

## Notice to Annual General Meeting in SkiStar AB (publ)

The shareholders of SkiStar AB (publ) are hereby notified of the Annual General Meeting (below referred to as "AGM") to be held at 2 pm on 9 December 2017, at Experium in Lindvallen, Sälen. Registration for the meeting will take place from 1 pm. Lunch will be served from 11.30 am-1.30 pm.

### Right to participate in the Annual General Meeting of shareholders

Shareholders wishing to participate in the AGM shall both:

- be entered in the share register administered by Euroclear Sweden AB (below referred to as "Euroclear"), as per Monday, 4 December 2017,
- register their intention to participate in the AGM no later than 12 pm on Monday, 4 December 2017.

In order that shareholders who have their shares registered with an authorised nominee shall have the right to participate in the AGM, such shareholders must temporarily re-register their shares in their own names. Such re-registration must be accomplished with Euroclear no later than Monday, 4 December 2017. This implies that the shareholders must inform the nominees of such re-registration in good time prior to this date.

### Registration of participation in the Annual General Meeting, etc.

Registration of participation in the AGM must be submitted in writing to SkiStar AB, Aktieägarservice, 780 67 Sälen, at the company's webpage [www.skistar.com/corporate](http://www.skistar.com/corporate), or by telephone: +46 280-880 95. The shareholder's name and personal identity number/corporate identity number must be provided when registering. In addition, the shareholder's address, telephone number, and number of shares held, including class of the shares held, are kindly requested to be provided when registering. Shareholders who are represented by a proxy must issue a dated, written power of attorney for the proxy. Such a power of attorney is considered to apply for a period of one year after being issued, or longer if clearly stated on the document, up to a maximum of five years. This power of attorney should be sent to the company at the above address in good time prior to the AGM. If the power of attorney has been issued by a legal entity, a certified copy of the legal entity's registration certificate or equivalent should be attached. The company provides the shareholders with a power of attorney form, if required. The power of attorney form can be found at the company's webpage and can be ordered by post or telephone, through the same contact details as set out above in relation to registration of participation. Each shareholder or proxy may be accompanied at the meeting by no more than two assistants. The company must be provided with information regarding any assistants at the time of registration.

### Proposed agenda

1. Opening of the meeting
2. Election of chairman of the meeting
3. Preparation and approval of voting list
4. Approval of proposed agenda
5. Election of two persons to verify the minutes
6. Confirmation that the meeting has been properly convened
7. Presentation of the submitted annual report and auditor's report, as well as the consolidated financial statements and auditor's report for the consolidated accounts
8. Presentation by the CEO
9. Resolution regarding adoption of the income statement and balance sheet, and the consolidated income statement and consolidated balance sheet
10. Resolution regarding the appropriation of the company's profit according to the adopted balance sheet
11. Resolution regarding the discharge from liability of the members of the Board of Directors and the CEO
12. Resolution regarding the fees for the members of the Board of Directors and fees for the Auditor
13. Election of members of the Board of Directors, Chairman of the Board of Directors and Auditor
14. Election of members of the Nomination Committee
15. Approval of the principles for remuneration and other terms of employment for company management
16. Resolution on authorisation providing the Board of Directors with the right to pass resolutions regarding acquisitions and sale of the company's own shares
17. Close of Annual General Meeting

### Proposed Resolutions

#### 2. Election of Chairman of the Meeting

The Nomination Committee of SkiStar AB (publ), was elected by the Annual General Meeting 2016 and consists of Mats Paulsson, representing family and company, Magnus Swärdh, representing Backahill AB, Jan Särilvik, representing Nordea and Per-Uno Sandberg, representing himself. The Nomination Committee proposes that Pär Nuder be appointed Chairman of the AGM.

#### 10. The Board of Directors' proposal regarding appropriation of the company's profits according to the adopted balance sheet

The Board of Directors proposes that dividends of SEK 5.50 (4.50) per share be distributed. The day of record is proposed as Tuesday, 12 December 2017. If the AGM resolves in favour of the proposal, the planned date of payment of the dividend via Euroclear is Friday, 15 December 2017.

#### 12. Resolution regarding the fees for the members of the Board of Directors and fees for the Auditor

The Nomination Committee proposes that the total fees for the Board of Directors shall amount to TSEK 1,960 (2016: 1,115), of which TSEK 280 (240) to the Chairman of the Board and TSEK 180 (175) to each of the ordinary members of the Board that are not employed by the company. In addition, TSEK 160 (0) is proposed as remuneration to each of the members of the audit

committee and TSEK 100 (0) is proposed as remuneration to each of the members of the remuneration committee. The audit fees are proposed to be paid on an on-account basis.

### **13. Election of members of the Board of Directors, Chairman of the Board of Directors and Auditor**

The Nomination Committee proposes that the number of members of the Board of Directors shall be seven, without deputies, and that one audit company shall be elected, without deputy.

Erik Paulsson and Bert Nordberg have informed the Nomination Committee that they have declined re-election as chairman of the board of directors and member of the board of directors. In this context, the Nomination Committee proposes Eivor Andersson, Lena Apler, Pär Nuder, Per-Uno Sandberg and Mats Årjes be re-elected as members of the Board of Directors for the period until the end of the next annual general meeting. In addition, Sara Karlsson and Fredrik Paulsson are proposed to be elected as new members of the Board of Directors for the same period. Pär Nuder is proposed to be elected Chairman of the Board of Directors. Information regarding the persons nominated for election by the Nomination Committee can be found on the company's webpage.

The Nomination Committee proposes that the registered auditing firm Ernst & Young AB be re-elected as the company's Auditor for a period of one year. Ernst & Young AB has informed the Nomination Committee that the Authorized Public Accountant, Mikael Sjölander, is to hold the position of Auditor-in-Charge.

### **14. Election of members of the Nomination Committee**

Shareholders representing approximately 65% of the total number of votes in the company have informed the Board of Directors that they intend to present a proposal of election of members of the Nomination Committee at the AGM.

### **15. Approval of the principles for remuneration and other terms of employment for company management**

The term 'company management' refers to the CEO and other members of Group management. The Board of Directors' proposed principles for remuneration and other terms of employment for company management are, primarily, as follows:

Variable remuneration may amount to a maximum of 40% of 12 times the current monthly salary. Variable remuneration is paid on the basis of the company's performance as regards growth in earnings per share, return on equity, operating margin and organic growth. All pension commitments shall be based on defined premium contributions. For the CEO, the company pays pension contributions corresponding to 35% of salary. For other members of company management, pension payments are made on the basis of the customary ITP plan. The period of notice when termination of employment is initiated by the company shall be a maximum of 24 months, and up to six months when initiated by a member of company management. Severance pay is paid only when notice is given by the company and only during the period of notice up to the date on which the individual in question obtains other employment.

### **16. The Board of Directors' proposal to grant the Board of Directors authorisation to pass resolutions regarding acquisitions and sales of the company's own shares**

The Board of Directors' proposal entails that the Board be authorised, until the next Annual General Meeting of shareholders, to pass resolutions on one or more occasions regarding the acquisition of Class B shares in the company; however, the company's holding may not, at any time, exceed ten percent of the total number of shares in the company. The acquisition of shares shall take place in a regulated market or via an offer of acquisition made to all shareholders. Acquisition of shares in a regulated market may only take place at a price that is, at any given point in time, within the registered share price interval – that is, the interval between the highest and the lowest selling price. An offer of acquisition made to all shareholders may take place at a price equivalent to the lowest market value at the time of the offer, with a maximum deviation of plus 20%.

Furthermore, the proposal by the Board of Directors entails that the Board of Directors be entitled to pass resolutions, until the next Annual General Meeting of shareholders, regarding the sale of the company's own shares in a regulated market or in conjunction with the acquisition of companies or operations. This authorisation includes the right to pass resolutions on deviation from the preferential rights of shareholders and resolutions that establish forms of payment other than cash funds, on the basis of in-kind payment, offsetting or on the basis of other conditions. This authorisation may be utilised on one or a number of occasions, and may be utilised for the acquisition of a maximum number of shares stipulated in the authorisation to acquire the company's shares. Transfers in a regulated market may only take place at a price that is, at any given point in time, within the registered share price interval. Transfers in connection with acquisitions shall take place at a price which, in all essential manners, corresponds to the market value for the company's share at the time of entering into the acquisition agreement.

These authorisations aim to provide the Board of Directors with increased scope in working with the company's capital structure and, if deemed appropriate, to facilitate acquisitions. The resolution granting the Board of Directors authorisation to decide upon the acquisition and sale of the company's shares is only valid provided that said resolution is supported by shareholders holding at least two thirds of both the votes and of the shares represented at the AGM. This resolution is valid only for the acquisition and disposal of the company's own class B shares.

### **Number of shares and votes**

The number of registered shares in the company as per the date of issuance of this notice is a total of 39,188,028, of which 1,824,000 are Class A shares and 37,364,028 are Class B shares. The total number of votes is 55,604,028. The company holds none of the company's own shares.

### **Documentation in conjunction with the Annual General Meeting**

Accounting documents, auditor's reports and the complete texts of the Board of Directors' and the Nominee Committee's proposed resolutions and statements pursuant to the Swedish Companies Act and the Swedish Code of Conduct will be made available to shareholders at least three weeks prior to the AGM, at the company's address: SkiStar AB, Sälffällsgården, 780 67

Sälen, Sweden, and on the company's website: [www.skistar.com/corporate](http://www.skistar.com/corporate). Copies of these documents will also be sent by post or e-mail to the shareholders upon request, and upon receipt of a postal or e-mail address.

**Shareholders' right to request information**

Shareholders present at the meeting retain the right to request information regarding matters on the agenda or the company's financial position according to Chapter 7, Point 32 of the Swedish Companies Act (2005:551).

**Sälen in November 2017**  
***the Board of Directors***