



PRESS RELEASE  
April 28, 2009

## Annual General Meeting in Acando

**The following items were resolved at the Annual General Meeting of Shareholders of Acando AB (publ) held on April 27:**

### **Adoption and discharge from liability for the members of the Board of Directors and the Chief Executive Officer**

The Annual General Meeting (AGM) resolved the adoption of the Income Statement and Balance Sheet and the Consolidated Income Statement and Consolidated Balance Sheet. The AGM also resolved the appropriation of the Company's profits according to the adopted Balance Sheet. The AGM discharged the members of the Board of Directors and the Chief Executive Officer from liability.

### **Election of the Board**

The AGM resolved that there will be 6 Board Members elected by the AGM, without any deputies. The General Meeting also resolved that the remuneration of external Board Members be set at SEK 1,650,000 of which the Chairman shall receive SEK 500,000 and the other Members shall each receive SEK 200,000. The Board shall also dispose of SEK 150,000 to be divided equally among committee members.

The AGM also resolved that the remuneration of the Auditors be in accordance with their agreed invoice.

The AGM resolved to re-elect Ulf J Johansson, Birgitta Klasén, Anders Skarin and Alf Svedulf as ordinary board members, and to elect Magnus Groth and Åsa Landén Ericsson as ordinary board members.

The AGM also resolved to appoint Ulf J Johansson as Chairman of the Board.

### **Proposed disposition of profits**

The AGM resolved that a dividend of SEK 0.50 per share will be paid, and that the Record Day for the dividend shall be April 30 2009. It is expected that disbursement via Euroclear Sweden AB/VPC can take place on May 6 2009.

### **Determination of policy for the election of members of the Nominating Committee**

The AGM resolved that the Nominating Committee will be composed of the Chairman of the Board and at least two representatives of the largest shareholders.

### **Authorisation of a new share issue**

The AGM resolved to authorise the Board to decide on a new issue of class B shares to the degree that such issue may take place without the Articles of Association being amended. Furthermore, the board's utilisation of such authorisation may not imply that the total increase in share capital exceed 10 percent of the registered share capital at the point in time the board should utilise the authorisation for the first time. Shares shall be able to be issued with the condition that new shares may be paid with capital contributed in kind or in general pursuant to the provisions of Chapter 13, Section 5, Paragraph 6 of the Swedish Companies Act, or that shares may be subscribed to with right of set-off. The issue shall be able to be made with waiver of shareholders' preferential right.

The authorisation may be utilised upon one or several occasions up until the next AGM. The issue price shall correspond to the share's appraised market value.

The reason for shareholders' preferential rights being able to be waived is to enable the Company to issue shares in conjunction with the acquisition of companies or business activities.

### **Resolution to authorise the Board to repurchase and transfer the Company's own shares**

The AGM resolved to authorise the Board, up until the next AGM, on several occasions, to acquire and transfer the Company's own shares with waiver of shareholders' preferential rights. Acquisitions may only be made via NASDAQ OMX Nordic at the prevailing quoted price.



The reason for the proposal and waiver of shareholders' preferential rights is to provide the board with the opportunity to adapt the Company's capital structure to its capital requirements and thereby increase the shareholder value, as well as to create the possibility for the Company to utilise totally or partially repurchased shares as payment upon the acquisition of companies or business activities. Acando will accordingly not carry out trading with its own shares. It is noted that the Board only in extraordinary cases may use its authorisation to transfer purchased shares via NASDAQ OMX Nordic.

#### **Resolution on the guidelines for the remuneration of senior executives**

The AGM resolved to adopt the following guidelines for the remuneration of senior executives (the managing director and members of Group management):

The Company shall offer competitive and market-adapted conditions that enable the Company to recruit and retain proficient senior executives. Remuneration shall comprise a salary, long-term incentive programs and pension provisions. The salary shall contain fixed and variable components. The ambition is that the fixed salary plus 40 percent of the maximum possible variable salary shall constitute a total salary that is in line with the market when the Group's quantitative financial and operational goals, established by the board, are achieved.

#### **Share Savings Program 2009**

The AGM resolved on the share saving program 2009 ("the Program") for senior executives and other key employees within the Acando Group. The implementation of the Program is part of the orientation policy adopted by the AGM in 2006 regarding an annual reoccurring incentive program. The Program has a similar structure to the share savings program adopted by the Extraordinary General Meeting of Shareholders held on August 15 2007 and the AGM held in 2008.

#### **Resolution on amendments to the Articles of Association**

The AGM resolved on amendments to the Company's Articles of Association.

#### **Further information is available from:**

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#### **Acando**

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