

## The shareholders in Delarka Holding AB (publ)

are hereby summoned to the annual general meeting on March 31, 2016 at 11:00 at the office of Pareto Business Management AB, Berzelii Park 9, floor 7, Stockholm.

### Notification etc.

Shareholders who wish to participate in the general meeting must

Firstly, be included in the shareholders' register maintained by Euroclear Sweden AB as of March 23, 2016, and

Secondly, notify the company of their participation in the general meeting no later than on March 23, 2016.

The notification shall be in writing to Delarka Holding AB (publ), Att: Ida Fransson, c/o Pareto Business Management AB, Box 7415, 103 91 Stockholm, Sweden, or via e-mail: [ida.fransson@pareto.no](mailto:ida.fransson@pareto.no). The notification should state the name, personal/corporate identity number, address, telephone number and shareholding and, when applicable, information about representatives, counsels and assistants. When applicable, complete authorization documents, such as registration certificates and powers of attorney for representatives and counsels, shall be appended the notification.

### Nominee shares

Shareholders whose shares have been registered in the name of a bank or other trust department or with a private securities broker, must temporarily re-register their shares in their own names with Euroclear Sweden AB in order to be entitled to participate in the general meeting. Shareholders wishing such re-registration must inform their nominee of this well before March 23, 2016, when such re-registration must have been completed.

### Proxy etc.

Shareholders represented by proxy shall issue dated and signed power of attorney for the proxy. If the power of attorney is issued on behalf of the proxy or, should the right to vote for the shares be divided among different representatives, the representatives, together with information on the number of shares each representative is entitled to vote for. The proxy is valid for one year from the issuance or the longer period of validity stated in the proxy, however not more than five year from the issuance. If the proxy is issued by a legal entity, attested copies of the certificate of registration or equivalent authorization documents, evidencing the authority to issue the proxy, shall be enclosed. The power of attorney in original and, where applicable, the registration certificate, should be submitted to the company by mail at the address set forth above well in advance of the general meeting. A proxy form is available on the company's website, [www.delarka.se](http://www.delarka.se), and will also be sent to shareholders that so request and inform the company of their postal address.

### Proposed agenda

1. Election of a chairman of the meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two persons to verify the minutes.
5. Determination as to whether the meeting has been duly convened.
6. Presentation of the annual accounts and the auditor's report and, if applicable, the group annual accounts and the auditor's report on the group accounts.
7. Decision:
  - a) regarding the adoption of the income statement and the balance sheet and, if applicable, of the consolidated income statement and the consolidated balance sheet;

- b) regarding appropriation of the company's result according to the adopted balance sheet;
  - c) regarding discharge from liability for the members of the board of directors and the managing director.
8. Determination of the number of members and deputy members of the board of directors as well as the number of auditors and deputy auditors.
  9. Determination of the fees to the board of directors and the auditors.
  10. Election of the members and deputy members of the board.
  11. Election of auditors.
  12. Closing of the meeting.

### **The board of directors' proposal for resolution on distribution of profit (item 7 (b))**

The board of directors of Delarka Holding AB (publ), 556944-5843, proposes that the annual general meeting to be held on March 31, 2016 resolves on distribution of profit, as set out below. It is noted that the board of directors also proposes that SEK 433,567,148 be carried forward.

Of the available profits of SEK 473,567,148, the distribution per share shall amount to in aggregate SEK 8, implying a distribution of in aggregate SEK 40,000,000. Payment of the dividend will take place on four separate occasions before the next annual general meeting with four equal instalments. This means that at each instalment SEK 2 per share shall be paid, or a total of SEK 10,000,000. It is proposed that the record dates for payment of the dividend shall be April 4, 2016, June 30, 2016, September 30, 2016, December 30, 2016, respectively.

### **Election of chairman of the meeting, determination of the number of members and deputy members of the board of directors as well as auditors and deputy auditors, fees to the board of directors and the auditors and election of members of the board of directors and auditors (items 1, 8, 9, 10 and 11)**

The shareholders representing in total 35.6 % of the shares and votes in the company, have presented the following proposal to the general meeting.

- Lennart Låftman, is proposed to chair the annual general meeting (item 1).
- The number of members of the board of directors shall be three, with no deputy members (item 8).
- The number of auditors shall be one without deputy auditors (item 8).
- The remuneration to the Board of Directors for work conducted until the end of the next annual general meeting is proposed to amount in aggregate SEK 175,000 whereof SEK 75,000 shall be paid to the Chairman and SEK 50,000 shall be paid to each of the other Board Members.
- Auditors' fees are proposed to be paid upon approval of the auditors' invoice (item 9).
- Re-election of the board members Lennart Låftman and Johan Thorell. Proposed new board member is Henrik Viktorsson. Lennart Låftman is proposed to be re-elected as new chairman of the board (item 10).
- Re-election of the registered auditing company Deloitte for the period up to the end of the next annual general meeting (item 11).

Presentation of proposed new board members

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

There are 5,000,000 shares and 5,000,000 votes in the company. The company holds no own shares.

### **Information at the general meeting**

The board of directors and the managing director shall, if any shareholder so requests and the board of directors believes that it can be done without material harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda and circumstances that can affect the assessment of the company's or its subsidiaries' financial situation and the company's relation to other companies within the group.

**Documentation**

The annual report, the auditor's report and the board of directors' proposal for distribution of profit and attached statement, will not later than February 29, 2016 be held available at the company's office at Delarka Holding AB (publ), c/o Pareto Business Management AB, Berzelii Park 9, Box 7415, SE-103 91 Stockholm, Sweden, and on the company's website [www.delarka.se](http://www.delarka.se) as well as sent to the shareholders who so request and inform the company of their postal address.

Stockholm February 19, 2016  
DELARKA HOLDING AB (PUBL)  
The board of directors