

## ANNUAL GENERAL MEETING IN HIQ INTERNATIONAL AB (PUBL)

**The following resolutions were adopted at the Annual General Meeting in HiQ International AB on 24 March 2015:**

- Gunnel Duveblad, Ken Gerhardsen, Lars Stugemo, Anders Ljungh, Johanna Fagrell Köhler, Erik Hallberg, Ulrika Hagdahl and Raimo Lind were re-elected as members of the Board of Directors. The General Meeting resolved to appoint Anders Ljungh as Chairman of the Board of Directors.
- PricewaterhouseCoopers was re-elected as auditor for the period until the end of the Annual General Meeting in 2019.
- The General meeting decided to adopt the annual report and discharge the Board and the Managing Director from liability for the financial year 2014.
- The General meeting decided on a share split and mandatory share redemption programme. The redemption procedure means that approximately SEK 138 million, corresponding to SEK 2.60 per share will be repaid to the shareholders. The decisions made by the General Meeting regarding split and redemption include;
  - Decision to execute a share split 2:1, whereby each HiQ share is divided into two shares. One of these shares will be a so called redemption share.
  - Decision to reduce the share capital by mandatory redemption of shares, whereby 53 139 023 redemption shares are redeemed.
  - Decision to increase the share capital by way of a bonus issue, whereby the company's share capital is increased to its value before the decision to reduce the share capital.

Payment for each redemption share is SEK 2.60. Record date for the share split is 13 April 2015. Trading in the redemption shares will take place from 14 April 2015 up to and including 27 April 2015. Record date for the share redemption is 5 May 2015. Payment is expected to take place around 8 May 2015.

- The General meeting decided to issue not more than 1,000,000 warrants. Each warrant shall entitle the holder to subscribe for one new share. For not more than 800,000 warrants of Series I, the exercise price shall correspond to 100 per cent of the average exchange quotation of the Company's shares on the Stockholm Stock Exchange during the period commencing 23 April 2015 up to and including 7 May 2015, and for warrants of Series II, the exercise price shall correspond to 100 per cent of the average exchange quotation of the Company's share on the NASDAQ Stockholm Stock Exchange during a period of ten trading days immediately following the announcement of the interim report for the three first quarters of 2015. The issued warrants shall be subscribed for by HiQ Stockholm AB - a wholly owned subsidiary of HiQ International AB - whereby this company shall offer the warrants to employees within the HiQ Group in Sweden, Denmark and Finland. HiQ Stockholm AB may subscribe and transfer no more than in total 1,000,000 warrants of Series I and II. If all 1,000,000 warrants are exercised, the share capital of the Company will increase by SEK 100,000 corresponding to a dilution of approx. 1.8 per cent of the Company's share capital and votes after dilution. Considering previously adopted incentive programmes for employees, the total dilution amounts to approx. 5.3 per cent.

The Board of Directors shall, according to the following guidelines, resolve on the allocation of warrants to employees within the Group. Key employees may not acquire more than 30,000 warrants each at market price and shall be guaranteed to acquire 4,000 warrants each; other employees may not acquire more than 30,000 warrants each at market price and shall be guaranteed to acquire 1,000 warrants each. For Key employees the Company shall have a right to, for each acquired warrant, allocate another warrant without consideration. The right to the warrants given without paid consideration should be conditioned by that the Key employee is employed within the HiQ Group during the term of the warrants. By this procedure, the total number of warrants to be allocated to each Key employee could amount to maximum 60,000 warrants. The company's external Board members are not included in the incentive programme.

*HiQ helps to make the world a better place by making people's lives simpler and better. We are the perfect partner for everyone eager to achieve results that make a difference in a digital world. Founded in 1995 HiQ currently has 1,400 specialists in four countries and is listed on the Nasdaq Stockholm MidCap list. For more information and inspiration, please visit [www.hiq.se](http://www.hiq.se)*

With the purpose of increasing participation in the incentive program, the company intends to subsidise the holders of warrants. For Key employees who still are employed by HiQ at the end of the term by way of a bonus payment, which before taxation amounts to the warrant premium. If the long term financial target (presently the equivalent of an operating profit of 15 per cent.) is not fulfilled during the period, only 50% of the bonus will be paid out. For all other employees participating in the program the Company intends to subsidise the holders of warrants, who still are employed by HiQ at the end of the term by way of a bonus payment, which before taxation amount to the warrant premium.

- The General Meeting decided in accordance with the proposal by the Board of Directors to authorise the Board of Directors to resolve on purchasing, at one or several occasions, so many own shares that the company's holding does not at any time exceed 10 per cent. of the total number of shares in the company. The purchase of shares shall take place on the NASDAQ Stockholm Stock Exchange and may only occur at a price within the share price interval registered at that time, where the share price interval means the difference between the highest buying price and lowest selling price. Furthermore, the General Meeting resolved to authorise the Board of Directors to pass resolutions on transferring the company's own shares as payment in connection with an acquisition of companies or businesses, at a price within the share price interval registered at that time.
- The General Meeting resolved in accordance with the proposal by the Board of Directors to authorise the Board of Directors to resolve on issues of shares against payment in kind of no more than 5,000,000 shares, at one or several occasions, during the period until the next Annual General Meeting in connection with acquisitions.
- The General Meeting also resolved to establish a Nomination Committee according to the following principles. The Chairman of the Board of Directors shall, based on the ownership as of 31 July 2015, convene the three major shareholders in the company, which each are to elect one representative to the Nomination Committee. In addition, the Chairman of the Board of Directors can be elected to be a part of the Nomination Committee. The Nomination Committee can also decide to include an additional representative of a major shareholder or a group of major shareholders to be part of the Nomination Committee. The names of the representatives of the Nomination Committee shall be announced no later than six months prior to the Annual General Meeting. The Nomination Committee shall prepare and at the general meeting leave proposals regarding election of Chairman of the Board of Directors along with other members of the Board of Directors; fees to the members of the Board of Directors divided between the Chairman and other members as well as compensation for work in committees; election of and fee to the auditors and (where appropriate) any deputy auditors; decisions on principles regarding election of the Nominating Committee; and Chairman for the Annual General Meeting.
- The general meeting resolved a policy on remuneration and other terms of employment for senior executives, in accordance with the proposal by the Board of Directors.

HiQ International AB (publ)  
The Board of Directors

**For further information, please contact:**

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*HiQ discloses the information provided herein pursuant to the Securities Market Act and/or the Financial Instruments Trading Act. This release was released for publication at 13:15 CET on 24 March 2015.*

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