



Summons to attend the Annual General Meeting of Investment AB Latour (publ)

Summons to attend the Annual General Meeting of Investment AB Latour (publ) will be published in the Swedish Official Gazette (Post- och Inrikes Tidningar) and on the company website on Tuesday 2 April, 2019. For more information about the proposals, please refer to the full notice to the AGM below.

Summons to attend the Annual General Meeting of Investment AB Latour (publ)

The shareholders in Investment AB Latour (publ) ("Latour") are hereby summoned to attend the Annual General Meeting Tuesday 7 May 2019 5:00 p.m. at Radisson Blu Scandinavia Hotel, Södra Hamngatan 59, Göteborg, Sweden.

Notification

Shareholders who wish to participate in the Annual General Meeting must *be inscribed* in the register of the shareholders held by Euroclear Sweden AB no later than Tuesday 30 April 2019 and *notify* their intent to participate no later than Tuesday 30 April 2019.

Notification can be made per telephone +46 31 89 17 90, or by mail to Latour, Box 336, SE-401 25 Göteborg, Sweden, or via the Internet at www.latour.se. The notification must contain your name/firm, social security number/corporate identity number, shareholding, address, daytime telephone number and notification of any assistants. If applicable, the notification should also contain complete authorisation documents such as proof of registration, power of attorney, or the equivalent.

Proxy

Shareholders represented by a proxy must issue a power of attorney to date for the proxy. If the power of attorney is issued by a legal entity, an attested copy of the registration document or the equivalent thereof for the legal entity must accompany it. The power of attorney may not be older than one year, unless stated longer period of validity in the mandate (maximum 5 years). The registration document may not be issued earlier than one year prior to the Annual General Meeting. The original power of attorney, together with any registration document, should be sent in good time before the Annual General Meeting to the company at the address above. Power of attorney forms can be downloaded from Latour's website www.latour.se or found at the company's headquarters.

Nominee registered shares

Shareholders who have nominee registered their shares through a bank or a securities institute must register their shares in their own name in order to participate in the Annual General Meeting. This temporarily reregistering at Euroclear Sweden must take place no later than Tuesday 30 April 2019. This means that shareholders must notify their nominee of this well in advance of this day.

Proposed agenda

1. Opening of the Annual General Meeting
2. Election of Chairman of the Annual General Meeting
3. Establishment and approval of the voting list
4. Approval of the Agenda
5. Election of minute-checkers
6. Corroboration that the Annual General Meeting has been duly convened
7. Presentation of the annual accounts and the audit report, the consolidated financial statements and the consolidated audit report
8. Report by the President and CEO

9. Adoption of
 - a) the parent company income statement and balance sheet as well as the consolidated income statement and balance sheet
 - b) dispositions regarding Group profits according to the adopted balance sheet and record date for the payment of dividends
 - c) the discharge of liability of the members of the Board of Directors and the CEO
10. Determination of the number of Board of Directors and deputies.
11. Determination of the remuneration of the Board of Directors and Auditors
12. Election of the Board of Directors, Chairman of the Board of Directors, and deputies where relevant
13. Election of auditing firm, accountants and deputy accountants
14. Authorisation of the Board of Directors to acquire and transfer its own shares and decision of transfer of its own shares.
15. Decision on remuneration policy and other terms of employment for Group management
16. Decision on call option program for senior officers
17. Closure of the Meeting

Proposals for decision

Point 9 b, dividends and record date

The Board of Directors has proposed a dividend of SEK 2.50 per share. The Board of Directors has proposed Thursday 9 May 2019 as the record date for the payment of dividends. If the Annual General Meeting approves the proposal it is estimated that Euroclear Sweden will execute this dividend on Tuesday 14 May 2019.

Point 2, 10 – 13, Chairman, Board of Directors and Auditing firm

The nominating committee, consisting of Gustaf Douglas, Chairman, Fredrik Palmstierna (the Palmstierna family, including companies), Olle Nordström (Skirner AB) and Göran Espelund (Lannebo funds) has made the following proposal:

- That Olle Nordström be elected Chairman of the Annual General Meeting.
- That the Board of Directors consists of eight members and no deputies.
- That the remuneration for the Board of Directors amounts to a total of SEK 8,200,000 of which SEK 2,200,000 to the Chairman and SEK 1,000,000 to each member of the Board of Directors not employed in any of the Group companies. Auditors shall be paid according to an approved invoice.
- Re-election of the following members of the Board of Directors: Mariana Burenstam Linder, Anders Böös, Carl Douglas, Eric Douglas, Olle Nordström and Lena Olving and new election of Joakim Rosengren and Johan Hjertonsson. The proposed board members of the Board of Directors are presented in more detail on the company website, www.latour.se. Anders G Carlberg and Jan Svensson have declined re-election.
- Re-election of the auditing firm Öhrlings PricewaterhouseCoopers AB until the end of the Annual General Meeting 2020.
- Furthermore the nominating committee proposes that the Annual General Meeting elect Olle Nordström Chairman of the board.

Point 14, authorisation of the Board of Directors to buy back and transfer its own shares

The Board of Directors proposes that the Annual General Meeting authorises the board to, until the next Annual General Meeting, on one or several occasions, acquire its own shares. The company may acquire up to ten (10) per cent of the outstanding shares in the company. The total number of shares may consist of A shares or B shares, or a combination thereof. The shares may be acquired through offers to all shareholders or through trading on the Nasdaq Stockholm. If purchased on the Nasdaq Stockholm the price will correspond to the market price at the time of the acquisition with a

deviation that does not exceed the registered price interval on each occasion. The purpose of this acquisition is to adjust the company's capital structure, achieve added value for the shareholders as well as to finance acquisitions with shares and be able to meet the obligations of call option programs.

The Board of Directors is also authorised to, on one or several occasions, until the Annual General Meeting 2020, transfer its own shares owned by the company at the time of the Board of Directors' decision. The shares may be acquired through trading on the Nasdaq Stockholm at the registered price interval on each occasion. The transfer of shares acquired according to the above may take place outside of Nasdaq Stockholm with or without deviating from shareholders' preferential rights and with or without provisions of contribution or set-offs. The transfer of shares may in other words be used as payment in connection with acquisitions on terms in accordance with the Companies Act regulations regarding new share issue. This transfer may be for a price in money or the value of received asset which, for acquisitions, corresponds to the market price at the time of the transfer.

In order to cover the company's obligations for the proposed call option program in point 16, including previous years' programs, the Board of Directors propose that the Annual General Meeting decides that the Latour class B shares owned by Latour and may be owned by Latour by acquisitions with support of the above authorisation, can be transferred to the participants under the terms of the call option programs. The Board of Directors further proposes that the Annual General Meeting decides that a maximum of 800,000 class B shares may be transferred to participants under the call option program in accordance with point 16. The exercise price follows from the terms adopted when the call option program was established which was determined by an independent valuer following established valuation models.

Point 15, principles for remuneration for the Group management

The Board of Directors proposes the Annual General Meeting to adopt the following principles for remuneration to Group management. Remuneration for the CEO and other senior officers consist of basic wage, variable remuneration and pension. Other senior officers are members of the Group management and business area managers. The variable remuneration is based on goals achieved and can amount to 0-100 per cent of basic wage. In order to promote a long-term perspective, the Board of Directors may also decide on remuneration, besides the annual variable remuneration, connected to the business areas' long-term value development over a period of three years, maximized to a third of the basic wage per year during a three-year period. The retirement age for the CEO is 62, after which pension makes up 60 per cent of basic wages for three years with associated pension which continues to be paid as if the employment continues with full pay. The retirement age for all other senior officers is 65. The Board of Directors may depart from the guidelines adopted by the Annual General Meeting, if there are special reasons for such an individual case.

The Board of Directors further proposes that remuneration to the Group management be complemented with share-related incentive programs (such as call option programs), provided that these promote long-term commitment in the operation and provided that they be based on market terms.

Point 16, proposal for call option program for senior officers

The Board of Directors proposes the Annual General Meeting adopt a call option program for the CEO and senior officers, executive management in the business areas and employees at Latour's headquarters.

The Annual General Meeting is proposed to authorise the Board of Directors to issue, until the next Annual General Meeting, call options for a further 800,000 class B shares maximum, corresponding to no more than 0.13 per cent of the total number of shares and 0.07 per cent of total number of votes.

Until the next Annual General Meeting senior officers will be given the opportunity to acquire call options for a maximum of 800,000 class B shares, of which the CEO will be offered a maximum of 160,000 class B shares. The terms of the call options will be based on market terms following established models at the time of each issue. The option premium will be 10 per cent of the share price on the date of issue. The call options will have maximum 4.3 years maturity from the date

of issue and the subscription period will be 20 May 2023 – 30 June 2023. The exercise price will be determined by an independent valuer on each occasion, following established valuation models.

If the Annual General Meeting approves the board's proposal the company, with a deviation from shareholders' preferential rights, will transfer to the option holders up to 800,000 class B shares for the fixed subscription price of the options if the call options are taken advantage of (with reservations for any recalculation due to bonus issues, merging or splitting shares, new issues, reduction in share capital, or other similar actions). At the time of the summons Latour owns 722,500 repurchased class B shares, all of which are charged by previous years' call options. This means, if this year's program is fully subscribed, that Latour needs to buy back 1,478,500 class B shares in order to ensure delivery for this and previous year's programs.

The proposal is a part of creating a long-term incentive for important employees. The proposal is considered to be of reasonable scope for employees and Latour's shareholders. There is already a corresponding program from Annual General Meetings 2015-2018 comprising 1,401,000 call options which give the right to purchase 2,346,000 shares. It is the intention of the Board of Directors to return to similar propositions at coming Annual General Meetings. Since the program is based on market terms and since it entails a financial risk for the senior officers it does not generate social security costs.

Majority requirement

In order for the decision regarding point 14 first and second paragraph according to the above proposal to be valid shareholders holding two-thirds (2/3) of the votes given and the shares represented at the Annual General Meeting must support them. For the decision regarding point 14 third paragraph and point 16 to be valid a majority of nine-tenths (9/10) of the votes given and the shares represented is required.

Number of shares and votes

At the time of the summons the total number of shares in the company amounted to 639,840,000, of which 47,642,248 class A shares and 592,197,752 class B shares. In total the company owned 722,500 class B shares. The total number of votes in the company amounted to 1,068,620,232 of which the company had 722,500 votes.

Documents

The Annual Report including the Audit Report, an Auditor Statement according to chapter 8 § 54 of the Company Act regarding the application of principles for remuneration and other employment terms for company management, the board's complete proposals for decision in points 14 and 16 as well as the board's proposals and statements according to chapter 18 § 4 of the Company Act will be available no later than three weeks before the Annual General Meeting on the company website www.latour.se.

The nominating committee's proposal and motivations for decision in points 10, 11, 12 and 13 will be available at the same time as the notice is published on Latour's website www.latour.se.

Shareholders wishing to partake of these documents can collect these on the company's office at J A Wettergrens gata 7, 421 30 Västra Frölunda, or notify the company thereof and the material will be sent via mail or e-mail.

Shareholders' right to information

The shareholders are hereby informed of their right to request information at the Annual General Meeting from the Board of Directors and CEO regarding circumstances that may influence assessments of points on the agenda, the financial situation of Group companies and the company's relationship to another Group company. This information will be given as long as it is not considered harmful to the company.

Personal data

For information on how your personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Program Annual General Meeting

4:00 p.m. The premises for the Annual General Meeting are opened

5:00 p.m. Annual General Meeting begins

Refreshments will be served after the Annual General Meeting

Please state at time of notification whether you wish to stay on the refreshments or not.

Göteborg April, 2019

Investment AB Latour (publ)

Board of Directors

This information is information that Investment AB Latour (publ) is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact person set out above, at 18.00 AM CEST on April 1, 2019.