

# PRESS RELEASE

Stockholm, Sweden March 11, 2010

The shareholders of Cision AB (publ) are hereby convened to the annual general meeting, Wednesday 14 April 2010 at 4.00 p.m. (CEST) at Garnisionen Konferens, Karlavägen 100, Stockholm, Sweden.

# Participation

Shareholders who wish to participate in the annual general meeting

- *must* be registered in the shareholders' register maintained by Euroclear Sweden AB (former VPC AB the Swedish Central Securities Depository & Clearing Organization) by Thursday 8 April 2010, and
- *must* notify the Company of their intention to attend the annual general meeting not later than 4 p.m. (CEST) on Thursday 8 April 2010 by;
  - post to Cision AB (publ), Att: Angela Elliot, 114 88 Stockholm
  - e-mail to angela.elliot@cision.com,
  - telephone, +46 (0)8-507 410 00, or by
  - fax, +46 (0)8 507 410 25.

Upon notification, shareholders should state their name, personal/corporate identity number, address, daytime telephone number, the number of shares held and, where applicable, representatives and advisors participating. In order to facilitate admission to the annual general meeting, the Company wishes to receive powers of attorney, certificates of incorporation and other authorizations no later than Monday 12 April 2010. Please note that powers of attorney must be submitted in the original copy. Power of attorney forms are available for download on the website, <a href="http://corporate.cision.com/Corporate-Governance-/Annual-General-Meeting/">http://corporate.cision.com/Corporate-Governance-/Annual-General-Meeting/</a>.

Shareholders whose shares are registered in the name of a trustee must temporarily register their shares in their own name, in the shareholders' register maintained by Euroclear Sweden AB, to be entitled to participate in the annual general meeting. This procedure, known as voting right registration, must be effected no later than Thursday 8 April 2010, which means that the shareholder must inform the nominee well in advance of this date.

### Number of shares and votes

The Company has 74,544,418 shares, each representing one vote, in total 74,544,418 votes.



# Proposed agenda

- 1. Opening of the annual general meeting
- 2. Election of chairman of the annual general meeting (see below)
- 3. Drawing up and approval of the voting list
- 4. Approval of the agenda
- 5. Election of one or two persons to verify the minutes
- 6. Determination as to whether the annual general meeting has been duly convened
- 7. Presentation of the annual report, the audit report and the consolidated financial statements and the consolidated audit report for 2009
- 8. The report by the CEO
- 9. The report by the chairman of the board on the work of the nomination committee as well as the work of the board and the compensation and audit committees
- 10. Resolution regarding adoption of the income statement and the balance sheet, and the consolidated income statement and the consolidated balance sheet for 2009
- 11. Resolution regarding allocation of the Company's earnings in accordance with the approved balance sheet for 2009 (see below)
- 12. Resolution regarding discharge from personal liability of the board members and the CEO for the year 2009
- 13. Resolution on the number of board members and deputy board members, to be elected by the annual general meeting (see below)
- 14. Resolution regarding remuneration to the board, the auditors and for committee-work (see below)
- 15. Election of members of the board, chairman of the board and deputy board members, if any (see below)
- 16. The board's proposal for establishment of principles for remuneration and other terms of employment for the Company's CEO and senior executives (see below)
- 17. The board's proposal regarding conditional change of the articles of association (see below)
- 18. Shareholders' proposal regarding nomination committee (see below)
- 19. Closing of the annual general meeting

# Resolution regarding allocation of the Company's earnings in accordance with the approved balance sheet for 2009 (item 11)

The board recommends the annual general meeting that the unappropriated earnings of SEK 392,632,974 should be allocated as follows; retained earnings of SEK 564,676,611, fair value reserve of SEK 91,229, share premium reserve of SEK 10,463,807 and net profit for the year of SEK -182,598,673 to be carried forward into new account.

# Proposal for resolutions with respect to items 2 and 13-15

The Company's nomination committee, which has been formed in accordance with the resolution of the annual general meeting 2009, consisting of chairman Göran Espelund (Lannebo Fonder AB), Bengt A. Dahl (Fairford Holdings Scandinavia AB), Bertil Villard (Cyril Acquisition AB) and Anders Böös (chairman of the board of the Company), proposes the resolutions presented below with respect to items 2 and 13-15.



- The nomination committee proposes that Anders Böös, the chairman of the board, is appointed chairman of the annual general meeting (item 2).
- The nomination committee proposes that the board should consist of eight board members, without any deputy board members (item 13).
- The nomination committee proposes the remuneration to the board should be unchanged SEK 1,800,000 to be allocated in accordance with the following: SEK 600,000 per year to the chairman, and SEK 200,000 per year to each of the board members who are not employed by the Company. Furthermore, the nomination committee proposes remuneration to the members of the audit committee of unchanged SEK 300,000 per year, of which SEK 200,000 shall be paid to the chairman of the audit committee and remuneration to the members in the compensation committee of unchanged SEK 150,000 per year, of which SEK 100,000 shall be paid to the compensation committee (item 14)
- The nomination committee proposes that the fees to the auditor should bee paid in accordance with invoices approved by the Company (item 14).
- The nomination committee proposes that Anders Böös, Pia Gideon, Thomas Heilmann, Peter Leifland, Gunilla von Platen, Hans-Erik Andersson, Hans Gieskes and Alf Blomqvist are re-elected as board members. Anders Böös is proposed to remain as chairman of the board (item 15).

# The board's proposal for establishment of principles for remuneration and other terms of employment for the Company's CEO and senior executives (item 16)

The board's proposal for principles for remuneration and other terms of employment for the Company's CEO and senior executives is established in order to secure that the Company group offers a reward system that is competitive, business driven, performance focused and meets the highest standard on ethics and moral.

<u>Principles for remuneration and other terms of employment of the Company's CEO and senior executives</u> The board of directors propose that the annual general meeting approves the board's proposal regarding principles for remuneration and other terms of employment of the CEO and other senior executives. Except for the specified exemption for the CEO, the proposed principles mainly correspond to the remuneration that has been paid in previous years and is based on existing agreements between the Company and the Company's senior executives. The principles apply to the CEO, senior executives that report directly to the CEO as well as selected other senior executives in the Company group. The remuneration structure for the Company's senior executives shall comprise of fixed and variable salary, pension, other benefits and when appropriate long-term incentive plan.

# Fixed salary

The Company shall offer market level terms that enables the Company to attract, develop and retain senior executives. The fixed salary is based on what the local market pays for equivalent position, qualification and performance and is therefore a market-based salary. The fixed salary is reviewed on a yearly basis.



# Variable salary

The variable remuneration is paid in the form of an annual performance based bonus. The target bonus for the Company's senior executives varies depending on the position. The target for the CEO is 60 per cent. of the fixed annual salary and the maximum bonus is 100 per cent. of the fixed annual salary when performance exceeds targets. For the Company's senior executives, the target bonus is 40-50 per cent. of the fixed annual salary with a maximum of 80-100 per cent. of the fixed annual salary. The bonus is based on the achievement of EBIT related targets.

#### Long-term incentive plan

Decisions on share and share-related incentive program targeted to senior executives shall be taken by the general meeting. Currently, the Company has two ongoing share and share-related incentive programs, decided at the annual general meeting 2007 and 2009.

#### Pension

The basic principle with respect to pension arrangements shall be that the terms and conditions correspond with market terms in the country where the Company's senior executives is domiciled. The retirement age for the executives varies in accordance with local customs. For the CEO, the Company shall allocate an amount corresponding to 20 per cent. of the CEO's pension qualifying salary for pension and insurance solutions. The Company's other senior executives follow the plan for supplementary pensions for salaried employees or corresponding arrangements. Others pension allocations are made in accordance with local customs and after approval of the HR and the CEO.

#### Other benefits

The Company's CEO and other senior executives are eligible for customary benefits connected with their position, such as health care, medical insurance and a leasing car. Benefits vary between the countries and are based on local customs.

#### Redundancy payment

The Company and the CEO have a contractual agreement until 31 December 2011. After an initial period of three years, the agreement can be prolonged 12 months at a time. If the Company terminates the employment, the CEO is entitled to a redundancy payment equal to the annual salary of the CEO. The notice period for the Company's other senior executives varies between three and six months. For the Company, the notice period varies between three and twelve months. A number of the Company's senior executives are entitled to a redundancy payment equal to six to twelve monthly salaries.

#### Preparation and resolution

With respect to the CEO, the compensation committee proposes, after discussions between the chairman and the CEO, the salary, criteria for variable remuneration and other terms of employment, which are then approved by the board. For other of the Company's senior executives, the CEO proposes terms and conditions which are then approved by the compensation committee and reported to the board.

The board shall have the right to deviate from these principles in individual cases if there is a solid business rational and evidential reason for such a decision.



# The board's proposal regarding conditional change of the articles of association (item 17)

The board's proposal is an adaptation of the articles of association's § 9 as regards the new rules of the method of given notice to a general meeting of shareholders to which are expected to enter into force before the annual general meeting of shareholders 2011.

Current wording: "Notice to attend an ordinary general meeting of shareholders and also an extraordinary general meeting of shareholders during which changes to the articles of association is to be addressed shall be issued not earlier than six weeks and not later than four weeks prior to the general meeting of shareholders. Notice to attend any other extraordinary general meeting of shareholders shall be given not earlier than six weeks and not later than four weeks prior to the general meeting of shareholders. Notice to attend any other extraordinary general meeting of shareholders shall be given not earlier than six weeks and not later than two weeks prior the general meeting of shareholders. Notice to attend a general meeting of shareholders shall take place through an advertisement in Post- och Inrikes Tidningar and Svenska Dagbladet."

Proposed wording: "Notice to attend a general meeting of shareholders shall be given through an advertisement in Post- och Inrikes Tidningar and also on the company's website. That a notice to attend the general meeting of shareholders has been given shall be announced in Svenska Dagbladet."

The board proposes that the annual general meeting of shareholders' resolution regarding changes of the articles of association shall be conditional upon an alteration, in the Swedish Companies Act (SFS 2005:551) of the method of given notice to a general meeting of shareholders, has entered into force, which means that the proposed wording of § 9 above is in accordance with the Swedish Companies Act.

### Shareholders' proposal regarding nomination committee (item 18)

The Company's key shareholders, including Fairford Holdings Scandinavia AB, Cyril Acquisition AB and Lannebo Fonder AB, propose that the annual general meeting confirms that the nomination process which is presently applied, also will form the base of the future nomination processes. The proposal implies that the chairman of the board contacts not less than three of the main shareholders in the Company on 31 August. These shareholders are asked to appoint one representative each to the nomination committee, of which the chairman of the board shall also be a member. If any of these shareholders refrain from the right to appoint a representative, such right is transferred to the shareholder who holds the next largest stake. The chairman of the nomination committee shall, if the representatives do not agree otherwise, be the representative representing the main shareholder in the Company. The names of the nomination committee's members as well as information about the representing shareholders shall be disclosed and published on the Company's website as soon as the nomination committee has been elected, however not later than six months before the annual general meeting. The nomination committee shall prepare proposals with respect to election of chairman of the annual general meeting, chairman of the board and other board members, remuneration to the board and other compensation for board tasks to each one of the board members as well as, if applicable, compensation for committee work, remuneration to the auditors and also a nomination process as regards the nomination committee. If applicable, the nomination committee shall also give proposals for auditors. It is proposed that the members of the nomination committee will receive no remuneration. However, the members will be compensated for customary expenses in connection to the work, provided that the expenses are regarded as reasonable.



# Complete proposals to the decisions

The nomination committee's complete proposals to the decisions in items 2 and 13-15 and the board's complete proposal to the decisions in items 11 and 16-17 are as above. The complete proposal with respect to the nomination committee (item 18), the accounting documents and the audit report for the financial year 2009 as well as the auditor's statement pursuant to chapter 8, section 54 of the Swedish companies act regarding the compliance with the guidelines for compensation to senior management, respectively, will be available at the Company's premises as from Wednesday 31 March 2010, and will be sent by mail to shareholders who so request, stating their address. All documents referred to in this section will also as from Wednesday 31 March 2009 be available on the Company's website http://corporate.cision.com/Corporate-Governance-/Annual-General-Meeting/.

Stockholm in March 2010

# Cision AB (publ)

The board of directors

For further information, please contact:

Erik Forsberg, CFO Telephone +46 (0)8-507 410 00 E-mail erik.forsberg@cision.com

Cision AB SE-114 88 Stockholm Telephone: +46 8 507 410 00 www.cision.com

## This press release is also available at: http://corporate.cision.com/

N.B. The English text is an unofficial translation. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.

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