

NOTICE OF ANNUAL GENERAL MEETING

The shareholders of **Lifco AB (publ)** are hereby invited to attend the Annual General Meeting (AGM) to be held on Thursday 4 May 2017, at 3 p.m. CET at Bonnierhuset, Torsgatan 21 in Stockholm, Sweden.

Right to attend

Shareholders who wish to attend the AGM must:

- be recorded in the register of shareholders maintained by Euroclear Sweden AB (*the Swedish Central Securities Depository*) on Thursday 27 April 2017, and
- notify the Company of their intention to participate in the meeting not later than on Thursday 27 April 2017.

Shareholders who have trustee-registered their shares must re-register the shares in their own name to be entitled to participate in the meeting. Such registration, which may be temporary, must be completed on Thursday 27 April 2017. Accordingly, shareholders must inform the trustee of this request in ample time prior to this date.

Notice of attendance

Notice of attendance shall be made in writing to Lifco AB, Attn: "AGM", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden, or by telephone +46 (0)8-402 92 82 or on Lifco's website lifco.se. The notice shall state name, address, telephone number, personal or corporate identity number, number of shares held and, if applicable, the number of advisors (not more than two) that will accompany the shareholder at the meeting. An entrance card to be shown when registering for the AGM will be sent in confirmation of the notice of attendance. Shareholders represented by proxy shall issue a dated and signed power of attorney for the proxy. If the power of attorney is issued on behalf of a legal entity, a certified copy of a registration certificate or corresponding document shall be appended, which indicates the authorized signatories of the legal entity. The original power of attorney and, where applicable, the certificate should be submitted to the Company at the address indicated above well in advance of the meeting. Proxy forms are provided at the Company's website lifco.se, and will be sent to shareholders that so request.

Proposal for agenda

1. Opening of the Meeting
2. Election of Chairman of the Meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to approve the minutes
6. Determination of compliance with the rules of convocation
7. Presentation of
 - a) the Annual Report and the Auditors' Report
 - b) the Consolidated Accounts and the Group Auditors' Report
 - c) the statement by the auditor on compliance of the Guidelines for Remuneration to Senior Executives applicable since last AGM
 - d) the Board's proposal for distribution of the Company's profit and the Board's reasoned statement thereon
8. Report on the work of the Board of Directors, including the work and functions of the Remuneration Committee and the Audit Committee

9. The CEO's report
10. Resolution regarding the adoption of the Income Statement and the Balance Sheet as well as the Consolidated Income Statement and the Consolidated Balance Sheet
11. Resolution regarding dispositions in respect of the Company's profit according to the adopted Balance Sheet
12. Resolution regarding discharge from liability for the Board of Directors and the CEO
13. Establishment of the number of board members and auditors
14. Establishment of fees to the Board of Directors (including fees for work in Committees) and the auditor
15. Election of the Board of Directors and Chairman of the Board
 - a) re-election of Carl Bennet;
 - b) re-election of Gabriel Danielsson;
 - c) re-election of Ulrika Dellby;
 - d) re-election of Erik Gabrielson;
 - e) re-election of Ulf Grunander;
 - f) re-election of Annika Espander Jansson;
 - g) re-election of Fredrik Karlsson;
 - h) re-election of Johan Stern;
 - i) re-election of Axel Wachtmeister;
 - j) new election of Anna Hallberg; and
 - k) re-election of Carl Bennet as Chairman of the Board
16. Election of auditor
17. Resolution regarding Nomination Committee
18. Resolution regarding Guidelines for Remuneration to Senior Executives
19. The Board of Directors' proposal on amendment of the Articles of Association
20. Closing of the Meeting

Proposals by the Nomination Committee (items 2 and 13-16)

The Nomination Committee in respect of the 2017 AGM consists of Carl Bennet (*Carl Bennet AB*), Anna-Karin Celsing (*representative of minority shareholders*), Per Colleen (*the Fourth National Swedish Pension Fund*), Hans Hedström (*Carnegie Funds*), Marianne Nilsson (*Swedbank Robur Funds*) and Adam Nyström (*Didner & Gerge Funds*).

The Nomination Committee has proposed the following:

Chairman of the AGM: The Chairman of the Board, Carl Bennet, shall be elected Chairman of the AGM.

Board of Directors: The number of board members elected by the General Meeting shall be ten with no deputy members. As board members, re-election shall be made of Carl Bennet, Gabriel Danielsson, Ulrika Dellby, Erik Gabrielson, Ulf Grunander, Annika Espander Jansson, Fredrik Karlsson, Johan Stern and Axel Wachtmeister. Anna Hallberg shall be elected new member of the Board. As Chairman of the Board, Carl Bennet shall be re-elected.

Board member proposed for new election: Anna Hallberg, born 1963, has studied law and business administration at the University of Gothenburg's School of Business, Economics and Law. She is a Board member in Atrium Ljungberg, University West and five companies associated with Almi's operations. Anna Hallberg is also a member in the governing group of Näringspolitiskt forum (network for company management, company owners, authorities, organisations, politicians and opinion builders for policy discussions regarding issues of special relevance to the long-term development of Swedish business). She is also a member of the Board of Entreprenörskapsforum, an independent research foundation initiating, undertaking and communicating policy-relevant research to improve the premises for entrepreneurship, innovation, small businesses and economic growth. Hallberg has been appointed by the Government to serve as an expert in the investigation on the development of the innovation and entrepreneurial climate in Sweden. She has thorough experience in strategic and operational management, such as corporate governance and Board work. Anna Hallberg is Assistant Managing Director of Almi Företagspartner which is owned by the Ministry of Enterprise, Energy and Communications and is Sweden's largest public financing entity. She was previously CFO for Almi Företagspartner and Head of SEB Private Banking in Stockholm. Prior to this, she worked with, amongst other things, corporate financing at Öhman Fondkommission and held a variety of positions within SEB.

Board and committee fees: Board fees, excluding remuneration for committee work, shall amount to a total of SEK 5,750,000 of which SEK 1,150,000 to the Chairman and SEK 575,000 to each of the other board members elected by the General Meeting who are not employees of Lifco Group. Work in the Audit Committee shall be compensated by SEK 200,000 to the Chairman and SEK 100,000 to each of the other members. Work in the Remuneration Committee shall be compensated by SEK 126,000 to the Chairman and SEK 70,000 to each of the other members.

Auditor: The Company is to have one auditor, with no deputies. The registered auditing firm, PricewaterhouseCoopers AB, shall be re-elected as auditor for the period up until the end of the annual meeting of shareholders in 2018. The Authorised Public Accountant Erik Salander will serve as Auditor-in-Charge. Audit fees shall apply as agreed.

The proposal regarding the auditors is in accordance with the Audit Committee's recommendation.

Information concerning all members proposed for re-election is available on the company's website lifco.se.

Dividend (item 11)

The Board of Directors and the CEO propose that the AGM resolves on a dividend of SEK 3.50 per share for the financial year 2016 and that the record date for the dividend shall be Monday 8 May 2017. If the AGM resolves in accordance with the proposal, it is expected that the dividend will be disbursed by Euroclear Sweden on Thursday 11 May 2017. The last day for trading in the Lifco share including the right to dividend is Thursday 4 May 2017.

Nomination Committee (item 17)

The Nomination Committee proposes that the AGM resolves:

- to instruct the Chairman of the Board to convene a Nomination Committee for the AGM 2018, composed of the Chairman of the Board, one representative of each of

- the Company's five largest shareholders as per 31 August 2017, as well as one representative of the minority shareholders,
- that, in the event any of the five largest shareholders refrains from exercising its right to appoint a representative to the Nomination Committee, such right shall pass to the shareholder that, next to these five shareholders, has the largest shareholding in the Company,
 - that, in the event a representative no longer represents the relevant shareholder, or otherwise resigns from the Nomination Committee prior to the completion of its work, such shareholder shall be offered the opportunity to appoint a new representative to the Nomination Committee,
 - that, in the event a representative represents a shareholder that has sold all or the main part of its shareholding in Lifco, the Nomination Committee may resolve that such member shall resign and, if deemed appropriate by the Nomination Committee, offer another representative for a larger shareholder a place in the Nomination Committee, and
 - that the Nomination Committee shall perform such duties that fall on the Nomination Committee in accordance with the Swedish Code of Corporate Governance.

The Board's Proposal Regarding Guidelines for Remuneration to Senior Executives (item 18)

The Board of Directors of Lifco AB proposes that the Annual General Meeting resolves on the following guidelines for remuneration to senior executives. The guidelines are in line with the principles applied to date.

1. Scope of the guidelines, etc

These guidelines cover remuneration and other terms of employment for individuals being part of the Group management of Lifco AB during the validity of the guidelines, in the following referred to as "senior executives". At present, the Group management has four members.

2. Basic principles and remuneration elements

The basic principle is that remuneration and other terms and conditions of employment for senior executives shall be based on market conditions and be competitive in all markets where Lifco operates, to ensure that competent and skillful employees can be attracted, motivated and retained. Individual levels of remuneration shall be based on experience, competence, responsibility and achievement.

The total remuneration to senior executives shall comprise basic salary, variable remuneration, pensions and other benefits.

3. Principles for various types of remuneration

Fixed remuneration

The fixed remuneration, meaning the basic salary, shall be based on the individual employee's area of responsibility, authority, competence and experience.

Variable remuneration

The allocation between basic salary and variable remuneration shall be proportional to the responsibility and authority of the employee. The variable remuneration shall be connected to predetermined and measurable criteria, established with the purpose to promote the long-term added value of the Company. As regards the CEO, the variable remuneration shall be capped at 70% of the basic salary. The variable remuneration shall be based on the individual goals proposed by the Remuneration Committee and set by the Board of

Directors. Examples of such goals are earnings, volume growth, working capital and cash flow. In respect of other senior executives, the variable remuneration shall be based on the result within the executive's responsibility area as well as the outcome of individual goals.

In addition to the variable remuneration, share or share-related incentive programs approved by the AGM may occasionally be implemented.

Pension

Pension rights for the CEO and for other senior executives shall apply from earliest the age of 60. Pension agreements shall be contracted according to national regulations applicable in the senior executive's country of residence. Pension levels shall be based on a certain share of the basic salary. Pension benefits shall be inviolable.

Terms of notice

Upon notice by the CEO, a notice period of six months shall apply. Upon termination of employment by the Company, a notice period of maximum twelve months shall apply, with right for the CEO to obtain salary during such period. The termination pay shall not be set off against other income.

Upon termination of employment of other senior executives by the Company, the senior executive shall have the right to obtain salary during a notice period of maximum twelve months.

Other benefits

Other benefits such as company car, extra health insurance or occupational health service may be provided to the extent this is considered customary for senior executives holding equivalent positions on the labour market where the employee is active. The total value of such benefits shall, however, amount to a minor part of the total remuneration.

4. Other

The guidelines shall apply to agreements entered into after the adoption by the Annual General Meeting and to changes made in existing agreements after this date. The Board of Directors shall retain the right to deviate from the guidelines if motivated by particular reasons on an individual basis.

The Board of Directors' proposal on amendment of the Articles of Association (item 19)

The Board of Directors proposals that the annual meeting of shareholders resolves on a change in the number of Board members as stipulated in § 7 in the Articles of Association.

Current wording:

"The board of directors elected by the shareholders' meeting shall consist of not less than three members and not more than nine members with not more than nine deputy members."

Proposed wording:

"The board of directors elected by the shareholders' meeting shall consist of not less than three members and not more than ten members with no deputy members."

Documents and other information

The annual report and other supporting resolution documentation will be held available at the Lifco's premises at Verkmästaregatan 1 in Enköping, Sweden, and on the Company's website lifco.se, no later than three weeks prior to the meeting. The documents will be sent

to shareholders who so request and specify their postal address. Shareholders are reminded of their right to request information under Chapter 7, Section 32 of the Swedish Companies Act.

There are a total of 90,843,260 shares in Lifco, entitling to 145,526,990 votes. Of these shares, 6,075,970 are class A shares with ten votes per share and 84,767,290 are class B shares with one vote per share. The Company holds no treasury shares.

Enköping in April 2017

The Board of Directors of Lifco AB (publ)