

The information that appears in this document is a translation of, and accordingly corresponds in all material respects with, the text of a corresponding Swedish document. In the event of any contradiction between the text contained in this document and the Swedish document, the latter shall prevail.

Notice

The Shareholders of D. Carnegie & Co AB (publ), company number 556498-9449, (the “Company”), are hereby given notice to attend an Extraordinary General Meeting of the Shareholders on Tuesday 13 February 2007, at 3 pm, at Nalen, Stora Salen, Regeringsgatan 74, Stockholm, Sweden.

Notification, etc

A Shareholder who wishes to participate in the Extraordinary General Meeting of the Shareholders must:

- be entered on Wednesday 7 February 2007 in the share register maintained by VPC AB; and
- have notified its intention to participate in the Extraordinary General Meeting of the Shareholders not later than 4 pm on Wednesday 7 February 2007 to:
D. Carnegie & Co AB (publ), Västra Trädgårdsgatan 15, SE-103 38 Stockholm, Sweden, or by telephone on +46-8-58 86 90 75, +46-8-58 86 87 03, by fax to +46-8-20 57 83, or at www.carnegie.se/ir.

Nominee-Registered Shares

In order to be entitled to participate in the Extraordinary General Meeting of the Shareholders, a Shareholder whose shares are nominee-registered must, in ample time prior to 7 February 2007, ensure that the nominee temporarily enters the shares in the share register in the Shareholder’s own name.

Proxy, etc

A Shareholder’s rights at the Extraordinary General Meeting of the Shareholders may be exercised by an authorised proxy. A proxy must be in writing and may not be more than twelve months old. It must be dated and signed. A proxy should be submitted in the original to the Company at the above address in ample time prior to the Extraordinary General Meeting of the Shareholders. Representatives of a legal entity shall also submit an attested copy of the certificate of registration or equivalent authorisation documents.

A Shareholder or a proxy for a Shareholder may be accompanied by not more than two advisors at the Extraordinary General Meeting of the Shareholders. A Shareholder may be accompanied by advisors at the Extraordinary General Meeting of the Shareholders only where the Shareholder has given the Company notice of the number of advisors in the manner stated above in respect of notification regarding a Shareholder’s participation.

Confirmation

Notifications received in due time will be confirmed through the despatch of an entrance card which must be produced at the entrance to the premises at which the Extraordinary General Meeting of the Shareholders is held. Entrance cards will be despatched commencing Thursday 8 February 2007.

Business and Proposed Agenda for the General Meeting of the Shareholders

1. Opening of the meeting
2. Election of a Chairman for the meeting
3. Preparation and approval of the voting register
4. Approval of the agenda
5. Election of one or two persons to attest the minutes
6. Determination whether the meeting has been duly convened
7. The proposal of the Board of Directors to adopt a resolution to authorise the Board of Directors to resolve to carry out a new issue of shares
8. Closing of the meeting

Proposed resolutionsItem 2

The Board of Directors proposes that advokat Claes Beyer be appointed Chairman of the meeting.

Item 7

The Board of Directors proposes that the General Meeting of the Shareholders adopt a resolution to authorise the Board of Directors to, for a period of time not later than up until the next Annual General Meeting of the Shareholders, at one or several occasions, resolve to increase the Company's share capital with a maximum of SEK 12,142,854 through an issue of a maximum of 6,071,427 new shares. When doing so, the Board of Directors shall only be entitled to resolve that the new shares shall be paid for with non-cash consideration in the form of shares and, if any, warrants in Max Matthiessen Holding AB, company number 556599-1618, in order to enable the Company to purchase all shares and, if any, warrants in Max Matthiessen Holding AB against payment in the form of shares in the Company. Based on the assumption that the total amount of shares and votes in the Company, after the authorisation is used, amounts to 77,573,027 which also includes a complete exercise of all 1,976,530 outstanding warrants in the Company, this authorisation, if fully used, corresponds to a dilution of approximately 7.8 per cent of the total amount of shares and votes in the Company.

The Board of Directors' complete proposal for a resolution regarding item 7 will be made available to the Shareholders at the Company's offices as from Tuesday 30 January 2007. A copy of the proposal will also be sent, free of charge to the recipient, to Shareholders who so request and who provide their postal addresses.

Stockholm, January 2007
D. Carnegie & Co AB (publ)
The Board of Directors

Translation for English-speaking Shareholders

For the convenience of non-Swedish speaking Shareholders the proceedings of the Extraordinary General Meeting may be simultaneously translated into English, if so requested when attendance to the Extraordinary General Meeting is notified.