

## **PRESS RELEASE, October 26, 2009**

### **Notice convening the Extraordinary General Meeting in Gunnebo AB (publ)**

**The shareholders in Gunnebo AB (publ) are hereby invited to the Extraordinary General Meeting held Tuesday 24 November 2009, at 4.00 p.m. at Biografen Roy, Kungssportsavenyn 45, Göteborg. Registration for the Extraordinary General Meeting starts at 3.00 p.m.**

#### **Right to participate and notice**

Shareholders wishing to attend the Extraordinary General Meeting must;

- (i) have their names entered in the share register maintained by Euroclear Sweden AB (formerly VPC AB) on Wednesday 18 November 2009 at the latest, and
- (ii) notify the company of their intention to participate no later than Wednesday 18 November 2009, at 4.00 p.m. The notification can be made via the company's web page [www.gunnebo.com](http://www.gunnebo.com), by telephone at +46 31 83 68 00, or by mail to Gunnebo AB, EGM, Box 5181, 402 26 Göteborg, and must include information on any advisors that will be attending.

#### **Shares registered with a nominee**

Shareholders whose shares are registered with a nominee, through a bank or otherwise, must request to be temporarily entered in the share register maintained by Euroclear Sweden AB on Wednesday 18 November 2009 in the shareholders own name, to be entitled to participate in the Extraordinary General Meeting. The shareholder must inform the nominee hereof well in advance of that date.

#### **Representatives**

Shareholders that are represented by representatives must issue a proxy for such representative. If a proxy is issued by a legal person, a certified copy of the registration certificate or similar legitimacy papers shall be attached to the proxy. The documentation may not have been issued more than one year prior to the Extraordinary General Meeting. The proxy *in original* and registration certificate or similar legitimacy papers should be sent to Gunnebo AB, EGM, Box 5181, 402 26 Göteborg well in advance of the Extraordinary General Meeting. A proxy form is available on the company's web page [www.gunnebo.com](http://www.gunnebo.com).

#### **Shares and votes**

Gunnebo AB's share capital amounts to SEK 227,566,795 divided on 45,513,359 shares. All shares carry equal rights in the company.

#### **Agenda**

1. Election of chairman of the meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.

*Gunnebo security group has an annual turnover of MEUR 720 and 6,000 employees. We are suppliers of integrated security solutions for bank, retail and sites in need of high security protection. Our experience and presence make your world safer.*

4. Election of one or two persons to verify the minutes.
5. Determination of whether the meeting has been duly convened.
6. Resolution regarding amending the articles of association in accordance with the Board of Directors' proposal.
7. Resolution to approve the Board of Director's resolution regarding a rights issue with preferential rights for the shareholders.
8. Closing of the meeting.

#### **The Board of Directors proposal for amended articles of association (item 6)**

In order to make possible the rights issue according to item 7 below, the Board of Directors proposes that the Extraordinary General Meeting decides to amend the articles of association in accordance with the below:

#### **§ 4**

##### **Current wording**

The share capital shall amount to a minimum of SEK 100,000,000 and to a maximum of SEK 400,000,000.

##### **Proposed wording**

The share capital shall amount to a minimum of SEK 200,000,000 and to a maximum of SEK 800,000,00

#### **§ 5**

##### **Current wording**

The minimum number of shares shall be 20,000,000 and the maximum number shall be 80,000,000.

##### **Proposed wording**

The minimum number of shares shall be 40,000,000 and the maximum number shall be 160,000,000.

The Extraordinary General Meeting's decision is valid only if it is supported by shareholders representing at least two-thirds of both the votes cast as well as the number of shares represented at the Extraordinary General Meeting.

#### **Resolution to approve the Board of Directors' resolution regarding a rights issue with preferential rights for the shareholders (item 7)**

The Board of Directors propose that the Extraordinary General Meeting resolves to approve the resolution of the Board of Directors of 22 October 2009 to increase the company's share capital by way of a rights issue with preferential rights for the shareholders, in accordance with the terms set out below. The objective of the rights issue is to strengthen the Company's financial position and competitiveness. The rights issue is expected to result in proceeds of approximately SEK 500 million, prior to costs for the issue.

The Board of Directors will no later than 20 November 2009 resolve on the amount the company's share capital shall be increased with, the number of subscription rights received

per share and the number of subscription rights required for subscription for one new share, the number of shares to be issued and the subscription price to be paid for each new share.

Right to subscribe for the shares shall with preferential rights belong to the company's shareholders. Each shareholder shall have preferential rights to subscribe for shares in proportion to the number of shares already held by such shareholder. In the event that not all of the shares are subscribed for by virtue of subscription rights, shareholders and others shall have the possibility to subscribe for shares in the rights issue without subscription rights. The Board of Directors shall resolve on allotment, within the maximum amount of the rights issue, to those that have subscribed without subscription rights in accordance with the following allotment provisions.

- Firstly, allotment of shares subscribed for without subscription rights shall be made to those that have also subscribed for shares by virtue of subscription rights, regardless of whether the subscriber was registered as a shareholder on the record day or not and, in the event that full allotment to these cannot be made, allotment shall be made pro rata in proportion to the number of subscription rights that have been used for subscription of shares and, in so far as this cannot be done, through drawing of lots.
- Secondly, allotment of shares subscribed for without subscription rights shall be made to others that have only applied for subscription of shares without subscription rights and, in so far as full allotment to these cannot be made, allotment shall be made pro rata in proportion to the number of shares that each one has applied for subscription of and, in so far as this cannot be done, through drawing of lots.
- Thirdly, allotment of shares subscribed for without subscription rights shall be made to a consortium of guarantors for the rights issue consisting of Stena Adactum AB, Vätterledens Invest AB, Sampo Abp and Odin Fonder, that have entered into a guarantee agreement dated 21 October 2009 with the company.

The record date for determining the right to receive subscription rights shall be Friday 27 November 2009. Subscription for new shares by virtue of subscription rights shall be made by way of cash payment during the period from and including 2 December 2009, to and including 16 December 2009. Application for subscription of new shares without subscription rights shall be made through a specific application form during the same period. Payment for shares that have been subscribed for without subscription rights shall be made in cash within the time specified in the notice on allotment, however no later than seven business days following the Board of Directors resolution on the allotment of shares. Subscription of new shares under the guarantee commitment shall be made no later than 22 December 2009. The Board of Directors shall be entitled to prolong the subscription period.

The new shares shall entitle the holders thereof to participate in the distribution of dividends for the first time on the record date for dividends immediately following registration of the new shares with the Swedish Companies Registration Office.

Stena Adactum AB has undertaken to, in addition to subscribing for its pro rata share of the rights issue, guarantee a total of approximately 20.2% of the rights issue, which may lead to Stena Adactum AB subscribing for more shares than its pro rata share. Stena Adactum AB's current shareholding in the company amounts to approximately 25.5% of the shares and votes in the company. If the rights issue is not fully subscribed for, Stena Adactum AB may, as a consequence of its undertaking, hold a maximum of approximately 39.4% of the shares and votes in the company. Stena Adactum AB has been granted an exemption by the Swedish Securities Council from the mandatory bid obligation in the event that Stena Adactum AB's shareholding in the company would, through subscription of shares in the rights issue, amount to or exceed 30% of the votes in the company. The Swedish Securities Council's decision to grant Stena Adactum AB an exemption from the mandatory bid obligation is conditional upon that the resolution on the rights issue is approved by the Extraordinary General Meeting with at least two-thirds of the votes cast as well as the shares represented at the meeting, disregarding any shares held by and represented at the Extraordinary General Meeting by Stena Adactum AB. Furthermore, the Swedish Securities Council has declared that a mandatory bid obligation will arise, should Stena Adactum AB's shareholding as a result of the rights issue reach or exceed 30 percent of the number of votes in Gunnebo and Stena Adactum AB later acquires additional shares in the company and thereby increases its share of the votes.

The Extraordinary General Meeting's resolution on the rights issue in accordance with the above is only valid if approved by shareholders representing at least two-thirds of the votes cast as well as the shares represented at the meeting, disregarding any shares held by and represented at the Extraordinary General Meeting by Stena Adactum AB. The Extraordinary General Meeting's resolution on the rights issue is further also conditional upon the Extraordinary General Meeting resolving to amend the articles of association in accordance with item 6 above.

### **Miscellaneous**

The Board of Director's complete proposal for amended articles of association in accordance with item 6 above, the Board of Director's complete proposal in accordance with item 7 above, as well as documents pursuant to Chapter 13, Section 6 of the Swedish Companies Act (2005:551), will be made available as of 10 November 2009 on the Company's premises, on the Company's web page, [www.gunnebo.com](http://www.gunnebo.com), and will, upon request, be sent to shareholders at the addresses given.

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**Göteborg in October 2009**  
**the Board of Directors**

*Gunnebo discloses the information provided herein pursuant to the Swedish Securities Markets Act and/or the Financial Instruments Trading Act. The information was submitted for publication at October 26, 2009 on 15.31 CET.*