



D. CARNEGIE & CO.

Press release, May 12, 2015

Bulletin from Annual General Meeting of D. Carnegie & Co AB

The following resolutions were passed at the Annual General Meeting (the "AGM") of D. Carnegie & Co AB (the "Company") on 12 May 2015.

Approval of the annual report, appropriation of result and discharge from liability

The AGM decided to adopt the income statement and balance sheet for the Company and the group for 2014. Furthermore, it was decided that the company's results shall be carried forward and thus no dividend will be distributed. The AGM decided to discharge the board members and the managing director from liability.

Number of board members and auditors, election of board members and auditors and fees to the board members and auditors

The AGM decided that the number of board members, appointed by the shareholders' meeting, should be six without deputies. Knut Pousette, Ronald Bengtsson, Ranny Davidoff and Mats Höglund were re-elected as members of the board. Terje Nesbakken and Eva Redhe Ridderstad were elected as new members of the board. Knut Pousette was re-elected as chairman of the board.

The AGM decided that the number of auditors shall be two without deputies. Ingemar Rindstig and Mikael Ikonen, both from EY, were elected as the Company's auditors.

The AGM decided that the remuneration to the board of directors shall be paid in a total amount of SEK 1,400,000, of which the chairman of the board shall receive SEK 400,000 and the other board members shall receive SEK 200,000 each. Remuneration to the auditor shall be paid as per approved current account.

Resolution regarding the nomination committee and guidelines for remuneration to the management

The AGM resolved to approve the proposed instructions for the nomination committee and the board's proposal on guidelines for remuneration to the management.

Resolution on a Long Term Incentive plan (LTI 2015)

The AGM resolved, in accordance with the board's proposal, to adopt a Long Term Incentive plan (LTI 2015). The Incentive plan consists of an issue of 1,500,000 warrants entitling to subscription of ordinary shares of series B in the Company. The right to subscribe for Warrants shall reside upon members of the management, middle management and other employees.

The subscription price will correspond to the market value of the Warrants, wherefore no costs pertaining to employees or social costs will arise for the company in connection with the issue. In



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the event the Warrants are fully subscribed for, the dilution effect will correspond to approximately 2.12 per cent of the share capital and 1.63 per cent of the votes in the Company.

For more information, please contact:

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