



## **NOTICE OF THE ANNUAL GENERAL MEETING OF PARTNERTECH AB (PUBL)**

The shareholders of PartnerTech AB (publ) (the “Company”) are hereby notified of the annual general meeting to be held at 3:00 PM on Monday, 28 April, 2014 at Malmö Börshus, Skeppsbron 2, in Malmö, Sweden.

### **REGISTRATION**

Shareholders wishing to participate in the annual general meeting must:

- be entered in the share register kept by Euroclear Sweden AB on Tuesday, 22 April, 2014, and
- give notice to the Company of their attendance and any attending assistant not later than 4:00 PM on Wednesday, 23 April, 2014, either in writing to PartnerTech AB, P.O. Box 223, SE-201 22 Malmö, Sweden, by e-mail to [info@partnertech.se](mailto:info@partnertech.se), or by telephone to +46 (0)40-102640. The notification should state the full name, personal identification number or corporate registration number, address, daytime telephone number and, when applicable, information concerning legal representative, proxy and assistants. The number of assistants may not be more than two. In order to facilitate admission to the annual general meeting, the notification should, when applicable, be accompanied by powers of attorney, certificates of registration and other authorization documents. Power of attorney forms for shareholders wishing to participate in the annual general meeting through a proxy will be kept available at the Company’s website [www.partnertech.com](http://www.partnertech.com) and on request by telephone to +46 (0)40-102640. The original version of the power of attorney shall also be presented at the annual general meeting.

Shareholders whose shares are registered in the names of nominees must request temporary entry in the share register kept by Euroclear Sweden AB in order to be entitled to participate in the annual general meeting. The shareholders must inform their nominees well in advance of Tuesday, 22 April, 2014, at which time the register entry must have been made.

Personal data collected from the share register kept by Euroclear Sweden AB, notices and attendance at the annual general meeting and information, proxies and assistants will be used for registration, preparation of the voting list for the annual general meeting and, where applicable, the minutes of the annual general meeting.

### **Agenda**

1. Opening of the annual general meeting
2. Preparation and approval of the voting list
3. Election of chairman of the annual general meeting
4. Presentation and approval of the agenda
5. Election of two persons to verify the minutes in addition to the chairman
6. Determination whether the annual general meeting has been duly convened
7. Statement by the managing director
8. Presentation of the annual accounts and auditor’s report, as well as of the consolidated accounts and the auditor’s reports for the group

9. Decisions concerning:
  - a. adoption of the income statement and balance sheet, as well as of the consolidated income statement and consolidated balance sheet,
  - b. allocation of the Company's result in accordance with the adopted balance sheet, and
  - c. discharge from liability for the members of the board of directors and the managing director.
10. Determination of the number of members of the board of directors
11. Determination of the number of auditors
12. Determination of the remuneration to the board of directors and the auditor
13. Election of members of the board of directors
14. Election of chairman of the board of directors
15. Election of auditor
16. Decision concerning guidelines for remuneration to the management
17. Decision concerning authorization for the board of directors to resolve on new share issues
18. Closing of the annual general meeting

The accounting records and audit reports (items 8-9), complete proposals to resolutions and reasoned statement in accordance with items 9b, 16-17 and the auditor's statement pursuant to Chapter 8, section 54 of the Swedish Companies Act will be kept available at the Company's office at Skeppsbron 3, Malmö, Sweden, latest on Monday, 7 April, 2014, and will in connection therewith be sent to all shareholders who so request and provide their postal address. The documents will also be made available on the Company's website [www.partnertech.com](http://www.partnertech.com). All of the abovementioned documents will also be presented at the annual general meeting.

## **PROPOSALS FOR DECISIONS**

### **Item 9b. Allocation of the Company's result**

The board of directors proposes a dividend to the shareholders of SEK 0.50 per share, in total SEK 6,332,491, and that the remaining disposable earnings shall be carried forward in new account. The total dividend amount may increase, in the event warrant holders subscribe for new shares. The board of directors has proposed Friday, 2 May, 2014 as record day. Should the general meeting decide in accordance with the proposal, the dividend is estimated to be sent out by Euroclear Sweden AB starting Wednesday, 7 May, 2014. Last year, the annual general meeting resolved that no dividend would be paid.

### **Items 3, 10-15. Election of members of the board of directors, auditor etc.**

The Company's nominating committee, formed in accordance with the instructions adopted in 2013, consists of the chairman Henrik Blomquist (Bure Equity AB), Petter Stillström (AB Traction) and Jesper Bonnivier (Länsförsäkringar Fondförvaltning AB). The nominating committee has submitted the following proposals.

The chairman of the board of directors, Patrik Tigerschiöld, is proposed as chairman of the annual general meeting.

The number of members of the board of directors for the period until the end of the next annual general meeting is proposed to be 7 ordinary members elected by the annual general meeting without deputy members. The number does not include employee representatives. The trade unions concerned have announced that the current ordinary members Lennart Pettersson (blue-collar) will remain and Klas Theodorsson (white-collar) will be new-elected for the period until the end of the next annual general meeting. Sirousse Shamlo (blue-collar)

will remain and Per Ingemarsson (white-collar) will be new-elected as deputy member for the period until the end of the next annual general meeting.

The nominating committee proposes re-election of Petter Stillström, Henrik Lange, Thomas Thuresson, Lotta Stalin, Bengt Engström and Gösta Johannesson and new-election of Heléne Mellquist. Bengt Engström is proposed as chairman of the board. Patrik Tigerschiöld has declined re-election.

It is the opinion of the nominating committee that the proposed board of directors collectively possesses the required experience and competence for the operations and development of the Company.

Information about the proposed members of the board of directors' work experience, current key occupation and other on-going assignments are to be found in the nominating committee's report and at the Company's website [www.partnertech.com](http://www.partnertech.com).

The nominating committee proposes that – until the end of the next annual general meeting – the remunerations to be paid to the members of the board of directors shall remain unchanged, i.e. SEK 320,000 for the chairman and SEK 160,000 for each member elected by the general meeting and who is not employed by the Company. The total remuneration will be SEK 1,280,000, the same amount as for 2013.

A Board member may invoice the director's fee provided that there are tax-related conditions for doing so and that it is cost-neutral for the Company. If a Board member invoices the director's fee through a company, the fee shall be increased by an amount equal to statutory social security contributions.

Furthermore, the nominating committee proposes that the chairman of the board of directors' audit committee, Thomas Thuresson shall be paid remuneration until the end of the next annual general meeting amounting to SEK 30,000 (previous year 30 000).

The nominating committee proposes that a registered accounting firm shall be elected as auditor and that PricewaterhouseCoopers AB shall be re-elected as auditor for the period until the end of the annual general meeting 2015. The accounting firm has notified the nominating committee that the certified accountant Magnus Willfors will be the principal auditor. Remuneration to the auditors is proposed to be paid in accordance with approved invoices.

#### **Item 16. Decision concerning guidelines for remuneration to the management**

The board of directors' proposal on guidelines for remuneration to the management, including the managing director and the group chief executive as well as other members of the group management, is prepared by the board of directors' compensation committee and is thereafter presented to the board of directors for proposal on resolution. The guidelines are determined by the annual general meeting. In the preparation of these matters, external advisory is used if deemed necessary.

The main principle is to offer the management competitive remuneration and employment conditions. In decisions on actual levels for remuneration, factors as competence, experience and performance are taken into account.

The board of directors shall be entitled to deviate from these guidelines in individual cases if particular reasons are at hand.

- The fixed salary for managing director and the group chief executive as well as other members of the group management are normally revised each year.
- The variable salary is based on achieved performance goals for the Company as a whole and achieved specific operational goals for respectively function. The variable salary is paid on a yearly basis and may amount to a maximum of 83 per cent of the fixed salary.
- The board of directors intends to regularly evaluate the need for a long-term incentive program (which could entail that a part of the variable salary to the management is received for the participation in such program).
- Retirement pension, sickness benefits and medical benefits shall be designed in order to reflect rules and practices in the home country. The pension plans shall as far as possible be bound by charges. In individual cases, depending on the tax and/or social insurance regulations applicable to the individual, other adjusted pension plans or schemes may be approved.
- The members of the management can be assigned a company car or other applicable benefit of equivalent value. In addition, all members of the management are covered by Skandia Lifeline Plus health insurance.
- The period of notice shall be no longer than 12 months if termination is initiated by the Company and no longer than 6 months if termination is initiated by a member of the group management. The board of directors may approve severance payment beyond the period of notice in individual cases.

#### **Item 17. Decision concerning authorization for the board of directors to resolve on new share issues**

The board of directors proposes that the annual general meeting authorize the board of directors to, until the next annual general meeting, adopt resolutions concerning one or more new share issues, with or without deviation from the shareholders' preferential rights, of not more than 1,266,490 new shares, increasing the share capital by not more than SEK 6,332,450, representing a dilution of a less than ten per cent of the Company's share capital and total number of votes. The purpose of the authorization is to enable business acquisitions. Payment may be made in kind or through set-off. The shareholders' preferential rights may be deviated from in a situation where – due to time, business or similar considerations – and is more favorable for the Company. On each occasion, the price to be paid for the shares shall be set as close to market value as possible.

#### **Shareholders right to request information**

Pursuant to Chapter 7 section 32 of the Swedish Companies Act, the board of directors and the managing director are under a duty to, if any shareholder so requests and the board of directors deems that it can be made without material damage to the Company, provide information, regarding circumstances which may affect the assessment of a matter on the agenda or of the Company's economic situation.

The duty to provide information also comprises the Company's relation to the other group companies, the consolidated accounts and such circumstances regarding subsidiaries which are set out in the foregoing paragraph.

#### **Information regarding the number of shares and votes**

There are a total number of 12,664,982 shares and votes in the Company. The Company does not hold any of its own shares.

*Malmö, March 2014*

*The board of directors*