

# Invitation to attend the Annual General Meeting of Collector AB (publ)

**Shareholders of Collector AB (publ), Reg. No. 556560-0797, are hereby invited to attend the Annual General Meeting on Thursday, 25 April 2019, at 3.00 p.m., at Collector's premises at Lilla Bommens Torg 11, Gothenburg, Sweden. Admittance to the Meeting will commence at 2.15 p.m.**

## Right to participate and registration

Shareholders entitled to attend the Annual General Meeting are those who are i) registered in the share register maintained by Euroclear Sweden AB as per Wednesday, 17 April 2019, and ii) those who have notified the company of their intention to participate, with that notification being received by the company no later than Thursday, 18 April 2019.

Notification to participate in the Annual General Meeting can be submitted using the notification form at [www.collector.se](http://www.collector.se), by mail to Computershare AB "Collector AB's Annual General Meeting", Box 610, SE-182 33 Danderyd, Sweden or by telephone to +46 (0)771 – 24 64 00 (9.00 a.m. – 4.00 p.m.). When registering, please state your name, personal or corporate identity number, address, and, where applicable, the name of any assistant, the name and personal identity number of any proxy or the name and personal identity number of any substitute. Please note that the last date for registration by telephone is Thursday, 18 April 2019, at 4.00 p.m.

Shareholders may be accompanied at the Annual General Meeting by at most two assistants on notification of the intended number of accompanying assistants in accordance with the procedure for shareholder registration to the Annual General Meeting.

Admission cards will be sent by mail and are to be brought to the Annual General Meeting.

## Nominee-registered shares

To be entitled to participate in the Annual General Meeting, shareholders whose shares are registered with a nominee, must temporarily re-register their shares in their own name. Shareholders requiring such re-registration, voting right registration, must inform the nominee to this effect in good time before Wednesday, 17 April 2019. This re-registration must be implemented at Euroclear Sweden AB by Wednesday, 17 April 2019.

## Proxy

Shareholders represented by proxy must issue a written, signed and dated power of attorney. If the power of attorney is issued by a legal entity, an attested copy of the valid registration certificate for the legal entity (or equivalent document for a foreign legal entity) must be enclosed with the power of attorney. The documents may not be more than a year old. The power of attorney may, however, state a longer period of validity, with a maximum of five years. Power of attorney forms are available from the company website, [www.collector.se](http://www.collector.se). For ordering power of attorney forms, the same address and phone number apply as stated in the registration for the Annual General Meeting.

To facilitate registration, the power of attorney in the original, certificates of registration and other

authorizing documents should be sent to the company at the above address no later than Thursday, 18 April 2019.

### **Proposed agenda**

1. Opening of the Annual General Meeting
2. Election of a chairman for the Meeting
3. Preparation and approval of voting list
4. Approval of agenda
5. Election of one or two persons to verify the minutes of the Meeting
6. Determination of whether the Meeting has been duly convened
7. Address by the Chairman of the Board
8. Address by the CEO of the company
9. Presentation of the Annual Report, audit report, consolidated accounts and consolidated audit report
10. Resolution on the adoption of the income statement, balance sheet, and consolidated income statement and consolidated balance sheet
11. Resolution regarding the appropriation of the company's profit according to the adopted balance sheet
12. Resolution on discharge from liability for Board Members and the CEO
13. Determination of the number of Board members, deputy Board members and the number of auditors and deputy auditors
14. Determination of remuneration to Board members and auditors
15. Election of:
  - a. Board members
  - b. Chairman and Vice Chairman of the Board
  - c. auditor
16. Adoption of guidelines on compensation for senior executives
17. Adoption of principles for appointing the Nomination Committee together with the instructions for the members of the Nomination and Remuneration Committees
18. Resolution to authorize the Board to issue new shares
19. Closing of the Meeting

### **NOMINATION COMMITTEE'S PROPOSED RESOLUTIONS UNDER ITEMS 2, 13, 14, 15 AND 17**

The Nomination Committee, appointed in accordance with the procedure resolved by the 2018 Annual General Meeting, consisted of Erik Selin (Fastighets AB Balder), Rolf Lundström (StrategiQ Capital AB), Fabian Hielte (Ernström Finans AB) (chairman of the Nomination Committee), and Lena Apler (Chairman of the Board), together representing about 66 percent of the votes for all shares in the company.

#### **Item 2:**

The Nomination Committee proposes that lawyer Anders Strid chair the Meeting.

#### **Item 13:**

The Nomination Committee proposes that the Board shall consist of five AGM-elected ordinary

members without deputies and that the company shall have one auditor without deputies.

**Item 14:**

The Nomination Committee proposes a fixed fee of SEK 720,000 to the Chairman and SEK 360,000 to each of the other members and that fees to the auditor be paid in accordance with approved invoicing. The Nomination Committee also proposes that members of the Credit Committee, in addition to their Board fees, receive an additional fee of SEK 150,000 each, and that members of the Risk and Audit Committee and the Remuneration Committee, in addition to their Board fees, shall receive an additional fee of SEK 100,000 each per committee.

**Item 15:**

The Nomination Committee proposes re-election of members Lena Apler, Erik Selin and Christoffer Lundström and new election of Anna Kinberg Batra and Charlotte Hybinette. The Nomination Committee also proposes that Lena Apler be elected Chairman of the Board and that Erik Selin be elected as Vice Chairman.

Anna Kinberg Batra, born 1970, holds an MSc. in Economics from the Stockholm School of Economics. Anna has a solid background in politics and experience as member of the Riksdag (Swedish parliament), as Chairman of the Riksdag's Committee on Finance and as party leader for the Moderate Party. Today, Anna is an adviser and lecturer in politics, leadership and change. She is also Leader in Residence at the Stockholm School of Economics, where she contributes experience in leadership at a senior level. Anna is a member of the Boards of Directors of SSC – Swedish Space Corporation and Avanza Pension. To avoid conflicts of interest, Anna will, if elected to the Board of Directors of Collector, step down from the Board of Directors of Avanza Pension.

Charlotte Hybinette, born 1973, holds an MSc. in Law from Stockholm University. Charlotte is a Senior Investment Manager at Ernström & C:o AB. Charlotte also conducts business through Hybinette & Partners AB, providing legal advice to public companies and their shareholders, primarily in company law, shareholder and capital market law, and corporate governance. Charlotte has previously worked as a lawyer and Managing Partner at law firm MAQS Advokatbyrå in Stockholm, where she primarily represented listed companies, mainly in the property sector. Charlotte is a member of the Board of Directors of Platzer Fastigheter Holding AB (publ).

In accordance with the recommendation from the Risk and Audit Committee received by the Nomination Committee, the Nomination Committee proposes re-election of auditing firm Ernst & Young AB as auditor until the end of the 2020 Annual General Meeting. It is noted that Ernst & Young AB has communicated that authorized public accountant Daniel Eriksson will be the auditor responsible.

**Item 17:**

The Nomination Committee proposes that the Annual General Meeting adopt corresponding guidelines for appointment of the members of the Nomination Committee and that the instructions for the Nomination Committee adopted at the 2018 Annual General Meeting be valid until the next Annual General Meeting.

Accordingly, the company should always have an Election Committee consisting of four persons. In addition to the three largest shareholders on the final banking day in September being entitled to appoint one member of the Election Committee each, the Chairman of the Board shall also be a member of the Election Committee. From among its members, the Election Committee appoints

a Chairman. The Chairman of the Board may not be the Chairman of the Election Committee. The mandate of the Election Committee shall extend until the appointment of a new Election Committee.

The task of the Election Committee shall be to submit proposals, prior to the Annual General Meeting, regarding the Chairman of the Annual General Meeting, the number of Board Members, the Chairman and other members elected to the Board, fees and other remunerations to each of the Board Members elected by the Annual General Meeting and to members of the Board's committees, the number of auditors, the auditors, fees to the auditors, the election of the Election Committee, or a resolution on the principles for the appointment of the Election Committee, as well as instructions for the Election Committee and the remuneration of its members. The Nomination Committee also proposes that the company bear reasonable costs associated with the Election Committee's mandate and that fees can be paid to the members of the Election Committee if so approved by the Annual General Meeting.

The complete proposal for guidelines for appointment of the Election Committee and the instructions for the Election Committee are available on the company's website [www.collector.se](http://www.collector.se).

## **The Board of Directors' proposals for resolutions under items 11, 16 and 18**

### **Item 11:**

The Board of Directors proposes that the Annual General Meeting resolves that the unappropriated earnings at the disposal of the Annual General Meeting of SEK 1,199,147,638 be appropriated such that SEK 1,199,147,638 be carried forward, meaning that no dividend is paid.

### **Item 16:**

The Board of Directors proposes that the Annual General Meeting adopt the following guidelines for the remuneration of senior executives.

#### ***Basic principles***

Salary and other terms of employment shall be such that the Group is always able to attract and retain competent senior executives at reasonable expense to the company. Remuneration to senior executives shall be determined in accordance with Collector's remuneration policy, which is based on the Finansinspektionen's (Swedish Financial Supervisory Authority) regulations on remuneration, national implementation of the EU directive on capital requirements for banks, as well as international practices with regard to sound remuneration structures.

Senior executives' remunerations consist of fixed salary, pension and other benefits. To avoid senior executives being encouraged to take unsound risks, no variable remuneration is paid. Consequently, fixed remuneration, combined with pension provisions and non-monetary benefits, constitute the employee's total remuneration. Furthermore, the Annual General Meeting may resolve to offer long-term incentive programmes, such as share- or share price-related incentive programmes.

#### ***Fixed salary***

Each senior executive shall be offered a fixed salary on market terms and based on the complexity of the job and the executive's experience, responsibility, competence and performance. The fixed salary is revised annually.

#### ***Variable salary***

No variable salary (bonus) is to be paid to senior executives.

***Non-monetary benefits***

Non-monetary benefits shall facilitate the senior executives' work performance and correspond to what can be considered reasonable considering market practices.

***Pensions***

Each senior officer shall be offered a pension on market terms in the country where the senior officer has his or her permanent residence.

***Termination and severance pay***

Fixed salary during the period of notice and severance pay for the senior executives shall in total not exceed 24 fixed monthly salaries.

***Remuneration to Board Members***

To the extent that Board Members perform work outside the framework of their Board work, they shall be allowed to receive fees for such work. This remuneration should be on market terms and must be approved by the Board.

***Deviations from the guidelines***

In individual cases, the Board shall be entitled to deviate from these guidelines should there be special reasons to do so.

**Item 18**

The Board of Directors proposes that the Annual General Meeting authorize the Board, for a period extending at most until the next Annual General Meeting, to issue new ordinary shares on one or more occasions, with or without deviation from shareholders' preferential rights and against payment in cash, in kind or by set-off. The number of shares that may be issued may not exceed 10,269,051 shares, corresponding to a dilution effect of approximately 10.0 percent of the share capital and votes, based on the current number of shares in the company.

The subscription price shall be determined according to prevailing market conditions at the time the shares are issued.

The reasons for the authorization and for the option of deciding to issue shares deviating from the preferential rights of existing shareholders are that the Board of Directors wishes to increase the company's financial flexibility and enable a rapid and effective adjustment of the company's capital structure to set financial targets and changes in capital adequacy rules. A share issue deviating from shareholders' preferential rights also makes it possible for the company to issue ordinary shares as payment in connection with possible acquisitions of companies or operations by the company.

To be valid, a resolution in accordance with the Board's proposal requires the approval of shareholders representing at least two thirds of both the votes and the shares represented at the Annual General Meeting.

**OTHER INFORMATION****Number of shares and votes**

At the time of issuance of this notice, there were a total 102,690,502 shares and votes in the company. The company holds no treasury shares.

Annual General Meeting documents

The Annual Report and Audit Report for the 2018 financial year, the Board's complete proposal, the Board's account of the outcome of the Remuneration Committee's evaluation in accordance with the Swedish Code of Corporate Governance and the auditor's statement pursuant to Chapter 8, Section 54 of the Swedish Companies Act will be available by 3 April 2019 at the latest on the company's website, [www.collector.se](http://www.collector.se), at the company's offices at Lilla Bommens Torg 11, Gothenburg and will be sent free of charge to shareholders who so request and who state their postal address or email address.

The Election Committee's complete proposals for resolutions and its motivated statement regarding its proposal for the composition of the Board of Directors and information about the proposed Board Members are available on the company's website, [www.collector.se](http://www.collector.se).

The documents can be requested by telephone on +46 (0)10-161 00 00 or by mail to Collector AB (publ), Box 11914, SE-404 39 Gothenburg, Sweden.

### **Personal data**

For information on how your personal data is processed, see [www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf](http://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf).

### **Shareholders' right to ask questions**

Shareholders are hereby informed of their rights under Chapter 7, Section 32 of the Companies Act, to request, at the Annual General Meeting, information from the Board and CEO regarding circumstances that may affect the assessment of an agenda item and circumstances that could affect the assessment of the company's or its subsidiaries' financial situation, the company's relationship to other Group companies, and the consolidated accounts. Such disclosures are to be made if the Board determines that this can be done without incurring material harm to the company.

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Gothenburg, March 2019  
Collector AB (publ)  
Board of Directors