

**Item 19 – Authorization for the Board of Directors to decide on acquisition of the Company’s own shares****Background information and reasons**

In order to provide the Board of Directors with an instrument to adapt and improve the Company’s capital structure and thereby create added value for the shareholders, and/or to give a possibility to the Company to transfer its own shares under any long-term incentive programs approved at a general meeting, the Board of Directors proposes that the annual general meeting authorize the Board of Directors to, on one or more occasions before the annual general meeting 2017, decide on acquisition of the Company’s own shares on the terms and conditions set out below. In order to create an efficient instrument to achieve this, the Board of Directors also intends to propose that future annual general meetings of the Company authorize the Board of Directors to decide on acquisition of the Company’s own shares on terms and conditions materially equivalent to those set out below. At present, the Company owns 4,588 treasury shares.

**Authorization for the Board of Directors to decide on acquisition of the Company’s own shares**

The Board of Directors proposes that the annual general meeting authorize the Board of Directors to decide on acquisition of the Company’s own shares on the main terms and conditions set out below.

1. Acquisitions of shares may be made on (i) Nasdaq Stockholm and/or Nasdaq Helsinki or (ii) in accordance with an offer to acquire shares made to all shareholders or by a combination of these two alternatives.
2. The authorization may be exercised on one or more occasions before the annual general meeting 2017.
3. A maximum number of shares may be acquired so that the Company’s holding at any time does not exceed 10 percent of all the shares in the Company.
4. Acquisitions of shares on Nasdaq Stockholm and/or Nasdaq Helsinki may only be made at a price within the spread between the highest bid price and lowest ask price from time to time on Nasdaq Stockholm and/or Nasdaq Helsinki.
5. If the Company considers it appropriate and suitable, shares may be acquired by offers made to all the Company’s shareholders to purchase shares at a price above the prevailing market price. It will then be possible, by means of detachable sales rights (Sw. säljrätter), for the shareholders to enjoy the value of any premium arising due to the Company acquiring shares at a price above the market price of the share. Should this occur, it is intended that the sales rights will be traded on Nasdaq Stockholm and Nasdaq Helsinki, respectively.

In order to avoid shareholders not enjoying any financial value represented by an acquisition offer made at a premium, because they neither sell sales rights nor participate in the acquisition offer, the Company may appoint a bank or another financial institution (the “Bank”) which, provided it

compensates shareholders holding unexercised sales rights on expiry of the application period, may transfer to the Company the number of shares corresponding to the number of sales rights that would have conferred entitlement to a transfer of such shares and for which compensation is paid. If so, the Bank may acquire the shares to be transferred to the Company, as set out above, in the market. The Bank appointed by the Company will be identified in the Board of Directors' resolution on a possible acquisition offer.

The compensation that the Bank, where applicable, is to pay to the shareholders concerned for each unexercised sales right must equal the lowest of (i) the difference in the price at which the Company has acquired shares under the acquisition offer and the average price per share that the Bank has paid to acquire the shares in question divided by the current acquisition ratio<sup>1</sup> in the acquisition offer, less the Bank's actual handling cost, and (ii) the compensation that may be paid per sales right in the event of an offer of commission-free sale of sales rights.

With respect to the sales rights for which the Bank may pay compensation as set out above, the Bank is entitled to transfer shares to the Company. An application to transfer shares must be made no later than the day that the Board of Directors determines following expiry of the application period for the acquisition offer. The terms and conditions of the acquisition offer also apply to the Bank's transfer of shares.

6. If foreign legal and/or administrative rules significantly hinder implementation of an acquisition offer in a particular country, the Board of Directors or its nominee may sell sales rights on behalf of the shareholders concerned and will, instead, pay the cash amount received on a sale carried out with due care, less costs incurred.
7. The Board of Directors may decide on the other terms and conditions for the acquisition. The Board of Directors may also authorize the chair of the Board of Directors to make any minor adjustments that may prove necessary to carry out the Board of Directors' resolution to acquire the Company's own shares.

---

<sup>1</sup> The number of shares (and thereby normally also the number of sales rights) required for the transfer of one share to the Company.