

# PRESS RELEASE

Stockholm, Sweden, April 25, 2014

*In accordance with NASDAQ OMX Stockholm Rule Book for Issuers, Cision AB (publ), reg. no. 556027-9514, hereby discloses the contents of the notice of the annual general meeting which will be held on Tuesday May 27, 2014.*

*This notice of the annual general meeting will be available on the company's website on Friday April 25, 2014. The notice will be published in the Official Swedish Gazette and information that the notice has been given will be announced in Svenska Dagbladet on Tuesday April 29, 2014.*

## **Annual General Meeting of Cision AB (publ)**

**The shareholders of Cision AB (publ), reg. no. 556027-9514, are hereby convened to the annual general meeting on Tuesday, May 27, 2014, at 4.00 p.m. CEST at Garnisonen Konferens, Karlavägen 100, Stockholm, Sweden.**

### **Participation**

Shareholders of Cision AB (the "**Company**") who wish to participate in the annual general meeting

*must* be recorded in the register of shareholders maintained by Euroclear Sweden AB on Wednesday, May 21, 2014, *and*

*must* notify the Company of their intention to attend the annual general meeting not later than on Wednesday, May 21, 2014 by:

- post to Cision AB, Att: Angela Elliot, P.O. Box 24194, SE-104 51 Stockholm, Sweden;
- e-mail to [angela.elliott@cision.com](mailto:angela.elliott@cision.com);
- telephone, +46 (0)8 507 410 00; or
- fax, +46 (0)8 507 410 25.

In the notification, shareholders (and, where applicable, proxies of shareholders) should state their name, personal/corporate identity number, address, telephone number during business hours, the number of shares held and, where applicable, (a maximum of two) advisors participating. In order to facilitate admission to the annual general meeting, the Company wishes to receive powers of attorney, certificates of incorporation and other authorisation documents no later than Friday, May 23, 2014. Please note that powers of attorney must be presented in their original copy. Power of attorney forms will, without charge, be sent by post to shareholders who so request, stating their address, and are available for download on the Company's website: <http://corporate.cision.com/Corporate-Governance-/Annual-General-Meeting/Annual-General-Meeting-2014/>.

Shareholders whose shares are registered in the name of a nominee through the trust department of a bank or similar institution must temporarily register their shares in their own name in the shareholders'

register maintained by Euroclear Sweden AB, in order to be entitled to participate in the annual general meeting. This procedure, known as voting right registration, must be effected no later than Wednesday, May 21, 2014, which means that the shareholder must inform the nominee well in advance of this date.

### **Proposed agenda**

1. Opening of the annual general meeting.
2. Election of chairman of the annual general meeting.
3. Drawing up and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons to verify the minutes.
6. Determination as to whether the annual general meeting has been duly convened.
7. Chief Executive Officer's (the "**CEO**") address.
8. Report on the work of the board of directors and the compensation and audit committees.
9. Presentation of the annual report, the audit report, the consolidated financial statements and the consolidated audit report for the financial year 2013.
10. Resolution regarding adoption of the income statement and the balance sheet, and of the consolidated income statement and the consolidated balance sheet.
11. Resolution regarding allocation of the Company's earnings in accordance with the adopted balance sheet.
12. Resolution regarding discharge from liability of the directors of the board and the CEO.
13. Resolution on the number of directors of the board and deputy directors to be elected by the annual general meeting.
14. Resolution regarding remuneration to the board, the auditor and for committee work.
15. Election of directors of the board, chairman of the board and deputy directors, if any.
16. Election of auditor.
17. Resolution regarding procedure for the nomination committee.
18. Presentation of the board's proposal for guidelines for salary and other remuneration to the Company's CEO and other senior executives.
19. Resolution regarding re-allocation of shares bought back for LTI 2011.
20. Closing of the annual general meeting.

## Proposals for resolutions

### ***The board of directors' proposal regarding allocation of the Company's earnings in accordance with the adopted balance sheet (item 11)***

The following unappropriated earnings in the Company are at the disposal of the annual general meeting:

Retained earnings:	SEK 575,613,337
Fair value reserve:	SEK -120,398,395
Share premium reserve:	SEK 136,493,405
Net result for the year:	SEK -257,495,493
<b>Total:</b>	<b>SEK 334,212,854</b>

The board of directors proposes to the annual general meeting that the unappropriated earnings of SEK 334,212,854 in aggregate are allocated as follows: retained earnings of SEK 575,613,337, fair value reserve of SEK -120,398,395, share premium reserve of SEK 136,493,405 and the net result for the year of SEK -257,495,493 to be carried forward into new account.

The change of the board of directors' proposal in this matter in relation to what was stated in the Company's annual report for the financial year 2013, where the Board of Directors set out a dividend, is caused by the competing takeover bids made by Blue Canyon Holdings AB and Meltwater Drive Sverige AB to the shareholders of the Company.

### ***Resolution regarding appointment of the chairman of the meeting, the number of directors of the board, the compensation to the directors of the board and the auditor, the election of the chairman of the board and other directors, the election of the auditor and procedure for the nomination committee (items 2 and 13-17)***

The members of the Company's nomination committee appointed by the Company's former larger shareholders - Göran Espelund (representing Lannebo Fonder AB), Bengt A. Dahl (representing Fairford Holdings Finance AB), Roger Hagborg (representing Cyril Acquisition AB) and Mark H. Shay (representing Accendo Capital SICAV-SIF) – have in connection with the sale by these shareholders of all of their shares in the Company to Blue Canyon Holdings AB on April 4, 2014, resigned from their positions in the nomination committee.

Considering the limited period of time between the above mentioned events and the day of the annual general meeting and the other circumstances in connection with the competing takeover bids made by Blue Canyon Holdings AB and Meltwater Drive Sverige AB to the shareholders of the Company, there has been no possibility for the appointment of a new nomination committee for preparation, in accordance with sections 1.4 and 2.1 of the Swedish Corporate Governance Code, of proposals for resolutions regarding chairman of the meeting, the number of directors of the board, the compensation to the directors of the board and the auditor, the election of the chairman of the board and other directors, the election of the auditor and procedure for the nomination committee (items 2 and 13-17).

The board of directors of the Company has been notified that the shareholder Blue Canyon Holdings AB, a company controlled by GTCR Investment X AIV Ltd. and holding shares representing 63.4 per cent or more of the shares and votes in the Company, intends to present proposals regarding the above mentioned matters not later than at the annual general meeting. In the event that the board of directors is notified about the content of these proposals before the time of the annual general meeting, the proposals will be announced by the Company by way of press release and held available at the Company's premises and on the Company's website.

***The board of directors' proposal for guidelines for salary and other remuneration to the Company's CEO and other senior executives (item 18)***

The board of directors' below proposal for guidelines for salary and other remuneration to the Company's CEO and senior executives has been prepared in order to secure that the Cision group offers a reward system that is competitive, business driven, performance focused and meets the highest standard on ethics and morale.

For a description of the Company's outstanding remuneration programs, reference is made to note 8 of the Company's Annual Report for 2013.

Guidelines for salary and other remuneration of the Company's CEO and senior executives

The board of directors proposes that the annual general meeting approves the board's proposal regarding guidelines for salary and other remuneration of the CEO and senior executives of the Company. The proposed guidelines mainly correspond to the guidelines for remuneration that have been applied in previous years and are based on existing agreements between the Company and the Company's senior executives. The guidelines apply to the CEO, senior executives that report directly to the CEO as well as selected other senior executives in the Company group. The remuneration structure for the senior executives shall comprise of both fixed and variable salary, pension, other benefits and when appropriate a long term incentive plan.

Fixed salary

The Company shall offer market level terms that enable the Company to attract, develop and retain senior executives. The fixed salary level is based on what the local market pays for an equivalent position, based on qualification and performance and is therefore a market-based salary. The fixed salary is reviewed on a yearly basis.

Short term incentive plan (STI)

Variable cash remuneration is paid in the form of an annual performance based bonus. The target bonus for the Company's senior executives varies depending on their position. The target bonus for the CEO is 50 per cent of the fixed annual salary and the maximum bonus is 100 per cent of the fixed annual base salary when performance exceeds targets. For the Company's senior executives being part of the executive committee the target bonus is 30-50 per cent of the fixed annual base salary and the maximum bonus is 60-100 per cent of the fixed annual base salary, and for other senior executives the target bonus is 20-30 per cent of the fixed annual base salary and the maximum bonus is 40-60 per cent of the fixed annual base salary. For the CEO, the senior executives being part of the Company's executive committee, excluding country leaders, and for the central finance function members, the bonus is based on (i) the Company's achieved operating result ("**EBIT**") at group level as compared to budget for the financial year 2014 and (ii) organic growth in revenue at group level as compared to budget for the financial year 2014 and (iii) specific corporate targets set at group or country level. For other senior executives, the bonus is based on (i) EBIT and organic growth in revenue for the financial year 2014 as compared to budget, calculated based on a group and/or country level depending on their position and (ii) specific corporate targets as mentioned above. For each individual and based on position, the allocation of bonus is based on a weighting of the different components. In order for any bonus to be payable with respect to the financial components, at least 86 per cent of the target for EBIT at the level relevant for the executive must be attained. Maximum bonus for the financial components will be payable upon attainment of 140 per cent of each such relevant component. In order for any bonus relating to corporate targets to be payable, at least 86 per cent of the relevant target must be attained, and maximum payment for the corporate targets will be payable upon attainment of 100 per cent of each such target. The aggregate amount of the cash bonus earned during 2014 under this incentive plan will, on the basis of the current composition of the executive committee of

the Company, amount to a maximum of approximately 75 per cent of the aggregate amount of the annual fixed salaries for all of the members of the executive committee participating in the STI program.

#### Long term incentive plans (LTI)

Long term incentive programs shall be linked to certain pre-determined financial performance criteria and shall ensure long-term commitment to the development of the Company. The Company has two on-going share and share price related incentive programs, adopted at the annual general meetings held in 2011 and 2013, respectively.

#### Pension

The basic principle with respect to pension arrangements shall be that the terms and conditions correspond with market terms in the country where the Company's senior executives are domiciled. The retirement age for the executives varies in accordance with local customs. For the CEO, the Company shall allocate an amount corresponding to 20 per cent of the CEO's pension qualifying salary for pension and insurance solutions. Pensions are defined contribution and are paid on a fixed percentage of base salary. The percentage ranges from 10 per cent to 21 per cent for senior executives. The Company's senior executives follow local practice for supplementary pensions for salaried employees or corresponding arrangements. Other pension allocations are made in accordance with local customs and after approval from HR and the CEO.

#### Other benefits

The Company's CEO and senior executives are eligible for customary benefits connected with their position, such as health care, medical insurance and a company car or car allowance. Benefits vary between the countries and are based on local customs.

#### Severance payment and notice period

The CEO's employment contract is valid until further notice, with a mutual notice period of six months. The CEO is entitled to a severance payment equal to the annual base salary of the CEO. The notice period for the Company's senior executives being part of the executive committee varies between zero and six months. For the Company, the notice period to the Company's senior executives varies between zero and six months. The Company's senior executives being part of the executive committee are entitled to severance payment equal to one to nine monthly salaries. Further, where the board of directors deems it required in order to secure the Company's need for continuity in the senior executive team in connection with significant changes to the structure or ownership of the Company, additional arrangements for senior executives may be implemented in relation to notice periods, severance payments and financial incentives to remain in the Company's service.

#### Preparation and resolution

In respect of the CEO, the compensation committee proposes, after discussions between the chairman of the board and the CEO, the salary, criteria for variable remuneration and other terms of employment, which are then approved by the board. For the Company's other senior executives, the CEO proposes terms and conditions which are then approved by the compensation committee and reported to the board of directors.

The board of directors shall have the right to deviate from these principles in individual cases if there is a solid business rationale and good reason for such a decision.

#### ***The board of directors' proposal regarding re-allocation of shares bought back under LTI 2011 (item 19)***

The board of directors proposes that the annual general meeting resolves upon a re-allocation of shares bought back under the long term share-related incentive program adopted by the annual general meeting held in 2011 (LTI 2011) to the long term share-related incentive program adopted by the annual general meeting held in 2013 (LTI 2013). In brief, the proposal means that a number of the 69,442 shares bought back under LTI 2011, which will not be required for delivery under LTI 2011, are re-allocated to LTI 2013 so

that the re-allocated shares can be used to secure delivery of shares to participants in LTI 2013 and to secure for future cash flow effects due to payments of social security costs related to LTI 2013. It is proposed that an aggregate number of 19,116 shares are re-allocated from LTI 2011 to LTI 2013. It is further proposed that transfers of re-allocated shares shall be made on the same principles as prescribed in connection with the adoption of LTI 2013 at the 2013 annual general meeting.

#### Majority requirement

An adoption to authorise the board of directors to resolve on a re-allocation of bought back shares shall be valid only where approved by shareholders holding not less than nine-tenths of both the shares voted and of the shares represented at the annual general meeting.

#### **Shareholder's right to request information**

Shareholders of the Company are, where the board of directors believes that it may take place without significant harm to the Company, at the annual general meeting entitled to receive information in respect of any circumstances which may affect the assessment of a matter on the agenda or of the Company's or a subsidiary's financial position (i.e. the right to request information pursuant to Chapter 7, Section 32 of the Swedish Companies Act).

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

The Company has in total 14,909,583 shares, each representing one vote, i.e. in total 14,909,583 votes. At the time of this notice the Company's holding of own shares, which cannot be represented at the annual general meeting, amounted in total to 69,442 shares.

#### **Further information**

The board of directors' complete proposals for the resolutions in item 11 (allocation of the Company's earnings) and item 18 (guidelines for salary and other remuneration to the Company's CEO and other senior executives) are as set out above.

The complete proposal with respect to the re-allocation of shares bought back for LTI 2011 (item 19), the accounting documents and the audit report for the financial year 2013 as well as the auditor's statement pursuant to Chapter 8, Section 54 of the Swedish Companies Act regarding compliance with the guidelines for compensation to senior executives, respectively, will be available at the Company's premises as from Tuesday, May 6, 2014, and will, without charge, be sent by mail to shareholders who so request, stating their address. All these documents will also as from Tuesday, May 6, 2014 be available on the Company's website: <http://corporate.cision.com/Corporate-Governance-/Annual-General-Meeting/Annual-General-Meeting-2014/>.

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Stockholm, 25 April 2014

The Board of Directors of Cision AB (publ)

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*The information provided herein is such that Cision AB (publ) is obligated to disclose pursuant to the Swedish Securities Markets Act (SFS 2007:528) and/or the Swedish Financial Instruments Trading Act (SFS 1991:980). The information was submitted for publication at 08:30 AM CEST on April 25, 2014.*

*N.B. The English text is an unofficial translation. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.*

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