AcadeMedia

Press release, Tuesday, October 24, 2017

Notice of annual shareholders' meeting of AcadeMedia AB (publ)

The shareholders of AcadeMedia AB (publ) are summoned to the annual shareholders' meeting on Friday 24 November 2017 at 3 p.m. at City Conference Center, Folkets Hus, Barnhusgatan 12-14, Stockholm. Registration starts at 2 p.m.

Right to attend the shareholders' meeting

Shareholders who wish to attend the annual shareholders' meeting must

- be registered in the share register maintained by Euroclear Sweden AB on Saturday 18 November 2017, and must also
- notify the company of their intention to attend the meeting, no later than Monday 20 November 2017.

The notification must be made in writing by post to AcadeMedia AB (publ), c/o Euroclear Sweden, "Årsstämma", Box 191, 101 23 Stockholm, or by telephone +46 (0)8 402 92 17, weekdays between 9 a.m. and 5 p.m. Shareholders who are physical persons may also make their notification on-line via the company webpage, https://corporate.academedia.se/en/. The notification must state the shareholder's name, personal identity number/registration number, shareholding, address, day time telephone number and information about the attendance of any assistants (maximum two) and, if applicable, information about any proxies.

Proxy

Shareholders represented by proxy must submit a dated power of attorney. If the power of attorney is executed by a legal person a certified copy of the certificate of registration or equivalent should be attached. The power of attorney and the certificate of registration may not be older than one year, however, the power of attorney may be older provided that the power of attorney according to its wording is valid for a longer period, although, not more than five years. The original power of attorney and the certificate of registration should be sent to the company at the address mentioned above well in advance of the shareholders' meeting. A proxy form is available at https://corporate.academedia.se/en/ and will also be sent to shareholders who so request and state their postal address.

Nominee-registered shares

Shareholders whose shares are registered in the name of a nominee through a bank or a securities institution must re-register their shares in their own names in order to be entitled to attend the shareholders' meeting. Such registration, which may be temporary, must be duly effected in the share register maintained by Euroclear Sweden AB on Saturday 18 November 2017, and the shareholders must therefore advise their nominees well in advance of this date.

Number of shares and votes

As per the date of this notice there are a total of 94,624,997 ordinary shares outstanding for the company that entitle to one vote per share at the shareholders' meeting. Further, the company holds 165,000 own shares of series C, which entitle to one tenth of a vote per share which cannot be represented at the shareholders' meeting. Thus, there are a total of 94,789,997 shares and 94,641,497 votes in the company, of which 94,624,997 shares and votes can be represented at the annual shareholders' meeting.

Proposed agenda

1. Opening of the annual shareholders' meeting

2. Appointment of chairman for the annual shareholders' meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons who shall approve the minutes
6. Determination of whether the annual shareholders' meeting was duly convened
7. Presentation by the CEO
8. Submission of the annual report and the auditors' report, as well as the consolidated financial statements and the auditors' report for the group
9. Resolution regarding the adoption of the income statement and the balance sheet, as well as the consolidated income statement and the consolidated balance sheet for the group
10. Resolution regarding allocation of the company's results in accordance with the adopted balance sheet
11. Resolution regarding discharge of the members of the board of directors and the CEO from liability
12. Determination of the number of members of the board of directors and the number of auditors
13. Determination of fees for members of the board of directors and auditors
14. Election of the members of the board of directors and auditors
15. Resolution on principles for appointing the nomination committee
16. Proposal from the board of directors to resolve on guidelines for remuneration to senior executives
17. Proposal from the board of directors to resolve to adopt a long-term incentive program in the form of a share matching plan
18. Proposal from the board of directors to resolve to adopt a long-term incentive program in the form of an issue of warrants
19. Proposal from the board of directors to resolve to authorise the board of directors to resolve to issue new ordinary shares
20. Resolution regarding issue of ordinary shares with preferential rights to existing shareholders
21. Closing of the annual shareholders' meeting

Items 2 and 12-14 – The nomination committee's proposal to the annual shareholders' meeting 2017

The nomination committee of AcadeMedia AB (publ), consisting of the chairman of the nomination committee Rune Andersson (Mellby Gård), Erika Henriksson (Marvin Holding Limited) and Marianne Nilsson (Swedbank Robur), with the chairman of the board of directors Ulf Mattsson co-opted, proposes the following:

- that Ulf Mattsson shall be appointed chairman of the shareholders' meeting,
- that the board of directors shall consist of seven members elected by the shareholders' meeting without deputy members
- that the number of auditors shall be one without deputies,
- that the fee to the members of the board of directors shall be paid out in a total amount of SEK 2,500,000 (2,050,000), divided so that the chairman of the board of directors shall receive SEK 600,000 (500,000) and the other board members who are not employed by the group, shall receive SEK 250,000 (250,000) each, the chairman of the audit committee shall receive SEK 150,000 (100,000) and SEK 75,000 (50,000) for each other member of the audit committee who is not employed by the group, as well as SEK 50,000 (50,000) for the chairman of the remuneration committee and SEK 25,000 (25,000) for each other member of the remuneration committee who is not employed by the group,
- that the auditor's fees shall be paid as per approved current account,
- that the members of the board of directors Erika Henriksson, Silvija Seres and Anders Bülow are re-elected (Ulf Mattsson, Harry Klagsbrun and Helen Fasth Gillstedt have declined re-election),
- that Johan Andersson, Thomas Berglund, Pia Rudengren and Håkan Sörman are elected members of the board of directors,

- that Anders Bülow is elected as the chairman of the board, and that Thomas Berglund is elected as the deputy chairman of the board,
- that PricewaterhouseCoopers AB is elected as the company's auditor (choice of firm) with the request that Patrik Adolfsson acts as auditor in charge, which is in accordance with the audit committee's recommendation (the audit committee's recommendation has been preceded by a procurement process in accordance with the stipulated requirements and guidelines and the nomination committee notes that the audit committee assures that it has not been influenced by a third party and has not been forced by any terms that restrict the shareholders' meeting's freedom of choice), and
- that the principles for the appointment of the nomination committee are adjusted, in accordance with the separate proposal to the annual shareholders' meeting.

Presentations of the individuals proposed for new election are listed below. Further, more detailed presentations of the persons proposed for new election, as well as presentations of the persons proposed by the nomination committee for re-election, are available at https://corporate.academedia.se/en/ under *Annual General Meeting 2017*.

Johan Andersson
Johan Andersson was born in 1978 and holds a Master of Science degree from Chalmers University of Technology and an MBA from INSEAD Singapore. Andersson has previously been CEO of Smart Eyes International AB and has since 2013 been CEO of Mellby Gård AB. Furthermore, Andersson has extensive experience in board work and currently has a number of board assignments within the Mellby Gård group of companies, including Duni AB (publ), Älvsbyhus Intressenter AB and StudentConsulting Holding AB. In addition, Johan is a member of the board of Chalmers University of Technology.

Thomas Berglund
Thomas Berglund was born in 1952 and holds an MSc in Business and Economics from the Stockholm School of Economics. Berglund has since 2011 been CEO and Group President of the healthcare group Capio AB (publ) and has previously served as CEO and Group President of Securitas AB (publ). Berglund currently has a number of assignments as chairman of the board of subsidiaries within the Capio group of companies. He is also deputy chairman of the Danish facility service company ISS A/S. Furthermore, Berglund has previously been a consultant within the Swedish Management Group and active in the Government Offices.

Pia Rudengren
Pia Rudengren was born in 1965 and holds an MSc in Business and Economics from the Stockholm School of Economics. Pia Rudengren has long experience from board work and has previously been, *inter alia*, CFO at Investor Aktiebolag (publ) and deputy CEO of W Capital Management AB. Furthermore, Rudengren has broad experience from board work in listed companies and is currently a board member of KappAhl AB (publ), Boliden AB (publ), Duni AB (publ) and Tikkurila Oyj, as well as chairman of the board of Social Initiative Norden AB. Rudengren has previously also held board assignments in Swedbank AB (publ) and Metso Oyj.

Håkan Sörman
Håkan Sörman was born in 1965 and holds an MSc in Business and Economics from the Stockholm School of Economics. Sörman has long experience from work within the municipal sector and has previously been governor of Jönköping county, city manager of Södertälje municipality and head of the Täby municipality. Sörman is currently a board member of Dagens Samhälle AB and has previously served as board member in, *inter alia*, SOS Alarm Sverige AB, KPA AB, SKL Kapitalförvaltning AB, TO i Sverige AB, as well as CEO of the Swedish Association of Local Authorities and Regions.

Item 10 – Resolution regarding allocation of the company's results in accordance with the adopted balance sheet

The board of directors proposes that there shall be no dividend for the business year 2015/2016 and that the results of the company shall be carried forward.

Item 15 – Resolution on principles for appointing the nomination committee

The nomination committee proposes the following principles for appointing the nomination committee.

The nomination committee shall comprise one representative for each of the three largest shareholders based on ownership of the company as per the end of the financial year's third quarter as it appears in Euroclear's ownership list. The chairman of the board shall be a co-opted member (sw. *adjungerad*). Should one of the three largest shareholders refrain from appointing a representative to the nomination committee, the right shall pass to the shareholder that, excluding these three shareholders, has the largest shareholding in the company. The chairman of the board of directors shall convene the nomination committee. The chairman of the nomination committee shall be the member representing the largest shareholder, unless the nomination committee unanimously appoints another member.

If the shareholder that appointed a member of the nomination committee is no longer one of the three largest shareholders and the change occurs after the end of the third quarter but not later than 31 August, the member appointed by such owner shall offer to leave the committee and the shareholder that has become one of the three largest shareholders has the right to appoint a representative to the committee. In the event that a member leaves the nomination committee before its work is completed, the shareholder who appointed the member shall appoint a new member. If this shareholder is no longer one of the three largest shareholders, a new member is appointed according to the above procedure. Shareholders who have appointed a representative to the nomination committee have the right to dismiss such member and appoint a new representative as a member of the committee.

Changes in the nomination committee's composition shall be announced immediately. The nomination committee's term of office shall extend until a new nomination committee is appointed.

The nomination committee shall perform the duty of the nomination committee in accordance with the Swedish corporate governance code.

Item 16 – Resolution on guidelines for remuneration to senior executives

The board of directors proposes that the current guidelines for remuneration to senior executives be left unchanged for 2017/18, which are those described below.

AcadeMedia shall offer remuneration in accordance with market practice which enables the recruitment and retention of qualified senior executives. Remuneration within AcadeMedia shall be based on principles of performance, competitiveness and fairness. The guidelines apply to agreements entered into following the resolution of the annual shareholders' meeting and also where amendments are made to existing agreements after such point in time. For information on remuneration paid to senior executives, please see the annual report 2016/2017.

Senior executives include the CEO and the other members of group management. The remuneration to senior executives may consist of fixed remuneration, variable remuneration, share and share-price related incentive programs, pension and other benefits. If local conditions justify variations in the remuneration principles, such variations may occur.

The fixed remuneration shall reflect the individual's responsibility and experience level and shall be reviewed annually. Senior executives may be offered cash bonuses. Variable remuneration paid in cash may not exceed 50 percent of the annual fixed remuneration.

Variable remuneration shall be tied to predetermined and measurable criteria, designed with the aim of promoting the company's long-term value creation.

Share and share-price related incentive programs shall, if resolved on, be decided by the shareholders' meeting. Pension will, where possible, be premium-based. For the CEO and other executive managers, the premium may, in situations where premium-based pension is applicable amount to a maximum of 30 percent of the fixed salary. The board of directors is entitled to, notwithstanding the above, offer other solutions which, in terms of cost, are equivalent to the above.

Between the company and the CEO, the notice period shall be 12 months upon notice by the company. Upon notice by the CEO, the notice period is six months or, alternatively, 12 months if the CEO intends to take new employment in a company engaged in a competing business. For other senior executives, notice periods of four to 12 months apply.[1] During the notice period, normal salaries shall be paid. Upon notice by the company, the CEO shall be entitled to a severance pay corresponding to 12 months' salary. Other senior executives may, upon being given notice by the company, be entitled to severance pay of up to 12 months' salary. The severance pay is not vacation or pension qualifying and is normally deductible against future employment income received during the period when severance pay is paid.

Senior executives may be awarded other customary benefits, such as company car, company health care etc. Such other benefits shall not constitute a substantial part of the total remuneration.

To the extent a board member conducts work for the company, in addition to the board work, consulting fees and other compensation for such work may be payable.

The board of directors is entitled to deviate from the guidelines if the board of directors, in a certain case, determines that there are reasonable motives for the deviation.

Item 17 – Resolution to adopt a long-term incentive program in the form of a share matching program

The board of directors proposes that the annual shareholders' meeting resolves to adopt a long-term incentive program in the form of a share matching plan for senior executives and other key employees within the AcadeMedia group in accordance with item 17(a) below. The resolution in accordance with item 17(a) shall be conditional upon the annual shareholders' meeting resolving to adopt the hedging arrangements with respect to the incentive program, either in accordance with the board of directors' proposal under item 17(b) below or in accordance with the board of directors' proposal under item 17(c) below.

Adoption of an incentive program (item 17(a))

Summary of the program

The board of directors proposes that the annual shareholders' meeting resolves to adopt a long-term incentive program in the form of a share matching plan (the "**Plan**"). The Plan is proposed to include not more than 88 key employees within the AcadeMedia group. The participants in the Plan are required to invest in the group by acquiring new shares in AcadeMedia AB (publ) ("**Saving Shares**"). The participants will thereafter be granted the opportunity to receive ordinary shares free of charge in accordance with the Plan, so called "**Matching Shares**" in accordance with the terms set out below.

Personal investment

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[1] The conditions may deviate in certain cases where members of the senior executives have joined the group in connection with acquisitions.

In order to participate in the Plan, the participant must have made a private investment in the group by acquiring Saving Shares. The Saving Shares shall have been acquired at market price and with the purpose of being allocated to the Plan. The maximum number of Saving Shares that the employee can allocate to the Plan amounts to 7,350 Saving Shares, 2,625 Saving Shares, 1,825 Saving Shares and 1,325 Saving Shares respectively, in accordance with the below. The number of Saving Shares that every participant is entitled to depends on which category the participant belongs to. For each Saving Share held under the Plan, the company will grant participants a right to one Matching Share, meaning the right to receive one Matching Share free of charge provided that certain conditions are fulfilled ("**Rights**").

Terms and conditions

A Right may be exercised provided that the participant, with certain exceptions, as of the start of the Plan for the participant and up until and including the date of release of the interim report for the period 1 July – 31 December 2020 (the "**Vesting Period**") has kept its own original Saving Shares and that the participant, with certain exceptions, maintains its employment within the AcadeMedia group. The Plan shall start as soon as practicable after the publication of the interim report for the period 1 July – 31 December 2017. Thereafter, newly employed key employees in AcadeMedia may be invited to participate in the Plan up until 31 May 2018, and shall then make their first investment in Saving Shares within the first two weeks after the first day of employment.

In addition to the requirement for the participant's maintained employment and a retained Saving Share investment in accordance with the above, a certain shareholder return condition and certain quality based conditions have also been adopted. A participant's Rights entitle to Matching Shares if the total shareholder return (shareholder return in the form of an increase of the price of the company's share and reinvestment of potential dividends during the term of the Plan) on the company's shares, exceeds zero (0) per cent during the Vesting Period. Further, the exercise of the Rights is dependent on that AcadeMedia, during the Vesting Period, has maintained a good quality in its educational operations. The board of directors will make a continuous discretionary evaluation of management's judgment concerning the quality of education to the students

The Rights

The Rights shall, in addition to what is set out above, be governed by the following terms and conditions:

- Rights are granted free of charge after the publication of the interim report for the period 1 July – 31 December 2017.
- Rights vests during the Vesting Period.
- Rights may not be transferred or pledged.
- Each Right entitles the participant to receive one Matching Share free of charge after the end of the Vesting Period if the participant, with certain exceptions, maintains its employment within the AcadeMedia group and the invested Saving Shares until the time of the release of the interim report for the period 1 July – 31 December 2020.
- In order to align the participants' and the shareholders' interests, the company will compensate the participants for any dividends paid by increasing the number of Matching Shares that each Right entitles to at the end of the Vesting Period.
- The maximum value per Right is limited to five (5) times the volume-weighted average price of the company's share during the period of five trading days falling immediately before the start of the Plan. In the event that the value of such Right

exceeds such limit, the number of Matching Shares will be decreased on a pro rata basis.

Preparation and administration

The board of directors, or a committee established by the board of directors for these purposes, shall be responsible for preparing the detailed terms and conditions of the Plan, in accordance with the above terms and conditions, including provisions on recalculation in the event of a bonus issue, split, rights issue and/or other similar events during the Vesting Period. No recalculation shall be made for the rights issue resolved by the board of directors on 23 October 2017 subject to the subsequent approval of the annual shareholders' meeting. Should the rights issue for any reason not be completed, the board of directors shall ensure that a recalculation is made.

In connection with the preparation of the detailed terms and conditions of the Plan, the board of directors shall also be entitled to make adjustments to meet foreign regulations or market conditions. The board of directors shall also have the right to make other adjustments if significant changes in the AcadeMedia group or its environment would result in a situation where the adopted terms and conditions of the Plan no longer serve their purpose.

Allocation

The participants are divided into different categories and in accordance with the above, the Plan will comprise the following number of Saving Shares and maximum number of Rights for the different categories:

- the CEO: may allocate up to 7,350 Saving Shares to the Plan, entitling the holder to allotment of one (1) Right for each invested Saving Share;
- members of the group management (approximately 9 individuals): may allocate up to 2,625 Saving Shares to the Plan, entitling the holder to allotment of one (1) Right for each invested Saving Share;
- managing directors (approximately 18 individuals): may allocate up to 1,825 Saving Shares to the Plan, entitling the holder to allotment of one (1) Right for each invested Saving Share; and
- other directors or key employees within the group (approximately 60 individuals): may allocate up to 1,325 Saving Shares to the Plan, entitling the holder to allotment of one (1) Right for each invested Saving Share.

Allotment of Matching Shares under the Plan and hedging arrangements

In order to implement the Plan in a cost-efficient and flexible manner, the board of directors has considered different methods to ensure delivery of Matching Shares in accordance with the Plan. The board of directors has found the most cost-efficient alternative to be, and thus proposes that the annual shareholders' meeting as a main alternative, in accordance with item 17(b) below, resolves to authorise the board of directors to resolve on a directed share issue of not more than 160,000 Class C shares to Nordea Bank AB (publ) and further to authorise the board of directors to subsequently resolve to repurchase the Class C shares from Nordea Bank AB (publ). The Class C shares will then be held by the company, whereafter the appropriate number of Class C shares will be reclassified into ordinary shares and subsequently be delivered to the participants under the Plan. The board of directors further proposes that the shareholders' meeting resolves that not more than 160,000 ordinary shares may be transferred to the participants in accordance with the terms of the Plan.

Should the majority requirement for item 17(b) below not be met, the board of directors proposes that AcadeMedia shall be able to enter into an equity swap agreement with a third party in accordance with item 17(c) below.

Scope and costs of the Plan

The Plan will be accounted for in accordance with IFRS 2 which stipulates that the Rights should be recorded as personnel expenses during the Vesting Period. The costs for the Plan is estimated to amount to approximately MSEK 4.9, excluding social security costs, calculated in accordance with IFRS 2 based on the following assumptions: (i) that 143,325 Rights are allotted, (ii) that the volume-weighted average price of the company's share during the period of five trading days falling immediately before the start of the Plan amounts to SEK 62.23 per share, (iii) an estimated annual turnover of personnel of 10 per cent, (iv) a positive total shareholder return during the Vesting Period, and (v) that the qualitative targets are fulfilled. The costs for social security charges are estimated to approximately MSEK 2.7, based on the above assumptions, and also assuming an annual share price increase of 10 per cent during the term of the Plan and a social security tax rate of 30 per cent. Together with the IFRS 2 cost, it results in estimated costs of MSEK 7.6. In addition to what is set forth above, the costs for the Plan have been based on that the Plan comprises not more than 88 participants and that each participant exercises its maximum investment.

Assuming that a value of five (5) times the volume-weighted average price of the company's share during the period of five trading days falling immediately before the start of the Plan is reached for each Right, that all participants have maintained their employment by the end of the Vesting Period, that all invested Saving Shares are retained under the Plan and that all conditions for allotment are fulfilled, the maximum cost of the Plan will be MSEK 6.6 in accordance with IFRS 2, and the maximum social security cost will amount to approximately MSEK 13.4, meaning in total MSEK 20.

The above costs take into consideration the rights issue resolved by the board of directors on 23 October 2017 subject to the subsequent approval of the annual shareholders' meeting. No further recalculation shall therefore be made as a result of the rights issue. Should the rights issue for any reason not be completed, the board of directors shall ensure that a recalculation is made.

Effect on key ratios and dilution

Upon maximum allotment of Matching Shares, and provided that the hedging arrangements in accordance with item 17(b) below are adopted by the annual shareholders' meeting, 160,000 ordinary shares will be allotted to participants under the Plan, meaning a dilution of approximately 0.17 per cent of the number of ordinary shares and votes in the company. Taking into account shares that may be issued in accordance with previously implemented incentive programs in the form of a share matching program and a warrant program in the company, in accordance with this proposal and in accordance with the issue of warrants proposed to the annual shareholders' meeting, the dilution effect is approximately 1.07 percent, including a buffer for possible future dividend payments.

The annual cost of the Plan, including financing costs and social charges, is estimated to amount to approximately MSEK 2.6 under the above assumptions, which annually corresponds to 0.04 percent of AcadeMedia's total personnel costs in 2016/17, including social charges.

The costs are expected to have a limited effect on AcadeMedia's key ratios.

The above costs and dilution effects take into consideration the rights issue resolved by the board of directors on 23 October 2017 subject to the subsequent approval of the annual shareholders' meeting. No further recalculation shall therefore be made as a result of the rights issue. Should the rights issue for any reason not be completed, the board of directors shall ensure that a recalculation is made.

The rationale for the proposal
The rationale for the incentive programs is create conditions for motivating and retaining competent employees of the AcadeMedia group as well as for the alignment of the targets of the participants with those of the company, as well as to increase the motivation of meeting and exceeding the company's financial targets. The Plan has been designed based on the view that it is desirable that senior executives and other key employees within the AcadeMedia group are shareholders in the company. Participation in the Plan requires a personal investment in Saving Shares.

By offering an allotment of Rights which, *inter alia*, are based qualitative conditions, the participants are rewarded for increased shareholder value. Further, the Plan rewards employees' continued loyalty and thereby the long-term value growth in the company. Against this background, the board of directors is of the opinion that the adoption of the Plan will have a positive effect on the AcadeMedia group's future development and thus be beneficial for both the company and its shareholders.

Preparations of the proposal and previous incentive programs in AcadeMedia

The company's board and its remuneration committee have prepared this Plan in consultation with external advisors. The Plan has been reviewed by the board of directors at board meetings in September and October 2017.

For a description of the company's other long-term incentive programs, please see AcadeMedia's annual report for 2016/2017, pages 47-48 and note 5, and the company's website https://corporate.academedia.se/en/.

Hedging arrangements in respect of the Plan

Authorisation for the board of directors to issue Class C shares, authorisation to repurchase issued Class C shares and to transfer own ordinary shares to participants of the program (items 17(b)(i)-(iii))

All resolutions under item 17(b)(i)-(iii) are proposed to be conditioned upon each other, as well as item 17(a), and are therefore proposed to be adopted in conjunction.

Authorisation for the board of directors to issue Class C shares (item 17(b)(i))

The board of directors proposes that the annual shareholders' meeting resolves to authorise the board, during the period until the annual shareholders' meeting 2018, on one or more occasions, to increase the company's share capital by not more than SEK 160,000 by the issue of not more than 160,000 Class C shares, each with a quota value of SEK one (1). With deviation from the shareholders' preferential rights, Nordea Bank AB (publ) shall be entitled to subscribe for the new Class C shares at a subscription price corresponding to the quota value of the shares. The purpose of the authorisation and the reason for the deviation from the shareholders' preferential rights in connection with the issue of shares is to ensure delivery of shares to employees under the long-term incentive program.

Authorisation for the board of directors to resolve to repurchase own Class C shares (item 17(b)(ii))

The board of directors proposes that the annual shareholders' meeting resolves to authorise the board, during the period until the annual shareholders' meeting 2018, on one or more occasions, to repurchase its own Class C shares. The repurchase may only be effected through a public offer directed to all holders of Class C shares and shall comprise all outstanding Class C shares. Repurchases shall be effected at a purchase price corresponding to the quota value of the share. Payment for the acquired Class C shares shall be made in cash. The purpose of the proposed repurchase authorisation is to ensure delivery of Matching Shares under the Plan.

Transfer of own ordinary shares (item 17(b)(iii))

The board of directors proposes that the annual shareholders' meeting resolves that Class C shares that the company acquires based on the authorisation to repurchase own Class C shares in accordance with item 17(b)(ii) above, may, following the reclassification into ordinary shares, be transferred to participants in the Plan in accordance with the adopted terms and conditions.

The board further proposes that the annual shareholders' meeting resolves that a maximum of 160,000 ordinary shares may be transferred to participants in accordance with the terms of the Plan. The number of shares that can be transferred is subject to recalculation in the event of a bonus issue, split, rights issue and/or other similar events during the Vesting Period. No recalculation shall be made for the rights issue resolved by the board of directors on 23 October 2017 subject to the subsequent approval of the annual shareholders' meeting. Should the rights issue for any reason not be completed, the board of directors shall ensure that a recalculation is made.

The board of directors' of AcadeMedia AB (publ) statement under Chapter 19 Section 22 of the Companies Act is available to the shareholders for inspection together with the proposal.

Equity swap agreement with a third party (item 17(c))

Should the majority requirement under item 17(b) above not be met, the board of directors proposes that the annual shareholders' meeting resolves that the expected financial exposure of the Plan shall be hedged so that AcadeMedia can enter into an equity swap agreement with a third party on terms in accordance with market practice, whereby the third party in its own name shall be entitled to acquire and transfer ordinary shares of AcadeMedia to the participants.

Item 18 – Resolution to adopt a long-term incentive program in the form of an issue of warrants

The board of directors proposes that the annual shareholders' meeting resolves to issue not more than 315,000 warrants, within the scope of an incentive program for senior executives as follows. The number of warrants that may be issued takes into account the rights issue resolved by the board of directors on 23 October 2017 subject to the subsequent approval of the annual shareholders' meeting. Should the rights issue for any reason not be completed, the board of directors shall ensure that a recalculation is made.

In total, the incentive program will encompass not more than 9 individuals. The incentive program entails that senior executives, who have invested fully in the company's share matching plan and entered into a right of first refusal agreement with the company, are offered to acquire warrants at market value according to the Black-Scholes valuation formulae.

Each warrant shall entitle the holder to subscribe for one new share in the company at an exercise price equal to 115 percent of the volume-weighted average price of the company's share during the period of five trading days falling immediately before the offer for subscription of the warrants (the "**Offer day**"), however as a minimum the quota value of the share. If, at the time of the subscription, the last paid price on Nasdaq Stockholm for the company's shares on the closing of the stock exchange on the trading day preceding the subscription of the new shares exceeds 250 per cent of the volume-weighted average price for the company's share during the period of five trading days falling immediately before the Offer day, the exercise price shall be increased with an amount corresponding to an amount of the paid price which exceeds 250 per cent of the mentioned average price. In accordance with customary conditions, the number of shares that each warrant entitles to will be recalculated should the company resolve on a share split, consolidation of shares, issue, etc. No recalculation shall be made for the rights issue resolved by the board of directors on 23 October 2017 subject to the subsequent approval of the annual shareholders' meeting. Should the rights issue for any reason not be completed, the board of directors shall ensure that a recalculation is made.

Each warrant shall entitle the holder to subscribe for one new share in AcadeMedia AB (publ) during two periods, during two weeks from the day after publication of the interim report for the period 1 July – 31 December 2020 as well as during two weeks from the day after publication of the interim report for the period 1 July 2020 – 21 March 2021. Should the above mentioned subscription periods not be applicable, each warrant shall entitle the holder to subscribe for one new share in AcadeMedia AB (publ) during the period 1 March – 15 March 2021 as well as the period 1 June – 15 June 2021.

The price per warrant shall be established by the company, or by an independent appraiser or auditor firm retained by the company, as soon as possible after the average price as referred to above has been established, and correspond to the market value of the warrant calculated in accordance with the Black-Scholes valuation model. The full terms and conditions for the warrants have been resolved by the board of directors and are available to the shareholders for inspection in accordance with the below. The exercise price and number of shares that each warrant entitles to subscribe for may be subject to adjustments as set forth in section 8 of the terms and conditions of the warrants. No recalculation shall be made for the rights issue resolved by the board of directors on 23 October 2017 subject to the subsequent approval of the annual shareholders' meeting. Should the rights issue for any reason not be completed, the board of directors shall ensure that a recalculation is made.

Subscription of warrants shall take place from the time the price per warrant is established in accordance with the above, however no later than 15 February 2018. Payment shall be made in cash no later than 27 February 2017. However, the board of directors shall have the right to extend the subscription period and the payment period, respectively.

The company shall, in connection with the allocation of the warrants to the participants in the program, and with certain exceptions, reserve a pre-emption right regarding the warrants if the participant's employment or assignment within the group is terminated or if the participant wishes to transfer its warrants prior to the warrants being exercisable.

Allocation of warrants

Not more than 9 senior executives in the AcadeMedia group shall, provided that they have invested fully in the company's share matching plan and have entered into a pre-emption agreement with AcadeMedia AB (publ), be entitled to subscribe for warrants up to the maximum number of warrants as set out in the allocation below.

Position	**Number of warrants to be subscribed**	
	Minimum number of warrants to be subscribed	*Maximum number of warrants to be subscribed*
CEO	1,000	52,500
CFO	1,000	42,000
Other members of group management	1,000	31,500

Each participant may subscribe for its maximum number of warrants as set out above.

Board members shall not be eligible to participate in the incentive program.

Effect on important key ratios

The company's profits per share is not affected by the introduction of the incentive program since the current value of exercise price is greater than the current market value of the company's share at the time of issuance.

Costs

The total cost for the company for the incentive program is limited and is estimated not to exceed SEK 300,000 during the term of the program.

The warrants will be transferred at market value and, therefore, no social security contributions are to be paid by the group in relation to the issue of the warrants.

The rationale for the incentive program

The rationale for the incentive program is to create opportunities to motivate and retain competent employees in the AcadeMedia group as well as to increase the motivation of meeting and exceeding the company's financial targets. The incentive program has been established as it is deemed desirable for senior executives within the AcadeMedia group to be shareholders of the company. The board of directors considers that the adoption of the incentive program as described above is in the favour of the group and the shareholders in the company.

Preparation of the proposal

In accordance with guidelines provided by the board of directors, the incentive program has been prepared by the company's management team in consultation with external advisors. In addition, the proposal has been prepared by the board of directors' remuneration committee and has been reviewed at meetings of the board of directors in September and October 2017.

For a description of the company's other long-term incentive programs, please see AcadeMedia's annual report for 2016/2017, pages 47-48 and note 5, and the company website https://corporate.academedia.se/en/.

Item 19 – Resolution regarding authorisation for the board of directors to resolve on issues of ordinary shares

The board of directors proposes that the annual shareholders' meeting authorises the board to resolve, at one or several occasions and for the time period until the end of the next annual shareholders' meeting, to increase the company's share capital by new issues of ordinary shares, to the extent that it corresponds to a dilution of not more than 5 percent of the number of shares outstanding at the time of the shareholders' meeting's resolution on the proposed authorisation, after full exercise of the proposed authorisation.

New issues of ordinary shares may be made with or without deviation from the shareholders' preferential rights and with or without provisions for contribution in kind, set-off or other conditions. The purpose of the authorisation is to increase the financial flexibility of the company and the acting scope of the board. Should the board resolve on an issue with deviation from the shareholders' preferential rights, the reason for this must be to provide the company with new owners of strategic importance or in connection with acquisition agreements, or, alternatively, to raise capital for such acquisitions. Upon such deviation from the shareholders' preferential rights, the new issue shall be made at market terms and conditions. This authorisation to issue new shares may not be used for incentive programs in the company.

The CEO is authorised to make such minor adjustments to this resolution that may be necessary in connection with the registration of the authorisation.

Item 20 – Resolution regarding issue of ordinary shares with preferential rights to existing shareholders

The board of directors proposes that the annual shareholders' meeting approves the resolution by the board of directors on 23 October 2017, to increase the share capital by an issue of ordinary shares with preferential rights to existing shareholders made on the terms set out below (the "**Rights Issue**"). The objective of the Rights Issue is mainly to fund the acquisition of Vindora and in addition to invest in expansion of the international operations. The Rights Issue is expected to result in proceeds amounting to approximately MSEK 400 after costs for the issue.

The board of directors, or whom the board of directors appoints within itself, shall be authorised to, no later than five weekdays prior to the record date, decide on the maximum amount that the company's share capital shall be increased with, the maximum number of ordinary shares that shall be issued in the Rights Issue, the number of existing shares that shall entitle to subscription for a certain number of new ordinary shares and the subscription price that shall be paid for each new ordinary share.

The right to subscribe for new ordinary shares with preferential rights for existing shareholders shall belong to the company's shareholders.

Should all shares not be subscribed for by virtue of subscription rights, the board of directors shall, within the framework of the maximum amount of the share issue, decide on the allocation of shares which have not been subscribed for by virtue of subscription rights. In such case, shares shall firstly be allocated to those who also subscribed for shares by virtue of subscription rights, regardless if they were shareholders on the record date or not, pro rata in relation to the number of subscription rights each have exercised for subscription, secondly, shares will be allocated to others whom have declared interest in subscribing for shares without exercising subscription rights, pro rata in relation to their declared interest, ultimately, shares will be allocated to Mellby Gård AB in capacity as guarantor of the Rights Issue. To the extent that allocation in accordance with the above cannot be made pro rata, allocation shall be made by drawing of lots.

The record date for determining the right to receive subscription rights shall be Tuesday 28 November 2017. Subscription for new shares by virtue of subscription rights shall be made by way of cash payment during the period from 30 November 2017 – 14 December 2017. Application for subscription of shares not based on subscription rights shall be made through subscription on an application form during the same subscription period and, as regards Mellby Gård AB in the capacity as guarantor of the Rights Issue, up to and including 15 December 2017. Payment for shares which have not been subscribed for based on subscription rights shall be made in cash not later than three (3) business days following the date of the dispatch of a contract note specifying allocation of shares. The board of directors shall be entitled to prolong the subscription period as well as the time of payment.

The new shares entitle to dividends for the first time on the first record date for dividend that take place after the Rights Issue has been registered with the Swedish Companies Registration Office and been recorded in the share register kept by Euroclear Sweden AB.

The board of directors, or the person that the board of directors will appoint, shall be authorised to make minor adjustments to the shareholders' meeting's resolutions as may be required in connection with registration at the Swedish Companies Registration Office and Euroclear Sweden AB.

Majority requirements

Resolution in accordance with item 17(b)(ii) and 18 above requires approval of at least nine tenths (9/10) of the shares represented and votes cast at the shareholders' meeting. Resolution in accordance with item 19 above requires approval of at least two thirds (2/3) of the shares represented and votes cast at the shareholders' meeting.

Complete proposals etc.

The shareholders are reminded of their right to require information in accordance with Chapter 7 Section 32 of the Swedish Companies Act. The annual report and the auditor's report for the financial year 2016/2017, and other documentation for resolutions, including the motivational statement from the nomination committee, the statement from the auditor pursuant to Chapter 8 Section 54 of the Swedish Companies Act, the statements from the board of directors required by the Swedish Companies Act and the terms and conditions of the warrants proposed by the board of directors under item 18 will be available to the shareholders for inspection at the company's office at Adolf Fredriks Kyrkogata 2, SE-101 24 Stockholm and on the company's webpage https://corporate.academedia.se/en/, at the latest on 3 November 2017, and will be sent to shareholders who so request and state their postal address.

This is a non-official translation of the Swedish original wording. In case of differences between the English translation and the Swedish original, the Swedish text shall prevail.

Stockholm, October 2017
AcadeMedia AB (publ)
The board of directors