

*The information was submitted for publication at 17.10 CET on 8 May 2019.*

## Bulletin from Ratos's AGM 8 May 2019

**Ratos's Annual General Meeting (AGM) was held on 8 May 2019 at Skandiascenen, Cirkus, in Stockholm.**

The AGM adopted the parent company and the consolidated balance sheets and income statements for the 2018 financial year. The AGM granted the board members and the CEO discharge from liability for the 2018 financial year.

### **Election of Board of Directors and Auditor etc.**

The AGM followed the Nomination Committee's proposal and decided to appoint six directors, without deputy directors, and to re-elect Board members Per-Olof Söderberg, who was also re-elected as Chairman of the Board, Ulla Litzén, Karsten Slotte, Jan Söderberg and Jonas Wiström (CEO) and elect Eva Karlsson as new Board member. Annette Sadolin has declined re-election. For a more detailed presentation of the Board members, please refer to [www.ratos.se](http://www.ratos.se).

The AGM further resolved in accordance with the Nomination Committee's proposal for an unchanged remuneration to the Chairman of the Board, to the rest of the Board and to the committees. The auditor shall be paid in accordance with approved account.

The AGM elected Ernst & Young AB as auditor for the period until the next annual general meeting has been held.

### **Dividend on Class A and Class B shares**

The AGM resolved on a dividend of SEK 0.50 per Class A and Class B share. The record date for the dividend is 10 May 2019 and dividends are expected to be paid on 15 May 2019.

### **Guidelines for remuneration to senior executives**

The AGM resolved to adopt the Board's proposal regarding guidelines for remuneration to senior executives.

### **Incentive program**

The AGM resolved, in accordance with the Board's proposal, to implement a long-term incentive program 2019/2024 for the CEO, the CFO and other key employees in Ratos, consisting of convertible debentures and warrants (jointly the Instruments), through an issue of not more than 1,500,000 convertible debentures without preemptive rights for the shareholders and an issue of not more than 1,500,000 warrants without preemptive rights for the shareholders; yet, a maximum of 1,500,000 Instruments can be issued. The increase of the company's share capital can accordingly, if all the Instruments are subscribed for and converted/exercised, amount to not more than SEK 4,725,000 (based on the current quotient value and that no recalculation has been made in accordance with terms and conditions of the program).

### **Purchase of treasury shares**

The AGM gave the Board a mandate to decide, during the period until the next AGM, on repurchase of a maximum number of shares so that the company's holding of treasury shares does not at any time exceed seven percent of the total number of shares in the company.

### **Authorisation for new issue of Class B shares to be used at acquisitions**

The AGM resolved to authorise the Board, during the period until the next AGM, in conjunction with agreements on company acquisitions, on one or several occasions, with or without deviation from the pre-emptive rights of shareholders, for a cash payment, through set-off or non-cash, to decide on a new issue of Ratos shares. This authorisation comprises a maximum of 35 million Class B shares.

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

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#### **About Ratos:**

*Ratos is an investment company that develops unlisted medium-sized companies based in the Nordic region. As an active owner, the goal is to contribute to long-term, sustainable development of the companies. Ratos is listed and invests capital from its own balance sheet and thus has a flexible ownership horizon. Ratos's 12 companies are divided into three business areas; Construction & Services, Consumer & Technology and Industry. In total, the companies employ approximately 12,300 employees.*