

## **Notice of Annual General Meeting in Inwido AB**

The shareholders of Inwido AB (publ) are hereby invited to attend the Annual General Meeting (“**AGM**”) to be held on Wednesday May 9, 2018 at 4.00 p.m. CET, at Malmö Börshus, Skeppsbron 2 in Malmö, Sweden. Registration of attendance commences at 3.00 p.m. and refreshments will be served. The notice is available at [www.inwido.com](http://www.inwido.com) where shareholders also can notify the company of their intention to attend the AGM. Complete documentation for the AGM will be available at Inwido’s head office and on [www.inwido.com](http://www.inwido.com) at latest from 18 April 2018.

### **Right to attend**

Shareholders who wish to attend the AGM must:

- be recorded in the share register for the company maintained by Euroclear Sweden AB, as of Thursday May 3, 2018, and
- notify the company of their intention to attend the AGM by Thursday May 3, 2018 at the latest, preferably before 4.00 p.m. CET.

In order to participate in the AGM, shareholders with nominee-registered shares should request their bank or broker to have the shares temporarily owner-registered with Euroclear Sweden AB by Thursday May 3, 2018. Shareholders therefore are requested to notify their bank or broker in due time before the said date.

### **Notice of attendance**

Notice of attendance shall be made through the website [www.inwido.com](http://www.inwido.com), in writing to Inwido AB (publ), Engelbrektsgatan 15, 211 33 Malmö, Sweden or by email to [ir@inwido.com](mailto:ir@inwido.com). The notice of attendance shall state name, personal (or corporate) identity number, shareholding, telephone number and name of proxy and/or advisor, if any. Shareholders represented by proxy should submit a power of attorney to the company before the AGM. A proxy form is available at the company and on the company’s website, [www.inwido.com](http://www.inwido.com). Representatives of a legal entity shall present a copy of the certificate of registration or similar document of authorisation.

### **Proposal for agenda**

1. Opening of the meeting
2. Election of Chairman of the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to approve the minutes
6. Determination of compliance with the rules of convocation
7. Presentation of
  - a) the annual report, auditor’s report, group annual report and group auditor’s report
  - b) the Board’s proposal for dividend and reasoned statement thereon, and
  - c) the statement by the auditor on the compliance of the applicable guidelines for

remuneration to senior executives

8. Report on the work of the Board and the Committees
9. The Managing Director's report
10. Resolutions regarding
  - a) adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet
  - b) appropriation of the company's profit in accordance with the adopted balance sheet and record date for dividend, and
  - c) discharge from liability in relation to the company for the Board and the CEO
11. Establishment of the number of Board members and the number of auditors and auditor deputies
12. Establishment of fees to the Board and the auditors
13. Election of the Board, auditors and, if any, auditor deputies
14. Resolution on instructions for the Nomination Committee
15. Resolution on guidelines for remuneration to senior executives
16. Resolution on authorisation for the Board to resolve on new share issues
17. Closing of the meeting

#### **Proposals by the Nomination Committee (items 2 and 11-14)**

At the Extraordinary General Meeting on July 8, 2014, principles for the establishment of a Nomination Committee were adopted, entailing that the Nomination Committee shall consist of the Chairman of the Board together with representatives of each of the company's three largest shareholders (based on the number of votes), according to the share register kept by Euroclear Sweden AB as per September 30 each year. The representative of the largest shareholder (based on the number of votes) shall be appointed Chairman of the Nomination Committee.

The Nomination Committee in respect of the 2018 AGM has consisted of Chairman Thomas Wuolikainen (Fjärde AP-fonden), Helen Fast-Gillstedt (Handelsbanken Fonder AB), Bo Lundgren (Swedbank Robur Fonder) and Georg Brunstam (Chairman of the Board in Inwido AB).

Pursuant to a press release that was made public on 1 March 2018, the Nomination Committee proposed re-election of all Board members in Inwido. However, after the announcement of the Nomination Committee's proposal, Sisse Fjelsted Rasmussen has declined re-election.

The Nomination Committee has proposed the following for the AGM.

Chairman of the AGM: Georg Brunstam.

Number of Board members: The Board shall comprise five Board members without elected deputies.

Board of Directors: Re-election of Georg Brunstam (Chairman of the Board), Benny Ernstson, Astrid Simonsen Joos, Anders Wassberg and new election of Henriette Schütze.

Henriette Schütze was born in 1968. She is CFO at Nordic Tankers and has experience from similar roles at both Georg Jensen and Cimber Sterling. She currently sits on the boards of PKA Pension, The Royal Danish Theatre and BKR Carriers & BKR Tankers in Norway, as well as, H+H International in Denmark where she is also Chairman of the Audit Committee.

Information regarding the proposed re-elected Board members can be found at the company's website, [www.inwido.com](http://www.inwido.com).

Auditor: In accordance with the Audit Committee's recommendation the registered audit company KPMG AB shall be elected as auditor for a mandate period of one year. If elected, KPMG AB has informed that Inwido's present auditor, authorised public accountant Thomas Forslund, will be auditor-in-charge and that Inwido's present deputy auditor, authorised public accountant Linda Bengtsson, will be co-signing auditor.

Fees to the Board members, the Committee members and the auditors:

Board member not employed by the company: SEK 260,000 (previously 250,000)

The Chairman of the Board: SEK 550,000 (previously 500,000)

Member of the Audit Committee: SEK 50,000

The Chairman of the Audit Committee: SEK 130,000

Member and Chairman of the Remuneration Committee: SEK 25,000

Fee to the auditor in accordance with special agreement regarding the fee.

Proposal regarding instructions for the Nomination Committee: The Nomination Committee proposes instructions that in all material aspects are unchanged, save that the Nomination Committee, in addition to the Chairman of the Board, shall be composed of representatives of the three largest shareholders in terms of voting rights listed in the shareholders' register maintained by Euroclear Sweden AB as of 31 August (previously 30 September) the year prior to the Annual General Meeting in accordance with the following.

The Nomination Committee in Inwido AB shall be composed of representatives of the three largest shareholders in terms of voting rights listed in the shareholders' register maintained by Euroclear Sweden AB as of 31 August each year, together with the Chairman of the Board, who will also convene the first meeting of the Nomination Committee. The member representing the largest shareholder in terms of voting rights shall be appointed Chairman of the Nomination Committee. If, earlier than two months prior to the annual general meeting, one or more of the shareholders having appointed representatives to the Nomination Committee no longer are among the three largest shareholders in terms of voting rights, representatives appointed by these shareholders shall resign, and the shareholder or shareholders who has then become one of the three largest shareholders in terms of voting rights may appoint one representative each. Should a member resign from the Nomination Committee before its work is completed and the Nomination Committee considers it necessary to replace him or her, such substitute member is to represent the same shareholder or, if the shareholder is no longer one of the largest shareholders in terms of voting rights, the largest shareholder in turn. Changes in the composition of the Nomination Committee shall be made public immediately.

The composition of the Nomination Committee for each annual general meeting is to be announced no later than six months before such meeting. Remuneration shall not to be paid to the members of the Nomination Committee. The company is to pay any necessary expenses

that the Nomination Committee may incur in its work. The term of office for the Nomination Committee ends when the composition of the following Nomination Committee has been announced.

The Nomination Committee shall prepare proposals to the annual general meeting in respect of: Chairman at the general meeting, number of Board members, election of members and Chairman of the Board, election of auditor, remuneration to the Board (divided between the Chairman and the other Board members as well as for committee work), remuneration to the company's auditor and, to the extent necessary, proposal for changes of these instructions for the Nomination Committee.

These instructions for the Nomination Committee shall apply until further notice.

#### **Dividend (item 7 b)**

The Board and the CEO have proposed that a dividend of SEK 3.50 per share be declared. As record date for the dividend the Board has proposed Monday May 14, 2018. If the AGM resolves in accordance with the proposal, the dividend is expected to be paid by Euroclear Sweden AB starting Thursday May 17, 2018.

#### **The Board's proposal regarding guidelines for remuneration to senior executives (item 15)**

The Board proposes that the AGM resolves upon guidelines for remuneration to senior executives principally entailing the following. The total remuneration and the terms and conditions for the senior executives should correspond to relevant market conditions and will include fixed salary, variable remuneration, pension benefits, other benefits as well as conditions for termination. The variable remuneration is to be based on the outcome of predetermined objectives. The variable cash remuneration is to be limited to 50 per cent of the fixed annual salary. Variable remuneration may also be paid in the form of long-term incentive programs. Pension benefits must be premium-based. Subject to deviating mandatory national regulations, the retirement age for the CEO and other senior executives shall be 65 years. Fixed salary during the notice period and severance pay shall in total not exceed an amount equal to the fixed salary for 12 months; or for the CEO, for 18 months. The Board may derogate from these guidelines in certain cases if there are special reasons for doing so.

#### **The Board's proposal on authorisation for the Board to resolve on new share issues (item 16)**

The Board proposes that the AGM resolves to authorise the Board to resolve on new issues of shares on the following terms and conditions:

1. The authorisation may be exercised on one or several occasions up to the annual general meeting 2019.
2. Maximum 5,796,752 shares, corresponding to 10 per cent of the company's share capital, may be issued.
3. An issue may be made with or without deviation from the shareholders' preferential right.
4. An issue may be made against cash payment, by set-off or by contribution in kind.
5. The subscription price shall, at deviation from the shareholders' preferential right, be determined in accordance with market practice. The Board shall be entitled to determine other terms of the issue.

The purpose of the above authorisation and the reason for the deviation from the shareholders' preferential right is to enable the company, by way of issues of new shares for payment in cash, in kind or through set-off, to strengthen the company's ability to carry out or finance company acquisitions, or to strengthen the company's capital base in connection therewith.

The Board, or anyone appointed by the Board, shall be authorised to make such minor adjustments of the resolution of the general meeting that may be necessary in connection with registration with the Swedish Companies Registration Office.

Majority requirement: Under the Swedish Companies Act, the resolution of the general meeting on authorisation for the Board to resolve on new share issues requires the support of shareholders representing at least two-thirds of both the number of votes cast and the shares represented at the meeting in order to be valid.

#### **Documents and other information**

The Nomination Committee's reasoned statement regarding its proposal for Board is available on the company's website, [www.inwido.com](http://www.inwido.com). Financial statements, auditor's report, other documents under item 7, the Nomination Committee's complete proposal under item 14 and the Board's complete proposals for resolution under items 15 and 16 will be available at the company and on the company's website, [www.inwido.com](http://www.inwido.com), as from Wednesday April 18, 2018 at the latest and will be sent to shareholders upon request. Copies will also be available at the AGM.

The Board and the CEO shall at the AGM, if any shareholder so requests and the Board believes that it can be done without significant harm to the company, provide information regarding circumstances that may affect the assessment of items on the agenda, circumstances that can affect the assessment of the company's or its subsidiaries' financial position and the company's relation to other companies within the group.

The total number of shares in the company amounts to 57,967,528. The company has only one series of shares and the total number of votes in the company amounts to 57,967,528.

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Malmö in April 2018

**The Board of Directors of Inwido AB (publ)**