



PRESS RELEASE  
3 May, 2013

## Annual General Meeting in Acando

The following items were resolved at the Annual General Meeting of Shareholders of Acando AB (publ) held on 2 May, 2013:

### Dividend

The AGM resolved that a dividend of SEK 1.00 per share will be paid, and that the Record Day for the dividend shall be 7 May 2013. It is expected that disbursement via Euroclear Sweden AB can take place on 13 May 2013.

### Adoption of the income statement and the balance sheet and discharge from liability for the members of the Board of Directors and the Managing Director

The Annual General Meeting (AGM) resolved the adoption of the Income Statement and Balance Sheet and the Consolidated Income Statement and Consolidated Balance Sheet for 2012. 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 Managing Director from liability.

### Remuneration to the Board of Directors and auditors

The AGM resolved that there will be seven Board Members elected by the AGM. The AGM also resolved that the remuneration of external Board Members be set at SEK 2,030,000 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 330,000 to be divided among committee members. The AGM resolved that the remuneration of the Auditors be in accordance with their agreed invoice.

### Board of Directors

The AGM resolved to re-elect Ulf J Johansson, Magnus Groth, Birgitta Klasén, Susanne Lithander, Mats O Paulsson, Anders Skarin and Alf Svedulf as ordinary board members. The AGM resolved to appoint Ulf J Johansson as Chairman of the Board.

### Auditor

The AGM resolved to re-elect PricewaterhouseCoopers as auditor, with Magnus Brändström as Principal Auditor, for the period up until the end of next AGM (2014).

### 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.

### Decision on reduction of the share capital and a bonus issue

The AGM resolved to redeem treasury shares and increase the share capital by way of a bonus issue. The resolutions were adopted as one single resolution.

- The AGM resolved to redeem the shares that have been repurchased based on earlier authorizations by reducing the share capital by SEK 2,983,525.22 by way of redemption of a total of 2,230,000 class B shares without repayment for transfer of the amount to the company's non-restricted reserve.
- The AGM resolved to restore the share capital by an increase of the share capital with SEK 2,983,525.22 without issuing any new shares and by transfer of the issue amount from the company's non-restricted equity to the company's share capital.

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### **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 may be issued with the condition that new shares may be paid with capital contributed in kind or by set-off. Accordingly, the authority shall not include the right for the board to resolve on a new cash issue. The issue may take place 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.

### **Authorization for the Board of Directors to repurchase and transfer treasury shares**

The AGM resolved to authorise the board, up until the next AGM, on one or several occasions, to resolve the acquisition and the transfer of own class B shares with waiver of shareholders' preferential rights. Acquisitions may be made only through NASDAQ OMX Nordic at the prevailing quoted price, and the number of shares acquired must not be so great that the Company's holding of its own shares exceeds 10 percent of all shares in the Company. Acquisitions may only take place to the degree that they are justifiable in light of the Swedish Companies Act's prudence concept. Transfers may be made as payment of all or part of the purchase consideration upon the acquisition of companies or business activities, upon which the consideration shall correspond to the share's estimated market value. In the latter case, payment may be made through capital contributed in kind, in the form of shares or business property, or through a set-off against claims against the company. Transfers may not be made through 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 2013**

The AGM resolved on the share saving program 2013 ("the Program") for senior executives and other key employees within the Acando Group. The Program has a similar structure to the share savings program approved by the annual general meetings ("AGMs") held in 2008, 2009, 2010, 2011 and 2012.

This is information that Acando AB may be obligated to disclose according to the Securities Market Act and/or the Financial Instruments Trading Act. This information was submitted for publication on 3 May, 2013.

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

Anneli Lindblom, CFO or Ulf J Johansson, Chairman of the Board, Acando, +46 8 699 70 00.

The notification to attend the AGM and the proposed resolutions are available at [www.acando.com](http://www.acando.com).

### **Acando**

Acando is a consultancy company that in partnership with its clients identifies and implements sustainable business improvements through information enabled by technology. Acando provides a balance of high business value, short project times and low total cost. Acando's annual turnover is about SEK 1.5 billion and the Group employs approximately 1,100 professionals in five European countries. Acando is listed at NASDAQ OMX Nordic. Acando's corporate culture is based on three core values: Team spirit, Passion and Results. [www.acando.com](http://www.acando.com)

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