



Press release

2017-04-10

Notice to annual shareholders' meeting in Actic Group AB (publ)

The shareholders in Actic Group AB (publ) are hereby summoned to an annual shareholders' meeting to be held on 11 May 2017 at 15.00 at Actic Kista Valhall, Torshamnsgränd 9, SE-164 40 Stockholm.

Notification, etc.

Shareholders who wish to participate in the shareholders' meeting must:

- firstly* be included in the shareholders' register maintained by Euroclear Sweden AB as of 5 May 2017; and
- secondly* notify the company of their participation in the shareholders' meeting no later than 5 May 2017, in writing to address c/o Actic Group AB (publ), Smidesvägen 12 5 tr, SE-171 41 Solna or by e-mail to stamma@actic.se. The notification shall state the name, personal/corporate identity number, shareholding, address and daytime telephone number, and information about any assistants and, where applicable, representatives. When applicable, complete authorisation documents, such as powers of attorney for representatives, registration certificates or corresponding documents, shall be appended to the notification.

Nominee registered shares

Shareholders whose shares have been registered in the name of a bank or securities institute must temporarily re-register their shares in their own names with Euroclear Sweden AB in order to be entitled to participate in the shareholders' meeting. Shareholders wishing

such re-registration must inform their nominee of this well before 5 May 2017, when such re-registration must have been completed.

Proxy, etc.

Shareholders represented by proxy shall issue a dated and signed power of attorney for the proxy. If the power of attorney is issued on behalf of a legal entity, a certified copy of a registration certificate or a corresponding document for the legal entity shall be appended. The power of attorney is valid for a maximum of one year after the issuance or for the duration indicated in the power of attorney, whichever is longer, but not for more than five years after issuance. The registration certificate, where applicable, may not be older than one year. 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 shareholders' meeting. The form to use for a power of attorney can be found on www.acticgroup.se.

Shareholders' right to request information

Shareholders are reminded of their right to request information in accordance with Chapter 7 Section 32 of the Swedish Companies Act (Sw. *aktiebolagslagen*).

Number of shares and votes

There are a total of 15,896,936 ordinary shares, with 15,896,936 votes, in the company as of the date of this notice.

Proposed agenda

1. Opening of the meeting;
2. Election of a chairman at the meeting;
3. Preparation and approval of the voting list;
4. Approval of the agenda;
5. Election of two persons who shall approve the minutes of the meeting;
6. Determination as to whether the meeting has been duly convened;
7. Submission of the annual report and the auditors' report and the consolidated financial statements and the auditors' report for the group;
8. Resolutions regarding:
 - a. adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet;
 - b. allocation of the company's profits or losses in accordance with the adopted balance sheet;
 - c. discharge of the members of the board of directors and the CEO from liability;
9. Determination of the number of members of the board of directors to be elected by the shareholders' meeting and the number of auditors and, where applicable, deputy auditors;
10. Determination of fees for members of the board of directors and auditors;
11. Election of the members of the board of directors;
12. Election of auditors and, where applicable, deputy auditors;
13. The shareholders' proposal for principles for appointment of a nomination committee for the annual shareholders' meeting 2018;
14. The board of directors' proposal for guidelines for remuneration for members of management;
15. The board of directors' proposal on authorisation for the board of directors to resolve on new share issues;
16. Closing of the meeting.

The shareholders' proposals

Proposal regarding the chairman of the annual shareholders' meeting, the number of members of the board of directors, the number of auditors and deputy auditors, fees to the board of directors and auditors, and election of members of the board of directors, as well as election of auditors and deputy auditors (items 2 and 9-12)

Shareholders representing 36.5 per cent of the number of outstanding shares have notified the board of directors of the following proposals:

- Erik Lautmann is proposed to chair the annual shareholders' meeting (item 2).
- The number of members of the board of directors shall be 8 (eight), with no deputy members. The number of auditors shall be 1 (one), with no deputy auditors (item 9).
- The following fees to the board of directors are proposed:
 - o A fee to the chairman of the board of directors of SEK 550,000 and a fee of SEK 250,000 to each of the other board members elected by the shareholders' meeting.
 - o A fee of SEK 100,000 to the chairman of the remuneration committee and a fee of SEK 50,000 to each of the other two members of the remuneration committee.
 - o A fee to the chairman of the audit committee of SEK 120,000 and a fee of SEK 60,000 to each of the other three members of the audit committee.

The proposed board fees, including fees for work in committees, thereby amount to SEK 2,800,000. Board fees may be invoiced through a company in a way that is cost neutral for Actic. It is proposed that auditor fees shall be paid in accordance with approved invoice (item 10).

- Erik Lautmann, Kristian Carlsson Kemppinen, Alireza Etemad, Ralf Holmlund, Lottie Knutson, Gunnar Palme and Åsa Wirén are proposed for re-election as members of the board of directors

and Stefan Charette is proposed for election as a new member of the board of directors for the time until the end of the next annual shareholders' meeting. Erik Lautmann is proposed for re-election as chairman of the board of directors (item 11).

- The accounting firm KPMG AB is proposed for re-election as auditor for the time until the end of the next annual shareholders' meeting. It is noted that the authorised public accountant Håkan Olsson Reising will be auditor in charge (item 12).

Description of members proposed for election

Stefan Charette is the CEO and investment manager of Athanase Industrial Partners Ltd. He has previously been the CEO of the investment company Creades AB, Investment AB Öresund, AB Custos and the industrial group Brokk Group. Stefan has been a member of the board of directors in 12 listed companies, whereas two as chairman. Current board assignments include various companies within the Athanase Industrial Partners group, where he is chairman and member of the board of directors in the publicly listed companies DistIt AB, Alcadon Group AB and Kitron ASA.

Proposal for principles for appointment of a nomination committee for the annual shareholders' meeting 2018 (item 13)

Shareholders representing 36.5 per cent of the number of outstanding shares propose that the nomination committee for the annual shareholders' meeting 2018 is appointed in accordance with the following.

Ahead of annual shareholders' meeting 2018, the nomination committee shall be composed of members appointed by the four largest shareholders listed in the shareholders' register maintained by Euroclear Sweden as of 31 August 2017 together with the chairman of the board of directors, who will also convene the first meeting of the nomination committee. If a shareholder, who is entitled to appoint a member to the nomination committee, abstains from appointing a member, the right to appoint a member shall pass to the largest shareholder who was previously not entitled to appoint a member to the nomination committee. The member of the nomination

committee appointed by the largest shareholder shall, unless the nomination committee decides otherwise, be appointed chairman of the nomination committee.

If earlier than two months prior to the annual shareholders' meeting 2018, one or more of the shareholders that have appointed members to the nomination committee no longer are among the four largest shareholders, the members appointed by these shareholders shall offer to resign and the shareholders who then are among the four largest shareholders may appoint their members to the committee. Unless there are special reasons, no changes shall occur in the nomination committee's composition in the event of a marginal change in voting power or if the change occurs later than two months before the annual shareholders' meeting.

Should a member resign from the nomination committee before its work is completed and the nomination committee considers it necessary to replace him or her, such substitute member shall be appointed by the same shareholder or, if the shareholder is no longer one of the largest shareholders, the largest shareholder in turn.

Changes to the composition of the nomination committee must be announced immediately. The composition of the nomination committee shall be announced no later than six months before the annual shareholders' meeting.

Remuneration shall not to be paid to the members of the nomination committee. The Company is, however, to pay any necessary expenses that the nomination committee may incur in its work.

The committee shall carry out its duties in accordance with the Swedish Code of Corporate Governance. The term of office for the nomination committee ends when the composition of the following nomination committee has been announced.

The board of directors' proposals

Allocation of the company's profits or losses in accordance with the adopted balance sheet (item 8b)

The funds at the meeting's disposal consists of the profit of the year, SEK -6,404, the company's accumulated results, SEK 174,855,236, and the share premium reserve, SEK 383,592,735, in total SEK 558,441,567.

The board proposes that the funds at the meeting's disposal, SEK 558,441,567, are carried forward.

The board of directors' proposal for guidelines for remuneration for members of management (item 14)

The board of directors proposes that the annual shareholders' meeting resolves to adopt the following guidelines for the remuneration of the members of management.

The board of directors proposes that guidelines for salaries and other remuneration for members of the company's executive management should entail that the remuneration is market-based to ensure that Actic Group is able to attract and retain competent executives. The remuneration shall be based on the individual's position, responsibilities and performance. The total remuneration for members of the executive management comprises fixed salary, variable remuneration based on annual performance targets, long-term incentive programs, and other benefits, such as non-monetary benefits, pensions, and insurance. The remuneration package at Actic Group shall be competitive, but not market-leading.

For the CEO in Actic remuneration from the short-term incentive programs shall amount to not more than 6 months' salary and for other members of management in Actic not more than 5 months' salary.

Agreements concerning pensions for members of management shall, wherever possible, be based on fixed premiums and be in accordance with the levels, practice and collective bargaining agreements applicable in the country where the relevant member of management is employed.

Other benefits may consist of health insurance and other customary benefits in the respective country. Other benefits shall not be a significant part of the total remuneration.

The board of directors may, under special circumstances, deviate from these guidelines. If such a deviation has been necessary, the reasons for any deviation shall be disclosed at the next annual shareholders' meeting.

The board of directors' proposal on authorisation for the board of directors to resolve on new share issues (item 15)

The board of directors proposes that the annual shareholders' meeting authorises the board to resolve – at one or several occasions and for the time period until the next annual shareholders' meeting – to increase the company's share capital by new share issues, to the extent that it corresponds to a dilution of not more than 10 per cent of the number of outstanding shares at the time of the annual shareholders' meeting, 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. Pursuant to Chapter 16 of the Swedish Companies Act, the board of directors may not by virtue of this authorisation resolve on issues to board members in group companies, employees, etc. The purpose of the authorisation is to increase the financial flexibility of the company. Should the board of directors resolve on an issue with deviation from the shareholder's preferential rights, the reason shall be to secure financing capacity to current acquisitions of companies or businesses. Upon such deviation from the shareholders' preferential rights, the new issue shall be made at market terms and conditions.

The board of directors or the CEO shall have the right to make such minor adjustments in this resolution that may be necessary in connection with the registration of the authorisation with the Swedish Companies Registration Office.



Miscellaneous

A resolution in accordance with the board's proposal under item 15 shall only be valid where supported by not less than two-thirds (2/3) of both the votes cast and the shares represented at the meeting.

The shareholders' proposals under items 2 and 9-13, the board of directors' proposals under items 14-15 as well as the company's annual report will no later than 20 April 2017 be held available at the company's office, Smidesvägen 12, SE-171 41, Solna and at the company's webpage, www.acticgroup.se, and be sent to shareholders that so request and inform the company of their postal address.

Stockholm, April 2017
Actic Group AB (publ)
The board of directors

About Actic

Actic (formerly Nautilus Gym) was founded in 1981 and launched the Gym & Swim club concept. The company began its international expansion in 1995 and as per 31 December 2016, Actic had 166 facilities and over 210,000 members in five countries. Actic's main markets are Sweden, Norway, Finland as well as Germany and Austria. Actic offers a well-established exercise method known as high-intensity training (HIT) and offers its members personal training programmes including follow-up sessions with trained instructors. Together with swimming, this forms the core of Actic's offering and differentiates us in the market.

Actic's vision is to create a healthier society by attracting a broad target group and thereby expanding the market. The facilities engage in the local community to contribute to a healthier society. Actic, which has its head office in Solna, Stockholm, has approximately 700 full-time equivalent employees and had net sales of SEK 802 million in 2016. Actic is led by its President and CEO Christer Zaar.