

Press Release,  
Danderyd, Sweden, 25 March 2014

## **Invitation to the Annual General Meeting of shareholders of NOTE AB (publ), 25 April 2014**

The shareholders of NOTE AB (publ), corporate identity number 556408-8770, are hereby invited to attend the Annual General Meeting of Shareholders at 2:00 p.m. on Friday, 25 April 2014 at Spårvagnshallarna, Birger Jarlsgatan 57A, Stockholm, Sweden.

### **Entitlement to participate in the Annual General Meeting**

Shareholders wishing to participate at the Annual General Meeting of Shareholders shall:

- be registered in the share register maintained by Euroclear Sweden AB by no later than Thursday, 17 April 2014,
- notify their intention to participate at the Annual General Meeting of Shareholders to NOTE AB, Box 711, 182 17 Danderyd, Sweden, or by telephone on +46 (0)8 568 990 00, or e-mail: info@note.eu, by no later than Thursday, 17 April 2014. Notifications shall include personal or corporate names, personal or corporate identity numbers, number of shares, address and telephone numbers.

For entitlement to participate in the Annual General Meeting, shareholders with nominee-registered holdings should temporarily re-register their shares in their own name in the share register through the agency of their nominee in good time prior to 17 April 2014.

Shareholders wishing to bring one or two assistants shall notify the company thereof in the time and manner applicable for shareholders.

The number of shares and votes of the company amounts to 28,872,600 as of this date.

### **Representatives**

Shareholders represented by proxy shall issue a dated power of attorney for the representative. If such power of attorney is issued by a legal entity, certified copies of the certificate of registration or equivalent authorisation shall be submitted. Registration certificates may not be more than six months old. Original powers of attorney and potential registration certificates should be submitted to the company by mail prior to the Annual General Meeting of Shareholders. A form power of attorney is available to download from the company's website, [www.note.eu](http://www.note.eu).

### **PROPOSED AGENDA**

1. Opening the Meeting.
2. Electing a Chairman and a person to keep the minutes of the Meeting.
3. Preparation and approval of the voting list.
4. Approval of the Board of Directors' proposed agenda.
5. Election of one or two people to verify the minutes.
6. Consideration of whether the Meeting has been duly convened.
7. Report on the work of the Board of Directors.
8. Submission of the annual accounts, audit report, consolidated accounts and the consolidated audit report.
9. Resolutions
  - a) on the adoption of the Income Statement and Balance Sheet and the Consolidated Income Statement and Consolidated Balance Sheet.
  - b) on the appropriation of the company's profit in accordance with the adopted Balance Sheet.
  - c) on discharging the members of the Board of Directors and the Chief Executive Officer from liability.
10. Approval of the number of Board Members to be elected by the Annual General Meeting.
11. Approval of remuneration to the Board of Directors.

12. Election of Board of Directors.
13. Approval of the Nomination Committee's proposal for instructions for the Nomination Committee.
14. Adoption of the Board of Directors' proposed guidelines for remunerating senior managers.
15. Resolution authorising the Board of Directors to decide on the purchase and transfer of treasury shares.
16. Other business due at the Meeting according to the Swedish Companies Act or the Articles of Association.
17. Closing the Meeting.

### **Nomination Committee**

The Nomination Committee of NOTE has had the following members: Daniel Nyhrén (Creades AB), Bruce Grant (Garden Growth Capital LLC), Kjell-Åke Andersson (personal holdings) and Peter Zonabend (Banque Carnegie Luxembourg S.A.). The Chairman of the Nomination Committee has been Daniel Nyhrén.

### **Nomination Committee proposals (items 2, 10, 11, 12 and 13)**

2. Stefan Charette is proposed as Chairman of the Meeting.
  
10. The Board of Directors is proposed to consist of six ordinary members without deputies.
  
11. Proposed directors' fees for the period until the end of the next Annual General Meeting are a total of SEK 860,000, which is SEK 100,000 higher than the previous year. The increase is a consequence of the proposal to increase the number of members with one person. The proposal for allocating the Directors' fees is as follows: fees for the Chairman SEK 300,000 and fees for other members are proposed at SEK 100,000 per member. Additionally, SEK 60,000 is proposed for allocation between members of Committees in accordance with the Chairman of the Board's decision. The fee per Director of the board is the same as the previous year. Director of the Board may invoice the Company the fee from company, provided that the cost is not higher for NOTE compared with paying the fee as salary.
  
12. Re-election of the following Board members is proposed: Kjell-Åke Andersson, Bruce Grant, and Stefan Johansson. Election of Andre Klotz, Daniel Nyhrén and Kristian Teär is proposed. Kristian Teär is proposed as Chairman of the Board.
  
13. The Nomination Committee shall be formed by each of the four largest shareholders that wish to participate appointing a member, with the Chairman of the Board as convener, at least six months prior to the Annual General Meeting of shareholders. Where one or more shareholders decline this right, the next-largest shareholder shall be offered the corresponding opportunity. The names of the four members shall be published as soon as they are appointed.

The majority of the members of the Nomination Committee shall not be Board members or the Chief Executive Officer, nor shall any other member of management be a member of the Nomination Committee. Unless the members agree otherwise, the Chairman of the Nomination Committee shall be that member representing the largest shareholder in terms of voting rights. However, a Board member shall not be Chairman of the Nomination Committee. The Nomination Committee's mandate runs until the appointment of a new Nomination Committee.

A member shall leave the Nomination Committee if the shareholder they represent is no longer one of the four largest shareholders. In circumstances where more than one member leaves the Nomination Committee for the aforementioned reason, the four largest shareholders at that time shall then appoint four members to the Nomination Committee. However, unless there are special circumstances, no changes shall occur to the Nomination Committee's composition if only marginal changes to the number of votes have occurred, or if the change occurs later than two months prior to the Annual General Meeting.

Shareholders that have appointed a member of the Nomination Committee are entitled to dismiss such member and appoint a new member of the Nomination Committee. Changes to the composition of the Nomination Committee shall be published as soon as they occur.

The Nomination Committee shall prepare a proposal for a Chairman of the Meeting, Board of Directors, Chairman of the Board, Directors' fees, instructions for the Nomination Committee, and where applicable, the auditors, and remuneration of auditors to be submitted to the Annual General Meeting (and where applicable, Extraordinary General Meeting) for resolution.

On demand from the Nomination Committee, the company shall provide personnel such as secretarial functions for the Nomination Committee to facilitate the work of the Nomination Committee. Where necessary, the company shall also bear reasonable costs for external consultants that the Nomination Committee considers necessary for the Nomination Committee to be able to perform its duties.

#### **Board of Directors' proposal (items 9b, 14 and 15)**

- 9 b The Board of Directors is proposing that no dividend is paid to the shareholders.
14. The Board is proposing that the guidelines for remunerating senior managers as adopted by the AGM 2013 are adopted without amendment for 2014.
15. The Board of Directors proposes that in the time until the next AGM, the Board of Directors is authorised to take decisions partly on purchasing a maximum of as many shares of the company that after the purchase, the company holds a maximum of 10% of the registered shares of the company, and partly to transfer these treasury shares. Purchases will be for cash payments, either on the stock exchange where the company's shares are listed or through an offering to all shareholders. The price to be paid shall correspond to the market value of the company's shares when the offering is publicly announced. The purpose of the proposed repurchase option is for the Board of Directors to be given increased room to act in its work on the company's capital structure.

#### **Documentation for the Meeting**

The accounting records, Audit Report, the Board's complete proposals and other documentation required according to the Swedish Companies Act will be available as of 4 April 2014 from the company at Vendevägen 85 A, Danderyd, Sweden, and on the company's website, [www.note.eu](http://www.note.eu). The documentation will be sent to those shareholders that so request and provide their postal or e-mail address.

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The Board of Directors of NOTE AB (publ)

#### **About NOTE**

*NOTE is one of the leading Northern European manufacturing and logistics partners for electronics production. NOTE produces PCBAs, sub-assemblies and box build products. NOTE's offering covers the whole product lifecycle, from design to after-sales. NOTE has a presence in Sweden, Norway, Finland, the UK, Estonia and China. In 2013, net sales were SEK 907 million; the group has approximately 850 employees. NOTE is listed on the NASDAQ OMX Stockholm Exchange. For more information, please go to [www.note.eu](http://www.note.eu).*

*NOTE AB (publ) is publishing this information in accordance with the Swedish Securities Markets Act. This information was submitted for publication at 08:30 a.m on 25 March 2014.*