

Report by the Board of Elanders AB (publ) according to Chapter 13 § 7 in the Companies Act

Elanders AB (publ) has on 9 March 2012 signed an agreement with the shareholders in the German companies fotokasten GmbH (“**fotokasten**”) and d|o|m Deutsche Online Medien GmbH (“**d|o|m**”) (fotokasten and d|o|m together “**the Companies**”) whereby Elanders acquires all the shares (“**Shares**”) in the Companies. The acquisition of the Shares will take place through a new share issue (non-cash issue) of 3,200,000 new B shares in Elanders to the sellers of the Companies. In addition, the sellers are entitled to an extra cash purchase sum of a maximum of MEUR 0.4 annually for two years under the condition that d|o|m and fotokasten achieve a certain result.

Based on the above background the Board of Directors of Elanders proposes that the Annual General Meeting decide to increase company share capital by SEK 32,000,000 through an issue of 3,200,000 new B shares. Only the shareholders in fotokasten and d|o|m have the right to subscribe for new shares, of which 1,083,400 B shares will be remuneration for the shares in d|o|m and 2,116,600 B shares will be remuneration for the shares in fotokasten.

According to IFRS 3, the value of contribution in kind is based on the market price of the Elanders B share on the so called transaction day. Based on the closing price, SEK 23.40, of the Elanders B share on the trading day before the date of this report the Board has calculated the total remuneration for contribution in kind to be SEK 74,880,000, of which SEK 25,351,560 refers to the shares in d|o|m and SEK 49,528,440 refers to the shares in fotokasten. Therefore, according to IFRS 3, contribution in kind will be recognized in Elanders’ balance sheet at SEK 74,880,000 with a possible addition of a cash purchase price. However, following IFRS 3 this value may change depending on the market price of the Elanders B share on the transaction day.

The value of the contribution in kind has been determined from a present value calculation of expected future returns from the Companies (including synergies) based on certain possible scenarios in the Companies’ development. Based on this evaluation it is the Board’s assessment that the remuneration Elanders can receive as contribution in kind has a value for Elanders that at least corresponds to the value of the B shares issued by Elanders, that the contribution in kind is expected to be useful to Elanders and that the contribution in kind has therefore not been given a higher value than its fair value for Elanders.

The annual accounts for fotokasten and d|o|m for the past two financial years as well as information on their respective results are available at Elanders’ headquarters, Designvägen 2, 435 23 Mölnlycke.

Mölnlycke 10 April 2012

Board of Directors of Elanders AB (publ)