



## **Proposal of the Board of Directors for resolution by the Extraordinary General Meeting of Shareholders on 28 November 2017 regarding the authorisation of the Board to decide on the acquisition and conveyance of treasury shares**

### **A.**

The Board of Directors proposes that the Extraordinary General Meeting of Shareholders resolve to authorise the Board to decide on the acquisition of the Company's own Class B shares in accordance with the following terms.

1. Shares are to be acquired on Nasdaq Stockholm in accordance with the stock exchange rules.
2. Acquisitions may be carried out on one or more occasions prior to the next Annual General Meeting.
3. A maximum number of Class B shares may be acquired so that the Company's holding of treasury shares at no time exceeds 10 percent of the total number of shares in the Company.
4. The price for acquired shares is to correspond to the share price applicable on the acquisition date, meaning within the price range registered on the stock exchange at any given time, meaning the range between the highest purchase price and the lowest selling price.
5. Payment for the shares is to be made in cash.

A reasoned statement on the Board's proposal concerning the authorisation to acquire own shares in accordance with Chapter 19, Section 22 of the Swedish Companies Act is presented in a separate document.

Following the most recent decision regarding value transfers, MSEK 573 remains of the available amount in accordance with Chapter 17, Section 3, Paragraph 1 of the Swedish Companies Act. The available amount comprises non-restricted equity in the Parent Company Momentum Group AB as of 31 March 2017.

### **B.**

The Board of Directors also proposes that the Extraordinary General Meeting of Shareholders authorise the Board, deviating from the shareholders' preferential rights and with or without provisions regarding non-cash issues or right of offset, to decide on the conveyance of the Company's Class B treasury shares outside Nasdaq Stockholm in connection with acquisitions of companies or operations (which is the reason for the deviation from the shareholders' preferential rights) and in accordance with the purpose stated below. The payment for shares sold is to correspond to an assessed market value. The following terms also apply:

1. The authorisation may be utilised on one or more occasions prior to the next Annual General Meeting.
2. The authorisation encompasses all shares held in treasury by the Company at the time of the Board's decision.

The purpose of the authorisation is to, during the period until the next Annual General Meeting, provide the Board of Directors with greater scope in its work relating to the Group's capital structure, to cover the Company's obligations under the share-based incentive programme proposed in accordance with Item 8 in the agenda for the Extraordinary General Meeting of Shareholders and to enable financing of future acquisitions.

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The resolutions of the General Meeting of Shareholders, as proposed by the Board of Directors in Items A to B above, are only valid if it supported by shareholders representing at least two-thirds of the votes cast and the shares represented at the Meeting.

*This document is in all respects a translation of the Swedish original Proposal of the Board of Directors of Momentum Group AB (publ). In the event of any differences between this translation and the Swedish original, the latter shall prevail.*