

MINUTES OF THE GENERAL MEETING OF
SHAREHOLDERS
(Annual General Meeting)

Date of meeting
27 March 2017

1 (6)

Venue Vinterträdgården, Grand Hôtel, Stockholm

§ 1 Fredrik Lundberg, Chairman of the Board, opened the Meeting and welcomed
Opening of the Meeting all those present.

§ 2 Mats Guldbbrand, Chairman of the Nomination Committee, announced that the
Election of Chairman of the Meeting the Committee's proposal was that Fredrik Lundberg be elected Chairman of the Meeting.

Fredrik Lundberg was elected, in accordance with the Nomination Committee's proposal, to chair the Meeting.

The Chairman announced that he had asked Lars Ericson to keep the minutes of the Meeting.

§ 3 The Chairman announced that a list had been prepared of the duly registered
Voting list shareholders who had given notice of their intention to participate, assistants and authorised proxies for such shareholders together with information about the number of shares and votes that each of them represented. The participants had been registered at the door against the list until the doors closed. The list was then adjusted on the basis of the information provided when the names were registered. The adjusted list indicated that the number of shares represented totalled 55 338 847 with total voting rights of 253 276 441 votes.

./. The Meeting resolved to approve the adjusted list as the voting list, Appendix 1.

The Chairman announced that in addition to shareholders, assistants, proxies and company officials, a small number of people who were not shareholders were present, such as representatives of banks.

The Meeting resolved to allow them to attend the Meeting.

It was noted that the company's auditor and all Board members elected at the 2016 AGM were present.

§ 4 The proposed agenda in the Notice convening the Meeting was presented and
Agenda approved by the Meeting.

§ 5 Anne-Charlotte Hormgard, AP3 (Third Swedish National Pension Fund),
Adjusters and Emilie Westholm, Folksam, were appointed along with the Chairman to check and approve the minutes.

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§ 6
Notice convening the
Meeting

The Chairman announced that the Notice convening the Meeting had been published in *Post- och Inrikes Tidningar* (the Official Swedish Gazette) and on the company's website on Tuesday 21 February 2017. On the same day, an advertisement about the Notice was published in the daily newspapers *Svenska Dagbladet* and *Dagens Nyheter*.

The Meeting noted that notice had been duly given.

§ 7
Annual report, audit
report, etc.

The annual report for the financial year 2016 and the audit report for the parent company and the Group had been distributed via Euroclear Sweden AB.

These documents, together with the auditor's statement pursuant to Chapter 8 § 54 of the Swedish Companies Act regarding the question of whether or not the guidelines previously adopted by the AGM for the remuneration of senior management personnel had been complied with, had also been available on the company's website three weeks prior to the Meeting, and the originals were also available at the Meeting.

The Chairman noted that the annual report and the audit report for the parent company and the Group, together with the auditor's statement pursuant to Chapter 8 § 54 of the Swedish Companies Act, had been duly presented.

The Chairman gave an account of the Board's activities in 2016, of the remuneration and remuneration rules for the CEO and senior management, and of the remuneration paid to the auditors (KPMG AB) for their auditing and consulting services. In connection with this, information was also provided on the share saving programme for members of senior management that the 2016 AGM had made decisions on, and it was explained that the Board's proposals for guidelines for determining the remuneration and other benefits for senior management would be dealt with as separate items on the agenda later in the Meeting.

Joakim Thilstedt, authorised public accountant, gave an account of how the audit had been performed, and read out selected sections of the audit report, whereby he particularly touched upon the areas that in KPMG's assessment have been the most significant for the audit.

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The CEO addressed the Meeting, commenting on significant events during the 2016 financial year and the progress of the business areas, Appendix 2.

§ 8
Question time

Shareholders present were invited to ask questions pertaining to the reports presented, the information provided and the CEO's address.

The questions were answered.

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- § 9
Income statements and
balance sheets
- The Meeting adopted the income statements and balance sheets presented for the parent company and for the Group.
- § 10
Appropriation of
profits
./.
- The Chairman presented the Board and CEO's proposal for the treatment of unappropriated earnings and in this connection pointed out that the Board's explanation of the reasons for its dividend proposal, Appendix 3, had been made available at the company's head office for three weeks prior to the Meeting and that it was also included in the material received by the participants when they registered upon arrival at the Meeting.
- The Meeting resolved in accordance with the proposal to apply the unappropriated earnings of SEK 4 921 231 735, as stated in the balance sheet, to pay a dividend of SEK 12 per share, which would absorb SEK 1 007 953 944, and that the remaining amount of SEK 3 913 277 791 should be carried forward to the new accounts.
- The Meeting also resolved in accordance with the Board's proposal that the date of record for entitlement to the dividend should be Wednesday 29 March 2017.
- § 11
Discharge from liability
- The Meeting resolved to discharge the members of the Board and the CEO from liability for 2016.
- § 12
Number of Board
members and auditors
- Mats Guldbrand announced that the Nomination Committee's proposal was that the number of members of the Board to be elected by the AGM for the period until the next AGM should be nine.
- The Meeting resolved, in accordance with the Nomination Committee's proposal, that the number of Board members to be elected by the AGM should be nine.
- Mats Guldbrand reported further that the Nomination Committee's proposal was that a registered auditing firm should be appointed auditor.
- The Meeting resolved, in accordance with the Nomination Committee's proposal, to appoint a registered auditing firm.
- § 13
Fees for Board and
auditors
- Mats Guldbrand presented the Nomination Committee's proposal for the fees to be paid to the Board and the auditors.
- The Meeting resolved, in accordance with the Nomination Committee's proposal, that the Board fee for the period until the next AGM should total SEK 3 060 000 for the members elected by the AGM; of that amount the Chairman should receive SEK 680 000 and the other members who are not employed by the company should each receive SEK 340 000.

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§ 13
Fees for Board and
auditors
(cont.)

The Meeting also resolved, in accordance with the Nomination Committee's proposal, that the auditors should be entitled to receive compensation to be paid against an approved invoice for their auditing of the annual report, the accounting records and the administration by the Board and the CEO.

§ 14
Election of the Board
and the Chairman of
the Board

Mats Guldbrand gave an account of the membership of the Nomination Committee and of how the Committee had carried out its duties.

He presented the Nomination Committee's nominees for election to the Board and as Chairman of the Board, together with the reasons for its nominations. The Nomination Committee's proposal is that Fredrik Lundberg, Carl Bennet, Lars Josefsson, Lars G Josefsson, Carl Kempe, Louise Lindh, Ulf Lundahl, Henrik Sjölund and Henriette Zeuchner be re-elected to the Board. It was further proposed that Fredrik Lundberg be re-elected Chairman of the Board.

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The Chairman informed the Meeting about the other positions the nominees held with other companies by referring to the separate presentation that had been included with the AGM documents, Appendix 4.

The AGM decided that for the period until the next AGM had been held to elect Fredrik Lundberg, Carl Bennet, Lars Josefsson, Lars G Josefsson, Carl Kempe, Louise Lindh, Ulf Lundahl, Henrik Sjölund and Henriette Zeuchner to the Board.

The Meeting also elected Fredrik Lundberg Chairman of the Board.

The Chairman announced that the local trade union organisations, pursuant to the Act concerning Board Representation for Employees in the Private Sector, had previously appointed Steewe Björklundh, Iggesund, Kenneth Johansson, Braviken and Tommy Åsenbrygg, Hallstavik, as members, and Per-Arne Berg, Iggesund, Daniel Hägglund, Örnsköldsvik, and Christer Johansson, Iggesund, as deputy members.

§ 15
Election of auditor

Mats Guldbrand reported that the Nomination Committee's proposal was that KPMG AB should be re-elected as auditors. KPMG AB had announced that it intended to appoint authorised public accountant Joakim Thilstedt as principal auditor.

The Meeting resolved, in accordance with the Nomination Committee's proposal, to appoint KPMG AB as auditors for the period until the end of the next AGM.

§ 16
Information about the
Nomination Committee
for the 2018 Annual
General Meeting

The Chairman announced that the AGM had previously resolved to set up a Nomination Committee consisting of the Chairman of the Board and one representative of each of the company's three largest shareholders on 31 August each year. The members of the Nomination Committee for the period until the 2018 AGM would consequently be appointed in September 2017.

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§ 17
Guidelines for
determining salaries
and other benefits of
senior management
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The Chairman referred to the Board's proposals for guidelines for determining the salaries and other benefits of the CEO and other senior management personnel, Appendix 5.

The complete proposal had been presented in the Notice convening today's Meeting and had been made available at the company's head office for three weeks prior to the Meeting. The proposal as a whole had also been included with the material those present had received when registering upon arrival at the Meeting.

The Meeting resolved in favour of adopting the guidelines for determining the salaries and other benefits of the CEO and other senior management in accordance with the Board's proposal.

§ 18
Authorisation to buy
back and sell shares
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The Chairman referred to the Board's proposal that it be given a mandate to make decisions in respect of the acquisition and transfer of shares in the company, Appendix 6, and to the reasons given by the Board in support of this proposal, Appendix 7.

The main content of the proposal had been included in the Notice convening the Meeting. The complete proposal and the Board's reasons for it had been made available at the company's head office for three weeks prior to the Meeting and were also included in the material received by participants when they registered upon arrival at the Meeting.

The Chairman reminded the Meeting that for a valid decision under this point, it was necessary for the decision to be seconded by shareholders with at least 2/3 of both the stated votes and of the shares represented at the AGM.

The Meeting resolved, with the requisite majority, in accordance with the Board's proposal to mandate the Board to take decisions to acquire and transfer class "B" shares in the company on the conditions laid out in the proposal.

§ 19
Conclusion

The Chairman expressed his hearty thanks to Martin Nyman, who would be stepping down from the Board at the end of the Meeting, having served as deputy member of the Board appointed by local trade union organisations. Martin Nyman has served on the Board since 2010 and has contributed intelligent views to the important interaction between the Board and the employees.

The Chairman also expressed his thanks to the company's management and other employees for their outstanding work during the 2016 financial year.

The Meeting resolved that this expression of gratitude should be noted in the minutes of the Meeting.

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§ 19
Conclusion
(cont.)

There being no other business, the Chairman declared the 2017 Annual General Meeting closed.

Secretary

Lars Ericson

Checked and approved

Fredrik Lundberg

Anne-Charlotte Hormgard

Emilie Westholm