
Proposed decisions for the annual general meeting 2017

Election of a chairman of the meeting (item 2)

The Board proposes that Carl Filip Bergendal be appointed chairman of the Meeting.

Disposition of earnings (item 9 b)

As the company is currently in a phase of rapid expansion that requires access to capital, the Board and the CEO propose that no dividend be paid to the company's shareholders. The accumulated profit of SEK 177,389,770 is proposed to be brought forward and balanced in the new accounts.

Guidelines for remuneration to senior executives (item 10)

The Board proposes the Meeting to adopt the following guidelines for remuneration to senior executives to apply for the period until the close of the Annual General Meeting of 2018.

Salary and other remuneration

The CEO shall receive a fixed salary and a variable remuneration. The variable remuneration shall amount to 2.0 per cent of the Group's earnings before tax after allocations to the profit-sharing foundation RayFoundation, though not more than 12 months' salary. In addition, the CEO may have other benefits of a common nature, such as a company car.

The CEO's salary shall be reviewed annually. This shall take place through negotiations between the CEO and the Chairman of the Board, after which the Chairman shall present a proposal to the other Board members. The CEO shall not be present when the Board discusses and resolves on this issue.

The other senior executives are the Deputy CEO, Chief Financial Officer (CFO), Director of Research, Director of Development, Director of Sales and Marketing, Director of Sales for the Asia & Pacific region, Director of Service and the General Counsel. The other senior executives shall as all other employees in RaySearch Laboratories AB (publ), except the CEO, be covered by the profit-sharing foundation RayFoundation, and thereby receive a variable remuneration. Furthermore, the following shall apply with regard to remuneration to the senior executives.

The Director of Sales and Marketing shall receive a fixed salary and a variable remuneration. The variable remuneration shall amount to a certain percentage of the sales of RayStation® worldwide.

The Director of Sales for the Asia & Pacific region shall receive a fixed salary and a variable remuneration. The variable remuneration shall amount to a certain percentage of the sales of RayStation® in the Asia & Pacific region.

The Deputy CEO, CFO, Director of Research, Director of Development, Director of Service, and the General Counsel, shall receive a fixed salary but no variable remuneration, other than being covered by the profit-sharing foundation RayFoundation in accordance with the above.

The salaries of the other senior executives shall also be reviewed annually. This shall take place in negotiations between the CEO and each individual.

Incentive programs

There are no incentive programs intended specifically for senior executives and none is proposed. However, the senior executives, except the CEO, may participate together with the other employees in such option programs and profit-sharing programs as the company may apply.

Pensions

All pension undertakings are defined-contribution plans. The retirement age for the CEO and the other senior executives is 65 years and the pension premiums correspond to the Swedish ITP plan.

Period of notice

If the CEO terminates his employment, his period of notice is 6 months, and if the company terminates the CEO's employment, the period of notice is 12 months. In both cases, the CEO is entitled to salary during the period of notice. In respect of the other senior executives there is a mutual period of notice of 3 months during which salary shall be paid.

Severance pay

Neither the CEO nor the other senior executives shall be entitled to any severance pay, in a formal sense, should their employment cease. However, as described above, the CEO and the other senior executives shall be entitled to salary during the period of notice.

Deviation

The Board proposes that the Board be entitled to deviate from the above guidelines if there are special reasons for such deviations.

Number of members of the board and deputies (item 11)

Shareholders representing approximately 66 percent of the total number of votes in the company propose that the number of Board members be 4, with no deputies.

Fees (item 12)

Shareholders representing approximately 66 percent of the total number of votes in the company propose:

that remuneration to Board members who do not receive a salary from any Group company, amount to a total of SEK 980,000 for the period extending to the next Annual General Meeting, of which SEK 480,000 to be paid to the Chairman and SEK 250,000 to each of the Board members elected by the Annual General Meeting, who do not receive a salary from any Group company.

that the auditors' fees shall be paid in accordance with current approved invoicing.

Board, etc. (item 13)

Shareholders representing approximately 66 percent of the total number of votes in the company propose:

that Carl Filip Bergendal, Johan Löf and Hans Wigzell be re-elected as Board members in the company;

that Johanna Öberg be elected as Board member in the Company; and

that Carl Filip Bergendal be elected as Chairman of the Board.

Election of auditor (item 14)

The Board proposes that the auditing firm Ernst & Young be appointed as auditors, with the authorized public accountant Per Hedström as auditor in charge.

Resolution on the authorization to the board to resolve on new issues of series b shares and/or issues of convertible debt instruments (item 15)

The Board proposes that the Meeting authorize the Board to, on one or several occasions up until the next Annual General Meeting, resolve on new issues of Series B shares and/or issues of convertible debt instruments convertible into Series B shares. The Board's resolutions on issuing shares and/or convertible debt instruments may lead to an increase in the number of shares in the company representing a maximum of 10 per cent of the registered share capital per the date of the invitation, amounting to SEK 17,141,386.50, however, not exceeding the number of shares and share capital according to the company's articles of association at the time of such resolution. At the date of the invitation, such maximum increase represents an increase of approximately 2.6 per cent of the total number of votes in the company. Issues made by virtue of this authorization may be made with or without deviation from the shareholders' pre-emption right in accordance with Chapter 13, Section 1, item 2 c and Chapter 15, Section 1, item 2 c of the Swedish Companies Act, and, other than against payment in cash, with or without terms of issue in kind or set-off or other terms as stated in Chapter 13, Section 5, first paragraph, item 6 and Chapter 15, Section 5, first paragraph, item 4 of the Swedish Companies Act.

The purpose of the authorization is to increase the company's financial flexibility. In the event of deviation from the shareholders' pre-emption right, the subscription price shall be on market terms. Other terms may be resolved by the Board.

A valid resolution requires that the proposal be supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the Meeting.