

## 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 Tuesday May 9, 2017 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 2017.

### 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 Wednesday May 3, 2017, and
- notify the company of their intention to attend the AGM by Wednesday May 3, 2017 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 Wednesday May 3, 2017. 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 authorization.

### 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 of Directors 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 of Directors 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 of Directors and the auditors

13. Election of the Board of Directors, auditors and, if any, auditor deputies

14. Resolution regarding guidelines for remuneration to senior executives

15. Closing of the meeting

**Proposals by the Nomination Committee (items 2 and 11-13)**

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 2017 AGM has consisted of Chairman Thomas Wuolikainen (Fjärde AP-fonden), Helen Fast-Gillstedt (Handelsbanken Fonder AB), Pehr-Olof Malmström (Danske Bank/Danske Capital) and Arne Frank (chairman of the Board of Directors in Inwido AB).

The Nomination Committee has proposed the following for the AGM.

Chairman of the AGM: Arne Frank.

Board of Directors: Re-election of Arne Frank (Chairman of the Board), Benny Ernstson, Sisse Fjelsted Rasmussen and Anders Wassberg. Eva S. Halén has declined re-election. New election of Astrid Simonsen Joos.

Astrid Simonsen Joos was born 1973. She is the CEO at Philips Lighting Nordics and previously worked as marketing director for Microsoft. She has a broad and deep experience working with IT issues in various positions.

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 recommendation of the Audit Committee, re-election of the

authorized public accountant Thomas Forslund as auditor and the authorized public accountant Linda Bengtsson as deputy auditor.

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

Board member not employed by the company: SEK 250,000 (previously 215,000)

The chairman of the Board: SEK 500,000 (previously 440,000)

Member of the Audit Committee: SEK 50,000

The chairman of the Audit Committee: SEK 100,000

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

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

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

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 Thursday May 11, 2017. If the AGM resolves in accordance with the proposal, the dividend is expected to be paid by Euroclear Sweden AB starting Tuesday May 16, 2017.

### **The Board's proposal regarding guidelines for remuneration to senior executives (item 14)**

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% 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 shall be 60 years and for other senior executives 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 of Directors may derogate from these guidelines in certain cases if there are special reasons for doing so.

### **Documents and other information**

Financial statements, auditor's report, other documents pursuant to item 7 and the Board's complete proposal for the resolution under item 14 will be available at the company and on the company's website, [www.inwido.com](http://www.inwido.com), as from Tuesday April 18, 2017 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.

Malmö in April 2017

The Board of Directors of Inwido AB (publ)