

The board of directors of Rejlers AB (publ) comprehensive proposal regarding authorization for the board of directors to acquire and sell treasury shares

Acquisition of treasury shares

The board of directors of Rejlers AB (publ) (the “Company”) proposes that the annual general meeting authorize the board of directors of the Company to resolve to acquire Class B treasury shares in accordance with the following.

- I. Acquisition may be made on Nasdaq Stockholm or in accordance with a tender offer to all of the shareholders. Acquisitions shall be made in compliance with Nasdaq Stockholm’s Rule Book for Issuers in force at respective time.
- I. Acquisition of Class B shares may not result in the total holding of treasury shares, at any time, exceeding ten (10) per cent of all shares in the Company.
- II. Acquisition of Class B shares on Nasdaq Stockholm may only be effected at a price within the currently effective registered price interval on Nasdaq Stockholm, meaning the price interval between the highest bid and the lowest ask price.
- III. Acquisition in accordance with a tender offer according to point I above shall be effected at a price corresponding to at least the share price at the time of the offer with a maximum upward divergence of twenty (20) per cent.
- IV. The authorization may be used on one or several occasions, however, only until the 2018 annual general meeting.

The board of directors statement pursuant to Chapter 19 Section 22 of the Swedish Companies Act will be kept available at the Company’s office and the Company’s website, www.rejlers.se as from three weeks before the annual general meeting and will be sent free of charge to shareholders who so request and state their postal address.

Sales of bought-back shares

Furthermore, the board of directors proposes that the annual general meeting authorize the board of directors to resolve to sell bought-back shares of Class B in accordance with the following.

- I. Sales of Class B shares may only take place outside Nasdaq Stockholm, with or without deviation from the shareholders’ preferential rights and with or without payment in kind or payment by way of set-off. Such sales may be made at a price in cash or value of obtained property corresponding to the price for the sold Company shares at the time of the sale, with the divergence found reasonable by the board of directors. Sales shall be made in compliance with Nasdaq Stockholm’s Rule Book for Issuers in force at respective time.
- II. The number of Class B shares that may be sold should not amount to more than ten (10) per cent of the total number of shares in the Company.
- III. Sales in connection with company acquisitions may be made at a market value as decided by the board of directors.
- IV. The authorization may be used on one or several occasions, however, only until the 2018 annual general meeting.

The purpose of the authorization to acquire and sell Class B treasury shares is to finance the acquisition of operations through payment with treasury shares and to continuously adapt the Company's capital structure and thereby contribute to an increase in value for shareholders.

The option to deviate from the shareholders' preferential rights in connection with the sales of treasury shares is justified by the fact that such sales can be carried out with greater speed, flexibility and is more cost efficient than a transfer to all the shareholders. If the Company's treasury shares are used for the purpose of enable acquisition of business or as a part of the implementation of the group's incentive program, the Company cannot provide the shareholders the opportunity to exercise their preferential rights.

Furthermore, the board of directors is authorized to decide in matters related to the acquisition and sales of treasury shares and otherwise establish the terms for acquisitions and sales, including the question of whether the shares will be sold with or without provisions of contribution or set-off or other such condition as stipulated in Chapter 13 Section 5 paragraph 1 subparagraph 6 in the Swedish Companies Act.

The resolution is valid only where approved by shareholders holding at least two-thirds of both the votes cast and the shares represented at the meeting.

Stockholm, March 2017
The board of directors

The board of directors of Rejlers AB (publ) statement under Chapter 19 Section 22 of the Swedish Companies Act

The financial position of Rejlers and the Rejlers Group

The financial position of Rejlers AB (publ) (the “**Company**”) and the Rejlers Group as of 31 December 2016 is presented in the annual report for the financial year 2016. Furthermore, the principles applied for valuation of assets, provisions and debt are presented in the annual report. The proposal regarding authorization for the board of directors to decide on repurchase of own shares of class B amounts to a maximum of ten (10) per cent of all the shares in the Company.

The defensibility of the authorization to repurchase treasury shares

With reference to the above, and to other information that has come to the Board of directors knowledge, it is the opinion of the board of directors that the proposed authorization to repurchase own shares is defendable with reference to the demands that the nature, scope and risks place on the size of the Company’s and the Group’s equity, and the Company’s and the Group’s consolidation needs, liquidity and position in general.

Stockholm, March 2017

The board of directors