

# PRESS RELEASE

Stockholm, Sweden, February 22, 2011

# **Annual General Meeting of Cision AB (publ)**

The shareholders of Cision AB (publ), reg. no. 556027-9514, are hereby convened to the annual general meeting on Thursday, March 31, 2011, at 4.00 p.m. (CEST) at Konferens Spårvagnshallarna, Birger Jarlsgatan 57A, Stockholm, Sweden.

## **Participation**

Shareholders of Cision AB (the "Company") who wish to participate in the annual general meeting

*must* be recorded in the register of shareholders maintained by Euroclear Sweden AB on Friday, March 25, 2011, *and* 

must notify the Company of their intention to attend the annual general meeting not later than 4.00 p.m. (CET) on Friday, March 25, 2011 by:

- post to Cision AB, Att: Angela Elliot, P.O. Box 24194, SE-104 51 Stockholm, Sweden:
- e-mail to angela.elliot@cision.com;
- telephone, +46 (0)8-507 410 00; or
- fax, +46 (0)8 507 410 25.

In the notification, shareholders (or, where applicable, proxies of shareholders) should state their name, personal/corporate identity number, address, telephone number during business hours, the number of shares held and, where applicable, (a maximum of two) 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 authorisation documents no later than Tuesday, March 29, 2011. Please note that powers of attorney must be presented in their original copy. Power of attorney forms will, without charge, be sent by post to shareholders who so request, stating their address, and are furthermore available for download on the website, <a href="http://corporate.cision.com/Corporate-Governance-/Annual-General-Meeting-2011/">http://corporate.cision.com/Corporate-Governance-/Annual-General-Meeting-2011/</a>.

Shareholders whose shares are registered in the name of a nominee through the trust department of a bank or similar institution must temporarily register their shares in their own name in the shareholders' register maintained by Euroclear Sweden AB, in order to be entitled to participate in the annual general meeting. This procedure, known as voting right registration, must be effected no later than Friday, March 25, 2011, which means that the shareholder must inform the nominee well in advance of this date.



### Proposed agenda

- 1. Opening of the annual general meeting.
- 2. Election of chairman of the annual general meeting.
- 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 the financial year 2010.
- 8. The President's address.
- 9. Report on the work of the nomination committee, the board of directors 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.
- 11. Resolution regarding allocation of the Company's earnings in accordance with the approved balance sheet.
- 12. Resolution regarding discharge from liability of the board members and the President.
- 13. Resolution on the number of directors of the board and deputy directors to be elected by the annual general meeting.
- 14. Resolution regarding remuneration to the board, the auditor and for committee-work.
- 15. Election of directors of the board, chairman of the board and deputy directors, if any.
- 16. Election of auditor.
- 17. Presentation of the board's proposal for guidelines for salary and other remuneration to the Company's President and other senior executives and for a share based long-term incentive plan.
  - A. Resolution regarding guidelines for salary and other remuneration to the Company's president and other senior executives.
  - B. Resolution regarding a share based long-term incentive plan.
- 18. Presentation of the board's proposal for a reverse share split and amendment of the articles of association.
  - A. Resolution regarding a reverse share split.
  - B. Resolution regarding amendment of the articles of association.
- 19. Resolution regarding procedure for the nomination committee.
- 20. Closing of the annual general meeting.



## Proposals for resolutions

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

The board of directors proposes to the annual general meeting that the unappropriated earnings of the Company of SEK 518,724,446 should be allocated as follows: retained earnings of SEK 384,413,065, fair value reserve of SEK -92,337,550, share premium reserve of SEK 136,493,405 and net profit for the year of SEK 90,155,526 to be carried forward into new account.

The nomination committee's proposal for resolutions regarding the chairman of the meeting, the number of directors of the board, the compensation to the directors of the board and the auditor, the election of the chairman of the board and other directors and the election of the auditor (items 2 and 13-16)

The Company's nomination committee, consisting of chairman Göran Espelund (representing Lannebo Fonder AB), Bengt A. Dahl (representing Fairford Holdings Scandinavia AB), Bertil Villard (representing Cyril Acquisition AB) and Anders Böös (chairman of the board of directors of the Company), proposes the following with respect to items 2 and 13-16:

- The nomination committee proposes that Anders Böös, chairman of the board, is appointed chairman of the annual general meeting (item 2).
- The nomination committee proposes that the board of directors shall consist of six directors, without any deputy directors (item 13).
- The nomination committee proposes that the remuneration to the board of directors shall be SEK 1,400,000 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 directors who are not employed by the Company. Furthermore, the nomination committee proposes that the remuneration to the members of the audit committee shall be unchanged SEK 300,000 per year, of which SEK 200,000 shall be paid to the chairman of the audit committee, and that the remuneration to the members in the compensation committee shall be unchanged SEK 150,000 per year, of which SEK 100,000 shall be paid to the chairman of the compensation committee (item 14).
- The nomination committee proposes that the auditors' fees shall be paid on the basis of invoice approved by the Company (item 14).
- The nomination committee proposes that Anders Böös, Hans-Erik Andersson, Alf Blomqvist, Hans Gieskes, Thomas Heilmann and Gunilla von Platen are re-elected as directors of the board. Anders Böös is proposed to remain as chairman of the board. The directors Pia Gideon and Peter Leifland have declined re-election (item 15).
- The nomination committee proposes that the registered auditing company Ernst & Young AB is reelected as auditor for the period until the end of the annual general meeting held in 2012. Michael Forss will be the auditor in charge (item 16).

The board of directors' proposal for guidelines for salary and other remuneration to the Company's President and other senior executives and for a share based long-term incentive plan (item 17)

# A. Resolution regarding guidelines for salary and other remuneration to the Company's President and other senior executives

The board of director's below proposal for guidelines for salary and other remuneration to the Company's President and senior executives has been prepared in order to secure that the Cision group offers a reward system that is competitive, business driven, performance focused and meets the highest standard on ethics and morale.

<u>Guidelines for salary and other remuneration of the Company's President and senior executives</u>

The board of directors proposes that the annual general meeting approves the board's proposal regarding guidelines for salary and other remuneration of the President and senior executives of the Company. The



proposed guidelines mainly correspond to the guidelines for remuneration that have been applied in previous years and are based on existing agreements between the Company and the Company's senior executives. The guidelines apply to the President, senior executives that report directly to the President as well as selected other senior executives in the Company group. The remuneration structure for the Company's senior executives shall comprise of both 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 level 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.

## Short-term incentive plan (STI)

The variable cash remuneration is paid in the form of an annual performance based bonus. The target bonus for the Company's senior executives varies depending on their position. The target bonus for the President is 60 per cent. of the fixed annual salary and maximum bonus is 100 per cent. of the fixed annual salary when performance exceeds targets. For the Company's senior executives being part of the executive committee the target bonus is 40-50 per cent. of the fixed annual salary and the maximum bonus is 80-100 per cent. of the fixed annual salary, and for other senior executives the target bonus is 20-35 per cent. of the fixed annual salary and the maximum bonus is 40-70 per cent. of the fixed annual salary. The bonus is, for the President and the senior executives being part of the executive committee, based on the Company's achieved operating result (EBIT) for the financial year 2011 on group level as compared to the budget for this item. For other senior executives the bonus is based on the achieved operating result (EBIT) for the financial year 2011 as compared to the budget for this item, calculated at division or country level depending on their position. The cash bonus earned during 2011 under this incentive plan will, on the basis of the current composition of the senior executive team of the Company, amount to a maximum of approx. 70 per cent. of the total annual fixed salary for the President and the other senior executives participating in the STI programme.

# Long-term incentive plan (LTI)

The board of directors proposes that the annual general meeting resolves to adopt a share based long-term incentive plan, in accordance with the board's proposal set out in section 17B below. Since earlier the Company has two ongoing share and share price related incentive programs, adopted at the annual general meetings held in 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 are domiciled. The retirement age for the executives varies in accordance with local customs. For the President, the Company shall allocate an amount corresponding to 20 per cent. of the President's pension-qualifying salary for pension and insurance solutions. The Company's senior executives follow local practice 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 President.

## Other benefits

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

# Severance payment and notice period

The President has an employment contract until 31 December 2011, which may be renewed with six months written notice. Should the Company terminate the President's employment before 31 December



2011, the President is entitled to receive a severance payment corresponding to twelve months' base salary. The notice period for the Company's senior executives varies between three and six months. For the Company, the notice period varies between three and six months. The Company's senior executives are entitled to a severance payment equal to six to twelve monthly salaries. Further, where the board of directors deems it required in order to secure the Company's need for continuity in the senior executive team in connection with significant changes to the structure or ownership of the Company, additional arrangements for senior executives may be implemented in relation to notice periods, severance payments and financial incentives to remain in the Company's service.

# Preparation and resolution

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

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

# B. Resolution regarding a share based long-term incentive plan (LTI)

The board of directors proposes that the annual general meeting resolves to adopt a long-term share based incentive program ("LTI 2011"). The purpose of the program is to incentivise the senior executives and key employees of the Company to act in order to achieve the Company's long-term goal and create shareholder value.

The Company has two incentive schemes, adopted at the annual general meetings held in 2007 and 2009, which are currently in force. Further information regarding these incentive schemes may be found on the Company's website. http://corporate.cision.com/Corporate-Governance-/.

# 1. Implementation of LTI 2011

The board of directors proposes that LTI 2011 is implemented in accordance with the following main principles. 19 senior executives and key employees in the Company will be offered to participate in LTI 2011. To these individuals, an amount corresponding to no more than 50 per cent. of any bonus earned pursuant to the STI programme will (in addition to the cash bonus paid under STI), be paid out in the form of shares in the Company (the "Bonus Shares"). The aggregate number of Bonus Shares so payable shall not exceed a number corresponding to one per cent. of the total number of shares in the Company, adjusted for bonus share issues, share splits, preferential rights issues and similar measures (the "Maximum Number"). Should the aggregate amount of bonus payable to the participants under LTI 2011 correspond to a number of Bonus Shares in excess of the Maximum Number (when purchased at the trading price set out below), the number of Bonus Shares attributable to each participant will be reduced with such participant's pro rata portion of the excess number of shares.

Provided that applicable performance criteria are met, the bonus under LTI 2011 will be determined in early 2012, provided further that the participant is still employed by the Company (or any company within the Company's group) on the date of such determination, and that the participant has not given or received notice of termination on such date. The bonus under LTI 2011 will be distributed after the 2014 annual general meeting of the Company. The number of Bonus Shares to which each participant shall be entitled will be based on the ratio between the available bonus and the average trading price of the Company's shares during the two week period beginning on the day after the date of completion of the reverse split of the Company's shares during the second quarter of 2011 (in accordance with item 18 of the agenda) or, if such reverse split is not approved by the annual general meeting, the first Monday following the date of publication of the Company's quarterly report for the first quarter of 2011. Distribution of the Bonus Shares will, however, be made only if the participant remains employed with the Company as per the day of



distribution of Bonus Shares (save for where the participant's position has been vacated pursuant to termination by the participant's employer for reasons other than circumstances relating to the participant personally or by reason of retirement at a customary age, in which case the participant shall remain entitled to any Bonus Shares determined in respect of such participant unless the board of directors on a case by case basis resolves otherwise; or where the participant's position has been vacated due to death or long-term illness, in which case the participant shall remain entitled to any Bonus Shares determined in respect of such participant).

The costs for LTI 2011 (in the form of accountable salary costs, social security contributions and other necessary expenses related to the delivery of Bonus Shares to the participants) may, based on the proposed number of participants, be estimated to SEK 6.7 million in the event of no change in the trading price of the Company's shares and SEK 7.3 million in the event of a doubled trading price of the Company's shares, as per the date of delivery of the Bonus Shares, compared to the current trading price of the Company's shares as per the date of the notice convening the annual general meeting. These cost estimates are based on the assumption that own shares can be acquired in order to secure delivery of Bonus Shares as proposed in item 2 below.

Participants in LTI 2011 are only entitled to distribution of a whole number of shares. Any part of the amount on which the bonus under LTI 2011 is based which is not paid in the form of Bonus Shares shall not entitle the participant to any other form of remuneration.

The board of directors shall be entitled to resolve upon a reduction in the distribution of Bonus Shares if the board of directors considers that a distribution in accordance with the above terms – taking into consideration the financial results and position of the Company – would be manifestly unreasonable.

The board of directors shall be responsible for the details and the managing of LTI 2011 within the framework guidelines set out in this proposal, and shall furthermore be entitled to make such minor adjustments as may be required further to legal or administrative conditions.

2. Authorisation of the board of directors to resolve on acquisition of treasury shares on the stock exchange In order to make possible the distribution of Bonus Shares in accordance with LTI 2011, and to secure for future cash flow effects due to payments of social security related thereto, the board of directors proposes that the annual general meeting authorises the board of directors to resolve, on one or more occasions (however before the date of the 2012 annual general meeting), upon the acquisition of own shares. Such acquisitions shall be made on NASDAQ OMX Stockholm at a price within the at each time registered share price interval, being the interval between the highest buying rate and the lowest selling rate. No more than a number of shares corresponding to the sum of (i) the Maximum Number and (ii) an additional amount of shares corresponding to 10.5 per cent. of the Maximum Number may be so acquired.

# 3. Transfer of treasury shares to participants of LTI 2011

In order to distribute Bonus Shares in accordance with LTI 2011, the board of directors proposes that the annual general meeting resolves on the transfer of own shares. The maximum amount of shares which may be so transferred corresponds to such number of shares which the board of directors may acquire in accordance with item 2(i) above. Shares may be so transferred no later than 30 June 2014. The right to acquire shares shall reside in the participants of LTI 2011, with a right for each participant to acquire the number of shares determined in accordance with the terms and conditions of LTI 2011. Transfer shall be made against no consideration and as soon as practically possible following such time as the participants have earned the right to distribution of Bonus Shares in accordance with LTI 2011.

The reason for the deviation from the shareholders' preferential rights in respect of the transfer of the Company's own shares is to allow the Company to transfer Bonus Shares to the persons participating in LTI 2011.



### Decision and majority requirement

The proposals under items 1 through 3 above shall be adopted as one single resolution with observance of the majority rules stated in Chapter 16 of the Swedish Companies Act, meaning that the resolution shall require the approval of shareholders representing not less than nine-tenths (9/10) of both the number of votes cast and the shares represented at the annual general meeting in order to be valid.

# The board of directors' proposal for a reverse share split and amendment of the articles of association (item 18)

The board of directors proposes, in the light of the Company's rights issue which was completed during the second quarter of 2010 and in order to achieve a more appropriate number of shares in the Company and consequently a more appropriate share price, that the annual general meeting resolves on a reverse share split and amendment of the articles of association in accordance with the following.

# A. Reverse share split

The board of directors proposes that the number of shares in the Company shall be decreased by consolidating the shares in the ratio 1:10, which entails that every ten shares will be consolidated into one share.

The proposal implies, based on the number of currently outstanding shares, that the number of shares of the Company will decrease from 149,095,836 to 14,909,583, which means that the quota value per share will be approximately SEK 15 after completion of the reverse share split.

For any shareholders who on the record date for the reverse share split do not hold a number of shares corresponding to a whole number of new shares (after completion of the reverse split), title to the excess shares shall pass from such shareholder to the Company on the record date. The excess shares will thereafter be sold at the Company's expense by a securities institution designated by the Company, and the proceeds of the sale will be distributed among those shareholders being entitled thereto.

The resolution on the reverse share split shall be registered with the Swedish Companies Registration Office and it is proposed that the board of directors shall be authorised to determine the record date for the reverse share split, which may not take place before the resolution has been registered and not later than May 31, 2011. More information about the procedure for the reverse share split will be announced when the record date has been determined by the board of directors.

It is proposed that the board of directors shall be authorised to make such minor adjustments of the resolution as may be necessary in connection with the registration with the Swedish Companies Registration Office and with Euroclear Sweden AB.

#### B. Amendment of the articles of association

Further to the proposal above for a reverse share split, the board of directors proposes that article 4 (Share capital and shares) of the Company's articles of association be amended so that the second sentence will have the following wording:

"The number of shares is to be at least fourteen million (14,000,000) and not more than fifty six million (56,000,000)."

## Decision and majority requirement

Resolutions regarding the reverse share split and the amendment of the articles of association in accordance with the above proposals assume and are contingent on each other. The board of directors accordingly proposes that the annual general meeting resolves on these proposals jointly. Such resolution requires the approval of shareholders representing not less than two thirds (2/3) of both the number of votes cast and the shares represented at the annual general meeting in order to be valid.



The nomination committee's proposal regarding procedure for the nomination committee (item 19) The Company's nomination committee proposes that the annual general meeting resolves that the procedure which was applied during the previous year also be applied in respect of the nomination committee for the annual general meeting 2012. The chairman of the board shall contact not less than three of the largest shareholders in the Company as per August 31, 2011. The shareholders shall be 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 shall be transferred to the shareholder (other than the aforesaid) 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 largest shareholder. The names of the nomination committee's members as well as information about the represented shareholders shall be disclosed and published on the Company's website as soon as the nomination committee has been elected and not later than six months prior to the 2012 annual general meeting. The nomination committee shall prepare proposals with respect to the election of a chairman of the annual general meeting, the chairman of the board and the other directors of the board, remuneration to the board and other compensation for board tasks to each of the directors as well as compensation for committee work, auditor, remuneration to the auditor and procedures for the nomination committee. 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 with the work, provided that the expenses are regarded as reasonable by the Company.

# Shareholder's right to request information

Shareholders of the Company are, where the board of directors believes that such may take place without significant harm to the Company, at the annual general meeting entitled to receive information in respect of any circumstances which may affect the assessment of a matter on the agenda or of the Company's (or a subsidiary's) financial position (i.e. the right to request information following from Chapter 7, Section 32 of the Swedish Companies Act).

#### Number of shares and votes

The Company has 149,095,836 shares, each representing one vote, i.e. in total 149,095,836 votes.

## Further information

The nomination committee's complete proposals for the resolutions in items 2 and 13-16, and the board of directors' complete proposals for the resolutions in items 11, 17A and 18 are as set out above.

The complete proposals with respect to the share based long-term incentive plan (item 17B) and the procedure for the nomination committee (item 19), the accounting documents and the audit report for the financial year 2010 as well as the auditor's statement pursuant to Chapter 8, Section 54 of the Swedish Companies Act regarding compliance with the guidelines for compensation to senior executives, respectively, will be available at the Company's premises as from Thursday March 10, 2011, and will, without charge, be sent by mail to shareholders who so request, stating their address.

The proposal regarding the guidelines for salary and other remuneration to the Company's President and other senior executives and for a share based long-term incentive plan (item 17) will also without charge be sent to the shareholders who have given notice of their intention to attend the annual general meeting and have stated their address.

All documents referred to above will also as from Thursday March 10, 2011 be available on the Company's website <a href="http://corporate.cision.com/Corporate-Governance-/Annual-General-Meeting/Annual-General-Meeting-2011/">http://corporate.cision.com/Corporate-Governance-/Annual-General-Meeting/Annual-General-Meeting-2011/</a>.



Information about all persons proposed as directors of the board of the Company and the reasoned statement of the nomination committee regarding the proposal for the board of directors is available on the Company's website as from the date of this notice.

Stockholm, February 2011

The board of directors of Cision AB (publ)

## For further information, please contact:

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http://corporate.cision.com/en/

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

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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