

## Annual General Meeting of Investor AB on May 6, 2014

### Agenda Item 16

#### Proposal from the Board of Directors on guidelines for salary and other remuneration for the President and other Members of the Management Group and on a Long-term Variable Remuneration Program

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#### Information concerning proposed resolutions at the Annual General Meeting

##### **Reasons for the proposal by the Board of Directors**

Recruiting and retaining the most suitable executives and employees is vital in order to achieve long-term competitive return for the shareholders. Therefore, Investor strives to offer its employees a total compensation package which is competitive and in line with market conditions. The total compensation package consists of the following components: fixed cash salary, variable cash salary, long-term variable remuneration, pension and other remuneration and benefits. The final value of the long-term variable remuneration is determined by the long-term share price development. The combination of the foregoing remuneration components means that the company has appropriate control instruments and that a common interest to run the business towards long-term competitive return on the shares is created between the company's employees and owners.

The principles for total remuneration for Investor's employees are:

- that employees at Investor shall receive a total remuneration that is competitive and in line with market conditions;
- that the allocation between fixed salary and variable salary shall be in proportion to the employee's position and to what is customary on the market for such positions;
- that the remuneration shall be based on factors such as position, performance and individual qualifications;
- that the remuneration shall establish a common interest between shareholders and employees through connection to the company's long-term value development;
- to encourage an entrepreneurial method of working;
- that the remuneration shall attract the edge competence which is necessary to develop the business, in accordance with Investor's strategy to be "best-in-class";
- that the remuneration shall not discriminate on the basis of gender, ethnic background, national origin, age, disability, or any other circumstance; and
- that the remuneration shall encourage each individual employee to build up a significant private ownership of Investor shares in relation to the employee's financial conditions.

Investor strives to establish a model where the possible variable cash salary and long-term variable remuneration constitutes a considerable part of the calculated total remuneration. Clear individual goals for the variable cash salary creates appropriate opportunities for Investor to clarify the expectations pertaining to the performance of individual employees and thus provides the possibility to reward good performance and achieved goals. Pursuant to an agreement, the employees are entitled to an expected value of the long-term variable remuneration. The final outcome of this is affected by the long-term share price development, which gives the employees concerned a common interest with the shareholders. As part of the remuneration is variable, the company's costs will also be correspondingly variable meaning that poor performance entails lower remuneration and thereby also lower costs for the company. The alternative to variable cash salary and long-term variable remuneration would be to only offer a higher fixed cash salary. However, the positive effects and incentives which Investor's model strives to establish would in such case not be expected to be achieved to the same extent.

##### **Monitoring and evaluation (Report according to The Swedish Corporate Governance Code, 9.1 and 10.3)**

The Remuneration Committee annually monitors and evaluates on-going, and during the year completed, programs concerning variable salary. The Remuneration Committee also monitors and evaluates the current remuneration structure and levels of remuneration in the company, the application of the guidelines approved at the Annual General Meeting concerning salary and other remuneration to the President and other Members of the Management Group as well as programs for long-term variable remuneration.

##### Objectives

Investor shall strive to offer competitive total remuneration which will enable the company to recruit and retain the right senior executives.

##### Variable cash salary

The variable cash salary is connected to individual goals that are set annually. The goals are both quantitative and qualitative and aim at realising Investor's long-term strategy. In 2013, goals have for example been targets linked to projects and operations related to the portfolio companies and targets relating to streamlining internal processes, cost efficiency and transactions processes.

Monitoring and evaluation of variable cash salary are carried out in the end of each year. Fulfillment of the goals set for the President is monitored and evaluated by the Remuneration Committee. The variable cash salary is proposed by the Remuneration Committee and thereafter established by the Board of Directors. Other Members of the Management Group are monitored and evaluated by the President, who reports to the Remuneration Committee, which makes the final decision.

#### Long-term variable remuneration

Investor's program for long-term variable remuneration has, from and including 2006, been composed of a Stock Matching Plan applicable to all employees and in addition to that a Performance-Based Share Program applicable to senior management. The possibility to acquire shares under the Stock Matching Plan is connected to the employee's holding of shares in Investor under a certain period of time. The possibility to acquire shares under the Performance-Based Share Program is, from 2009, tied to the total return of the Investor share under a period of three years. The number of shares that may be acquired is dependent on the outcome of the performance criteria, but shall not exceed the maximum amount as determined at the time of allotment. The program for 2011 is the most recent program where the vesting period has lapsed. The outcome of the performance criteria under the program for 2011 has resulted in that senior management, with the right to acquire Performance Shares, is being entitled to acquire 100 per cent of the maximum number of Performance Shares, corresponding to not more than 663,784 Performance Shares at the time of allotment. The vesting periods for the programs 2012 and 2013 have not yet lapsed.

The development of the programs is evaluated on a continuous basis throughout the year. The Remuneration Committee also carries out a more thorough evaluation of the programs, usually every third year. Prior to the Annual General Meeting in 2006 the Board of Directors prepared, in consultation with representatives of a number of Investor's shareholders, a new program for long-term variable remuneration. Prior the Annual General Meeting in 2009 a project group, appointed by the Remuneration Committee, carried out a thorough evaluation of the long-term variable remuneration program for the Management and other employees which was adopted at the Annual General Meeting in 2008. The evaluation resulted in that the program that was proposed to the Annual General Meeting in 2009 was simplified and that a clearer connection was created to the long-term development of the value of the Investor share. During 2011 the Remuneration Committee initiated a thorough evaluation of the long-term variable remuneration program for the management and the employees which was adopted at the Annual General Meeting 2011. The evaluation was made from four perspectives; the employees' motivation and alignment of interest with shareholders, the control effects, the effects of the program on the shareholder value and simplification. As a result of the evaluation, the Board discussed and evaluated alternative changes to the long-term variable remuneration program. The long-term variable remuneration programs proposed by the Board and decided by the Annual General Meetings in 2012 and 2013 were substantially identical to the program from 2011, with the exception that the price for acquiring Performance Shares as well as the total number of Performance Shares under the Performance-Based Share Program were reduced. The Board has decided to propose to the Annual General Meeting 2014 a long-term variable remuneration program which is substantially identical to the programs from 2012 and 2013.

#### Guidelines for salary and other remuneration

The guidelines for salary and other remuneration to the President and other Members of the Management are evaluated continuously throughout the year. In order to carry out the valuation, the Remuneration Committee collects information from, among others, the President, the Head of Corporate Governance, the Human Resources Manager and external advisors. The internal and external information facilitates to ensure that the remunerations in Investor are in line with market conditions and competitive. Further, comparative studies of relevant industries and markets are carried out annually in order to determine what constitutes a total level of remuneration in line with market conditions and in order to evaluate current remuneration levels. The result of such studies is an important variable when determining the total remuneration for the Management and other employees.

#### The Remuneration Committee's conclusion

The Remuneration Committee's overall conclusion is that the current applied structures and levels of remuneration in the Company are well suited to fulfil the objectives of the remuneration.

### **16 The Board of Directors' proposal**

The Board of Directors considers, based on, among other things, the evaluation carried out by the Remuneration Committee, that the proposal presented to the Annual General Meeting 2014, which substantially accords with what was determined at the Annual General Meeting in 2013, constitutes a balanced adjustment between fixed cash salary, variable cash salary, long-term variable remuneration and pension terms and other remuneration and benefits.

For a description of the outstanding programs for long-term variable remuneration and other outstanding compensation terms see note 9 in the company's annual report for 2013 and the company's website.

## **16A Guidelines for salary and other remuneration to the President and other Members of the Management Group**

The Management Group consists of the President Börje Ekholm, Susanne Ekblom, Johan Forssell, Petra Hedengran and Lennart Johansson.

The Board of Directors' proposal on guidelines for salary and other remuneration below complies in all material respects with the guidelines for remuneration previously awarded to the Management Group and is based on agreements entered into between Investor and each executive. Fees received for board work in Core Investments may be retained by the Member of the Management Group, but will be taken into account in the determination of the employee's total remuneration.

### ***Preparation of decisions on remuneration***

The preparation of decisions on remuneration will adhere to the following procedures. As far as the President is concerned, the Remuneration Committee will propose cash salary, criteria for the variable salary and other terms of employment to be confirmed by the Board. For other Members of the Management Group, the President will suggest corresponding terms, to be confirmed by the Remuneration Committee and reported to the Board.

### ***Guidelines***

Investor shall strive to offer competitive total remuneration which will enable the company to recruit and retain the right senior executives. The total remuneration shall be based on factors such as position, performance and individual qualification.

The total compensation for the Management Group shall consist of

- fixed cash salary;
- variable cash salary;
- long-term variable remuneration;
- pension; and
- other non-monetary benefits and other compensation.

Fixed cash salary, variable cash salary and long-term variable remuneration together comprise the total salary for an employee.

#### Fixed cash salary

The fixed cash salary shall be reviewed annually. The fixed cash salary constitutes the basis for calculation of the variable salary.

In respect of 2013, the fixed cash salary to the Management was paid in accordance with the following:

- The fixed cash salary before tax to the President amounted to SEK 7.9 million.
- The fixed cash salary before tax to the other current Members of the Management Group amounted to total SEK 13.6 million.

#### Variable cash salary

##### *Short-term variable cash salary*

The short-term variable cash salary is dependent upon the individual's achievement to meet annually set goals. The outcome of the short-term variable cash salary is reviewed annually. For the Management Group, the highest possible short-term variable cash salary shall vary due to the position held and employment agreements and shall, for the Members of the Management Group, generally amount to 10-75 per cent of the fixed cash salary. For the President, the short-term variable cash salary amounted to maximum 10 per cent in 2013. The total short-term variable cash salary before tax for all current Members of the Management Group can vary between SEK 0 and SEK 8.4 million during 2014, depending on whether the goals have been met. The short-term variable cash salary might exceed this amount in the event that the Management Group is expanded. In accordance with the terms for 2013, the outcome should only be related to the fulfillment of the individual's goals and thus the remuneration is clearly related to the work contributions and performance of the individual. The goals shall be both qualitative and quantitative and be based on factors which support the company's long-term strategy.

In respect of 2013, the short-term variable remuneration for the Management was paid in accordance with the following:

- Short-term variable cash salary before tax to the President amounted to SEK 0.7 million.
- Short-term variable cash salary before tax to the other Members of the Management Group amounted to total SEK 6.2 million.

##### *Profit-sharing program*

In Investor's trading and Investment (Core Investment and Financial Investment) organization there is, since 2012, a profit-sharing program under which the participants receive a variable salary equivalent to 20 per cent of the trading function's net result. The program includes a claw back principle by which 50 per cent of the variable salary allotment is withheld for one year and will only be paid out in full in case of a positive trading result for such year. In order to receive the full amount of the variable salary allotment two consecutive profitable years are thus required.

Based on a 50 per cent average utilization of the trading mandate and a 7 per cent return on the gross portfolio investment, the total variable salary allotment for all participants would amount to approximately SEK 4.0 million, (if the calculation instead is based on a 10 per cent return then the total variable salary allotment for all participants would amount to approximately SEK 6.4 million, and if the calculation is based on a 60 per cent average utilization of the trading mandate and a 7 per cent return on the gross portfolio investment then the total variable salary allotment for all participants would amount to approximately SEK 5.1 million). Approximately totally 15 - 20 employees participate in the program, including the Management Group Member responsible for Core Investments. For year 2013 the distribution from the profit-sharing program has been SEK 0.08 million for the member in the Management Group that is responsible for Core Investments.

#### Long-term variable remuneration

The long-term variable remuneration is described under item 16B below.

#### Pension

Pension benefits shall, for Members of the Management Group, consist of a premium based pension plan on parts of salary above 20 basic income amounts as a consequence of which the ratio of pension provisions to fixed cash salary depends on the age of the executive. Pension benefits shall, for all employees, consist of a defined benefit pension plan, BTP-plan, or a premium based pension plan, on parts of salary up to 30 basic income amounts. In respect of employees working abroad, pension benefits shall be adjustable in line with local pensions practice. The age of retirement for the President and other Members of the Management Group shall be 60 years.

#### Non-monetary benefits and other remuneration

Non-monetary benefits and other remuneration shall be on market terms and shall contribute to facilitating the executive's discharge of his or her duties.

#### Termination and severance pay

Investor and Members of the Management Group may mutually terminate employment contracts subject to a six months' notice. Fixed cash salary during the notice period and severance pay shall, for Members of the Management Group with employment contracts entered into after the Annual General Meeting 2010, in aggregate not exceed the fixed cash salary for two years. For Members of the Management Group employed before the Annual General Meeting of 2010 the contracts already entered into shall apply. For these Members a mutual termination period of six month applies and severance payment is maximized to 24 months of fixed cash salary.

The Board of Directors may, where particular grounds exist in the individual case, decide to deviate from the guidelines.

***The Board of Directors proposes that the Annual General Meeting approves the above reported guidelines for salary and other remuneration for the President and other Members of the Management Group.***

### **16B Background and description in respect of Long-term Variable Remuneration program**

As concerns the long-term variable remuneration program, it is the ambition of the Board of Directors to encourage employees to build up a significant shareholding in Investor. The program is structured to provide a balance between, on the one hand, the employees' assumption of risk through a requirement of personal holding of Investor shares and, on the other, the employees' possibility to receive performance-related allotments of shares in Investor. The own holding makes the employees committed to Investor. In addition, a part of the remuneration to the employees is related to the long-term development of Investor and the Investor share and the employee is exposed to share price increases and decreases and the employee thereby has goals aligned with those of Investor's shareholders.

#### **1. Earlier Long-term Variable Remuneration Programs**

Prior to the Annual General Meeting 2006 the Board of Directors developed a new long-term variable remuneration program. In summary, the 2006 program is built on a Stock Matching Plan under which the employees, for each Investor share which they purchase, receive two options and the right to purchase one share at a pre-determined price. In addition, the President and certain Members of Senior Management may participate in a Performance-Based Share Program, under which opportunities are given to purchase more Investor shares. The programs 2007 and 2008 correspond in all material respects to the 2006 program. Prior to the Annual General Meeting 2009 a thorough evaluation of the program was carried out. The evaluation resulted in the fundamental principles set forth in the programs 2006-2008 remaining unchanged but that the program proposed to the Annual General Meeting 2009 was simplified and to some extent modified. Partly, the price at which Performance-Based Shares may be acquired was increased, partly the two previous financial targets for the right to purchase Performance Shares were replaced by one target; the total return of the Investor share. The program for long-term variable remuneration that the Annual General Meeting adopted in 2010 corresponds in all material respects to the program that was adopted in 2009. The program that the Annual General Meeting adopted in 2011 corresponds in all material respects to the program that was adopted in 2010, with the exception that the employees may use shares already held in Investor for participation in the Stock Matching Plan as an alternative to a new investment. During 2011 a thorough evaluation was carried out of the long-term variable remuneration program for the management and the employees which was adopted at the Annual General Meeting 2011. The long-term variable remuneration programs proposed

by the Board and decided by the Annual General Meetings in 2012 and 2013 were substantially identical to the program from 2011, with the exception that the price for acquiring Performance Shares as well as the total number of Performance Shares under the Performance-Based Share Program were reduced.

### **Long-term Variable Remuneration Program 2014**

#### **2. The program in short, Decision Procedure, Majority Requirements, etc**

The Board of Directors has decided to propose to the Annual General Meeting 2014 a program for long-term variable remuneration which substantially is identical to the program from 2013. The cost for the long-term variable remuneration program is in line with the program from last year. The Board of Director's decision has been preceded by the Remuneration Committee's preparation of the matter. The implementation of the program is conditional upon the adoption of the scope and main principles of the program pursuant to a resolution adopted by simple majority at the Annual General Meeting.

The proposals for Investor's long-term variable remuneration program for 2014, which is connected to Investor shares of class B, in common with the program of 2013, have the following two components.

#### **3. Stock Matching Plan**

The **Stock Matching Plan** entails that all employees, who choose to participate in the program, by an own investment in Investor shares or by using shares already held in Investor, for each share that qualifies for participation in the Stock Market Plan ("Participation Share") will receive two options ("Matching Options") and a right to purchase one Investor share ("Matching Share"). In order to qualify for participation in the Stock Matching Plan, the share must be held by the employee with full title, must not be subject to any restrictions under any outstanding Stock Matching Plans and must be placed at a custodian bank as designated by Investor. Thereafter, the employee may not dispose over the Investor share in any other way than as provided for in the Stock Matching Plan during the vesting period. The Participation Share may either be a share that the employee already owns or a share which is acquired during a period following the disclosure of Investors first interim report for 2014 as resolved upon by the Board of Directors ("Measurement Period"). The average volume weighted payment price for the Investor share during the Measurement Period is below referred to as the "Participation Price". Allotment occurs after a three-year vesting period. The Matching Share can be acquired for SEK 10 during a four-year period after the vesting period. During the same period, each Matching Option entitles the holder to purchase one Investor share at an exercise price corresponding to 120 per cent of the Participation Price.

The President, other Members of the Management Group and a maximum of 20 other executives within Investor ("Senior Management") are obligated to participate in the Stock Matching Plan with Participation Shares corresponding to a "Participation Value" of at least 5 per cent of their fixed cash salary before taxes. Participation Value means number of Participation Shares multiplied with the Participation Price. In addition, Senior Management are offered to participate with Participation Shares to such an extent that the value of the allotted Matching Options and Matching Shares amounts to maximum between 10 and approximately 38 per cent of their respective fixed cash salary before taxes, depending on position, performance, etc. Other employees are not obligated, but have a right, to participate with Participation Shares to an extent that the value of the allotted Matching Options and Matching Shares amounts to maximum 10 or 15 per cent of fixed cash salary of the employees concerned depending on position, performance, etc.

Under the Stock Matching Plan, the President is entitled to participate with Participation Shares corresponding to a Participation Value of up to 44 per cent of the fixed cash salary before taxes in Investor shares. If the President participates fully in the Stock Matching Plan, the possibility to receive a Matching Share and two Matching Options per Participation Share under the Stock Matching Plan corresponds to a theoretical value of approximately 38 per cent of the fixed cash salary before taxes. The President is entitled to exercise Matching Shares and Matching Options during a period of twelve months from the earlier of: (i) seven years from the date of allocation in 2014; and (ii) two months from the expiry of the year during which the President terminates his employment.

The theoretical value of the Stock Matching Plan has been calculated taking into consideration the value of the options, the investment risk, the risk of termination of employment and the price paid for every Matching Share. At an estimated Participation Price of SEK 200 per share, the calculated value amounts to approximately 86 per cent of the invested amount.

#### **4. Performance-Based Share Program**

According to the proposal, Senior Management, in addition to participating in the Stock Matching Plan, also participates in a **Performance-Based Share Program**. Under the Performance-Based Share Program, Senior Management, after a three-year vesting period, have the right, during a period of four years thereafter, to acquire additional Investor shares ("Performance Shares") at a price corresponding to 50 per cent of the Participation Price, (100 per cent in the programs 2009-2011), conditional upon the total return on the Investor shares exceeding a certain level during the vesting period. The President is entitled to exercise Performance Shares during a period of twelve months from the earlier of: (i) seven years from the date of allocation in 2014; and (ii) two months from the expiry of the year during which the President terminates his employment.

The total return is measured during three year qualification period (quarterly measurement on running 12-month basis where the total outcome is estimated as the average total return during the three years based on 9 measurement points). In order to give the Senior Management the right to acquire the maximum number of Performance Shares that are allotted to the Senior Manager in question, the average annual total return of the Investor share (including reinvested dividends) must exceed the interest on 10-year government bonds by more than 10 percentage points. If the total return does not exceed the 10-years interest on government bonds by at least 2 percentage points, then Senior Management is not entitled to acquire any Performance Shares. If the total return is between the 10-years interest on government bonds plus 2 percentage points and the 10-years interest on government bonds plus 10 percentage points, then a proportional (linear) calculation of the number of shares that may be acquired shall be made.

The theoretical value of the opportunity to acquire Performance Shares for Senior Management shall amount to between 20 and approximately 77 per cent of the respective senior manager's fixed cash salary for 2014 (for the President, 77 per cent).

The theoretical value of a Performance Share considers, *inter alia*, the likelihood of meeting the performance criteria and is based on the Black & Scholes valuation model. At an estimated stock price of SEK 200, the value of every Performance Share amounts to SEK 50. The likelihood to meet the performance criteria has been, based on historical data for the Investor B-share (verified by external advisors), calculated to approximately 50 per cent.

The final number of Performance Shares that may be acquired is dependent on the outcome of the performance requirements, but cannot exceed a maximum number (limit) determined in conjunction with the allotment in 2014.

When the Matching Shares and Performance Shares are acquired, the employee receives remuneration for dividends paid during the vesting period and up to the date of acquisition. This is in order for the program to be dividend neutral.

#### **5. Number of Shares, Costs and Hedging Arrangements**

A Participation Price of SEK 200, entails that the employees as a result of the Matching Options may acquire not more than 160,000 shares if all employees fully exercise the Stock Matching Plan possibility. The highest number of Matching Shares that the employees can have the right to acquire, including estimated remuneration for dividends, amounts to 105,000 provided all employees fully exercise the possibility to participate in the Stock Matching Plan. The highest number of Performance Shares that Senior Management can have the right to acquire, including estimated remuneration for dividends, amounts to 555,000. The highest number of shares that can be acquired under the long-term variable remuneration program is, in order to maintain the value given above, dependent upon the Participation Price and can thus increase or decrease. The maximum number of shares can also change following a recalculation due to a rights issue, split, bonus issue or similar action.

The costs for the 2014 long-term variable remuneration program as shown on the income statement is based on the accounting principles in accordance with IFRS-2 and amounts, with a Participation Price of SEK 200 and full participation for the shares during the Measurement Period, to approximately SEK 22 (of which the Management Group 10) million for the Stock Matching Plan and approximately SEK 22 (of which the Management Group SEK 16) million for the Performance-Based Share Program. Estimated costs for social security charges are included in these amounts. The costs will be allocated over the three-year vesting period.

In order to limit the costs inclusive of social security charges for the long-term variable remuneration, the Board of Directors intends to hedge the exposure by entering into total return swaps with third parties and/or provided that the Annual General Meeting so decides under item 17 on the agenda to purchase its own shares, which can be transferred to the employees under the Stock Matching Plan and the Performance-Based Share Program. The hedging measures and the future handling of these will have the effect that the costs mentioned above will not be affected by an increasing share price, but the costs may decrease if the goals for the Performance Shares are not fully met.

The intention is that no new shares shall be issued as a result of the Stock Matching Plan or the Performance-Based Share Program. In case of hedging through the acquisition of own shares, already existing shares may however first be repurchased and delivered to the employees, or be sold in the market place in order to cover social security charges.

#### **6. Miscellaneous**

The long-term variable remuneration program 2014 is expected to result in only marginal dilutive effects for the company and its shareholders since the program is limited in scope and due to the fact that already existing shares will be used. Under the given assumptions above, the program may lead to delivery of not more than 820,000 Investor shares, corresponding to approximately 0.1 per cent of the total number of outstanding shares and approximately 0.02 per cent of the total number of votes in the company. Together with long-term variable remuneration programs previously resolved upon, which comprise approximately 3.7 million shares, the variable

remuneration programs of Investor include approximately 0.6 per cent of the total number of outstanding shares and approximately 0.1 per cent of the total number of votes in the company. Further information regarding variable remuneration programs for previous years is contained in Investor's Annual Report and on the company's website.

***With reference to the presentation above the Board of Directors proposes that the Annual General Meeting approves the scope and main guidelines for the Stock Matching Plan and the Performance-Based Share Program for 2014.***

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Stockholm, March 2014  
Investor AB (publ)  
The Board of Directors