



Notice of annual shareholder's meeting of Ambea AB (publ)

The shareholders of Ambea AB (publ) are hereby summoned to the annual shareholders' meeting on Thursday 16 May 2019 at 10.00 a.m. at Näringslivets Hus, Wallenbergaren, Storgatan 19 in Stockholm. Registration starts at 09.15 a.m.

Right to attend the shareholders's meeting

Shareholders who wish to attend the annual shareholders' meeting must

- be registered in the share register maintained by Euroclear Sweden AB on Friday 10 May 2019, and must also
- notify the company of their intention to attend the meeting no later than Friday 10 May 2019.

The notification must be made in writing to Computershare AB, "Ambea AB:s Årsstämma", Box 610, SE-182 16 Danderyd, Sweden, or by telephone +46 771 24 64 00 between 9.00 a.m. to 4.00 p.m. on weekdays. Shareholders who are physical persons may also make their notification via the company's webpage, www.ambea.se/investerare/. The notification must state the shareholder's name, personal identity number/registration number, shareholding, address, day time telephone number and information about the attendance of any assistants (maximum two) and, if applicable, information about any proxies.

Proxy

Shareholders represented by proxy must submit a dated power of attorney. If the power of attorney is executed by a legal person a certified copy of the certificate of registration or equivalent should be attached. The power of attorney and the certificate of registration may not be older than one year, however, the power of attorney may be older provided that the power of attorney according to its wording is valid for a longer period, however, not more than five years. The original power of attorney and the certificate of registration should be sent to the company at the above-mentioned address well in advance of the shareholders' meeting. A proxy form is available at the company's webpage www.ambea.se/investerare/ and will also be sent to shareholders who so request and state their postal address.

Nominee-registered shares

Shareholders whose shares are registered in the name of a nominee through a bank or a securities institution must re-register their shares in their own names in order to be entitled to attend the shareholders' meeting. Such registration, which may be temporary, must be duly effected in the share register maintained by Euroclear Sweden AB on Friday 10 May 2019, and the shareholders must therefore advise their nominees well in advance of this date.



Number of shares and votes

As per the date of this notice there are a total of 67,616,556 shares outstanding in the company that entitle to one vote per share at the shareholders' meeting. The company currently holds 112,954 own shares, corresponding to 112,954 votes, which cannot be represented at the shareholders' meeting.

Proposed agenda

1. Opening of the annual shareholders' meeting
2. Appointment of chairman for the annual shareholders' meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons who shall approve the minutes
6. Determination of whether the annual shareholders' meeting has been duly convened
7. Presentation by the CEO
8. Submission of the annual report and the auditors' report, as well as the consolidated financial statements and the auditors' report for the group
9. Resolution regarding the adoption of the income statement and the balance sheet, as well as the consolidated income statement and the consolidated balance sheet for the group
10. Resolution regarding allocation of the company's results
11. Resolution regarding discharge of the members of the board of directors and the CEO from liability
12. Determination of the number of members of the board of directors and the number of auditors
13. Determination of fees for members of the board of directors and auditors
14. Election of the members of the board of directors
15. Resolution on principles for the appointment of a nomination committee
16. Resolution on guidelines for remuneration to senior executives
17. Resolution regarding issue of shares with preferential rights to existing shareholders
18. Resolution regarding a long-term incentive program to senior executives in the form of warrants
19. Resolution regarding a long-term incentive program to certain employees in the form of a share savings plan
20. Resolution to authorise the board of directors to resolve to repurchase and transfer own shares
21. Resolution to authorise the board of directors to resolve on share issues
22. Closing of the annual shareholders' meeting

Nomination committee's proposals

Items 2, as well as 12-14 – Proposal for board composition, chairman, auditor, etc.

Ambea AB (publ)'s nomination committee, which consists of the chairman of the nomination committee Roger Hagborg (Actor SCA), Carl Gustafsson (Didner & Gerge Fonder AB), Martin Jonsson (Catella Fonder) and the chairman of the board of directors Lena Hofberger, proposes the following:

- that Charlotte Levin, member of the Swedish Bar Association, Advokatfirman Vinge, shall be appointed chairman of the annual shareholders' meeting (item 2).
- that the number of members of the board of directors as elected by the shareholders' meeting shall continue to be seven, with no deputy members, and that the number of auditors shall be one, with no deputy auditors (item 12).
- that the fees to the board of directors shall be paid in the total amount of SEK 3,075,000 for the time until the end of the next annual shareholders' meeting, with SEK 700,000 to the chairman of the board of directors and with SEK 300,000 to each of the other board members. Furthermore, the nomination committee proposes that SEK 110,000 shall be paid to the each chairman of the audit committee, remuneration committee and quality and sustainability committee, respectively, and that SEK 35,000 shall be paid to each of the other committee members (item 13).
- that fees to the auditor shall be paid in accordance with approved invoice (item 13).
- re-election of Lena Hofsberger, Anders Borg, Gunilla Rudebjer, Lars Gatenbeck and Mikael Stöhr, and election of Liselott Kilaas and Daniel Björklund, as members of the board of directors for the time until the end of the next annual shareholders' meeting. Lena Hofsberger is proposed to be re-elected as chairman of the board of directors. The current members of the board of directors Ingrid Jonasson Blank and Thomas Hofvenstam have declined re-election (item 14).
- re-election of Ernst & Young AB as auditor, which is in accordance with the audit committee's recommendation. Should the nomination committee's proposal for auditor be adopted, Ernst & Young AB has announced that authorised public accountant Staffan Landén will be appointed auditor in charge (item 14).

Liselott Kilaas (b.1959) has previously been CEO for Aleris Norway and Denmark as well as group CEO of Aleris. She has over 20 years of international experience from having had leading positions within the telecom and consulting sector. Liselott Kilaas has a Master of Science from the University in Oslo and a Master of Business Administration from IMD, Lausanne. Liselott Kilaas currently has board assignments for Peab, Nobina, Memira, Orkla ASA, Norsk Hydro ASA and Folketrygdfondet and has previously been part of the board of directors of Norges Bank for 12 years and of Telenor for 10 years. Liselott Kilaas is independent both in relation to Ambea and the company's management and in relation to Ambea's larger shareholders. Neither Liselott Kilaas nor any closely related person to her owns any shares or other financial instruments in Ambea.

Daniel Björklund (b. 1981) is an investment advisor at Triton where he has been an employee since 2010. He holds an MSc in Business and Economics from the Stockholm School of Economics. Daniel Björklund is currently chairman of the board of directors of all companies of the Dantaxi group (Greenfleet Holding A/S, Greenfleet A/S, Greenfleet MidCo A/S, Greenfleet Dantaxi ApS, Cabital Finans A/S, Dantaxi 4x48 A/S and Kørselskontoret Dantaxi A/S) and was previously part of the board of directors of Ambea between 2016 and 2018. Daniel Björklund is also currently member of the board of directors of ACTR Holding AB and Sympattic AB. Daniel Björklund is independent in relation to Ambea and the company's management, but not in relation to Ambea's larger shareholders. Daniel Björklund owns 13,333 shares in Ambea. No closely related person to Daniel Björklund owns any shares or other financial instruments in Ambea.

The other members of the board of directors that are proposed for re-election until the end of the annual shareholders' meeting 2020 have been presented in the company's annual report as well as on the company's website.

Item 15 – Principles for the appointment of a nomination committee

The nomination committee proposes that the meeting resolves on unchanged principles for the appointment of a nomination committee in accordance with the following.

Ahead of the annual shareholders' meeting 2020, the company's nomination committee shall be composed of the chairman of the board of directors and a representative for each of the three largest shareholders based on the shareholding in the company as of 31 August the year before the annual shareholders' meeting. Should one of the three largest shareholders refrain from appointing a representative to the nomination committee, the right shall pass to the shareholder that, excluding these three shareholders, has the largest shareholding in the company. The chairman of the board of directors shall convene the nomination committee. The member representing the largest shareholder shall be appointed chairman of the nomination committee unless otherwise unanimously agreed by the nomination committee. The members of the nomination committee shall be announced no later than six months prior to the annual shareholders' meeting.

Should a change in ownership, which occurs after 31 August the year before the annual shareholders' meeting and not later than three months prior to the annual shareholders' meeting, entail that one or more of the shareholders that have appointed representatives to the nomination committee no longer are among the three largest shareholders, representatives appointed by these shareholders shall resign and the shareholders who then are among the three largest shareholders may appoint their representatives. Should a member resign from the nomination committee before its work is completed, and it is considered necessary, the shareholder who has appointed such representative should appoint a new member. If this shareholder no longer is one of the largest three shareholders, a new member shall be appointed in the above order. Shareholders who have appointed a representative to the nomination committee shall have the right to dismiss such member and appoint a new representative as a member of the nomination committee.

The nomination committee shall perform the duties of the nomination committee as set out in the Swedish Corporate Governance Code. The term of office for the nomination committee ends when a new nomination committee has been appointed. Remuneration shall not be paid to the members of the nomination committee. The Company shall pay any necessary expenses that the nomination committee may incur in its work.

Proposals from the board of directors

Item 10 – Resolution regarding the allocation of the company's results

The board of directors proposes a dividend to the shareholders of SEK 1.10 per share and that Monday 20 May 2019 shall be the record date for dividend payments. If the annual shareholders'

meeting resolves in accordance with the proposal, the dividend is expected to be made through Euroclear Sweden AB on Thursday 23 May 2019.

Item 16 – Resolution on guidelines for remuneration to senior executives

The board of directors proposes that the annual shareholders' meeting resolves to approve the unchanged guidelines for remuneration to senior executives in accordance with the following.

Terms and remuneration for the management and general principles for remuneration

The company offers remuneration and salary that are in line with market practice and is based on one fixed and one variable part. Remuneration to the chief executive officer and other members of the management comprises fixed salary, variable remuneration and pension. "Management" refers to the individuals who together with the chief executive officer constitute the group management. The division between fixed salary and variable remuneration is proportionate to the individual's level of responsibility and degree of authority. The variable remuneration is based on the financial performance of the group and the individual outcome is decided based on the fulfilment of individual quality and development targets.

The chief executive officer's annual variable remuneration is capped at SEK 3.5 million. Other members of the management team may receive an annual variable remuneration of up to an amount equal to a number of fixed monthly salaries, which for the group management lies within the interval of three to eight fixed monthly salaries.

From time to time, the board of directors proposes share-based long term incentive programs, which are then considered separately by the shareholders' meeting.

Members of management may receive other customary benefits, such as a company car, occupational healthcare, etc.

Pension obligations

The members of the management are entitled to pension benefits in the range of 20 to 30 percent of their respective salary, or in accordance with the applicable occupational pension plan or in accordance with collective bargaining agreements.

Agreements concerning pensions shall be based on premium based solutions and must be in accordance with the levels, practice, individual agreements and collective bargaining agreements applicable to the group.

Severance pay

Members of the management are entitled to a notice period of six months, if the employment is terminated by the employer, and six months, if the employment is terminated by the employee. Upon termination by the employer, members of the management are, in addition to their fixed monthly salary during the notice period, entitled to severance pay equal to an amount ranging from three to twelve months' fixed salary.

Under special circumstances, the board of directors may deviate from the above guidelines.

Item 17 – Resolution regarding issue of shares with preferential rights to existing shareholders

The board of directors proposes that the annual shareholders' meeting approves the resolution by the board of directors on 15 April 2019 to increase the company's share capital by an issue of new shares with preferential rights to existing shareholders made on the terms set out below (the "**Rights Issue**"). The objective of the Rights Issue is mainly to repay part of the financing for the company's acquisition of Aleris' care operations in Norway, Sweden and Denmark and lower the company's debt in line with the company's long-term financial targets. The Rights Issue is expected to result in proceeds amounting to approximately SEK 1.2 billion after issue costs.

The board of directors, or whom the board of directors appoints within itself, shall be authorised to, no later than five weekdays prior to the record date, decide on the maximum amount that the company's share capital shall be increased with, the maximum number of shares that shall be issued in the Rights Issue, the number of existing shares that shall entitle to subscription for a certain number of new shares and the subscription price that shall be paid for each new share.

The right to subscribe for new shares in the Rights Issue shall belong to the company's shareholders. Should all shares not be subscribed for by virtue of subscription rights, the board of directors shall, within the framework of the maximum amount of the share issue, decide on the allocation of shares which have not been subscribed for by virtue of subscription rights. In such case, shares shall firstly be allocated to those who have subscribed for new shares by virtue of subscription rights and who have subscribed for additional new shares, regardless if they were shareholders on the record date or not, pro rata in relation to the number of new shares each have subscribed for by virtue of subscription rights, and secondly, shares will be allocated to others who have subscribed for shares without exercising subscription rights, pro rata in relation to the number of shares subscribed for. To the extent that allocation in accordance with the above cannot be made pro rata, allocation shall be made by drawing of lots.

The record date for determining the right to receive subscription rights shall be 20 May 2019. Subscription for new shares by virtue of subscription rights shall be made by way of simultaneous cash payment during the period from 22 May 2019 to 5 June 2019. Subscription of new shares not based on subscription rights shall be made on a special application form during the aforementioned subscription period. Payment for new shares which have not been subscribed for based on subscription rights shall be made in cash not later than 17 June 2019. The board of directors shall be entitled to prolong the subscription period as well as the time of payment.

The new shares entitle to dividends for the first time on the first record date for dividend that take place after the Rights Issue has been registered with the Swedish Companies Registration Office and been recorded in the share register kept by Euroclear Sweden AB.

The board of directors, or the person that the board of directors appoints, shall be authorised to make minor adjustments to the shareholders' meeting's resolutions as may be required in connection with registration at the Swedish Companies Registration Office and Euroclear Sweden AB.

Item 18 - Resolution regarding a long-term incentive program to senior executives in the form of warrants

The board of directors proposes that the annual shareholders' meeting resolves to issue not more than 500,000 warrants, however equal to a maximum total investment of SEK 2,280,000 by the participants based on all warrants at market value calculated in accordance with the Black-Scholes valuation formulae, to a subsidiary of the company for subsequent transfer within the scope of a long-term incentive program to senior executives. The number of warrants that may be issued takes into account the proposed Rights Issue.

The proposed incentive program is a three year program, primarily in line with the incentive programs adopted in connection with the annual shareholders' meetings 2017 and 2018.

In total, the incentive program will be directed to not more than 15 individuals. The incentive program entails that senior executives, who have entered into a pre-emption agreement with the company, are offered to acquire warrants at market value, calculated in accordance with the Black-Scholes valuation formulae.

Each warrant entitles the holder to subscribe for one new share in Ambea. The warrants have an exercise price per share corresponding to 115 percent of the average volume weighted price of the company' closing price 10 trading days following the date of registration of the Rights Issue with the Swedish Companies Registration Office, however not less than SEK 75 per share adjusted for recalculation by reason of the Rights Issue, but not less than the quota value of the share. If, at the time of subscription of shares, the closing price, on the trading day immediately preceding the subscription, exceeds 200 percent of the exercise price, the exercise price shall be increased by the above mentioned price to the extent that it exceeds 200 percent of the exercise price. In accordance with customary conditions, the number of shares that each warrant entitles to will be recalculated should the company resolve on a share split, consolidation of shares, issue, etc. No recalculation shall be made for the proposed Rights Issue.

Each warrant entitles to subscription of one new share in Ambea during two periods, both during two weeks from the day of publication of the interim report for the period 1 January – 31 March 2022 as well as during two weeks from the day of publication of the interim report for the period 1 January – 31 September 2022. However, subscription may not take place later than on 30 November 2022.

The price per warrant upon transfer to the participants shall be established by the company, or by an independent appraiser or auditor firm, as soon as possible after the exercise price has been established, and shall correspond to the market value of the warrant calculated in accordance with the Black-Scholes valuation formulae.



The complete terms and conditions for the warrants have been resolved by the board of directors and are available to the shareholders in accordance with the below. The price per warrant as well as the number of shares that each warrant entitles to may be subject to adjustments in accordance with item 8 in the terms and conditions for the warrants. No recalculation shall be made for the proposed Rights Issue.

The company has, in connection with the transfer of the warrants to the participants in the program, and with certain exceptions, reserved a pre-emption right regarding the warrants if the participant's employment or engagement within the group is terminated or if the participant wishes to transfer its warrants prior to the exercise period.

Allocation of warrants

Not more than 15 senior executives in the Ambea group shall, provided that they have entered into pre-emption agreements with Ambea, be entitled to acquire warrants up to the maximum number of warrants, based on the lower of the maximum investment and the maximum number of warrants as set out below.

Position	Maximum investment per participant of each category (SEK)	Maximum number of warrants per participant of each category
CEO	385,000	84,430
CFO	245,000	53,728
Management group 1	210,000	46,053
Management group 2	75,000	16,447

Each participant may subscribe for its maximum number of warrants as set out above.

Effect on important key ratios and dilution

The company's profits per share is not affected by the warrant issue since the current value of exercise price is greater than the current market value of the company's share at the time of the issue.

The dilution effect of the warrant program will not exceed 0.55 percent, based on the number of shares in Ambea as of the date of the notice to the annual shareholders' meeting and the assumption that approximately 22,500,000 shares will be issued within the framework of the proposed Rights Issue.

Costs

The total cost for the incentive program is estimated not to exceed SEK 1 million during the term of the program.

The warrants will be transferred at market value and, therefore, no social security contributions will be incurred by the group in connection with the warrant issue.

The rationale for the incentive program

The rationale for the incentive program is to create opportunities to motivate and retain competent employees in the Ambea group as well as to align the targets of the participants with those of the company. The incentive program has been established as it is deemed desirable for senior executives within the Ambea group to be shareholders of the company. The board of directors considers that the implementation of the incentive program as described above is in the favour of the group and the shareholders in the company.

Preparation of the proposal

In accordance with guidelines provided by the board of directors, the incentive program has been prepared by the board of directors and its remuneration committee together with advisors, and has been reviewed at meetings of the board of directors in the beginning of 2019.

Other incentive programs

For a description of Ambea's other equity-related incentive programs, reference is made to the annual report for 2018.

Item 19 – Resolution regarding a long-term incentive program to certain employees in the form of a share savings plan

The board of directors proposes that the annual shareholders' meeting resolves (i) to adopt a long-term incentive program in the form of a share savings plan to certain employees within the Ambea group who also are members of the Ambea Council and who are not invited to participate in the warrant program, (ii) to authorise the board of directors to resolve to repurchase its own shares in order for the company to be able to ensure delivery of shares under the program, and (iii) that shares acquired by the company on the base of the authorisation may be transferred free of charge to participants in the incentive program, in accordance with the items 19 (i)-(iii) below. The resolutions in accordance with items 19 (i-iii) shall be conditional upon each other and are therefore proposed to be adopted jointly.

The proposed incentive program is a three year performance based program, primarily in line with the incentive programs adopted in connection with the annual shareholders' meetings 2017 and 2018.

Adoption of an incentive program (item 19 (i))

Summary of the program

The board of directors proposes that the annual shareholders' meeting resolves to adopt a long-term incentive program in the form of a share savings plan (the "**Plan**"). The Plan is proposed to include not more than 73 employees within the Ambea group. The participants in the Plan are required to invest in the group by acquiring shares in Ambea AB (publ) ("**Saving Shares**"). These Saving Shares may consist of shares already held in the company (directly or indirectly). The participants will



thereafter be granted the opportunity to receive shares free of charge in accordance with the Plan, so called “**Performance Shares**”, in accordance with the terms set out below.

Personal investment

In order to participate in the Plan, the participant must have made a personal investment through the acquisition of Saving Shares. The Saving Shares may consist of shares already held in the company (directly or indirectly), provided that the shares are not also used as a personal investment within the scope of the 2017 or 2018 share based incentive program. For each Saving Share held under the Plan, the company will grant participants a right (“**Share Awards**”), meaning the right to receive up to two Performance Shares per Share Award free of charge, provided that certain conditions are fulfilled. Each participant is guaranteed an allocation of 600 Share Awards, but may receive up to 1,200 Share Awards, provided that the participant has made a personal investment in Saving Shares corresponding to an equivalent number.

Terms and conditions

A Share Award may be exercised provided that the participant, with certain exceptions, from the allotment date and up until and including the date of publication of the interim report for the period 1 January – 31 March 2022 (the “**Vesting Period**”), has kept its own original Saving Shares and that the participant, with certain exceptions, maintains its employment within the Ambea group.

In addition to the requirement for the participant’s maintained employment and a retained Saving Share investment in accordance with the above, certain performance based conditions have also been stipulated. A participant’s Share Awards entitle to Performance Shares if the development in the Ambea group’s quality index has been positive over the Vesting Period, and the number of Performance Shares that each Share Award entitles to is determined by Ambea’s annual growth within its operating results. If the highest level is reached, every participant receives two Performance Shares per Share Award. If the lowest level is reached the participants do not receive any Performance Shares. If the annual growth within Ambea’s operating results is in between the highest and the lowest level, a proportionate number of Performance Shares will be distributed to the participants.

The Share Awards

The Share Awards shall, in addition to what is set out above, be governed by the following terms and conditions:

- Share Awards are granted free of charge after the annual shareholders’ meeting 2019.
- Share Awards vest during the Vesting Period.
- Share Awards may not be transferred or pledged.
- Each Share Award entitles the participant to receive up to two Performance Shares free of charge after the end of the Vesting Period if the participant, with certain exceptions, at the time of the publication of the interim report for the period 1 January – 31 March 2022 still maintains its employment within the Ambea group and has retained its original Saving Shares.

- The Share Award will not be adjusted for dividends that have been paid on Ambea's shares.

Preparation and administration

The board of directors, or the board of directors' remuneration committee, shall be responsible for preparing the detailed terms and conditions of the Plan, in accordance with the above terms and conditions, including provisions on recalculation in the event of a bonus issue, split, rights issue and/or other similar events during the Vesting Period. No recalculation shall be made for the proposed Rights Issue.

In connection with the preparation of the detailed terms and conditions of the Plan, the board of directors shall also be entitled to make adjustments to meet foreign regulations or market conditions. The board may also make other adjustments if significant changes in the Ambea group or its environment would result in a situation where the adopted terms and conditions of the Plan no longer serve their purpose.

Allotment of Performance Shares under the Plan

In order to ensure delivery of Performance Shares under the Plan, the board of directors proposes that the shareholders' meeting resolves to authorise the board of directors to resolve on repurchases of shares in accordance with item 19 (ii). The repurchased shares will then be held by the company, after which the appropriate number of shares will subsequently be delivered to the participants in accordance with the Plan and the board of directors' proposal according to item 19 (iii).

Scope and costs of the Plan

The Plan will be accounted for in accordance with IFRS 2 which entails that the Share Awards should be recorded as personnel expenses during the Vesting Period. The costs for the Plan is estimated to amount to approximately SEK 4.6 million, excluding social security costs, calculated in accordance with IFRS 2 based on the following assumptions: (i) a maximum allotment of 43,800 Performance Shares, (ii) a share price of SEK 74, (iii) an estimated annual turnover of personnel of 10 percent, (iv) that Ambea's aggregate quality index has been positive during the Vesting Period, and (v) that the annual growth within the operating results has reached the highest level and, thus, that each participant shall receive two Performance Shares per Share Award.

The costs for social security charges are estimated to approximately SEK 2.0 million, based on the above assumptions, and also assuming an annual share price increase of 10 percent during the term of the Plan and a social security tax rate of 31.42 percent.

In addition to what is set forth above, the costs for the Plan have been calculated based on that the Plan includes not more than 73 participants and that each participant participates with 600 Saving Shares.

The above costs take into consideration the proposed Rights Issue. No further recalculation shall therefore be made as a result of the Rights Issue.



Effect on key ratios and dilution

The annual cost of the Plan, including financing costs and social charges, is estimated to amount to approximately SEK 2.3 million under the above assumptions, which corresponds to 0.05 percent of Ambea's total personnel costs during the financial year 2018, including social charges.

The costs are expected to have a limited effect on Ambea's key ratios.

The above costs take into consideration the proposed Rights Issue. No further recalculation shall therefore be made as a result of the Rights Issue.

The dilution effect of the warrant program will not exceed 0.10 percent, based on the number of shares in Ambea as of the date of the notice to the annual shareholders' meeting and the assumption that approximately 22,500,000 shares will be issued within the framework of the proposed Rights Issue.

The rationale for the proposal

The rationale for the Plan is to create conditions for motivating and retaining competent employees of the Ambea group as well as to align the targets of the employees with those of the company. The Plan has been designed based on the view that it is desirable that employees within the Ambea group who are members of the Ambea Council are shareholders in the company. Participation in the Plan requires that the participant must have made a personal investment through the acquisition of Saving Shares.

By offering Share Awards with possibility for allotment of Performance Shares which, inter alia, are based on the fulfillment of established performance conditions, the participants are rewarded for increased shareholder value. Further, the Plan rewards employees' continued loyalty and thereby long-term value growth in the company. Against this background, the board of directors is of the opinion that the adoption of the Plan will have a positive effect on the Ambea group's future development and thus be beneficial for both the company and its shareholders.

Preparations of the proposal

In accordance with guidelines provided by the board of directors, the incentive program has been prepared by the board of directors and its remuneration committee together with advisors, and has been reviewed at meetings of the board of directors in the beginning of 2019.

The above proposal is supported by the company's larger shareholders.

Other incentive programs

For a description of Ambea's other equity-related incentive programs, reference is made to the annual report for 2018.

Authorisation to resolve to repurchase own shares (item 19 (ii))

The board of directors proposes that the annual shareholders' meeting resolves to authorise the board of directors to, during the period until the annual shareholders' meeting 2019, on one or more occasions, repurchase own shares. The repurchases under the authorisation may not comprise more than 97,600 shares in the company. The acquisitions shall take place on Nasdaq Stockholm and may only take place at a price within the at any time registered price range, meaning the range between the highest purchase price and the lowest selling price. Payment for the shares shall be made in cash. The purpose of the proposed authorisation to repurchase own shares is to ensure delivery of Performance Shares under the Plan as well as under the share savings plans that were resolved upon at the annual shareholders' meetings 2017 and 2018.

Transfer of own shares (item 19 (iii))

The board of directors proposes that the annual shareholders' meeting resolves that the shares that the company acquires based on the authorisation to repurchase own shares in accordance with item 19 (ii) above may be transferred free of charge to employees, of which a maximum of 87,600 shares may be transferred to participants in the Plan and a maximum of 10,000 shares may be transferred to the participants in the share savings plans that were resolved upon at the annual shareholders' meetings 2017 and 2018 in accordance with the adopted terms and conditions.

Item 20 – Resolution to authorise the board of directors to repurchase and transfer own shares

The board of directors proposes that the annual shareholders' meeting authorises the board of directors to, up until the next annual shareholders' meeting, on one or several occasions, resolve to purchase own shares so that the company's holding, at any given time, does not exceed 10 percent of the total number of shares in the company, including such shares that the company has acquired to be delivered to participants in the company's incentive program. The shares shall be purchased on Nasdaq Stockholm and may only be acquired to a price per share within the applicable share price range, i.e. the range between the highest purchase price and the lowest selling price.

The board of directors also proposes that the meeting authorises the board of directors, to, up until the next annual shareholders' meeting, on one or several occasions, resolve to transfer (sell) own shares. Transfers may be carried out on Nasdaq Stockholm at a price within the applicable price range, i.e. the range between the highest purchase price and the lowest selling price. Transfers may also be made in other ways, with or without preferential rights for the shareholders, against cash payment or against payment through set-off or in kind, or on other conditions. Upon such transfers outside Nasdaq Stockholm, the price shall be established so that it is not below market terms. However, a standard discount to the stock market price may be applied, in line with market practice. Transfers of own shares may be made in a number which does not exceed such number of shares that is held by the company at the time of the board of director's resolution regarding the transfer.

The purpose of the authorisations above is to give the board of directors an increased flexibility with regard to the company's capital structure as well as to enable acquisitions of companies and businesses where payment is made with own shares.

The CEO shall be authorised to make such minor adjustments to this resolution that may be necessary in connection with the registration thereof.

Item 21 – Resolution to authorise the board of directors to resolve on share issues

The board of directors proposes that the annual shareholders' meeting authorises the board of directors to, up until the next annual shareholders' meeting, on one or several occasions, resolve to increase the company's share capital by way of share issue to such an extent that it corresponds to a dilution which corresponds to 10 percent, based on the number of shares that are outstanding at the time of the annual shareholders' meeting's resolution on the authorisation, after full exercise of the hereby proposed authorisation.

New share issues may be made with or without deviation from the shareholders' preferential rights and with or without provisions for contribution in kind, set-off or other conditions. The purpose of the authorisation is to enable acquisitions of companies, businesses or parts thereof. Should the board of directors resolve on a share issue with deviation from the shareholders' preferential rights, the reason for such deviation must be to provide the company with new owners in connection with an acquisition, or, as an alternative, to procure capital for such acquisition. Upon such deviation from the shareholders' preferential rights, the share issue shall be made to market terms and conditions.

The CEO shall be authorised to make such minor adjustments to this resolution that may be necessary in connection with the registration thereof.

Other information

Resolution in accordance with items 18 and 19 above requires approval of at least nine tenths (9/10) of the shares represented and votes cast at the shareholders' meeting. Resolution in accordance with items 20 and 21 above requires approval of at least two thirds (2/3) of the shares represented and votes cast at the shareholders' meeting.

The shareholders are reminded of their right to require information in accordance with Chapter 7 Section 32 of the Swedish Companies Act. The annual report and the auditor's report for the financial year 2018, and other underlying documentation for resolutions, will be available to the shareholders for inspection at the company's office at Evenemangsgatan 21, SE-171 29 Solna, Sweden, and on the company's webpage www.ambea.se/investerare/, no later than three weeks before the annual shareholders' meeting. Moreover, the nomination committee's motivated statement will be available on the company's above address, as well as on the company's website, no later than four weeks before the annual shareholders' meeting. Copies of the documents will be sent to shareholders who so request and state their postal address.

More information regarding the processing of your personal data is available in Euroclear's privacy notice that is available at Euroclear's webpage, <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.



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This is an in-official translation of the Swedish original wording. In case of differences between the English translation and the Swedish original, the Swedish text shall prevail.

Stockholm, April 2019

Ambea AB (publ)

The board of directors