

Press release

Annual General Meeting of AAK AB

At the Annual General Meeting of AAK AB (publ.) on May 17, 2017 the following was resolved:

Board of Directors, auditor and fees

The number of directors will be seven and the trade union representatives two. The Meeting re-elected Arne Frank, Märta Schörling Andreen, Lillie Li Valeur and Marianne Kirkegaard as directors. Bengt Baron, Mikael Ekdahl and Gun Nilsson were elected as new board members. Melker Schörling and Ulrik Svensson have declined re-election. Mikael Ekdahl was elected as Chairman of the Board. Trade union representatives Leif Håkansson (IF Metall) and Annika Westerlund (PTK-L) were re-elected. The fees to the Board of Directors shall amount to a total of SEK 3,200,000 (including fees for committee work).

Re-election of the accounting firm PricewaterhouseCoopers, for a period of mandate of one year, consequently up to and including the Annual General Meeting 2018, whereby the accounting firm has informed that the authorized public accountant Sofia Götmar-Blomstedt will continue as auditor in charge. The Meeting resolved that the auditor shall be remunerated according to agreement.

At the subsequent statutory board meeting it was resolved to elect Mikael Ekdahl and Märta Schörling Andreen as members of the Remuneration Committee, Mikael Ekdahl being chairman of the committee. Gun Nilsson, Lillie Li Valeur and Märta Schörling Andreen were elected members of the Audit Committee, Gun Nilsson being chairman of the committee.

Dividend

In accordance with the proposal of the Board of Directors, the Meeting resolved to declare a dividend of SEK 8.75 per share. Friday, May 19, 2017 was determined as record day for the payment of dividend. Payment from Euroclear Sweden AB is expected to commence on Wednesday, May 24, 2017.

Nomination Committee

Henrik Didner (Didner & Gerge fonder) and Lars-Åke Bokenberger (AMF) were re-elected and Märta Schörling Andreen (Melker Schörling AB) and Yvonne Sörberg (Handelsbanken fonder) were elected as members of the Nomination Committee in respect of the Annual General Meeting 2018. Märta Schörling Andreen was appointed Chairman of the Nomination Committee.

Guidelines for remuneration to senior executives

The Meeting adopted guidelines for remuneration to senior executives in accordance with the Board of Directors' proposal. The Board of Directors shall be entitled to deviate from the guidelines if, in an individual case, there are particular grounds for such deviation.

Incentive Program 2017/2022 for all employees

In accordance with the proposal of the Board of Directors, the Meeting resolved on a long-term incentive program ("**Incentive Program 2017/2022**") including resolutions on an issue and allotment of convertible bonds for implementation of a convertible program for all employees within the AAK group, as well as an issue of subscription warrants for implementation of a subscription warrants program for all employees, which is linked to the convertible program.

The convertible loan has a maximum nominal value of SEK 25,000,000, and the subscription price for each convertible bond shall be equal to its nominal value, which shall correspond to the market value of the convertible bonds. With deviation from the shareholders' preferential rights, the right to subscribe for the convertible bonds shall be granted to employees of the AAK group. All participants of the convertible program are entitled to subscribe for a maximum amount of SEK 150,000. The conversion price shall correspond to 133 percent of the volume weighted average price for the share in the company during the period May 18, 2017 – June 1, 2017, but not lower than the share's quota value. The convertible bonds may be converted into new shares in AAK AB quarterly during the period September 15, 2020 – August 31, 2021. The convertible bonds shall carry annual interest from September 15, 2017 equivalent to STIBOR 3M plus an interest margin established by an independent valuation institute so that the market value of the convertibles corresponds to their nominal amount. The loan is due for payment on September 15, 2021, in so far as conversion has not occurred before.

The Meeting further resolved to issue a maximum of 145,000 subscription warrants entitling to subscription for a corresponding number of new shares in AAK AB by which the share capital may be increased by a total of maximum SEK 1,450,000. All participants of the convertible program shall, with deviation from the shareholders' preferential rights, be entitled to subscribe for four (4) subscription warrants for each convertible bond that the participant has subscribed for in the convertible program. The subscription warrants shall be issued at a subscription price corresponding to the market value. Subscription for shares in AAK AB by exercise of the subscription warrants may take place quarterly during the period September 1, 2020 – August 31, 2022. The subscription price per share shall correspond to 133 percent of the volume weighted average price for the share in the company during the period May 18, 2017 – June 1, 2017, but not lower than the share's quota value.

The increase of AAK AB's share capital will at full subscription and conversion of the convertible bonds, respectively, based on a conversion price of SEK 838 (corresponding to 133 percent of SEK 630), amount to approximately SEK 300 000, which, at full conversion of the convertible bonds, corresponds to a dilution of approximately 0.07 percent of the share capital and the total number of votes. At full subscription and full exercise of the subscription warrants, the share capital may be increased by a total of maximum SEK 1,450,000, which is equivalent to approximately 0.3 percent of the company's present share capital. This corresponds to a total dilution of maximum approximately 0.3 percent in relation to the share capital on a fully diluted basis, calculated as the number of new shares in proportion to the number of existing and new shares.

Warrants Program series 2017/2022:2 for senior executives and key employees

In accordance with the proposal of the Board of Directors, the Meeting further resolved on a long-term incentive program for senior executives and key employees within the AAK group including resolutions on an issue of maximum 1,220,000 subscription warrants entitling to subscription for a corresponding number of new shares in AAK AB by which the share capital may be increased by a total of maximum SEK 12,200,000 ("**Warrants Program series 2017/2022:2**").

The issue shall, with deviation from the shareholders' preferential rights, be granted to the wholly-owned subsidiary AAK Invest AB, at a subscription price corresponding to the market value. The subscription warrants shall be transferred by AAK Invest AB to senior executives and key employees within the AAK group at a price corresponding to the market value at the time of transfer. The Board of Directors of AAK AB shall be entitled to decide on the allotment of subscription warrants to approximately 100 senior executives and key employees within the group. Senior executives and key employees who participate in the Warrants Program series 2017/2022:2 may not participate in the Incentive Program 2017/2022 and vice versa. Subscription for shares in AAK AB by exercise of the subscription warrants may take place during the period September 1, 2020 – August 31, 2022. The subscription price per share shall correspond to 133 percent of the volume weighted average price for the share in the company during the period May 18, 2017 – June 1, 2017, but not lower than the share's quota value.

At full subscription and full exercise of the subscription warrants, the share capital may be increased by a total of maximum SEK 12,200,000, which is equivalent to approximately 2.9 percent of the company's present share capital. This corresponds to a total dilution of maximum approximately 2.8 percent in relation to the share capital on a fully diluted basis, calculated as the number of new shares in proportion to the number of existing and new shares.

Share split

A proposal of share split 2:1 was presented to the Meeting. The Meeting resolved to not adopt the proposal.

Comments from the CFO and Acting CEO

CFO and Acting CEO Fredrik Nilsson reported on the company's operations during the year of 2016 and the first quarter of 2017. Chief Marketing Officer Anne Mette Olesen presented AAK's progress in the sustainability area and the new company program The AAK Way.

"Based on AAK's customer value propositions for health and reduced costs, and our customer product co-development and solutions approach, we continue to remain prudently optimistic about the future. The main drivers are the continued positive underlying development in Food Ingredients and a continued improvement in Chocolate & Confectionery Fats", commented Fredrik Nilsson, CFO and Acting CEO.

The presentation can be found in its entirety on the company's website, www.aak.com.

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This information is information that AAK AB (publ.) is obliged to make public pursuant to the Securities Markets Act. The information was submitted for publication at 4:45 p.m. CET on May 17, 2017.

*AAK is a leading provider of value-adding vegetable oils & fats. Our expertise in lipid technology within foods and special nutrition applications, our wide range of raw materials and our broad process capabilities enable us to develop innovative and value-adding solutions across many industries – Chocolate & Confectionery, Bakery, Dairy, Special Nutrition, Foodservice, Personal Care, and more. AAK's proven expertise is based on more than 140 years of experience within oils & fats. Our unique co-development approach brings our customers' skills and know-how together with our own capabilities and mindset for lasting results. Listed on the NASDAQ OMX Stockholm and with our headquarters in Malmö, Sweden, AAK has 20 different production facilities, sales offices in more than 25 countries and more than 3,000 employees. **We are AAK – The Co-Development Company.***