

## **Welcome to the Annual General Meeting of AQ Group AB (publ)**

The shareholders of AQ Group AB (publ), Swedish Corporate ID 556281-8830, are hereby invited to the Annual General Meeting on Thursday, April 27, 18:00 in the Aros Congress Center, Hörsalen plan1, Västerås, Sweden. Registration for the AGM and the serving of coffee and sandwiches commences at 17.00.

### **The right to participate and registration**

Those who have the right to participate in the meeting are those who are registered as shareholders in the share register kept by Euroclear Sweden AB on the record date of Friday, April 21, 2017 and have submitted their meeting attendance to the company no later than Friday, April 21, 2017.

**Registration is** preferably done via e-mail to [aq.stamma@aqg.se](mailto:aq.stamma@aqg.se) or via letter to AQ Group AB, Årsstämma, Regattagatan 29, 723 48 Västerås, Sweden. Upon registration, the following shall be stated: name, Swedish personal ID number or Swedish corporate ID number, address, telephone number, any representatives and the number of shares held. Shareholders solely represented by a representative shall issue a dated power of attorney. Power of attorney forms are available on the company's website [www.aqg.se](http://www.aqg.se) and can also be requested as per the address above.

Anyone representing a legal entity must present a certificate of registration or similar document which proves signatory rights. Powers of attorney, registration certificates and other authorisation documents must be available at the AGM. Power of attorney must be presented in its original form.

Those who have trustee-registered shares must, in order to be entitled to attend the meeting, via the trustee's agency, register the shares in their own name so that the shareholder concerned is registered in the share register on the record date of Friday, April 21, 2017. Such registration may be temporary. This means that shareholders must notify their trustee in due time before the said date.

### **Proposed agenda**

- 1) Opening of the meeting
- 2) Election of the chairman and minutes recorder for the meeting.
- 3) Establishment and approval of list of voters.
- 4) Approval of the agenda.
- 5) Election of two persons to verify and adjust the minutes together with chairman.
- 6) Determination of whether the meeting has been duly convened.
- 7) Report regarding the work of the board and its committees.
- 8) Presentation of financial statements and, in connection therewith, the CEO's report for operations.
- 9) Submission of the audit report and the group audit report and the auditor's statement on whether the guidelines for remuneration to senior executives, which have applied since the previous Annual General Meeting, have been followed.
- 10) Decisions regarding:

a) adoption of the income statement and balance sheet and the group's earnings report and the group's balance report for the fiscal year in 2016.

b) disposition of the company's profit or loss according to the established balance sheet.

c) discharge from liability for board members and the CEO.

11) Determination as to the number of board members.

12) Determination of fees to the board and auditors.

13) Election of the board, chairman and selection of auditor.

14) Determination of Nomination Committee.

15) Decision regarding the board's proposed guidelines for remuneration to senior executives.

16) Decision regarding the board's proposed authorisation to decide on a new issue.

17) Closing of the meeting.

### **Proposed decisions:**

Shareholders, which together represent 56,82% of the votes of all shares in the company, have informed the company that they support the proposals according to items 1, 10b, 11, 12, 13, 14, 15 and 16 below.

**1. Opening of the meeting and selection of chairman of the meeting.** The Nomination Committee, before the AGM 2017, which has consisted of chairman Per-Olof Andersson, Claes Mellgren and Björn Henriksson, representing Nordea Funds, suggests that Glen Nilsson be selected as chairman of the meeting and Per Lindblad as recorder of the minutes.

**10b. Dividend.** The board proposes a dividend for fiscal year 2016 of 2.75 SEK per share. Total: 50,308,660 SEK. Reconciliation date for the dividend is Tuesday, May 2, 2017. If the meeting decides, in accordance with the proposal, dividends are expected to be paid out by Euroclear Sweden AB's agency on Friday, May 5, 2017.

**11. Number of board members.** The Nomination Committee proposes that the board, until the next AGM, shall consist of six AGM elected members and no alternates. Thus, an increase of one member.

**12. Determination of fees to the board and auditors.** The Nomination Committee proposes that remuneration to the chairman shall amount to 400,000 (300,000) SEK and 160,000 (120,000) SEK to each of the other AGM elected board members. For the chairman of the Audit Committee, the proposed remuneration is 70,000 (0) SEK and to the other members of the Audit Committee, 40,000 (0) SEK. For the chairman of the Remuneration Committee, the proposed remuneration is 50,000 (0) SEK and to the other members of the Remuneration Committee, 30,000 (0) SEK. The board, in 2016, established the two committees, but no remuneration was paid that year.

Remuneration to the auditor is proposed to be paid according to an approved invoice.

**13. Election of the board, chairman and selection of auditor.** The Nomination Committee proposes, for the period until the next Annual General Meeting, the re-election of board members Gunilla Spongh, Hidayet Tercan, Ulf Gundemark and Patrik Nolåker. For the chairman, it is proposed that Per Olof Andersson is re-elected.

Lars Wrebo is proposed as a newly-elected member. He was born in 1961 and holds a M.Sc. He is co-owner and chairman of Lightning Technologies. Lars has previously served as vice president of Volvo Cars, and was responsible for purchasing and production. Before that, he was vice president of MAN Truck & Bus in Germany, and was responsible for production and logistics. Furthermore, he served in senior positions at Scania Group. Lars owns no shares in AQ Group, and is considered independent of the company and major shareholders.

The Nomination Committee stated that KPMG was selected in 2014 for a period of four years, which means that KPMG is selected until the 2018 AGM. The chief auditor is authorised auditor Helena Arvidsson Älgne.

**14. Determination of Nomination Committee.** The Nomination Committee shall consist of the three largest shareholders who, at the time of notice to the AGM, were; Claes Mellgren, Per-Olof Andersson and Björn Henriksson, representing Nordea Fonder. The term of the Nomination Committee is proposed to apply until a new Nomination Committee has been constituted. In connection with the end of the third quarter, the board's chairman contacts the three largest shareholders in the company, and calls on them to immediately appoint its representative to the Nomination Committee. If a shareholder abstains from their right to appoint a member, the right to appoint a member moves to the next largest shareholder. The Nomination Committee appoint its chairman. The Nomination Committee shall be publicly announced no later than six months before the 2018 AGM.

Remuneration to the members of the Nomination Committee is not actual, but eventually costs borne by the company.

The Nomination Committee's responsibilities shall include evaluating the board's composition and work and to submit proposals to the AGM regarding;

- election of the board and chairman
- election of chairman of the 2018 AGM
- selection of auditors
- remuneration to the board, committees and auditors
- establishing the Nomination Committee before the 2018 AGM

**15. The board's proposed guidelines for remuneration to senior executives.** AQ Group shall maintain remuneration levels and other employment conditions needed to ensure the company's access to executives with the competence and capacities to achieve the goals set for adapted expenses of the company. The starting point for salary and other remuneration to senior executives is that they will be competitive and adapted to the company's costs. The proposed guidelines essentially correspond to what has been the norm in AQ Group for many years.

The complete proposal will be published on the company's website:

<http://aag.se/sv/investerare/bolagstyrning/bolagstamma/arsstamma-2017>

**16. Authorisation for the board to decide about a new issue.** The board proposes that the AGM authorises the board to, on one or more occasion until the next AGM, with or without deviation from the shareholders' preferential rights, decide to increase the company's share capital through the new issue of up to 2,000,000 new shares. The issue will occur in line with market conditions and be

subject to issue discounts where appropriate, and which are also in line with market conditions. This authorisation shall include the right to decide upon an issue with cash payment or payment in kind. The purpose of the authorisation and the reason that the deviation from shareholders' preferential rights can take place is to enable financing of acquisitions.

For the General Meeting's decision to be valid according to this point, the proposal must be supported by shareholders representing at least two thirds of the votes cast.

A similar authorisation was provided by the previous AGM.

Available documents and information about the number of shares in the company, annual report and audit report, the auditor's statement regarding whether the guidelines for remuneration of senior executives, which have applied since the previous Annual General Meeting, have been followed, the board's complete proposed decisions according to the above and other documents in accordance with the Public Companies Act, will be available to shareholders - located both at the company and on the company's website [www.aqg.se](http://www.aqg.se) - at the latest by Thursday, April 6, 2016. The documents will be sent free of charge to shareholders who so request and who state their postal address, and will also be available at the AGM. In the company, at the time of issue of this notice, there are a total of 18,294,058 shares and votes. The company holds no treasury shares.

The board and the CEO shall, if any shareholder so requests and the board determines that it cannot be done without material harm to the company or any subsidiary, at the General Meeting provide information regarding circumstances that may affect the assessment of a matter on the agenda and circumstances which may affect the assessment of the company's or the subsidiary's financial situation. The duty of disclosure also relates to the company's relationship with subsidiaries and the consolidated financial statements.

Västerås, Sweden, in March, 2017

The board of AQ Group AB (publ.)

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