

This is a non-official translation of the Swedish original wording. In case of differences between the English translation and the Swedish original, the Swedish text shall prevail.

Annual General Meeting, Probi AB 4 May 2017

Item 10

Proposal for the distribution of dividend and the Board of Directors' statement in relation to the proposal

The Board of Directors and the managing director propose that the disposable earnings	SEK 792,965,821
shall be distributed as follows:	
A dividend of SEK 1.00 per share ¹ to be distributed to the shareholders, in the amount of	SEK 11,394,125
To be carried forward	SEK 781,571,696
In total	SEK 792,965,821

As record day for the right to cash dividend, the Board of Directors proposes 8 May 2017. It is expected that the dividend will be paid to the shareholders on 11 May 2017.

Motivation

The Board of Directors has proposed that the Annual General Meeting 2017 resolves on a profit distribution meaning that a dividend of SEK 1.00 per share be distributed to the shareholders. Consequently, based on the total number of 11, 394, 125 outstanding shares in the company entitling to dividend the dividend amounts to a total of SEK11,394,125.

The Board of Directors has determined that the restricted equity of the company will not be impaired by the distribution of the proposed dividend.

In addition, the Board of Directors considers that the proposed dividend to the shareholders is justifiable considering the factors stated in Chapter 17 Section 3 second and third paragraphs of the Swedish Companies Act (including the nature, scope and risks of the business as well as consolidation needs, liquidity and position in general). In this connection, the Board of Directors would like to state the following.

The nature, scope and risks of the business

¹ Based on an estimated number of outstanding shares as per the proposed record date for dividend of 11, 394, 125 shares.

According to the Board of Directors, the shareholders' equity of the company and the group will, after distribution of the dividend, be sufficient in proportion to the nature, scope and risks of the business. The Board of Directors has in this connection taken into consideration factors such as the historic development of the company and the group, the development according to budget and the state of the market.

Consolidation needs

The Board of Directors has made a comprehensive judgement of the financial position of the company and the group as well as the ability of the company and the group to fulfill short and long term obligations. The proposed dividend constitutes in total 1.3 % of the shareholders' equity of the company and 1.3 % of the shareholders' equity of the group.

Adjusted for the accomplished dividend distribution the company's and the group's equity/assets ratio as per December 31, 2016 amounts to 74.4 % and 74.0 %, respectively. Accordingly, the equity/assets ratio of the company and the group is satisfactory in view of the group's line of business. The Board of Directors is of the opinion that the company and the group will be able to assume future business risks and also cope with prospective losses. The dividend will not have a negative impact on the company's and the group's ability to make further investments justified from a business perspective according to the plans of the Board of Directors.

Liquidity

The liquidity of the company and the group will be able to be maintained on a secure level. The proposed dividend will not affect the company's and the group's ability to fulfill their payment obligations neither on short or long term. The company and the group have sufficient access to short-term as well as long-term credit facilities. The credits may be utilized at short notice and, accordingly, the Board of Directors considers that the company and the group are well prepared to handle any changes in liquidity as well as unexpected events.

Position in general

In addition to what is stated above, the Board of Directors has considered other known circumstances that may be of importance to the economic position of the company and the group. The Board of Directors has not noted any circumstances that would suggest that the proposed dividend is not justifiable.

Valuation to net realizable value – unrealized profits

The shareholders' equity as per December 31, 2016 would not have been impacted if financial instruments that have been valued according to Chapter 4 Section 14 a of the Annual Accounts Act instead would have been valued according to the lower-of-cost-or-market principle.

Lund on 23 January 2017
Probi AB (publ)
The Board of Directors