

Press release 22 April 2020

Report from the Annual General Meeting of Rejlers AB (publ) on 22 April 2020

At the annual general meeting (the “AGM”) of Rejlers AB (publ), reg. no 556349-8426, (the “Company”), on 22 April 2020 the AGM adopted, inter alia, the following resolutions. For more detailed information regarding the contents of the resolutions, please refer to the notice to the AGM and the complete proposals, which have previously been published and are available on the Company’s website, www.rejlers.com.

Adoption of the balance sheet and income statement, disposition regarding the Company’s results and discharge from liability

The AGM adopted the Company’s balance sheet and income statement and consolidated income statement and consolidated balance sheet.

The AGM resolved in accordance with the board of directors’ amended proposal that, of the funds at the disposal of the Annual General Meeting in an amount of SEK 497,089,205, a total of SEK 29,531,863.50 shall be paid to the shareholders in dividends, of which a total of SEK 2,623,875 shall be paid to holders of Class A shares and SEK 26,907,988.50 shall be paid to holders of Class B shares, and that the remaining amount of SEK 467,557,341.50 shall be carried forward. Accordingly, a dividend of SEK 1.50 per share, regardless of class, was resolved and record date for receipt of the dividend was resolved to be on Friday 24 April 2020. It was noted that the dividend is estimated to be paid through Euroclear Sweden AB on Wednesday, 29 April 2020.

The AGM also discharged the board members and the managing director from liability for the financial year 2019.

Resolution on amendments of the articles of association

In the light of changes in the Swedish Companies Act (2005:551) and the Swedish Central Securities Depositories and Financial Instruments (Accounts) Act (1998:1479) and election of auditor on a new period the AGM resolved to amend the articles of association in accordance with the board of directors’ proposal.

Remuneration to the board of directors and auditor

The AGM decided that remuneration to the board of directors for the upcoming mandate period shall remain unchanged and shall be payable in an amount of SEK 1,390,000. The remuneration is distributed so that the chairman of the board of directors shall receive SEK 400,000, the vice chairman shall receive SEK 300,000 and other meeting-elected members shall receive SEK 230,000 each. Furthermore, it was resolved that for committee work, a maximum of SEK 220,000 shall be allocated and distributed as follows: for members of the board of directors’ audit committee, remuneration for the mandate period shall be payable in an amount of SEK 100,000 to the audit committee chairman and SEK 60,000 to each of the other board of directors’ members in the audit committee.

The AGM decided that remuneration to the auditor shall be paid according to approved invoice.

Election of board members

The AGM resolved that the board of directors shall consist of five (5) ordinary board members without deputies. For the period until the end of the next annual general meeting the AGM re-elected the present board members Peter Rejler, Jan Samuelsson, Patrik Boman, Helena Levander and Lisa Rejler. Furthermore, it was resolved to re-elect Peter Rejler as chairman of the board of directors and Jan Samuelsson as vice chairman of the board of directors.

Election of auditor

The AGM resolved to re-elect the registered audit company Deloitte AB as auditor for the period until the end of the next annual general meeting. Deloitte AB has informed that Johan Telander will remain as auditor in charge.

Resolution regarding principles for the appointment of the nomination committee and the nomination committee's assignment

The AGM resolved to adopt principles for the appointment of the nomination committee and the nomination committee's assignment in accordance with the nomination committee's proposal.

Resolution regarding guidelines for remuneration of senior executives

The AGM resolved to adopt guidelines for remuneration to senior executives in accordance with the board of directors' proposal.

Resolution on authorisation for the board of directors to decide on acquisition and transfer of own shares

The AGM resolved to authorise the Company's board of directors to decide on the acquisition of own Class B shares mainly as follows.

Acquisitions may take place on Nasdaq Stockholm or in accordance with an acquisition offer to all shareholders of a maximum number of Class B shares such that the own holdings do not at any time exceed ten per cent of all shares in the Company. Acquisitions of Class B shares on Nasdaq Stockholm may only take place at a price within the price interval registered at all times on Nasdaq Stockholm and acquisitions in accordance with an acquisition offer shall take place at a price corresponding to the market price at the time of the offering at the lowest with a maximum deviation of a 20 per cent increase. The authorisation may be used on one or more occasions, although until the 2021 Annual General Meeting at the longest.

The AGM resolved to authorise the Company's board of directors to decide on the transfer of own Class B shares mainly as follows.

Transfer of Class B shares may only take place outside Nasdaq Stockholm, with or without preferential rights for the shareholders and with or without provisions in kind or a right of offset. Such transfer may take place at a price in money or value on received property that matches the market price at the time of the transfer on the shares transferred with the deviation that the Board of Directors finds suitable. Transfer in connection with business acquisition may take place at a market value assessed by the Board of Directors. The number of Class B shares that may be transferred shall amount to a maximum of ten per cent of the total number of shares in the Company. The authorisation may be used on one or more occasions, although until the 2021 Annual General Meeting at the longest.

Authorization for the board of directors to decide on new share issues

The AGM resolved to authorise the Board of Directors, on one or more occasions until the next Annual General Meeting to decide on a new share issue of a total number of Class B shares corresponding to a dilution, at the time of the decision, of maximum ten per cent. Payment shall be able to be made in cash, in kind, by offset or otherwise in accordance with terms.

For further information, please contact:

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This information is information that Rejlers AB (publ) is obliged to make public pursuant to Nasdaq Stockholm's Rule book for Issuers. The information was submitted for publication, through the agency of the contact person set out above, at 17:15 CET on 22 april 2020.

About Rejlers

Rejlers is one of the leading engineering consultancy firms in the Nordic region. With our vision "Home of the learning minds" as a beacon, we create a platform for continuous learning, development and growth. Increased learning that creates added value for both customers and employees. We have 2400 dedicated experts with cutting-edge expertise in technology areas such as energy, industry, infrastructure, real estate and telecom. We are close to our customers and are represented in Sweden, Finland, Norway and the United Arab Emirates. In 2019, the company had a turnover of 2.6 billion SEK and its class B share is listed on Nasdaq Stockholm.
www.rejlers.com