Annual General Meeting of Investor AB on May 3, 2017

Agenda Item 18

The Board of Directors' proposals for resolutions on purchase and transfer of own shares

18A Purchase and transfer of own shares in order to give the Board of Directors wider freedom of action in the work with the Company's capital structure, in order to enable transfer of own shares according to 18B, and in order to secure the costs connected to the long-term variable remuneration program according to 17B and the allocation of synthetic shares as part of the remuneration to the Board of Directors

The Board of Directors proposes that the Annual General Meeting resolve to authorize the Board of Directors to pass resolutions for the purchase and transfer of the Company's own shares, allocated between class A shares and class B shares as decided by the Board of Directors, where the following conditions shall apply.

1. Purchases may be effected on Nasdaq Stockholm at a price within the registered price interval from time to time.

2. Purchases may also be effected in accordance with a purchase offer directed to all shareholders for a consideration in the form of cash or property other than cash. A purchase offer for cash consideration shall be made at a price not below the market price at the time of the offer with a maximum upward deviation of 20 percent. In the event of a purchase offer where the consideration shall consist of property other than cash, such consideration shall take the form of shares issued by a company other than Investor AB at a value which at the time of the offer corresponds to the market price of the Investor shares to be purchased with such deviation as the Board of Directors finds appropriate.

3. The Company may purchase maximum so many shares that the Company's holding of own shares after the purchase amounts to a maximum of one-tenth of all the shares in the Company.

4. The Company may transfer maximum all own shares held at the time of the Board of Directors' resolution to transfer shares.

5. Transfers may be effected on Nasdaq Stockholm at a price within the registered price interval from time to time.

6. Transfers of shares may also be effected outside Nasdaq Stockholm, with or without waiver of the preferential rights of shareholders and with or without a stipulation that the shares shall be paid for with property other than cash. Such transfers may be effected at a price in cash or value of property received which corresponds to the market price at the time of the transfer of the Investor shares transferred with such deviation as the Board of Directors finds appropriate.

7. Transfers of shares based on the authorization may not be made to Holders (as defined below).

8. The authorization may be utilized on one or more occasions, however not longer than until the 2018 Annual General Meeting.

The purpose of the proposal is to give the Board of Directors wider freedom of action in the work with the Company's capital structure, to enable transfer of own shares according to 18B, and to secure the costs, including the social security payments, connected to the long-term variable remuneration program according to 17B and with the allocation of synthetic shares as part of the remuneration to the Board of Directors.

The reason to the deviation from the shareholders' preferential right to purchase shares is that transfer of the Company's own shares on Nasdaq Stockholm or elsewhere with a waiver of the

preferential rights of shareholders can be effected with greater speed and flexibility and is more cost effective than a transfer to all shareholders. If the Company's own shares are transferred for a consideration in a form other than cash in conjunction with an agreement on acquisition of assets, the Company cannot provide an opportunity for shareholders to exercise any preferential rights.

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The implementation of the proposal under 18A above is subject to the approval at the Annual General Meeting with at least 2/3 of both the votes cast and of the shares represented at the Meeting.

The Board of Director's statement pursuant to Chapter 19 Section 22 of the Companies Act will be available at the Company and on the Company's website, www.investorab.com, as of April 12, 2017, at the latest, and will be sent free of charge to the shareholders who request the Company to do so.

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18B Transfer of own shares in order to enable the Company to transfer own shares to employees who participate in the long-term variable remuneration program 2017 according to 17B

The Board of Directors proposes that the Annual General Meeting resolve that purchased shares of class B in the Company shall be transferred as follows.

1. Persons ("Holders"), who under the Long-term variable remuneration program 2017 according to 17B are entitled to purchase shares, shall have the right to purchase the shares, with a right for each and every Holder to purchase maximum the number of shares that follows from the terms and conditions of the program.

2. The right to purchase shares may be exercised in the period when the Holders are entitled to purchase shares under the program, i.e. for the period from the date falling three years until the date falling seven years from the start of the program.

3. The Holders shall effect payment for the shares on the terms and conditions and within the time limits and in a way described in the terms and conditions of the program.

4. The price for each Matching Share shall be SEK 10. The price for each Performance Share shall be 50 percent of the average volume weighted payment price for the Investor share during a measurement period following the Annual General Meeting 2017. The price for each share purchased by using a Matching Option shall be 120 percent of the stock price of the Investor share during the measurement period following the Annual General Meeting 2017. In order to create dividend neutrality between the Holders and the shareholders, the number of shares that each Matching Share or Performance Share entitles to the acquisition of and the price for the Performance Shares shall be recalculated on a yearly basis following payment of dividends, if any. The price and the number of shares that each Matching Option entitles to the acquisition of, as well as the number of Matching Shares and Performance Shares that may be purchased and the price for these, may also be subject to recalculation in accordance with the terms of the Long-term variable remuneration program according to 17B following a bonus issue, split, preferential rights issue and similar actions.

5. Shares at a maximum of 500,000 (or the higher number that may follow from a recalculation because of a split, bonus issue or similar action) may be transferred.

The purpose of the proposal and the reason for the deviation from the shareholders' preferential right to purchase shares is to enable the Company to transfer shares to Holders under the Long-term variable remuneration program 2017 according to 17B. The maximum number of shares has been calculated with a certain margin as share price fluctuations during the period up and until the measurement period following the 2017 Annual General Meeting may have an effect on the value of the program and, thus, on the number of shares to be included in the program.

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The implementation of the proposal under 18B above is subject to the approval at the Annual General Meeting with at least 9/10 of both the votes cast and of the shares represented at the Meeting.

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Stockholm, March 2017

Investor AB (publ)
The Board of Directors