

## **Item 18 – Resolution to authorise the Board of Directors to resolve on the acquisition and transfer of own shares**

**The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors, for the period until the end of the next Annual General Meeting, on one or several occasions, to resolve to acquire the Company’s own ordinary shares. The Board of Directors further proposes that the Annual General Meeting resolves to authorise the Board of Directors, for the period until the end of the next Annual General Meeting, on one or several occasions, to resolve to transfer the own ordinary shares held by the Company at the time of the Board of Directors’ resolution on transfer. The following conditions shall apply.**

Ordinary shares may be acquired to the extent that the Company’s holding of its own shares, on any occasion, does not exceed ten (10) per cent of the Company’s total outstanding shares (regardless of share class).

The ordinary shares may be acquired through an offer directed to all shareholders or through trading on Nasdaq Stockholm. Upon acquisition of own ordinary shares through trading on Nasdaq Stockholm the price shall correspond to the price interval on Nasdaq Stockholm registered at any given time, by which is meant the interval between the highest purchase price and the lowest sale price in the Company’s ordinary shares. Acquisition offers directed to all shareholders may only be made for consideration in cash and shall be made at a price corresponding to the registered price interval at any given time with a maximum deviation of thirty (30) per cent upwards.

The purpose of the proposed authorisation is to give the Board of Directors the opportunity to adapt the Company’s capital structure to its capital needs and thereby, among other things, be able to use the repurchased ordinary shares as a means of payment for the acquisition of companies.

Transfer of own ordinary shares may be made through transfer on Nasdaq Stockholm at a price within the price interval on Nasdaq Stockholm registered at any given time, which means the interval between the highest purchase price and the lowest sale price in the Company’s ordinary shares. Transfer of ordinary shares acquired in accordance with the above may also take place outside Nasdaq Stockholm, with or without deviation from the shareholders’ preferential rights and with or without provisions on non-cash consideration or right of set-off. Transfer of own ordinary shares may, for example, be used as a means of payment in connection with company acquisitions on terms in accordance with the Swedish Companies Act’s rules on new issues. Such transfer may be made at a price in cash, or value of property obtained, which, in the case of a business acquisition, corresponds to the stock exchange price in the Company’s ordinary shares at the time of the transfer.

If the exercise of the authorisation regarding the acquisition and transfer of own ordinary shares is combined with the exercise of the authorisation regarding the new issue of shares, warrants and/or convertibles, item 19 on the agenda, for the purpose of financing all or part of the purchase price in the event of one and the same business acquisition or one and the same investment in connection with the conclusion of a new contract or the start-up of a new business area, the number of ordinary shares transferred and financial instruments issued during the period until the end of the next Annual General Meeting, together may not exceed ten (10) per cent of all outstanding shares in the Company at the time of the resolution authorizing a new issue.

The possibility of deviation from the shareholders’ preferential rights when transferring own ordinary shares is justified by the fact that transfer of ordinary shares on Nasdaq Stockholm or otherwise with deviation from preferential rights for shareholders can take place with greater speed, flexibility and is more cost-effective than transfer to all shareholders. If the Company’s



own ordinary shares are transferred for consideration in a form other than cash in connection with agreements on the acquisition of assets, the Company cannot give shareholders the opportunity to exercise any preferential rights.

The Board of Directors, or any person appointed by the Board of Directors, shall have the right to make any adjustments or amendments of the above resolution which may be required in connection with the registration of such resolution and to take any other measure deemed necessary for the execution of the resolution.