

Press release 1 June 2017 at 16.50 CET

## Resolutions by Eltel's 2017 Annual General Meeting

**Today Thursday 1 June 2017 Eltel AB held its 2017 Annual General Meeting (AGM).**

The following resolutions were made at the AGM:

The AGM resolved to adopt the income statement and balance sheet and consolidated income statement and consolidated balance sheet for the financial year 2016. The AGM resolved, in accordance with the Board of Directors' proposal, that no dividend shall be paid for the financial year 2016.

In accordance with the Auditor's recommendation, the AGM resolved that the Managing Director, Håkan Kirstein and members of the Board of Directors, with the exception of Gérard Mohr, as further set out below, shall be discharged from liability for the financial year 2016. It was further resolved, in accordance with the Auditor's recommendation, not to discharge the previous Managing Director, Axel Hjärne and the previous Chairman of the Board of Directors, Gérard Mohr, from liability for the financial year 2016.

### **Election of the Board of Directors and Auditor**

The AGM resolved that the Board of Directors shall consist of seven ordinary members. Ulf Lundahl and Gunilla Fransson were re-elected as members of the Board of Directors and Ulf Mattsson, Håkan Dahlström, Hans von Uthman, Mikael Moll and Markku Moilanen were elected as new members of the Board for the period until the end of the next Annual General Meeting. Ulf Mattsson was elected Chairman of the Board.

The AGM re-elected Öhrlings PricewaterhouseCoopers AB (PwC) as Eltel's auditor for one year. The authorized public accountant Michael Bengtsson, PwC, will be the auditor-in-charge.

### **Remuneration to the Board of Directors and Auditor**

The AGM resolved that the remuneration for the Board of Directors shall be EUR 531,200 to be allocated:

- EUR 175,000 to the Chairman, whereof EUR 75,000 is additional remuneration based on the extraordinary work load in the coming year,
- EUR 49,500 to each of the six other members of the Board, whereof EUR 16,500 is an additional compensation based on the extraordinary work load in the coming year,
- EUR 10,000 to the chairman of the Audit Committee and EUR 8,200 to each of the members of the Audit Committee and the Remuneration Committee.

Fees to the auditors shall be paid according to approved invoice.

### **Guidelines for remuneration to Eltel's senior management**

The AGM approved the proposal by the Board of Directors regarding guidelines for remuneration to senior management.

## **Rights issue**

The AGM resolved to approve the Board of Directors' resolution on a rights issue. To facilitate the completion of the rights issue, the AGM further resolved, in accordance with the Board of Directors' proposal, on amendment of the Articles of Association, reduction of the share capital and bonus issue.

Under the terms of the rights issue each existing ordinary share held on the record date 5 June 2017, entitles to three (3) subscription rights, and two (2) subscription rights entitle to subscription for one (1) new ordinary share. The subscription price is SEK 16 per share which, at full subscription, will result in total issue proceeds of approximately SEK 1,500 million before issue costs. The subscription period is expected to run 8-22 June 2017.

For further information on the rights issue, please refer to previous press releases published on 2 May 2017 and 29 May 2017. Further information on the rights issue will also be included in the prospectus which is expected to be published on or around 7 June 2017.

## **Authorisation for the Board of Directors to resolve to issue new shares, repurchase and transfer own shares**

The AGM resolved to authorise the Board of Directors, on one or more occasions during the period until the next AGM, with or without deviation from the shareholders' preferential rights, against cash payment, for payment in kind or by way of set-off, to resolve on share issue corresponding to a dilution of maximum 10 per cent of the registered share capital after completion of the rights issue.

The AGM also resolved to authorise the Board of Directors to repurchase, on one or several occasions prior to the next Annual General Meeting, as many 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 AGM further resolved to authorise the Board of Directors to transfer the Company's own shares, on one or several occasions prior to the next Annual General Meeting, with or without deviation from the shareholders' preferential rights, against cash payment, for payment in kind or by way of set-off.

## **Resolution regarding potential management buy-out with respect to all shares in SIA Eltel Networks in Latvia**

The AGM approved the potential management buy-out in Latvia whereby District Manager Jurijs Kokorevics and possible co-investors will acquire 100 per cent of the shares in SIA Eltel Networks.

At the AGM, Eltel's CEO Håkan Kirstein presented Eltel's new strategy. The presentation will be available on demand at Eltel's website: <http://www.eltelgroup.com/en/annual-general-meeting-2017/>. Further, the Board's summary of the investigation, conducted by Calissendorff Swarting Advokatbyrå and assigned by Eltel's Board of Directors, will be published later today on Eltel's website: <http://www.eltelgroup.com/en/annual-general-meeting-2017/>.



**For further information:**

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**About Eltel**

Eltel is a leading Northern European provider of technical services for critical infrastructure networks – Infranets – in the segments of Power, Communication and Other, with operations throughout the Nordics, Poland and Germany. Eltel provides a broad and integrated range of services, spanning from maintenance and upgrade services to project deliveries. Eltel has a diverse contract portfolio and a loyal and growing customer base of large network owners. In 2016, Eltel net sales amounted to EUR 1.4 billion. The current number of employees is approximately 9,500. Since February 2015, Eltel AB is listed on Nasdaq Stockholm.