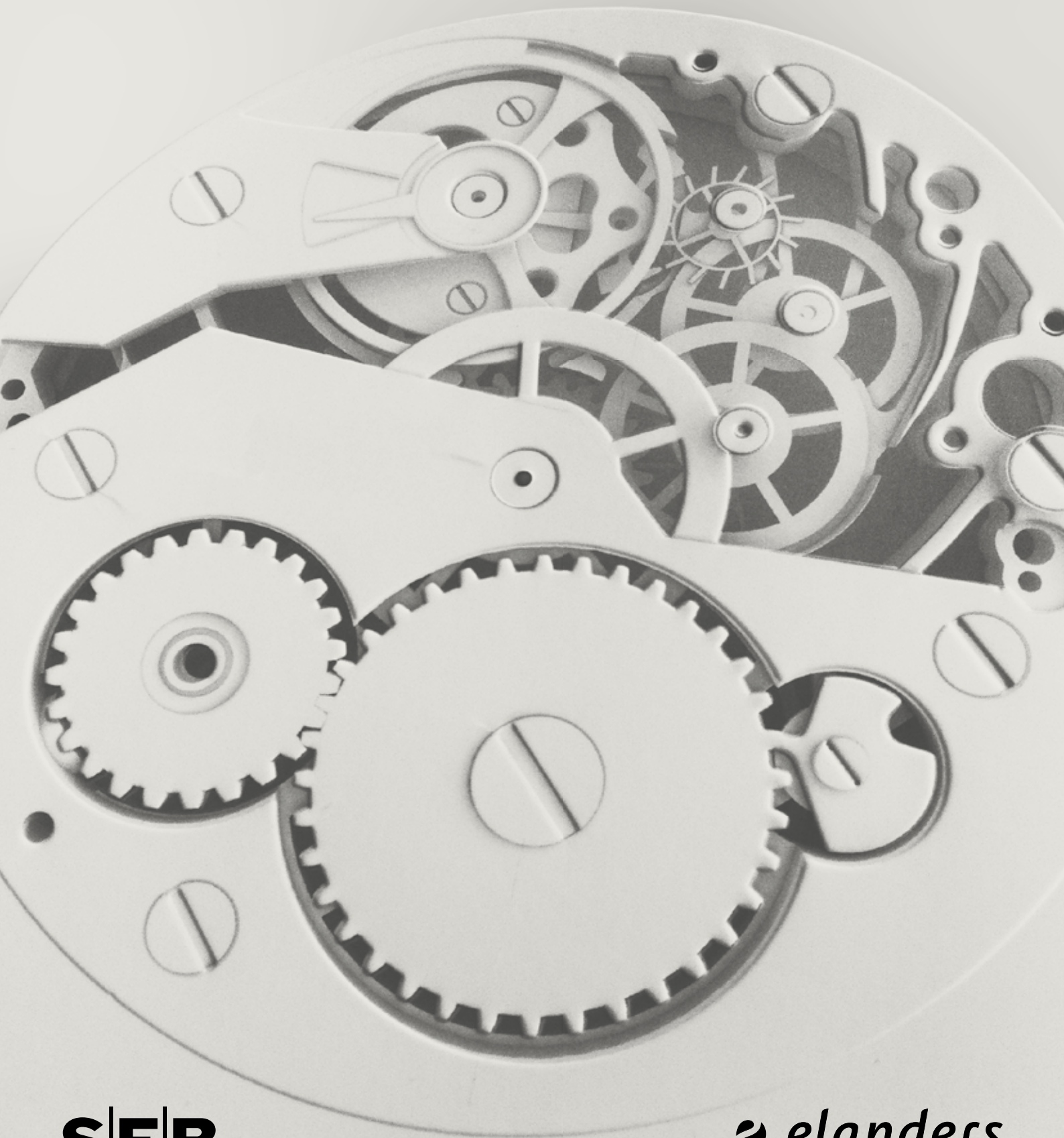


INVITATION TO SUBSCRIBE FOR SHARES IN ELANDERS AB (PUBL)



S|E|B

 **elanders**
GROUP

This document is a translation of the Swedish prospectus that has been approved by and registered with the Swedish Financial Supervisory Authority (“SFSA”) pursuant to the provisions of Chapter 2, Sections 25 and 26 of the Swedish Financial Instruments Trading Act. The approval of and registration with the SFSA do not imply that the SFSA guarantees that the factual information provided herein is correct or complete. In the event of any inconsistencies between the English and Swedish language versions, the Swedish language version shall prevail.

IMPORTANT INFORMATION

The Offer pursuant to the Prospectus is not, directly or indirectly, directed at shareholders or other investors domiciled in the United States, Australia, Hong Kong, Japan, Canada, Singapore, South Africa or New Zealand. Further, this Prospectus does not constitute an offer to sell the New Shares, the interim shares (“BTA”) or the subscription rights to any person in any jurisdiction in which it is unlawful to make such offer to such person or where such an offer would require additional prospectuses, registration or measures other than those pursuant to Swedish law. The Prospectus, application form or other documents associated with the Offer may not be distributed in or to any country where such distribution or the Offer would require such actions set forth in the preceding sentence or be in violation of the regulations of such country. The New Shares, BTAs and subscription rights have not been recommended by a U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Prospectus. Any representation to the contrary is a criminal offence in the United States. No New Shares, BTAs, subscription rights or other securities issued by Elanders have been or will be registered under the U.S. Securities Act of 1933, or under any other securities legislation in any state of the U.S. or any province in Canada. Accordingly, no New Shares, BTAs, subscription rights or other securities issued by Elanders may be transferred or offered for sale in the United States or Canada, other than in such exceptional cases that do not require registration. The securities referred to in this Prospectus will not be offered to the public in the United States.

Elanders has not authorized any offer of securities to the public in any country in the European Economic Area (“EEA”) other than Sweden. In other member states in the EEA which have implemented the Directive 2003/71/EC (the “Prospectus Directive”) (each, a “Relevant Member State”), no action has been undertaken and will not be undertaken to make an offer of securities to the public requiring publication of a prospectus in any Relevant Member State. As a result, the securities may only be offered in Relevant Member States to (a) any legal entity which is a qualified investor as defined in the Prospectus Directive; or (b) in any other circumstances falling within Article 3(2) of the Prospectus Directive.

The Offer is only directed at (i) persons who are outside the United Kingdom or (ii) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “Order”) and (iii) high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2) of the Order (all such persons together being referred to as “relevant persons”). Any investment activity to which this Prospectus relates will only be available to and will only be engaged with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

SEB Corporate Finance is acting for Elanders and no one else in connection with the Offer and will not be responsible to anyone other than Elanders for providing the protections afforded to their respective clients or for providing advice in relation to the rights offering and/or any other matter referred to in this announcement.

Anyone who is to make an investment decision must rely on their own assessment of Elanders and the Offer according to the Prospectus, including the merits and risks involved, and investors must rely solely on the information contained in the Prospectus or any supplements to the Prospectus. The distribution of the Prospectus entails neither that the information is current and up-to-date as per any date other than the date of this Prospectus, nor that Elanders’ business has remained unchanged since this date. Should any material change occur in the information contained in the Prospectus, such material change will be published in accordance with the provisions on supplements to prospectuses as stipulated in the Swedish Financial Instruments Trading Act (1991:980).

The Board of Directors of Elanders is responsible for the Prospectus. Information in respect of the Board is provided in the section “Board of Directors, senior executives and auditors”. The Prospectus is governed by Swedish law. The courts of Sweden have exclusive jurisdiction to settle any dispute arising out of or in connection with this Prospectus.

FORWARD-LOOKING STATEMENTS AND MARKET DATA

The Prospectus contains certain forward-looking statements that reflect Elanders’ current views and expectations of future events as well as its financial and operational development. Words such as “intended”, “assessed”, “expected”, “can”, “plan”, “estimate” and other expressions that relate to indications or predictions concerning future developments or trends and that are not based on historical facts constitute forward-looking information. Although Elanders consider that these statements are based on reasonable assumptions and expectations, Elanders cannot guarantee that such forward-looking statements will be realized. Since these forward-looking statements encompass both known and unknown risks and uncertainties, the actual outcome may differ considerably from what is stated in the forward-looking information.

Other factors that could result in Elanders’ actual profit from operations or its actual performance deviate from the content of the forward-looking statements include, but are not limited to, anything that is described in the “Risk factors” section. Forward-looking statements in the Prospectus apply solely to the date of the Prospectus. Elanders makes no undertaking that it will disclose updates or revisions of forward-looking statements due to new information, future events or other such matters above and beyond what is required according to applicable laws.

The Prospectus also contains information about the markets in which Elanders is active and about Elanders’ competitive status in these markets, including information about the size of the markets and market shares. Elanders is of the opinion that the information in the Prospectus about market sizes and market shares constitutes fair and appropriate estimates of the size of the markets in which Elanders is active and fairly reflects the Company’s competitive status in these markets. However, the information has not been confirmed by any independent party and Elanders cannot guarantee that a third party using other methods for collecting, analyzing or compiling market information would arrive at the same conclusions. In addition, certain information is based on estimates made by Elanders. In the case of information in the Prospectus that was obtained from third parties, such information has been accurately reproduced and, as far as the Company is aware and has been able to ascertain by means of comparison with other information published by such a third party, no information has been omitted that could render the reproduced information inaccurate or misleading.

PRESENTATION OF FINANCIAL INFORMATION

Elanders’ financial statements and the auditors’ reports for the 2013, 2012 and 2011 fiscal years as well as the interim reports for the first quarter of 2014 and 2013 are incorporated in the Prospectus through reference and constitute part of the Prospectus. The financial statements for 2013, 2012 and 2011 have been audited by the Company’s auditors, while the interim reports for the first quarter of 2014 and 2013 have not been examined by the Company’s auditors. The consolidated financial statements have been prepared in compliance with the EU-approved International Financial Reporting Standards (IFRS) and with the interpretations of the International Financial Reporting Interpretations Committee (IFRIC).

Certain financial and other figure-based information that is presented in the Prospectus has been rounded off to make the information easily comprehensible to the reader. Accordingly, it could be the case that the figures in certain tables do not tally with the total amount specified. All financial figures are expressed in Swedish kronor (SEK) unless otherwise stated and the word “kronor” refers to Swedish kronor. “GBP” refers to pounds sterling, “EUR” to Euros, “USD” to US dollars, “CNY” to Chinese yens, “PLN” to Polish zlotys and “SGD” to Singapore dollars.

With the exception of the Company’s financial statements for the 2013, 2012 and 2011 fiscal years as well as the pro-forma financial statements presented in the Prospectus, no information in the Prospectus has been audited or examined by the Company’s auditor.

CONTENTS

4	Summary	44	Auditor's report on the pro forma financial statements
11	Risk factors	45	Board of Directors, senior executives and auditors
16	Invitation to subscribe for shares in Elanders AB (publ)	48	Corporate governance
17	Background and reasons	51	Share capital and ownership structure
18	Terms, conditions and instructions	54	Articles of association
21	Market overview	56	Legal considerations and supplementary information
25	Business description	60	Tax issues in Sweden
31	The Group's financial development in brief	62	Quarterly report for the first quarter of 2014
36	Comments on the financial development	81	Specific terms
38	Capital structure and other financial information	82	Addresses
42	Pro forma financial statements		

SUMMARY OF TERMS AND CONDITIONS

Pre-emptive rights:

Six existing Class A and Class B shares, respectively, entitle the holder to subscribe for one new Class A share and one new Class B share, respectively.

Subscription price:

SEK 33 per share.

Record date:

13 May 2014.

Subscription period:

15 May–2 June 2014.

Trading in subscription rights:

15–27 May 2014.

Trading in paid subscription shares ("BTA"):

15 May – about 17 June 2014.

Financial information:

17 July 2014: Interim report for the second quarter of 2014.
22 October 2014: Interim report for the third quarter of 2014.
27 January 2015: Year-end report for the 2014 fiscal year.

Trading symbol:

B shares	ELAN B
Subscription rights for B shares	ELAN TR B
BTA for B shares	ELAN BTA B

ISIN

A shares	SE0000182123
B shares	SE0000119299
Subscription rights for B shares	SE0005934981
BTA for B shares	SE0005934999

DEFINITIONS:

Elanders or the Company:

Refers to Elanders AB (publ), Corporate Identity Number 556008-1621, or, depending on the context, the Group in which Elanders AB (publ) is the Parent Company.

The Prospectus:

Refers to this prospectus.

The Offer:

Refers to the Offer to subscribe for new shares in Elanders as described in the Prospectus.

New Shares:

Refers to the new shares in Elanders that are being issued through the Offer.

As a shareholder in Elanders, you will receive subscription rights. Note that the subscription rights are expected to have a financial value.

To ensure that the value of the subscription rights is not lost, the holder must either:

- exercise the subscription rights to subscribe for New Shares no later than 2 June 2014, or according to instructions received from the subscriber's trustee; or
- sell those subscription rights that are not to be exercised no later than 27 May 2014.

Note that shareholders with holdings held in the name of a trustee (i.e. held in custody by a bank or a securities institution) subscribe for New Shares through the trustee concerned.

Also note that it is possible to subscribe for a larger number of New Shares than the number for which subscription rights have been received. Refer further to the section "Terms, conditions and instructions".

Summary

INTRODUCTION

In accordance with information requirements, the summary has been compiled in the form of a number of “points” that are to contain certain information. These points are numbered in sections A - E (A.1 - E.7). This summary contains all the points that are required to be included in a summary for securities and issuers of this type. Since certain points need not be included, there are gaps in the numbering of the points.

Even if a certain point is required to be included in the summary for securities and issuers of the type in question, it could be the case that no relevant information is available concerning such a point. In that case, the summary contains a brief description of the point in question, together with the designation “Not applicable”.

Issuer: Elanders AB (publ), Corporate Registration Number 556008-1621.

SECTION A - INTRODUCTION AND WARNINGS

A.1	Warning	<p>This summary should be read as an introduction to the Prospectus. Any decision to invest in the securities should be based on consideration of the Prospectus as a whole by the investor.</p> <p>Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor could, under the national legislation of the Member States, have to defray the costs of translating the Prospectus before the legal proceedings are initiated.</p> <p>Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in such securities.</p>
A.2	Financial intermediaries	Not applicable. The Offer does not include financial intermediaries.

SECTION B - ISSUER

B.1	Registered name of the company	The registered name of the company is Elanders AB (publ), Corporate Identity Number 556008-1621.
B.2	Registered office and legal form	Elanders is formed as a legal entity in Sweden and its registered office is in Mölnlycke. Elanders is a public Swedish limited liability company and it operates under Swedish law.
B.3	Description of the Issuer's operations	<p>In 2013, Elanders was primarily a global printing group with production units in nine countries on four continents. The product areas constituted Commercial Print, Packaging and e-Commerce.</p> <p>In January 2014 Elanders acquired the supply chain-company Mentor Media. The company was founded in 1984 and has worked its way up to a strong position, especially in China and Singapore. The company also operates in the US, India, Mexico, Japan, Taiwan and the Czech Republic. The company was established in Singapore as a subsidiary to the American company Mentor Graphics Corporation, headquartered in Oregon. In 1999, the company was listed on the Singapore Exchange and the first facility in China was established in Shanghai. During the ensuing years, an additional seven facilities have strengthened the company's presence in China, where just over half of its 1,600 employees are located. Mentor Media was de-listed from the exchange in 2006 in connection with the acquisition by a consortium of investors.</p> <p>Mentor Media specializes in value-adding services for companies, primarily in the electronics and computer industry. The company is primarily focused on product and component flows with very short lead times and extensive statistical reporting back to customers.</p> <p>As a result of the acquisition of Mentor Media, Elanders has changed its product areas. The new areas are Supply Chain Solutions, Print & Packaging Solutions and e-Commerce Solutions. The acquisition of Mentor Media provides Elanders with a broader product and service offering and makes it possible for Elanders to offer global solutions in all three product areas and enables the Company to act as a strategic partner to the customers in their work to optimize and develop processes critical to their business. Elanders' typical customers are companies in the manufacturing industry with products such as vehicles, consumer electronics and white goods.</p>

Creating the product area Supply Chain Solutions provides opportunities for synergies with Print & Packaging Solutions and e-Commerce Solutions as well as the possibility of developing into an attractive partner to many e-commerce companies. Effective flows of goods connected to information and financial transactions are the foundation of what is called supply chain. The need for coordination, shorter lead times and traceability has grown as global companies out-source production to low cost countries. Elanders' list of customers includes some of the most prestigious companies in the PC and electronics industries.

Commercial print continues to face tough challenges while demand for packaging and labels is growing steadily. In order to meet both trends effectively, Elanders has chosen to put all of this work under one roof in the product area Print & Packaging Solutions. Commercial print previously accounted for by far the largest share of the Company's net sales. Following the acquisition of Mentor Media, it is expected that this share, together with packaging, will decline and represent about 50 percent of sales during 2014. On the gigantic packaging market Elanders has invested its resources in a number of niche areas. This often consists of complex packaging solutions, including personalized print. With its graphic expertise, advanced technological order platforms and global presence, Elanders can offer customers comprehensive solutions that small and midsize printers find difficult to match.

E-commerce is expanding on nearly every market worldwide. Elanders is one of the companies that has embraced this development and, via a number of acquisitions, is on its way to becoming one of the most influential actors in the e-commerce segment of personalized printed matter. The customers and assignments in this field are concentrated under the product area e-Commerce Solutions, which is expected to further expand in the years ahead. The fact that Elanders is one of the leading companies in digital print, combined with Elanders' position in e-commerce, creates a recipe for success that includes smart, specially developed database solutions connected to personalized print. This offering primarily comprises photo books, calendars, gift items and interior design products.

B.4a	Description of industry trends	Due to the acquisition of Mentor Media, Elanders anticipates a significant increase in earnings for 2014, compared with 2013. The acquisition of Mentor Media has also strengthened Elanders' products within supply chain and thus the Company's position in the market.
B.5	Group	Elanders AB (publ) is the Parent Company of a group comprising 48 operational subsidiaries.
B.6	Ownership structure, etc.	The number of shareholders in Elanders was 2,829 on 31 March 2014. The largest shareholders at 31 March 2014 are presented in the table below.

Largest shareholders on 31 march 2014

	No. of Class A shares	No. of Class B shares	Share of capital, %	Share of votes, %
Carl Bennet AB	1,166,666	13,004,098	62.3	74.2
Carnegie Fonder	-	1,700,400	7.5	5.1
Försäkringsaktiebolaget Avanza Pension	-	1,297,687	5.7	3.9
Peter Sommer	-	578,000	2.5	1.7
P-A Bendt AB	-	440,000	1.9	1.3
Skandinaviska Enskilda Banken S.A.	-	207,983	0.9	0.6
Nordnet Pensionsförsäkring AB	-	204,263	0.9	0.6
Danica Pension	-	156,500	0.7	0.5
BK Julius Baer & Co Sweden	-	122,028	0.5	0.4
Handelsbanken Fonder AB	-	105,100	0.5	0.3
Other shareholders	-	3,747,273	16.5	11.3
Total	1,166,666	21,563,332	100.0	100.0

On 31 March 2014, Carl Bennet AB owned approximately 62 percent of the shares in Elanders, of which 1,166,666 were Class A shares and 13,004,098 Class B shares, corresponding to approximately 74 percent of the votes. Accordingly, Carl Bennet AB has the possibility, based on its holdings, of exercising a significant influence over all matters pertaining to the Company.

As far as the Company is aware, there are no shareholders' agreements or similar agreements with the aim of exercising joint control over the Company. Nor is the Board aware of any shareholders' agreements or similar agreements that could lead to changes in control over the Company.

B.7 Historical financial information

Income statement in summary

SEK million	First quarter		Full year		
	2014	2013	2013	2012	2011
Net sales	850.5	493.4	2,096.3	1,924.2	1,838.8
Gross profit	184.9	110.0	505.0	367.0	352.5
Operating result	37.4	22.6	131.0	118.6	109.8
Profit after financial items	28.1	15.7	101.5	93.4	80.0
Profit for the period	16.2	10.5	70.0	44.5	60.4

Statement of financial position in summary

SEK million	31 March		31 December		
	2014	2013	2013	2012	2011
Total fixed assets	1,792.4	1,530.5	1,671.7	1,518.5	1,348.9
Total current assets	1,323.6	696.7	792.2	742.6	655.7
Total assets	3,116.1	2,227.2	2,463.9	2,261.2	2,004.6
Equity	1,053.1	944.0	1,038.6	953.8	879.6
Total non-current liabilities	945.3	105.2	501.5	103.4	76.6
Total current liabilities	1,117.7	1,178.0	923.9	1,204.0	1,048.4
Total equity and liabilities	3,116.1	2,227.2	2,463.9	2,261.2	2,004.6

Statement of cash flows in summary

SEK million	First quarter		Full year		
	2014	2013	2013	2012	2011
Cash flow from operating activities	-36.3	-27.3	128.2	214.7	84.3
Cash flow from investing activities	-270.1	-33.5	-164.1	-196.5	-27.6
Cash flow from financing activities	365.4	5.4	77.2	72.6	-27.6
Cash flow for the period	59.0	-55.4	41.3	90.8	29.1

Key ratios

SEK million	First quarter		Full year		
	2014	2013	2013	2012	2011
Operating margin, %	4.4	4.6	6.2	6.2	6.0
Operating cash flow	-273	-30	50	67	93
Net debt	1,107	745	739	688	676
Capital employed	2,161	1,689	1,778	1,642	1,556
Return on capital employed, %	7.6	5.4	7.7	7.4	7.1
Debt/equity ratio, times	1.1	0.8	0.7	0.7	0.8
Equity ratio, %	33.8	42.4	42.2	42.2	43.9
Interest coverage ratio, times	5.2	5.7	5.3	5.6	4.4

Data per share

SEK	First quarter		Full year		
	2014	2013	2013	2012	2011
Earnings before dilution	0.7	0.5	3.1	2.1	3.1
Earnings after dilution	0.7	0.5	3.1	2.1	3.1
Equity	46.3	41.5	45.7	41.9	45.0
Cash flow from operating activities	-1.6	-1.2	5.6	9.9	4.3
Dividend	-	-	0.8	0.6	0.5

B.8 Pro-forma financial statements

The pro-forma financial statements are, by nature, intended to describe a hypothetical situation and therefore do not, serve to describe Elanders' actual financial position or earnings. Nor are the pro-forma financial statements representative of future operating results. Investors should exercise caution when reading these pro-forma financial statements.

The purpose of the consolidated pro-forma financial statements contained in the Prospectus is to illustrate the hypothetical impact that the acquisition of Mentor Media, loan financing raised by Elanders in connection with the acquisition and the rights issue (the Offer) would have had on Elanders' condensed consolidated income statement for 2013, and the condensed consolidated balance sheet at 31 December 2013.

Condensed income statements, January-December 2013

SEK million	Elanders	Mentor Media	Pro forma adjustments	New Group
Net sales	2,096	1,234	-	3,330
Gross profit	505	217	-	722
Operating profit	131	38	24	193
Profit after financial items	101	36	18	156
Profit for the period	70	6	22	98

Condensed statement of financial position, 31 December 2013

SEK million	Elanders	Mentor Media	Pro forma adjustments	New Group
Total fixed assets	1,672	70	47	1,789
Total current assets	792	534	-8	1,318
Total assets	2,464	604	39	3,107
Equity	1,039	316	-203	1,152
Total long-term liabilities	502	3	242	746
Total current liabilities	924	285	-	1,209
Total equity and liabilities	2,464	604	39	3,107

B.9 Profit forecast

Not applicable. The Prospectus does not contain a profit forecast or a calculation of expected earnings.

B.10 Critical observations in the Auditors' Report

Not applicable. There are no critical observations in the auditors' reports for the three most recent fiscal years.

B.11 Working capital

The Board of Directors is of the opinion that the Company's working capital is adequate for financing Elanders' current needs at least during the coming 12-month period. To part-finance the acquisition of Mentor Media, Elanders is implementing the Offer, which is guaranteed in full. Other financing required for the acquisition of Mentor Media is covered by external loans.

SECTION C - SECURITIES

C.1	Type of securities	The Offer comprises a maximum total of 3,788,332 New Shares in Elanders, of which 194,444 are Class A shares and 3,593,888 Class B shares. The ISIN code for the Class A shares is SE0000182123 and the code for the Class B shares is SE0000119299.
C.2	Currency	The shares are denominated in SEK.
C.3	Number of shares, etc.	The Company has two classes of shares: Class A shares and Class B shares. On the date of this Prospectus, Elanders' share capital amounts to SEK 227,299,980, divided into a total of 22,729,998 shares, of which 1,166,666 are Class A shares and 21,563,332 Class B shares. The share's quotient value is SEK 10. Following implementation of the Offer, which is guaranteed in full, the Company's share capital will amount to SEK 265,183,300, represented by 26,518,330 shares, of which 1,361,110 are Class A shares and 25,157,220 Class B shares.
C.4	Rights associated with the shares	At a Shareholders' Meeting of Elanders, one Class A share carries ten votes and one Class B share carries one vote. Class A shares and Class B shares carry equal rights to the Company's assets and profit. Elanders' shares are not the subject of offers submitted due to mandatory bids, right of redemption or redemption obligation. No public takeover bid for Elanders shares has occurred.
C.5	Limitations on transfer	Elanders' Class A shares are subject to pre-emption rights under the Articles of Association. Elanders' Class B shares are not subject to any limitations on transfer.
C.6	Trading in securities	Elanders' Class B share is admitted for trading on NASDAQ OMX Stockholm, Small Cap, with the ticker symbol ELAN. Elanders' Class A shares are not subject to organized trading. Trading in the Class B shares that are being issued as part of the Offer is scheduled to commence on or around 19 June 2014.
C.7	Dividend policy	The objective is that dividends will track the Company's long-term financial performance and, on average, represent approximately 30 percent of profit after tax. The Annual General Meeting on 6 May 2014 adopted a dividend of SEK 0.80 per share.

SECTION D - RISKS

D.1	Risks regarding the Company and industry	<p>An investor should carefully consider the risk factors described in the Prospectus before deciding to invest in Elanders. Each of these risk factors may adversely affect the Company's operations, financial position and earnings and thus may reduce the value of the Company's shares. The risk factors described in the Prospectus are deemed to have major significance on the future development of Elanders. The description of the risk factors does not claim to be exhaustive and is provided with no particular order of priority.</p> <p>Operational and business risks mainly comprise:</p> <ul style="list-style-type: none"> • The future of print services – that the global demand for offset print services decreases and that Elanders' assessments regarding the future development of print services and the growth in different markets turn out to be incorrect. • Customer concentration – that the major part of Mentor Medias' net sales comes from two big, global enterprises and that the Company's net sales and earnings may be essentially adversely affected if any of these – or any of Elanders' other major customers – reduce their purchases. • Operating costs – that Elanders' operating costs may be impacted by external factors which could entail negative consequences for the Company's operations and earnings. • Contracts and disputes – that Elanders may be involved in costly disputes and the difficulty in predicting the consequences of the outcome of the ruling of the Supreme Administrative Court. • Permits and environment – that Elanders may lose a permit that is important to its operations or that Elanders' assessment of relevant laws and regulations turn out to be incorrect. • Acquisitions – that Elanders may not succeed to accomplish future acquisitions and thereby may not succeed in taking part of the current consolidation in the printing business and that acquired companies may prove to be difficult to integrate into Elanders' existing operations. • Currency risk – that the Company is exposed to currency risks due to its extensive global operations.
-----	--	--

		<ul style="list-style-type: none"> • Interest risk - that Elanders' loans carry flexible interests and any changes in the interest rates may have a negative impact on the Company's earnings and financial position. • Financing risks - that Elanders' loans may become due for immediate payment in case the Company does not fulfil its obligations according to the terms of the loans and also that Elanders could fail to secure future financing. • Tax - that Elanders' extensive global operations might be difficult to predict from a tax perspective and that Elanders may be deemed to apply relevant tax laws and regulations in an incorrect manner. • VAT - that Elanders is involved in VAT related disputes, of which the consequences are difficult to predict.
D.3	Risks involving the securities	<p>Risks related to the Elanders share and the Offer mainly involve:</p> <ul style="list-style-type: none"> • Share price and liquidity - that the price for the Elanders share may decline in connection with the accomplishment of the Offer and that it is not possible to make any certain predictions regarding the future development of the share price and that limited liquidity may strengthen price fluctuations in the Elanders share. • Subscription rights and BTAs - that the subscription rights are expected to have an economic value that the holder may fail to secure if the subscription rights are not sold or exercised in the Offer and, further, that it is uncertain whether a good liquidity will be established for these instruments. • Dividends - that Elanders may not be able to pay dividends in coming years. • Shareholders with significant influence - the fact that Carl Bennet AB holds approximately 74 percent of the votes in Elanders may be a disadvantage to other shareholders with different interests than the main shareholder. • Subscription undertakings and underwriting agreements - the fact that the undertakings of Carl Bennet AB in these respects are not secured and therefore may not be fulfilled.

SECTION E - THE OFFER

E.1	Proceeds and expenses associated with the issuance	<p>The Offer, which is guaranteed in full, will raise approximately SEK 125 million for Elanders.</p> <p>It is estimated that deductions totaling approximately SEK 4 million will be made from the issue amount for expenses attributable to the Offer pertaining to compensation to the issuing institution and estimated other transaction costs, including guarantee commission. The Company is expected to obtain a net amount of approximately SEK 121 million.</p>
E.2a	Background and reasons	<p>In the beginning of January 2014, Elanders International AB, an indirectly wholly owned subsidiary of Elanders AB (publ), entered into a share-transfer agreement with MM Holdings Limited regarding the acquisition of all of the shares in Mentor Media.</p> <p>To part-finance the acquisition of Mentor Media, the Elanders Annual General Meeting held on 6 May 2014 resolved, in accordance with the Board's proposal, to carry out a rights issue of a maximum of approximately SEK 125 million, before issue expenses. Other financing required for the acquisition of Mentor Media will be covered by external loans. The purchase price for Mentor Media is approximately SEK 312 million on a debt free basis.</p> <p>As a result of the acquisition of Mentor Media, Elanders will advance its positions and expand its global offering with supply chain services. The acquisition is being implemented as a feature of Elanders' strategic redirection, with a view to reducing exposure to traditional print operations and gaining an even stronger foothold in the continued development and expansion of Elanders' operations. Mentor Media is a Singapore-based supply chain company primarily active in China, Singapore, India and the U.S. Mentor Media focuses on the electronics and computer industry with a specific focus on product and component flows with short lead times and extensive reporting of statistics to customers.</p> <p>The acquisition will enable Elanders to further strengthen and expand its offering to global customers and to take a step forward in the value chain. On top of the existing product areas, Print & Packaging Solutions and e-Commerce Solutions, Elanders is now also adding the product area Supply Chain Solutions. Mentor Media holds a strong position in Asia and its size means that the emerging markets in Asia will account for approximately 40 percent of Elanders' future sales.</p>

E.3	Terms and conditions	<p>The Offer comprises up to 3,788,332 New Shares, of which 194,444 are Class A shares and 3,593,888 Class B shares. Anyone who on the record date of 13 May 2014 is registered as a shareholder in Elanders will receive one (1) Class A subscription right for each Class A share held and one (1) Class B subscription right for each Class B share held. Six (6) Class A subscription rights entitle the holder to subscribe for one (1) new Class A share. Six (6) Class B subscription rights entitle the holder to subscribe for one (1) new Class B share. The subscription price is SEK 33 per New Share.</p> <p>Elanders' largest shareholder, Carl Bennet AB, which holds approximately 62 percent of the shares and approximately 74 percent of the voting rights in Elanders, has undertaken to subscribe for its pre-emptive share in the Offer. Carl Bennet AB has also undertaken to subscribe for all New Shares in the Offer that are not subscribed for by other parties. Consequently, the Offer has been underwritten and guaranteed in its entirety.</p> <p>Subscription of New Shares will take place during the period from and including 15 May 2014 up to and including 2 June 2014. Subscription of New Shares can also be made without subscription rights.</p> <p>Trading in the Class B subscription rights on the NASDAQ OMX Stockholm exchange will occur during the period 15 May 2014 through 27 May 2014. Upon the sale of subscription rights, both the primary and subsidiary pre-emptive right will be transferred to the new owner of the subscription right. No trading will take place in the Class A subscription rights.</p> <p>If not all New Shares have been subscribed for with subscription rights (primary pre-emptive right), the Board of Directors shall decide on allotment of New Shares within the highest amount in the Offer according to the following order:</p> <p>If not all New Shares have been subscribed for with subscription rights (primary pre-emptive right), the Board of Directors shall decide on allotment of New Shares within the highest amount in the Offer according to the following order:</p> <ul style="list-style-type: none"> • Firstly, all New Shares that have not been subscribed for with primary pre-emptive right shall be offered to all shareholders for subscription (subsidiary pre-emptive right). In case of over-subscription, allocation shall be made pro rata in relation to the number of shares such persons have subscribed for with primary pre-emptive right, and if that is not possible, by drawing of lots. • Secondly, allocation of New Shares shall be made to other persons who have applied for subscription without subscription rights. In case of over-subscription, allocation shall be made pro rata in relation to the number of shares they have applied subscription for, and if that is not possible, by drawing of lots. • Finally, any outstanding New Shares shall be allocated to Carl Bennet AB, who has guaranteed the rights issue by agreement with the Company.
E.4	Material and conflicting interests	<p>None of the Elanders' Board members or senior executives has a close relationship with any other Board member or senior executive. There are no conflicts of interest between Elanders' Board members' and senior executives' obligations to Elanders and their private interests or other duties. Further, no other physical or legal person involved in the Offer has any financial or other interests that are of importance in relation to the Offer.</p>
E.5	Seller of the securities	<p>Not applicable. The Offer comprises newly issued shares.</p>
E.6	Dilution effect	<p>The shareholdings of shareholders who choose not to take part in the Offer will be diluted by approximately 14 percent, but such shareholders can receive financial compensation for the dilutive effect by selling their subscription rights.</p>
E.7	Expenses for the investor	<p>Not applicable. Investors will not be charged any costs for participating in the Offer.</p>

Risk factors

Investing in shares is, by its very nature, associated with the risk that the investment may either increase or decrease in value. The various operations of limited companies are constantly exposed to the effects of factors from within the company itself and from factors beyond the control of the individual company but that can nevertheless impact the operations and their conditions. An investor should carefully consider the risk factors described below before deciding to invest in Elanders. Each of these risk factors may adversely affect the Company's operations, financial position and earnings and thus may reduce the value of the Company's shares. Elanders' operations are subject to a number of risk factors that are partly or completely beyond the Company's control and that affect or could affect the value of the shares. The factors described below are deemed to have major significance to the future development of Elanders. The following description of risk factors does not claim to be exhaustive and is provided with no particular order of priority. Additional risks and uncertainties that Elanders is unaware of, or that are currently deemed to be less material, may also have a negative impact on Elanders' operations, financial position and earnings. In addition to the risk factors presented below, investors should carefully consider all of the information provided in this Prospectus.

OPERATIONAL AND BUSINESS RISKS

The future of printed matter

In the years ahead, printed matter will continue to grow globally as a bearer of information, although to a lesser degree as time passes. The lion's share of this increase will consist of packaging and information and marketing material, the latter of which primarily comprises the application of digital print techniques and in the form of customized printed matter. The capacity for offset print in Western Europe and North America will exceed demand for some time, which will hold down prices for printed matter produced with offset technology or even cause them to fall. However, demand for offset print will continue to increase for a foreseeable future in Eastern Europe, Asia (where Mentor Media's operations are primarily conducted) and Latin America. If Elanders' assessment regarding future trends and growth of printed matter in various geographic markets proves to be incorrect, there is the risk that the Company's operations will be adversely affected. Furthermore, the Company's operations may be negatively affected by the emergence of new actors capturing market shares with their new product and service offerings against which Elanders is unable to complete.

Business cycle sensitivity

The most tangible business cycle sensitivity is in the operations that supply Elanders' customers in the manufacturing

industry, particularly in automotive and consumer electronics. The Company's customers in food stuffs, cosmetics, pharmaceuticals, educational publishing and the public sector are not as sensitive to the business cycle. Sales to consumers are also less affected by the general economic situation. A weakening in the economic climate in the markets in which Elanders operates may have a negative impact on the Company's operations, financial position and earnings, particularly since many of Elanders' major customers are found in manufacturing industry. Also, it cannot be ruled out that industries that are currently less sensitive to the business cycle may be impacted by economic fluctuations to a greater extent in the future, which may have an adverse effect on Elanders' operations.

Customer concentration

The Elanders Group's major customers are primarily active in the manufacturing industry and agreements with these customers normally run over two or three years. Elanders' ten largest customers represented 38 percent of net sales in 2013 (34 percent in 2012). Although Elanders' customer base is relatively well diversified, it cannot be ruled out that several major customers may choose to completely or partly reduce their purchases from Elanders, which could adversely affect net sales and earnings.

A predominant proportion of Mentor Media's net sales derives from sales of goods and services to two large, global

groups of companies. Pro-forma, including Mentor Media, the ten largest customers accounted for 51 percent of Elanders' net sales in 2013, of which a single customer accounted for more than 10 percent. Accordingly, Mentor Media's operations are, to a large extent, dependent on Mentor Media being able to continue to sell goods and services to these two customers. Mentor Media's net sales and earnings would be significantly negatively affected if any of these customers completely or partly reduces their purchases from the company.

Operational risk

Elanders' units could suffer from production disturbances due to, for example, delayed or incorrect deliveries, technical faults, labor action, accidents or incorrect administrative procedures. If production disturbances were to occur, despite the Company's measures to prevent such events, this could negatively affect Elanders' customer relationships, resulting in lower net sales and earnings.

Supplier risk

In order to manufacture, sell and deliver products, Elanders depends on external suppliers' availability, production, quality assurance and deliveries. Incorrect, delayed or non-deliveries from suppliers of various types could entail that Elanders' deliveries are, in turn, delayed or must be discontinued, incomplete or incorrect, which could result in reduced sales and could have an adverse impact on the Company's earnings and customer relationships.

From a longer-term perspective, the Company is not dependent on any single supplier for conducting its operations. However, it cannot be ruled out that incorrect or delayed deliveries, or the loss of one or more suppliers, could have negative consequences on the Company's earnings and customer relationships.

Risks in operating expenses

Elanders' main cost items are the costs of materials and outwork, remuneration of employees and depreciation/amortization. These three categories represented 75 percent of total operating expenses in 2013. Pro-forma, including Mentor Media, these categories represented 67 percent of total operating expenses in 2013. Elanders' subsidiaries are primarily responsible for monitoring cost trends, but procurements of, for example, paper and electronic components also take place at Group level.

Elanders normally takes hedging measures to protect the Company from fluctuations in prices of relevant input goods. As far relates to paper prices, for example, which comprise a major portion of materials costs, paper price clauses are often included in the more extensive and longer customer agreements. However, such hedging measures for paper or other input goods are not always sufficient which could mean that major price fluctuations could have a negative impact on the Company's earnings.

Regarding personnel costs, the salary trend for employees mainly follows the general trend in the labor market in each respective country, which in turn is largely attributable to the general economic climate. Unforeseen sharp salary increases and/or increases in average sick leave among the Company's

personnel could have a negative impact on the Company's operations and earnings.

Contracts and disputes

In order to minimize the risk of disputes, Elanders normally uses the contracts prepared by the trade organizations. However, some of Elanders' contractual relations are not formalized in written agreements. In terms of customer relationships, the Company sometimes relies on the custom between the parties, which has often been in place for many years. The content of such contracts may be difficult to clarify if the parties were to have differing opinions about them, which in the worst-case scenario could lead to strained relationships and costly disputes.

Companies in the Elanders Group are occasionally involved in disputes as part of their normal business operations. The Company may, similar to other actors in Elanders' markets, be subject to claims regarding, for example, product liability, alleged errors in deliveries of goods and services, environmental issues and intellectual property rights.

The Environmental Authority in Gothenburg has ordered Elanders Tryckeri AB to carry out after-treatment measures at the Kallebäck 2:3 property in Gothenburg where Elanders previously conducted operations. In connection with the sale of Elanders Tryckeri AB in 2007, Elanders made a commitment to the acquirer to reimburse Elanders Tryckeri if costs were to arise due to land pollution.

Elanders has also been involved in two different disputes with the Swedish Tax Agency. The background to the first dispute is the differentiation between the printer providing goods (meaning printed matter) and services and includes the issue of repayment of VAT to Elanders for the years 2004–2007. The Supreme Administrative Court announced its verdict in this case in February 2014, upholding the Agency's standpoint in all material aspects to Elanders' disadvantage. The second dispute pertains to the point in time at which requested VAT refunds are to be recognized as income. The Gothenburg Court of Appeal is expected to announce its verdict in this dispute in 2014.

The Supreme Administrative Court's verdict in the first dispute is not expected to have any significantly negative effects on Elanders' earnings or financial position, but at the date of this Prospectus it is difficult to predict the exact consequences. Furthermore, the second dispute may, in the event of a negative outcome for Elanders, entail an adverse effect on the Company's earnings and financial position. Potential future disputes may also be time-consuming, disrupt normal operations, involve large amounts and result in significant costs, even if the outcome of such disputes was to be in Elanders' favor. Also, it cannot be ruled out that the result of these disputes will not have a significantly negative impact on the Company's earnings and financial position.

Competition

Elanders operates in a competitive industry. The Company's future competitive situation depends on such factors as its ability to meet existing and future market needs, so that costly investments, restructuring requirements and/or price cuts may need to be made in order to adapt to a new competitive situation. Intensified competition from existing or new actors, or

Elanders' inability to meet demand for the Company's products and services, could have a negative impact on Elanders' operations, earnings and financial position.

Insurance

Elanders' insurance program includes global liability insurance that covers general liability, product liability, crime fidelity, business interruption and limited protection against environmental damage. The Company also has liability insurance for members of the Board and management. Although Elanders believes that it has adequate insurance cover for its current operations, the scope and amounts of compensation provided by the insurance are limited. Accordingly, Elanders may not be fully indemnified for any damage that may arise or claims that may be made against the Company, which could have negative consequences for Elanders' financial position and earnings.

Key individuals

Elanders is dependent on certain key individuals. If Elanders were to fail to retain such key individuals, and fail to recruit future key individuals, this could have negative consequences for the Company's operations, financial position and earnings.

Relationships with employee organizations

Most of Elanders' employees are members of and represented by various trade unions. Although the Company currently has good relationships with its employees and trade unions, it cannot be ruled out that problems may arise in the future. If such problems result in strikes, lock-outs or similar industrial action, this could lead to production disruptions and a significantly negative impact on Elanders' operations.

Permits and environment

Elanders currently holds all of the necessary permits, primarily related to the environment, for conducting its operations. However, such permits may be revoked or restricted in the future, which could adversely affect the Company's operations.

Elanders' interpretation of applicable laws and regulations pertaining to Elanders' operations may prove to be incorrect, and relevant authorities' interpretations of such laws and regulations or their administrative practices may change, which could have a negative impact on the Company's financial position and earnings.

Acquisitions

There are no guarantees that the Company will be able to find suitable acquisition targets in the future or that the Company will be able to secure the necessary financing for future acquisition targets at acceptable terms, which could lead to lower growth for Elanders.

Growth through acquisitions involves both operating and financial risks. For example, Elanders may incur significant acquisition and administrative expenses and expenses for restructuring or other expenses in connection with acquisitions. Suppliers, customers or key individuals may further leave the acquired company. Elanders may further be unsuccessful in integrating operations that are acquired or procuring that, following integration, the acquired company performs as expected, whereby expected synergies may not be realized.

Elanders may also in the future be unsuccessful in participating as an active actor in the ongoing consolidation of the industry, which could have a significantly negative impact on Elanders' position in the industry and thereby adversely affect Elanders' earnings and financial position.

Currency risk

Elanders is exposed to currency risk through transactions in currencies other than the subsidiaries' local currency (transaction exposure) or when converting net profit and net assets from foreign subsidiaries (translation exposure). Elanders takes certain hedging measures for both transaction and translation risks. Substantial decreases in the value of a foreign currency in which Elanders receives payment from against the SEK could, despite the hedging measures or other measures taken, have negative effects on the Company's earnings and financial position. In addition, currency risk can be assumed to increase in the future since the acquisition of Mentor Media entails a significant expansion of Elanders' international operations.

Interest risk

Exposure in the form of changes in the interest rate stems mainly from Elanders' interest-bearing liabilities at floating interest. Elanders has taken certain measures to hedge interest risk. However, the measures in this respect are limited in time and may not be sufficient. Changes in interest rates may therefore have negative effects on the Company's earnings and financial position.

Financing risk

Elanders is dependent on receiving financing via credit institutions. The Company's financing needs comprises current operations and preparedness for possible future investments. The availability of financing depends on such factors as the general availability of capital and Elanders' credit rating. Elanders' goal is to always have more than one party that is willing to offer financing on market terms. In 2013, a new two-year credit agreement was signed with two Swedish banks regarding operational financing. A supplemental agreement to this credit agreement was signed in December 2013 for financing of the acquisition of Mentor Media. The credit agreement contains certain conditions attached to the Elanders Group's financial position. All of these conditions had been fulfilled at 31 March 2014. However, Elanders may be in breach of these conditions in the future, which could entail that liabilities under the credit agreement will, entirely or partly, fall due for immediate repayment.

The Board of Elanders believes that the Company has a favorable financial position, taking into account existing working capital and the above-mentioned credit agreements. Should the Company's performance deviate from the existing strategic plan, a situation may arise whereby the Company will need to acquire capital. However, Elanders may – where relevant – fail to acquire additional capital on favorable terms, or at all.

Credit risk

Elanders is exposed to losses through the risk of a financial counterparty not meeting its obligations. Credit risk can be

divided into financial credit risk and commercial credit risk where the financial risk primarily concerns investing surplus liquidity and trading in currency derivative instruments and the commercial risk concerns accounts receivables. Elanders' credit losses have been relatively low in the past. However, a relatively large share of total accounts receivable is concentrated to a small number of customers. If one or more of these customers were to be unable to meet its future obligations for whatever reason, Elanders' earnings and financial position would be significantly negatively affected. Credit losses may also increase in the future, which would adversely affect Elanders' earnings and financial position.

Taxes

Elanders conducts operations through subsidiaries in a large number of countries. The business, including transactions between Group companies, is conducted in accordance with Elanders' interpretation of current tax law, tax agreements, provisions and tax authority requirements in the countries concerned. However, it cannot be ruled out that Elanders' interpretation of applicable laws, tax agreements and provisions, or relevant authorities' interpretations of such laws and provisions or their administrative practices, are entirely correct, or that such rules, interpretations and practices will not be changed, possibly with retroactive effect, which could alter Elanders' tax situation and have a negative impact on the Company's financial position and earnings.

VAT

As described above and further in the section entitled "Legal considerations and supplementary information," Elanders has been involved in two disputes with Swedish Tax Agency regarding VAT cases. In February 2014, the Supreme Administrative Court announced its verdict in one of the cases to Elanders' disadvantage. The negative outcome for Elanders in this dispute is not expected to have any significant impact on Elanders' earnings or financial position, but the exact consequences are difficult to predict as of the date of this Prospectus. The second dispute will be considered by the Gothenburg Administrative Court of Appeal in 2014. It is difficult to estimate, with certainty, what the earnings effect on Elanders would be in the event of a negative outcome in the second dispute, which would mean that VAT-related provisions that Elanders has posted could prove to be insufficient. Accordingly, Elanders' financial position and earnings could be adversely impacted when the final verdict is announced in this outstanding dispute.

RISKS RELATED TO THE ELANDERS SHARE AND THE OFFER

Share price and liquidity

A potential investor in the Elanders share should take into account that such an investment is associated with risks. The future price trend of the Elanders share may be negative. The Company's share price may fall after the Offer has been completed, for example, due to a higher number of shares in the Company. In addition, the share price may be negatively impacted due to shares being divested in the market to an unusual extent or due to expectations of such divestment taking place or for any other reason as a consequence of or related

to the Offer. Limited liquidity in the Elanders share could also contribute to strengthening fluctuations in the Company's share price and lead to problems in divesting shares for individual shareholders.

Subscription rights and BTAs

Individuals registered as shareholders of Elanders on the record day of the Offer will receive subscription rights in relation to their existing shareholding. The subscription rights are expected to have an economic value, which only accrues to the holder if the rights to subscribe for New Shares in the Offer are exercised no later than 2 June 2014 or are sold no later than 27 May 2014. After 2 June 2014, subscription rights that have not been exercised will be deleted, without notification, from the holder's securities account and the holder will thus forfeit the expected financial value of the subscription rights.

Both Class B subscription rights and Class B BTAs that, after payment has been made are booked in securities accounts belonging to the individual who has subscribed for New Shares, will be subject to time-limited trading on the NASDAQ OMX Stockholm. However, the trading in these instruments may be limited, which could lead to problems in selling subscription rights and/or BTAs for individual holders. Limited liquidity may also strengthen fluctuations in the market price of subscription rights and/or BTAs. The pricing for these instruments may therefore be incorrect or misleading.

Dividends

In its work on determining any dividends for years to come, Elanders' Board takes into account the Company's development potential, its financial position and the adopted key ratio goals relating to debt/equity ratio, equity ratio and profitability. The objective is that dividends will follow the long-term profit trend and, on average, represent approximately 30 percent of profit after tax. Elanders has paid dividends for the past three fiscal years: SEK 0.50 per share was paid in 2011, SEK 0.60 per share in 2012 and SEK 0.80 per share in 2013. However, Elanders did not pay any dividends for the fiscal years 2009 and 2010, and there is a possibility that dividends will not be paid in the years ahead. If no dividends are paid, any returns for an investor will depend entirely on the future share price trend.

Shareholders with significant influence

On the date of this Prospectus, Carl Bennet AB holds approximately 62 percent of the shares in Elanders, of which 1,166,666 Class A shares and 13,004,098 Class B shares, corresponding to approximately 74 percent of the voting rights. Accordingly, Carl Bennet AB has the possibility, based among other things on its holdings, of exercising a significant influence over all matters pertaining to the Company. This may benefit the Company but could also be to the disadvantage of other shareholders that may have different interests than the principal owner. Other than applying the protection rules stipulated by law, for example, the Swedish Companies Act's minority shareholder protection regulations, Elanders is unable to take any action to guarantee that Carl Bennet AB's influence will not be abused.

Risks regarding subscription undertaking and guarantee agreement

Elanders' largest owner, Carl Bennet AB, has undertaken to subscribe for its pre-emptive right in the Offer. Carl Bennet AB has also undertaken to subscribe for any additional shares in the Offer that are not subscribed for by other parties. Ac-

cordingly, the Offer is guaranteed in its entirety. However, since Carl Bennet AB's undertakings and guarantees vis-à-vis Elanders in this respect have not been secured through any pledge of collateral, blocked funds or similar arrangement, it is possible that Carl Bennet AB will not be able to meet its undertakings.

Invitation to subscribe for shares in Elanders AB (publ)

In order to partly finance the acquisition of Mentor Media¹, the Annual General Meeting of Elanders held on 6 May 2014 resolved in accordance with the Board's proposal to approve of a rights issue with pre-emptive rights for Elanders shareholders.

Through the rights issue, which is guaranteed in its entirety, the Company's share capital will increase by SEK 37,883,320 from the current SEK 227,299,980 to SEK 265,183,300, through the issuance of 3,788,332 shares, of which 194,444 Class A shares and 3,593,888 Class B shares. The Company's shareholders have pre-emptive rights to subscribe for New Shares in the Offer in relation to the number of Elanders shares previously owned.

The record date for determining the shareholders who will be entitled to subscribe for New Shares is 13 May 2014. Subscription will take place during the period from and including 15 May 2014 up to and including 2 June 2014.

Six (6) existing Class A shares entitle the holder to subscribe for one (1) New Class A share and six (6) existing Class B shares entitle the holder to subscribe for one (1) New Class B share. The issue price will be SEK 33 per New Share, which means that the Offer will generate proceeds of approximately SEK 125 million for Elanders².

Elanders' largest shareholder, Carl Bennet AB, which holds about 62 percent of the shares and about 74 percent of the voting rights in Elanders, has undertaken to subscribe for its pre-emptive rights share in the Offer. Carl Bennet AB has also undertaken to subscribe for all New Shares in the Offer that are not subscribed for by other parties. Consequently, underwriting agreements and guarantee commitments have been secured for the entire Offer (please refer to the section "Legal considerations and supplementary information.")

The shareholders of Elanders are hereby invited to, with pre-emptive rights, subscribe for New Shares in Elanders in accordance with the terms and conditions of this Prospectus.

Mölnlycke, 9 May 2014

Elanders AB (publ)
The Board of Directors

¹ For more information please refer to the sections - "Background and reasons" and "Capital structure and other financial information - Credit Facility Agreement."

² From the proceeds of the new share issue of approximately SEK 125 million, deductions for expenses to the settlement agent and other estimated transaction costs including guarantee commission attributable to the Offer (issue expenses) are estimated to amount to approximately SEK 4 million. The Company is expected to obtain a net amount of approximately SEK 121 million.

Background and reasons

In order to partly finance the acquisition of Mentor Media, the Annual General Meeting of Elanders, held on 6 May 2014, resolved in accordance with the Board's proposal to approve of a rights issue with a maximum amount of SEK 125 million before issue costs. The remaining financing required to support the acquisition of Mentor Media will be covered by external credit facilities. The purchase price for Mentor Media amounts to approximately SEK 312 million on a debt-free cash-free basis¹.

As a result of the acquisition of Mentor Media, Elanders advances its positions and is expanding its global offering with supply chain services. The acquisition is a feature of Elanders' strategic change aimed at reducing exposure to traditional printing operations in an effort to gain a stronger foothold in the continuing development and expansion of Elanders' operations. Mentor Media is a Singapore-based supply chain company with a presence primarily in China, Singapore, India and the US. Mentor Media focuses on the electronics and data-processing industry, with a special focus on product and component flows with short lead times and extensive statistical reporting to customers. The services include sourcing, component purchases, order and inventory management, distribution, reverse logistics and repair services as well as e-commerce solutions. Mentor Media was established in 1984, listed on the Singapore Stock Exchange in 1999 and subsequently ac-

quired by a consortium of investors in 2006, following which it was delisted from the exchange.

The acquisition implies that Elanders further strengthens and extends its offering to global customers and takes a step up in the value chain. The Supply Chain Solutions product area has now been added to the already existing Print & Packaging Solutions and e-Commerce Solutions product areas. Mentor Media has a strong position in Asia and, as a result of its size, 40 percent of Elanders' future sales will derive from emerging markets in Asia. In addition to the supply chain offering, Mentor Media will also strengthen Elanders' e-commerce offering to companies and consumers.

Mentor Media's revenue in 2013 was approximately USD 186 million. Following the acquisition, Elanders' revenue is expected to increase to approximately SEK 3.5 billion during 2014 and the number of employees to increase from 1,900 to approximately 3,400. In accounting terms, Mentor Media was consolidated in Elanders as of 1 January 2014. The acquisition adds new operations to the company and the Board expects potential increase in sales both geographically and in shared customer portfolios, but no major cost synergies. However, a significant positive effect on earnings is expected already during 2014.

In other respects, the Board refers to this Prospectus, which has been drawn up in connection with the Offer.

The Board of Elanders is responsible for the content of this Prospectus. It is hereby stated that the Board has taken all reasonable prudential measures to ensure that the information in the Prospectus, to the knowledge of the Board, complies with actual circumstances and that no information has been omitted that could affect its content.

Mölnlycke, 9 May 2014

Elanders AB (publ)
Board of Directors

¹⁾ Following the acquisition, a claim has been made relating to one of the warranties that the sellers of Mentor Media made in connection with the transfer. The applicable claim was relevant already when the acquisition was completed and was accordingly a part of the agreement between Elanders and the sellers of Mentor Media. The purchase price for Mentor Media has thereby been reduced with approximately SEK 27 million. For further information, please refer to "Legal considerations and supplementary information - The acquisition of Mentor Media".

Terms, conditions and instructions

PRE-EMPTIVE RIGHTS AND SUBSCRIPTION RIGHTS

Those persons who on the record date of 13 May 2014 are registered as shareholders in Elanders have pre-emptive rights to subscribe for New Shares in the Offer.

Those persons who on the record date are registered as shareholders in Elanders will receive one (1) subscription right of Class A for each Class A Share held and one (1) subscription right of Class B for each Class B share held. Six (6) subscription rights of Class A entitle to subscription of one (1) New Class A Share. Six (6) subscription rights of Class B entitle to subscription of one (1) New Class B Share.

Shareholders not participating in the Offer will be diluted by up to 14 percent, but have the opportunity to be compensated for this dilution effect through the sale of their subscription rights.

SUBSCRIPTION PRICE

The New Shares in Elanders will be issued at a subscription price of SEK 33 per New Share. Brokerage commission will not be charged.

RECORD DATE

The record date at Euroclear Sweden AB (“Euroclear”) to determinate which persons are entitled to receive Subscription Rights in the Offer is 13 May 2014. Elanders’ shares are traded exclusive of the right to participate in the Offer from and including 9 May 2014. The final day for trading inclusive of the right to participate in the Offer was 8 May 2014.

SUBSCRIPTION PERIOD

Subscription for the New Shares will take place during the period from and including 15 May 2014 up to and including 2 June 2014. Elanders’ Board of Directors is entitled to extend the subscription period, which—in such a case—will be announced through a press release as soon as such decision has been made.

ISSUE STATEMENTS

Directly registered shareholdings

The Prospectus and a pre-printed issue statement with attached payment form will be sent to directly registered shareholders and representatives of shareholders who on the record date are registered in the share register maintained by Euroclear on behalf of Elanders. The issue statement includes, among others, the number of subscription rights received and the number of New Shares that may be subscribed for

by virtue of the subscription rights. No securities notification (Sw. VP-avi) will be sent out regarding the registration of subscription rights on the securities accounts. Those who are included in the special list of pledge holders and trustees that is maintained in connection with the share register will not receive any issue statement but will be informed separately.

Nominee-registered shareholdings

Shareholders whose holdings are nominee-registered at a bank or other nominee will not receive the Prospectus (or Swedish-language prospectus) or an issue statement. Subscription and payment for shares subscribed for with primary as well as subsidiary pre-emptive right should instead be made to the respective nominee and in accordance with instructions from the respective nominee.

Shareholders resident in certain unauthorized jurisdictions

The allotment of subscription rights and the issue of New Shares to persons who are resident in countries other than Sweden may be affected by securities legislation in such countries, refer to the section “Important information” Consequently, subject to certain exceptions, shareholders whose existing shares in Elanders are directly registered in a securities account with registered address in the United States, Australia, Hong Kong, Japan, Canada, Singapore, South Africa or New Zealand will not receive any subscription rights or be allowed to subscribe for New Shares. The subscription rights that otherwise would have been delivered to such shareholders will be sold and the sales proceeds, less a deduction for costs, will be paid to such shareholders. Amounts of less than SEK 100 will not be paid out.

TRADING IN SUBSCRIPTION RIGHTS

The subscription rights will be traded at NASDAQ OMX Stockholm during the period from and including 15 May 2014 to and including 27 May 2014. SEB and other securities institutions with required licenses will provide brokerage services in connection with the sale and purchase of subscription rights. The primary as well as the subsidiary pre-emptive right will be transferred to the acquirer upon sale of the subscription right. The ISIN-code for the subscription rights is SE0005934981. Subscription rights of Class A will not be traded.

SUBSCRIPTION OF NEW SHARES WITH SUBSCRIPTION RIGHTS

Subscription of New Shares with subscription rights will take place during the period from and including 15 May 2014 to

and including 2 June 2014. On expiry of the subscription period, unexercised subscription rights will lapse and become worthless. After 2 June 2014, unexercised subscription rights will be deleted from the holder's securities account without any notice from Euroclear.

In order not to lose the value of the subscription rights, the holder must either:

- exercise the subscription rights to subscribe for New Shares no later than 2 June 2014, or in accordance with instructions from the subscriber's nominee, or
- sell the subscription rights that will not be exercised no later than 27 May 2014.

Subscription by directly registered shareholders

Subscription for New Shares with subscription rights will be made against payment in cash, either by use of the pre-printed payment form or a special application form in accordance with one of the following options:

- The payment form shall be used if all subscription rights in the issue statement from Euroclear are to be exercised.
- The application form named "Subscription of shares with subscription rights" shall be used if subscription rights have been purchased, sold or transferred from another securities account, or if, for some other reason, the number of subscription rights to be exercised for subscription differs from the number on the pre-printed issue statement. When the duly filled in subscription form is submitted, payment shall be made for the subscribed New Shares, which can be made in accordance with other payments using BankGiro, for example by way of Internet bank, by giro transfer or at a bank branch office.

Subscription forms in accordance with the above can be ordered from SEB during office hours on telephone: +46 (0)8 639 27 50. Subscription forms shall be received by SEB no later than 2 June 2014.

Directly registered shareholders not resident in Sweden eligible for subscription of New Shares with Subscription rights

Directly registered shareholders eligible for subscription of New Shares with subscription rights who are not resident in Sweden, who are not subject to the restrictions described under the heading "Shareholders resident in certain unauthorized jurisdictions" and who cannot use the pre-printed payment form, can pay in SEK through a foreign bank in accordance with the instructions below:

SEB

Emissioner R B6
SE-106 40 Stockholm
SWIFT: ESSESESS
IBAN: SE175000000058-651003498
Bank account number: 5865-1003498

On payment, the subscriber's name, address, securities account number and the payment identity stated on the issue statement must be quoted. Last day for payment is

2 June 2014. If the number of subscription rights to be exercised for subscription differs from the number on the pre-printed issue statement, the application form "Subscription of shares with subscription rights" shall be used, which can be ordered from SEB during office hours on telephone: +46 (0)8 639 27 50. Payment shall be made in accordance with the instructions above; however, the payment identity from the subscription form shall be quoted. The subscription form shall be received by SEB at the address above no later than 2 June 2014.

Nominee-registered shareholdings

Shareholders whose holdings are nominee-registered and who wishes to subscribe for New Shares with subscription rights shall apply for subscription in accordance with instructions from its nominee or nominees.

PAID SUBSCRIBED FOR SHARES (BTAS)

After payment and subscription, Euroclear will distribute a securities notification confirming the registration of the paid and subscribed shares (Sw. betalda tecknade aktier, "BTAs") in the securities account. The newly subscribed shares are entered as BTAs on the securities account until the New Shares have been registered at the Swedish Companies Registration Office (Sw. Bolagsverket). Such New Shares are expected to be registered with the Swedish Companies Registration Office on or about 17 June 2014. After that date, the BTAs will be re-registered as ordinary shares. No securities notification will be issued in connection with this re-classification.

Trading in BTAs of Class B is expected to take place on NASDAQ OMX Stockholm during the period from and including 15 May 2014 to and including 17 June 2014. SEB and other securities institutions with required licenses will provide brokerage services in connection with the purchase and sale of BTAs. The ISIN-code for the BTAs is SE0005934999. Trading in BTAs of Class A will not take place.

SUBSCRIPTION FOR SHARES WITHOUT SUBSCRIPTION RIGHTS

Subscription of New Shares can also be made without subscription rights.

Directly registered shareholders and others

Application for subscription of New Shares without subscription rights must be made on a special application form named "Subscription of shares without subscription rights." More than one application may be submitted, however, only the most recently dated form will be considered. Subscription forms can be obtained at SEB's offices in Sweden or on SEB's website www.sebgroup.com/prospectuses as well as on Elanders' website www.elanders.com. The subscription form can be sent to SEB, Emissioner R B6, SE-106 40 Stockholm or handed in at one of SEB's branch offices in Sweden. The subscription form must be received by SEB no later than 2 June 2014.

Nominee-registered shareholdings

Subscription of New Shares without subscription rights shall be made to the respective nominee and in accordance with instructions from the nominee, or if the holding is registered with several nominees, from each of these.

Allotment of shares subscribed for without subscription rights

If not all New Shares have been subscribed for with subscription rights (primary pre-emptive right), the Board of Directors shall decide on allotment of New Shares within the highest amount in the Offer according to the following order:

- Firstly, all New Shares that have not been subscribed for with primary pre-emptive right shall be offered to all shareholders for subscription (subsidiary pre-emptive right). In case of over-subscription, allocation shall be made pro rata in relation to the number of shares such persons have subscribed for with primary pre-emptive right, and if that is not possible, by drawing of lots.
- Secondly, allocation of New Shares shall be made to other persons who have applied for subscription without subscription rights. In case of over-subscription, allocation shall be made pro rata in relation to the number of shares they have applied subscription for, and if that is not possible, by drawing of lots.
- Finally, any outstanding New Shares shall be allocated to Carl Bennet AB, who has guaranteed the rights issue by agreement with the Company.

As confirmation of the allotment of New Shares subscribed for without subscription rights, a settlement note will be sent to directly registered shareholders and others with a securities account (Sw. VP-konto). New Shares which have been subscribed for and allotted must be paid for in cash in accordance with the instruction on the settlement note, however, no later than three business days from obtaining the settlement note. Shareholders whose holdings are nominee-registered will receive confirmation of the allotment in accordance with the procedure of the respective nominee. No confirmation will be sent to those who have not been allotted New Shares. The subscription of New Shares is binding. If payment is not duly made, the New Shares will be transferred to others. In case the sale price of the shares is below the Subscription Price, the person who was initially allotted New Shares is responsible for paying the entire or part of the difference.

The New Shares will be delivered as soon as the required registration has taken place at the Swedish Companies Registration Office. Such delivery is expected to take place on or about 25 June 2014. A securities notification will be sent to the directly registered shareholders or nominees as confirmation that the New Shares have been registered on the securities account.

EXPECTED TIMETABLE

The timetable below shows and concludes certain important dates in relation to the Offer:

First day of trading for shares excluding subscription rights	9 May 2014
Record date for participation in the Offer	13 May 2014
The Subscription Period commences	15 May 2014
Trading in subscription rights commences	15 May 2014
Trading in BTAs commences	15 May 2014
Trading in subscription rights concluded	27 May 2014
Subscription Period concluded	2 June 2014
Final subscription take-up in the Offer announced	9 June 2014
Trading in BTAs concluded	17 June 2014

RIGHT TO DIVIDEND

The New Shares will carry right to dividends commencing from the first record date for dividends occurring following the registration of the New Shares with the Swedish Companies Registration Office.

ANNOUNCEMENT OF THE OUTCOME OF THE OFFER

The final subscription outcome of the Offer is expected to be announced on or about 9 June 2014 through a press release from Elanders.

TRADING IN NEW SHARES

Elanders' Class B shares are traded on NASDAQ OMX Stockholm. The New Class B Shares will also be traded on NASDAQ OMX Stockholm following registration of the New Shares by the Swedish Companies Registration Office. Such trading in New Shares is expected to begin on or around 19 June 2014. Elander's Class A shares are not subject to organized trade.

IRREVOCABLE SUBSCRIPTION

Elanders is not entitled to revoke the Offer made in this Prospectus. Subscription of New Shares, with or without subscription rights, is irrevocable and the subscriber cannot withdraw or change the subscription of the New Shares, unless otherwise stated in this Prospectus or in accordance with applicable law.

OTHER INFORMATION

In the event a larger amount than necessary has been paid by a subscriber of New Shares, Elanders will arrange for the excess amount to be refunded. No interest will be paid for the excess amount.

Incomplete or incorrect subscription forms may be rejected. Furthermore, if the subscription payment is made late, is insufficient or incomplete, the subscription application may be rejected or subscription may be deemed to have occurred at a lower amount. The unutilized part of the subscription payment will in such case be refunded. No interest will be paid for such amount. Questions regarding the Offer will be answered by SEB during office hours on telephone: +46 (0) 8 639 27 50.

TAXATION

For information regarding taxation, please refer to section "Tax issues in Sweden".

Market overview

PRODUCT AREAS

Elanders offers global solutions in the product areas Supply Chain, Print & Packaging and e-Commerce. These are described in greater detail in the section entitled “Business description”. The section below provides a description of the market and competitive landscape for each product area. The section is based on factual information compiled by Smithers Pira and HUI Research.

The information obtained from third parties has been accurately reproduced and, as far as the company is aware and has been able to ascertain by means of comparison with other information published by such third party, no information has been omitted that could render the reproduced information inaccurate or misleading.

Supply Chain Solutions

Effective flows of goods linked to information and financial transactions are the foundation of what is called supply chain.

The need for coordination, shorter lead times and traceability has grown as global companies move production to low cost countries. In a commercial world with an abundance of products, many companies have to deal with fierce competition and more highly informed consumers. This means a customer’s overall experience is the basis of how a product and brand are cared for and developed. Marketing products and services cannot be marketed if delivery and customer satisfaction fail to match the buyers’ expectations. Correctly designed and performed, effective supply chain services can provide distinct competitive advantages.

Just like the graphic industry, supply chain has been heavily affected by the availability and expansion of the Internet and the ability to send information electronically. A credible offering in supply chain requires electronic exchange of information between the supply chain company’s system and the customers’ business systems.

The development of supply chain has been rapid on the

EXPECTED SALES TREND FOR COMPUTERS AND SMART PHONES UP TO 2017 (millions of units)

SEK million	2012 Units	2012 Market shares	2017 Units	2017 Market shares	Growth
Desktops	148	12%	141	6%	-5%
Laptops	202	17%	241	11%	19%
Tablets	128	11%	352	16%	174%
Smart phones	722	60%	1,516	67%	110%
Total	1,200	100%	2,250	100%	87%

Source: IDC’s Worldwide Smart Connected Device Tracker Forecast Data, February 2013.

FOUR TRENDS IN THE SUPPLY CHAIN SOLUTIONS PRODUCT AREA

Transparency

Joint EDI solutions and continuous information exchange are linchpins in supply chain. Today’s modern economy is characterized by the need to build networks and alliances. Transparency and trust between the customer and the supplier strengthen partnerships.

Environmental bonus

The manufacturing industry must reduce its environmental impact, a demand that derives from both politicians and consumers. A correctly performed supply chain contributes to lower energy consumption in both transportation and storage.

Urbanization

The urbanization under way in major regions worldwide will have an effect on manufacturing. Roads to and from city centers are likely to be congested and increasing regulations and fees limit transportation in and out of big cities.

New growth markets

When production and transportation costs increase in BRIC countries (Brazil, Russia, India and China), manufacturers look for new alternatives. Conceivable alternatives are Indonesia, Vietnam and several Latin American and African countries.

Asian market, since a significant share of goods production occurs there. This production has created a demand for the coordinating services that supply chain offers. For example, the responsibility for packing products with their accessories, manuals, licenses or other items included in the final delivery to customers can be conferred on a third party.

A study performed by PwC in 2013 of 500 decision-makers in Europe, North America and Asia revealed that companies that had invested in supply chain early on were twice as profitable and had a 17 percent higher level of delivery precision compared with others. The primary advantage was in maximizing delivery precision and minimizing distribution costs.

The automotive industry and global consumer electronics companies have been leaders in developing supply chain. These companies have outsourced a significant part of their operations so that they can concentrate on product development, manufacturing and marketing.

Also in the PC industry the outsourcing trend looks set to continue, which is primarily due to companies focusing more keenly on core business, along with ever-shorter product life-cycles. The major computer manufacturers and other players in the consumer electronics industry are developing products at an increasingly rapid pace, with the aim of reaching consumers quickly.

Samsung, Apple, HP and other major players in the consumer electronics industry have shortened the time from launch of new models to their arrival in stores to just a few weeks. A key factor underlying success in these efforts is that the preparatory supply chain work is well planned.

Sales of consumer electronics are expected to see a continuing robust trend, as shown in the table below. This development is being led primarily by tablets and smart phones, and up to 2017 only desktop computers are expected to lose volume. Tablets are expected to show the most significant rise, with sales anticipated to surpass the sale of laptops within a few years.

More stringent future environmental demands, both by international and local decision-makers, are expected to increase the demand for supply chain solutions. Global energy consumption is rising and urbanization is a worldwide trend. Urbanization is also expected to impact the way goods are transported as well as the fuel price trend. The rising cost of labor in developing countries is yet another factor contribut-

ing to production shifts between countries and changing the need for and pattern of transportation.

The supply chain area includes just a few global players and competitors to Mentor Media, such as Arvato Bertelsman (Germany), Moduslink (US) and RR Donnelley (US).

Print & Packaging Solutions

Packaging and commercial print represent a significant share of the global graphic industry. The market for commercial print is declining, while the market for packaging is rising in almost every geographic market. Since 2008, editions of newspapers, magazines, books and catalogues have been contracting. Catalogue print has been hit the hardest. During a ten-year period from 2008 to 2018, a 40 percent decline is expected worldwide. During the same period, the decline in newspapers is expected to be 32 percent, with magazines falling by 17 percent and books by 26 percent, which however, will be offset, by growth in package printing. The increase in packaging during the same period is estimated to approach 40 percent. Thus, overall printing volumes are expected to rise until 2018.

The global market for packaging and commercial print was worth about USD 900 billion in 2013, which was almost on par with the record year of 2008. 2014 is expected to be the new record year. The trend for the graphic market in Western Europe generally resembles that of the US. Following the record years of 2008 and 2009, the Western European market has declined each year and is expected to continue to diminish in the years ahead. The value of the graphic market in Western Europe is about USD 180 billion. This may be compared with the US market, which amounts to some USD 240 billion and is, thus, the largest graphic market worldwide. The graphic market in Eastern Europe accounts for about USD 30 billion annually, and is expected to grow by a few percentage in the years ahead. The graphic market in Asia, including China, is expected to generate revenue exceeding USD 360 billion in 2014, and is anticipated to grow to almost USD 430 billion by 2018. By this stage, the Asian market will then be on par with the combined revenues in the US and Western and Eastern Europe.

The major reversal occurred in 2009, but since then the industry has recovered each year. According to the research company, Smithers Pira, the total order value will increase

FOUR TRENDS IN THE PRINT & PACKAGING SOLUTIONS PRODUCT AREA

The market remains	China as number 1	Environment	Built-in traceability
Parts of the graphic industry have experienced negative development in several markets worldwide, but a steep increase in packaging and labels offsets the downturn in printed information, which is increasingly published using digital publication channels.	According to forecasts from the research company, Smithers Pira, China will be the largest producer of commercial print and packaging within a few years and definitely before 2018. Thus, the US - which has long been the largest market - will be demoted to second place.	Over a number of decades, the packaging industry has been categorized as an environmental villain, but now even the environmental movement has changed its approach and is embracing packaging. Smart packaging is now viewed as part of the solution to environmental problems in efforts to reduce substantial food waste.	Already today, sensors and light sources are being printed using different materials. In the future, many products will be able to communicate with the environment via the Internet and will be traceable. Properly integrated, this could increase consumer safety and prevent pirate copies of pharmaceuticals, for example.

to USD 980 billion through 2018, corresponding to a rise of eight percent during the period 2008 to 2018.

The view of packaging is changing and has moved from being a suspected environmental hazard to becoming part of the solution to improving the environment. One example is the debate about food waste. A number of international surveys shows that approximately 25 to 35 percent of all food produced are thrown away and that there is nothing wrong with a good deal of the food discarded. The problem is the same throughout the food chain – from producers to institutions, grocery stores to households worldwide. If we consider the resources required to produce the food we discard, it is easy to see the major environmental gains in improved transportation, storage and packaging.

Just like the conventional graphic industry, the packaging industry is experiencing constant price pressure, resulting in lower margins. At the same time, there is major interest in new and smarter packaging among ordering companies and consumers.

Nanotechnology and electronic printing are beginning to be used and, to increase safety, built-in traceability is becoming a requirement, particularly from the pharmaceutical industry, which has problems with pirate copies. The food industry is also interested in being able to account for and trace the origin and authenticity of its products.

The graphic industry is essentially similar in most countries. There are thousands of small, family-owned printing firms with conventional printing as the sole offering; this part of the market is undergoing extensive restructuring. There are just a few major groups in each country. Many of them are not conventional printers but are instead publishers or newspapers, whose own printing units sell their excess capacity in the market.

In Sweden, which is Elanders' single largest market, Elanders is a significant player and business partner to the automotive industry, home electronics industry, public sector and publishing houses. Elanders has a lead over several competing companies as a result of its size, capacity, broad-based offering and lengthy experience. Elanders is alone in Sweden in being able to accompany its major customers across borders, offering holistic solutions that include printed materials, packaging and other services. Elanders has come furthest in internationalization among the Swedish printing companies,

and currently offers competitive production in low-cost countries such as Hungary, Poland and China.

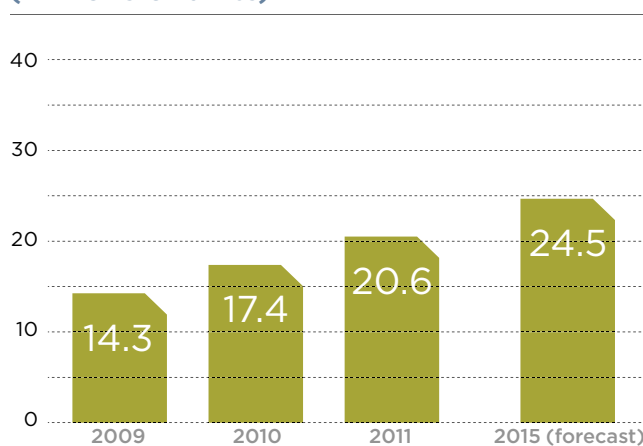
At the European level, competition is at least as challenging as in Sweden. During the recession, however, Elanders has seen positive development in, for example, Germany and the UK. Furthermore, in these countries, Elanders is the player that has made most progress in being able to offer international solutions.

In the case of just-in-time production of manuals and other aftermarket information, competition is less severe, and derives primarily from local printing firms that lack the capacity and competence to fully meet the requirements of global customers. With its graphic competence and using its large customer base, Elanders' advantage is that it has the capacity to utilize the entire value chain.

e-Commerce Solutions

E-commerce continues to gradually win markets shares in an ever-growing number of product areas which is due, for example, to the explosive increase in the number of mobile units. Four billion of the planet's seven billion human inhabitants use a cell phone, while smart phones and tablets are reaching a broader segment of customers.

NUMBER OF PHOTOBOOKS SOLD IN WESTERN EUROPE, 2009–2015, (millions of units)



FOUR TRENDS IN THE E-COMMERCE SOLUTIONS PRODUCT AREA

China	Big data	Showroom	Bar codes
By 2018, China is expected to become the largest geographic market. In the e-commerce area, China is forecasted to take the leading market position from the US during 2014. The Chinese company, Alibaba, is expected to surpass the e-commerce pioneer, Amazon.	All the digital tracks we leave behind can be very valuable to companies that want to communicate with their customers, but it is essential for companies to respect personal integrity.	The role of physical stores has not come to an end and they will most likely be around in the foreseeable future. But the concept of showrooms has already arrived and is growing more common with companies that want to spotlight their brands and products.	Bar codes are becoming even more important as the borderline between shopping in stores and shopping online dissolves. Primarily, they serve to create efficient storage and logistics solutions for e-commerce and to live up to the demand for traceability from customers and authorities.

The trend in emerging markets is robust. Amazon has been the leading e-commerce company for more than a decade but is now meeting greater competition. The China-based Alibaba, with a mix of trading sites and product swapping services, is expected to take over as the global market leader, while conventional retail companies are gaining strength in the e-commerce sector.

In third place, after the US and China, is Japan, which is followed by South Korea. The ten largest markets include the Netherlands, Norway and Sweden, despite their small populations. The primary reason is thought to be a combination of highly advanced technology, curiosity and trust in digital payment systems.

A comparison between the largest American and European players reveals significant differences. Of the 30 major e-commerce companies in Europe only two, H&M and Inditex, have a conventional retailer background compared to 13 retail and trade chains, including Walmart and Sears, among the 30 largest e-commerce companies in the US.

A number of leading retail chains in Europe are now, however, revising their strategies in an effort to meet changes in purchasing patterns. Physical outlets are likely to function more like flagship stores where customers can see and feel the merchandise but might just as well buy an item over the Internet as purchase it in the store.

Until now, most online purchases have constituted books, clothes and home electronics, either through a computer or a cell phone. E-commerce commands 5-10 percent of the total market in most developed countries.

In the e-commerce area, Elanders – via its subsidiaries fotokasten and myphotobook – is one of the leading players in photo products in Europe. This area has shown strong growth in recent years and Elanders' main competitors are primarily Apple, CEWE, Photobox and Vistaprint, with all players, apart from Apple, having their own production. These competitors are present in the areas in Europe in which Elanders has the largest share of its sales.

Business description

OVERVIEW

In 2013, Elanders was primarily a global printing group with production units in nine countries on four continents. The product areas consisted of Commercial Print, Packaging and e-Commerce. As a result of the acquisition of the supply chain company Mentor Media in January 2014, Elanders has changed its product areas. The new areas are Supply Chain Solutions, Print & Packaging Solutions and e-Commerce Solutions. The acquisition of Mentor Media provides Elanders with a broader product and service offering and enables Elanders to offer global solutions in all three product areas and to act as a strategic partner to the customers in their work to optimize and develop processes critical to their business. Elanders' typical customers are companies in the manufacturing industry with products such as vehicles, consumer electronics and white goods.

In 2013, the Elanders Group conducted business in nine countries: Brazil, Italy, China, Poland, the UK, Sweden, Germany, Hungary and the US. Elanders is also represented by sales offices and development divisions in a number of locations. In connection with the acquisition of Mentor Media, Elanders can now add further sale locations in China (Chengdu, Chongqing, Kunshan, Shanghai, Shenzhen, Songjiang, Suzhou and Xiamen), Singapore, India (Chennai), Japan (Tokyo), Mexico (Juárez), Taiwan (Taipei), the Czech Republic (Brno) and the US (Miami and Ontario) to the places where operations are conducted.

Historically, most of Elanders' sales have been in the product area Commercial Print. The investments now being made in supply chain, packaging and e-commerce are part of a deliberate strategy to over time offset the natural drop in volumes in Commercial Print while reducing sensitivity to fluctuations in the economy.

The production areas have the following expected share of the Elanders Group's sales: Print & Packaging Solutions (50 percent), Supply Chain Solutions (40 percent) and e-Commerce Solutions (10 percent). Geographically, the most substantial change in net sales will be in Asia which through 2013 accounted for around 8 percent of sales, but after the acquisition of Mentor Media will grow to around 40 percent.

DESCRIPTION OF MENTOR MEDIA

Mentor Media was founded in 1984 and has worked its way up to a strong position, especially in Singapore and China. The company also operates in the US, India, Mexico, Japan, Taiwan and the Czech Republic. It was established in Singapore as a subsidiary to the American company Mentor

Graphics Corporation, headquartered in Oregon. In 1999, the company was listed on the Singapore Stock Exchange and the first facility in China was established in Shanghai. During the ensuing years, an additional seven facilities have strengthened the company's presence in China, where just over half of its 1,600 employees are located. Mentor Media was unlisted from the exchange in 2006 in connection with the acquisition by a consortium of investors.

Mentor Media specializes in value-adding services for companies, primarily in the electronics and computer industry. The company is focused on product and component flows with very short lead times and extensive statistical reporting back to customers. Its offering, which is built up around sophisticated IT solutions, comprises the following services:

- Component procurement
- Order management
- Warehouse management
- Fulfilment
- Production and distribution
- E-commerce solutions
- After sales services (reverse logistic and repair services)
- Clean room for handling semiconductor components

Mentor Media has collaborated closely with Microsoft for many years and is one of the few companies authorized to replicate and distribute software licenses. In 2008 and 2012, Microsoft named Mentor Media "Authorized Replicator of the Year".

BUSINESS MODEL AND SERVICES

Supply Chain Solutions

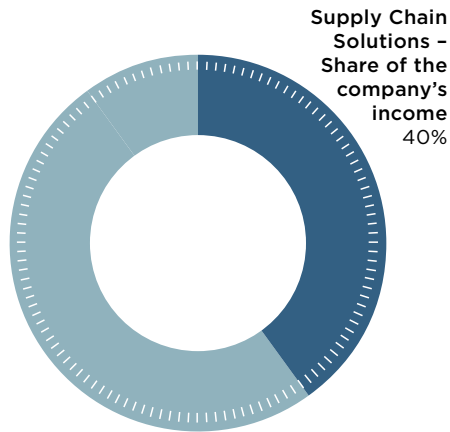
The acquisition of Mentor Media implies that Elanders can offer its global customers new services. Creating the product area Supply Chain Solutions opens the door to synergies with Print & Packaging Solutions and e-Commerce Solutions and will allow Elanders to become an attractive partner to many e-commerce companies.

Supply Chain Solutions' customers include some of the most prestigious companies in the PC and electronics industries.

Demand for supply chain services has grown in conjunction with companies choosing to outsource sections of their operations that are not part of their core business. This is also a way to avoid tying up capital in facilities, personnel and various services obligations.

From the outset, Mentor Media has invested in advanced IT systems in order to create individual solutions tailored to suit

different customers. These IT systems can be integrated with the customers' business systems and can even be connected to their e-commerce systems. This requires a high level of transparency between Mentor Media and its customers in terms of sharing information. Another part of Mentor Media's offering consists of graphic services, in the form of manuals and packaging ordered in limited editions.



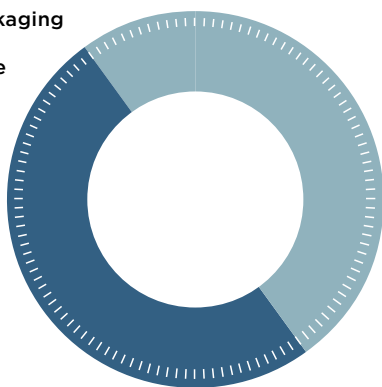
Print & Packaging Solutions

Commercial print continues to be exposed to tough challenges while demand for packaging and labels is growing steadily. In order to meet both trends effectively, Elanders has chosen to put all of this work under one roof in the product area Print & Packaging Solutions.

Elanders has its roots in commercial print, which still represents a significant portion of the company's net sales. In 2013, commercial print accounted for approximately 75 percent of net sales. After the acquisition of Mentor Media, this proportion together with packaging is expected to represent approximately 50 percent of net sales in 2014.

Due to new distribution channels, lower demand and stronger price pressure on commercial print, it was a natural step for Elanders to change strategy and supplement the main business with new offerings and product areas.

Print & Packaging Solutions - Share of the company's income 50%



One of the most successful strategies has historically been the Company's capacity to offer large industrial customers full-service solutions comprising printed matter, packaging and other services that usually include a considerable amount of logistics. Some of Elanders' major customer assignments are among the automotive industry, consumer electronics, other manufacturing and the public sector.

With its graphic expertise, advanced technological ordering

platforms and global presence, Elanders can offer its customers comprehensive solutions that small and middle-sized printing companies have a hard time matching.

On the large packaging market, Elanders has invested its resources in a number of niche areas. This often consists of complex packaging solutions that can include elements of personalized print.

In the consumer electronics industry, the assignments consist of printing the actual packaging, often with an associated manual that is packed together with the article and then sent to the customers.

Exclusive and occasionally hand-made packaging in limited editions is offered to cosmetic companies or customers with exclusive accessories tied to the fashion world. The automotive industry is also one such client, when it wants to create a special premium feeling for the storage of manuals and service books.

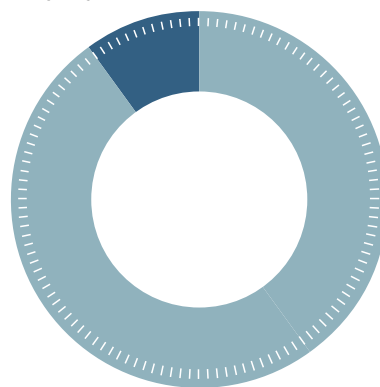
While the graphic industry has been undergoing extensive restructuring and been affected by a hesitant economy, Elanders has in just a few years become one of the leading players in Europe regarding the production and sales of personalized printed matter.

The introduction of personalized packaging started in 2010 with the acquisition of the packaging printer Printpack, which mainly has food, cosmetics and pharmaceutical companies as customers. Several of these customers have requested the possibilities of obtaining personalized packaging.

e-Commerce Solutions

E-commerce is expanding on nearly every market worldwide. Elanders is one of the companies that has embraced this development and via a number of acquisitions is on its way to becoming one of the most influential actors in the e-commerce segment of personalized printed goods. The customers and assignments in this field come under the product area e-Commerce Solutions, which is expected to expand further in the next few years.

e-Commerce Solutions - Share of the company's income 10%



Elanders has been an active player with regard to acquiring companies and the purchase of Printpack was followed up by the acquisition of more e-commerce oriented companies. In 2012, two German companies were acquired, fotokasten and d|o|m, which meant that Elanders acquired expertise and a customer base to further develop the product area. Combined with the fact that Elanders is one of the leading companies in digital print, this creates a recipe for success that includes

smart, specially developed database solutions connected to personalized print. This offering primarily includes photo books, calendars, gift items and interior design products.

In 2013, another German company was acquired in the same segment, myphotobook. The company was founded in 2004 and, in less than ten years, has become a leading European e-commerce company in personalized print sales to consumers. Close collaboration with Elanders in Germany resulted in consumers being able to order personally designed chocolate products through Ritter Sport's web portal.

The acquisition of myphotobook opened the door to another 13 European countries. Elanders is now one of the major players in this segment with the fourth largest net sales in Europe and one of the three largest players in Germany.

The combination of myphotobook's geographic coverage and fotokasten's extensive product portfolio allows Elanders to see further possibilities for expansion. This is particularly

true of photo books, which is a market that is growing every year. Since 2010, the market has grown by 30 percent and continued increases are expected, not least because Elanders and other companies continue to produce user-friendly solutions that are also adapted to smartphones and tablets. In 2015, around 25 million photo books are expected to be sold in Europe, compared with around 21 million in 2014.

Another innovation in Elanders' product area e-Commerce Solutions is the app Printsy which makes it easy to send personalized, physical postcards from smartphones to destinations all over the world.

Elanders in Germany and d|o|m are behind the Facebook app Friend-Calendar, a product for the easy ordering of personally designed calendars. The application has a built-in algorithm that automatically chooses which friends will be included in the calendar based on the number of "likes", comments and other interaction.

HISTORY

Year	Significant events
1991	Acquisition of Norwegian company Fabritius A.S. that produces all phone books for the Norwegian Telecommunications Administration.
1992	The Elanders Group's operations are characterized by a weak market during the year. The subsidiary Wezäta is restructured and concentrated on the core business, manufacturing qualified four-color printed matter in web-fed offset.
1993	The Swedish recession affects Elanders' core business in full force whereby extensive rationalization work is done.
1996	Elanders is established in Poland.
1997-2000	Eleven companies are acquired in Sweden and Elanders thereby becomes the Nordic region's largest graphic group.
1999	Elanders acquires Hindson in Newcastle, UK. The acquisitions in the Infomedia and Technical Documentation business areas accelerated the change of Elanders' profile towards IT/Media and entailed an internationalization of the business.
2000	Extensive action is taken in the web-fed offset operations for greater future competitiveness.
2001	Declining order bookings from the telecom industry and price pressure in the catalog and magazine market are some of the reasons for a decline in earnings.
2002	Establishment in Hungary with a focus on production of manuals for world-leading mobile phone manufacturers.
2004	Elanders begins new business in Hungary together with Hansaprint for the production of mobile phone manuals. Another two companies are acquired in Sweden.
2005	In line with its strategy, Elanders follows its customer Sony Ericsson to China.
2005-2006	Elanders' operations in Kungsbacka are hit by price pressure and declining volumes; an extensive restructuring of the operation in Kungsbacka is carried out.
2007	The operations in Kungsbacka are divested. Sommer Corporate Media in Germany and Artcopy in Brazil are acquired.
2008	Elanders takes the step to the US and acquires Seiz Printing in Atlanta. Elanders celebrates its 100-year anniversary.
2009	Elanders is struck hard by the financial crisis and carries out staff reductions, mainly in Sweden.
2010	Elanders acquires the German package printers Printpack with an annual net sales of around SEK 100 million, a rights issue was conducted in September, raising SEK 208.1 million net of issue expenses.
2011	Elanders continued to consolidate the Swedish market by taking over part of the operations in the printer Fälth & Hässler and NRS Tryckeri.
2012	In the first quarter, the German e-commerce companies fotokasten and d o m are acquired. Fotokasten provides personalized photo products to consumers while d o m develops technical solutions for photo and print services. The acquisitions take place with a designated issue of 3.2 million Class B shares in Elanders together with a cash purchase consideration in an amount of maximum EUR 0.8 million. In the fourth quarter, Elanders acquires the leading print management company Midland Information Resources Company in the US.
2013	In February, the label printer McNaughtan's Printers Ltd is acquired, which has several well-known whisky distillers as customers. In August, the German company myphotobook, a leading e-commerce company in sales of personalized photo products to consumers, is also acquired.
2014	With the aim of reducing exposure to traditional printing and to increasing the presence in Asia, Mentor Media, a supply chain company with strong presence in Asia, is acquired.

BUSINESS CONCEPT, VISION AND CORE VALUES

Elanders will be a strategic partner to its customers in their work to streamline and develop their business critical processes. Elanders enables this through a broad range of services on a local and global level.

Elanders' vision is to be one of the leading companies in the world offering global solutions in Supply Chain, Print & Packaging and e-Commerce. "Leading" does not necessarily mean largest, but rather the company that best meets customer demands for efficiency and delivery ability.

Elanders' core values *Effective*, *Innovative* and *Responsible* are a natural part of the daily work.

Effective means being able to offer uniform and automated processes throughout the entire production chain from order and execution to invoicing.

Innovative means continuous development of technology that suits each customer's unique requirements. Elanders readily takes on the challenge of solving its customers' different problems and being pioneers with innovative solutions and offers.

Responsibility means always putting the environment and customers' needs first. The reason Elanders is currently represented in 15 countries on four continents is because Elanders followed its customers out into the world in order to meet their special needs on location in these countries.

STRATEGIES

In order to fulfill the vision and support the business model Elanders' strategies are the following:

1. Develop local customers with global needs into global customers.
2. Optimize use of the Group's global production and delivery capacity.
3. Create uniform and automated processes within the Group.
4. Develop products for future needs that are useful in the current business.
5. Broaden the customer base and product offering to reduce sensitivity to fluctuations in the economy.

1. Develop local customers with global needs into global customers.

Elanders has a unique position in the industry with its presence in most of the world's interesting economic zones. This is one of the principal reasons why so many large global companies are among Elanders' customers. Nonetheless, marketing in Elanders Group companies is largely based on identifying and fulfilling the customers' local needs. However, local customers often have global needs as well. By improving the exchange of information, all the units in Elanders will chart the needs their local customers have in other countries. Naturally, this also includes services that can be offered locally, but are located elsewhere in the Elanders Group.

2. Optimize use of the Group's global production and delivery capacity.

Most of Elanders' units have similar equipment and competence, but there is still room to improve capacity utilization. This can be achieved in part by developing an exchange of customers within the Elanders Group as well as improving the

calculation of available capacity and order stock, flexible pricing and adapting the organization.

Elanders' units in Sweden and Poland, and Germany and Hungary, have been running under the same management for a couple of years now, which significantly increases the ability of the Swedish and German units to offer high-quality deliveries at competitive prices in their domestic markets at the same time as margins have improved through lower production costs.

Existing production equipment is being moved to the sites where production can be made at the lowest cost thus increasing the company's profitability. For instance, equipment has been moved from Sweden and Germany to Poland, Hungary and Brazil.

The new product area Supply Chain Solutions opens up new opportunities to offer these services on markets where Elanders has had customer relations for years.

3. Create uniform and automated processes within the Group

Elanders has worked with many of its major customers through order portals on the Internet for a long time. Most of these portals have order interfaces that are tailor-made to the customer. The number of customers, particularly small businesses and consumers with relatively standardized needs, who order printed matter over the Internet is rapidly increasing. This is called web-to-print (W2P) and transfers work currently done by the printer to the customer. In W2P, the customer decides on the design of the printed matter, creates print-ready material that goes directly into production through the order portal and then pays for it. Customers can then follow the status of their orders as in most Web shops. A typical order in this case is significantly smaller but the number of orders is vastly higher.

Conventional order and project management will continue to be important in the foreseeable future, particularly for customers that need tailor-made printing, but even in conventional management, fundamental processes must and will be gradually automated.

Elanders believes W2P will become more and more important given its natural connection to the rapid development of e-commerce.

4. Develop products for future needs that are useful in the current business

Customer-guided development of new offers has always been one of Elanders' strongest features and one of the crucial factors in the company's development from a local Swedish printing company to the global communication company it is today.

The pace of Elanders' new product development will not decline. A very concrete example of this is the acquisition of Mentor Media and all of its services connected to supply chain. Elanders' acquisitions in print & packaging and e-commerce over the past two years are also good examples of its strategy to develop products for the future that are useful in the current business.

Elanders' product development must continuously address the question of how to meet the needs customers will have a few years ahead and what changes are required in order to do so. There will always be various outsourced services connected to Elanders' deliveries. However, the company's main services will always be based on the capacity and expertise found in the company.

5. Broaden the customer base and product offer to lower sensitivity to fluctuations in the economy

With its roots in the graphic industry, Elanders has chosen to embrace technological developments and adapt its range to completely new communication solutions.

Elanders has noticed that demand for personalized and recipient-oriented printing is steadily increasing. Photo books and calendars are some examples and Elanders offers both companies and consumers strong products and effective production connected to e-commerce. Bank and insurance companies have ordered personalized print for communication to their customers and many other trades are following their example. Included in recipient-oriented print are customized and chassis unique manuals for the automotive industry where Elanders is on the cutting edge of technology.

Lately, there has been growing demand for different and more exclusive packaging solutions. For Elanders' customers, packaging that stands out can be critical when a customer is about to choose a product. Such packaging has the task of strengthening both the product and the brand.

ELANDERS' MAIN TYPES OF BUSINESS AND CUSTOMERS

The Group's business consists of everything from occasional deliveries of printed material to private individuals, to multi-year global commitments to international customers with deliveries around the world, ranging from printed items to full responsibility for the customer's supply chain services. The customers are mainly automotive manufacturers, other manufacturers of consumer electronics, other manufacturing industry and private individuals. With the acquisition of Mentor Media, Elanders is further broadening its customer base, primarily within consumer electronics. Elanders is also expanding its offering with complex and customized solutions in inventory management, packaging and e-commerce. One example of this is Mentor Media's handling of major parts of the material flow for the customer, which means that Mentor Media takes responsibility for sourcing and stock-keeping of small products, such as PC mice, chargers and cables, prints manuals and product brochures, carry out group packaging and freight optimization of the accessories with the main product and coordinates the contacts with shippers. Elanders also creates a closer and more strategic relationship with the customer through more points of contact and advanced IT solutions, which in turn increases the lock-in effect with customers and increases barriers to entry for new market players.

For the customer, Elanders is a strategic partner that assists in supplying the right kinds of products and services at the right place and the right time. Elanders' global organization

is a strength in this context. For the customer, it means that all handling takes place via a single contact with Elanders, regardless of how extensive it is and what part of the world the product or service are to be delivered to. Elanders' combined offering often includes advanced web-based order platforms, which have been developed by Elanders and assist the customers in managing their material flow in the most cost-effective manner. A large part of Elanders' business is conducted in this category, which also offers large growth opportunities to Elanders. The objective is to meet the customers' needs worldwide through web-based order interfaces, greater automation of order management and Elanders' global organization. In addition to user information, Elanders also produces packaging for manufacturers of consumer electronics and vehicles, which have particularly great needs for just-in-time deliveries or sequential deliveries. For example, for an auto maker that needs an instruction manual, it is important to get various language versions in the right edition, for the right car, in the right order and at the right time at the assembly line. Alternatively, the book is sent to the local market so the importer can fit it with locally adapted information. Elanders provides simplicity, freedom from worries and relief to the customer. This also means quality assurance through fewer suppliers and Elanders thereby becomes a strategic partner rather than a pure supplier.

FINANCIAL GROWTH GOALS FOR 2014

Elanders has set up the following financial and growth targets for the Elanders Group:

- Long-term goal of an operating margin of 7–10 percent.
- A return on capital employed of about 10 percent long-term.
- An equity ratio of at least 30 percent.
- A debt/equity ratio of less than 1.
- Over time investments in production equipment will not exceed depreciation or 4 percent of net sales.
- With the acquisition of Mentor Media, net sales will increase by some 60 percent. In coming years, net sales and the operating profit will increase annually by 5–10 percent and at least half of growth will be organic.

PERSONNEL

In pace with Elanders securing new market shares and acquiring companies, the number of employees has increased. At the end of 2013, there were approximately 1,900 employees. With the acquisition of Mentor Media in January 2014, the number of employees increased to nearly 3,400 in total, located in 15 countries. The challenge for Elanders' management is to create a uniform corporate group characterized by shared values and professionalism.

HUMAN CAPITAL RATIOS

	2013 Pro forma	2013	2012
Average number of employees	3,426	1,864	1,587
Number of employees, 31 December	3,351	1,898	1,780
Sales per employee, SEK '000s	972	1,125	1,213

In terms of adapting production capacity to declining demand, Elanders has been a driving player, particularly in the Swedish and German markets. A few years ago, a new organization and work model were introduced, which has meant that the division of responsibility in Elanders has changed. A result of the reorganization is that the Polish operations are organizationally included in the Swedish. A corresponding change also applies to the Hungarian operations which are sorted in under the German organization.

In parallel with this development, Elanders has pursued an aggressive acquisition strategy to broaden the company's offering. In the working model introduced, experiential exchange between employees and companies has intensified and the significance of internal networks is strengthened when production is moved between countries and more and more global companies are added to the customer portfolio. The acquisition of Mentor Media and thereby the new Supply Chain Solutions product area will place demands on even more experiential exchange between the various parts of the Elanders Group.

The customers' requirements and altered market conditions drive employees and the entire organization. Employees in the entire company are encouraged to take personal responsibility and initiative. The entrepreneurial spirit is an important part of the business culture and not least a good way of meeting the distinct conversion pressure prevailing in the entire graphics industry and to hasten the strategic shift.

An excellent example of a good workplace is Elanders' operations in the US. For the 13th consecutive year, Midland Information Resources has been named the best workplace among the US graphics companies, an industry that consists of more than 100,000 companies and one million employees. The "Best of the Best Workplace" award is the result of goal-oriented HR work begun in 2000. The company is assessed based on eight criteria that cover the work environment, safety regulations, health program and how the employees should find a good balance between work and free time.

The Group's financial development in brief

The financial information below refer to the 2013, 2012, and 2011 fiscal years and the first quarter of 2014 and 2013. The financial information for 2013, 2012 and 2011 have been audited by the company's auditors, while the financial information for the first quarter of 2014 and 2013 have not been reviewed by the company's auditors. The financial information have been prepared in accordance with the EU approved International Financial Reporting Standards (IFRSs) and the interpretations of the International Financial Reporting Interpretations Committee (IFRIC). For comments on the financial information below, please refer to the section "Comments on financial development". The information below is to be read in conjunction with with the company's accounts for the fiscal years 2013, 2012, and 2011 that have been incorporated into the prospectus by reference. For more information on the documents incorporated by reference, refer to the section "Legal issues and supplemental information" under the heading "Incorporation by reference".

INCOME STATEMENT IN SUMMARY

SEK million	First quarter		Full year		
	2014	2013	2013	2012	2011
Net sales	850.5	493.4	2,096.3	1,924.2	1,838.8
Cost of products and services sold	-665.5	-383.4	-1,591.4	1,557.2	1,486.3
Gross profit	184.9	110.0	505.0	367.0	352.5
Selling and administrative expenses	-157.8	-91.2	-415.6	-313.9	-284.7
Other operating income	10.3	5.7	50.3	78.5	54.0
Other operating expenses	-	-1.9	-8.7	-13.1	-12.1
Operating result	37.4	22.6	131.0	118.6	109.8
Financial items, net	-9.3	-6.9	-29.5	-25.1	-29.8
Profit after financial items	28.1	15.7	101.5	93.4	80.0
Taxes	-11.8	-5.2	-31.5	-49.0	-19.6
Profit for the period	16.2	10.5	70.0	44.5	60.4
Profit for the period attributable to					
- Parent Company shareholders	16.2	10.5	70.0	44.5	60.3
- Non controlling interests	-	-	-	-0.1	0.1
<i>Earnings per share, SEK</i>	<i>0.71</i>	<i>0.46</i>	<i>3.08</i>	<i>2.05</i>	<i>3.09</i>
<i>Average number of outstanding shares, '000s</i>	<i>22,730</i>	<i>22,730</i>	<i>22,730</i>	<i>21,646</i>	<i>19,530</i>
<i>Outstanding shares at end of the period, '000s</i>	<i>22,730</i>	<i>22,730</i>	<i>22,730</i>	<i>22,730</i>	<i>19,530</i>

STATEMENT OF FINANCIAL POSITION IN SUMMARY

ASSETS

SEK million	31 March		31 December		
	2014	2013	2013	2012	2011
Intangible assets	1,225.3	1,037.9	1,156.4	1,031.3	869.5
Tangible assets	397.7	337.0	350.4	347.1	320.3
Other fixed assets	169.4	155.6	165.0	140.1	159.1
Total fixed assets	1,792.4	1,530.5	1,671.7	1,518.5	1,348.9
Inventory	204.8	117.6	107.2	115.7	125.6
Accounts receivable	685.4	397.8	387.4	392.5	385.3
Other current assets	160.1	70.1	82.3	66.5	63.6
Cash and cash equivalents	273.3	111.3	215.3	168.0	81.2
Total current assets	1,323.6	696.7	792.2	742.6	655.7
Total assets	3,116.1	2,227.2	2,463.9	2,261.2	2,004.6

EQUITY AND LIABILITIES

SEK million	31 March		31 December		
	2014	2013	2013	2012	2011
Equity	1,053.1	944.0	1,038.6	953.8	879.6
Liabilities					
Non-interest-bearing non-current liabilities	81.0	60.0	69.1	56.5	40.3
Interest-bearing non-current liabilities	864.3	45.2	432.4	46.9	36.3
Total non-current liabilities	945.3	105.2	501.5	103.4	76.6
Non-interest-bearing current liabilities	601.2	366.5	402.1	394.6	327.9
Interest-bearing current liabilities	516.5	811.6	521.8	809.4	720.5
Total current liabilities	1,117.7	1,178.0	923.9	1,204.0	1,048.4
Total equity and liabilities	3,116.1	2,227.2	2,463.9	2,261.2	2,004.6

STATEMENT OF CASH FLOWS IN SUMMARY

SEK million	First quarter		Full year		
	2014	2013	2013	2012	2011
Profit after financial items	28.1	15.7	101.5	93.4	80.0
Adjustments for non-cash items	30.3	22.4	80.6	97.6	58.7
Paid taxes	-23.7	-23.9	-56.9	-23.3	-6.8
Change in working capital	-71.0	-41.4	3.0	47.0	-47.6
Cash flow from operating activities	-36.3	-27.3	128.2	214.7	84.3
Cash flow from investing activities	-270.1	-33.5	-164.1	-196.5	-27.6
Changes in long- and current borrowing	365.4	5.4	90.8	82.4	-27.6
Dividend	-	-	-13.6	-9.8	-
Cash flow from financing activities	365.4	5.4	77.2	72.6	-27.6
Cash flow for the period	59.0	-55.4	41.3	90.8	29.1
Cash and cash equivalents at the beginning of the period	215.3	168.0	168.0	81.2	50.1
Translation difference	-0.9	-1.3	6.1	-4.0	2.0
Cash and cash equivalents at the end of the period	273.3	111.3	215.3	168.0	81.2
Net debt at the beginning of the period	738.9	688.3	688.3	675.5	732.2
Translation difference in net debt	1.9	-4.1	-0.3	-3.6	-0.2
Net debt in acquired operations	-93.5	-6.8	-17.7	-7.8	-
Change in net debt	460.1	67.9	68.6	24.2	-56.5
Net debt at the end of the period	1,107.4	745.3	738.9	688.3	675.5
Operating cash flow	-273.4	-29.9	50.5	66.6	93.3

KEY RATIOS

SEK million	First quarter		Full year		
	2014	2013	2013	2012	2011
Net sales	850	493	2 096	1,924	1,839
Operating profit	37	23	131	119	110
Operating margin, %	4.4	4.6	6.2	6.2	6.0
Profit after financial items	28	16	102	93	80
Profit after tax	16	11	70	44	60
Operating cash flow	-273	-30	50	67	93
Depreciation and amortization	29	25	98	91	86
Net investments	270	34	164	197	28
Goodwill	1,127	984	1,090	977	834
Total assets	3,116	2,227	2,464	2,261	2,005
Equity	1,053	944	1,039	954	880
Net debt	1,107	745	739	688	676
Capital employed	2,161	1,689	1,778	1,642	1,556
Return on total capital, %	5.4	4.1	5.6	5.6	5.5
Return on equity, %	6.2	4.4	7.0	4.8	7.1
Return on capital employed, %	7.6	5.4	7.7	7.4	7.1
Debt/equity ratio, times	1.1	0.8	0.7	0.7	0.8
Equity ratio, %	33.8	42.4	42.2	42.2	43.9
Interest coverage ratio, times	5.2	5.7	5.3	5.6	4.4
Number of employees at the end of the period	3,372	1,843	1,898	1,780	1,582

DATA PER SHARE

SEK	First quarter		Full year		
	2014	2013	2013	2012	2011
Earnings before dilution	0.7	0.5	3.1	2.1	3.1
Earnings after dilution	0.7	0.5	3.1	2.1	3.1
Equity	46.3	41.5	45.7	41.9	45.0
Cash flow from operating activities	-1.6	-1.2	5.6	9.9	4.3
Dividend	-	-	0.8	0.6	0.5

FINANCIAL DEFINITIONS

Capital employed	Total assets less liquid funds and non-interest bearing liabilities.
Cash flow from operating activities per share	Cash flow from operating activities for the period divided by average number of shares.
Debt/equity ratio	Total assets less liquid funds and non-interest bearing liabilities.
Earnings per share	Profit for the period divided by average number of shares.
Equity per share	Equity divided by outstanding shares at the end of the period.
Equity ratio	Equity (including minority shares) in relation to total assets.
Interest coverage ratio	Operating profit plus interest income divided by interest expenses.
Net debt	Interest-bearing liabilities less cash and cash equivalents.
Operating cash flow	Cash flow from operating activities and investing activities adjusted for paid tax and financial items.
Operating margin	Operating profit in relation to net sales.
Operating profit	Earnings before net financial items, EBIT.
Return on capital employed	Operating profit in relation to average capital employed.
Return on equity	Profit for the period in relation to average equity.
Return on total capital	Operating profit plus financial income relative to average total assets.

Comments on the financial development

FIRST QUARTER OF 2014 COMPARED WITH THE FIRST QUARTER OF 2013

Turnover and results

Elanders' consolidated net sales increased by SEK 357 million and amounted to SEK 850 million during the first quarter of 2014 (SEK 493 million in the first quarter of 2013). The difference between the quarters is mainly attributable to the acquisitions of Mentor Media and myphotobook.

Operating profit amounted to SEK 37 million (SEK 23 million in the first quarter of 2013), which corresponds to an operating margin of 4.4 percent (4.6 percent). The difference between the quarters is mainly attributable to Mentor Media.

Profit before tax amounted to SEK 28 million (SEK 16 million) and profit after tax amounted to SEK 16 million (SEK 11 million). The difference between the quarters is mainly attributable to Mentor Media.

Investments and depreciation

The period's investments amounted to SEK 270 million (SEK 34 million) of which acquisitions accounted for SEK 254 million (SEK 20 million). Elanders' depreciation amounted to SEK 29 million (SEK 25 million). The difference between the quarters is mainly attributable to the acquisition of Mentor Media.

Financial position, cash flow and equity ratio

At 31 March 2014, Elanders' net debt amounted to SEK 1,107 million (SEK 745 million at 31 March 2013). Operating cash flow for the first quarter of 2014 amounted to SEK -273 million (SEK -30 million for the first quarter of 2013). The difference between the quarters is mainly attributable to the acquisition of Mentor Media amounting to SEK -254 million.

Equity amounted to SEK 1,053 million (SEK 944 million), resulting in an equity ratio of 34 percent at 31 March 2014 (42 percent at 31 March 2013).

Personnel

The average number of employees during the period was 3,348 (1,809), of which 347 (404) are in Sweden. At the end of the period, Elanders had 3,372 (1,843) employees. The large difference is attributable to the acquisition of Mentor Media.

2013 COMPARED WITH 2012

Turnover and results

In 2013, net sales increased by SEK 172 million to SEK 2,096 million (SEK 1,924 million in 2012), an increase of 9 percent

compared with the previous year. The increase in net sales was primarily driven by the acquisitions of Midland Information Resources and myphotobook. The year was characterized by relatively weak demand from the customers in the manufacturing industry, in particular those active in the Western European and North American markets. Organic growth in net sales contracted by 3 percent compared to the previous year.

Operating profit, excluding non-recurring items, increased to SEK 132 million (SEK 104 million in 2012), which corresponded to an operating margin of 6 percent (5 percent in 2012). Including non-recurring items, operating profit for the year amounted to SEK 131 million (SEK 119 million in 2012). The non-recurring items were primarily book VAT recognized as revenue, restructuring costs for operations in Sweden and Germany and consultation costs in connection with acquisitions.

During 2013, the joint venture Hansaprint Elanders Hungary Kft, jointly owned by Elanders and the Finnish Hansaprint Oy in Hungary, was liquidated. This effected earnings with a decrease of SEK 0.1 million, however it had a positive effect of SEK 1.2 million on Elanders' cash flow. The company had been essentially dormant for several years.

Elanders' profit before tax amounted to SEK 102 million for 2013 (SEK 93 million for 2012) and profit after tax amounted to SEK 70 million (SEK 44 million).

Investments and depreciation

During 2013 net investments amounted to SEK 164 million (SEK 197 million in 2012), of which acquisitions accounted for SEK 103 million (SEK 126 million in 2012). Most of the other investments were replacement investments in Europe. Depreciation amounted to SEK 98 million (SEK 91 million).

Financial position, cash flow and equity ratio

Net debt at the end of 2013 amounted to SEK 739 million (SEK 688 million at the end of 2012). The increase compared with the previous year was a result of the acquisitions of myphotobook and McNaughtan's, which were financed by external credits. In September, Elanders signed a new two-year credit agreement with the company's main banks. The agreement expires on 30 September 2015 and will not generate any significantly higher costs for financing.

Operating cash flow in 2013 amounted to SEK 50 million (SEK 67 million in 2012), of which acquisitions amounted to SEK -103 million (SEK -126 million in 2012). At the end of 2013, the equity ratio was 42.2 percent, as was also the case at the end of 2012.

Personnel

The average number of employees in Elanders in 2013 was 1,864 (1,587 in 2012), of which 391 were located in Sweden (406 in 2012). At the end of 2013, the company had a total of 1,898 employees (1,780).

2012 COMPARED WITH 2011**Turnover and results**

In 2012 Elanders' net sales increased by 5 percent to SEK 1,924 million (SEK 1,839 million in 2011). With comparable units and assuming unchanged exchange rates, net sales were unchanged.

Operating profit for 2012 improved to SEK 119 million in 2012 (SEK 110 million in 2011). Adjusted for non-recurring items of SEK 15 million (SEK 25 million in 2011), the improvement in earnings was SEK 19 million. The improvement was largely attributable to the acquisitions of d|o|m and foto-kasten, which were completed in the first quarter of 2012 and lived up to the high expectations. The operations in Germany, China and the UK also developed positively. The non-recurring items were primarily book VAT recognized as revenue in Sweden, restructuring costs for operations in the US, Sweden and Germany, severance pay and consultation costs in connection with acquisitions.

Profit before tax amounted to SEK 93 million for 2012 (SEK 80 million for 2011) and profit after tax amounted to SEK 45 million (SEK 60 million). The decrease of profit after tax was mainly an effect of the Swedish Parliament decision to lower the corporate tax rate from 26.3 percent to 22 percent. This resulted in a tax cost increase by SEK 22 million as deferred tax assets attributable to loss carryforwards at the end of the year were revaluated at the new tax rate.

Investments and depreciation

During the year investments amounted to SEK 197 million (SEK 28 million in 2011), of which acquisitions accounted for SEK 126 million (SEK 10 million in 2011). Investments in production equipment pertained to new and replacement investments, mainly Eastern Europe, with the aim of being able to handle higher volumes from Sweden and Germany. Depreciation amounted to SEK 91 million (SEK 86 million in 2011).

Financial position, cash flow and equity ratio

Net debt at the end of 2012 amounted to SEK 688 million (SEK 676 million at the end of 2011). Available credit lines including cash and cash equivalents amounted to SEK 219 million at year-end 2012 (SEK 266 million at year-end 2011). Operating cash flow for the full year amounted to SEK 67 million (SEK 93 million), of which acquisitions accounted for SEK -126 million (SEK -10 million in 2012). At the end of 2012, equity amounted to SEK 954 million (SEK 880 million), equal to an equity ratio of 42 percent (44 percent at the end of 2011).

Loans from Elanders' main banks were recognized as current interest-bearing liabilities since the credit agreement expired on 30 September 2013.

Personnel

The average number of employees in Elanders in 2012 was 1,587 (1,546), of which 406 were located in Sweden (395 in 2011). The total number of employees at year-end was 1,780 (1,582), of whom 418 (399) were in Sweden.

Capital structure and other financial information

EQUITY AND LIABILITIES

Elanders is financed by equity and liabilities, with interest-bearing liabilities to credit institutions accounting for most of the liabilities. As at 31 March 2014, the equity amounted to SEK 1,053 million. As at the same date, Elanders had short-term interest-bearing liabilities of SEK 517 million and long-term interest bearing liabilities of SEK 864 million. Of the

total liabilities of SEK 2,063 million, SEK 1,381 million was interest-bearing liabilities. The non-interest-bearing liabilities totaling SEK 682 million consisted of accounts payable, accrued expenses, deferred tax liabilities, and other liabilities and provisions. Elanders' capital structure as at 31 March 2014, i.e. before the implementation of the Offer, is presented below.

SEK million	31 March 2014
Total current liabilities	1,117.7
Against guarantee	-
Against collateral ¹⁾	610.0
Without guarantee or collateral	507.7
Total non-current liabilities	945.3
Against guarantee	-
Against collateral ¹⁾	850.2
Without guarantee or collateral	95.1
Total equity	1,053.1
Share capital	227.3
Other restricted capital	571.7
Unrestricted equity	245.1

¹⁾ The stated current and non-current liabilities are associated with collateral by way of floating charges, pledge of shares of certain of Elanders' subsidiaries, retention of title clause in some of Elanders' fixed assets and real estate mortgages.

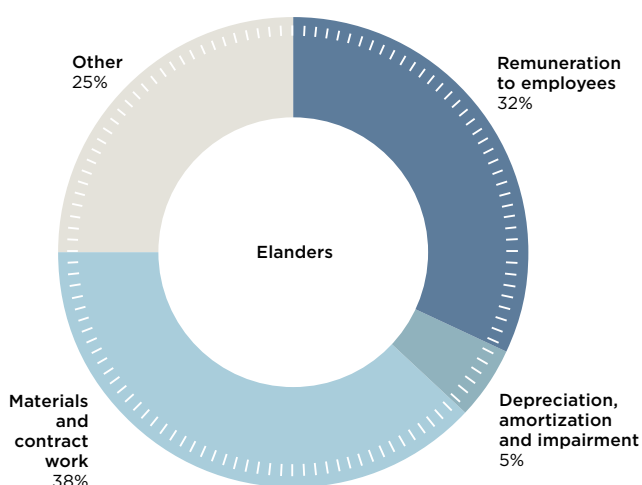
NET DEBT

Elanders' net debt as at 31 March 2014, i.e. before the implementation of the Offer, is presented below.

SEK million	31 March 2014
(A) Cash and cash equivalents	273.3
(B) Other cash and cash equivalents	-
(C) Current investments	-
(D) Liquidity (A)+(B)+(C)	273.3
(E) Current financial receivables	-
(F) Current bank debts	312.4
(G) Current component of the loan debt	93.5
(H) Other current financial liabilities	110.6
(I) Interest-bearing current liabilities (F)+(G)+(H)	516.5
(J) Current net indebtedness (I)-(E)-(D)	243.2
(K) Non-current bank debts	850.2
(L) Bonds issued	-
(M) Other non-current liabilities	14.1
(N) Interest-bearing non-current liabilities (K)+(L)+(M)	864.3
(O) Net debt (J)+(N)	1,107.4

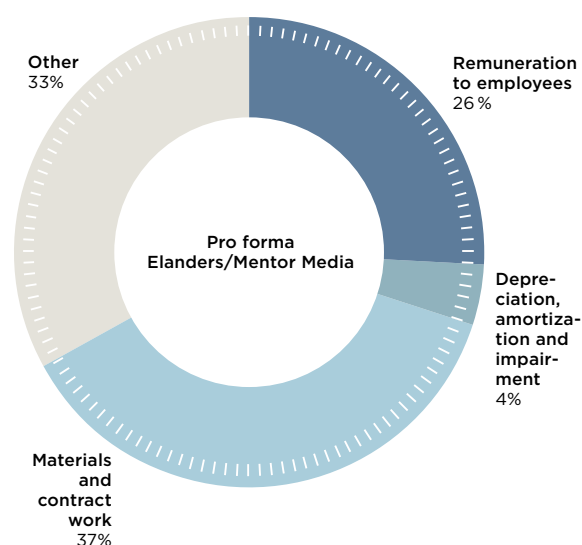
PRESENTATION OF WORKING CAPITAL AND CAPITAL REQUIREMENTS

The Board of Directors assesses the Company's working capital as adequate to finance the current needs at least for the next 12-month period. To partially finance the acquisition of Mentor Media, Elanders is carrying out the Offer, which is guaranteed in full. The remaining financing required for the acquisition of Mentor Media is covered by external credit facilities. For more information on Elanders' external credit facilities, please refer to the heading "Credit facility agreement" on the next page.



COST STRUCTURE

An approximate distribution of Elanders' costs is presented below. Elanders' primary cost items are costs for materials and contract work, compensation to the employees and depreciation, amortization and impairment losses.



CREDIT FACILITY AGREEMENT

Currently, Elanders has a credit facility agreement with two Swedish banks that cover operational financing and run until 30 September 2015. The total credit limits amounted to SEK 1,365 million as of 31 March 2014, of which SEK 85 million had not been drawn upon. The financing cost is based on an agreed fixed-interest period and agreed margins. Elanders' average effective interest rate was 3.3 percent in 2013. The credit facility agreement contain certain conditions regarding the Group's financial position. As of 31 March 2013 all of these conditions were fulfilled.

To finance the acquisition of Mentor Media, Elanders entered into a supplemental agreement to the aforementioned existing credit facility agreement on 20 December 2013. The credit limits under the credit facility agreement were thereby increased by an additional USD 54 million. The terms for the supplemental agreement are essentially the same as under the original credit facility agreement. Repayment of the extended credit limit shall be made through quarterly amortizations in the total amount of USD 8 million per year.

INVESTMENTS

Elanders' main investments during 2011–2013 are presented in the table below.

Year	SEK million	Significant events
2011	43	Investments in production equipment, mainly in Eastern Europe.
2012	296	Acquisition of d o m Deutsche Online Medien GmbH and fotokasten GmbH (SEK 82 million) as well as Midland Information Resources Company (SEK 140 million). Investments in production equipment in Eastern Europe to handle higher volumes from the Swedish and German markets.
2013	212	Acquisitions of myphotobook GmbH (SEK 91 million) and McNaughtan's Printers Ltd (SEK 28 millions). Investments in production equipment for capacity increase in China and replacement investments in Western and Eastern Europe.

The Company's investments in production equipment are mainly financed with existing working capital and shall over time neither exceed the depreciations nor four percent of net sales. Elanders has not made any commitments regarding future investments.

INTANGIBLE ASSETS

Elanders' intangible assets consist of goodwill, software, customer relationships and trademarks. As at 31 March 2014, Elanders' intangible assets totaled SEK 1,225 million, of which SEK 1,127 million related to goodwill.

TANGIBLE ASSETS

Elanders' tangible assets consist mainly of machinery, equipment, tools and buildings. As at 31 March 2014, Elanders' tangible assets totaled SEK 398 million.

SENSITIVITY ANALYSIS

The table below shows how the Company's results after net financial items would have been affected by a change of one percentage point in the variables connected to Elanders' various operational risks. Each variable has been treated individually assuming that the others remain unchanged. It is assumed that a change in net sales will affect the value added on the margin, which thereafter will presumably fall straight through the income statement. A change in material and contract work is multiplied by the total costs for these items. A change in compensation to employees is multiplied with the total personnel costs. The analysis does not intend to be accurate, but rather indicative and merely aims to show the measurable factors in connection herewith. The figures are presented in million SEK. For more information, refer to Note 19 in Elanders' 2013 Annual Report.

Sensitivity table	+/- 1 %	
	2013 Pro forma	2013
Net sales	16	12
Material and contract work	12	8
Remuneration of employees	8	6

FINANCIAL RISK MANAGEMENT

The overall purpose of the Group's financial risk management is to identify, control and minimize the financial risks. Risk management is centralized to Group Finance, which manages financial risks identified in the subsidiaries and also serves as an internal bank. The exception is commercial credit risks, which are handled by each subsidiary. The financial policy adopted by the Board determines which currency risks are hedged and how interest, financing and liquidity risks are handled. The greatest financial risks to which Elanders is exposed are currency risk, interest risk, financing risk and credit risk.

Currency risk

Elanders runs into currency risk primarily through transactions in a currencies other than that of the companies' local currency (transaction exposure) and when converting net profit and net assets from foreign subsidiaries (translation exposure).

Transaction exposure

Actual receivables and payables along with contracted purchase and sales orders with payment flows within a twelve month period are hedged. Anticipated or budgeted flows are not hedged. Elanders uses forward exchange contracts to handle exchange risk exposure and hedge accounting for contracted future payment flows as well as translation of financial assets and liabilities.

Translation differences on operating receivables and payables as well as forward exchange contracts that are held for hedging purposes are recognized as other operating income or expenses. Translation differences on financial liabilities and assets and the associated hedging instruments are recognized under financial items.

Translation exposure

Financial assets and liabilities in a currency other than the subsidiaries' local currency are hedged. Exposure attributable to recalculation of net profit in foreign subsidiaries is, however, not currency hedged. Elanders' net results from foreign subsidiaries in foreign currency consist primarily of USD, EUR, SGD, CNY, GBP and PLN.

In regards to net assets in foreign subsidiaries, the exposure is primarily in USD, EUR and CNY. Currency hedging has partially occurred of the investment in the German printing operation and the acquisition of Midland Information Resources and Mentor Media by raising loans in EUR and USD, respectively.

Interest risk

Interest risk is defined as the risk of profit reducing due to a change in interest rates. Elanders strives to achieve a balance between cost-efficient borrowing and the risk exposure if a sudden, substantial interest rate change should occur and negatively influence profits and cash flow. Outstanding debt is mainly in USD, SEK and EUR. Elanders strives to achieve a balance between cost-efficient borrowing and the risk exposure should a sudden, substantial interest rate change occur and negatively impact profits. The interest rate for liabilities in the amount of SEK 300 million was hedged in 2011 until 30 September 2014, which means that 41 percent of the Company's net debt as at 31 December 2013 was hedged against an increase in interest rates.

Financing risk

Financing risk is defined as the risk of not being able to meet payment obligations due to insufficient liquidity or difficulties in securing financing. Currently, Elanders has a credit facility agreement with two Swedish banks that covers operational financing until 30 September 2015. For further information, refer to the heading "Credit facility agreement" on the previous page.

Credit risk

Credit risk is defined as the risk of a counterparty to a financial instrument not meeting its obligations. Credit risk can be divided into financial credit risk and commercial credit risk.

Financial credit risk

The most crucial financial credit risk for Elanders arises when trading in exchange derivative instruments and investing surplus liquidity. Accordingly, in order to reduce the risk, the financial policy stipulates that only approved financial institutions may be used.

Commercial credit risk

The commercial credit risk consists of the payment ability of customers and is handled by the subsidiaries through careful monitoring of payment ability, follow up of the customers' financial reports and good communication. Although the Elanders Group's total credit risk is spread out over many different companies, a few customers represent a large part of the company's total accounts receivable. These customers are primarily listed companies that have been thoroughly investigated.

TRENDS AND MATERIAL CHANGES

In view of the acquisition of Mentor Media, Elanders foresees a significant earnings improvement for 2014 compared with 2013. The acquisition of Mentor Media has also strengthened Elanders product offering in supply chain and thereby strengthened Elanders' position in the market.

No events of material significance to Elanders' financial position or position in the market have occurred since 31 March 2014.

Pro forma financial statements

PURPOSE OF PRO FORMA FINANCIAL STATEMENTS

Elanders' acquisition of Mentor Media, which was implemented in January 2014, will have a direct impact on future earnings and cash flows for Elanders through both the acquired group and the loan financing. Elanders' Annual General Meeting held on 6 May 2014 resolved in accordance with the Board's proposal to approve of a rights issue with pre-emptive rights for Elanders' shareholders with the purpose of replacing parts of the loan financing with equity. The rights issue (the Offer) will also impact Elanders' earnings and financial position. The purpose of the below consolidated pro forma financial statements is to illustrate the hypothetical impact of the acquisition, loan financing and rights issue on Elanders' condensed consolidated income statement for 2013, and the condensed consolidated balance sheet at 31 December 2013. The pro forma financial information is intended solely as information and to illustrate the facts. The pro forma financial statements are, by nature, intended to describe a hypothetical situation and do not, therefore, serve to describe Elanders' actual financial position or earnings. In addition, the pro forma financial statements are not representative of the future operating results. Investors should exercise caution when reading these pro forma financial statements.

PRESENTATION OF PRO FORMA FINANCIAL STATEMENTS

Elanders reports in accordance with IFRS in its financial statements, while Mentor Media reports in accordance with the Singapore Financial Reporting Standards. In connection with the pro forma financial statements, a review has been conducted by Elanders of the most important differences between the Singapore Financial Report Standards and IFRS. No material differences between the accounting policies of Elanders and those of Mentor Media were identified. Pro forma adjustments have been made to reflect the impact of the acquisition of Mentor Media, the loan financing and the rights issue. Mentor Media was acquired in January 2014 for SEK 312 million on a debt and cash-free basis. Following the acquisition, a guarantee issued by the sellers, mainly secured through frozen funds in bank accounts, was updated. This reduced the purchase consideration by approximately SEK 27 million. The pro forma acquisition costs are estimated at about SEK 6 million. The pro forma financial statements have been compiled in accordance with Elanders' accounting policies as described in the 2013 Annual Report, with the above mentioned assumptions. Accounting principles and calculation methods remain unchanged compared with those applied

in the 2013 Annual Report. For more information about the credit agreements for the new loan financing, please refer to "Capital structure and other financial information – Credit Facility Agreements."

PRO FORMA ADJUSTMENTS

Acquisition analysis

Elanders has compiled a preliminary acquisition analysis in which all acquired assets and liabilities in Mentor Media have been measured at fair value and the previous carrying amounts adjusted. In the preliminary acquisition analysis, significant values have been allocated to intangible assets such as customer relationships. Deferred tax has been taken into account where applicable. The difference between the acquisition price and the market value of net assets acquired has been recognized as goodwill in the pro forma balance sheet. Goodwill is not subject to amortization. However, impairment testing is performed annually to determine whether the carrying amount is defensible. The historical depreciation/amortization of intangible and tangible assets has been replaced by the estimated depreciation/amortization of the values established in the preliminary acquisition analysis.

Adjustment for business activities not included in the business combination

Some of Mentor Media's business activities, specifically a property for leasing, have been excluded from Elanders' acquisition. The carrying amount and rental income received less running costs have been adjusted.

Financing costs

The pro forma income statement has been adjusted for the interest expenses attributable to financing the acquisition less the issue amount.

Items affecting comparability and costs linked to the acquisition

The acquisition costs related to the acquisition have been adjusted. These mainly consist of fees to advisers in the acquisition process.

In 2013, Mentor Media's income statement was charged with non-recurring costs attributable to damages paid to one of Mentor Media's customers. These costs are covered by the warranties issued by the seller in connection with divestment of the company. The compensation is primarily secured through frozen funds in bank accounts. Since the seller guaranteed this item, the pro forma financial statements have been adjusted.

CONDENSED INCOME STATEMENTS, JANUARY-DECEMBER 2013

SEK million	Elanders	Mentor Media	Pro forma adjustments	New Group
Net sales	2,096	1,234	-	3,330
Cost of products sold	-1,591	-1,016	-	-2,608
Gross profit	505	217	-	722
Sales and administrative expenses	-416	-148	-1	-565
Other operating income	50	7	-3	54
Other operating expenses	-9	-39	29	-19
Operating profit	131	38	24	193
Net financial items	-30	-1	-6	-37
Profit after financial items	101	36	18	156
Taxes	-32	-30	4	-57
Profit for the period	70	6	22	98
Profit for the period attributable to:				
- Parent Company shareholders	70	6	22	98

CONDENSED STATEMENT OF FINANCIAL POSITION, 31 DECEMBER 2013

ASSETS

SEK million	Elanders	Mentor Media	Pro forma adjustments	New Group
Intangible assets	1,156	-	57	1,213
Tangible fixed assets	350	66	-9	407
Other fixed assets	165	4	-	169
Total fixed assets	1,672	70	47	1,789
Inventory	107	102	-	210
Accounts receivable	387	272	-	659
Other current assets	82	19	-	101
Cash and cash equivalents	215	141	-8	348
Total current assets	792	534	-8	1,318
Total assets	2,464	604	39	3,107

EQUITY AND LIABILITIES

SEK million	Elanders	Mentor Media	Pro forma adjustments	New Group
Equity	1,039	316	-203	1,152
Liabilities				
Non-interest-bearing long-term liabilities	69	3	-	72
Interest-bearing long-term liabilities	432	-	242	674
Total long-term liabilities	502	3	242	746
Non-interest-bearing current liabilities	402	237	-	640
Interest-bearing current liabilities	522	48	-	570
Total current liabilities	924	285	-	1,209
Total equity and liabilities	2,464	604	39	3,107

Auditor's report on the pro forma financial statements

TO THE BOARD OF DIRECTORS OF ELANDERS AB (PUBL)

We have conducted an audit of the pro forma financial statements presented on pages 42–43 in the prospectus' of Elanders dated 9 May 2014.

The pro forma financial information have been prepared for illustrative purposes only to provide information about how the acquisition of Mentor Media might have affected the consolidated balance sheet for Elanders at 31 December 2013, and the consolidated income statement for Elanders for the 2013 financial year.

The Board's responsibility

It is the responsibility of the Board of Directors to prepare the pro forma financial information in accordance with the requirements of the Prospectus Regulation 809/2004/EC.

The auditor's responsibility

It is our responsibility to provide an opinion pursuant to Annex II Item 7 of the Prospectus Regulation 809/2004/EC. We are not obligated to express any other opinion on the pro forma financial information or any parts thereof. We do not assume responsibility for the financial information used in compilation of the pro forma financial information beyond our responsibility for the auditors' reports on historical financial information previously issued by us.

Basis of opinion

We have conducted our work in accordance with recommendations from the Swedish Institute of Authorized Public Accountants, RevR 5, Examination of Prospectuses.

Our work - which did not include an independent review or audit of the underlying financial information – have mainly consisted of comparing the unadjusted financial information with the source documents, assessing the evidence supporting the pro forma adjustments and discussing pro format financial information with the management of the Company.

We have planned and performed our work in an effort to obtain the information and explanations that we considered necessary in order to achieve reasonable assurance that the pro forma financial information has been compiled in accordance with the basis stated on pages 42–43 of the Prospectus and that this basis complies with the accounting policies applied by the Company.

Opinion

In our opinion, the pro forma financial information has been properly compiled on the basis stated on pages 42–43 and that such basis is consistent with the accounting policies applied by the Company.

Gothenburg, 9 May 2014

PricewaterhouseCoopers AB

Johan Rippe
Authorized Public Accountant

Board of Directors, senior executives and auditors

BOARD OF DIRECTORS

Carl Bennet, Chairman of the Board.

Born 1951. Board member and Chairman of the Board since 1997. Bachelor of Science (Econ.) Dr. Technol. h.c. Chairman of the Nomination Committee and Remuneration Committee.

Other assignments: Chairman of the Board and CEO of Carl Bennet AB. Chairman of the Board of Getinge AB and Lifco AB. Member of the Board of Holmen AB and L E Lundbergföretagen AB.

Completed assignments in the past five years: Chairman of the Board of Gothenburg University until 2013. Board member of Boliden AB until 2009 and SSAB AB until 2011.

Shareholding through companies: 1,166,666 Class A shares and 13,004,098 Class B shares.

Johan Stern, Deputy Chairman of the Board.

Born 1951. Board member since 1998. Bachelor of Science (Econ.). Chairman of the Audit Committee and member of the Remuneration Committee.

Other assignments: Chairman of the Boards of Fädriften Invest AB, Healthinvest Partners AB and Skanör Falsterbo Kallbadhus AB. Board member of Carl Bennet AB, Estea AB, Getinge AB, Lifco AB, Rolling Optics AB, RP Ventures AB, Stiftelsen Harry Cullbergs Fond and the Swedish-American Chamber of Commerce, Inc.

Completed assignments in the past five years: None.

Shareholding: 65,000 Class B shares.

Erik Gabrielson, Board member.

Born 1962. Board member since 2012. Master of Laws. Member of the Remuneration Committee.

Other assignments: Chairman of the Board of Allegresse AB. Board member of Advokatfirman Vinge AB, Advokatfirman Vinge Skåne AB, ECG Vignoble AB, ECG Vininvest AB, Generic Sweden AB, Lifco AB, Rosengård Invest AB and Storegate AB. Deputy Board member of Lamiflex Group AB.

Completed assignments in the past five years: None.

Shareholding: None.

Göran Johnsson, Board member.

Born 1945. Board member since 2006. Elementary school and education within the trade unions. Member of the Audit Committee.

Other assignments: Chairman of the Board of Calmando AB and Rådhusgruppen City AB. Deputy Chairman of the Board of EKN. Board member of IQ-Initiativet AB and Stockholm Business Region AB.

Completed assignments in the past five years: Chairman of the Board of Sveriges Television AB until 2014. Board member of Swedbank AB (publ) until 2009 and Umeå University until 2013.

Shareholding: 2,066 Class B shares.

Linus Karlsson, Board member.

Born 1968. Board member since 2014. Trained at Berghs School of Communication. Member of the Remuneration Committee.

Other assignments: Creative Chairman of Commonwealth/McCann. Chairman of the Board of MING Utility & Entertainment. Board member and member of the Executive Committee of the Swedish-American Chamber of Commerce, New York. Board member of the Childhood Foundation USA and The One Club.

Completed assignments in the past five years: Founder of, and active in, Mother Industries LLC until 2010.

Shareholding: None.

Cecilia Lager, Board member.

Born 1963. Board member since 2009. Business Administration. Member of the Audit Committee.

Other assignments: Chairman of the Board of Max Matthiessen Värdepapper AB and Navigera AB. Board member and CEO of Sherpani Advisors AB. Board member of Cinnober Financial Technology AB, Dibs Payment Services AB, Knowit AB, Kungl. Tennishallen AB and Kvinvest AB.

Completed assignments in the past five years: Chairman of the Board of Föreningen Enskilda Gymnasiet until 2013. Board member of Alecta Fond AB until 2009 (liquidation), Färjkarlen Förvaltnings AB until 2011 and Orc Group AB until 2012.

Shareholding: 24,122 Class B shares.

Anne Lenerius, Board member.

Born 1956. Board member since 2014. Business Administration. Member of the Audit Committee.

Other assignments: Chairman of the Board of Entercircle Konfektion AB.

Completed assignments in the past five years: Board member of Svenskt Rekonstruktionskapital AB until 2010.

Shareholding: 4,000 Class B shares.

Magnus Nilsson, Board member, President and CEO of Elanders.

Born 1966. Board member since 2010. Education in Graphic Technology, Design, Business Administration and Marketing. Head of Production at Elanders' Hungarian business operations in 2002. CEO of Elanders Berlings Skogs Grafiska AB and Elanders Skogs Grafiska AB from 2003–2005. CEO of the Chinese business operations from 2005–2009.

Other assignments: None.

Completed assignments in the past five years: None.

Shareholding: 47,300 Class B shares.

Kerstin Paulsson, Board member.

Born 1963. Board member since 2007. Master of Science in Engineering. Member of the Audit Committee.

Other assignments: Deputy Chairman of the Board of the Swedish Defence Materiel Administration. Board member of the Swedish Agency for Economic and Regional Growth. Managing director of Netsoft Lund AB och Netsoft Lund Development AB.

Completed assignments in the past five years: None.

Shareholding: 2,000 Class B shares.

Lena Hassini, employee representative.

Born 1961. Employee representative since 2008. Upper secondary education. Employed at Elanders Sverige AB in Premedia/Prepare.

Other assignments: None.

Completed assignments in the past five years: None.

Shareholding: None.

Lilian Larnefeldt, employee representative.

Born 1950. Employee representative since 2009. College Diploma in Business Administration from Vasa Handelsläroverk. Employed at Elanders Sverige AB in Inventory/Distribution.

Other assignments: None.

Completed assignments in the past five years: None.

Shareholding: None.

Charlotte Trelde, employee representative (deputy Board member).

Born 1966. Employee representative (deputy Board member) since 2013. Trained in business administration and marketing and is a certified Public Bid Manager. Employed at Elanders Sverige AB in Sales.

Other assignments: None.

Completed assignments in the past five years: None.

Shareholding: None.

Claes-Göran Vinberg, employee representative (deputy Board member).

Born 1952. Employee representative (deputy Board member) since 2013. Upper secondary education. Employed at Elanders Sverige AB in Premedia.

Other assignments: None.

Completed assignments in the past five years: None.

Shareholding: None.

SENIOR EXECUTIVES

Magnus Nilsson, President and CEO of Elanders.

See above under "Board of Directors" for more information about Magnus Nilsson.

Per Brodin, Head of Print & Packaging Solutions in Asia.

Born 1961. Employed since 1998. Diploma from Grafiska Institutet in Stockholm. Active in the printing industry since 1976. Managing director of Elanders Hungary Kft from 2002–2009.

Other assignments: None.

Completed assignments in the past five years: None.

Shareholding: 50,000 Class B shares.

Lim Kok Khoon, Head of Supply Chain Solutions.

Born 1955. Employed since 2014 (in connection with the acquisition of Mentor Media). Bachelor degree in Electrical and Electronics Engineering from Concordia University in Canada and Master of Science (Industrial Engineering) from the National University in Singapore. More than 34 years' experience in leading global companies. Lim Kok Khoon has held such positions as General Manager of Hewlett Packard's Handheld Mobile Products Division, Vice President and Chief Technology Officer for Philips Consumer Electronics Home Entertainment Business Group and Managing Director of Technology Solutions Business and Innovation Centers for the Wearnes Group.

Other assignments: None.

Completed assignments in the past five years: None.

Shareholding: None.

Martin Lux, Head of e-Commerce Solutions.

Born 1964. Employed since 2012 (in connection with the acquisition of d|o|m and fotokasten). Master in Electrical Engineering. 20 years' experience in IT and e-commerce companies.

Other assignments: CEO of Lucis Vermögens GmbH and MoveVision GmbH.

Completed assignments in the past five years: CEO of Lukis GmbH and Mediaclipping GmbH until 2009.

Shareholding: None.

Åsa Severed, Head of Print & Packaging Solutions in Sweden and Poland.

Born 1958. Employed since 2013. Master of Science in Industrial Engineering and Management, MBA, Oxford Brooke University. Experience from senior positions in the TV4 Group and Volvo Parts.

Other assignments: Board member of Fridtjuv AB, Länsförsäkringar Göteborg and Bohuslän.

Completed assignments in the past five years: Chairman of the Board of TV4 Retail Television AB until 2013. Board member of Nyhetsbolaget Sverige AB until 2013. CEO of TV4 Sverige AB until 2013.

Shareholding: None.

Thomas Sheehan, Head of Print & Packaging Solutions in North and South America.

Born 1960. Employed since 2012 (in connection with the acquisition of Midland Information Resources). MBA from Colorado State University and BA in Business Administration and Computer Science from Coe College in the US. 30 years' experience in IT and graphic solutions for global companies.

Other assignments: Board member of Mississippi Valley Regional Blood Center and Printing Industry Midwest.

Completed assignments in the past five years: Board member of Printing Industry of the Midlands until 2011.

Shareholding: None.

Peter Sommer, Head of Print & Packaging Solutions in Germany, Hungary and Italy.

Born 1957. Employed since 2007 (in connection with the acquisition of Sommer Corporate Media). Graphic Engineer. Sole founder of Sommer Corporate Media.

Other assignments: Board member of Metapaper GmbH & Co. KG.

Completed assignments in the past five years: None.

Shareholding: 578,000 Class B shares.

Andreas Wikner, Chief Financial Officer.

Born 1971. Employed since 2007. Master of Science in Business Administration. Auditor from 1997–2007. Certified Public Accountant 2004. Approved Public Accountant 2005.

Other assignments: None.

Completed assignments in the past five years: None.

Shareholding: 3,000 Class B shares.

OTHER INFORMATION

None of the above Board members or senior executives has any close relationship with any other Board member or senior executive. There are no conflicts of interest between the above Board members' and senior executives' obligations to Elanders and their private interests or other duties. No other physical or legal person involved in the Offer has any financial and other interests which are of importance in relation to the Offer. None of the Board members or senior executives has signed agreements or entered into any other agreement with Elanders concerning benefits upon termination of their assignment. None of the Board members or senior executives has been convicted of any fraud-related offenses in the past five years or, except to that specified above, been involved in any bankruptcy, liquidation or receivership in their capacity as a member of a company's administration, management or supervisory body over the past five years. Over the past five years, no Board member or senior executive has been the subject of official accusations or sanctions by supervisory or regulatory authorities and none of them has been forbidden by a court from acting as a member of a Board or management or otherwise engaging in business activities in the past five years.

The office address of the Board members and senior executives is:

Elanders AB (publ)

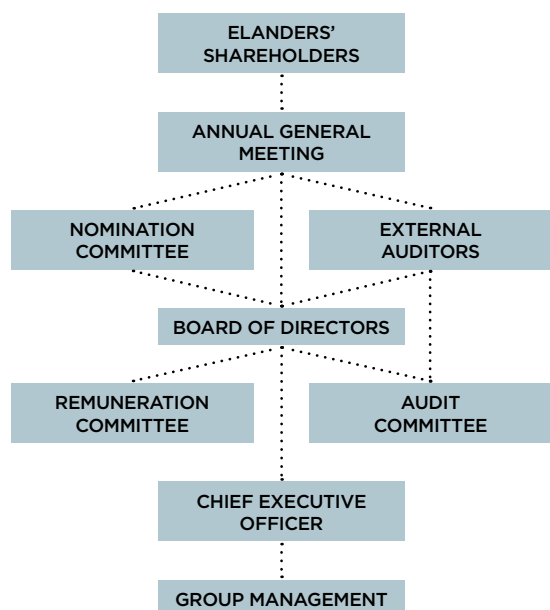
Designvägen 2
SE-435 33 Mölnlycke
Sweden

AUDITORS

PricewaterhouseCoopers AB have been the auditors for Elanders since 2008. Authorized Public Accountant Johan Rippe, born 1968, has been the auditor-in-charge since 2011. Johan Rippe is a member of FAR (Swedish institute for qualified professionals in the accountancy sector).

The auditors' address is PricewaterhouseCoopers AB, SE-405 32 Gothenburg, Sweden.

Corporate governance



GENERAL

Corporate governance in Elanders is based on Swedish legislation (primarily the Swedish Companies Act and accounting standards), the Articles of Association, and regulations for companies whose shares are admitted to trading on NASDAQ OMX Stockholm, which includes the Swedish Corporate Governance Code (the Code). In summary, corporate governance in Elanders can be described as above.

SHAREHOLDERS' MEETING

Shareholders exercise their rights to make decisions concerning Elanders' affairs at the Shareholders' Meeting, which is Elanders' highest decision-making body. The Shareholders' Meeting resolves on appropriation of the Company's profit, appoints the Board's members and Chairman and determines guidelines for remuneration of the CEO and other senior executives. The Annual General Meeting (AGM) is normally held in April or May in Mölnlycke, Sweden. At a Shareholders' Meeting, each qualified shareholder votes for the full number of shares held or represented with no limitations on voting rights.

NOMINATION COMMITTEE

The Nomination Committee prepares a recommendation for the Shareholders' Meeting on the appointment and remuneration of the members and Chairman of the Board. The Nomination Committee's recommendation is presented in the

Official Notice of the Shareholders' Meeting and on the Company's website. Individual shareholders may submit proposals for Board members to the Nomination Committee. The AGM of Elanders on 6 May 2014 resolved that for the period until the 2015 AGM, the Nomination Committee would comprise the Chairman of the Board, one representative of each of the Company's three largest shareholders at 31 August 2014 and one representative of the minority shareholders.

The Code stipulates that the Chairman of the Board must not be the Chairman of the Nomination Committee. However, Elanders has chosen to deviate from this rule since it seems natural that the shareholder with the largest number of votes is also Chairman of the Nomination Committee, since he nevertheless would have a decisive influence on the composition of the Nomination Committee due to his majority voting rights at Shareholders' Meetings.

BOARD OF DIRECTORS

Composition and work of the Board

In accordance with the Articles of Association, the Board of Elanders should consist of no fewer than three and no more than nine members with a maximum of two deputies. The Board currently consists of nine AGM-elected members and no deputies. Two employee representatives and two employee representative deputies are also included. For more information regarding Board members, refer to the section "Board, senior executives and auditors."

The Board is responsible for ensuring that Elanders' business operations are conducted in accordance with applicable legislation and the Company's Articles of Association, and that resolutions adopted by the Shareholders' Meeting are implemented. The Board supervises the work of the CEO and periodically reviews the development of the business operations and the reliability of the Company's internal control systems. The Board also makes decisions regarding major organizational changes, investments and divestments, and adopts budgets and annual financial statements. Elanders' Board meets the Code requirements that a majority of the AGM-elected members are to be independent of the Company and its management as well as the Company's major shareholders. Carl Bennet is dependent in relation to the shareholder Carl Bennet AB, of which he is Chairman of the Board and owner. Johan Stern is also dependent in relation to Carl Bennet AB, of which he is a Board member. Anne Lenerius is also dependent in relation to Carl Bennet AB, of which she is the Chief Financial Officer. In addition, Magnus Nilsson is dependent in relation to the Company in his capacity as Chief Executive Officer.

Board fees

The AGM of Elanders on 6 May 2014 resolved that fees to Board members should amount to total SEK 3,175,000, of which SEK 590,000 would be paid to the Chairman of the Board and SEK 295,000 to each of the other non-executive members. The Meeting also resolved that remuneration of SEK 120,000 would be paid to the Chairman of the Audit Committee and SEK 60,000 to each of the other members of the Audit Committee, and that remuneration of SEK 64,000 would be paid to the Chairman of the Remuneration Committee and SEK 32,000 to each of the other members of the Remuneration Committee.

The Board's committees**Remuneration Committee**

The Remuneration Committee is appointed by the Board from among its own members, taking into consideration relevant expertise and experience in remuneration-related matters. The Committee addresses matters regarding remuneration of the CEO and the remuneration structure for executives that report directly to him. Decisions regarding the remuneration of other employees in senior positions in the Elanders Group are made in such a manner that the employee's remuneration is determined by the immediate superior in consultation with the manager's manager.

The Committee consists of Carl Bennet (Chairman), Erik Gabrielson, Linus Karlsson and Johan Stern.

Audit Committee

The Audit Committee is appointed by the Board from among its own members, taking into consideration relevant experience and expertise in financial reporting and internal control. The Committee complies with the rules of procedure established by the Board. Its main task is to monitor internal

controls, financial reporting procedures, compliance with thereto-related laws and regulations and Company audits. The Audit Committee also evaluates the qualifications and independence of the auditors. The Audit Committee reports its continuous observations to the Board on a regular basis and makes recommendations to the Nomination Committee in relation to the appointment of auditors. The Committee meets at least twice annually and, additionally, as needed. The auditors normally participate in these meetings.

The Audit Committee consists of Johan Stern (Chairman), Göran Johnsson, Cecilia Lager, Anne Lenerius and Kerstin Paulsson.

GROUP MANAGEMENT**The composition and work of Group Management**

The CEO of Elanders leads Elanders' business operations within the framework established by the Board and is responsible for providing the Board with ongoing reports of the Elanders Group's financial results and position, and recommendations for the decisions that are to be taken by the Board.

The CEO leads the work that is performed by Group Management. In addition to the CEO, Magnus Nilsson, Elanders' Group Management consists of Per Brodin, Lim Kok Khoo, Martin Lux, Åsa Severed, Thomas Sheehan, Peter Sommer and Andréas Wikner. For more information regarding Group Management, refer to the section "Board, senior executives and auditors."

Remuneration of Group Management

The AGM of Elanders on 6 May 2014 resolved on guidelines for the remuneration of senior executives, under which Elanders will offer a competitive total compensation package that enables qualified senior executives to be recruited and re-

REMUNERATION OF BOARD MEMBERS AND GROUP MANAGEMENT IN 2013

TSEK	Basic salary/ Board fees	Variable remuneration	Other benefits	Pension premiums	Remuneration for committee work
Carl Bennet	566	-	-	-	62
Johan Stern	283	-	-	-	145
Erik Gabrielson	283	-	-	-	31
Göran Johnsson	283	-	-	-	57
Cecilia Lager	283	-	-	-	57
Magnus Nilsson	-	-	-	-	-
Kerstin Paulsson	283	-	-	-	57
Total Board fees	1,981	-	-	-	409
Magnus Nilsson	4,199	1,915	67	1,464	-
Other senior executives	12,336	2,837	1,502	1,541	-
Total remuneration of Group Management	16,535	4,752	1,569	3,005	-
Total remuneration of Board members and Group Management	18,516	4,752	1,569	3,005	409

tained. Remuneration to senior executives is to comprise basic salary, variable remuneration, other benefits and a pension.

The basic salary is to be aligned with individual responsibilities and experience.

The division between basic salary and variable remuneration is to be commensurate with the executive's responsibility and authority. The variable remuneration is to be based on performance in relationship to individual targets. For the CEO and CFO, variable remuneration is not to exceed 50 percent of their basic salaries. For other senior executives, variable remuneration is not to exceed 40 percent of their basic salaries.

Senior executives are otherwise entitled to customary benefits, such as company cars, occupational health services and the like.

Pension provisions are not to exceed 35 percent of pension-

able salary or, where applicable, the maximum ITP cost plus the statutory national pension contribution, or equivalent. The Board has the discretion to renew previously agreed pension agreements based on essentially unchanged terms and conditions. Pensionable salary is to be determined on the basis of the basic salary.

If the CEO's employment is terminated by the Company, a notice period of 18 months is to apply. If employment is terminated by the CEO, a notice period of six months is to apply. Notice of employment termination by the Company of other senior executives is normally 3-18 months. Normal salary is to be paid during the notice period. Severance pay is not paid.

The Board is entitled to deviate from the guidelines above should the Board deem this justified by special circumstances in individual cases.

Share capital and ownership structure

GENERAL

Elanders is a Swedish public limited-liability company, with corporate registration number 556008-1621. The Company operates under Swedish law. The Company was incorporated on 7 March 1908, and is based in Mölnlycke. Elanders' Class B share is listed on NASDAQ OMX Stockholm, Small Cap, under the ticker symbol ELAN. The share was listed on the Stockholm Stock Exchange on 9 January 1989.

SHARES AND SHARE CAPITAL

Elanders' share capital is denominated in SEK and divided into shares issued by the Company with a quotient value that is also denominated in SEK. Elanders' shares have been issued in accordance with Swedish law. The rights of shareholders, including those of minority shareholders, associated with the shares may only be amended in accordance with the procedures set out in the Swedish Companies Act (2005:551).

The Company and its shares are connected to the electronic securities system, the VP system, with Euroclear Sweden AB (formerly VPC) as the central securities depository and clearing organization (Euroclear Sweden AB, Box 7822, SE-103 97 Stockholm, Sweden). Euroclear administrates the Company's share register and handles its shares. Stock certificates are not issued.

The Company has two classes of shares: Class A shares and Class B shares. At a Shareholders' Meeting of Elanders, one Class A share carries ten votes and one Class B share carries one vote. Class A shares and Class B shares carry equal rights to the Company's assets and profit. Elanders' Class A shares are subject to pre-emption rights under the Articles of Association. According to Elanders' Articles of Association, the number of Class A shares issued is not to exceed half of the share capital and the number of Class B shares issued may correspond to the entire share capital. The ISIN code for

SHARE CAPITAL DEVELOPMENT

Year	Event	No. of Class A shares	No. of Class B shares	Total number of shares	Share capital, SEK
1989	IPO	200,000	1,380,000	1,580,000	15,800,000
1991	Rights issue prior to acquisition of Fabritius A/S	-	252,000	1,832,000	18,320,000
1995	Bonus issue 1:1	200,000	1,632,000	3,664,000	36,640,000
1997	Directed issue in connection with acquisition of Graphic Systems	-	650,000	4,314,000	43,140,000
1997	Directed issue in connection with acquisition of Skandinaviska Lithorex	-	250,000	4,564,000	45,640,000
1997	Directed issue in connection with acquisition of Gummessons	-	350,000	4,914,000	49,140,000
1997	New share issue 1:4 prior to acquisition of Minab	100,000	1,128,000	6,142,500	61,425,000
1998	Directed issue in connection with acquisition of Skogs	-	1,287,500	7,430,000	74,300,000
2000	Directed issue in connection with acquisition of KåPe	-	450,000	7,880,000	78,800,000
2000	Directed issue in connection with acquisition of Novum	-	490,000	8,370,000	83,700,000
2007	New share issue 1:6 prior to acquisition of Sommer Corporate Media	83,333	1,311,666	9,764,999	97,649,990
2010	New share issue 1:1	583,333	9,181,666	19,529,998	195,299,980
2012	Non-cash issue in connection with acquisition of d o m and fotokasten	-	3,200,000	22,729,998	227,299,980
2014	The Offer	194,444	3,593,888	26,518,330	265,183,300

Elanders' Class A share is SE0000182123. The ISIN code for Elanders' Class B share is SE0000119299.

According to the Company's Articles of Association, the Company's share capital is not to fall below SEK 90,000,000 or to exceed SEK 360,000,000, divided into a minimum of 9,000,000 and a maximum of 36,000,000 shares. On the date of this Prospectus, Elanders' share capital amounts to SEK 227,299,980, divided into a total of 22,729,998 shares, of which 1,166,666 are Class A shares and 21,563,332 Class B shares. The share's quotient value is SEK 10.

The Offer comprises a maximum total of 3,788,332 new shares, of which 194,444 are Class A shares and 3,593,888 Class B shares. The Offer is fully subscribed and will increase the Company's share capital by SEK 37,883,320, from SEK 227,299,980 to SEK 265,183,300. After the Offer, the number of shares will total 26,518,330, comprising 1,361,110 Class A shares and 25,157,220 Class B shares.

SHARE CAPITAL DEVELOPMENT

The table on the previous page shows the changes in Elanders' share capital since 1989 and future changes due to the Offer.

MAJOR SHAREHOLDERS AND SHAREHOLDING STRUCTURE

At 31 March 2014, the number of shareholders was 2,829. The table above shows the Company's largest shareholders and the ownership structure at 31 March 2014, adjusted for the changes that have taken place thereafter that are known to the Company.

DIVIDENDS

Dividends are determined by the Shareholders' Meeting and payment is administered by Euroclear. Shareholders who are registered in the shareholder register maintained by Euroclear on the record date determined by the Shareholders' Meeting are entitled to a dividend. Dividends are normally paid as a cash amount per share, but may also comprise forms other than cash dividends. If shareholders cannot be reached for receipt of dividends, the shareholder's claim against the Company will remain and only be limited by the general rules of limitation. Upon limitation, the full amount accrues to Elanders. There are no restrictions on, or special procedures for, dividends payable to shareholders resident outside Sweden.

LARGEST SHAREHOLDERS ON 31 MARCH 2014

	No. of Class A shares	No. of Class B shares	Share of capital, %	Share of votes, %
Carl Bennet AB	1,166,666	13,004,098	62.3	74.2
Carnegie Fonder	-	1,700,400	7.5	5.1
Försäkringsaktiebolaget Avanza Pension	-	1,297,687	5.7	3.9
Peter Sommer	-	578,000	2.5	1.7
P-A Bendt AB	-	440,000	1.9	1.3
Skandinaviska Enskilda Banken S.A.	-	207,983	0.9	0.6
Nordnet Pensionsförsäkring AB	-	204,263	0.9	0.6
Danica Pension	-	156,500	0.7	0.5
BK Julius Baer & Co Sweden	-	122,028	0.5	0.4
Handelsbanken Fonder AB	-	105,100	0.5	0.3
Other shareholders	-	3,747,273	16.5	11.3
Total	1,166,666	21,563,332	100.0	100.0

OWNERSHIP STRUCTURE ON 31 MARCH 2014

No. of shares	No. of owners	No. of Class A shares	No. of Class B shares	Share of capital, %	Share of votes, %
1-500	1,929	-	350,027	1.5	1.1
501-1,000	415	-	345,125	1.5	1.0
1,001-2,000	207	-	326,030	1.4	1.0
2,001-5,000	155	-	525,870	2.3	1.6
5,001-10,000	52	-	392,266	1.7	1.2
10,001-20,000	28	-	411,335	1.8	1.2
20,001-50,000	22	-	762,574	3.4	2.3
50,001-100,000	9	-	606,016	2.7	1.8
100,001-	12	1,166,666	17,844,089	83.6	88.8
Total	2,829	1,166,666	21,563,332	100.0	100.0

The objective is that dividends are to track the Company's long-term financial performance and, on average, represent approximately 30 percent of profit after tax. The AGM on 6 May 2014 adopted a dividend of SEK 0.80 per share.

OTHER INFORMATION

In connection with Elanders' acquisitions of the German companies fotokasten and d|o|m in 2012, Elanders' principal owner Carl Bennet AB issued a put option to the sellers of the companies, entailing that the sellers, under certain circumstances, were entitled to sell the Class B shares in Elanders that were issued as consideration for the acquired companies to Carl Bennet AB. In 2013, several of the sellers utilized the opportunity to sell their shares to Carl Bennet AB. However, Peter Sommer, one of the sellers of d|o|m and now Head of

Print & Packaging in Germany, Hungary and Italy, has not exercised the put option. On 31 March 2014, Peter Sommer's shareholding in Elanders amounts to 578,000 Class B shares. With regard to Peter Sommer, the terms for the put option have been renegotiated and entitle Peter Sommer to sell his shares to Carl Bennet AB during the period until 10 June 2018 at a price of 29.09 SEK per share.

As far as the Company is aware, there are no shareholders' agreements or similar agreements with the aim of exercising joint control over the Company. Nor is the Board aware of any shareholders' agreements or similar agreements that could lead to changes in control over the Company.

Elanders' shares are not the subject of offers submitted due to mandatory bids, right of redemption or redemption obligation. No public takeover offer for Elanders shares has been made.

Articles of association

§1

The company is a public limited company. The company's name is Elanders AB (publ).

§2

The object of the company's business is to pursue book printing and publishing, to acquire and manage real property and any other activities compatible therewith.

§3

The share capital shall be not less than SEK 90,000,000 and not more than SEK 360,000,000.

§4

The number of shares shall be not less than 9,000,000 and not more than 36,000,000.

Shares shall be divided into two classes, class A shares and class B shares. Class A shares may be issued up to an amount corresponding to not more than half of the share capital and class B shares may be issued up to an amount corresponding to not more than the entire share capital. Class A shares shall carry 10 votes and class B shares shall carry 1 vote.

§5

The company's registered office shall be situated in Härryda municipality, Sweden.

§6

The board of directors shall consist of not less than three members and not more than nine members with not more than two deputy members.

§7

The company shall have one or two auditors and not more than two deputy auditors. An authorised public accountant or a registered accounting firm shall be appointed as auditor.

§8

The company's financial year shall comprise 1 January – 31 December.

§9

General meetings shall be held where the company has its registered office or in Gothenburg or Mölnlycke, Sweden.

At the annual general meeting the following business shall be addressed:

1. Election of chairman of the meeting.
2. Preparation and approval of the voting list.
3. Election of two persons to approve the minutes.
4. Determination of whether the meeting has been duly convened.
5. Approval of the agenda.
6. Presentation of the annual accounts, the auditor's report and, where applicable, the consolidated annual accounts and the auditor's report for the group.
7. Resolutions regarding:
 - a) the adoption of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet,
 - b) allocation of the company's profit or loss according to the adopted balance sheet,
 - c) discharge from liability to members of the board of directors and the chief executive officer.
8. Determination of the number of members and deputy members of the Board of Directors and, where applicable, the number of auditors and deputy auditors.
9. Resolution regarding remuneration to members and, if applicable, deputy members of the board of directors and, when required, to the auditors.
10. Election of members of the board of directors and, when required, auditors.
11. Election of nomination committee.
12. The board of directors' proposal regarding guidelines for remuneration to senior executives.
13. Any other business that may come before the annual general meeting in accordance with the Swedish Companies Act or the articles of association.

§10

Notice of General Meetings shall be made through announcement in Post- och Inrikes Tidningar (the Swedish Official Gazette) and on the company's website. It shall be announced in Dagens Industri that a notice of a General Meeting has been issued.

§ 11

A shareholder who wishes to participate at a general meeting must notify the company not later than 1:00 p.m. on the day specified in the notice of the meeting. This day must not be a Sunday, other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Years' Eve and not fall earlier than the fifth weekday prior to the meeting. In case a shareholder wishes to be accompanied by an advisor at a general meeting, the number of advisors (not more than two) shall be stated in such notification.

§ 12

The company's shares shall be registered in central securities depository (CSD) register in accordance with the Swedish Financial Instruments (Accounts) Act (SFS 1998:1479).

§ 13

If a class A share has been transferred to a person not previously a class A shareholder, the other class A shareholders shall be entitled to purchase the share. The new owner of the class A share shall, as soon as possible, and in the manner set out in the Swedish Companies Act, notify the board of directors of the share transfer ("Post-transfer Purchase Offer"). A post-transfer purchase right may not be exercised in respect of a smaller number of shares than the shares covered by the offer. The board of directors shall immediately give notice of the Post-transfer Purchase Offer to every post-transfer purchase rights holder with a known postal address. The notice shall indicate the period within which requests to exercise post-transfer purchase rights are to be made. Requests to exercise post-transfer purchase rights must be made within two (2) months of a proper Post-transfer Purchase Offer in accordance with the above. If requests to exercise post-transfer purchase rights are made by more than one post-transfer purchase rights holder, the shares shall, to the greatest extent possible, be evenly distributed amongst the post-transfer purchase rights holders who have requested to exercise their post-transfer purchase right. Any remaining shares shall be distributed through the drawing of lots by a notary public.

If the share has been transferred through a sale, the price to be paid upon the exercise of post-transfer purchase rights shall equal the purchase price. Where the transferee and the person requesting a purchase pursuant to a post-transfer purchase right fail to agree upon the purchase, the person requesting the purchase may initiate proceedings within two months from the date on which the request was made to the board of directors. Such dispute shall be settled by arbitration. The post-transfer purchase price shall be paid within one month from the date on which the post-transfer purchase price was determined.

§ 14

If the company resolves to issue new class A and class B shares through a cash or set-off issue, owners of class A and class B shares shall enjoy pre-emption rights to subscribe for new shares of the same class pro rata to the number of shares owned by them prior thereto (primary pre-emption right). Shares which are not subscribed for pursuant to primary pre-emption right shall be offered to all shareholders (subsidiary pre-emption right). If the shares thus offered are not sufficient for subscription pursuant to the secondary pre-emption right, the shares shall be allocated between the subscribers pro rata to the number of shares previously held and, to the extent such allocation cannot be effected, by the drawing of lots.

If the company resolves to issue class A or class B shares through a cash or set-off issue, all shareholders shall, irrespective of whether their shares are of class A or class B, enjoy pre-emption rights to subscribe for new shares pro rata to the number of shares owned by them prior thereto.

If the company resolves to issue warrants or convertible debentures, through a cash or set-off issue, shareholders shall, with respect to warrants, enjoy pre-emption rights to subscribe for warrants as if the issue would concern the shares which may be newly subscribed for on the basis of the warrants and, with respect to convertible debentures, enjoy pre-emption rights to subscribe for convertible debentures as if the issue would concern the shares for which the convertible debentures may be exchanged.

The above shall not limit the right to resolve upon a cash issue or set-off issue with a deviation from the shareholders' pre-emption rights.

In the event of a bonus issue, new shares of each class shall be issued pro rata to the number of shares of each class outstanding prior thereto. In this connection, existing shares of a certain class shall entitle the owner to subscribe for new shares of the same class. This shall not restrict the possibility of issuing new shares of a new class by means of a bonus issue, following the required amendment to the articles of association.

§ 15

The board of directors may collect proxies at the company's expense in accordance with the procedure stated in chapter 7 section 4 second paragraph of the Swedish Companies Act.

Adopted at the Annual General Meeting 5 May 2011.

Legal considerations and supplementary information

GROUP STRUCTURE

All of the companies shown in the table below are, directly or indirectly, fully owned subsidiaries to Elanders.

Company	Country
d o m Deutsche Online Medien GmbH	Germany
myphotobook GmbH	Germany
Elanders Anymedia AB	Sweden
Elanders (Beijing) Printing Company Ltd	China
Elanders (Beijing) Digital Development Ltd	China
Elanders do Brasil Ltda	Brazil
Elanders Reprodução de Imagens Ltda	Brazil
Elanders GmbH	Germany
Elanders International AB	Sweden
Mentor Media Ltd	Singapore
Mentor Internet Solution Pte Ltd	Singapore
Mentor Infotech Pte Ltd	Singapore
Mentor Media Printing Pte Ltd	Singapore
Mentor Media (Shenzhen) Co., Ltd	China
Mentor Media Logistics (Shenzhen) Co., Ltd	China
Shanghai Mentor Media Printing Co., Ltd	China
Shanghai Mentor Media Co., Ltd	China
Mentor Media (Xiamen) Co., Ltd	China
Mentor Media (Kunshan) Co., Ltd	China
Mentor Media (Songjiang) Co., Ltd	China
Mentor Media (Suzhou) Co., Ltd	China
Mentor Media (Chongqing) Co., Ltd	China
Tristellar Graphic Sdn. Bhd.	Malaysia
Mentor Printing and Logistics Private Limited	India
Mentor Media Czech s.r.o.	Czech Republic
Mentor Media (USA) Supply Chain Management Inc	USA
Mentor Media Juarez S.A. de C.V.	Mexico
Mentor Media CBZ (Chongqing) Co., Ltd	China
Chengdu Mentor Media Co., Ltd	China
Mentor Media Japan Godogaisha	Japan
Elanders Printpack GmbH & Co. KG	Germany
Elanders Hungary Kft	Hungary
Elanders Infologistics AB	Sweden
Elanders Sverige AB	Sweden
Falköping Karlavagnen 6 AB	Sweden

Company	Country
Elanders NRS AB	Sweden
Elanders FoH AB	Sweden
Elanders Italy S.r.l.	Italy
Elanders Ltd	United Kingdom
McNaughtan's Printers Ltd	United Kingdom
Elanders Polska Sp. z o.o.	Poland
Elanders Taiwan Co. Ltd	Taiwan
ElandersUSA Inc.	USA
Elanders UK Ltd	United Kingdom
fotokasten GmbH	Germany
Midland Information Resources Company	USA
Midland Press Corporation	USA
Midland Digital Color, Inc.	USA

SIGNIFICANT AGREEMENTS

Supplier agreements

Elanders' largest suppliers are active in the fields of paper, transport, printing plates and printing machines (printing presses, printers and peripherals) and subcontractors in such areas as bindery services. Elanders has framework agreements at Group level with Stora Enso, Papyrus and Holmen Paper for paper supplies. The Company has transport agreements with PostNord in Sweden. Elanders has also concluded Payer-use agreements, meaning agreements in which payment is based on the number of printed sheets, with HP, Fuji, Kodak and Océ for supplies of digital printing presses, peripherals and printing plates. Similar agreements also exist for the offset printing machines leased from Heidelberg.

Mentor Media does not have any supplier agreements which are of essential importance to its operations. Purchase of electrical components is mostly done from suppliers which are chosen and approved by the customers.

Customer agreements

Elanders has several major customers with whom the Company has signed agreements for the supply of products and services and with whom the Company has close and long-term relationships. These customers include global companies in the automotive industry, consumer electronics, home appliances, teaching material and other industry and retail sectors.

The majority of Elanders' agreements with customers lack volume commitments from the customer. These agreements are typically based on various types of blanket agreements. For small-scale assignments, the parties normally apply standard agreements drawn up and adapted for the relevant services, such as ALG 10 for graphic services and standard agreements from IT & Telekomföretagen (the membership organization for companies operating in the IT and telecom sector).

Since a major share of Mentor Media's sales derives from sales of goods and services to two major, global enterprises in the PC industry, Mentor Media has concluded several agreements with various companies in each group of companies. The relevant agreements have not been terminated or subject to renegotiation in connection with Elanders' acquisition of Mentor Media.

PERMITS

In accordance with that set out below under the "Environment" heading, Elanders' business operations, in some cases, require licenses for conducting environmentally hazardous activities. Elanders' business operations in China also require special licenses for their environmental impact and activities in general.

ENVIRONMENT

In some cases, printing companies conduct environmentally hazardous activities. Several of Elanders' subsidiaries are subject to licensing or reporting requirements under the environmental legislation of each country, partly due to the use of solvents. Elanders' business operations mainly give rise to direct environmental impact through noise levels and solvent emissions to air, but also through a small amount of emissions to water. In the Swedish business operations, activities subject to reporting requirements are conducted in Falköping while licensable activities are conducted in Mölnlycke. Outside Sweden, Elanders conducts licensable activities, to varying degrees, in the United Kingdom, Poland, Hungary, China, Germany and the USA.

In connection with the sale of Elanders Tryckeri AB in February 2007, the Company has agreed to reimburse Elanders Tryckeri for any costs arising from soil contamination. The background is that the Environmental Administration in Gothenburg ordered Elanders Tryckeri to take remedial action on the Kallebäck 2:3 property in Gothenburg, where Elanders previously conducted activities. Soil contamination occurred prior to 1970 due to sewer leakage and is mainly caused by the presence of heavy metals such as zinc, chrome and copper. Elanders appealed the Environmental Administration's decision to the County Administrative Board which rejected the appeal, whereby Elanders appealed the County Administrative Board's decision to the Environmental Court in Vänersborg which, on formal grounds, referred the case back to the Environmental Administration in Gothenburg for further handling. The Environmental Authority in Gothenburg has ruled that the contamination, in view of the location, does not pose a serious health or environmental risk. An investigation of the costs entailed by various remedial measures has

been conducted and discussions are currently being held with the property owner concerning further handling of the case. Based on prevailing responsibilities and the limited extent of the contamination, Elanders does not consider this matter a significant financial risk for the Company.

PROPERTIES

Elanders conducts most of its business operations in leased premises, but owns the properties in which operations are conducted in Falköping (Sweden), Płońsk (Poland) and Zalaövő (Hungary). The leases have varying durations and, in Elanders' assessment, reflect market conditions.

VAT-RELATED ISSUES

In February 2010, the European Court of Justice issued a ruling on the *Graphic Procédé* case and accordingly, in July 2010, the Swedish Tax Agency announced a Swedish position. The EU ruling and the Swedish Tax Agency's position are particularly significant for determining whether the activities of printing companies are to be classified as the supply of goods (i.e. printed matter) or the supply of services. In Sweden, the distinction holds particular significance for the application of VAT for printed matter, which is 6 percent.

In view of the above, Elanders submitted claims to the Swedish Tax Agency between 2010 and 2013 for VAT refunds for the years from 2004 until 2007. During 2011–2013, the Swedish Tax Agency issued decisions on consequential changes for several of Elanders' customers, whereupon these customers lodged claims against Elanders. However, Elanders considered the Swedish Tax Agency's decisions to be incorrect, as also confirmed by several rulings by Administrative Courts of Appeal in Stockholm, Gothenburg and Jönköping. The Swedish Tax Agency appealed some of these rulings, and lodged an application for judicial review in the Supreme Administrative Court. Leave to appeal was granted and a judgment was announced in February 2014. The Supreme Administrative Court thereby ruled, in all material aspects, in accordance with the Swedish Tax Agency's claims. The actual consequences of the ruling of the Supreme Administrative Court cannot be evaluated until the matter of the claims that some of Elanders' customers have lodged against Elanders is resolved. A ruling in one of those matters is expected from Svea Court of Appeal during 2014. Although the negative outcome for Elanders is not expected to have any material impact on Elanders' earnings or financial position, there is no guarantee that Elanders' assessment in this regard is correct since the exact consequences are difficult to predict on the date of this Prospectus.

The Swedish Tax Agency also announced its position in July 2011 regarding income taxation for printing companies that claim refunds for output VAT. The Swedish Tax Agency's view is that printing companies that have claimed refunds for output VAT are to recognize this income as earnings in the year in which the claim was lodged with the Swedish Tax Agency and not, as was applied by Elanders, in the year in which the refund was paid or in which the income could be reliably measured. As a result, the Swedish Tax Agency has raised Elanders' taxable income for the 2010 fiscal year by SEK 70 million. Elanders considers its own view correct and has contested the higher tax rate. The total exposure amounts

to some SEK 16 million, since only parts of the refund can be offset against Elanders' tax loss carryforwards. The deferment period for payment of these SEK 16 million ended in the first quarter of 2013, whereupon they were paid. The case was heard in the Administrative Court of Appeal in Gothenburg in February 2014, but a judgment has yet to be announced.

DISPUTES

Due to the above-mentioned issues regarding VAT for printed matter and the Swedish Tax Agency's decisions on consequential changes for several of Elanders' customers, these customers subsequently lodged claims against Elanders. Although the legal situation regarding these claims is currently uncertain, no legal action has been taken. However, these claims are not expected to have any significant effects on Elanders' financial position or profitability.

Except for those matters described above, Elanders has not, during the past 12 months, been party to any legal or arbitration proceedings (including pending cases or those that Elanders is aware may arise) or matters that have recently or could in future have significant effects on the financial position or profitability of the Company or the Elanders Group.

ACQUISITION OF MENTOR MEDIA

In early January 2014, Elanders International AB, an indirectly wholly owned subsidiary of Elanders AB (publ), concluded a share-transfer agreement with MM Holdings Limited regarding the acquisition of all of the shares in Mentor Media. The seller, MM Holdings Limited, is a holding company and is wholly owned by funds managed by Navis Capital Partners Limited, a private equity firm based in Kuala Lumpur, Malaysia. The purchase consideration was about USD 48 million on a debt free basis, corresponding to about SEK 312 million.

As the shares in Mentor Media were transferred to Elanders, a certain portion of the purchase consideration was thereby deposited with an escrow agent, jointly designated by the parties, as security for the due fulfilment of some of the warranties provided by the seller.

The share-transfer agreement contains no specific warranties or commitments from Elanders. However, the seller has provided customary warranties regarding, inter alia, the ownership of Mentor Media, that Mentor Media is not subject to bankruptcy, liquidation or similar proceedings, that Mentor Media is the holder of all relevant intellectual property rights, that no material agreements or business relationships have been, or are about to be, terminated, that no environmental disputes are at hand, that no key employees have resigned from the company and that the Company's other activities are conducted in accordance with previous practices. The seller's liability for any breach of warranty is limited, with certain exceptions, by that which was served upon Elanders in connection with the acquisition. The seller's warranty liability is also subject to customary limitations on amount and time.

The portion of the purchase consideration that was deposited with a jointly designated escrow agent pertains primarily to claims from Elanders against the seller that may arise due to any resignations or claims in accordance with any of Mentor Media's key customer agreements. In addition to the amount thus deposited, the funds that indirectly owned Mentor Media have also issued certain warranties for the com-

compensation of Elanders should any such resignations or claims arise. Since the acquisition, one of the warranties mentioned above has arisen as one of Mentor Medias' customers has lodged a claim against the Company. The remuneration that thus has been paid to the sellers has been transferred to the above-mentioned escrow agent. The purchase-sum for Mentor Media will therefore be reduced with about SEK 27 million. The customer's claim in question was lodged already as the acquisition was made, and was thus part of the agreement between Elanders and the sellers of Mentor Media.

On the date of this Prospectus, Elanders has not lodged any additional claims for compensation arising from any of the warranties provided in the share-transfer agreement. Nor is Elanders aware, on the date of this Prospectus, of any circumstance or state of affairs that could lead to such a claim.

RELATED-PARTY TRANSACTIONS

Transactions between companies within the Elander Group are conducted on normal commercial terms and at market prices. In 2013, intra-Group sales of goods and services amounted to SEK 416 million (SEK 352 million in 2012).

In the past three fiscal years, no sales of goods and services have taken place, either directly or indirectly, to Elanders' related parties.

In the past three fiscal years, annual purchases from Carl Bennet AB have amounted to some SEK 0.5 million. The transactions primarily pertain to expenses for Carl Bennet in his role as Chairman of the Board of Elanders. At 31 December 2013, liabilities to Carl Bennet AB totaled SEK 0.2 million. In addition, one of the Board members, Erik Gabrielson, is a partner of Advokatfirman Vinge, which has received an annual amount of SEK 3.7 million for legal consultation during 2013 and 2012.

A related party to Peter Sommer, a member of Elanders' Group Management and the CEO of Elanders GmbH, owns parts of a property in which Elanders GmbH conducts most of its business operations. In 2013, Elanders GmbH paid rent amounting to SEK 11.1 million (SEK 7.5 million in 2012) for this property. The rent is considered competitive.

INSURANCE

Elanders has customary commercial insurance including global liability insurance covering general liability, product liability, pure economic loss arising from contractual relations and business interruption loss as well as limited protection against environmental damage. The Company also provides Board members and senior executives with liability insurance. The insurance coverage is subject to continuous review. The Board considers the commercial insurance well-adapted to the current scope of the operations.

INTELLECTUAL PROPERTY RIGHTS

Elanders develops and owns the copyright to software products WebBase, M3 and AutoDoc, which also include some third-party software. Elanders' customers can either sign license agreements for installation of the software on-site, or

sign a service agreement and use the software's features via Internet access. Elanders also provides the e-commerce solution WOLF, which is based on third-party software, and customizes the features according to customer requirements.

SUBSCRIPTION UNDERTAKING AND ISSUE GUARANTEE

On 27 March 2014, Elanders entered into an agreement with the Company's largest shareholder, Carl Bennet AB, regarding a subscription undertaking and issue guarantee in connection with the Offer. Carl Bennet AB has thus undertaken to subscribe for his pre-emptive rights portion of the Offer, representing about 62 percent of the total number of shares comprised by the Offer, corresponding to approximately SEK 78 million. Carl Bennet AB has also undertaken to subscribe for any additional shares in the Offer that are not subscribed for by other parties. The Offer is therefore fully guaranteed.

The Board of Elanders deems that Carl Bennet AB' creditworthiness is sound and that the company will be able to meet its commitments as outlined above. However, the commitments are not secured by pledges, frozen funds or any similar arrangement.

For the portion of Carl Bennet AB's undertaking regarding subscription in addition to Carl Bennet AB's pre-emptive rights in the Offer, Carl Bennet AB will receive guarantee commission of 1 percent of the guaranteed amount, representing about SEK 470,000.

Carl Bennet AB's address is Box 7171, SE-402 33 Gothenburg, Sweden.

DOCUMENTS AVAILABLE FOR REVIEW

Elanders' Articles of Association and all financial information that in any part is included, or referred to, in this Prospectus is available from Elanders during the validity period of this Prospectus. Information about Elanders is also available on the Company's website www.elanders.com.

INCORPORATION BY REFERENCE

Elanders' financial statements and auditors' reports for the 2013, 2012 and 2011 fiscal years and interim reports for the first quarters of 2014 and 2013 form part of this Prospectus and should be read as a part hereof. The financial statements and the auditors' reports are included in the annual reports for each respective year. Reference is made to pages 81 – 122 in the annual report for 2013, pages 83 – 118 in the annual report for 2012 and pages 79 – 114 in the annual report for 2011. The financial statements for the 2013, 2012 and 2011 fiscal years have been reviewed by the Company's auditors and the auditors' reports are included in the annual reports. The interim reports for the first quarters of 2014 and 2013 have not been reviewed by the Company's auditors. The annual reports and interim reports are available on Elanders' website, www.elanders.com, and can be obtained from the Company free of charge during the validity period of this Prospectus.

Tax issues in Sweden

Below is a summary of certain Swedish tax issues related to the Offer for private individuals and limited liability companies that are residents of Sweden for tax purposes (unless otherwise stated) and that hold Class B shares or Class B subscription rights in Elanders. The summary is based on current legislation and is intended to provide general information only regarding the Class B shares and the Class B subscription rights for the period during which the Class B shares and the Class B subscription rights, respectively, are traded on NASDAQ OMX Stockholm.

The summary does not cover:

- Class A shares and Class A subscription rights and Class A BTAs in Elanders;
- situations where securities are held as current assets in business operations;
- situations where securities are held by a limited partnership or a partnership;
- situations where securities are held in an investment savings account (Sw. investeringssparkonto);
- the special rules regarding tax-free capital gains (including non-deductible capital losses) and dividends that may be applicable when the investor holds shares or subscription rights in Elanders that are deemed to be held for business purposes (for tax purposes);
- the special rules that in certain cases may be applicable to shares or subscription rights in companies which are or have been so-called close companies or to shares or subscription rights acquired by means of such shares or subscription rights;
- the special rules that may be applicable to private individuals who make or reverse a so called investor deduction (Sw. investeraravdrag);
- foreign companies conducting business through a permanent establishment in Sweden; or
- foreign companies that have been Swedish companies.

Further, special tax rules apply to certain categories of companies. The tax consequences for each individual security holder depend to some extent on the holder's particular circumstances. Each shareholder and holder of subscription rights is advised to consult an independent tax advisor as to the tax consequences relating to the holder's particular circumstances that could arise from the Offer, including the applicability and effect of foreign tax legislation (including regulations) and provisions in tax treaties for the avoidance of double taxation.

GENERAL INFORMATION

Private individuals

For private individuals resident in Sweden for tax purposes, capital income such as interest income, dividends and capital gains is taxed in the capital income category. The tax rate in the capital income category is 30 per cent.

The capital gain or the capital loss is computed as the difference between the consideration, less selling expenses, and the acquisition value. The acquisition value for all shares of the same class and type shall be added together and computed collectively in accordance with the so-called average method (Sw. genomsnittsmetoden). In this context, it should be noted that BTAs are not regarded as being of the same class and type as the existing shares in Elanders until the resolution concerning the new issue has been registered with the Swedish Companies Registration Office. As an alternative, the so-called standard method (Sw. schablonmetoden) may be used at the disposal of listed shares. This method means that the acquisition value may be determined as 20 per cent of the consideration less selling expenses.

Capital losses on listed shares and other listed securities taxed as shares (such as subscription rights and BTAs) may be fully offset against taxable capital gains the same year on shares, as well as on listed securities taxed as shares (however not mutual funds, Sw. värdepappersfonder, or hedge funds, Sw. specialfonder, containing Swedish receivables only, Sw. räntefonder). Capital losses not absorbed by these set-off rules are deductible at 70 per cent in the capital income category.

Should a net loss arise in the capital income category, a reduction is granted of the tax on income from employment and business operations, as well as national and municipal property tax. This tax reduction is 30 per cent of the net loss that does not exceed SEK 100,000 and 21 per cent of any remaining net loss. A net loss cannot be carried forward to future tax years.

For private individuals resident in Sweden for tax purposes, a preliminary tax of 30 per cent is withheld on dividends. The preliminary tax is normally withheld by Euroclear or, in respect of nominee-registered shares, by the nominee.

Limited liability companies

For limited liability companies (Sw. aktiebolag) all income, including taxable capital gains and dividends, is taxed as income from business operations at a rate of 22 per cent.¹ Capital gains and capital losses are calculated in the same way as described for private individuals above.

Deductible capital losses on shares and other securities taxed as shares may only be offset against taxable capital gains on shares and other securities taxed as shares. A net capital loss on shares and other securities taxed as shares that cannot be utilized during the year of the loss, may be carried forward (by the limited liability company that has suffered the loss) and offset taxable capital gains on shares and other securities taxed as shares in future years, without any limitation in time. If a capital loss cannot be deducted by the company that has suffered the loss, it may be deducted from another legal entity's taxable capital gains on shares and other securities taxed as shares, provided that the companies are entitled to tax consolidation (through so-called group contributions) and both companies request this for a tax year having the same filing date for each company (or, if one of the companies' accounting liability ceases, would have had the same filing date). Special tax rules may apply to certain categories of companies or certain legal persons, e.g. investment companies.

EXERCISE OF RECEIVED SUBSCRIPTION RIGHTS

If shareholders in Elanders exercise their received subscription rights to acquire new shares, no tax is levied.

SALE OF RECEIVED SUBSCRIPTION RIGHTS

Shareholders that do not wish to make use of their pre-emption right to participate in the Offer can sell their subscription rights. At the disposal of subscription rights the taxable capital gain shall be calculated. Subscription rights deriving from the holding of shares in Elanders are deemed to be acquired for SEK 0. The standard method may not be used to determine the acquisition value in this situation. The entire consideration less selling expenses is thus liable to taxation. The acquisition value of the original shares is not affected. A subscription right that is not exercised or sold and therefore expires is deemed to be disposed of for SEK 0. Since subscription rights received in the aforementioned manner, are deemed to be acquired for SEK 0, neither a capital gain nor a capital loss will arise.

ACQUIRED SUBSCRIPTION RIGHTS

The amount payable by anyone buying or similarly acquiring subscription rights in Elanders constitutes the acquisition value of the same. No tax is levied if these subscription rights are exercised to subscribe for shares. The acquisition value of the subscription rights shall be included when calculating the acquisition value of the shares. If the subscription rights on the other hand are sold, capital gains taxation is triggered. The acquisition value for subscription rights is calculated in accordance with the average method. The standard method may be used for listed subscription rights acquired in the aforementioned manner. If the subscription right is not exercised or sold and therefore expires, the subscription right is deemed to be disposed of for SEK 0.

SHAREHOLDERS AND HOLDERS OF SUBSCRIPTION RIGHTS NOT RESIDENT IN SWEDEN FOR TAX PURPOSES

For shareholders not resident in Sweden for tax purposes that receive dividends on shares in a Swedish limited liability company, Swedish withholding tax is normally withheld. The same withholding tax applies to certain other payments made by a Swedish limited liability company for example payments as a result of redemption of shares and repurchase of shares through an offer directed to all shareholders or all holders of shares of a certain class and liquidation of the company. The tax rate is 30 per cent. The tax rate is, however, generally reduced through tax treaties for the avoidance of double taxation. In Sweden, withholding tax deductions are normally carried out by Euroclear or, in respect of nominee-registered shares, by the nominee.

Shareholders and holders of subscription rights not resident in Sweden for tax purposes which are not conducting business through a permanent establishment in Sweden are normally not liable for capital gains taxation in Sweden upon disposals of shares or subscription rights. Shareholders and holders of subscription rights, respectively, may however be subject to taxation in their state of residence.

According to a special rule, private individuals not resident in Sweden for tax purposes are, however, subject to Swedish capital gains taxation upon disposals of shares and subscription rights in Elanders, if they have been residents of Sweden or have had a habitual abode in Sweden at any time during the calendar year of disposal or the ten calendar years preceding the year of disposal. In a number of cases though, the applicability of this rule is limited by the applicable tax treaty for the avoidance of double taxation.

¹⁾ As from 1 January 2013 the tax rate has been reduced from 26.3 percent to 22 percent. The lower tax rate applies to tax years commencing after 31 December 2012.

Quarterly report for the first quarter of 2014



CONTENTS

3	Bulletpoints
4	Comments by the CEO
4	Three year overview
5	Group
6	Parent company
7	Other information
8	Consolidated financial statements
15	Parent company's financial statements
17	Quarterly data
18	Five year overview
19	Economic definitions & specific terms
20	Elanders' offer & product areas

*This document is a translation of the Swedish original.
In the event of any discrepancies between this transla-
tion and the Swedish original, the latter shall prevail.*

CONTACT INFORMATION

Further information can be found on Elanders' website www.elanders.com or requested via e-mail info@elanders.com.

Questions concerning this report can be addressed to:

Magnus Nilsson
President and CEO
Phone: +46 31 750 07 50

Andreas Wikner
Chief Financial Officer
Phone: +46 31 750 07 50

Elanders AB (publ)
(Company ID 556008-1621)
P.O. Box 137
SE-435 23 Mölnlycke, Sweden
Phone: +46 31 750 00 00

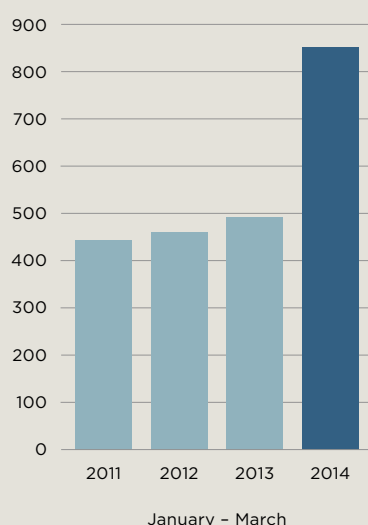
2 | ELANDERS Q1 2014

BULLETPPOINTS

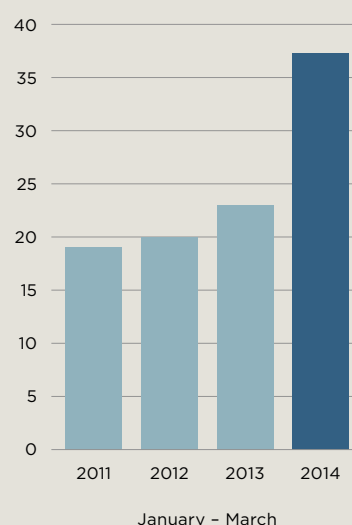
The first quarter

- Net sales increased by 72% to MSEK 850 (493).
- The operating result increased to MSEK 37 (23), which is an improvement of 61% over the same period last year.
- The result before tax increased to MSEK 28 (16), which is an improvement of 75%.
- The net result amounted to MSEK 16 (10) or SEK 0.71 (0.46) per share.
- Operating cash flow was MSEK -273 (-30), of which acquisitions were MSEK -254 (-20).
- In January 2014 Elanders acquired Mentor Media Ltd, a supply chain company with a strong foothold in Asia. The acquisition will increase Elanders' annual net sales to around 3.5 billion Swedish kronor and the number of employees will rise from some 1,900 to 3,400.
- The previously announced and guaranteed new issue with preference for existing shareholders of some MSEK 125, which is part of the financing of the acquisition of Mentor Media, will be proposed today to the Annual General Meeting for a decision. The Board has proposed that the issue price be SEK 33 per share and that six existing shares give the right to subscribe to one new share.
- A considerable improvement in profit compared to 2013 continues to be forecasted for 2014.

■ NET SALES, MSEK



■ OPERATING RESULT EXCLUDING ONE OFF ITEMS, MSEK



Comments by the CEO

Elanders has had a good start of the year. Our new product area, Supply Chain Solutions, which the newly acquired Mentor Media, lived up and exceeded our expectations during the first quarter. This resulted in a significant rise in revenue and higher profits. The acquisition of Mentor Media has also provided Elanders with a secure foothold in Asia. During the period sales in Asia were 43 (8)% of Elanders' total sales. Corresponding sales in Europe and the Americas were 45 (78)% respectively 11 (14)%. In other words, Elanders' sales have shifted substantially from Europe to Asia, i.e. from a region riddled by low growth to a region characterized by high growth.

We have continued to consolidate our European production units in the product area Print & Packaging Solutions. Production in Sweden, Germany, Hungary and Poland all came under the same management during the quarter. This allows us to better utilize existing production capacity and take advantage of

further production and distribution synergies on a market that continues to suffer from overcapacity and price press. At the same time this reduces our total investment needs in the product area.

Our coordination in e-Commerce Solutions of fotokasten and myphotobook has progressed according to plan and we expect to be able to begin moving over myphotobook production volumes during the second quarter. Production has previously been performed by an external partner but taking it over ourselves is expected to further improve margins in this product area.



Magnus Nilsson
President and Chief Executive Officer

■ THREE YEAR OVERVIEW

MSEK	First quarter		
	2014	2013	2012
Net sales	850	493	460
Operating expenses	-813	-470	-440
Operating result	37	23	20
Net financial items	-9	-7	-6
Result after financial items	28	16	14

MSEK	Full year		
	2013	2012	2011
Net sales	2,096	1,924	1,839
Operating expenses	-1,965	-1,805	-1,729
Operating result	131	119	110
Net financial items	-29	-25	-30
Result after financial items	102	93	80

Group

OUR BUSINESS

The Elanders Group offers global solutions in the product areas Supply Chain, Print & Packaging and e-Commerce. Elanders Group is acting as a strategic partner for its customers in their work to optimize and develop the processes critical to their business. Elanders AB's shares are listed on NASDAQ OMX Stockholm, Small Cap.

From 2014 Elanders Group has three product areas with a number of strong brands;

Supply Chain Solutions

Mentor Media, Elanders Group's brand in global Supply Chain Management, is one of the leading companies in the world in this field. The company takes responsibility for and optimizes their customers' material and information flows, everything from sourcing and procurement combined with warehousing to after sales service.

Print & Packaging Solutions

Elanders, the Group's brand in Print & Packaging, through its innovative force and global presence offers cost-effective solutions that can handle customer's local and global needs for printed material and packaging.

e-Commerce Solutions

fotokasten, myphotobook and d|o|m are the Group's brands in e-Commerce. Through the technical solutions for e-Commerce provided by d|o|m, fotokasten and myphotobook offer a broad range of photo products, primarily to consumers.

NET SALES AND RESULT

Consolidated net sales increased by MSEK 357 to MSEK 850 (493), i.e. 72% during the period compared to the same period last year. The newly acquired Media Mentor and myphotobook are almost solely responsible for the increase in revenue. Excluding acquisitions, i.e. Media Mentor and myphotobook, and using constant exchange rates no organic growth occurred during the first quarter.

The operating result increased to MSEK 37 (23), corresponding to an operating margin of 4.4 (4.6)%. The improved result is entirely due to Mentor Media.

Mentor Media Ltd. was acquired at the beginning

of the quarter and consolidated as of 1 January 2014. Mentor Media is a supply chain company with a strong foothold in Asia and one of the leading companies in the world in global Supply Chain Management. The acquisition will increase Elanders' annual net sales to around 3.5 billion Swedish kronor and the number of employees will grow from some 1,900 to 3,400. The acquisition is expected to contribute to a considerable rise in profit already in 2014. The purchase was around MSEK 312 on a cash and debt-free basis. A guarantee from the sellers amounting to MSEK 27, secured by restricted cash, has been actualized after the acquisition. As part of the financing of the acquisition Elanders' Board intends to propose a new issue with preference for existing shareholders of some MSEK 125 to the Annual General Meeting today for a decision. The entire new issue is guaranteed by Carl Bennet AB and is expected to be completed by the beginning of June 2014.

From 2010 to 2013 Elanders submitted claims for VAT refunds to the Swedish Tax Agency pertaining to 2004–2007. In the years 2011–2013 the Swedish Tax Agency made consequential amendments regarding many of Elanders' customers who have then demanded compensation from Elanders. It is Elanders' position that the Swedish Tax Agency cannot make consequential amendments. Several judgments from the Court of Appeals in Stockholm, Gothenburg and Jönköping have supported Elanders' position. The Swedish Tax Agency has now appealed some of the decisions and sought reconsideration by the Supreme Administrative Court. The verdict was announced in February 2014 and was in favor of the Tax Agency. This verdict is not expected to have any significant effect on either Elanders' result or financial position. There is also a case in the Court of Appeals where a customer is claiming back VAT from the printing company which also may have an effect on the issue. A verdict from the Court of Appeals is expected within three to six months.

On 7 July 2011 the Swedish Tax Agency presented its position regarding income tax for graphic companies that have claimed a refund of outgoing VAT. The Swedish Tax Agency's position is that the graphic companies that have made a claim for the refund of outgoing VAT must recognize this revenue in the year the claim is made to the Swedish Tax Agency and not, as Elanders has applied, the year the refund has been

GROUP & PARENT COMPANY

paid or at least when payment can be reliably expected. As a result the Swedish Tax Agency has raised Elanders' taxable income for the fiscal year of 2010 by MSEK 70. Elanders is in the opinion that Elanders is right in this matter and has contested this decision. Our total exposure is around MSEK 16, since we can only set off some of the refund against the loss carry-forwards Elanders has. During the first quarter of 2013 the period of respite for these MSEK 16 ended and a payment for this amount was made. This did not have any effect on Group result since it is recompensed by an increase in loss carry-forwards. However, it did have a negative effect on Elanders' cash flow and net debt for the period. The Court of Appeals is expected to make a decision in the case in the second quarter of 2014.

PERSONNEL

The average number of employees during the period was 3,348 (1,809), of which 347 (404) were in Sweden. At the end of the period the Group had 3,372 (1,843) employees, of which 338 were in Sweden.

Parent company

The parent company has provided joint Group services during the period. The average number of employees during the period was 7 (8) and at the end of the period 7 (8).

INVESTMENTS AND DEPRECIATION

Investments for the period totaled MSEK 270 (34), of which MSEK 254 (20) were acquisitions. Depreciation for the period was MSEK 29 (25).

FINANCIAL POSITION, CASH FLOW, EQUITY RATIO AND FINANCING

Net debt on 31 March 2014 amounted to MSEK 1,107 (745). The increase since last year is a result of the purchase prices for the acquisition of Mentor Media and myphotobook, which were financed by external credits. Operating cash flow in the period was MSEK -273 (-30), of which acquisitions were MSEK -254 (-20).

Other information

ELANDERS' VISION

Elanders' vision is to be one of the leading companies in the world in global solutions for supply chain, print & packaging and e-commerce. By leading we do not necessarily mean largest. We mean the company that best meets the customers' requirements on effectiveness and delivery capability.

Elanders' strategies to fulfill our vision and support our business concept are:

- Develop local customers with global needs into global customers.
- Optimize use of the Group's global production and delivery capacity.
- Create uniform and automated processes in the Group.
- Develop products for future needs that can be used in our current business.
- Broaden our customer base and product offer to lower sensitivity to fluctuations in the business cycle.

RISKS AND UNCERTAINTIES

Elanders divides risks into circumstantial risks (the future of printed matter and business cycle sensitivity), financial risks (currency, interest, financing and credit risks) as well as business risks (customer concentration, operational risks, risks in operating expenses as well as contracts and disputes). These risks, together with a sensitivity analysis, are described in detail in the Annual Report 2013. Circumstances in the world around us since the Annual Report was published are not believed to have caused any significant risks or influenced the way in which the Group works with these compared to the description in the Annual Report 2013.

SEASONAL VARIATIONS

The Group's net sales, and thereby income, are affected by seasonal variations. Elanders normally has a strong fourth quarter.

EVENTS AFTER THE BALANCE SHEET DATE

No significant events have taken place after the balance sheet date up to the date of this report was signed.

FORECAST

A significant improvement in profit compared to 2013 is forecasted for 2014.

REVIEW AND ACCOUNTING PRINCIPLES

The quarterly report for the Group has been prepared in accordance with the Annual Accounts Act and IAS 34 Interim Financial Reporting and for the parent company in accordance with the Annual Accounts Act. The company auditors have not reviewed this report.

The same accounting principles and calculation methods as those in the last Annual Report have been used.

FUTURE REPORTS FROM ELANDERS

Q2 2014	17 July 2014
Q3 2014	22 October 2014
Q4 2014	27 January 2015

CONSOLIDATED FINANCIAL STATEMENTS

■ INCOME STATEMENTS

MSEK	First quarter	
	2014	2013
Net sales	850.5	493.4
Cost of products and services sold	-665.5	-383.4
Gross profit	184.9	110.0
Sales and administrative expenses	-157.8	-91.2
Other operating income	10.3	5.7
Other operating expenses	-	-1.9
Operating result	37.4	22.6
Net financial items	-9.3	-6.9
Result after financial items	28.1	15.7
Income tax	-11.8	-5.2
Result for the period	16.2	10.5
Result for the period attributable to:		
- parent company shareholders	16.2	10.5
<i>Earnings per share, SEK ^{1) 2)}</i>	<i>0.71</i>	<i>0.46</i>
<i>Average number of shares, in thousands</i>	<i>22,730</i>	<i>22,730</i>
<i>Outstanding shares at the end of the year, in thousands</i>	<i>22,730</i>	<i>22,730</i>
MSEK	Last 12 months	Full year 2013
Net sales	2,453.4	2,096.3
Cost of products and services sold	-1,873.5	-1,591.4
Gross profit	579.9	505.0
Sales and administrative expenses	-482.2	-415.6
Other operating income	54.9	50.3
Other operating expenses	-6.7	-8.7
Operating result	145.8	131.0
Net financial items	-31.9	-29.5
Result after financial items	113.9	101.5
Income tax	-38.2	-31.5
Result for the period	75.7	70.0
Result for the period attributable to:		
- parent company shareholders	75.7	70.0
<i>Earnings per share, SEK ^{1) 2)}</i>	<i>3.33</i>	<i>3.08</i>
<i>Average number of shares, in thousands</i>	<i>22,730</i>	<i>22,730</i>
<i>Outstanding shares at the end of the period, in thousand</i>	<i>22,730</i>	<i>22,730</i>

¹⁾ Earnings per share before and after dilution.

²⁾ Earnings per share calculated by dividing the result for the year by the average number of outstanding shares during the year.

■ STATEMENTS OF COMPREHENSIVE INCOME

MSEK	First quarter	
	2014	2013
Result for the period	16.2	10.5
Translation differences, net after tax	-6.9	-21.9
Cash flow hedges, net after tax	1.7	-0.1
Hedging of net investment abroad, net after tax	3.6	1.7
Total items that may be reclassified to profit or loss	-1.7	-20.3
Other comprehensive income, net after tax	-1.7	-20.3
Total comprehensive income for the year	14.5	-9.8
Total comprehensive income attributable to:		
- parent company shareholders	14.5	-9.8

MSEK	Last 12 months	Full year 2013
	Result for the period	75.7
Translation differences, net after tax	43.4	28.4
Cash flow hedges, net after tax	3.8	2.0
Hedging of net investment abroad, net after tax	-	-1.9
Total items that may be reclassified to profit or loss	47.2	28.5
Other comprehensive income, net after tax	47.2	28.5
Total comprehensive income for the year	122.8	98.5
Total comprehensive income attributable to:		
- parent company shareholders	122.8	98.5

CONSOLIDATED FINANCIAL STATEMENTS

■ STATEMENTS OF CASH FLOW

MSEK	First quarter	
	2014	2013
Result after financial items	28.1	15.7
Adjustments for items not included in cash flow	30.3	22.4
Paid tax	-23.7	-23.9
Changes in working capital	-71.0	-41.4
Cash flow from operating activities	-36.3	-27.3
Net investments in intangible and tangible assets	-16.5	-14.5
Acquisition of operations	-254.2	-19.9
Payments received regarding long-term holdings	0.5	0.9
Cash flow from investing activities	-270.1	-33.5
Changes in long- and short-term borrowing	365.4	5.4
Cash flow from financing activities	365.4	5.4
Cash flow for the period	59.0	-55.4
Liquid funds at the beginning of the year	215.3	168.0
Translation difference	-0.9	-1.3
Liquid funds at the end of the period	273.3	111.3
Net debt at the beginning of the period	738.9	688.3
Translation difference in net debt	1.9	-4.1
Net debt in acquired operations	-93.5	-6.8
Change in net debt	460.1	67.9
Net debt at the end of the period	1,107.4	745.3
Operating cash flow	-273.4	-29.9

■ STATEMENTS OF CASH FLOW (CONT.)

MSEK	Last 12 months	Full year 2013
Result after financial items	113.9	101.5
Adjustments for items not included in cash flow	88.5	80.6
Paid tax	-56.7	-56.9
Changes in working capital	-26.5	3.1
Cash flow from operating activities	119.2	128.3
Net investments in intangible and tangible assets	-68.3	-66.3
Acquisition of operations	-337.0	-102.7
Payments received regarding long-term holdings	4.4	4.8
Cash flow from investing activities	-400.8	-164.2
Changes in long- and short-term borrowing	450.8	90.8
Dividend to parent company share holders	-13.6	-13.6
Cash flow from financing activities	437.2	77.2
Cash flow for the year	155.5	41.3
Liquid funds at the beginning of the year	111.3	168.0
Translation difference	6.5	6.1
Liquid funds at the end of the year	273.3	215.3
Net debt at the beginning of the year	745.3	688.3
Translation difference in net debt	5.7	-0.3
Net debt in acquired operations	-104.4	-17.7
Change in net debt	460.7	68.5
Net debt at the end of the year	1,107.3	738.9
Operating cash flow	-204.7	50.5

CONSOLIDATED FINANCIAL STATEMENTS

■ STATEMENTS OF FINANCIAL POSITION

ASSETS

MSEK	31 Mar. 2014	31 Mar. 2013	31 Dec. 2013
Intangible assets	1,225.3	1,037.9	1,156.4
Tangible assets	397.7	337.0	350.4
Other fixed assets	169.4	155.6	165.0
Total fixed assets	1,792.4	1,530.5	1,671.7
Inventories	204.8	117.6	107.2
Accounts receivable	685.4	397.8	387.4
Other current assets	160.1	70.1	82.3
Cash and cash equivalents	273.3	111.3	215.3
Total current assets	1,323.6	696.7	792.2
Total assets	3,116.1	2,227.2	2,463.9

EQUITY AND LIABILITIES

MSEK	31 Mar. 2014	31 Mar. 2013	31 Dec. 2013
Equity	1,053.1	944.0	1,038.6
Liabilities			
Non-interest-bearing long-term liabilities	81.0	60.0	69.1
Interest-bearing long-term liabilities	864.3	45.2	432.4
Total long-term liabilities	945.3	105.2	501.5
Non-interest-bearing current liabilities	601.2	366.5	402.1
Interest-bearing current liabilities	516.5	811.6	521.8
Total current liabilities	1,117.7	1,178.0	923.9
Total equity and liabilities	3,116.1	2,227.2	2,463.9

■ STATEMENTS OF CHANGES IN EQUITY

MSEK	Equity attributable to parent company shareholders	Equity attributable to non-controlling interests	Total equity
Opening balance on 1 Jan. 2013	953.8	-	953.8
Dividend to parent company shareholders	-13.6	-	-13.6
Total comprehensive income for the year	98.5	-	98.5
Closing balance on 31 Dec. 2013	1,038.6	-	1,038.6
Opening balance on 1 Jan. 2013	953.8	-	953.8
Total comprehensive income for the period	-9.8	-	-9.8
Closing balance on 31 Mar. 2013	944.0	-	944.0
Opening balance on 1 Jan. 2014	1,038.6	-	1,038.6
Total comprehensive income for the period	14.5	-	14.5
Closing balance on 31 Mar. 2014	1,053.1	-	1,053.1

■ SEGMENT REPORTING

Group operations are reported as one reportable segment, since this is how the Group is governed. The units in each country or sometimes groups of countries are identified as operating segments. The operating segments have then been merged to create a single reportable segment, consisting of the entire Group, since the units have similar economic characteristics

and resemble each other regarding the nature of their products and services, production processes, customer types etc. The President has been identified as the highest executive decision-maker. Regarding the financial information for the reportable segment please see the consolidated income statements and the statements of financial position along with related notes.

■ FINANCIAL ASSETS AND LIABILITIES MEASURED AT FAIR VALUE

The financial instruments recognized at fair value in the Group's report on financial position are derivatives identified as hedging instruments. The derivatives consist of forward exchange contracts and interest rate swaps and are used for hedging purposes. Valuation at fair value of forward exchange contracts is based on published forward rates on an active market. Valuation at fair value of interest rate swaps is based on forward

interest rates derived from observable yield curves. All derivatives are therefore included in level 2 in the fair value hierarchy. Since all the financial instruments recognized at fair value are included in level 2 there have been no transfers between valuation levels. The table below presents fair value respective booked value per class of financial assets and liabilities, which are recorded gross.

MSEK	31 Mar. 2014	31 Mar. 2013	31 Dec. 2013
Other current assets - Derivative instruments in hedge accounting relationships	1.4	-	0.1
Non-interest-bearing current liabilities - Derivative instruments in hedge accounting relationships	2.0	5.4	2.2

The fair value of other financial assets and liabilities valued at their amortized purchase price is estimated to be equivalent to their book value.

CONSOLIDATED FINANCIAL STATEMENTS

■ NOTE TO THE CONSOLIDATED FINANCIAL STATEMENTS - ACQUISITION OF OPERATION IN 2014

SPECIFICATION OF ACQUISITIONS

Company	Acquisition date	Country	Number of employees
Mentor Media Ltd	January 2014	Singapore	1,550

In January Elanders acquired all the shares in the Singapore based supply chain company Mentor Media Ltd. Mentor Media is specialized in the provision of value added services to companies in the electronics and computer industry with special focus on product and component flows with extremely short lead times and comprehensive statistics reporting to customers. Its operations are built up around sophisticated IT solutions

and its range of services includes sourcing, procuring components, warehousing and logistics management, customized manufacturing, order management and fulfilment, distribution, reverse logistics and repair services and e-Commerce solutions. The purchase price is approximately MSEK 312 on a cash- and debt-free basis and will be financed through a combination of external debt and a new rights issue.

ASSETS AND LIABILITIES IN ACQUISITIONS

MSEK	Recorded values in acquired operations	Adjustments to fair value	Recorded value in the Group
Fixed assets	57.0	34.9	91.9
Inventory	88.9	-	88.9
Accounts receivable	264.9	-	264.9
Other current assets	28.3	-	28.3
Cash and cash equivalents	141.5	-	141.5
Accounts payable	-129.5	-	-129.5
Other non-interest bearing liabilities	-69.1	-10.7	-79.8
Interest bearing liabilities	-48.0	-	-48.0
Identifiable net assets	334.0	24.2	358.2
Goodwill			37.5
Total			395.7
Less:			
Cash and cash equivalents in acquisitions			141.5
Total deductible items			141.5
Negative effect on cash and cash equivalents for the Group			254.2

The total sum above includes compensation for net cash in acquired operation.

PARENT COMPANY'S FINANCIAL STATEMENTS

■ INCOME STATEMENTS

MSEK	First quarter	
	2014	2013
Net sales	-	-
Cost of products and services sold	-	-
Gross profit	-	-
Operating expenses	-7.3	-6.7
Operating result	-7.3	-6.7
Net financial items	10.7	14.5
Result after net financial items	3.4	7.8
Income tax	0.9	1.7
Result for the period	4.3	9.5

MSEK	Last 12 months	Full year 2013
	Net sales	-
Cost of products and services sold	-	-
Gross profit	-	-
Operating expenses	-31.8	-31.2
Operating result	-31.8	-31.2
Net financial items	100.0	103.8
Result after net financial items	68.2	72.6
Income tax	-7.0	-6.2
Result for the period	61.2	66.4

■ STATEMENTS OF COMPREHENSIVE INCOME

MSEK	First quarter	
	2014	2013
Result for the period	4.3	9.5
Other comprehensive income	0.4	0.7
Total comprehensive income for the period	4.7	10.2

MSEK	Last 12 months	Full year 2013
	Result for the period	61.2
Other comprehensive income	0.9	1.2
Total comprehensive income for the period	62.1	67.6

PARENT COMPANY'S FINANCIAL STATEMENTS

■ BALANCE SHEETS

MSEK	31 Mar. 2014	31 Mar. 2013	31 Dec. 2013
ASSETS			
Fixed assets	1,927.1	1,437.0	1,444.6
Current assets	217.5	148.5	271.4
Total assets	2,144.6	1,585.5	1,716.0
EQUITY, PROVISIONS AND LIABILITIES			
Equity	840.8	792.3	836.1
Provisions	2.9	6.4	2.9
Long-term liabilities	789.8	70.7	357.1
Current liabilities	511.1	716.1	519.8
Total equity and liabilities	2,144.6	1,585.5	1,716.0

■ STATEMENTS OF CHANGES IN EQUITY

MSEK	Share capital	Statutory reserve	Retained earnings and result for the period	Total equity
Opening balance on 1 Jan. 2013	227.3	332.4	222.4	782.1
Dividend to parent company shareholders	-	-	-13.6	-13.6
Total comprehensive income for the year	-	-	67.6	67.6
Closing balance on 31 Dec. 2013	227.3	332.4	276.4	836.1
Opening balance on 1 Jan. 2013	227.3	332.4	222.4	782.1
Total comprehensive income for the period	-	-	10.2	10.2
Closing balance on 31 Mar. 2013	227.3	332.4	232.6	792.3
Opening balance on 1 Jan. 2014	227.3	332.4	276.4	836.1
Total comprehensive income for the period	-	-	4.7	4.7
Closing balance on 31 Mar. 2014	227.3	332.4	281.1	840.8

QUARTERLY DATA

■ QUARTERLY DATA

MSEK	2014 Q1	2013 Q4	2013 Q3	2013 Q2	2013 Q1	2012 Q4	2012 Q3	2012 Q2	2012 Q1
Net sales	850	598	493	512	493	527	456	481	460
Operating result	37	54	26	28	23	48	13	39	20
Operating margin, %	4.4	9.0	5.3	5.6	4.6	9.0	2.8	8.0	4.2
Result after financial items	28	46	19	21	16	41	7	32	14
Result after tax	16	35	13	12	11	8	4	22	10
Earnings per share, SEK ¹⁾	0.71	1.53	0.57	0.51	0.46	0.36	0.19	1.03	0.50
Operating cash flow	-273	104	-58	34	-30	-21	18	42	27
Cash flow per share, SEK ²⁾	-1.60	4.36	0.68	1.80	-1.20	5.58	1.01	1.59	1.57
Depreciation	29	24	24	25	25	23	23	23	22
Net investments	270	13	92	26	34	161	16	5	14
Goodwill	1,127	1,090	1,073	1,011	984	977	872	890	828
Total assets	3,116	2,464	2,359	2,266	2,227	2,261	2,086	2,049	1,979
Equity	1,053	1,039	975	975	944	954	936	964	882
Equity per share, SEK	46.33	45.69	42.91	42.90	41.53	41.96	41.19	42.42	45.15
Net debt	1,107	739	824	754	745	688	627	642	660
Capital employed	2,161	1,777	1,800	1,729	1,689	1,642	1,563	1,606	1,542
Return on total assets, % ³⁾	5.4	9.1	4.5	5.1	4.1	9.0	2.5	10.2	4.8
Return on equity, % ³⁾	6.2	13.8	5.3	4.9	4.4	3.5	1.8	9.7	4.4
Return on capital employed, % ³⁾	7.6	12.1	5.9	6.7	5.4	11.9	3.2	9.8	5.0
Debt/equity ratio	1.1	0.7	0.8	0.8	0.8	0.7	0.7	0.7	0.7
Equity ratio, %	33.8	42.2	41.3	43.0	42.4	42.2	44.9	47.1	44.6
Interest coverage ratio ⁴⁾	5.2	5.3	5.3	5.0	5.7	5.6	5.8	5.4	4.5
Number of employees at the end of the period	3,372	1,898	1,905	1,882	1,843	1,780	1,600	1,599	1,551

¹⁾ There is no dilution.

²⁾ Cash flow per share refers to cash flow from operating activities.

³⁾ Return ratios have been annualized.

⁴⁾ Interest coverage ratio calculation is based on a moving 12 month period.

FIVE YEAR OVERVIEW

■ FIVE YEAR OVERVIEW - FULL YEAR

	2013	2012	2011	2010	2009
Net sales, MSEK	2,096	1,924	1,839	1,706	1,757
Result after financial items, MSEK	102	93	80	-105	-96
Result after tax, MSEK	70	45	60	-84	-74
Earnings per share, SEK ¹⁾	3.08	2.05	3.09	-6.79	-7.57
Cash flow from operating activities per share, SEK	5.64	9.92	4.32	-4.68	5.60
Equity per share, SEK	45.69	41.96	45.03	41.94	78.34
Dividends per share, SEK	0.80 ²⁾	0.60	0.50	0.00	0.00
Operating margin, %	6.2	6.2	6.0	-4.5	-3.4
Return on total assets, %	5.6	5.6	5.5	-3.2	-2.2
Return on equity, %	7.0	4.8	7.1	-10.6	-9.1
Return on capital employed, %	7.7	7.4	7.1	-4.8	-3.6
Debt/equity ratio	0.7	0.7	0.8	0.9	1.1
Equity ratio, %	42.2	42.2	43.9	40.7	36.2
Average number of shares, in thousands ³⁾	22,730	21,646	19,530	12,342	9,765

Key ratios correspond to those presented in the Annual Report for each year.

¹⁾ There is no dilution.

²⁾ Proposed by the board.

³⁾ No adjustment of the historic number of shares has been made since the new share issues in 2010 and 2012 did not entail any bonus issue element.

■ FIVE YEAR OVERVIEW - FIRST QUARTER

	2014 Q1	2013 Q1	2012 Q1	2011 Q1	2010 Q1
Net sales, MSEK	850	493	460	443	401
Result after tax, MSEK	16	11	10	11	-19
Earnings per share, SEK ¹⁾	0.71	0.46	0.50	0.58	-1.92
Cash flow from operating activities per share, SEK	-1.60	-1.20	1.57	1.15	-3.11
Equity per share, SEK	46.33	41.53	45.15	41.53	73.73
Return on equity, % ²⁾	6.2	4.4	4.4	5.5	-10.0
Return on capital employed, % ²⁾	7.6	5.4	5.0	4.9	-3.0
Operating margin, %	4.4	4.6	4.2	4.3	-3.0
Average number of shares, in thousands ³⁾	22,730	22,730	19,530	19,530	9,765

¹⁾ There is no dilution.

²⁾ Return ratios have been annualized.

³⁾ No adjustment of the historic number of shares has been made since the new share issues in 2010 and 2012 did not entail any bonus issue element.

Economic definitions

Cash flow from operating activities per share

Cash flow from operating activities for the year divided by average number of shares.

Capital employed

Total assets less cash and cash equivalents and non-interest-bearing liabilities.

Debt/equity ratio

Interest-bearing liabilities less cash and cash equivalents in relation to reported equity, including non-controlling interests.

Earnings per share

Earning for the year divided by the average number of shares.

Equity per share

Equity divided by outstanding shares at the end of the year.

Equity ratio

Equity, including non-controlling interests, in relation to total assets.

Interest coverage ratio

Operating result plus interest income divided by interest costs.

Operating cash flow

Cash flow from operating activities and investing activities adjusted for paid taxes and net financial items.

Operating margin

Operating result in relation to net turnover.

Return on capital employed

Operating result in relation to average capital employed.

Return on equity

Result for the year in relation to average equity.

Return on total assets

Operating result plus financial income in relation to total assets.

Specific terms

Commercial Print

Production of printed matter such as magazines, books, catalogues, manuals, marketing material etc. Production is made by both offset technique and digital print.

Digital print and digital print technique

The transfer of information to paper via a digital file that is then printed out with the help of a high-speed printer. This technique is a prerequisite for Print-on-Demand and makes quick deliveries in small editions possible. Offset technique is still more efficient for larger editions and four color production.

e-Commerce

Orders are made via Web shop platforms by end customers themselves. This includes cases where Elanders sells directly to consumers and where we are subcontractors to e-Commerce companies.

Fulfillment

This term is increasingly used, particularly in the automotive industry to describe a number of steps in the process between printing and distribution. They can include packaging for end customers, bar-coding, adding other objects such as plastic cards etc.

Just-in-time

Delivery precision - delivery exactly when the need arises. The concept also entails that customers do not need to store their publications. Often includes digital printing, see Print-on-Demand.

Offset technique

A printing method in which ink and water are spread out on a printing plate that is then pressed against a rubber blanket. This absorbs the ink and transfers it to the paper. The expression offset comes from the fact that the printing plate never touches the paper. For smaller editions (1,000-30,000) sheet-fed offset is used. In this process the paper is fed into the press page by page. Web offset is usually more efficient for larger editions (over 30,000). The press is fed from a roll of paper and the printed paper is then cut into sheets.

One stop shopping

With a single contact you gain access to Elanders' entire global and broad product range and can easily order the products and services that you need.

Outsourcing

Companies or organizations choose to let an external party handle an activity or a process. This activity or process is then said to be outsourced.

Packaging

A product manufactured to protect, handle, deliver and present an item.

Premedia

Our collective term for the work done before printing/publishing. The term includes layout, typography, image retouching and production of originals. In our world even other services are included such as: advertisement management, file management, quality assurance, printing plate production as well as database solutions for digital material.

Print-on-Demand

With the help of high-speed printers printed matter can be produced as needed and in very small editions.

Supply chain

The movement and storage of goods and/or information from point of origin to end-users. Supply chain management can be defined as the design, planning, execution, control and monitoring of activities with the objective of creating net value, building a competitive infrastructure, leveraging worldwide logistics, synchronizing supply with demand and measuring performance globally.

Web-to-Print (W2P)

A web-based order interface where the production and distribution of information and marketing material can easily be ordered and made accessible for editing and ordering via the internet.

White-labelling

This is a concept that is the equivalent of private labelling where retailers sell products under their own brand (for example Coop, ICA, Tesco) although the items are produced by a supplier to them. White-labelling is based on the suppliers' perspective when they provide this kind of service.

ELANDERS Q1 2014 | 19

Elanders' offer & product areas

SUPPLY CHAIN SOLUTIONS

The acquisition of Mentor Media means Elanders can offer completely new services to our global customers. Creating the product area Supply Chain Solutions opens the door to synergies with Print & Packaging and e-Commerce and will allow us to become an attractive partner to many e-commerce companies.

// SUPPLY CHAIN BROADENS OUR OFFER. //

MENTOR MEDIA is specialized in added value services, primarily in the electronics and computer trades.

The company is focused on product and component flows with extremely short lead times and extensive statistic reporting to customers. Its offer, which is built up around sophisticated IT solutions, comprises the following services:

- Component procurement
- Order management
- Warehouse management
- Fulfillment
- Distribution
- E-commerce solutions
- After sales services (reverse logistic and repair services)
- Clean room for handling semiconductor components

Among its customers are some of the most prestigious companies in the PC and electronics industries. The demand for supply chain services has grown as companies outsource sections of their operations that aren't part of their core business. This is also a way to avoid tie up capital in facilities, personnel and various services obligations.

PRINT & PACKAGING SOLUTIONS

Continued tough challenges for commercial print while demand for packaging and labels steadily grows. In order to meet both trends effectively Elanders has chosen to put all this work under one roof in the product area Print & Packaging Solutions.

// PACKAGING LEADS THE WAY FORWARD. //

WITH ITS GRAPHIC expertise, advanced technological order platforms and global presence Elanders can offer customers comprehensive solutions that small and middle-sized printers have a hard time matching.

On the gigantic packaging market Elanders has invested its resources in a number of niche areas. This often consists of complex packaging solutions that can include personalized print. Elanders is focused on three areas in packaging.

The first is consumer electronics where in addition to the actual packaging we normally print a user manual that is packed together with the article and then sent to waiting customers.

The second specialized area is exclusive and, in some cases, handmade packaging in limited editions. These customers are often cosmetic companies or firms with luxury accessories connected to the fashion world. Automotives that want to create a premium feeling through select packaging for their manuals and service books are another group of customers.

The third area, which is showing strong growth, is personalized packaging. Among customers in this area are some of Europe's best known chocolate-makers.



E-COMMERCE SOLUTIONS

E-commerce is expanding on nearly every market worldwide. Elanders is one of the companies that has embraced this development and via a number of acquisitions is on its way to becoming an influential actor in the e-commerce segment personalized printed matter. Our companies and work in this field come under the product area e-Commerce which is expected to further expand in the next few years.

AT THE SAME TIME

the graphic industry has been going through an extensive restructuring and dealing with a hesitant economy

Elanders has in just a few years become one of the leading actors in Europe in the production and sales of personalized printed matter. In 2012 two German companies were acquired, fotokasten and dlojm, both primarily focused on their own domestic market. This provided Elanders with the competence and customer base necessary to further develop the product area. Since Elanders was already one of the leading companies in digital print this combination creates a recipe for success that includes smart, specially developed database solutions

// ELANDERS MAKES IT MARK ON THE EUROPEAN E-COMMERCE MARKET. //

connected to personalized print. To consumers we first and foremost offer photo books, calendars, gift items and interior design products.

In 2013 we acquired yet another German firm. This time it was myphotobook which was founded in 2004 and in less than ten years had become a leading European e-commerce company in personalized print sales to consumers. The acquisition of myphotobook opened the door to another 13 European countries. As one of the three largest

companies in Germany and the fourth in all of Europe in this segment, Elanders is a toasty actor to reckon with.

The combination of myphotobook's geographic range and fotokasten's broad product portfolio provides Elanders with further opportunities to expand, particularly in photo books which is a market that is increasing annually. Since 2010 the market has grown by 30 percent and is expected to continue to grow in the future. This is partially a result of the user-friendly solutions that Elanders and other companies launch on a regular basis that function on smart phones and tablets as well.

CASE: PRINT & PACKAGING

VOLVO TRUCKS

PRODUCTION

Packaging and manual

DESCRIPTION: When Volvo Trucks launched its new truck models in 2012 the introduction was planned down to the last detail, even when it came to the design of the manual and the box the manual is kept in. The contents is unique for every truck manufactured in one of Volvo's factories around the world. Volvo Trucks in Gothenburg worked closely with Elanders' units in Malmö and Beijing on the design of the box. Elanders' prepress department in Sweden was responsible for the design and layout of the new manual which is printed in over thirty languages. The boxes are rigorously tested at GSP technical Research Institute of Sweden to be sure that they can take the strain of cold, heat, humidity and UV radiation they are exposed to. The production was awarded the Swedish Publishing Prize 2013 in the category informative printed matter with the motivation: "For the perfect shine on the chrome, excellent texts and a gorgeous, elaborate protective box."



THE HUMAN QUESTION

PRODUCTION:

Book

DESCRIPTION: The Human Question is just a book with spellbinding pictures of our planet. With a foreword written by former President Bill Clinton the book is a call for action and taking responsibility. Johan Rockström, writer and 'Matters Klarna' photographer present a world in constant change, largely as a result of human impact. Elanders did all the image processing, print and parts of the

Finishing. The book is printed with 200 line breaks and a protective covering printed on Multigrass gloss 150 grams that has been gloss laminated. The inlay is printed on Multigrass matt 150 grams. Partial varnishing contributes to bringing the images to life - images that unflinchingly remind us of our earth's incredible beauty. The book is FSC® labelled and its production is climate compensated. The book is in both English and Swedish.

ETON

PRODUCTION:

Eton's Spring Catalogue 2013

DESCRIPTION: Elanders in USA was given the assignment to produce the Eton Spring Catalogue 2013 for the American market. The production required good collaboration between Elanders' Swedish and American units. Eton in Sweden was the customer and calculated the cost of producing the catalogue in Sweden and then shipping it to the US. Together with a tight deadline the solution wasn't add up. The solution was to print the catalogue locally in the US. Being able to do all the groundwork with color samples, proofs, etc. in Sweden and at the same time guaranteeing that the result would be just as good no matter where production took place was an advantage. Eton was very pleased with the end result, particularly the fact that the color reproduction in print truly reflected the actual collection. Ever since 1985 Eton's mission has been to refine shirts.



22 | ELANDERS Q1 2014

ELANDERS Q1 2014 | 23

The Elanders Group offers global solutions in the product areas Supply Chain, Print & Packaging and e-Commerce. Elanders Group is acting as a strategic partner for its customers in their work to optimize and develop the processes critical to their business. Elanders AB's shares are listed on NASDAQ OMX Stockholm, Small Cap.

From 2014 Elanders Group has three product areas with a number of strong brands:

<p>Supply Chain Mentor Media, Elanders Group's brand in global Supply Chain Management, is one of the leading companies in the world in this field. The company takes responsibility for and optimizes their customers' material and information flows, everything from sourcing and procurement combined with warehousing to after sales service.</p>	<p>Print & Packaging Elanders, the Group's brand in Print & Packaging, through its innovative force and global presence offers cost-effective solutions that can handle customer's local and global needs for printed material and packaging.</p>	<p>e-Commerce fotokasten, myphotobook and d(oi)m are the Group's brands in e-Commerce. Through the technical solutions for e-Commerce provided by d(oi)m, fotokasten and myphotobook offer a broad range of photo products, primarily to consumers.</p>
---	--	--

Specific terms

Commercial Print

Production of printed matter such as magazines, books, catalogues, manuals, marketing material etc. Production is made by both offset technique and digital print.

Digital print and digital print technique

The transfer of information to paper via a digital file that is then printed out with the help of a high-speed printer. This technique is a prerequisite for Print-on-Demand and makes quick deliveries in small editions possible. Offset technique is still more efficient for larger editions and four color production.

e-Commerce

Orders are made via Web shop platforms by end customers themselves. This includes cases where Elanders sells directly to consumers and where we are subcontractors to e-Commerce companies.

Fulfilment

This term is increasingly used, particularly in the automotive industry, to describe a number of steps in the process between printing and distribution. They can include packaging for end customers, bar-coding, adding other objects such as plastic cards etc.

Just-in-time

Delivery precision – delivery exactly when the need arises. The concept also entails that customers do not need to store their publications. Often includes digital printing, see Print-on-Demand.

Offset technique

A printing method in which ink and water are spread out on a printing plate that is then pressed against a rubber blanket. This absorbs the ink and transfers it to the paper. The expression offset comes from the fact that the printing plate never touches the paper. For smaller editions (1,000–30,000) sheet-fed offset is used. In this process the paper is fed into the press page by page. Web offset is usually more efficient for larger editions (over 30,000). The press is fed from a roll of paper and the printed paper is then cut into sheets.

One stop shopping

With a single contact you gain access to Elanders' entire global and broad product range and can easily order the products and services that you need.

Outsourcing

Companies or organizations choose to let an external party handle an activity or a process. This activity or process is then said to be outsourced.

Packaging

A product manufactured to protect, handle, deliver and present an item.

Premedia

Our collective term for the work done before printing/publishing. The term includes layout, typography, image retouching and production of originals. In our world even other services are included such as: advertisement management, file management, quality assurance, printing plate production as well as database solutions for digital material.

Print-on-Demand

With the help of high-speed printers printed matter can be produced as needed and in very small editions.

Supply chain

The movement and storage of goods and or information from point of origin to end-users. Supply chain management can be defined as the design, planning, execution, control and monitoring of activities with the objective of creating net value, building a competitive infrastructure, leveraging worldwide logistics, synchronizing supply with demand and measuring performance globally.

Web-to-Print (W2P)

A web-based order interface where the production and distribution of information and marketing material can easily be ordered and made accessible for editing and ordering via the internet.

White-labelling

This is a concept that is the equivalent of private labeling where retailers sell products under their own brand (for example Coop, ICA, Tesco) although the items are produced by a supplier to them. White-labeling is based on the suppliers' perspective when they provide this kind of service.

Addresses

Elanders AB (publ)

Street address, head office

Designvägen 2

SE-435 33 Mölnlycke

Sweden

Postal address, head office

P.O. Box 137

SE-435 23 Mölnlycke

Sweden

Telephone: +46 31 750 00 00

www.elanders.com

FINANCIAL ADVISER

SEB Corporate Finance

Street address

Kungsträdgårdsgatan 8

SE-106 40 Stockholm

Sweden

Postal address

Kungsträdgårdsgatan 8

SE-106 40 Stockholm

Sweden

Telephone: +46 8 555 295 00

www.seb.se/mb

LEGAL ADVISER

Advokatfirman Vinge KB

Street address

Östergatan 30

SE-203 13 Malmö

Sweden

Postal address

P.O. Box 4255

SE-203 13 Malmö

Sweden

Telephone: +46 40 614 55 00

www.vinge.se

AUDITOR

PWC

Street address

Lilla Bommen 2, Göteborg

Sweden

Postal address

SE-405 32 Göteborg

Sweden

Telephone: +46 10 213 30 00

www.pwc.se


CENTRAL SECURITIES DEPOSITARY

Euroclear Sweden AB

P.O. Box 191

SE-101 23 Stockholm

Sweden



The Elanders Group offers global solutions in the product areas Supply Chain, Print & Packaging and e-Commerce. Elanders Group is acting as a strategic partner for its customers in their work to optimize and develop the processes critical to their business. Elanders AB's shares are listed on NASDAQ OMX Stockholm, Small Cap.

From 2014 Elanders Group has three product areas with a number of strong brands;

Supply Chain

Mentor Media, Elanders Group's brand in global Supply Chain Management, is one of the leading companies in the world in this field. The company takes responsibility for and optimizes their customers' material and information flows, everything from sourcing and procurement combined with warehousing to after sales service.

Print & Packaging

Elanders, the Group's brand in Print & Packaging, through its innovative force and global presence offers cost-effective solutions that can handle customer's local and global needs for printed material and packaging.

e-Commerce

fotokasten, myphotobook and d|o|m are the Group's brands in e-Commerce. Through the technical solutions for e-Commerce provided by d|o|m, fotokasten and myphotobook offer a broad range of photo products, primarily to consumers.