

# PRESS RELEASE

Stockholm, Sweden, February 17, 2012

*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 Monday, March 26, 2012.*

*This notice of the annual general meeting will be available on the company's website on Friday, February 17, 2012. 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, February 21, 2012.*

## **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 Monday, March 26, 2012, at 4.00 p.m. CET at Konferens Spårvagnshallarna, Birger Jarlsgatan 57A, 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 Tuesday, March 20, 2012, and

*must* notify the Company of their intention to attend the annual general meeting not later than 4.00 p.m. CET on Tuesday, March 20, 2012 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, March 23, 2012. 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-2012/>.

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 Tuesday, March 20, 2012, 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. Presentation of the annual report, the audit report, the consolidated financial statements and the consolidated audit report for the financial year 2011.
8. Chief Executive Officer's ( the "**CEO**") address.
9. Report on the work of the nomination committee, the board of directors and the compensation and audit committees.
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. Presentation of the board's proposal for guidelines for salary and other remuneration to the Company's CEO and other senior executives and for a long term share-related incentive program.
  - A. Resolution regarding guidelines for salary and other remuneration to the Company's CEO and other senior executives.
  - B. Resolution regarding a long term share-related incentive program.
18. Resolution regarding procedure for the nomination committee.

19. Resolution regarding authorisation for the board of directors to resolve on acquisitions of own shares.

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 board of directors proposes to the annual general meeting that a dividend of SEK 2 per share, corresponding to a total amount of SEK 29,819,166 be paid and that the remaining unappropriated earnings of the Company of SEK 587,517,111 be carried forward into new account. It is proposed that March 29, 2012 be the record date for the right to receive dividend. If the annual general meeting resolves in accordance with the board of directors' proposal the dividend is expected to be distributed to the shareholders by Euroclear Sweden AB on April 3, 2012.

#### ***The nomination committee's proposal for resolutions regarding 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 and the election of the auditor (items 2 and 13-16)***

The Company's nomination committee, consisting of chairman Göran Espelund (representing Lannebo Fonder AB), Bengt A. Dahl (representing Fairford Holdings Europe AB), Bertil Villard (representing Cyril Acquisition AB), Stefan Charette (representing Creades AB ) and Anders Böös (chairman of the board of directors of the Company) proposes the following with respect to items 2 and 13-16:

- The nomination committee proposes that Anders Böös, chairman of the board, is appointed chairman of the annual general meeting (item 2).
- The nomination committee proposes that the board of directors shall consist of seven directors, without any deputy directors (item 13).
- The nomination committee proposes that the remuneration to the board of directors shall be SEK 2,000,000 to be allocated in accordance with the following: SEK 750,000 per year to the chairman and SEK 250,000 per year to each of the directors who are not employed by the Company. The proposed remuneration represents, as compared to the remuneration during the previous year, an increase of SEK 600,000 in the aggregate and a 25 per cent increase of the fees to the directors who are not employed by the Company. Furthermore, the nomination committee proposes that the remuneration to the members of the audit committee shall be unchanged SEK 300,000 per year in total, of which SEK 200,000 shall be paid to the chairman of the audit committee, and that the remuneration to the members in the compensation committee shall be unchanged SEK 150,000 per year in total, of which SEK 100,000 shall be paid to the chairman of the compensation committee (item 14).
- The nomination committee proposes that the auditors' fees shall be paid on the basis of invoice approved by the Company (item 14).
- The nomination committee proposes that Anders Böös, Hans-Erik Andersson, Alf Blomqvist, Hans Gieskes and Gunilla von Platen are re-elected and that Rikard Steiber and Scott Raskin are newly elected as directors of the board for the period until the end of the annual general meeting held in 2013. Anders Böös is proposed to remain as chairman of the board. The director of the board Thomas Heilmann resigned from his office as director on January 10, 2012 in connection with his assumption of the position as Senator of Justice (Senator für Justiz) in Berlin, a position that according to German law can not be combined with any business related positions (item 15).
- The nomination committee proposes that the registered auditing company Ernst & Young AB is re-elected as auditor for the period until the end of the annual general meeting held in 2013. Michael Forss will be the auditor in charge (item 16).

***The board of directors' proposal for guidelines for salary and other remuneration to the Company's CEO and other senior executives and for a long term share-related incentive program (item 17)***

***A. Resolution regarding guidelines for salary and other remuneration to the Company's CEO and other senior executives***

The board of director's 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.

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's group. The remuneration structure for the senior executives shall comprise of both fixed and variable salary, pension, other benefits and when appropriate 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 equivalent position, qualification and performance and is therefore a market-based salary. The fixed salary is reviewed on a yearly basis.

Short term incentive plan (STI)

The 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 salary when performance exceeds targets. For the Company's senior executives being part of the executive committee the target bonus is 40-50 per cent of the fixed annual salary and the maximum bonus is 80-100 per cent of the fixed annual salary, and for other senior executives the target bonus is 20-35 per cent of the fixed annual salary and the maximum bonus is 40-70 per cent of the fixed annual salary. The bonus is, for the CEO and the senior executives being part of the executive committee, based on the Company's achieved operating result (EBIT) and organic growth in revenue for the financial year 2012 on group level as compared to budget. For other senior executives the bonus is based on the achieved operating result (EBIT) and organic growth in revenue for the financial year 2012 as compared to the budget, calculated based on a group, division or country level depending on their position. For each individual and based on position, the allocation of bonus is based on a weighting of the two components (EBIT and organic growth in revenue). In order for any bonus to be payable, at least 90 per cent of the target according to budget for either of the components must be attained. Maximum bonus will be payable upon attainment of 120 per cent of both the EBIT target and the target for organic growth in revenue according to budget. The cash bonus earned during 2012 under this incentive plan will, on the basis of the current composition of the senior executive team of the Company, amount to a maximum of approximately 67 per cent of the total annual fixed salary for the CEO and the other senior executives participating in the STI program.

#### Long term incentive plan (LTI)

The board of directors proposes that the annual general meeting resolves to adopt a long term share-related incentive plan, in accordance with the board's proposal set out in section 17B below. Since earlier the Company has two ongoing share and share price related incentive programs, adopted at the annual general meetings held in 2009 and 2011. The board of director's proposal for LTI 2012 set out in section 17B below corresponds in all material respects to the long term share-related incentive program approved by the annual general meeting in 2011 (LTI 2011).

#### 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. 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 of the 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. 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 varies between three and six months. For the Company, the notice period varies between three and six months. The Company's senior executives are entitled to a severance payment equal to six to twelve 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.

#### ***B. Resolution regarding a long term share-related incentive program (LTI)***

The board of directors proposes that the annual general meeting resolves to adopt a long term share-related incentive program ("LTI 2012"). The purpose of the program is to incentivise the senior executives and key employees of the Company to act in order to achieve the Company's long term goal and create shareholder value.

The Company has two incentive schemes, adopted at the annual general meetings held in 2009 and 2011, which are currently in force. Further information regarding these incentive schemes may be found on the Company's website, <http://corporate.cision.com/Corporate-Governance/>.

### 1. Implementation of LTI 2012

The board of directors proposes that LTI 2012 is implemented in accordance with the following main principles. No more than 13 senior executives and key employees in the Company will be offered to participate in LTI 2012. To these individuals, an amount corresponding to no more than 50 per cent of any bonus earned pursuant to the STI program will (in addition to the cash bonus paid under STI), be paid out in the form of shares in the Company (the "**Performance Shares**"). The aggregate number of Performance Shares so payable shall not exceed a number corresponding to one per cent of the total number of shares in the Company, adjusted for bonus share issues, share splits, preferential rights issues and similar measures (the "**Maximum Number**"). Should the aggregate amount on which the bonus to the participants under LTI 2012 is based correspond to a number of Performance Shares in excess of the Maximum Number (when calculated on the basis of the trading price set out below), the number of Performance Shares attributable to each participant will be reduced with such participant's pro rata portion of the excess number of shares.

Provided that applicable performance criteria are met, the bonus under LTI 2012 will be determined in early 2013, provided further that the participant is still employed by the Company (or any company within the Company's group) on the date of such determination, and that the participant has not given or received notice of termination on such date. The Performance Shares under LTI 2012 will be distributed after the annual general meeting 2015 of the Company. The number of Performance Shares to which each participant shall be entitled will be based on the ratio between the available bonus and the average trading price of the Company's shares during the two week period immediately following the day of the Company's annual general meeting held on March 26, 2012 (the "**Average price**"). Distribution of the Performance Shares will, however, be made only if the participant remains employed with the Company as per the day of distribution of Performance Shares (save for where the participant's position has been vacated pursuant to termination by the participant's employer for reasons other than circumstances relating to the participant personally or by reason of retirement at a customary age, in which case the participant shall remain entitled to any Performance Shares determined in respect of such participant unless the board of directors on a case by case basis resolves otherwise; or where the participant's position has been vacated due to death or long term illness, in which case the participant shall remain entitled to any Performance Shares determined in respect of such participant).

The costs for LTI 2012 (in the form of accountable salary costs, social security contributions and other necessary expenses related to the delivery of Performance Shares to the participants) may, based on the proposed number of participants, be estimated to SEK 5.0 million in the event of no change in the trading price of the Company's shares and SEK 5.4 million in the event of a doubled trading price of the Company's shares, as per the date of delivery of the Performance Shares, compared to the current trading price of the Company's shares as per the date of publication of the notice convening the annual general meeting. These cost estimates are based on the assumption that own shares can be acquired in order to secure delivery of Performance Shares as proposed in item 2 below.

Participants in LTI 2012 are only entitled to distribution of a whole number of shares. Any part of the amount on which the bonus under LTI 2012 is based which is not paid in the form of Performance Shares shall not entitle the participant to any other form of remuneration.

The board of directors shall be entitled to resolve upon a reduction in the distribution of Performance Shares if the board of directors considers that a distribution in accordance with the above terms – taking into consideration the financial results and position of the Company – would be manifestly unreasonable.

The board of directors shall be responsible for the details and the managing of LTI 2012 within the framework guidelines set out in this proposal, and shall furthermore be entitled to make such minor adjustments as may be required further to legal or administrative conditions.



## 2. Authorisation of the board of directors to resolve on acquisition of own shares on the stock exchange

In order to make possible the distribution of Performance Shares in accordance with LTI 2012, and to secure for future cash flow effects due to payments of social security related thereto, the board of directors proposes that the annual general meeting authorises the board of directors to resolve, on one or more occasions (however before the date of the annual general meeting 2013), upon the acquisition of own shares. Such acquisitions shall be made on NASDAQ OMX Stockholm at a price within the at each time registered share price interval, being the interval between the highest buying price and the lowest selling price. No more than a number of shares corresponding to the sum of (i) the Maximum Number and (ii) an additional number of shares corresponding to 10.5 per cent of the Maximum Number may be so acquired.

## 3. Transfer of treasury shares to participants of LTI 2012

In order to distribute Performance Shares in accordance with LTI 2012, the board of directors proposes that the annual general meeting resolves on the transfer of own shares. The maximum number of shares which may be so transferred corresponds to such number of shares which the board of directors may acquire in accordance with item 2(i) above. Shares may be so transferred no later than June 30, 2015. The right to acquire shares shall reside in the participants of LTI 2012, with a right for each participant to acquire the number of shares determined in accordance with the terms and conditions of LTI 2012. Transfer shall be made against no consideration and as soon as practicably possible following such time as the participants have earned the right to distribution of Performance Shares in accordance with LTI 2012.

The reason for the deviation from the shareholders' preferential rights in respect of the transfer of the Company's own shares is to allow the Company to transfer Performance Shares to the persons participating in LTI 2012.

### Decision and majority requirement

The proposals under items 1 through 3 above shall be adopted as one single resolution with observance of the majority rules stated in Chapter 16 of the Swedish Companies Act, meaning that the resolution shall require the approval of shareholders representing not less than nine-tenths (9/10) of both the number of votes cast and the shares represented at the annual general meeting in order to be valid.

### ***The nomination committee's proposal regarding procedure for the nomination committee (item 18)***

The Company's nomination committee proposes that the annual general meeting resolves that the following procedure will be applied in respect of the nomination committee for the annual general meeting 2013. The nomination committee shall consist of four members representing the shareholders in the Company as well as the chairman of the board of directors of the Company, i.e. in total five members. The chairman of the board shall contact the four largest shareholders in the Company as per August 31, 2012 and ask them to appoint one representative each to the nomination committee. If any shareholder refrains from the right to appoint a representative, such right is transferred to the shareholder who holds the next largest shareholding in the Company. The chairman of the nomination committee shall, if the representatives do not agree otherwise, be the representative representing the largest shareholder. The names of the nomination committee's members as well as information about the represented shareholders shall be disclosed and published on the Company's website as soon as the nomination committee has been elected and not later than six months prior to the annual general meeting 2013. The nomination committee shall prepare proposals with respect to the election of a chairman of the annual general meeting, the chairman of the board and the other directors of the board, remuneration to the board and other compensation for board tasks to each of the directors as well as compensation for committee work, auditor, remuneration to the auditor and procedures for the nomination committee. It is proposed that the members of the nomination committee will receive no remuneration. However, the members will be compensated for customary expenses in connection with their assignments, provided that the expenses are regarded as reasonable by the Company.

***The board of directors' proposal regarding authorisation for the board to resolve on acquisitions of own shares (item 19)***

The board of directors proposes to the annual general meeting to authorise the board of directors to, on one or several occasions, for the period until the date of the annual general meeting 2013 resolve on acquisitions of the Company's own shares. The purpose of the board of directors' proposal is to offer the board of directors greater flexibility in order to adapt the Company's capital structure and thereby contribute to increased shareholder value. The Company's acquisitions of own shares may only be made to the extent that the Company's holding of own shares after the acquisition does not exceed one-tenth of all shares in the Company. Acquisitions of own shares shall be made on NASDAQ OMX Stockholm and may only be made within the, at each time, applicable band of prices between the highest buying price and the lowest selling price at NASDAQ OMX Stockholm.

**Majority requirement**

A resolution to authorise the board of directors to resolve on acquisitions of own shares requires the approval of shareholders representing not less than two thirds (2/3) of both the number of votes cast and the shares represented at the annual general meeting in order to be valid.

**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 nomination committee's complete proposals for the resolutions in items 2 and 13-16, and the board of directors' complete proposals for the resolutions in item 17A are as set out above.

The complete proposals and related documents with respect to the allocation of the Company's earnings (item 11), the long term share-related incentive program (item 17B), the procedure for the nomination committee (item 18), authorisation for the board to resolve on acquisitions of own shares (item 19), the accounting documents and the audit report for the financial year 2011 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 Monday, March 5, 2012, and will, without charge, be sent by mail to shareholders who so request, stating their address.

The proposal regarding the guidelines for salary and other remuneration to the Company's CEO and other senior executives and for a long term share-related incentive program (item 17) will also without charge be sent to the shareholders who have given notice of their intention to attend the annual general meeting and have stated their address.

All documents referred to above will also as from Monday, March 5, 2012 be available on the Company's website <http://corporate.cision.com/Corporate-Governance-/Annual-General-Meeting/Annual-General-Meeting-2012/>.



Information about all persons proposed as directors of the board of the Company and the reasoned statement of the nomination committee regarding the proposal for the board of directors is available on the Company's website as from the date of this notice.

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Stockholm, February 2012

The board of directors of Cision AB (publ)

For further information, please contact:

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*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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