



## Item 12

### **The Board of Directors' proposal for resolution on transfer of treasury stock in relation to the resolutions on the Long-Term Variable Compensation Programs 2011, 2012, 2013 and 2014**

#### **Background**

The Annual General Meetings 2011, 2012, 2013 and 2014 resolved on a right for the Company to transfer in total not more than 19,900,000 shares of series B in the Company on a stock exchange to cover certain payments, mainly social security charges, which may occur in relation to the Long-Term Variable Compensation Programs 2011, 2012, 2013 and 2014.

Each resolution has for legal reasons only been valid up to the following Annual General Meeting. Resolutions on transfer of treasury stock for the purpose of the above mentioned programs have therefore been repeated at the subsequent Annual General Meeting.

In accordance with the resolutions on transfer of in total not more than 19,900,000 shares, 733,800 shares of series B have been transferred up to March 1, 2015.

#### **Proposal**

The Board of Directors proposes that the Annual General Meeting resolve that the Company shall have the right to transfer, prior to the Annual General Meeting 2016, not more than 19,166,200 shares of series B in the Company, or the lower number of shares of series B, which as per April 14, 2015 remains of the original 19,900,000 shares, for the purpose of covering certain payments, primarily social security charges that may occur in relation to the Long-Term Variable Remuneration Programs 2011, 2012, 2013 and 2014. Transfer of shares shall be effected on Nasdaq Stockholm at a price within the, at each time, prevailing price interval for the share.

#### **Majority rules**

The resolution of the Annual General Meeting on a transfer of treasury stock requires that shareholders holding at least two-thirds of the votes cast as well as the shares represented at the Annual General Meeting vote in favor of the proposal.

**Stockholm, March 2015**

**THE BOARD OF DIRECTORS**