

## **Notice of annual general meeting of D. Carnegie & Co AB (publ)**

The shareholders of D. Carnegie & Co AB (publ) are hereby summoned to the annual general meeting on Tuesday 8 May 2018 at 2.00 p.m. at Advokatfirman Vinge's office on Norrlandsgatan 10 in Stockholm.

### **Right to attend the general meeting**

Shareholders who wish to attend the general meeting must be registered in the share register maintained by Euroclear Sweden AB on Wednesday 2 May 2018, and must also notify the company of their intention to attend the meeting no later than Wednesday 2 May 2018.

The notification must be made in writing to D. Carnegie & Co AB (publ), Engelbrektsplan 1, SE-114 34 Stockholm or by e-mail to [bolagsstamma@dcarnegie.se](mailto:bolagsstamma@dcarnegie.se). The notification must state the shareholder's name, personal identity number/registration number, shareholding, address, telephone number and information about the attendance of any assistants (maximum two) and, if applicable, information about any proxies.

### **Proxy**

Shareholders represented by proxy must submit a dated power of attorney. If the power of attorney is executed by a legal person a certified copy of the certificate of registration or equivalent should be attached. The power of attorney and the certificate of registration may not be older than one year, however, the power of attorney may be older provided that the power of attorney according to its wording is valid for a longer period, although not more than five years. The original power of attorney and the certificate of registration should be sent to the company at the address mentioned above in good time prior to the general meeting. A proxy form is available at the company's webpage [www.dcarnege.se](http://www.dcarnege.se) and will also be sent to shareholders who so request and state their postal address.

### **Nominee-registered shares**

Shareholders whose shares are registered in the name of a nominee through a bank or a securities institution must temporarily re-register their shares in their own names in order to be entitled to attend the general meeting. Such registration must be duly effected in the share register maintained by Euroclear Sweden AB on Wednesday 2 May 2018, and the shareholders must therefore advise their nominees in advance of this date.

### **Number of shares and votes**

As of the day of this notice, there are a total of 89,531,344 shares in D. Carnegie & Co, of which 6,136,989 are shares of series A, corresponding to 30,684,945 votes, and 83,394,355 are shares of series B, corresponding to 83,394,355 votes.

### **Proposed agenda**

1. Opening of the meeting.
2. Appointment of chairman of the general 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 whether the general meeting has been duly convened.
7. Presentation by the managing director.
8. Presentation of the annual report and the auditor's report as well as the consolidated financial statements and consolidated auditor's report.
9. Approval of the profit and loss account and balance sheet as well as consolidated income statement and consolidated balance sheet.

10. Resolution regarding allocation of the company's result according to the adopted balance sheet.
11. Resolution on whether to discharge the board and the managing directors from liability.
12. Determination of the number of directors and deputy directors.
13. Determination of the number of auditors and deputy auditors.
14. Determination of remuneration to the directors and the auditors.
15. Election of the directors and chairman of the board.  
The nomination committee proposes:
  - 15.1 James Seppala (re-election)
  - 15.2 Melissa Pianko (re-election)
  - 15.3 Jean-Christophe Dubois (re-election)
  - 15.4 Rolf Buch (re-election)
  - 15.5 Karolina Keyzer (re-election)
  - 15.6 Fredrik Brodin (re-election)
  - 15.7 Donatella Fanti (election)
  - 15.8 Chairman of the board: James Seppala (re-election)
16. Election of auditors.  
The nomination committee proposes:
  - 16.1 Ingemar Rindstig (re-election)
  - 16.2 Mikael Ikonen (re-election)
17. Principles for the appointment of the nomination committee.
18. Resolution on guidelines for remuneration to the management.
19. Resolution regarding authorization for the board of directors to resolve to issue new shares.
20. Resolution regarding authorization for the board of directors to resolve to repurchase and transfer of own shares.
21. Closing of the meeting.

## **The nomination committee's proposals**

### **Items 2 and 12-17 – Board composition, auditor, remuneration, etc.**

The nomination committee, composed of Johannes Wingborg (representing Länsförsäkringar Fondförvaltning AB), Carl Gustafsson (representing Didner & Gerge Fonder AB) and James Seppala (representing Vega Holdco S.å.r.l. and chairman of the board), has submitted the following proposals for resolution.

- Jesper Schönbeck, member of the Swedish bar association, is proposed to be appointed chairman of the annual general meeting (item 2).
- The board of directors is proposed to consist of seven directors and no deputy directors (item 12).
- The number of auditors is proposed to be two without deputies (item 13).
- Remuneration to the board of directors is proposed to be SEK 250,000 each to board members that are not representatives for or employees of the major shareholder. If the nomination committee's board proposal is adopted, Rolf Buch, Fredrik Brodin and Karolina Keyzer will receive remuneration, whilst James Seppala, Melissa Pianko, Jean-Christophe Dubois and Donatella Fanti will not receive any remuneration (item 14).
- The auditors' fees shall be paid as per approved current account (item 14).
- James Seppala, Melissa Pianko, Jean-Christophe Dubois, Rolf Buch, Karolina Keyzer and Fredrik Brodin are proposed for re-election as members of the board and Donatella Fanti as a new member of the board for the period until the end of the next annual general meeting. Svein Erik Lilleland is not proposed for re-election. James Seppala is proposed to be re-elected

as chairman of the board.

**Donatella Fanti (born 1982)**

Donatella Fanti has a Master of Science in Engineering from Politecnico di Milano, and works at the Blackstone Real Estate Group in London. Fanti has primarily worked with Blackstone's real estate and transactions operations in several European countries. Prior to joining Blackstone, she worked as Vice President at Morgan Stanley where she was part of Morgan Stanley's real estate management team.

For information about the board members who are proposed for re-election, please see the company's website, [www.dcarnegie.se](http://www.dcarnegie.se) (item 15.1-8).

- Ingemar Rindstig and Mikael Ikonen are proposed to be re-elected as the company's auditors for the period until the end of the next annual general meeting, which is in accordance with the board of directors' recommendation (item 16.1-2).

**Item 17 – Principles for the appointment of the nomination committee**

The nomination committee proposes that the general meeting resolves to decide on principles for electing a nomination committee in accordance with the following.

The chairman of the board shall be appointed member of the nomination committee and shall be instructed to, after consultation with the three largest shareholders of the company, with respect to voting rights, as per 30 September 2018 appoint three members in total. The names of these members shall be made public not later than six months before the annual general meeting 2019. The nomination committee shall among themselves appoint one member to act as chairman. The appointed chairman may not be the chairman of the board.

In the event a shareholder represented by a member of the nomination committee is no longer one of the largest shareholders of the company, with respect to voting rights, or in the event a member of the nomination committee is no longer employed by such shareholder or for any other reason resigns from the nomination committee before the annual general meeting 2019, the other members of the nomination committee shall, after consultation, have the right to appoint another representative for the larger shareholders to replace such member.

The nomination committee's duties in preparation for the annual general meeting 2019 comprise of preparing the election of chairman and other directors of the board, election of auditor, election of chairman of the annual general meeting, matters regarding fees and questions in connection thereto.

**The board of directors' proposals**

**Item 10 – Resolution regarding the allocation of the company's results**

Distributable assets of SEK 1 946 808 509 are available to the annual general meeting's disposal. The board of director's proposal for profit distribution for the fiscal year 2017 is that no dividend shall be made.

**Item 18 – Resolution on guidelines for remuneration to the management**

The board of directors proposes guidelines for remuneration and other terms of employment for management as set forth below.

For management, the company shall apply competitive remuneration in line with market practice and other terms of employment in relation to responsibility, authority, competence and experience. In addition to base salary, management shall be entitled to receive variable remuneration, which

shall be based on performance. The variable remuneration is capped at 50 per cent of the base salary for the CEO and capped at 70 per cent of the base salary for other members of management. The notice period between the company and management shall be not more than 6 months and severance pay shall amount to not more than 18 monthly salaries (based on the base salary) for the CEO and 12 monthly salaries (based on the base salary) for other members of management. Prior to the age of 62, no right to pension shall apply. The CEO is covered by a premium based pension plan according to which the agreed contribution can amount to not more than 35 per cent of the base salary. Other members of management resident in Sweden are covered by the ITP plan, on top of which certain additional premium based contributions can be paid. The board of directors shall each year reflect on whether a share price related incentive program shall be proposed to the general meeting or not. All share price related incentive programs shall be resolved upon by the general meeting. If a board member is employed by the company, remuneration shall be paid to that board member according to these guidelines, and the board member shall not be entitled to any separate remuneration for the work as a board member. If a board member performs services to the company in addition to the work on the board, the remuneration paid shall be in line with market practice and the kind of work performed and effort made shall be taken into consideration.

These guidelines shall include all persons who for the period during which the guidelines apply are a part of the group management, other persons in a managerial position directly subordinated to the CEO as well as board members of the company. The guidelines apply to agreements entered into following the resolution of the annual general meeting and also where amendments are made to existing agreements after this point in time. The board of directors has the right to deviate from the guidelines if special reasons in an individual case are at hand, provided the deviation is accounted for and motivated afterwards.

For information on remuneration paid to executive management, please see note 3 in the annual report for the fiscal year 2017.

#### **Item 19 – Resolution regarding authorization for the board of directors to resolve to issue new shares**

The board of directors proposes that the meeting authorizes the board of directors to resolve to issue of new shares on one or several occasions until the next annual general meeting, with or without preferential rights for the shareholders, against cash payment or against payment through set-off or in kind, or otherwise on special conditions. However, such issue of shares must never result in the company's issued share capital or the number of shares in the company at any time, being increased by more than a total of 10 per cent. The purpose of the authorization is to enable the board to make corporate and real estate acquisitions or to raise working capital.

#### **Item 20 – Resolution regarding authorization for the board of directors to resolve to repurchase and transfer own shares**

The board of directors proposes that the meeting authorizes the board of directors to resolve to repurchase, on one or several occasions until the next annual general meeting, as many own shares as may be purchased without the company's holding at any time exceeding 10 per cent of the total number of shares in the company. The shares shall be purchased on Nasdaq Stockholm and only at a price per share within the price range applicable, i.e. the range between the highest purchase price and the lowest selling price.

The board of directors also proposes that the meeting authorizes the board of directors to resolve, on one or several occasions until the next annual general meeting, to transfer (sell) own shares. Transfers may be carried out on Nasdaq Stockholm at a price within the price range applicable, i.e. the range between the highest purchase price and the lowest selling price. Transfers may also be made in other ways, with or without preferential rights for the shareholders, against cash payment

or against payment through set-off or in kind, or otherwise on special conditions. Upon such transfers, the price shall be established so that it is not below market terms. However, a “discount” to the stock market price may apply, in line with market practice. Transfers of own shares may be made of up to such number of shares as is held by the company at the time of the board of director's resolution regarding the transfer.

The purpose of the authorization to repurchase own shares is to promote efficient capital usage in the company, to provide flexibility as regards the company's possibilities to distribute capital to its shareholders and to enable hedging of the company's obligations under its incentive programs. The purpose of the authorization to transfer own shares is to enable the board to make corporate and real estate acquisitions or to raise working capital or broaden the shareholder base.

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### **Majority requirements**

Resolutions in accordance with items 19 and 20 require approval of at least two thirds (2/3) of the shares represented and votes cast at the general meeting.

### **Complete proposals**

The shareholders are reminded of their right to require information in accordance with Chapter 7 Section 32 of the Swedish Companies Act. The annual report and the auditor's report for the financial year 2017, as well as the complete proposals and opinions in accordance with the Swedish Companies Act will be held available at the company's office on Engelbrektsplan 1, in Stockholm and on the company's website, [www.dcarnegie.se](http://www.dcarnegie.se), at least three weeks before the meeting. Further, the nomination committee's motivated statement will be available on the address stated above as well as on the website stated above at least four weeks before the meeting. Copies of the documents will be sent to the shareholders who so request and who inform the company of their postal address.

Stockholm, April 2018  
**D. Carnegie & Co AB (publ)**  
The board of directors