Press release

2017-05-11

Press release from annual shareholders’ meeting in Actic Group AB (publ) on 11 May 2017

At the annual shareholders’ meeting in Actic Group AB (publ) in Stockholm today the shareholders resolved upon the following:

Approval of income statement and balance sheet for the financial year 2016 and discharge from liability

The annual shareholders’ meeting approved the income statement and balance sheet as well as the consolidated income statement and the consolidated balance sheet for the financial year 2016, and the members of the board and the managing director were discharged from liability for the financial year 2016.

Allocation of profit or loss

The shareholders’ meeting resolved, in accordance with the board’s proposal, that the funds at the meeting’s disposal, SEK 558,441,567, shall be carried forward.

Election of board members, auditors, fees to the board of directors and auditors

The annual shareholders’ meeting resolved, in accordance with the proposal from shareholders representing 36.5 per cent of the number of outstanding shares, that the board of directors shall consist of eight members with no deputy members and that the company shall have a registered public accounting firm as auditor.

In accordance with the proposal from shareholders representing 36.5 per cent of the number of outstanding shares, it was resolved to re-elect Erik Lautmann, Kristian Carlsson Kemppinen, Alireza Etemad, Ralf Holmlund, Lottie Knutson, Gunnar Palme and Åsa Wirén and to elect Stefan Charette as members of the board of directors until the end of the next annual shareholders’ meeting. Erik Lautmann was re-elected as chairman of the board. The accounting firm KPMG was re-elected as auditor, and it was noted that the authorised public accountant Håkan Olsson Reising will be auditor in charge.

The annual shareholders' meeting further resolved, in accordance with the proposal from shareholders representing 36.5 per cent of the number of outstanding shares, that the fees to board shall be SEK 2,800,000 in total, allocated as follows: SEK 550,000 shall be paid to the chairman of the board and a fee of SEK 250,000 shall be paid to each of the other board members. Fees for committee work shall be paid with a fee of SEK 100,000 to the chairman of the remuneration committee, a fee of SEK 50,000 to each of the other two members of the remuneration committee, and SEK 120,000 to the chairman of the audit committee and a fee of SEK 60,000 to each of the other three members of the audit committee. The annual shareholders' meeting further resolved that, in accordance with the proposal from shareholders representing 36.5 per cent of the number of outstanding shares, auditor fees shall be paid in accordance with approved invoice.

Guidelines for remuneration for members of management

The annual shareholders' meeting resolved to adopt guidelines for remuneration of members of management in accordance with the board's proposal. In short, the guidelines states that remuneration to members of management of Actic 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.

Nomination committee for the annual shareholders' meeting 2018

The annual shareholders' meeting resolved to, in accordance with the proposal from shareholders representing 36.5 per cent of the number of outstanding shares, adopt principles for the appointment of the nomination committee for the annual shareholders' meeting 2018. In short, the nomination committee shall be composed of representatives of the four largest shareholders as of 31 August 2017 together with the chairman of the board.

Authorisation to issue new shares

The annual shareholders' meeting resolved to, in accordance with the board's proposal, authorise 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 percent of the number of shares outstanding at the time of the notice of the annual shareholders' meeting. 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.

Additional information from the annual shareholders' meeting

Minutes from the annual shareholders' meeting will be made available on Actic website no later than two weeks after the annual shareholders' meeting.

For more information, please contact:

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Actic Group AB (publ) is required to publish this information under the Swedish Securities Market Act and/or Financial Instruments Trading Act. The information was submitted for publication on Thursday 11 May 2017 at 5 pm CET.

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 today Actic had 168 facilities and over 215,000 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 Actic in the market.

Actic's vision is to create a healthier society by attracting a broad target group and thereby expanding the market. Actic's employees engage in the local community to contribute to a healthier society. Actic, which has its head office in Solna, Stockholm, has approximately 750 full-time equivalent employees and had net sales of SEK 802 million in 2016. Actic is led by its President and CEO Christer Zaar.