



Welcome to AGM 2014

Shareholders of ÅF AB (publ) are invited to the Annual General Meeting of the company to be held on Monday, 5 May 2014 at 2 pm (CET) at the company headquarters with address Frösundaleden 2A, Solna, Sweden. Registration starts at 1:30 pm (CET).

Entitlement to attend

Shareholders who wish to participate in the Annual General Meeting must

- have their names entered in the shareholders' register maintained by Euroclear Sweden AB on Monday, 28 April 2014, and
- give a notice of attendance to the company at the latest on Monday, 28 April 2014 via ÅF's website www.afconsult.com, or by telephone +46 (0)10 505 00 00 on weekdays between 9 am – 4 pm (CET), or by post to:

ÅF AB
Annual General Meeting
SE-169 99 Stockholm, Sweden

Please state name, personal ID, address, telephone no. and any attending assistants together with the notice of attendance.

The personal information kept in the shareholders' register maintained by Euroclear Sweden AB will be used to register and draw up the list of voters for the Annual General Meeting.

The Annual General Meeting will be conducted in Swedish.

Shares registered in the name of a nominee

Shareholders whose shares are registered in the name of a nominee through a bank or other nominee must, if they wish to exercise their right to participate in the Annual General Meeting, re-register their shares in their own name per Monday, 28 April 2014. Shareholders who wish to exercise their right in this way ought to inform their nominee of their intention to do so in good time before the aforementioned day.



Proxy

Shareholders who are represented through a proxy must issue a power of attorney, duly signed and dated, for the proxy to act on their behalf. If the power of attorney has been issued by a legal person, a certified copy of the certificate of incorporation for the legal person must also be provided that confirms the right to issue the power of attorney. It is desirable that the power of attorney in original and, where appropriate, the certificate of incorporation be submitted in good time before the Annual General Meeting to ÅF AB, Annual General Meeting, SE-169 99 Stockholm, Sweden.

A proxy template for making power of attorney arrangements is available on the ÅF website: www.afconsult.com.

Annual Report

It is anticipated that the Annual Report in English will be published on www.afconsult.com during the week beginning on 7 April 2014. Printed copies may be ordered by phoning the ÅF Group switchboard, +46 (0)10 505 00 00.

Proposed agenda for the Annual General Meeting

- 1 Election of Chairman of the Meeting.
- 2 Preparation and approval of the voting list.
- 3 Approval of the agenda.
- 4 Election of persons to approve the minutes.
- 5 Determination whether the meeting has been properly convened.
- 6 The CEO's address.
- 7 Statement of the work of the Board of Directors and of the Remuneration and Audit Committees.
- 8 Presentation of the Annual Report and the Auditors' Report together with the consolidated accounts and the auditors' report for the same.
- 9 Adoption of the Income Statement and Balance Sheet of ÅF AB and the Income Statement and Balance Sheet of the ÅF Group.
- 10 Resolution regarding discharge from liability of the Board of Directors and of the CEO.
- 11 Appropriations and allocations of the profit or loss made by the company according to the approved balance sheet, and the record day for the right to receive a shareholders' dividend.
- 12 The Nomination Committee's proposals, election of board members etc.
 - 12a Decision concerning the number of board members and deputy members to be elected by the meeting.
 - 12b Election of Chairman of the Board, other members of the Board of Directors and any deputies.
 - 12c Election of Auditors and any deputy auditors.
 - 12d Resolution regarding the remuneration to be awarded to the Board of Directors and the Auditors.



- 12e Resolution regarding the Principles of the Nomination Committee.
- 13 Resolution regarding the principles relating to salary and other remuneration for the CEO and other members of the senior management team.
- 14 Resolution regarding split of the company's shares.
- 15 Resolution regarding long-term incentive programme and authority for the Board of Directors to acquire the company's own shares to fulfil ÅF's obligations pursuant to the programme.
- 16 Resolutions authorising the Board of Directors to acquire and transfer the company's own shares.
 - 16a Resolution regarding increased authority for the Board of Directors regarding the company's capital structure.
 - 16b Resolution regarding acquisition and transfer of shares to fulfil ÅF's obligations pursuant to present incentive programmes (PSP 2010, 2011 and 2013).
- 17 Resolution authorising the Board of Directors to make a new issue of shares.
- 18 Close of the Annual General Meeting.

Item 1 – Election of Chairman of the Meeting

The Nomination Committee proposes that the Chairman of the Board, Ulf Dinkelspiel, chairs the meeting.

Item 11 – Shareholders' dividend

The Board of Directors proposes a shareholders' dividend of SEK 6.50 per share. It is proposed that Thursday, 8 May 2014 be made the record day for the right to receive this dividend. It is anticipated that payment will be made via Euroclear Sweden AB on Tuesday, 13 May 2014.

Item 12 – The Nomination Committee's proposals, election of the Board etc.

The Nomination Committee, which was elected in accordance with the Principles for the Nomination Committee adopted by the Annual General Meeting 2013, consists of the Chairman of the Nomination Committee Staffan Westlin (Ångpanneföreningens Forskningsstiftelse), Anders Algotsson (AFA Försäkring), Annika Andersson (Swedbank Robur), Jan Särilvik (Nordea fonder), Karl Åberg (CapMan) and Ulf Dinkelspiel (Chairman of the Board).

Item 12a – Number of members and deputies of the Board

The Nomination Committee proposes that the Board of Directors of the company shall consist of eight (8) members elected by the Annual General Meeting with no deputies.

Item 12b – Election of the Board

Ulf Dinkelspiel and Lena Treschow Torell have declined re-election.



The Nomination Committee proposes that the following members of the Board be re-elected: Marika Fredriksson, Anders Narvinger, Björn O. Nilsson, Maud Olofsson, Joakim Rubin, Kristina Schauman and Anders Snell. The following new director is proposed to be elected: Staffan Jufors. Anders Narvinger is proposed as new Chairman of the Board.

Staffan Jufors

Staffan Jufors is born 1951. He has a master of science in economics from the School of Business, Economics and Law in Gothenburg and has had long career in the Volvo Group, where he has held positions as CEO of Volvo Trucks and Volvo Penta as well as Chairman of the Board of Volvo Buses. Staffan Jufors is presently a member of the boards of Haldex AB (publ) and Nordens Ark.

Staffan holds no shares in ÅF.*

** Reflects the holding of shares and other financial instruments, if any, as of 3 March 3rd 2014 and includes holdings of related natural or legal persons.*

Item 12c – Election of auditors

The Nomination Committee proposes to the Annual General Meeting that EY be appointed auditors to the company, with Hamish Mabon as Senior Auditor, to serve until the end of the 2015 Annual General Meeting.

Item 12d – Resolution regarding remuneration to the Board of Directors and the Auditors

The Nomination Committee proposes that remuneration to the Board including its committees up until the time of the next Annual General Meeting shall total SEK 2,765,000.

For the work of the Board, SEK 600,000 is allocated to the Chairman of the Board of Directors and SEK 260,000 is allocated to each of the seven other directors. This brings the total fees paid for board work to SEK 2,420,000.

For the members of the Audit Committee, it is proposed that remuneration of SEK 90,000 is paid to the chair and SEK 45,000 for each of the other two members of the committee. For the members of the Remuneration Committee, it is proposed that remuneration of SEK 75,000 is paid to the Chair and SEK 45,000 for each of the other two members of the committee. This brings the total of fees paid out for committee work to SEK 345,000.

Proposed remuneration to the Board and its committees compared to what was decided by the AGM 2013 means an increase of remuneration to the Chairman of the Board of Directors with SEK 50,000 and SEK 10,000 to the other directors. The remuneration for the work of the committees remains unchanged.

The Nomination Committee also proposes that remuneration to the auditors be paid in accordance with approved invoices.

**Item 12e – Resolution regarding the Principles for the Nomination Committee**

The Nomination Committee proposes that the Principles for the Nomination Committee shall remain the same as those approved by the 2013 Annual General Meeting:

The Nomination Committee shall consist of representatives of a minimum of three and a maximum of five of the largest shareholders by voting entitlement, together with the Chairman of the Board. The Chairman of the Board will contact and ask the five largest shareholders by voting entitlement to invite them to participate in the Nomination Committee. The entitlement shall be based on Euroclear Sweden AB's list of shareholders (by groups of owners) on the last banking day in August, and on other reliable information provided to the company on the last banking day in August.

The names of the members of the Nomination Committee and the names of the shareholders they represent are to be published at the latest six months before the Annual General Meeting. If any of the five largest shareholders by voting entitlement waives the invitation to appoint a representative to the Nomination Committee, the next largest shareholder in terms of voting rights shall be given the opportunity to appoint a representative. It is however not required to ask more than seven of the largest shareholders by voting entitlement unless the Nomination Committee has fewer than three representatives. The person appointed by the largest shareholder by voting entitlement shall be appointed Chair of the Nomination Committee, unless the Nomination Committee decides otherwise. The Nomination Committee exercises its mandate until the appointment of a new Nomination Committee.

If a significant change takes place in the ownership structure after the Nomination Committee has been constituted and more than two months before the Annual General Meeting and in the event that a major new owner expresses a wish to participate in the work of the committee, the composition of the Nomination Committee shall be altered to accord with the principles specified above, either by replacing the committee member who has been appointed by the smallest shareholder by voting entitlement, or by expanding the Nomination Committee to include one additional member. Shareholders who acquire sufficient shares to qualify as one of the three largest shareholders by voting entitlement within the two months immediately preceding the Annual General Meeting shall have the right to a co-opted representative on the Nomination Committee, if they so wish.

Shareholders who have appointed a member of the Nomination Committee have the right to relieve this member of his/her duties and to appoint a new member in the Nomination Committee in his/her place.

The Nomination Committee shall submit proposals to the Annual General Meeting on:

- the election of someone to chair the Annual General Meeting,
- the election of a Chairman of the Board and other members of the Board,
- the allocation of Directors' fees between the Chairman of the Board and other members, and any remuneration for committee work,



- election and remuneration of Auditors and Deputy Auditors (if any), and
- resolution regarding the principles for the appointment of the Nomination Committee.

The Nomination Committee shall have the right to charge the company for expenses such as those incurred in conjunction with the use of recruitment consultants, whose assistance may be required to enable the Nomination Committee to execute its duties properly. No fees are payable to members of the Nomination Committee.

Item 13 – Resolutions regarding the principles relating to salary and other remuneration for the CEO and other members of the senior management team

The Board of Directors proposes that the Annual General Meeting adopts the following principles relating to remuneration to the senior management team up until the time of the 2015 Annual General Meeting.

The Remuneration Committee

The Board of Directors appoints a Remuneration Committee to prepare proposals relating to the CEO's employment conditions, pension benefits and bonuses and to make decisions on corresponding conditions for the other senior executives. The Remuneration Committee shall also consider principles relating to terms of employment and other remuneration for all employees in the ÅF Group.

Senior executives

"Senior executives" includes CEO, members of the company management team and executives who report directly to the CEO.

Remuneration

The ÅF Group bases rates of remuneration on the principle that remuneration shall be payable on competitive market terms that enable the Group to recruit and retain senior executives. ÅF employs the "grandfather principle", meaning that all employment conditions shall be approved by the closest manager to the manager who negotiated the conditions.

The remuneration of senior executives consists of the following components: basic salary, variable remuneration, pensions and long-term incentive programmes. Other remuneration may also be provided, usually in the form of a company car.

The Board shall safeguard a reasonable balance between fixed and variable remuneration components.

Basic salary and variable remuneration

These forms of remuneration are renegotiated annually. Remuneration shall be based on factors such as duties, expertise, experience, position and performance. In addition, the ratio between basic salary and variable remuneration shall be related to the



individual's position and duties. Variable remuneration for the CEO and other senior executives is a maximum of 60% of fixed annual salary. Fixed annual salary is current monthly salary multiplied by 12. The variable component of salary is based on outcomes in relation to targets. The targets and salary of the CEO are set by the Board of Directors. For other senior executives, these are set by the Remuneration Committee.

Long-term incentive programmes

Key personnel within the ÅF Group may be eligible to participate in various types of incentive programmes on market terms. The emphasis shall be placed on share-related incentive programmes that aim to reward performance, increase and spread share ownership among senior executives, and encourage them to remain with the company. The assumption is that a personal, long-term ownership commitment among key personnel stimulates greater interest in the business and in profitability, while also strengthening motivation and identification with the company, thus safeguarding the company's needs for key competence.

To encourage embracing the challenges presented by the integration of Epsilon, an incentive programme of a one-off nature was set up in 2013. The programme was offered to a limited number of key personnel who will receive an extra remuneration of a maximum of 60% of fixed annual salary during the period 2013-2015 if ÅF at the end of year 2015 has met certain financial goals relating to the integration.

The form and structure of incentive programmes shall be determined by the Board of Directors and shall, as regards share and share related programmes, be subject to the final decision of the Annual General Meeting.

Pensions

Senior executives shall have defined-contribution pension plans with premiums that reflect current market terms and conditions. All pension benefits shall be vested, and shall not, therefore, be dependent on future employment. The retirement age is 60 for the CEO and 65 for other senior executives. Remuneration resulting from the long-term incentive programmes shall not constitute pensionable salary.

Termination of employment and severance pay

In the event that the CEO is given notice by the company, the period of notice is 24 months. If the CEO gives notice, the period of notice is 6 months.

As regards the period of notice between the company and other senior executives, the period of notice from the company's side is normally 12 months and from the employee's side, 6 months.

Item 14 – Resolution regarding split of shares

With intention to ease the trade of the company's shares on the Nasdaq OMX Stockholm, the Board of Directors proposes that the Annual General Meeting resolves to split each share into two (2-for-1 split).



The Board of Directors proposes that the Annual General Meeting authorises the Board of Directors to determine the record day for the split, which shall not occur earlier than the registration of the resolution with the Swedish Companies Registration Office. Further information about the share split procedure will be announced in connection with the determination of the record day.

Furthermore, the Board of Directors proposes that the Annual General Meeting authorises the Board of Directors, or who the Board in its own discretion appoints, to make any minor changes that may be required in connection with the registrations with the Swedish Companies Registration Office and Euroclear Sweden AB.

Item 15 – Resolution regarding long-term incentive programme - PSP 2014

Reasons and purposes of the proposal

The Board of Directors considers it to be of great importance and in all share holders' best of interests that key personnel in the ÅF Group have long-term interest in prosperous share value development. It is therefore proposed that the Annual General Meeting resolves to adopt a Performance-Related Share Programme – PSP 2014.

The purpose of PSP 2014 is to stimulate continued loyalty and good efforts. Furthermore, the Board believes that incentive programmes increase the ÅF Group's attractiveness as an employer. To take part in PSP 2014 the employee must invest their own money.

PSP 2014 will comprise a maximum 0.5 percent of the total amount of shares and 0.4 percent of the total amount of votes. The number of shares involved in similar current programmes, including shares to cover social security contributions, totalled approximately 330,000 shares as per 1 March 2014, corresponding to approximately 0.8 percent of the total amount of shares and approximately 0.6 percent of the total amount of votes.

Preparation of the proposal

PSP 2014 has been prepared by the Remuneration Committee in consultation with external experts and the Board of Directors. The proposal has been approved by the Board of Directors. The CEO has not participated in the Board's preparation and proposal.

Present share-related incentive programmes

The company's share-related incentive programmes currently being in effect – convertible programmes and PSP – are detailed in the company's 2013 annual report, note 6.

The Board of Director's proposal

In order to implement the 2014 Performance-Related Share Programme, the Board estimates that a total of 210,000 shares will be required, of which 160,000 will be



transferred to participants in the programme and 50,000 will be used to cover the costs of the programme, mainly in the form of social security contributions. As exchange rate fluctuations can affect the number of shares required, the Board proposes that up to 250,000 class B shares may be acquired and transferred to employees within the ÅF Group, and that in addition it shall be possible to transfer a portion of the total number of these shares on the NASDAQ OMX Stockholm exchange to cover social security contributions and other costs.

The Board of Directors proposes that the Annual General Meeting resolves to adopt PSP 2014 in accordance with the following principal guidelines:

- a) Approximately 160 key employees in the ÅF Group, with reservation to what is said in section c) below, will be offered the opportunity to participate in PSP 2014.
- b) Employees who participate in PSP 2014 may, during the 12-month period from the implementation of the programme, save an amount equivalent to a maximum of 5 percent of their gross salary for the purchase of the company's class B shares on the NASDAQ OMX Stockholm exchange. If the employee retains the shares purchased for three years after the date of respective investment opportunity and if the employee has been continuously employed by the ÅF Group during the entire three-year period, the employee will be entitled to the corresponding number of class B shares, free of consideration.

In addition to the direct matching described above, the participants will be offered performance-matching, if the performance goals pursuant to section d) are met, in accordance with the following:

- Circa 150 business area managers, section managers and certain specialists may receive performance-matching corresponding to four shares for each saved share.
 - Circa 10 employees in the ÅF Group management may receive performance-matching corresponding to five shares for each saved share.
 - The CEO may receive performance-matching corresponding to six shares for each saved share.
- c) Prerequisites to participate in PSP 2014 are that such participation may lawfully be carried out and that such participation, in the company's opinion, entails reasonable administrative costs and economical efforts. The Board of Directors may establish an alternative incentive programme for employees in countries where participation in PSP 2014 is not convenient. Such alternative incentive programme shall, as far as reasonable possible, be arranged on equivalent terms as PSP 2014.
 - d) The conditions for performance-matching for key employees are the following.
The mean annual increase in earnings per share (EPS) for the ÅF share during the period 1 July 2014 up to and including 30 June 2017 shall be at least 5 percent.



The base value for the calculation of the increase in EPS is constituted from the EPS values for the third and fourth quarter of 2013 and the first and second quarter of 2014. The maximum number of performance-matched shares (i.e. four to six shares) will be vested if the mean annual increase in EPS is equal to or in excess of 15 percent. No vesting of performance-matched shares will be made if the mean annual increase in EPS is less than 5 percent. Matching of shares in the event of a mean annual increase in EPS between 5 and 15 percent will be made on a straight-line basis.

The Board of Directors may adjust the performance goals for significant occurrences of one-off character, which affect the ÅF Group's business, the number of total shares in the company or which otherwise have an effect on the possibilities to reach the performance goals.

- e) Before the number of performance shares to be matched is finally settled, the Board of Directors shall establish whether the performance-matching is reasonable in relation to the company's financial results and standing and the situation on the stock market and otherwise, and, if the Board of Directors finds that so is not the case, decide to reduce the number of performance shares to be matched to the lower amount of shares that the Board of Directors finds suitable.

Costs

The overall effect on the income statement is estimated to total approximately SEK 48 million, unevenly divided over the years 2014 – 2017. The costs shall be seen in relation to total personnel costs for ÅF, which in 2013 amounted to SEK 4,460 million including social security contributions. The calculations are based on the assumption that the shares made available under the terms of PSP 2014 will be fully subscribed.

The compensational costs, corresponding to the value of the matching shares transferred to employees, are calculated to approximately SEK 37 million. The compensational costs are allocated over the programme's duration 2014 – 2017.

Administrative costs are calculated to a maximum of SEK 400,000.

Dilution and impact on financial ratios

There are 39,102,485 shares in the company. As of 1 March 2014 the company held 384,014 shares to cover future matching costs. It is estimated that approximately 210,000 class B shares are required to implement PSP 2014, corresponding to 0.5 percent of the total amount of shares and 0.4 percent of the total amount of votes in the company.

Out of the estimated 210,000 class B shares required for PSP 2014, approximately 160,000 shares will be transferred free of charge to employees, causing a 0.5 percent dilution of earnings per share. The approximated 50,000 shares to be sold on the



NASDAQ OMX Stockholm exchange to cover social security contributions will however not cause a dilution of earnings per share as they are sold at prevailing market prices.

Authorisation to acquire and transfer the company's shares

To carry out PSP 2014, it is proposed that the Board of Directors is authorised to make purchases and transfers of the company's class B shares on one or more occasions before the 2015 Annual General Meeting. Purchases may only be made on the NASDAQ OMX Stockholm exchange and at a price within the current registered price range on the purchase date. A maximum of 250,000 class B shares may be purchased to transfer to the participants of PSP 2014 and to cover related costs.

The authorisation also extends to the right to acquire or transfer a larger number of shares as a consequence of a share split, new issue or similar measures. The numbers of shares above have been calculated to allow for the fact that changes in exchange rates may affect the number of shares included in the programmes.

Item 16 – Proposal for a resolution authorising the Board to acquire and transfer the company's shares

The aim of the proposed buy-back mandate as described in (a) and (b) below is to give the Board greater freedom of action related to the company's capital structure and to enable the company to secure ÅF's commitments with regard to the Performance-Related Share Programmes already approved.

Buy-backs are to be controlled in such a way that the company's own holding does not exceed one tenth (1/10) of the total number of shares in the company.

Item 16a – Resolution to give the board greater freedom of action related to the company's capital structure

The Board of Directors proposes that the Annual General Meeting grant the Board a mandate to make decisions during the period up to the next Annual General Meeting related to purchases of the company's shares on the NASDAQ OMX Stockholm exchange or via offers made to shareholders.

Item 16b – Resolution to enable the company to transfer shares to employees with regard to already decided performance-related share programmes

The Board also proposes that the Board be granted a mandate to make further purchases/transfers of the company's class B shares sales on one or more occasions before the 2015 Annual General Meeting for the implementation of the Performance-Related Share Programmes approved by the Annual General Meetings 2010, 2011 and 2013. Purchases may be made only on the NASDAQ OMX Stockholm exchange and at a price within the current registered price range on the purchase date. A maximum of 140,000 class B shares may be transferred to participants in the Performance-Related Share Programmes for 2010–2013. In addition, the company shall have the right to transfer on the NASDAQ OMX Stockholm exchange before the 2015 Annual General



Meeting a maximum of 50,000 shares from its holding in order to cover certain expenditures for the programme, primarily social security contributions.

The mandate above also extends to the right to acquire or transfer a larger number of shares as a consequence of a share split, new issue or similar measures, such as the proposal under item 14 on the agenda. The numbers of shares above have been calculated to allow for the fact that changes in exchange rates may affect the number of shares included in the programmes.

Item 17 – Resolution authorising the Board to make a new issue of shares

The Board of Directors proposes that the Annual General Meeting grant the Board a mandate to issue new class B shares on one or more occasions before the next Annual General Meeting. Payment for new shares may be in capital contributed in kind or, with preferential rights for shareholders, against cash. The purpose of such an issue is to increase share capital by issuing shares on market terms. However, the maximum number of new shares issued must not exceed 3,000,000, which corresponds to an increase of a maximum of SEK 15,000,000 in the company's share capital.

The mandate above also extends to the right to issue a larger number of shares as a consequence of a share split, new issue or similar measures, such as the proposal under item 14 on the agenda.

Shares and votes

ÅF's share capital totals SEK 195,512,425 and comprises a total of 39,102,485 shares, of which 1,608,876 are class A shares and 37,493,609 are class B shares, corresponding to a total of 53,582,369 votes. Class A shares entitle the holder to 10 votes per share. Class B shares entitle the holder to one vote per share. At the time when this invitation to the Annual General Meeting was issued, ÅF AB held 373,214 of the company's own class B shares, corresponding to 373,214 votes for which there can be no representation at the Annual General Meeting.

Majority rules

The resolutions on authorisation in accordance with items 15 and 16a on the agenda require that at least two thirds of the votes cast as well as the shares represented at the Annual General Meeting approve the proposals. A valid resolution in accordance with item 16b on the agenda requires that at least nine tenths of the votes cast as well as the shares represented at the Annual General Meeting approve the proposal.

Information to the Annual General Meeting

The Board of Directors of the company and the CEO shall, if requested to do so by a shareholder and on condition that the Board considers that such a request can be met without any significant adverse effects on the company, provide information about circumstances that may affect the assessment of an item on the agenda, or of the



financial situation of the company or one of the company's subsidiaries, and/or of the company's relationship to another Group company. Shareholders who wish to do so may submit their questions in advance to ÅF AB, Annual General Meeting, SE-169 99 Stockholm, Sweden.

Further information

The full texts of the proposals of the Board of Directors with regard to the resolutions above, together with a statement from the Board of Directors with regard to the proposals concerning the shareholders' dividend and buy-backs of the company's own shares will be available at the company's headquarters (visiting address: Frösundaleden 2, Solna, Sweden) from 14 April 2014 and will also be posted on the company's website www.afconsult.com. Shareholders who wish to avail themselves of these documents may apply to the company to have the material sent to them by post or e-mail.

Stockholm, March 2014

ÅF AB (publ)

Board of Directors

This English version is a translation of the Swedish original. The Swedish text is the binding version and shall prevail in the event of any discrepancies.