



PRESS RELEASE 14 March 2018

## Resolutions made at Axfood's 2018 AGM

**The Annual General Meeting (AGM) re-elected all sitting board members, and Jesper Lien and Stina Andersson were elected as new directors. The AGM resolved among other things to declare a dividend of SEK 7 per share and to implement another long-term incentive programme.**

The AGM of Axfood Aktiebolag (publ) was held at 5 p.m. on Wednesday, 14 March 2018, in Stockholm.

### **Adoption of the income statement and balance sheet, and of the consolidated income statement and consolidated balance sheet**

The AGM adopted the parent company and consolidated income statements and balance sheet for the 2017 financial year.

### **Discharge from liability**

The AGM granted the board members and president discharge from liability for the preceding financial year.

### **Dividend**

The AGM resolved to declare a dividend of SEK 7.00 per share. The record date to receive dividends was set at Friday, 16 March 2018. Dividends are expected to be paid out on Wednesday, 21 March 2018.

### **Board of Directors**

The AGM resolved that the number of board members shall be eight, with no deputies. Antonia Ax:son Johnson, Fabian Bengtsson, Caroline Berg, Mia Brunell Livfors, Lars Olofsson and Christer Åberg were re-elected as directors. Stina Andersson and Jesper Lien were elected as new directors. Mia Brunell Livfors was re-elected as Chairman of the Board.

### **Directors' fees**

The AGM resolved that directors' fees of SEK 675,000 shall be paid to the Chairman of the Board, SEK 520,000 to the Vice Chairman of the Board, and SEK 425,000 to each of the other AGM-elected directors.

### **Auditor**

The AGM re-elected Deloitte AB as auditor for a term until the end of the 2020 Annual General Meeting. Hans Warén will continue to serve as chief auditor.

### **Nominating Committee**

The AGM resolved that the Nominating Committee ahead of the 2019 Annual General Meeting shall be composed of one member representing each of the four largest shareholders in the Company in terms of votes based on ownership statistics from Euroclear Sweden AB as per the last business day in August the year before the Annual General Meeting.

## **Guidelines for compensation of senior executives**

The AGM resolved to adopt guidelines for compensation of senior executives that in all essential respects are in accordance with the guidelines approved by the 2017 Annual General Meeting.

### **Long-term share-based incentive programme (LTIP)**

#### LTIP 2018

The AGM resolved to implement a long-term share-based incentive programme (LTIP 2018). The programme is in accordance in all essential respects with LTIP 2017.

LTIP 2018 includes approximately 75 employees, consisting of the members of Axfood's Executive Committee, members of the management teams of Axfood's subsidiaries, and certain other persons in management functions. Participation in LTIP 2018 requires a personal shareholding in Axfood that is allocated to LTIP 2018. Depending on their participant category, the participants in the programme will be given the opportunity to allocate a maximum of 4,700, 850 or 250 shares to the programme. After the set vesting period, the participants will be granted shares in Axfood free of charge provided that certain conditions are met. For a participant to receive shares in Axfood under so-called matching share rights requires continued employment by the Axfood Group during the vesting period, that the individual continues to own shares in Axfood during the same period of time, and that the total shareholder return ("TSR") on the Company's shares during the period 2018–2020 exceeds zero per cent. Grants of shares with the support of so-called performance share rights requires continued employment by the Axfood Group and that the individual continues to own shares in Axfood, and are based in part on the Company's TSR in relation to the SIX Return Index and in part on the Axfood Group's total average sales growth, contingent upon achievement of a certain average EBIT margin. The maximum number of shares in Axfood that may be granted under LTIP 2018 shall be limited to 240,000. Based on an unchanged share price during the term of the programme, a three-year vesting period and certain other additional assumptions, the total cost of LTIP 2018 including social security costs is estimated to be approximately SEK 39 m.

The main motives for establishing LTIP 2018 are to align the shareholders' interests with those of the members of the Executive Committee and other key persons in ensuring maximum long-term value creation and to encourage personal shareholding in Axfood. Further, it has been determined that LTIP 2018 will facilitate Axfood in recruiting and retaining persons for the Executive Committee and other key persons.

#### Purchases of own shares and transfers of treasury shares

The AGM also resolved to authorize the Board to, on one or more occasions during the period until the next Annual General Meeting, decide on purchases of a maximum of 240,000 of the Company's own shares. Purchases of shares shall be made on Nasdaq Stockholm and at a price per share that is within the registered price interval at any given time (the spread). Purchases may be made for the purpose of securing the Company's obligations arising out of LTIP 2018 and any other share-based incentive programmes.

Further, the AGM resolved to transfer a maximum of 240,000 shares in Axfood to participants in LTIP 2018 who, in accordance with the terms of LTIP 2018, are entitled to receive shares.

### **Employee purchases of shares in subsidiaries**

The AGM resolved that employees of the Axfood Group shall be given the opportunity to purchase shares in store companies in Hemköp-skedjan, in accordance with the same terms as those approved by previous Annual General Meetings. The persons who shall have the right to purchase shares are store managers (presidents) of store companies that are operated and/or established within Hemköp-skedjan. The resolution covers a maximum of ten Hemköp stores and applies for the period until Axfood's 2019 Annual General Meeting.

### **Complete information and resolutions**

All resolutions were in accordance with the recommendations made by the Board of Directors and Nominating Committee to the AGM.

Complete information about the AGM's resolutions is available on Axfood's website:  
[www.axfood.se](http://www.axfood.se).

### **For further information, please contact:**

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This press release was submitted for publication at 7:10 p.m.(CET) on 14 March 2018.

**At Axfood** we work with passion for food and people. Food that is good and sustainable. Axfood includes the Willys and Hemköp chains as well as Tempo, Handlar'n and Direkten, which are retailer-owned stores. B2B sales are handled through the Axfood Snabbgross chain, and wholesaling is conducted through Dagab. Axfood is also the owner of mat.se and Middagsfrid, and a part-owner of Urban Deli and Eurocash. Axfood is listed on Nasdaq Stockholm, and the principal owner is Axel Johnson AB. Read more at [www.axfood.se](http://www.axfood.se).