

Annual General Meeting, Probi AB 4 May 2017

Item 17

The Board of Directors' proposal for authorisation of the Board to resolve on repurchase and transfer of the company's own shares

The Board proposes that the Annual General Meeting (AGM) authorises the Board to resolve, during the period until the next AGM, on one or more occasions, on the repurchase of the company's shares as follows.

1. The repurchase shall maximum comprise so many shares that the company after each repurchase holds a maximum of 10 per cent of the total number of shares in the company.
2. The repurchase of shares shall take place on Nasdaq Stockholm, at a price within the share price interval registered at that time, where share price interval means the difference between the highest buying price and the lowest selling price.
3. Payment of the shares shall be made in cash.

The Board further proposes that the AGM authorises the Board to resolve, during the period until the next AGM, on one or more occasions, on the transfer of the company's own shares as follows.

1. The Board of Directors is entitled to resolve on the transfer of the company's own shares on Nasdaq Stockholm at a price within the share price interval registered at that time, where share price interval means the difference between the highest buying price and the lowest selling price. The transfers may not exceed the number of shares held by the company at the time of transfer.
2. The Board of Directors is further entitled to resolve, with or without preferential right for the company's shareholder, on the transfer of the company's own shares in other manners than as set forth in item 1 above. The transfer may in such case be made for payment in cash, payment in kind or through the offsetting of debt. The Board's resolution regarding transfers are to be executed within the time determined by the Board. The transfers may not exceed the number of shares held by the company at the time of transfer.

The purpose of the proposed authorisations is to provide the Board with increased latitude in its efforts to optimise the company's capital structure, and to enable the company to finance, in whole or in part, company acquisitions with the company's own shares.

In order to be valid, a resolution in accordance with the Board's proposal must be supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the AGM.

Lund, March 2017

Probi AB (publ)
Board of Directors