



# Annual general meeting in Concentric AB

The annual general meeting of Concentric AB will be held at 10 p.m. CET on Thursday 26 March 2015 at Grand Hotel, Södra Blasieholmshamnen 8, Stockholm.

## NOTICE OF ATTENDANCE

Those wishing to attend the meeting must:

1. be recorded in the share register maintained by Euroclear Sweden AB, as of Friday 20 March 2015; and
2. notify the company of their intention to participate in the general meeting at the address Concentric AB, Ringvägen 3, SE-280 40 Skånes Fagerhult, Sweden, by telephone +46 (0)708 326 854 or by e-mail to [info@concentricab.com](mailto:info@concentricab.com), by Friday 20 March 2015. On giving notice of attendance, the shareholder should state the shareholder's name (company name), address, telephone number, personal identity number or equivalent (corporate identity number) and shareholdings. Proxies and representatives of a legal person shall submit documents of authorisation prior to the general meeting. A proxy form will be available on the company's website, [www.concentricab.com](http://www.concentricab.com), and will be sent, immediately and free of charge to the recipient, to those shareholders who so request and state their postal address.

In order to participate in the general meeting, those whose shares are registered in the name of a nominee must request their bank or broker to have their shares owner-registered with Euroclear Sweden AB as of Friday 20 March 2015 and the bank or broker should therefore be notified in due time before said date. This registration may be made temporarily.

## AGENDA

### Proposal for agenda

1. Opening of the meeting and election of chair of the meeting
2. Drawing up and approval of the voting list
3. Approval of the agenda
4. Election of one or two persons to approve the minutes
5. Determination of whether the meeting was duly convened
6. The CEO's report
7. Presentation of the annual report and the auditor's report and the consolidated financial statements and the consolidated auditor's report
8. Resolutions on:
  1. adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet;
  2. appropriation of the company's result according to the adopted balance sheet and on record date for dividend; and
  3. discharge of personal liability for the board directors and the CEO for the financial year 2014
1. Resolution on the number of board members
2. Resolution on fees to the board members and the auditor
3. Election of the board members and the auditor
4. Resolution on approval of guidelines for remuneration to senior executives
5. Resolution on amendment of the articles of association
6. Resolution on reduction of share capital with retirement of repurchased own shares and increase of the share capital through a bonus issue
7. Resolution on a performance based incentive programme (LTI 2015)
8. Resolution on a directed issue of warrants and approval of transfer of warrants
9. Resolution on:
  1. authorisation for the board of directors to resolve on acquisitions of own shares;

2. authorisation for the board of directors to resolve on transfers of own shares; and
  3. transfers of own shares to participants in LTI 2015
1. Closing of the meeting

#### **Proposal for election of chair of the meeting (item 1 on the agenda)**

The nomination committee, which was appointed in accordance with what is set out below, proposes that the chair of the board, Stefan Charette, shall be elected chair of the meeting.

#### **Proposal for resolution on appropriation of the company's result according to the adopted balance sheet and on record date for dividend (item 8 (b) on the agenda)**

The general meeting has at its disposal profits carried forward of SEK 1,417,057,760 less the net loss for the year of SEK 66,395,036. Thus, the general meeting has in total a non-restricted equity of SEK 1,350,662,724 at its disposal.

The board of directors proposes a dividend for the financial year 2014 of SEK 3.00 per share, totalling SEK 127,174,977 and that the balance SEK 1,223,487,747 is carried forward.

As record date for the dividend the board of directors proposes Monday 30 March 2015. Subject to the resolution by the general meeting in accordance with this proposal, the cash dividend is expected to be distributed by Euroclear Sweden AB on Thursday 2 April 2015.

#### **Proposals for resolution on the number of board members, resolution on fees to the board members and the auditor, and election of the board members and auditor (items 9 – 11 on the agenda)**

In accordance with the resolution of the annual general meeting 2014, Göran Espelund, chair (Lannebo Fonder), Erik Durhan (Nordea Fonder), Marianne Nilsson (Swedbank Robur Fonder) and Johan Strandberg (SEB Fonder) were in September 2014 appointed members of the nomination committee before the annual general meeting 2015. The nomination committee, which represents approximately 36 per cent of the shares and votes in the company, proposes that the general meeting resolves in accordance with the following.

The number of directors is proposed to be increased by one director to seven directors, with no deputy directors. The nomination committee proposes re-election of the directors Stefan Charette, Marianne Brismar, Kenth Eriksson, Martin Lundstedt, Martin Sköld and Claes Magnus Åkesson, and new-election of Susanna Schneeberger. Stefan Charette is proposed to be re-elected chair of the board.

More information about the proposed directors can be found on the company's website [www.concentricab.com](http://www.concentricab.com).

The nomination committee proposes re-election of the registered accounting firm KPMG AB as the company's auditor until the end of the annual general meeting 2016. KPMG AB has informed the company that Anders Malmeby, authorised public accountant, will remain auditor-in-charge of the company.

Fees to the board members for the period up to and including the annual general meeting 2016 is proposed to be paid as follows: The chair of the board shall receive SEK 500,000 (previous 450,000) and each of the other directors shall receive SEK 240,000 (previous 220,000). Additional consideration shall be paid in the amount of SEK 50,000 (unaltered) to the chair of the compensation committee and the chair of the audit committee shall receive SEK 75,000 (unaltered). Since the number of directors is proposed to increase with one director and based on the proposal above, the total remuneration to the board will increase from SEK 1,675,000 to SEK 2,065,000. Fees to the auditor in respect of services performed are proposed to be paid against by the company approved account.

#### **Proposal for resolution on approval of guidelines for remuneration to senior executives (item 12 on the agenda)**

The board proposes that the general meeting resolves on guidelines for remuneration to senior executives mainly in accordance with the following.

##### **General**

It is of fundamental importance to the company and its shareholders that the guidelines for remuneration to senior executives, in both a short and long term perspective, enable the company to attract and retain senior executives and other employees with excellent competence. To obtain this it is important to sustain fair and internally balanced terms that are at the same time competitive on the market with respect to structure, scope and compensation levels.

The terms of employment for senior executives shall consist of a balanced combination of fixed salary, annual bonus, long-term incentive program, pension and other benefits and terms for dismissal/severance payment.

The total annual monetary remuneration, i.e. fixed salary, bonus and other long-term monetary remuneration, shall be in accordance with market practice on the geographical market where the senior executive operates. The total level of the compensation will be evaluated annually to ensure that it is in line with market practice for corresponding positions within the relevant geographical market.

The remuneration should be based on performance. It should therefore consist of a combination of fixed salary and bonus, where the variable remuneration forms a rather substantial part of the total remuneration, but it is understood that the bonus is always capped to a pre-defined maximum amount.

The annual report 2014 sets out details on the total remuneration and other benefits awarded to the senior executives during 2014.

##### **Remuneration and remuneration forms**

The remuneration system of the company consists of various forms of remuneration in order to create a well-balanced compensation that fosters and supports management and achievement of goals in both a short and long-term perspective.

##### **Fixed remuneration**

The fixed remuneration shall be individually determined and shall be based on each individual's responsibility and role as well as the individual's competence and experience in the relevant position.

##### **Annual bonus**

Senior executives have an annual bonus that is payable on an annual basis. The annual bonus is structured as a variable part of the fixed salary. Bonus

goals shall primarily be based on the outcomes of financial objectives for the entire company as well as clearly defined individual goals with respect to specific assignments. The latter is to ensure that the senior executive also focuses on non-financial targets of specific interest.

Bonus related financial objectives for the company shall be established by the board annually in order to ensure that they are in line with the company's business strategy and profit targets. On behalf of the board, the Compensation Committee establishes the financial objectives for individual units proposed by the CEO.

The part of the total remuneration consisting of the annual bonus varies depending on position and may be up to 50 percent of the fixed annual salary at full goal achievement. The bonus goals are constructed so that no bonus will be paid if a certain minimum performance level is not achieved. All bonus schemes within the organization are discretionary and payable at the sole discretion of the management unless payment is guaranteed by an existing legal agreement or contract.

#### **Application of variable pay guidelines**

Under pre-existing employment contracts, there are ongoing deviations from the variable pay guidelines outlined above in respect of the CEO and one other senior executive, whereby they continue to be entitled to an annual bonus of up to 80 percent of their fixed salary at full goal achievement.

#### **Long Term Incentive Program**

In order to foster a long-term perspective in the decision-making and to ensure long term achievement of goals, the board may propose the general meeting to resolve other types of long-term incentive programs.

The board uses long term incentives in order to ensure that senior executives within the company have a long-term interest in a stable value increase of the Concentric share. By implementing an incentive program that is connected to the company's profits and at the same time its increase in value, the long-term growth of the company is awarded and fostered. Further, long term incentive programs also aims at making the company a more attractive employer, which contributes to the company's ability to retain key employees within the group as well as to recruit new key employees.

Potential remuneration in form of long-term incentive programs shall be in accordance with market practice on each relevant market.

#### **Pension**

When entering into new pension agreements with senior executives who are entitled to pension, the pension shall be based on defined contribution plans. Senior executives retire in accordance with local regulations on pension. As a main principle, pension premiums are based solely on fixed salary. Certain adjustments may occur in individual cases in accordance with local market practice.

#### **Other benefits**

Other benefits, such as company car, compensation for healthcare and health and medical insurance etc. shall form a minor part of the total compensation and shall correspond to what may be deemed common market practice in each geographical market.

#### **Special remuneration**

In addition to the above described remunerations, agreements on additional remunerations may be made in exceptional situations, for example when considered necessary to attract and retain key personnel or induce individuals to move to new places of service or accept new positions. Such special remunerations shall be limited in time and may not exceed 36 months. Further, the total remuneration must not exceed an amount equivalent to two times the remuneration the individual would have received in the absence of an agreement on special remunerations.

#### **Terms for dismissal and severance payment**

Terms for dismissal and severance pay shall correspond to what may be deemed common market practice for each geographical market. The CEO has a notice period of 12 months. Other senior executives have a notice period up to 6 months. In addition hereto, when entering into new employment contracts, agreement may be made with senior executives on severance pay upon termination of the employment by the company, corresponding to a maximum of 12 months' fixed salary. Upon termination of the employment, local practice on the geographical market where the senior executive operates shall be complied with.

The Board of Directors is entitled to deviate from the guidelines if there are specific reasons or needs in an individual case.

#### **Proposal for resolution on amendment of the articles of association (item 13 on the agenda)**

The board of directors proposes that the general meeting resolves to amend the company's articles of association mainly in accordance with the following.

The articles of association will be amended so that the registered office of the board of directors will be in the municipality of Stockholm, Stockholm County instead of the municipality of Örkelljunga, Skåne County.

The general meeting's resolution under this proposal is valid only if supported by shareholders holding at least two-thirds of both the votes cast and the shares represented at the meeting.

#### **Proposal for resolution on a reduction of share capital with retirement of repurchased own shares and increase of the share capital through a bonus issue (item 14 on the agenda)**

The board proposes that the general meeting resolves to reduce the share capital with a retirement of repurchased own shares and to increase the share capital through a bonus issue mainly as set out below.

##### A. Reduction of share capital

The company's share capital will be reduced as follows.

1. The company's share capital will be reduced by SEK 2,999,634.
2. The reduction will be made with retirement of 1,363,470 of the shares in the company repurchased and held by it.
3. The retirement of shares will be made without any repayment.

4. The purpose of the reduction is to allocate means to unrestricted equity. The means will, however, be restored to the share capital in accordance with item B below.

The board states the following as an account under Chapter 20 Section 13 of the Swedish Companies Act. The resolution to reduce the share capital in accordance with this item does not require the approval of neither the Swedish Companies Registration office nor, in disputed cases, a court of general jurisdiction, since the company simultaneously will carry out a bonus issue meaning that neither the restricted equity nor the share capital will be reduced. The effect of the board's proposal in item A means that the company's restricted equity and share capital will be reduced by SEK 2,999,634. The board's proposal in item B below means that the company's restricted equity and share capital will be increased by SEK 2,999,675 and thereby SEK 41 higher than the amount before the reduction. The proposed resolution to carry out a bonus issue is set out in item B below.

#### B. Increase of share capital through a bonus issue

To restore the share capital following the proposed reduction of share capital as set out above the share capital will be increased by a bonus issue of SEK 2,999,675, by a transfer of SEK 2,999,675 from the company's unrestricted equity.

The bonus issue will take place without the issuing of new shares.

Following the resolutions under items A and B the company's share capital will total SEK 97,275,175 and there will be 42,852,500 outstanding shares, each with a quota value of SEK 2.27.

The resolutions under item A and item B are conditional upon each other, thus the board proposes that the general meeting makes one joint resolution with respect to the proposals.

The general meeting's resolution under this proposal is valid only if supported by shareholders holding at least two-thirds of both the votes cast and the shares represented at the meeting.

#### **Proposal for resolution on performance based incentive programme (LTI 2015) (item 15 on the agenda)**

The board of directors believes that an incentive programme that is connected to the company's profits and at the same time its increase in value will award and foster the long-term growth of the company. Further, an incentive programme will contribute to the ability of the company to retain and recruit key employees within the group.

Considering the above, the board proposes a long-term performance based incentive programme ("LTI 2015") under which senior executives and key employees will be entitled to receive employee stock options that entitles the participants to acquire shares in the company under mainly the terms and conditions set out below. In order to ensure and maximize the management's engagement in the company, allocation of employee stock options under LTI 2015 will be conditional upon the participants becoming shareholders in the company by own investments in the company's share in the stock market. The board's intention is that the incentive programme will run over a long-term period, thus the board intends to propose the general meeting in the coming years to resolve upon similar incentive programmes.

To be able to implement LTI 2015 in a cost-efficient and flexible manner, the board of directors has considered various methods for transferring the company's shares under LTI 2015, such as a share swap agreement with a third party, repurchase and transfer of own shares and transfer of warrants entitling to subscription of new shares. The board of directors has also considered that delivery of shares under LTI 2015 will be made no earlier than 2018. In order to retain full flexibility, the board proposes that shares can be delivered with any of the above three alternate methods (in accordance with the proposals below and the board's proposal on directed issue and transfer of warrants and the board's proposal on acquisition and transfer of own shares to participants in LTI 2015), with the right for the board to combine or chose any of the methods.

The board proposes that the general meeting resolves on the implementation of a long-term incentive programme, LTI 2015, principally based on the following conditions and principles.

1. LTI 2015 shall comprise up to 8 senior executives, including the CEO, and other key employees within the Concentric group.
2. In order to participate in LTI 2015, the participants must make own investments in Concentric shares in the stock market no later than 26 May 2015, with right for the board to, in respect of participants joining LTI 2015 thereafter, postpone the last day of acquisition to no later than 20 November 2015.
3. Within LTI 2015, investments in Concentric shares may be made by the CEO up to a value of 50 per cent of his annual base salary effective from 1 January 2015, by the CFO up to a value of 30 per cent of his annual base salary effective from 1 January 2015 and by other participants up to a value of 20 per cent of their respective annual base salary effective from 1 January 2015. The maximum number of shares that each participant is entitled to acquire under the LTI 2015 shall be calculated using a share price of SEK 107.30, equal to the average of each trading day's volume weighted average share price on Nasdaq Stockholm during the period from 4 February 2015 to 17 February 2015 (inclusive), rounded to the nearest ten öre.
4. Each Concentric share acquired under LTI 2015 will entitle the participants to two (2) free employee stock options, where each, after a three year lock-up period, will entitle the participant to acquire one (1) Concentric share at a price of SEK 85.80 and SEK 125.80 respectively. This exercise price equals 80 and 120 per cent respectively of the average of each trading day's volume weighted average share price on Nasdaq Stockholm during the period from 4 February 2015 to 17 February 2015 (inclusive), rounded to the nearest ten öre.
5. Each Concentric share acquired under LTI 2015 will also entitle the participants to two (2) free performance employee stock options, where each, if certain performance criteria specified below are met, will entitle the participant to acquire one (1) Concentric share at a price of SEK 85.80. This exercise price equals 80 per cent of the average of each trading day's volume weighted average share price on Nasdaq Stockholm during the period 4 February 2015 to 17 February 2015 (inclusive), rounded to the nearest ten öre.
6. Each participant may receive no more than four (4) employee stock options and performance employee stock options in total for each acquired Concentric share. In all, a maximum of 180,000 employee stock options, each entitling to one (1) Concentric share, may be allocated under LTI 2015. Allocation of the employee stock options is to be decided by the board.
7. The employee stock options shall have a 39 months term (but never past 31 October 2018) and can be exercised to acquire Concentric shares during a three month period from the date of publication of the Company's report for the first quarter 2018.
8. Exercising the employee stock options is subject to the participant remaining employed in the Concentric group (with certain exceptions decided by the board) and retaining the Concentric shares acquired under LTI 2015 throughout the three year lock-up period, thus up to and including the date of

exercising the employee stock options.

9. The board of directors shall be authorised to resolve on a premature exercise of the employee stock options (i) if a person, alone or together with related parties, acquires such number of shares in the Company that, in accordance with applicable rules, gives rise to an obligation to announce a mandatory offer to acquire all outstanding shares in the company or (ii) for individual participants based on individual circumstances, or (iii) if premature exercise is otherwise deemed to be suitable or appropriate, taking into account performance achieved to the date of premature exercise.
10. The number of Concentric shares that the employee stock options entitles the participants to acquire may be recalculated due to a bonus issue, share split or consolidation, rights issue and/or any similar event, by applying the recalculation principles applicable on the warrants proposed under the board's proposal on directed issue of warrants.
11. The board of directors shall decide on the detailed terms and conditions of LTI 2015. The board shall be entitled to deviate from or adjust the terms and conditions as a result of local regulations and practice.

#### *Performance criteria*

The conditional right to exercise the performance employee stock options is subject to the fulfilment of the following performance criteria.

The first performance employee stock option will entitle the participant to acquire one (1) Concentric share per option if the Company's reported earnings per share of the financial year 2017 reach or exceed SEK 7.50.

The second performance employee stock option will entitle the participant to acquire one (1) Concentric share per option if the Company's reported return on equity reaches or exceeds 25 per cent per year in average over the financial years 2015, 2016 and 2017.

No partial exercising of performance employee stock options will be allowed if the performance criteria are not fully met.

#### *Authorisation to enter into a swap agreement*

The Company's supply of shares to the participants under LTI 2015 may be made by instructing a third party to deliver Concentric shares under a swap agreement.

In accordance with this, the board proposes that the general meeting resolves to authorise the board to enter into a swap agreement regarding own shares. Thus, it is proposed that the financial exposure of LTI 2015 may be hedged by the Company entering into a share swap agreement with a third party, whereby the third party in its own name shall acquire and transfer Concentric shares to employees participating in LTI 2015.

#### *Costs*

The LTI 2015 is expected to result in annual costs of approximately MSEK 1.6 for the Company if participants invest to their individual limits, and full vesting and annual 15 per cent share price growth is assumed. In addition to this, social security charges will apply in the year of vesting, 2018. Social security charges are expected to be expensed to an amount of approximately MSEK 0.5 annually based on the same assumptions.

#### *Preparation of the matter*

The board's proposal has on LTI 2015 been prepared by the board of directors.

#### *Voting majority*

The general meeting's resolution on this proposal is valid only if it is supported by shareholders representing more than half of the votes cast.

#### **Proposal for resolution on a directed issue of warrants and approval of transfer of warrants (item 16 on the agenda)**

The board of directors proposes that the general meeting resolves on a directed issue of warrants with the right to subscribe for new shares in the company, mainly in accordance with the below proposal.

The board's proposal entails the general meeting shall decide on a directed issue of 180,000 warrants with the right to subscription of new shares in the company, principally in accordance with the following conditions.

1. The warrants are issued free of charge. Each warrant will give the right to subscribe for one new share in the Company, thus the share capital of the company can increase with a maximum of SEK 408,600 if the warrants are fully utilised.
1. The right to subscribe for warrants shall, with a deviation from the shareholders' preferential rights, be granted the company's fully owned subsidiary Concentric Skånes Fagerhult AB.
1. Subscription to the warrants shall be made no later than 31 August 2015, with the board reserving the right to extend this time limit.
1. The warrants can be exercised to acquire shares in the company from the registration of the warrants with the Swedish Companies Registration Office and up to and including 31 December 2018.
1. The warrants shall have an exercise price corresponding the share's nominal value; SEK 2.27.
1. The new shares issued under the warrants shall entitle to dividend as from the first record date for dividend to occur after the registration of the new shares with the Swedish Companies Registration Office.
1. The number of shares issued under each warrant may be recalculated in accordance with customary recalculation principles due to a bonus issue, share split or consolidation, rights issue and/or any similar event.

#### *Reason for the deviation from the shareholders' preferential right*

The reason for deviating from the shareholders' preferential rights is that the company wishes to implement an incentive programme for senior executives and key employees within the group, by which they can be offered the opportunity to take part in an increase in the company's share value.

#### *Dilution*

At full utilisation of the warrants, the number of outstanding shares in the company will increase by 180,000. These shares constitute 0.4 per cent of the

number of shares and votes after full dilution, calculated as the number of new shares in relation to the number of existing and new shares in the company. Together with outstanding warrants under previous incentive programs, the warrants will result in a combined dilution of approximately 1.8 per cent of the outstanding shares and votes in the company.

If the proposed warrants had been fully utilised throughout 2014, the company's basic and diluted earnings per share for the financial year 2014 would have been SEK 5.52 and SEK 5.51 per share respectively on a pro forma basis, instead of SEK 5.54 and SEK 5.53 per share respectively as reported.

In the event that repurchased shares, or shares acquired under a swap agreement, (in accordance with the board's proposal for acquisition and transfer of own shares to participants of LTI 2015, respectively) are fully or partly transferred to the participants in LTI 2015 instead of warrants, the dilution will be reduced.

#### *Transfer of the warrants*

Furthermore, the board of directors proposes that the general meeting resolves to approve that Concentric Skånes Fagerhult AB, on one or more occasions, may transfer warrants to the participants in LTI 2015 in accordance with the terms and conditions of LTI 2015, and otherwise dispose of the warrants in order to cover costs related to, and fulfil obligations occurring under, LTI 2015.

#### *Preparation of the matter*

The board's proposal has been prepared by the board of directors.

#### *Special authority*

The board of directors proposes that the board, or anyone appointed by the board, shall be entitled to make the minor adjustments to the above proposed resolution that may be necessary upon registration of the resolution with the Swedish Companies Registration Office or due to any other formal requirement.

#### *Voting majority and condition for resolution*

The general meeting's resolution under this proposal is valid only if it is supported by shareholders representing at least nine tenths of both the votes cast and the shares represented at the general meeting.

The board proposes that a resolution under this proposal is to be subject to the general meeting having resolved to pass the board's proposal on LTI 2015 under item 15 on the agenda.

#### *Increase of share capital etc*

Information about the number of shares, increase of share capital, quota value etc. in this proposal is based on the numbers after the reduction of share capital with retirement of shares and increase of share capital through a bonus issue, proposed as item 14 on the agenda. Should the general meeting not resolve upon item 14, this proposal would be adjusted accordingly.

### **Proposals for resolution on authorisation of acquisition and transfers of own shares, and transfers of own shares to participants in LTI 2015 (items 17 (a)-(c) on the agenda)**

#### Proposal for resolution on authorisation for the board of directors to resolve on acquisitions of own shares (item 17 (a) on the agenda)

The board of directors proposes that the general meeting authorises the board to resolve on repurchase of own shares on one or several occasions during the period up to the annual general meeting 2016 mainly in accordance with the following.

1. Acquisition of own shares must be made on Nasdaq Stockholm.
1. Own shares may be acquired to the extent the company's holdings of own shares in total amounts to no more than one tenth of all shares in the company.
1. Acquisition of own shares on Nasdaq Stockholm shall be made in cash and at a price within the stock market price interval registered at any given time, such interval being the interval between the highest purchase price and the lowest sales price.

The reasons for the proposed authorisation to repurchase own shares are to be able to improve the company's capital structure and to enable share transfers in accordance with the board's proposals for authorisation for the board to transfer own shares and for previous and proposed resolution on transfer of own shares to participants in LTI 2012 - 2015, to increase the flexibility for the board in connection to potential future corporate acquisitions, as well as to cover costs for LTI 2012 - 2015 and enable delivery of shares in accordance with LTI 2012 - 2015.

A resolution passed by the general meeting in accordance with this proposal is valid only when supported by shareholders holding at least two thirds of the votes cast as well as of the shares represented at the meeting.

#### Proposal for resolution on authorisation for the board of directors to resolve on transfers of own shares (item 17 (b) on the agenda)

The board of directors proposes that the general meeting authorises the board to resolve on transfer of own shares on one or several occasions during the period up to the annual general meeting 2016 mainly in accordance with the following.

1. Transfer of own shares must be made either on Nasdaq Stockholm or in another manner.
2. Transfer of own shares may be made with deviation from the shareholders' preferential rights.
1. The maximum number of shares that may be transferred is the total number of own shares held by the company at the time of the board's resolution to transfer the shares.
2. Transfer of own shares on Nasdaq Stockholm shall be made at a price within the stock market price interval registered at any given time, such interval being the interval between the highest purchase price and the lowest sales price; transfer of own shares in another manner shall be made at a minimum price that shall be determined in close connection with the shares' quoted price at the time of the board's resolution to transfer the shares.
3. Payment for the transferred shares may be made in cash, by contribution in kind or by set-off.

4. The board is entitled to determine the other terms and conditions of the transfer which, however, shall be in accordance with the market.

The reasons for the proposed authorisation to transfer own shares and for the deviation from the shareholders' preferential rights are to be able to improve the company's capital structure, to cover costs relating to LTI 2012 – 2015 as well as to increase the flexibility of the board in connection to potential future corporate acquisitions, by facilitating a fast and efficient financing by divesting holdings of own shares.

A resolution passed by the general meeting in accordance with this proposal is valid only when supported by shareholders holding at least two thirds of the votes cast as well as of the shares represented at the meeting.

Proposal for resolution on transfer of own shares to participants in LTI 2015 (item 17 (c) on the agenda)

The board of directors proposes that the general meeting resolves on transfer of own shares mainly in accordance with the following.

1. The maximum number of shares that may be transferred is 180,000.
1. The participants in LTI 2015 are, with deviation from the shareholders' preferential rights, entitled to acquire the shares with right for each of the participants to acquire no more than the maximum number of shares allowed under the terms and conditions for LTI 2015.
1. The participants' right to acquire shares are conditional upon the fulfilment of all of the conditions set up in LTI 2015.
1. The shares must be transferred within the time period set out in the terms and conditions of LTI 2015.
1. The shares must be transferred at a price equivalent to price established for acquisition of shares under the terms and conditions of LTI 2015.
1. Payment for the shares must be made in cash and within ten banking days from the participants' exercise of the employee stock options that entitle the participants to acquire shares under LTI 2015.
1. The number of shares that may be transferred to the participants in LTI 2015 may be recalculated due to bonus issue, share split, rights issue and similar events in accordance with the terms and conditions of LTI 2015.

The reason for the proposed transfer and for the deviation from the shareholders' preferential rights is to enable delivery of shares under LTI 2015.

The board proposes that a resolution under this proposal is to be subject to the general meeting having resolved to pass the board's proposal on LTI 2015 under item 15 on the agenda.

Resolution passed by the general meeting in accordance with the board's proposal for resolution on transfer of own shares to participants in LTI 2015 is valid only when supported by shareholders holding at least nine tenths of the votes cast as well as of the shares represented at the general meeting.

## **MISCELLANEOUS**

### **Documents**

Copies of the board's and the nomination committee's complete proposals including the board's and the auditor's statements, the accounts and the auditor's report regarding 2014 will be available at the company and on the company's website [www.concentricab.com](http://www.concentricab.com) as from Thursday 5 March 2015 and will be sent, immediately and free of charge to the recipient, to those shareholders who so request and state their postal address. The documents will also be available at the general meeting.

### **Information at the general meeting**

If so requested by any shareholder and if the board of directors deems it possible without significant detriment to the company, the board of directors and managing director must provide information at the meeting about circumstances that may affect the assessment of an item on the agenda, circumstances that can affect the assessment of the company's or its subsidiaries' financial situation, the group accounts and the company's relation to other companies within the group. Shareholders who wish to submit questions in advance may send them to Lena Olofsdotter, Concentric AB, Ringvägen 3, SE-280 40 Skånes Fagerhult, Sweden.

### **Shares and votes**

As per the day of this notice, the number of shares and votes in the company totals 44 215 970 respectively of which the company holds 1 824 311 own shares.

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Stockholm in February 2015

**Concentric AB (publ)**

*The board of directors*