

**The board of directors' of Scandi Standard AB (publ)
complete proposals to the annual general meeting 2019
(items 7 b), 14, 15 a), 15 b), 15 c) and 16)**

Item 7 b): Resolution on allocation of the company's profit or loss according to the adopted balance sheet

The board of directors proposes a dividend of SEK 2.00 per share and that Monday 13 May 2019 shall be the record date for the dividend.

If the annual general meeting resolves in accordance with the board of directors' proposal, payment of the dividend is expected to be made through Euroclear Sweden AB on Thursday 16 May 2019.

The proposed dividend corresponds to a total amount of approximately SEK 131 million, based on a dividend to all shares in the company at the date of this notice, except for shares in the company that are expected to be held by the company itself on the record date for the dividend, and is therefore subject to change if the company acquires or disposes own shares before the record date. Accordingly, the company has taken into account the expected allotment of shares under LTIP 2016 when calculating the total amount of the proposed dividend.

The board of directors' reasoned statement pursuant to pursuant to Chapter 18, section 4 of the Swedish Companies Act is available on the company's website, www.scandistandard.com.

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Stockholm in April 2019
Scandi Standard AB (publ)
The board of directors

Item 14: Resolution on guidelines for remuneration to the senior management

The board of directors proposes that the below guidelines for remuneration for the senior management are applied until the annual general meeting 2020.

General principles for the remuneration and other terms and conditions

In these guidelines, the senior management means the managing director of the company, the senior managers in the company and other group companies who, from time to time, are reporting to the managing director or the CFO and who are also members of the senior management, as well as board members of the company that have entered into an employment or consulting agreement with a group company.

Salaries and other terms and conditions of employment shall be adequate to enable the company and the group to retain and recruit skilled senior managers at a reasonable cost. The remuneration to the senior managers shall consist of fixed salary, variable salary, pension and other benefits, and it shall be based on principles of performance, competitiveness and fairness.

Principles for fixed salary

Each senior manager shall be offered a fixed salary in line with market conditions and based on the manager's responsibility, expertise and performance.

Principles for variable salary

All senior managers may, from time to time, be offered a variable salary (*i.e.*, cash bonuses). The variable salary shall be based on a set of financial and personal objectives determined in advance.

The variable salary may not amount to more than 75 per cent of the fixed salary (in this context, fixed salary means cash salary earned during the year, excluding pension, benefits and similar). To the extent a board member performs work for the company, in addition to ordinary board work, a market-based consulting fee may be paid.

Principles for incentive programs

The general meeting may resolve on long-term incentive programs such as share and share price-related incentive programs for the members of the senior management. Such incentive programs shall be designed to promote the long-term value growth of the company and the group and increase alignment between the interests of the participating individual and the company's shareholders.

Principles for pensions, salary during periods of notice and severance pay

Agreements regarding pensions shall, where applicable, be premium based and designed in accordance with the level and practice applicable in the country in which the member of senior management is employed. Fixed salary during notice periods and severance payment, including payments for any restrictions on competition, shall in aggregate not exceed an amount equivalent to the fixed salary for two years. The total severance payment for all members of the senior management shall be limited to the current monthly salary for the remaining months up to the age of 65.

Principles for deviations from the guidelines

The board of directors may resolve to deviate from the guidelines if the board of directors, in an individual case, is of the opinion that there are special circumstances justifying a deviation.

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Stockholm in April 2019
Scandi Standard AB (publ)
The board of directors

Item 15 a): Resolution on long-term incentive program (LTIP 2019)

Background and summary

Salaries and other terms and conditions of employment in the company and the group shall be adequate to enable the company and the group to retain and recruit skilled employees at reasonable costs. 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 2019 (“**LTIP 2019**”) for key employees, which is designed to promote the long-term value growth of the company and increase alignment between the interests of the participating individual and the company’s shareholders.

Performance share rights shall be allotted free of charge to the participants of LTIP 2019, who are key employees in the group, in relation to a fixed percentage of their fixed salary. After a three-year vesting period commencing in connection with the implementation of LTIP 2019 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 2019 and for the purpose of hedging social security charges under LTIP 2019, the board of directors proposes that the board of directors is authorised to acquire a maximum of 388,659 shares in the company on Nasdaq Stockholm. In addition, the board of directors proposes that the annual general meeting resolves to transfer a maximum of 334,596 own shares to the participants of LTIP 2019 in accordance with the terms of LTIP 2019.

The intention is that a program similar to LTIP 2019 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 2019 principally based on the terms and conditions set out below.

1. Participants and allotment under LTIP 2019

LTIP 2019 comprises a maximum of 29 participants divided into four (4) categories.

- Category 1 consists of the managing director
- Category 2 consists of the CFO and the COO
- Category 3 consists of the country managers and the Director of Group 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 fixed salary divided by 64.07, which was the average share price during the period 22 February 2019 to 14 March 2019. The percentage of the fixed 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 per cent of the fixed salary for 2019
- Category 2: 75 per cent of the fixed salary for 2019
- Category 3: 50 per cent of the fixed salary for 2019
- Category 4: 25 per cent of the fixed salary for 2019

The above percentages will be adjusted so that participants who have been employed with the group for less than a year will receive less than 100 per cent of the numbers illustrated above.

Provided that the conditions set out in item 2 (*Performance share rights*) below 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 2019 (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*)), one third (1/3) of the right to allotment of shares shall be vested at each anniversary of the implementation of LTIP 2019.

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 2018 was SEK 3.88.

In order for full allotment of shares to occur, the average EPS CAGR during the period 1 January 2019–31 December 2021 must be at least 12.5 per cent. If the average EPS CAGR during the period 1 January 2019–31 December 2021 is 5 per cent, the participants shall be allotted shares for 25 per cent of their performance share rights. If the average EPS CAGR during the period 1 January 2019–31 December 2021 is more than 5 per cent but less than 12.5 per cent, the participants shall receive linear allotment. If the average EPS CAGR during the period 1 January 2019–31 December 2021 is less than 5 per cent, 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 2019 was implemented.
- The company will not compensate the participants for any dividends.
- The maximum number of shares allotted to an individual participant shall be limited to two times the participant’s fixed salary for 2021 divided by the volume weighted average share price during the 10 trading days occurring immediately after the company’s announcement of its year-end report for 2021.

4. Lock-up of allotted shares

In order to further increase alignment between the long term interests of the participants and the company’s shareholders, a requirement for participation in LTIP 2019 shall be that the participant undertakes to retain all allotted shares (except for such shares that are sold to cover for tax due to the allotment of shares) for a period of two years from the date of the allotment of the shares.

5. 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 2019, within the scope of the terms and guidelines given by the general meeting. By way of example, the board of directors shall be authorised to decide that, despite the conditions under item 2 (*Performance share rights*) 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 authorised 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 per cent of the shares in the company, the board of directors shall be authorised to resolve upon the close-down of LTIP 2019, 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 authorised to decide that the participants may instead be offered a cash-based settlement.

Further, the board of directors shall be authorised 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 2019 would no longer be appropriate.

6. Hedging of commitments according to LTIP 2019 – Acquisitions and transfers of own shares

The board of directors proposes that the annual general meeting resolve to authorise the board of directors to acquire a maximum of 388,659 own shares and that the annual general meeting resolves on a transfer of a maximum of 334,596 own shares for the following purposes:

- Securing delivery of shares at exercise of the performance share rights.
- Securing and covering social security charges triggered by LTIP 2019.

Acquisitions shall be made on Nasdaq Stockholm on one or several occasions and until the next annual general meeting at a price within the at each time prevailing

price interval for the share on Nasdaq Stockholm. The full proposal regarding authorization for the board of directors to acquire own shares is included in item 15 b).

Transfers of own shares shall be made to the participants of LTIP 2019 in accordance with the terms of LTIP 2019. The full proposal regarding transfers of own shares is included in item 15 c).

7. The value of and the estimated costs for LTIP 2019

Assuming 100 per cent vesting, full fulfilment of the performance requirement (EPS CAGR) and a share price at the time of exercise of the performance share rights of approximately SEK 64, LTIP 2019 will result in the allocation of 334,596 shares in the company, representing a value of approximately SEK 21.4 million.

The board of directors has made estimates of the costs for LTIP 2019. The estimates are based on the assumption of a share price at the time of exercise of the performance share rights of approximately SEK 64, that the maximum number of performance share rights is allocated and an average EPS CAGR of 8.75 per cent (i.e. 50 per cent performance) during the period 1 January 2019–31 December 2021. Based on these assumptions, the costs for LTIP 2019 are estimated to be approximately SEK 10.7 million, excluding social security charges. At an average EPS CAGR of at least 12.5 per cent (i.e. 100 per cent performance) during the period 1 January 2019–31 December 2021, the costs are estimated to be approximately SEK 21.4 million, excluding social security charges.

The social security charges for LTIP 2019 are estimated to be approximately SEK 1.7 million, based on the above assumptions, including an average EPS CAGR of 8.75 per cent (i.e. 50 per cent performance) during the period 1 January 2019–31 December 2021, and an average social security tax rate of 16 per cent. At an average EPS CAGR of at least 12.5 per cent (i.e. 100 per cent performance) during the period 1 January 2019–31 December 2021, the social security charges are estimated to be approximately SEK 3.5 million.

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.

The costs for LTIP 2019 are in accordance with IFRS 2 determined on the allotment date and 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 fulfil the conditions.

8. Dilution and effects on key ratios

No new shares will be issued in the company due to LTIP 2019. However, the company will need to acquire 388,659 own shares, corresponding to approximately 0.6 per cent of the outstanding shares and votes in the company at the date of this notice, in order to secure delivery of shares under LTIP 2019 and to secure and cover social security charges.

The costs for LTIP 2019 are expected to have a marginal effect on the group's key ratios.

9. 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 value growth is rewarded, which increases the alignment between the interests of the key employees and the company's shareholders.

In light of these circumstances, the board of directors considers that LTIP 2019, with regard to the terms and conditions, the size of the allotment 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 2019 to the annual general meeting has been taken by the board of directors.

Outstanding incentive programs in the company

The annual general meeting 2016 adopted a long-term incentive plan for 19 senior executives and key employees, the annual general meeting 2017 adopted a long-term incentive plan for 22 senior executives and key employees and the annual general meeting 2018 adopted a long-term incentive plan for 26 senior executives and key employees. LTIP 2016, LTIP 2017 and LTIP 2018 have essentially the same design as the now proposed LTIP 2019. A maximum of 209,976 shares may be awarded under LTIP 2016, a maximum of 251,386 shares may be awarded

under LTIP 2017 and a maximum of 289,975 shares may be awarded under LTIP 2018.

Majority vote requirement

A resolution in accordance with the board of directors' proposal regarding the implementation of LTIP 2019 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 authorisation to the board of directors to acquire shares in the company is valid only if supported by shareholders holding no less than two thirds (2/3) of both the votes cast and the 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 2019 is valid only if supported by shareholders holding no less than nine tenths (9/10) of both the votes cast and the shares represented at the meeting.

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Stockholm in April 2019
Scandi Standard AB (publ)
The board of directors

Item 15 b): Resolution on authorisation for the board of directors to resolve on acquisitions of own shares

The board of directors proposes, for the purposes of (1) securing delivery of shares to the participants of LTIP 2019 at exercise of the performance share rights, and (2) securing and covering costs that can be triggered by the LTIP 2019 (e.g. social security charges and tax), that the board of directors is authorised to, on one or several occasions and until the next annual general meeting, resolve on acquisition of shares in the company, on the following terms and conditions.

- A maximum of 388,659 shares in the company may be acquired, however only to such extent that, following each acquisition, the company holds a maximum of 10 per cent of all shares issued by the company.
- Acquisitions shall be made on Nasdaq Stockholm.
- Acquisitions shall be made at a price per share within the at each time prevailing price interval for the share on Nasdaq Stockholm.
- Payment for the shares shall be made in cash.

The board of directors' reasoned statement pursuant to pursuant to Chapter 19, section 22 of the Swedish Companies Act is available on the company's website, www.scandistandard.com.

A resolution in accordance with the board of directors' proposal is only valid where supported by shareholders holding not less than two thirds of the votes cast as well as the shares represented at the general meeting.

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Stockholm in April 2019
Scandi Standard AB (publ)
The board of directors

Item 15 c): Resolution on transfer of own shares

The board of directors proposes that, in order to secure delivery of shares at exercise of the performance share rights under LTIP 2019, a maximum of 334,596 own shares are transferred to the participants of LTIP 2019 on the following terms and conditions.

- The right to receive shares shall, with deviation from the shareholders' preferential rights, be granted to the participants in LTIP 2019, with right for each of the participants to receive no more than the maximum number of shares allowed under the terms and conditions for LTIP 2019. Furthermore, subsidiaries within the group shall have the right to receive shares, free of consideration, and such subsidiaries shall be obligated to immediately transfer, free of consideration, such shares to the participants in LTIP 2019 in accordance with the terms and conditions of the program.
- The participants' right to receive shares are conditional upon the fulfillment of all terms and conditions of LTIP 2019.
- The shares shall be transferred within the time period set out in the terms and conditions of LTIP 2019.
- The shares shall be transferred free of charge.
- The number of shares that may be transferred to the participants in LTIP 2019 may be recalculated due to share issues, splits, reverse splits and/or similar dispositions in accordance with the terms and conditions of LTIP 2019.

The rationale for the proposed transfers of own shares and for the deviation from the shareholders' preferential rights is to enable delivery of shares to the participants in LTIP 2019.

A resolution in accordance with the board of directors' proposal is only valid where supported by shareholders holding not less than nine tenths of the votes cast as well as the shares represented at the general meeting.

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Stockholm in April 2019
Scandi Standard AB (publ)
The board of directors

Item 16: Resolution on authorisation for the board of directors to resolve on new issue of shares

The board of directors proposes that the board of directors is authorised to resolve on issues of shares in the company in accordance with the following.

- The board of directors may exercise the authorisation on one or several occasions until the next annual general meeting.
- The total number of shares issued under this authorisation shall not exceed 10 per cent of the total number of shares in the company as of the date of the annual general meeting's resolution.
- The board of directors may resolve on deviation from the shareholders' preferential rights.
- In addition to cash payment, shares may be paid in kind, with set-off rights or on terms stipulated in Chapter 2, section 5 of the Swedish Companies Act.

Where the board of directors resolves on an issue of shares with deviation from the shareholders' preferential rights, the reason for the deviation shall be to finance strategic growth, organic growth or other general corporate purposes.

The board of directors, or any person authorised by the board of directors, shall be entitled to make the minor adjustments to the resolution that may be necessary in connection with registration with the Swedish Companies Registration Office.

A resolution in accordance with the board of directors' proposal is only valid where supported by shareholders holding not less than two thirds of the votes cast as well as the shares represented at the general meeting.

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Stockholm in April 2019
Scandi Standard AB (publ)
The board of directors