



Rejlers is one of the largest engineering consultants in the Nordic region. Our 1,800 experts work with projects within the areas of Building and property, Energy, Industry and Infrastructure. With us, you will meet specialist engineers with the breadth, cutting edge expertise and not least energy to create the results you want. We continue to grow rapidly and our activities are spread across 70 locations in Sweden, Finland, Norway and Russia. Rejlers has revenue of approx. SEK 1.5 billion and its B-shares are listed on the Nordic list of Nasdaq OMX.

Press release
28-03-2014

Invitation to attend the Annual General Meeting in Rejlers

Shareholders of Rejlers AB (publ), 556349-8426, are hereby invited to attend the Annual General Meeting on Tuesday 29 April 2014 at 5 pm at Konferens Lindhagen, Lindhagensgatan 126 in Stockholm.

Registration of shareholders will start at 4.30 pm.

Registration

Shareholders registered in the shareholders' register maintained by Euroclear Sweden AB no later than Wednesday 23 April 2014 are entitled to participate in the Annual General Meeting. Shareholders who wish to participate in the AGM must confirm their intention to attend no later than 5 pm on Wednesday 23 April 2014, by telephone on +46 (0)8 692 10 01, by e-mail (arsstamman@rejlers.se) or in writing to the following address:

Annual General Meeting
Rejlers AB (publ)
P.O. Box 30233
SE-104 25 Stockholm

When registering, name, personal/corporate ID number, address, telephone number, number of shares represented and details of any assistants (no more than two) must be stated. Shareholders represented by proxy must issue authorisation for their representative.

The authorisation should be sent to the company at the address below well in advance of the AGM. If the authorisation is issued by a legal entity, a certified copy of the proof of registration for the legal entity must be attached.

Rejlers discloses the information provided herein pursuant to the Securities Markets Act and/or the Financial Instruments Trading Act. The information was submitted for publication at 10.00 am on March 28th 2014.



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Nominee shareholder shares

Shareholders whose shares are registered in the name of a nominee ("in place of the shareholder") must temporarily re-register the shares in their own name with their fund manager before 23 April 2014 in order to participate in the meeting. Shareholders must inform the fund manager of this in plenty of time before Wednesday 23 April 2014.

Proposed agenda

1. Opening of the meeting and election of a chairman for the meeting
2. Election of one or two persons to check the minutes of the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Confirmation that the AGM was duly convened
6. The Chairman of the Board's report on the work of the Board and its Committees since the 2013 Annual General Meeting. The President's report on operations during 2013 and results for the first quarter of 2014, presentation of the annual financial statements and auditor's report as well as the consolidated financial statements and consolidated auditor's report.
7. The passing of resolutions on:
 - a. the adoption of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet for 2013
 - b. the appropriation of the company's profit as per the adopted balance sheet and as of the balancing day
 - c. the discharge of the Board and President from liability for 2013
8. Determination of the number of Board Members and any deputies
9. Determination of the Board's remuneration and the auditors' fees
10. Election of the Chairman of the Board, Board Members and any deputies
11. Proposal for a resolution on the establishment of a Nomination Committee
12. Proposal to authorise the Board to make decisions about new shares
13. Guidelines for the remuneration of executives
14. Any other business
15. Closure of the meeting

Proposals for resolutions

Item 1 Election of chairman for the meeting

The Nomination Committee, consisting of Kent Hägglund (Peter Rejler), Martina Rejler (Jan Rejler) and Johan Lannebo (Lannebo Fonder AB), proposes that Ivar Verner be appointed chairman of the meeting.

Item 8 Determination of the number of Board Members and any deputies

The Nomination Committee proposes a Board comprising eight members elected by the AGM and no deputies.

Item 9 Determination of the Board's remuneration and the auditors' fees

The Nomination Committee proposes that a fee of SEK 340,000 be paid to the Chairman and that a fee of SEK 160,000 be paid to each of the other Board members who are not employed by the company. Provisions totalling

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SEK 160,000 are also made available for committee work. It is proposed that the remuneration to the auditors be settled against verified invoices.

Item 10 Election of the Chairman of the Board and Board Members

The Nomination Committee proposes the election of Ivar Verner as Chairman of the Board. The Nomination Committee also proposes the election of Helena Nordman-Knutson and the re-election of Peter Rejler, Åsa Söderström Jerring, Jan Samuelsson, Thord Wilkne, Lauri Valkonen and Anders Jonsson.

Item 11 Proposal for resolution on the establishment of a Nomination Committee

The Nomination Committee proposes that the AGM resolves to appoint a Nomination Committee with the task of preparing proposals for the election of Board Members and auditors as well as remuneration for these prior to future AGMs.

Every year and no later than the end of the third quarter, the Chairman of the Board must call a meeting of the three largest shareholders in the company, each of which is then entitled to select a representative. If any of the shareholders asked declines to select a representative, the Chairman shall then consult with the next-largest shareholder. However, the Chairman only needs to ask, at most, the six largest shareholders. If, in spite of this, the Nomination Committee does not contain at least three members, the Nomination Committee may itself select the appropriate number of members.

Board Members, the President of the company and any other member of the company management shall not be eligible to sit on the Nomination Committee.

The Nomination Committee shall select a chairman at the constituting meeting.

The composition of the Nomination Committee must be announced as soon as possible and no later than six months prior to the Annual General Meeting.

If there is a significant change in the ownership, after the Nomination Committee has been appointed and the Committee has a member appointed by a shareholder who has reduced its holdings, this member will resign from the Nomination Committee. The Chairman of the Nomination Committee shall thereafter consult the shareholders in accordance with the above policy.

Item 12 Proposal to authorise the Board to make decisions about new shares

It is proposed that the AGM resolves to authorise the Board to make decisions about new shares up to a maximum of 600,000 class B shares without preferential rights for existing shareholders. The authorisation shall apply in connection with acquisitions on one or more occasions up until the next AGM and it shall be possible to issue the shares against offsetting or against capital contributed in kind. In the event of full utilisation, this authorisation is equivalent to a dilution of 4.6 per cent of the capital and 2.5 per cent of the votes.

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In order for the resolution to be approved, at least two thirds of the votes and shares present must approve the proposal.

Item 13 Guidelines for the remuneration of executives

The Board proposes the following guidelines for the remuneration of the Managing Director and other senior executives. "Other senior executives" refers to members of the Group management.

The main principle for these guidelines is that senior executives at Rejlers should be offered remuneration at market rates to enable the company to attract, develop and retain key personnel. In general, Rejlers does not offer any benefits greater than those constituting local practice.

The remuneration of the President and other senior executives shall be at the market rate and consist of a basic salary, variable remuneration, pensions and, in certain cases, other benefits. The variable remuneration is limited to no more than 60 per cent of the basic salary.

The variable remuneration is primarily based on the Group's profit and the individually attained result in relation to the quantitative and qualitative goals set.

The pensionable age for the President and the company as a whole is 62. The pension is premium-based and no pension commitments exist over and above the pension premiums paid. The general pension plan applies for other senior executives, either via the ITP plan or through individual occupational pension insurance within the framework of ITP.

A mutual notice period of twelve months will apply between the company and the President. A notice period of six to twelve months applies between the company and other senior executives.

The Board proposes that the Board be given the right to deviate from the above proposed guidelines should there be special cause to do so in individual cases.

Other information

Shareholders representing 66 per cent of the votes and 39.3 per cent of the shares in the company support the Nomination Committee's proposal in accordance with items 1 and 8–11, as well as the Board's proposal in accordance with items 12–13.

The number of shares in the company is 12,321,721 and the number of votes in the company is 23,582,971, divided into 1,251,250 Class A shares and 11,070,471 Class B shares. The company does not hold any of its own shares.

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Documents

The annual report and resolution documents will be made available on the company's website: www.rejlers.se. Copies will be sent by mail to shareholders who request such a copy and provide a name and mailing address in accordance with the above.

Stockholm, March 2014

REJLERS AB (publ)

The Board of Directors

For further information:

Eva K Nygren; CFO, +46 73 412 59 60, e-mail: eva.k.nygren@rejlers.se

Rebecka Oxelström; Head of Communications, +46 73 412 66 75, e-mail: rebecka.oxelstrom@rejlers.se

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