



Meda AB (publ): Notification to shareholders of the annual general meeting

Shareholders of Meda AB (publ), corporate ID 556427-2812 are hereby invited to attend the annual general meeting (AGM) at 5 PM on Wednesday, 5 May 2010 in Meda's headquarters at Pipers väg 2A in Solna, Sweden. Registration starts at 4 PM.

Right to participate

Shareholders who wish to participate in the AGM must:

- Be registered in the share database maintained by Euroclear Sweden AB by Wednesday, 28 April 2010.
- Have sent notification of attendance to Meda by 12 noon on Wednesday, 28 April 2010.

To be entitled to vote at the AGM, shareholders whose shares are registered through a nominee must temporarily directly register their shares so they are officially registered as shareholders with Euroclear Sweden AB by 28 April 2010. Consequently, shareholders should notify nominees well in advance of this registration date.

Notification of AGM attendance

Notify Meda of AGM attendance via one of these methods:

- Mail: Meda AB, AGM, Box 7835, 103 98 Stockholm, Sweden
- Phone: +46 8-402 90 49
- www.meda.se

In the notification, specify the shareholder's name, Swedish civil registration number or corporate ID, address, number of shares, phone number (daytime), and information about assistants (at most two) accompanying you. If participating by proxy, please submit the original document to Meda before the AGM. If the power of attorney is issued by a legal entity, a notarized copy of the registration certificate for the legal entity must also be submitted. The power of attorney and registration certificate must not be issued more than one year prior to the AGM. Meda will send a proxy form to the address of shareholders who request the form.

Proposal for the agenda

1. Opening of the meeting.
2. Election of a meeting chairperson.

3. Establishment and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons to verify the minutes.
6. Consideration of whether the AGM was duly convened.
7. Presentation of the annual accounts and auditors' report, and of the consolidated annual accounts and auditors' report.
8. CEO's statement.
9. Questions from attendees (open floor).
10. Decisions regarding:
 - Adoption of the income statement and balance sheet, and the consolidated income statement and consolidated balance sheet.
 - Appropriation of company earnings as per the adopted balance sheet.
 - Discharge of the board members and CEO from liability.
11. Determination of the number of board members and deputy board members to be appointed by the AGM.
12. Determination of board remuneration and auditor fees.
13. Election of board members and auditing firm.
14. Election of board chairman.
15. Resolution concerning criteria for appointment of the nomination committee.
16. Resolution concerning remuneration guidelines for Meda's executives.
17. Resolution concerning authorization of the board to decide on share issues.
18. Resolution concerning authorization of the board to decide on convertible issues.
19. Resolution concerning amendment of article 8 of the company's Articles of Association with regard to the rules governing the Notice of Shareholders' Meetings.
20. Any other business.
21. Closing of the annual general meeting.

Proposed resolutions

Item 10: Proposed dividend and record date for the dividend

The board proposes a dividend of one (1) krona per share, and that record date for the dividend shall be 10 May 2010. If AGM participants approve this proposal, the dividend is expected to be distributed under the direction of Euroclear Sweden AB on 14 May 2010. The last day for trading Meda shares that include dividend rights is 5 May 2010.

Item 2 and items 11-14: Proposed AGM chairman, board members, remuneration, and such

As per the 2009 AGM resolution, the five largest shareholders appointed a nomination committee in preparation for the 2010 AGM. The nomination committee consisted of:

- Karl-Magnus Sjölin (committee chairman), appointed by Stena Sessan
- Bert-Åke Eriksson, appointed by Stena Sessan
- Eva Halvarsson, appointed by Andra AP fonden
- Frank Larsson, appointed by Handelsbanken Fonder
- Peter Rudman, appointed by Nordeas Fonder
- Kerstin Stenberg, appointed by Swedbank Robur fonder

For agenda item 2, the nomination committee will propose that Bert-Åke Eriksson is appointed as AGM chairman.

For agenda items 11-14, the nomination committee will propose that:

- The board shall consist of seven (7) members (7 last year) and that no board deputy be appointed (0 last year).
- Total board remuneration is set to SEK 2,075,000 (SEK 1,700,000 last year). Of this amount, the chairman shall receive SEK 700,000 (SEK 700,000 last year) and each of the other board members who are not Group employees shall receive SEK 275,000 (SEK 250,000 last year).
- For the work performed in the audit committee, remuneration be set to SEK 50,000 for the committee chairman and SEK 25,000 to each of the other members.
- Auditors' remuneration shall cover review of accounts, administration, and the Group audit.
- These board members be re-elected:
 - Peter Claesson
 - Bert-Åke Eriksson
 - Marianne Hamilton
 - Tuve Johannesson
 - Carola Lemne
 - Anders Lönner
 - Anders Waldenström
- Bert-Åke Eriksson be appointed as board chairman.

At the 2008 AGM, PricewaterhouseCoopers AB was re-appointed as auditing firm until after the 2012 AGM.

Shareholders, which together represent about 38% of votes for all Meda shares, stated that they intend to vote for these proposals.

Item 15: Nomination committee composition

The board proposes that the AGM resolve to follow these guidelines regarding composition of the nomination committee.

Meda's nomination committee shall consist of the board chairman and one appointed member from each of the four largest shareholders.

When the committee is appointed (no later than 6 months before the AGM), then Meda must publicly announce the names of the four owner representatives and the shareholders whom they represent. The board chairman of Meda will contact the four largest shareholders, based on information in the Euroclear Sweden AB shareholders database as of the last working day in August.

If any of the four largest shareholders waive their right to appoint a member to the nomination committee, the next-largest shareholder shall be given the opportunity to appoint a member.

The nomination committee's term of office extends until a new committee is appointed.

The nomination committee chairman shall be the committee member who represents the largest shareholder unless committee members decide otherwise. The nomination committee's first meeting will be opened by the board chairman. If a member leaves the committee before his/her work is completed, then the owner that appointed the member has the right to appoint a new committee member. Nomination committee members receive no remuneration.

If significant change occurs in Meda's ownership structure and a shareholder (which after this significant ownership change becomes one of the four largest shareholders) expresses the desire to be a nomination committee member, then the committee shall offer the shareholder a place on the committee by deciding (i) to replace the smallest shareholder (with the least number of votes) on the committee with this shareholder or (ii) to increase the committee's size by yet another member – but not exceed six members.

Changes in the composition of the nomination committee must be publically announced immediately.

The nomination committee must prepare and submit proposals to the AGM for:

- An AGM chairman
- Board chairman and other board members
- Board remuneration with specifications for board chair and other members plus remuneration for possible committee work
- An auditor, deputy auditor (as needed), and auditors' fees
- Principles regarding composition of the nomination committee

The nomination committee may charge the company for costs that enable the committee to fulfill its obligations, such as costs for recruitment consultants and other consultants.

In conjunction with its assignments, the nomination committee shall comply with the Corporate Governance Code concerning nomination committee responsibilities.

Item 16: Establishment of remuneration principles for Meda's executives

The board proposes that the AGM approves these guidelines for executives. The proposal reflects Meda's need to be able to recruit and motivate qualified employees via compensation that is competitive in various countries. The Group's executive management team consists of:

- Chief executive officer (CEO)
- Chief operating officer (COO)
- Chief financial officer (CFO)
- Chief scientific officer (CSO)

The board's proposal regarding policies for remuneration/compensation and other employment terms for Meda's executives imply that (i) Meda shall strive to offer its executives market-based remuneration/compensation, (ii) subsequent criteria shall be based on significance of responsibilities, competence requirements, experience, and performance, and (iii) remuneration consists of:

- Fixed basic salary
- Short-term variable pay
- Long-term variable pay
- Pension benefits
- Other benefits and severance terms and conditions

The board's proposal agrees with previous years' remuneration guidelines and is based on initial contracts entered between Meda and its senior executives.

The difference between basic salary and variable pay shall be in proportion to the executive's responsibilities and authorities. Guidelines for the CEO's employment terms are in Note 8 of the annual report.

Short-term variable pay is performance-based – partly on Group profit and partly on individual qualitative parameters. The variable pay ceiling is 45% of the executive's total annual remuneration.

Long-term variable pay consists of participation in a synthetic warrants program. The cost is also limited by a ceiling; for executives, it may reach at most SEK 6 million.

Other benefits primarily consist of leasing cars. Pension premiums consist of an amount that is based on the ITP scheme or comparable schemes for employees outside Sweden. Pension-based salary consists of basic salary and variable pay.

Fixed salary during the period of notice for termination and severance pay shall together not exceed an amount equivalent to two years of fixed salary.

The board shall prepare for and resolve issues concerning executives' remuneration. If sufficient reason exists, the board has the right to deviate from the above remuneration principles for executives.

Item 17: Board authorization for deciding on share issues

The board proposes that it should be authorized to decide on share issues – on one or more occasions to increase the company's share capital – during the period until the next AGM. Authorization shall cover a maximum of 30,224,306 shares (corresponding to a dilution effect a maximum of about 10% of share capital and votes), after a deduction for any share increase due to conversion of convertible bonds issued by the board under the authorization referred to in item 18. With authorization, the board would decide on:

- Payment in kind, offset, or other terms as specified in chapter 13, section 5, paragraph 1, item 6 in the Companies Act.
- Deviation from shareholders' pre-emptive/preferential rights.
- Any other terms and conditions for the issues.

The authorization does not extend to decisions regarding cash issues. Prevailing market conditions determine the issue rate.

The reason for the authorization to deviate from preferential rights and decide on issues – with or without provision specified in chapter 13, section 5 paragraph 1, item 6 in the Companies Act – is that Meda would be able to issue shares as purchase-price payments linked to acquisitions of other companies, parts of companies, product rights, or other assets that the board deems to be of value for the company's operation.

For a resolution to be made regarding the board's proposal in item 17, the AGM resolution is passed by *at least two-thirds* of the votes cast and of the share capital represented at the meeting by those entitled to vote.

Item 18: Board authorization for deciding on convertible issues

The board proposes that it should be authorized to decide on the issue of convertible bonds – on one or more occasions during the period until the next AGM – with conversion rights for a maximum of 30,224,306 shares (at full exercise, the dilution effect is about 10% of share capital and votes) after a deduction by the number of shares issued by the board under the authorization referred to in item 17.

With authorization, the board would decide on deviation from shareholders' preferential rights and any other terms and conditions for the issues. The reasons for the authorization to decide to deviate from preferential rights is the following: The board believes that authorization as per the proposal would strengthen Meda's ability to maintain and create shareholder value by taking advantage of the opportunity to raise equity from an established market with a clear, strong demand for convertible instruments. It further believes that a directed issue may be the most appropriate alternative to raise capital.

Prevailing market conditions determine the conversion price and other terms for the convertibles.

For a resolution to be made regarding the board's proposal in item 18, the AGM resolution is passed by *at least two-thirds* of the votes cast and of the share capital represented at the meeting by those entitled to vote.

Item 19: Amendment to Meda's Articles of Association

The board proposes that the rules referring to the notice of shareholders' meetings in article 8 of the articles of association be amended to read as follows:

AGM notification shall be published in the *Swedish Official Gazette* (Post- och Inrikes Tidningar) and on the company's website. A notice of the summons shall be published in *Svenska Dagbladet*.

The AGM's resolution on the amendment to article 8 of the Articles of Association is proposed to be conditional upon a change in the method and time of the summons to the shareholders' meeting in the Companies Act (SFS 2005:551) having entered into force, and that the board's proposed wording is consistent with the new wording in the Companies Act.

For a resolution to be made regarding the board's proposal in item 19, the AGM resolution must be passed by *at least two-thirds* of the votes cast and of the share capital represented at the meeting by those entitled to vote.

The number of shares in Meda total 302,243,065.

On 20 April 2010, the board's complete proposal, the 2009 annual accounts and documentation as per Chapter 18, section 4 of the Companies Act, and the nomination committee's reasoned opinion about the proposed board will be available at www.meda.se and at the company headquarters at Pipers väg 2, Solna, Sweden.

The documentation will be sent to shareholders who request it and submit their mailing addresses; it will also be available at the AGM.

Solna, Sweden, April 2010

The board

Meda Aktiebolag (publ)