



## **INVITATION TO THE ANNUAL GENERAL MEETING OF KARLSHAMNS AB**

**The shareholders of Karlshamns AB (publ) are hereby invited to attend the Annual General Meeting, on Thursday 24 April 2003 at 2.00 p.m. in the Karlshamn Town Hall, Rådhusalen (Rådhusgatan 10 entrance).**

### **A. CONDITIONS FOR ATTENDANCE**

Shareholders intending to attend the Annual General Meeting must be recorded as shareholders in the Shareholders' Register issued by the Swedish Securities Center (Värdepapperscentralen VPC AB) as at Monday 14 April 2003, and must also notify the Company of their intention to attend the Meeting no later than 4.00 p.m., Wednesday 16 April 2003. Notification of attendance should be made as per any one of the alternatives specified below. The notification shall contain information of name, address, day-time telephone number, social security number or company registration number, and the number of shares held. Shareholders wishing to send an authorized representative should enclose a Proxy to their notification. Anyone representing a legal entity should also present a copy of such entity's registration certificate or corresponding legal documentation proving the right to sign for the company.

Address: Karlshamns AB, Kerstin Wemby, SE-374 82 Karlshamn  
Telephone: +46 454-823 12/825 38. Fax: +46 454-828 20  
E-mail: [kem@karlshamns.se](mailto:kem@karlshamns.se).

Shareholders whose shares are held in trust by a bank or private broker must temporarily register their shares in their own names in the Shareholders' Register to be able to attend the Annual General Meeting. Such registration must be completed no later than Monday, 14 April 2003. Shareholders are advised to notify the trustee of their request to have their shares re-registered well in advance of 14 April.

### **B. AGENDA**

1. Opening of the Meeting.
2. Election of Chairman to preside over the Meeting, announcement of the Board's election of Secretary.
3. Verification of the voting list.
4. Approval of the proposed Agenda.
5. Election of two persons to verify and sign the Minutes of the Meeting.
6. Decision as to whether the Meeting has been properly convened.
7. Address by the President along with his presentation of the Annual Accounts and Consolidated Annual Accounts for 2002, presentation of the Auditors' report and the Consolidated Auditors' report for 2002.
8. Resolutions as to:
  - a) adoption of Income Statement and Balance Sheet, Consolidated Income Statement and Consolidated Balance Sheet as of 31 December 2002,
  - b) appropriation of the Company's profit in accordance with the adopted Balance Sheet, establishment of record day,
  - c) decision as to whether to discharge the Directors and the President from liability for their administration during the 2002 financial year.
9. Decision on the number of Board Members and alternate Board Members.
10. Decision on Directors' fees and Auditors' fees.
11. Election of Directors.
12. Issues regarding:
  - a) adoption of a Nominating Committee,
  - b) the Board of Directors adoption of a Remunerating Committee, and
  - c) the Board of Directors adoption of an Audit Committee.
13. Adjournment of the Annual General Meeting.

Shareholders representing approximately 52.2 per cent of the Company's shares and voting rights have notified the Company of their intention to support the Board's proposal as to item 8 b) and that they submit their own proposal for items 9-12.

**Item 8 b)**

The Board of Directors is proposing to the AGM that a dividend of SEK 3.50 per share be paid for the financial year ending 31 December 2002. As record day for such dividend is proposed Tuesday 29 April 2003. Should the AGM resolve in accordance with this proposal, the dividend will be forwarded by VPC; estimated settlement day will be Monday 5 May 2003.

**Item 9**

The number of Board Members shall remain six, without Deputy Directors.

**Item 10**

Directors' fees for the year 2003 are proposed at the level of SEK 900,000, to be distributed by the Board among those elected Directors not being employed by the Company. The Board furthermore proposes that fees to the Company's auditors be settled on a current account basis.

**Item 11**

Re-election of all present Directors: Melker Schörling, Clas Eriksson, Håkan Hellmo, Jerker Hartwall, Gösta Wiking and Mikael Ekdahl.

The AGM held in 2000 appointed the accounting firm PricewaterhouseCoopers AB, with authorized public accountant Åke Christiansson as its representative, for a period of four years.

**Item 12 a-c)**

A Nomination Committee shall be established with the task of preparing the election of Directors, the establishment of fees for the Directors and matters pertaining thereto before the forthcoming Annual General Meetings. The Nomination Committee is proposed to consist of three members and be elected at the Annual General Meeting. Melker Schörling, Håkan Hellmo and Tor Marthin, AMF Pension, are proposed as members of the Nomination Committee regarding the Annual General Meeting 2004.

The Board of Directors decided in February 2003 to form an Audit Committee consisting of the Board Members Mikael Ekdahl, Clas Eriksson, Jerker Hartwall and Stefan Sjölin, and a Remuneration Committee consisting of the Board Members Melker Schörling, Gösta Wiking and Jerker Hartwall. The aim of these committees is to assist the Board in giving deeper and more efficient consideration to these matters.

**C. ACCESSIBLE DOCUMENTATION**

The Company's Accounts and the Auditors' Reports are accessible at the Company's premises as well as on its website [www.karlshamns.com](http://www.karlshamns.com), as of Thursday 10 April 2003, and will also be distributed to shareholders notifying their intention to attend the AGM, or otherwise upon request.

Karlshamn, March 2003

Karlshamns AB (publ)

*The Board of Directors*