

## Communiqué from the Annual General Meeting of IAR Systems Group (publ) on April 24, 2014

Stockholm, Thursday, April 24, 2014

### **Election of Board members and Board Chairman and determination of board fees**

As regular Board members, the AGM re-elected Markus Gerdien, Peter Larsson, Karin Moberg, Jonas Mårtensson and Stefan Skarin. The AGM re-elected Markus Gerdien as Board Chairman.

The AGM furthermore resolved that board fees would be paid in an annual amount of SEK 300,000 to the Board Chairman and SEK 125,000 to each of the other Board members. No fees are paid to the Board members who are employed in the company.

### **Election of auditor**

As the company's independent auditor, the AGM re-elected Deloitte AB with Authorized Public Accountant Erik Olin as Auditor in Charge.

### **Redemption shares**

In accordance with the Board's proposal, the AGM resolved on

- A split of the company's shares (share split 2:1), whereby each existing share is divided into two shares. One of these shares will comprise a so-called redeemable share.
- A resolution was adopted to reduce the company's share capital through an automatic redemption of shares.
- thereafter, it was determined that the share capital would be increased via a bonus issue, whereby the level of the company's share capital would be restored to its original amount, that is, the amount prior to the decision on the reduction of share capital.

The final day for trading in the IAR share prior to the split, including the right to receive redeemable shares, is 5 May 2014. The record day for the share split is 8 May 2014. Trading in Class B redeemable shares will take place during the period 13 May – 27 May 2014. Payment of the redemption price is expected to take place via Euroclear Sweden AB on 5 June 2014.

### **Nominating committee**

The AGM resolved to appoint a nominating committee essentially according to the following principles. By September 30, 2014, at the latest, the Board Chairman shall convene the company's three largest shareholders or known shareholder groups in terms of voting power, each of which shall then have the right to appoint one member to the nominating committee. In addition, the Board Chairman may be appointed as a member of the nominating committee. The composition of the nominating committee shall be announced no later than six months before the 2015 AGM.

### **New issue of shares**

The Board was authorized, on one or several occasions during the period until the next AGM, to decide on the new issue of class B shares in a number equal to not more than 10% of all registered shares in the company on the date of the AGM in exchange for non-cash consideration. The motive for the authorization is to provide opportunities for acquisitions with payment through a non-cash issue.

**Repurchase and sale of treasury shares**

The Board was authorized, on one or several occasions during the period until the next AGM, to decide on the purchase of a maximum number of class B treasury shares whereby the holding of treasury shares at no time exceeds 10% of all registered shares in the company. The shares shall be acquired on NASDAQ OMX Stockholm at a price that is within the registered price interval at any given time. The motive for the authorization is to give the Board greater freedom of action in optimizing the company's capital structure. The AGM furthermore authorized the Board to decide on the sale of treasury shares in exchange for cash payment with deviation from the shareholders' pre-emptive rights or as payment for the acquisition of companies or operations.

Stockholm Thursday, April 24, 2014

Board of Directors

IAR Systems Group AB (publ)

**About IAR Systems**

IAR Systems provides developers of embedded systems with world-leading software tools for developing competitive products based on 8-, 16-, and 32-bit processors. Established in Sweden in 1983, the company has over 46 000 customers globally, mainly in the areas of industrial automation, medical devices, consumer electronics, telecommunication, and automotive products. IAR Systems has an extensive network of partners and cooperates with the world's leading semiconductor vendors. IAR Systems Group AB is listed on NASDAQ OMX Stockholm. For more information, please visit [www.iar.com](http://www.iar.com).

IAR Systems is listed on NASDAQ OMX with the ticker IAR.

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