

March 22, 2016

## **Welcome to the Annual General Meeting of Studsvik AB**

Studsvik AB (publ), corporate identity number 556501-0997, gives notice to attend the Annual General Meeting to be held on Monday April 25, 2016 at 4:00 pm CET at the World Trade Center, Klarabergsviadukten 70/Kungsbron 1 in Stockholm. Registration for the Annual General Meeting starts at 3:00 pm CET.

### **Registration and notification of attendance**

Shareholders who wish to participate in the Annual General Meeting must

- be registered in the share register kept by Euroclear Sweden AB by Tuesday, April 19, 2016, and
- give notification to the company by Tuesday, April 19, 2016 at the latest. Notification of attendance can be given on the company's website [www.studsvik.se](http://www.studsvik.se); by telephone +46 155 22 10 25; by fax +46 155 26 30 70 or by email [studsvik@studsvik.se](mailto:studsvik@studsvik.se). Notification can also be given in writing to Studsvik AB, Annual General Meeting, SE-611 82 Nyköping, Sweden. The notification must state name or business name, personal identity number or corporate identity number, address, telephone number and the number of advisors where relevant.

### **Nominee-registered holdings**

Apart from giving notification of attendance, to be entitled to participate in the Annual General Meeting shareholders with nominee-registered holdings must apply to the bank or broker managing their shares for temporary re-registration in their own name in the share register on Tuesday, April 19, 2016. The shareholder must inform the nominee in good time before that date.

### **Power of attorney**

Shareholders who have appointed a proxy must issue a power of attorney to the proxy. If the issuer of the power of attorney is a legal person a copy of the certificate of registration (or equivalent document of authorization if there is no certificate of registration) must be enclosed. To facilitate registration for the Annual General Meeting the original power of attorney and, where relevant, documents of authorization, should be received by the company under the address given above by Tuesday, April 19, 2016. A proxy form is available on the company's website, [www.studsvik.se](http://www.studsvik.se). The form is also sent to shareholders who request it from the company by telephone, +46 155 22 10 25.

### **Agenda**

- 1 Election of chairman of the meeting.
- 2 Drawing up and approval of the voting list.
- 3 Approval of the agenda.
- 4 Election of one or two persons to verify the minutes.
- 5 Consideration whether the Annual General Meeting has been properly convened.

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- 6 Presentation of the annual accounts and auditor's report and the consolidated accounts and auditor's report for the Group.
- 7 Report on the work of the Board and the work of the Remuneration Committee and Audit Committee.
- 8 Address by the President.
- 9 Report on the audit work in 2015.
- 10 Resolution on the adoption of the income statement and balance sheet and the consolidated accounts and consolidated balance sheet.
- 11 Resolution on appropriation of the company's profit according to the adopted balance sheet.
- 12 Resolution on discharge from liability of the members of the Board of Directors and the President.
- 13 Report on the work and proposals of the Nomination Committee.
- 14 Determination of the number of members of the Board of Directors.
- 15 Determination of fees to the Board of Directors and auditors.
- 16 Election of the Board of Directors.
- 17 Election of auditors and any alternate auditors.
- 18 Resolution on the Nomination Committee for the next Annual General Meeting.
- 19 Resolution on guidelines on remuneration to senior management.
- 20 Close of the Annual General Meeting.

**Proposed resolutions**

The Nomination Committee, consisting of Stina Barchan (Briban Invest), Sven Ericsson (representative of the Karinen family and Nomination Committee chairman), Malte Edenius and Anders Ullberg (chairman of the Board of Studsvik) have prepared the proposals for items 1, 14, 15, 16, 17 and 18. The Board of Directors has prepared the proposals for items 11 and 19.

**Item 1**

The Nomination Committee proposes that the chairman of the Board of Studsvik, Anders Ullberg, be elected as chairman of the meeting.

**Item 11 – Distribution of profits**

The Board of Directors proposes that no dividend be distributed for the 2015 financial year.

**Item 14**

The Nomination Committee proposes that the number of Board members elected by the general meeting of shareholders shall be six.

**Item 15**

The Nomination Committee proposes that the fees to the Board members elected by the general meeting of shareholders remain unchanged and be paid in the following amounts:

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- SEK 650,000 to the chairman of the Board
- SEK 225,000 each to the other members of the Board

The Nomination Committee further proposes that the fees to the members of the Audit Committee remain unchanged and be paid in the following amounts:

- SEK 150,000 to the chairman of the Audit Committee
- SEK 75,000 each to the other members of the Audit Committee

In connection with the board fee proposals of the Nomination Committee the Board proposes, provided that it is cost-neutral to the company, and after written agreement between the company and a Swedish limited liability company wholly owned by a member of the Board, that the board fee may be invoiced through the company owned by the member. If this is done, the invoiced fee will be increased in an amount equivalent to statutory social security contributions and value added tax.

The Nomination Committee further proposes that auditors' fees shall be payable in accordance with an approved invoice.

#### **Item 16**

The Nomination Committee proposes re-election of Jan Barchan, Peter Gossas, Anna Karinen, Alf Lindfors, Agneta Nestenborg and Anders Ullberg and re-election of Anders Ullberg as chairman of the Board. Lars Engström has declined re-election.

#### **Item 17**

The Nomination Committee proposes re-election of the registered public accounting firm PricewaterhouseCoopers AB as auditor of the company until the close of the Annual General Meeting in 2017.

#### **Item 18**

The Nomination Committee proposes that the Meeting resolves to appoint a new Nomination Committee ahead of the Annual General Meeting in 2017 consisting of the members Stina Barchan (Briban Invest AB), Sven Ericsson (representative of the Karinen family), Carina Heilborn (Peter Gyllenhammar AB) and Anders Ullberg (chairman of the Board of Studsvik).

The proposal is based on the instruction approved by the 2010 Annual General Meeting for appointing members of the Nomination Committee. The Nomination Committee has not found any reason to propose any change to the instruction applicable to the Nomination Committee, which consequently will continue to apply until otherwise resolved by a general meeting of shareholders.

#### **Item 19 – Guidelines on remuneration to senior management**

The Board of Directors proposes that the Annual General Meeting adopt a resolution on the guidelines below on remuneration to senior management.

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The proposal is substantially in agreement with the guidelines adopted at the 2015 Annual General Meeting.

**Fixed salary** – Senior executives will be offered a commercially competitive fixed salary based on the individual executive's responsibilities and powers. Salary will be fixed for a calendar year.

**Variable remuneration** – Senior management may be offered variable remuneration. Variable remuneration may not exceed 50 per cent of fixed salary. Senior executives are entitled to convert variable remuneration to extra pension payments on their own initiative. Performance-related remuneration will be primarily based on the Group's financial targets. A model for variable remuneration shall be determined for the financial year.

**Pension** – Pension provisions must be defined contribution based (however, there are some older defined benefit plans) and be a maximum of 35 % of fixed salary. Salary may be used to increase pension provisions, given that the cost to Studsvik remains unchanged over time.

**Notice of termination and severance pay** – A maximum period of notice of 12 months from either senior executives or Studsvik is applicable. A severance payment equivalent to a maximum of 12 months' salary, in addition to salary during the period of notice, may be payable.

## Documents

The annual accounts and auditor's report as well as the auditor's opinion concerning compliance with the guidelines of the Annual General Meeting on remuneration to senior management will be available at the company's head office at Studsvik, Nyköping, and on the company's website, [www.studsvik.se](http://www.studsvik.se), no later than on April 4, 2016.

Copies of these documents will be sent to shareholders who request them from the company and who supply their postal address. The documents will also be available at the Annual General Meeting.

## Shares and votes

There are 8,218,611 shares in the company with one vote each. The company has no holding of own shares.

## Information at the Annual General Meeting

The Board of Directors and the President shall, if any shareholder so requests and the Board of Directors considers 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, circumstances that can affect the assessment of the company's or its subsidiaries' financial situation and the company's relation to other group companies.

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## Questions

Shareholders are welcome to put questions during the Annual General Meeting. To facilitate responses to questions intended to be put at the Annual General Meeting the questions should preferably be submitted in advance to the company and addressed to Studsvik AB, Annual General Meeting, SE-611 82 Nyköping, Sweden or by email to [studsvik@studsvik.se](mailto:studsvik@studsvik.se).

Nyköping, March 2016

STUDSVIK AB

Board of Directors

## Facts about Studsvik

Studsvik offers a range of advanced technical services to the international nuclear power industry in waste treatment, consultancy services, and fuel & materials technology. The company has over 65 years' experience of nuclear technology and radiological services. Studsvik has 800 employees in 7 countries and the company's shares are listed on Nasdaq Stockholm.

Studsvik is publishing this information pursuant to the Securities Market Act and/or the Financial Instruments Trading Act. The Information was released for public disclosure on March 22, 2016, at 8:15 AM CET.

[www.studsvik.com](http://www.studsvik.com)