N.B. The English text is an in-house translation

The board of directors' proposal regarding a Long Term Incentive Program 2015 (LTIP 2015)

Background and summary

Salaries and other terms and conditions of employment in Scandi Standard AB (publ) (the "**Company**") and any of the Company's subsidiaries (the Company and its subsidiaries are hereinafter jointly referred to as the "**Group**") shall be sufficient for the Group to recruit and retain skilled employees at reasonable costs to the Group. Remuneration shall be based on principles of performance, competitiveness and fairness. The board of directors of the Company has decided to propose to the annual general meeting the below Long Term Incentive Program 2015 ("**LTIP 2015**") for key employees, which is intended to contribute to long term value growth and provide a shared interest in value growth between shareholders and employees.

Performance share rights shall be allotted free of charge to the participants of LTIP 2015, who are key employees in the Group, in relation to a fixed percentage of their base salary. After a three-year vesting period commencing in connection with the implementation of LTIP 2015 and provided that certain conditions are fulfilled, the participants may exercise their performance share rights through which they will be allotted shares in the Company free of charge.

In order to ensure the delivery of shares under LTIP 2015 and for the purpose of hedging social security charges under LTIP 2015, the board of directors proposes that the board of directors be authorized to acquire a maximum of 448,712 shares in the Company on Nasdaq Stockholm. In addition, the board of directors proposes that the annual general meeting resolve to transfer a maximum of 390,184 own shares to the participants of LTIP 2015 in accordance with the terms of LTIP 2015.

The intention is that a program similar to LTIP 2015 shall be adopted annually, at the annual general meetings the coming years.

Proposal

The board of directors proposes that the annual general meeting resolve on the implementation of LTIP 2015 principally based on the terms and conditions set out below.

1. Participants and allotment under LTIP 2015

LTIP 2015 comprises a maximum of 19 participants divided into four (4) categories.

- Category 1 consists of the CEO
- Category 2 consists of the CFO and the Group COO
- Category 3 consists of the country managers and the chief of live operations
- Category 4 consists of other key employees

The participants shall free of charge be allotted performance share rights entitling to allotment of shares in the Company. The number of performance share rights allotted to a participant shall be calculated as a percentage of the relevant participant's base salary plus any social security charges attributable to such amount divided by 52.63, which was the average share price during the period 2 March 2015 to 19 March 2015. The percentage of the base salary forming the basis for allotment of performance share rights depends on which category the participant belongs to, in accordance with the following:

- Category 1: 100 percent of the base salary for 2015
- Category 2: 75 percent of the base salary for 2015
- Category 3: 50 percent of the base salary for 2015
- Category 4: 25 percent of the base salary for 2015

The above percentages will be adjusted so that participants who have been employed with the Group since June 2014 will receive 150 percent of the numbers illustrated above, and participants who have been employed with the Group for less than a year will receive less than 100 percent of the numbers illustrated above.

Provided that the conditions set out in item 2 are fulfilled, the performance share rights shall entitle to allotment of shares in the Company in accordance with what is described below. Allotment of shares on the basis of performance share rights shall be made at the earliest three years after the implementation of LTIP 2015 (the "**Vesting Period**").

2. Performance share rights
Following the Vesting Period, each performance share right shall entitle to allotment of up to one (1) share. The conditions for allotment of shares are described in the following.

Vesting requirement
In order for performance share rights to entitle to allotment of shares, it shall be required that the relevant participant remains employed and has not given or been given notice of termination of employment within the Group during the Vesting Period. If this condition is not fulfilled, no shares shall be allotted. However, in case a participant's employment has terminated prior to the end of the Vesting Period due to such participant's death or disability or if the employer has given notice of termination of the participant's employment without cause (including, for the avoidance of doubt, notice of termination due to redundancy/shortage of work (Sw. *arbetsbrist*)), 1/3 of the right to allotment of shares shall be vested at each anniversary of the implementation of LTIP 2015.

Performance requirement
In addition, allotment of shares shall be conditional upon satisfaction of a financial target set by the board of directors of the Company, being the compound annual growth rate of earnings per share ("**EPS CAGR**").

The EPS CAGR shall be calculated by the board of directors on the basis of the Group's quarterly financial statements, which are adjusted for non-comparables. EPS for the financial year 2014 shall be SEK 2.78, as agreed with the remuneration committee.

In order for full allotment of shares to occur, the average EPS CAGR during the period 1 January 2015 – 31 December 2017 must be at least 12.5 percent. If the average EPS CAGR during the period 1 January 2015 – 31 December 2017 is 5 percent, the participants shall be allotted shares for 25 percent of their performance share rights. If the average EPS CAGR during the period 1 January 2015 – 31 December 2017 is more than 5 percent but less than 12.5 percent, the participants shall receive linear allotment. If the average EPS CAGR during the period 1 January 2015 – 31 December 2017 is less than 5 percent, no shares shall be allotted.

3. Terms and conditions for the performance share rights

In addition to what has been stated above, the following terms and conditions shall apply for the performance share rights:

- The performance share rights are allotted free of charge.
- The participants are not entitled to transfer, pledge, or dispose the performance share rights or perform any shareholder's rights regarding the performance share rights during the Vesting Period.
- Execution of the performance share rights may take place at the earliest three years after LTIP 2015 was implemented.
- The Company will not compensate the participants for any dividends.

4. Detailed terms and administration

The board of directors, or a certain committee appointed by the board of directors, shall be responsible for determining the detailed terms and the administration of LTIP 2015, within the scope of the terms and guidelines given by the general meeting. By way of example, the board of directors shall be authorized to decide that, despite the conditions under item 2 above being fulfilled, no allotment of shares shall be made to a participant in case of fraud, other criminal activity or gross misconduct by such participant.

In connection with any rights issues, splits, reverse splits and similar dispositions, the board of directors shall be authorized to recalculate EPS CAGR as well as the number of shares that the performance share rights shall entitle to.

In case a public offer for all shares in the Company is completed resulting in the offeror owning more than 90 percent of the shares in the Company, the board of directors shall be authorized to resolve upon the close-down of LTIP 2015, including but not limited to approving earlier execution of performance share rights, amending the vesting requirements and shorten the periods for application of the EPS CAGR thresholds for determination of to which extent the performance requirement is fulfilled.

If delivery of shares cannot be accomplished at reasonable costs, with reasonable administrative effort and without regulatory problems, the board of directors shall be authorized to decide that the participants may instead be offered a cash-based settlement.

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Further, the board of directors shall be authorized to decide on other adjustments in the event that major changes in the Group, the market or otherwise in the industry would occur, which would entail that resolved conditions for allotment and the possibility to use the performance share rights under LTIP 2015 would no longer be appropriate.

5. Hedging of commitments according to LTIP 2015 – Acquisitions and transfers of own shares

The board of directors proposes that the annual general meeting resolve to authorize the board of directors to acquire maximum 448,712 shares for the following purposes:

(1) Securing delivery of shares at exercise of the performance share rights.
(2) Securing and covering social security charges triggered by LTIP 2015.

Acquisitions shall be made on Nasdaq Stockholm on one or several occasions and until the next annual general meeting at a price within the band of prices applying on the exchange. The full proposal regarding authorization for the board of directors to acquire own shares is included in Appendix A.

Further, the board of directors proposes that the annual general meeting resolve to transfer a maximum of 390,184 shares acquired in accordance with the foregoing. Transfers shall be made to the participants of LTIP 2015 in accordance with the terms of LTIP 2015. The full proposal regarding transfers of own shares is included in Appendix B.

6. The value of and the estimated costs for LTIP 2015

Assuming 100 percent vesting, full fulfillment of the EPS requirement and a share price at the time of exercise of the performance share rights of SEK 52.63, LTIP 2015 will result in the allocation of 390,184 shares in the Company, representing a value of SEK 20,535,383.

LTIP 2015 will cause costs for the Group in the form of social security charges. Social security charges shall be expensed and allocated to the periods during which the participants' services were performed. The social security charges are expected to amount to in average approximately 16 percent of the market value of the shares allocated upon exercise of the performance share rights.

The board of directors has proposed that the effect on cash flow that may arise as a result of social security charges payable when the performance share rights are exercised be hedged by way of acquisitions of own shares in the market.

In addition, the performance share rights will give rise to accounting costs in accordance with IFRS 2. These costs shall be determined on the allotment date and be allocated over the Vesting Period. In accordance with IFRS 2, the theoretical value of the performance share rights shall form the basis of the calculation of these costs. The theoretical value shall not be re-valued in subsequent reporting periods, although adjustments shall be made in conjunction with every financial report for the performance share rights that have not been vested. In this manner, the accumulated costs at the end of the Vesting Period will correspond to the number of performance share rights that fulfill the conditions.

7. Dilution and effects on key ratios

No new shares will be issued in the Company due to LTIP 2015. However, the Company will need to acquire 448,712 own shares, corresponding to approximately 0.7 percent of the outstanding shares and votes in the Company in order to secure delivery of shares under LTIP 2015 and to secure and cover social security charges.

The costs for LTIP 2015 are expected to have a marginal effect on the Group's key ratios.

8. The objectives of the proposal and reasons for deviations from the shareholders' preferential rights
The board of directors considers the existence of effective share-related incentive programs for key employees of the Company to be of material importance for the development of the Company. The proposed program creates a common Group focus for the key employees in the different parts of the Group. By linking the key employees' remuneration to the Company's earnings, long term increase in value is rewarded and thus an alignment of interest of the key employees and shareholders is achieved.

In light of these circumstances, the board of directors considers that LTIP 2015, with regard to the terms and conditions, the size of the allotment, the absence of other incentive programs and other circumstances, is reasonable and advantageous for the Company and its shareholders.

Preparation of proposal

The proposal has been prepared by the remuneration committee in consultation with the board of directors and external advisors. The resolution to propose LTIP 2015 to the annual general meeting has been taken by the board of directors.

Outstanding incentive programs in the Company

There are no other share related incentive programs in the Company.

Majority vote requirement

A resolution in accordance with the board of directors' proposal regarding the implementation of LTIP 2015 requires support from shareholders representing more than half of the votes cast at the meeting.

A resolution in accordance with the board of directors' proposal regarding authorization to the board of directors to acquire shares requires support from shareholders representing at least 2/3 of the votes cast as well as shares represented at the meeting.

A resolution in accordance with the board of directors' proposal regarding resolution to transfer shares to the participants of LTIP 2015 requires support from shareholders representing at least 9/10 of the votes cast as well as shares represented at the meeting.

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Stockholm in March 2015
THE BOARD OF DIRECTORS