



# Press release from ÅF

**For further information:**

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## Report from ÅF's Annual General Meeting 2014

On Monday, May 5, 2014, ÅF AB (publ)'s annual general meeting was held at the ÅF Group's headquarters in Solna, Sweden.

**Adoption of the Income Statement and the Balance Sheet**

The meeting adopted the income statements and balance sheets for the Group and the parent company for 2013. The members of the Board of Directors and the President were discharged from liability for the fiscal year 2013.

**Dividend**

The proposed dividend of SEK 6.50 per share was approved by the AGM. The record day for dividend was set to Thursday, May 8, 2014. Payment from Euroclear Sweden AB is expected to take place on Tuesday, May 13, 2014.

**Board of Directors**

In accordance with the Nomination Committee's proposal, the AGM re-elected Marika Fredriksson, Anders Narvinger, Björn O Nilsson, Maud Olofsson, Joakim Rubin, Kristina Schauman and Anders Snell as members of the board and Staffan Jufors was elected new member of the board. The AGM elected Anders Narvinger as new chairman of the board.

**Board of Directors' Fees**

The meeting decided that the fees for Board work, including remuneration for Committee work, during the period up until the next AGM to members of the Board who are not employees within the ÅF Group shall total SEK 2 765 000. The fees are to be distributed with SEK 600 000 to the Chairman of the Board and SEK 260 000 to each of the other seven members of the Board. For the work of the Audit Committee, it was decided on a fee of 90 000 SEK to the Chair and 45 000 SEK to each of the other two members. For the work of the Compensation Committee, it was decided on a fee of 75 000 SEK to the Chair and 45 000 SEK to each of the other two members.

**Auditor**

Audit firm Ernst & Young AB, with Hamish Mabon as senior auditor in charge, was elected as auditor of the company until the end of the Annual General Meeting 2015.

**Principles for Remuneration to the Group Management Team**

In accordance with the Board's proposal, the AGM adopted the principles relating to salary and other remuneration for the CEO and other members of the Group Management Team.

**Performance-Related Share Programme**

In accordance with the Board's proposal, the AGM adopted the Performance-Related Share Programme 2014. The programme encompasses at most 250 000 shares of series B. Employees subscribing to the programme will be able to save an amount equal to a maximum of 5% of their gross salary for the purchase of shares of series B on the Nasdaq OMX Stockholm during a 12-month period. If the purchased shares are retained by the employees for three years from the date of the investment and the employees remain in employment with the ÅF Group, they will be allocated an equal number of shares of series B, free of charge. In addition to the regular match in accordance with the above, the employees will also be offered performance matching shares conditional on the earnings of the ÅF group.

The Board was authorised to, until the Annual General Meeting 2015, decide on the acquisition and transfer of at most 250 000 own shares of series B on Nasdaq OMX Stockholm at a price within the registered price interval at any time. The authorisation is required for delivery of the shares to participants in Performance-Related Share Programme 2014 and to secure the ancillary costs. The mandate also extends to the right to acquire and transfer the larger number of shares that results from a share split.

**Authorisation for the Board to acquire and transfer own shares**

The Board was authorised, for the period until the next annual general meeting, to decide on the acquisition of own shares on Nasdaq OMX Stockholm and acquisition in case of purchase offer(s) to the shareholders.

The Board was authorised 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 also extends to the right to acquire and transfer the larger number of shares that results from a share split.

**Authorisation for the Board to decide on new issue of shares**

The Board was also, for the time until the next annual general meeting, authorised to decide on new share issues of B shares for consideration other than in cash or, with preferential rights for the shareholders, against cash payment. Through the new issues, the share capital can be increased by issuing shares on market conditions, however, the number of newly issued shares shall not in aggregate exceed a number of 3 000 000, corresponding to a maximum increase of the share capital of the company with SEK 15 000 000. The mandate also extends to the right to issue the larger number of shares that results from a share split.

**Split of shares**

In accordance with the Board's proposal, the AGM resolved to split each share into two. The Board was authorised to determine the record day for the split and to make any minor changes that may be required in connection with the registrations with the Swedish Companies Registration Office and Euroclear Sweden AB. The Board has decided that record day for the split shall be June 17, 2014.

**Statutory board meeting**

The Board decided that members of the Remuneration Committee shall be Marika Fredriksson, Anders Narvinger (Chairman) and Anders Snell. The Board decided that the members of the Audit Committee shall be Anders Narvinger, Joakim Rubin and Kristina Schauman (Chairman).

Corporate Information  
ÅF AB

*The ÅF Group is a leader in technical consulting, with expertise founded on more than a century of experience. We offer highly qualified services and solutions for industrial processes, infrastructure projects and the development of products and IT systems. The ÅF Group has currently 7,000 employees. Our base is in Europe, but our business and our clients are found all over the world.*