered price interval at any given time. The motive for the authorization is to give the Board greater freedom of action in optimizing the company's capital structure. The AGM furthermore authorized the Board to decide on the sale of treasury Class B shares in exchange for cash payment with deviation from the shareholders' pre-emptive rights or as payment for the acquisition of companies or operations.

Long-term incentive program

The AGM resolved in accordance with the Board's proposal to introduce a long-term incentive program for all employees of the IAR Systems Group. In total, the program comprises a maximum of 532,500 options each entitled to subscription or acquisition of one Class B share in the Company, corresponding to a maximum of approximately 3.6 percent of the share capital and approximately 3.4 percent of the votes in the Company after dilution.

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In order to ensure the delivery of shares to employees in connection with exercise of options as described above, the AGM resolved to authorize the Board to decide on a new issue of no more than 381,000 Class C shares. In addition, the Board was authorized to repurchase the same amount of Class C shares. The AGM also resolved that after the reclassification of Class C shares into Class B shares, the Company may transfer Class B shares for the delivery of shares according to the option program above.

Stockholm, Wednesday, April 24, 2019

Board of Directors

IAR Systems Group AB (publ)

About IAR Systems

IAR Systems supplies future-proof software tools and services for embedded development, enabling companies worldwide to create the products of today and the innovations of tomorrow. Since 1983, IAR Systems' solutions have ensured quality, reliability and efficiency in the development of over one million embedded applications. The company is headquartered in Uppsala, Sweden and has sales and support offices all over the world. IAR Systems Group AB is listed on NASDAQ OMX Stockholm, Mid Cap. Learn more at www.iar.com.

IAR Systems is listed on Nasdaq Stockholm with the ticker IAR.

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