



ANNUAL GENERAL MEETING ENIRO AB (publ)

The shareholders of Eniro AB (publ) are hereby convened to the Annual General Meeting of Shareholders on Friday, March 27, 2015 at 10.00 a.m. (CET) at the Company's headquarters at Gustav III's Boulevard 40, Solna, Sweden.

The premises will be opened at 9.00 a.m. (CET).

The English text is an unofficial translation of the Swedish original. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.

NOTICE TO ATTEND THE ANNUAL GENERAL MEETING

The annual general meeting of Eniro AB will be held on Friday, 27 March 2015 at 10.00 a.m. CET at the Company's headquarters at Gustav III's Boulevard 40, Solna, Sweden. The doors to the meeting will open at 9.00 a.m. CET.

RIGHT TO ATTEND AND NOTICE TO THE COMPANY

Those wishing to attend the meeting must:

1. be entered as a shareholder in the share register kept by Euroclear Sweden AB on Friday, 20 March 2015 (the record day is Saturday, 21 March 2015), and
2. give notice of attendance to the Company no later than on Monday, 23 March 2015.

Notice of attendance can be given in writing to the address Eniros Årsstämma, Box 7832, SE-103 98 Stockholm, Sweden, by telephone +46 (0)8 402 90 44 on weekdays between 9.00 am and 4.00 pm CET or on the Company's website, www.enirogroup.com. (only private individuals). When giving notice of attendance, please state name/company name, social security number/corporate registration number, address, telephone number (office hours) and, where relevant, number of accompanying persons.

SHAREHOLDING IN THE NAME OF A NOMINEE

To be entitled to participate in the meeting, those whose shares are registered in the name of a nominee must register the shares in their own name with the help of the nominee, so that he or she is entered in the share register kept by Euroclear Sweden AB on Friday, 20 March 2015 (the record day is Saturday, 21 March 2015),. This registration may be made temporarily.

PROXIES AND PROXY FORM

Those who do not attend the meeting in person may exercise his or her rights at the meeting through a proxy in possession of a written proxy form, signed and dated. A template proxy form is available on the Company's website, www.enirogroup.com. The template proxy form can also be obtained from the Company or can be ordered via telephone in accordance with the above. A proxy form issued by a legal entity must be accompanied by a copy of the certificate of registration or a corresponding document of authority for the legal entity. To facilitate registration at the meeting, proxy forms, certificates of registration and other documents of authority should be submitted to the Company at the address above no later than on Monday, 23 March 2015.

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NUMBER OF SHARES AND VOTES

At the date the notice is issued, the total number of shares in the Company is 102,880,740, consisting of 101,880,740 ordinary shares and 1,000,000 preference shares, which corresponds to a total of 101,980,740 votes. At the same date, the Company holds 1,703,266 ordinary treasury shares, which cannot be represented at the meeting.

At the time of this notice the Board of Directors has proposed that the extraordinary general meeting to be held on 9 March 2015 shall approve the Board of Directors proposal regarding a new issue of a maximum of 305,642,220 ordinary shares.

SHAREHOLDER'S RIGHT TO REQUEST INFORMATION

Shareholders attending the annual general meeting may request information in accordance with Chapter 7 Section 32 of the Swedish Companies Act.

PROPOSED AGENDA

1. Opening of the meeting.
2. Election of chair of the meeting.
3. Preparation and approval of voting register.
4. Adoption of agenda.
5. Election of two persons to check the minutes of the meeting.
6. Determination of whether the meeting has been duly convened.
7. Speech by the CEO.
8. A description by the chair of the Board of Directors of the work of the Board of Directors and the board committees during 2014.
9. Presentation of the annual report, the auditor's report, the consolidated financial statements and the auditor's report on the consolidated financial statements for 2014.
10. Resolution on:
 - a) adoption of the income statement and balance sheet, as well as the consolidated income statement and the consolidated balance sheet for 2014,
 - b) appropriation of the Company's result as shown on the adopted balance sheet and setting of record date for the dividend,
 - c) discharge of the directors and the CEO from personal liability towards the Company for the administration of the Company in 2014.
11. Resolution on number of directors and alternate directors to be elected at the meeting.
12. Resolution on remuneration payable to the directors.
13. Election of chair of the Board of Directors, directors and any alternate directors.
14. Resolution on number of auditors and deputy auditors.
15. Resolution on remuneration payable to the auditor.
16. Election of auditor and any deputy auditors.
17. Resolution regarding the nomination committee.

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18. Resolution on guidelines for remuneration to senior executives.
19. Shareholder's proposal regarding split of Eniro.
20. Closing of the meeting.

RESOLUTIONS PROPOSED BY THE NOMINATION COMMITTEE

The nomination committee for the annual general meeting 2015 has consisted of the following members: Ulric Grönvall, chair of the nomination committee, (Danske Capital AB), Staffan Persson (Nordic Capital AB), Åsa Nisell (Swedbank Robur fonder), Sebastian Jahreskog (direct holding and holding through company) and Lars-Johan Jarnheimer (chair of the Board of Directors). Together, the companies that are represented by the members in the nomination committee and the members through direct holding represent approximately 28 per cent of the total number of votes in the Company as of 31 January 2015. The nomination committee presents the following proposals:

Election of chair of the meeting (item 2)

The lawyer Dick Lundqvist will be appointed chair of the meeting.

Resolution on number of directors and alternate directors to be elected at the meeting (item 11)

Until the end of the annual general meeting 2016, the Board of Directors will continue to comprise of six directors with no alternate directors.

Resolution on remuneration payable to the directors (item 12)

Remuneration payable to the chair of the Board of Directors will be SEK 1,100,000 (unchanged). Remuneration payable to each of the other directors elected at a general meeting will be SEK 420,000 (unchanged). Remuneration to the committee members is also proposed to remain unchanged, with SEK 150,000 to the chair of the audit committee and SEK 75,000 per member to each of the other four members of the board committees. In entirety, the total board remuneration is proposed to remain the same and comprise SEK 3,650,000.

Election of chair of the Board of Directors, directors and any alternate directors (item 13)

It is proposed to re-elect Leif Aa. Fredsted, Stina Honkamaa Bergfors, Lars-Johan Jarnheimer and Staffan Persson and to elect Cecilia Lager and Anna Setzman as directors. Cecilia Daun Wennborg and Ketil Eriksen have declined re-election. Lars-Johan Jarnheimer is proposed to be re-elected as chair of the Board of Directors. Information on the proposed directors is available on the Company's website, www.enirogroup.com.

Resolution on number of auditors and deputy auditors (item 14)

Until the end of the annual general meeting 2016, there will be one auditor with no deputy auditors.

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Resolution on remuneration payable to the auditor (item 15)

Remuneration to the auditor will be paid in accordance with approved invoices.

Election of auditor and any deputy auditors (item 16)

The nomination committee proposes that PricewaterhouseCoopers AB be elected as auditor. PricewaterhouseCoopers AB has informed that, should the nomination committee's proposal be adopted at the meeting, it intends to appoint authorised public accountant Mikael Eriksson as auditor-in-charge.

Resolution regarding the nomination committee (item 17)

The nomination committee proposes the following process for establishment of the Company's nomination committee. The chair of the Board of Directors shall contact the four largest shareholders based on Euroclear Sweden AB's list of registered shareholders as per the last business day of August. Each of the four largest shareholders shall be invited to appoint a representative who, together with the chair of the Board of Directors, will constitute the nomination committee until such time that a new nomination committee has been appointed. If any of these shareholders decides to refrain from its right to appoint a representative, the right shall pass to the shareholder that has the largest shareholding after these shareholders. Unless the members agree otherwise, the nomination committee chair shall be the member who represents the largest shareholder in terms of votes. However, the chair of the Board of Directors may not serve as nomination committee chair. No fees shall be paid to the members of the nomination committee. The composition of the nomination committee shall be publicly announced through a separate press release as soon as the nomination committee has been appointed and not later than six months prior to the annual general meeting. This information shall also be posted on the Company's website, where information shall also be provided on how shareholders can submit nominations to the nomination committee.

A member of the nomination committee shall resign if the shareholder that appointed such member is no longer one of the four largest shareholders. Thereafter, a new shareholder in the order of largest shareholders shall be invited to appoint a member. However, only ten shareholders in turn need to be asked. Unless special reasons exist, however, no change shall be made in the nomination committee's composition if only minor changes in the number of votes have taken place or if a change takes place later than three months before the annual general meeting. If a member of the nomination committee resigns from his or her assignment by his or her own accord before the committee's work has been completed, the shareholder that appointed the resigning member shall appoint a successor, provided that the shareholder is still one of the four largest shareholders in terms of votes. The nominating committee has the right, if considered appropriate, to co-opt a member who is appointed by a shareholder that, after the nomination committee has been constituted, has become one of the four shareholders that have the largest shareholdings in the Company and that is not already represented on the nomination committee. Such co-opted member may not participate in decisions of the nomination committee.

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The nomination committee's assignment shall be to submit recommendations prior to the annual general meeting on the number of directors, the composition of the Board of Directors, the chair of the Board of Directors, directors' fees, any fees for committee work, , election of the auditor and auditors' fees and a person to serve as chair of the annual general meeting. The nomination committee shall also submit recommendations to the annual general meeting for the process for establishment of the following year's nomination committee. The nomination committee's recommendations shall be presented in the official notice of the annual general meeting and on the Company's website.

RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS

Resolution on appropriation of the Company's result as shown on the adopted balance sheet and setting of record date for the dividend (item 10b)

In line with the resolution at the extraordinary general meeting of shareholders of 7 June 2012, as well as Art. 11 of the Company's articles of association, the Board of Directors proposes that the general meeting resolves on a dividend on preference shares for the 2014 financial year amounting to SEK 48 per preference share, which corresponds to MSEK 48, to be paid in quarterly instalments of SEK 12 until the end of the next annual general meeting. Furthermore, the Board of Directors proposes that the general meeting resolves not to issue a dividend on ordinary shares for the 2014 financial year as a consequence of the financial target to reduce the net debt and that the unappropriated earnings, which are at the general meeting's disposal with SEK 2,641,885,782, instead be carried forward.

The Board of Directors proposes that the general meeting resolves that the record dates for the dividend will be 30 April, 31 July and 31 October 2015, as well as 31 January 2016. Should such day not fall on a business day, the record day will instead be the nearest preceding business day, which means that the actual records days will be 30 April, 31 July and 30 October 2015, as well as 29 January 2016. Payment of the dividend will occur on the third business day following the record day.

Resolution on guidelines for remuneration to senior executives (item 18)

The Board of Directors proposes that the general meeting decide on guidelines for remuneration to senior executives consistent with the guidelines that was resolved by the 2014 annual general meeting and approval of variable remuneration for senior executives in the form of cash with the deviation that no long term share-related incentive programme (LTIP) is suggested to be adopted and that no allotment under LTIP 2014 has taken place. The objective with the guidelines is to ensure that the Company offers competitive compensation consisting of: fixed salary, variable salary as well as a pension scheme and other benefits.

The fixed salary is based on the individual executive's responsibilities, skill and experience. The variable salary comprises cash compensation at a maximum of 40 per cent of the fixed salary (50 per

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cent in the case of the President/CEO). Variable salary targets shall be decided by the Board of Directors starting 1 January 2015. The targets shall primarily concern the Group's financial position and be measured against the Group's revenues and EBITDA. The Board of Directors determines variable salary based on annual evaluations of the individual executive's achievement of the stated targets and goals. Payment of the variable salary component shall be conditional upon the long-term, sustainable achievement of the underlying targets. The Company shall retain the right to demand reimbursement of variable salary if the award has been based upon information that later proves to be manifestly incorrect.

The Company's pension policy is based on either an individual occupation pension plan or a premium-based pension plan, at a maximum of 35 per cent of the fixed salary. Upon termination of employment at the Company's initiative, a notice period of maximum 12 months applies. Other compensation and benefits, such as company car and health insurance, shall be on market terms. The Board of Directors may deviate from the guidelines in special circumstances.

Shareholder's proposal regarding split of Eniro (item 19)

The shareholder Henric Bramelid proposes that "it is time to transfer or divide the business, to discontinue and to sell the trading lot including the loss carry-forward".

DOCUMENTS

The annual report, complete resolution proposals and any other documents to be made available prior to the annual general meeting as required by the Swedish Companies Act or the Swedish Code of Corporate Governance will be available at the Company and on Company's website, www.enirogroup.com, no later than as from Friday, 6 March 2015 and will be sent free of charge to those shareholders who so request and provide the Company with their name and address.

Stockholm, February 2015

Eniro AB (publ)

The Board of Directors