



NOTICE OF THE ANNUAL GENERAL MEETING OF PARTNERTECH AB (publ)

The shareholders of PartnerTech AB (publ) (the "Company") are hereby notified of the annual general meeting to be held at 5:00 PM on Thursday, May 5, 2011 at Östergatan 39, Malmö, Sweden (SEB's premises).

Registration

Shareholders who plan to participate in the meeting must:

- be entered in the share register kept by Euroclear Sweden AB on Friday, April 29, 2011 and
- notify the Company by 4:00 PM on Friday, April 29, 2011, of their attendance or that of a legal representative, either by writing to PartnerTech AB, Box 103, SE-235 22Vellinge, Sweden, by faxing to +46 (0)46-102649, by e-mailing to info@partnertech.se, or by calling +46 (0)40-102646. Upon notification, shareholders must specify their full name, personal or corporate identity number, address, daytime phone number, and –when applicable – information concerning a deputy, proxy or legal representative. To facilitate admission to the meeting, the notification should be accompanied – when applicable – by powers of attorney, certificates of registration or other authorizations. Power of attorney forms for shareholders wishing to participate in the meeting through a legal representative will be available at www.partnertech.se or on request by calling +46 (0)40-102646.

In order to attend the meeting, a shareholder whose shares are registered in the name of an authorized agent must request temporary entry in the share register kept by Euroclear Sweden AB. The shareholder must inform the agent to that effect well in advance of Friday, April 29, 2011, at which time the register entry must have been made.

Agenda

1. Preparation and approval of the list of shareholders entitled to vote at the meeting
2. Selection of the chairman of the meeting
3. Presentation and approval of the agenda
4. Election of two persons to verify the minutes in addition to the chairman
5. Verification that shareholders have been duly notified of the meeting
6. Statement by the CEO
7. Presentation of the annual accounts and audit report, as well as the consolidated accounts and the audit report for the group
8. Decisions concerning:
 - i. adoption of the income statement and balance sheet, as well as the consolidated income statement and consolidated balance sheet
 - ii. appropriation of the company's profit in accordance with the balance sheet that has been adopted
 - iii. discharge of the members of the Board and the CEO from liability with respect to the fiscal year
9. Determination of the number of Board members
10. Determination of remuneration for the Board and auditors
11. Election of members of the Board
12. Election of the Chairman of the Board
13. Election of auditor
14. Decision concerning guidelines governing remuneration for management
15. Decision concerning incentive program
16. Decision concerning authorization for the Board to carry out issues of new shares

The accounting records and audit reports (items 7-8 above), the Board's complete proposals in accordance with items 14-16 and the auditor's statement pursuant to Chapter 8, Section 54 of the Swedish Companies Act (2005:551) will be available at the Company's office at Industrigatan 2, Vellinge, Sweden, as of Thursday, April 14, 2011, mailed at the same time to all shareholders who so request and provide their mailing addresses, and be made available on www.partnertech.se. All of the abovementioned material will also be presented at the meeting. The complete proposal under item 15 will be sent by ordinary mail to those who have registered to attend the general meeting.

Item 8b. Appropriation of the Company's profit

The Board proposes that the Company's entire unappropriated earnings in the amount of SEK 127,017,784 be carried forward to the 2011 accounts (last year's annual general meeting decided that no dividend should be paid), as the result of which no dividend will be paid for fiscal 2010. The proposal is based on the negative results of the past year.

Items 2, 9-13. Election of the Board, etc.

The 2006 annual general meeting adopted instructions concerning the composition of the nominating committee. Since the instructions are in effect until further notice, decisions concerning the nominating committee will not be addressed by future annual general meetings unless specifically called for.

The nominating committee, formed in accordance with the instructions adopted in 2006, consists of Henrik Blomquist (chairman), Bure Equity, Petter Stillström, AB Traction, Philip Wendt, Länsförsäkringar Fondförvaltning AB and Patrik Tigerschiöld, Bure Equity (Chairman of the Board). The nominating committee has submitted the following proposals:

Patrik Tigerschiöld is proposed as chairman of the annual general meeting.

Rune Glavare, member of the Board, has announced that he is not eligible for reelection. It is the opinion of the nominating committee that the Board collectively possesses the required experience and competence for the operations and development of the Company. Therefore it is proposed that the Board shall consist of six members elected by the annual general meeting, without deputies until the next annual general meeting. The foregoing does not include employee representatives - the trade unions concerned have announced that all current members and deputies will be reappointed until the next annual general meeting.

The following board members are proposed for reelection:

Patrik Tigerschiöld
Petter Stillström
Henrik Lange
Thomas Turesson
Lotta Stalin
Andreas Bladh

It is proposed that until the next annual general meeting the remunerations of the members of the Board remain unchanged at SEK 320,000 for the Chairman and SEK 160,000 for each member elected by the annual general meeting and not employed by the company. The total remuneration of the Board will be SEK 1,120,000 (1,280,000).

Patrik Tigerschiöld is proposed for reelection as chairman of the board

The nominating committee proposes that Deloitte AB is reelected as the auditing firm of the Company until the end of the annual general meeting of 2012. Deloitte AB has notified the Company of its decision to appoint certified accountant Per-Arne Petersson as the principal auditor. Fees to the auditors are proposed to be paid in accordance with approved invoices.

Item 14. Decision concerning guidelines governing remuneration for management

The 2010 annual general meeting set the following guidelines and terms of remuneration for the CEO and group management:

- The fixed salary shall be competitive and based on responsibility, ability and performance. The fixed salary shall be revised each year.
- The variable salary shall be based on the Company's sales and result, on the return on operating capital and growth as well as specific targets for each officer's area of responsibility. The variable salary shall be paid on a yearly basis and amount to no more than the annual fixed salary.
- The Board intends to regularly evaluate the need for a long-term incentive program to be proposed to the annual general meeting.
- Retirement pension, sickness benefits and medical benefits shall be designed such that they reflect rules and practices in the country where the employee works. If possible, pension plans shall be defined by contribution. Depending on the tax and/or social insurance applicable to the individual, other adjusted pension plans or schemes may be approved.
- Other benefits may be awarded to members of the group management, either individually or collectively. Such benefits shall not represent a significant percentage of the total remuneration. In addition, the benefits shall be in par with market practice.
- The period of notice shall be no longer than 12 months if termination is initiated by the Company and 6 months if termination is initiated by a member of the group management. The Board may approve severance pay beyond the period of notice in individual cases.
- The Board shall be entitled to depart from these guidelines in individual cases if particular reasons are at hand.

The remuneration committee proposes that the existing guidelines concerning remuneration remain unchanged.

Item 15. Decision on an incentive program

The Board considers it to be in the interest of all shareholders to increase the responsibility and commitment of the senior executives and key personnel in the PartnerTech group (the "Group") when it comes to the Company's and the Group's development as well as to ensure that these people share the same goal of generating profitable growth. The Board therefore proposes that the annual general meeting adopt the incentive program set out in item 15a to 15b below. The decisions are conditional upon each other.

Item 15a. Adoption of incentive program

The Board proposes that the annual general meeting approve an incentive program for senior executives, factory managers and other key personnel in the Group (the "Participants"). The incentive program offers the Participants warrants entitling the holders to acquire shares in the Company in accordance with the principles enumerated below (approximately 21 people are covered by the proposed program).

The Participants shall be offered the right to acquire warrants at market value. The subscription price in accordance with the warrants will represent 150% of the average closing price of the Company's shares during the ten trading sessions immediately following the annual general meeting.

The proposed scope of the incentive program is a maximum of 379,950 warrants. The Participants will be broken down into three different categories: the CEO, the group management

(approximately 7 people) and the factory managers and other key personnel (approximately 13 people). The Participants in the three categories are each expected to be awarded 109,950, 20,000 and 10,000 warrants respectively.

The maximum dilution effect of the incentive program is expected to be just short of 3% of the share capital (leading to the same percentage dilution of the number of votes) assuming full subscription and full exercise of all warrants. This dilution has been calculated as the maximum number of shares and votes that may be issued divided by the total number of shares and votes after such issue. The incentive program is expected to have a negligible impact on the Company's earnings per share. Considering that the warrants will be sold at market value, the Company does not have to do any social security payments.

The total cost of the implementation of the incentive program is calculated to approximately SEK 200,000 for the Company assuming full subscription and full exercise of all warrants. The costs relate to legal advice, calculation of the compensation for the warrants and work done by the Company itself as well as the registration and other practicalities relating to the incentive program.

The purpose of the incentive program and the reason for departing from the preferential rights of the shareholders is to promote responsibility and commitment among senior executives and key personnel in the Group when it comes to the Company's and the Group's development as well as to ensure that these people share the goal of generating profitable growth. The program shall also motivate the employees to remain in the Group.

Item 15b. Issue of warrants for transfer to employees

The Board suggests that the annual general meeting approve the issue of up to 379,950 warrants, each of which entitles the holder to subscribe for one share. PartnerTech Ljungby AB (the Subsidiary) is entitled to subscribe and shall transfer the warrants to the Participants pursuant to item 15a for a competitive compensation as calculated by an independent valuer applying the Black & Scholes price model.

Shares may be subscribed based on the warrants from March 1 to May 30, 2014.

The subscription price shall represent 150% of the average closing price of the Company's shares during the ten trading sessions immediately following the annual general meeting of 2011 (but no less than the quotient value of the share) after rounding off to the closest whole tenth of one SEK where half of a tenth will be rounded off to the lower tenth of one SEK.

If all warrants are fully exercised the Company's share capital will increase by SEK 1,899,750. The dilution of outstanding shares and votes that such increase in share capital may give rise to is described in Item 15a above. The reason for departing from the preferential rights of shareholders is to carry out the incentive program described in Item 15a above.

Item 16. Decision concerning authorization for the Board to carry out issues of new shares

The Board proposes that the annual general meeting authorize the Board to adopt a resolution concerning one or more issues, with or without deviation from the preferential rights of shareholders, of no more than 1,266,490 new shares and increasing share capital by no more than SEK 6,332,450 kronor – representing a dilution of a little less than 10% of the Company's share capital and total number of votes. The purpose of the authorization is to enable acquisitions. The preferential rights of shareholders shall be departed from in a situation where – due to time, business or similar considerations – a private placement is more advantageous for the company. On each occasion, the issue price shall be set as close to market value as possible.

Shareholders Question Right

According to chapter 7, section 32 of the Companies Act the Board of Directors and the managing director shall, if a shareholder so requests, and the Board believes that it can be done without material harm to the company, at the general meeting provide information regarding circumstances that may affect the assessment of an item on the agenda or conditions that may affect the assessment of the company's financial situation.

The duty to disclose information also covers the company's relation to other companies within the group and the group financial statements. The right to receive information as described in the foregoing paragraph shall also apply to information concerning a subsidiary within the group.

Disclosure about the number of shares and votes

The company's shareholders have a total of 12,664,982 shares and votes. The company does not hold any of its own shares.

Vellinge, April 2011

The Board