

# Annual General Meeting of Cardo AB

Cardo AB (publ) shareholders are herewith invited to attend the Annual General Meeting at 5 pm on Monday, April 5 2004 at Malmö Opera och Musikteater, Östra Rönneholmsvägen 20, Malmö, Sweden.

## Right to participate in meeting

Shareholders wishing to participate in the Annual General Meeting must be entered in the register of shareholders maintained by VPC AB (Swedish Central Securities Depository & Clearing Organization) no later than Friday, March 26 2004 and

advise the Company of their intention to attend the meeting either by letter addressed to Cardo AB (publ), Box 486, SE-201 24 Malmö, Sweden, or by telephone on +46 40 35 04 49, no later than 4 pm, Tuesday, March 30 2004.

Shareholders who are represented by a proxy should send a power of attorney together with the notice of intention to participate. Persons representing a legal entity must produce a copy of the registration certificate or similar instrument of authority showing authorization to sign for the said entity.

To be entitled to participate in the meeting, shareholders whose shares are nominee registered must have the shares temporarily registered in their own name at VPC AB. As such re-registration must be completed by Friday, March 26 2004 at the latest, the nominee should be informed thereof well in advance of this date.

## Proposed agenda

1. Opening of the meeting.
2. Election of a chairman to preside at the meeting.
3. Preparation and approval of voting list.
4. Approval of agenda.
5. Election of two people to check the minutes.
6. Question of whether the meeting has been properly convened.
7. The President's report and presentation of the Annual Report, the audit report, the consolidated financial statements and the audit report on the Group.
8. Resolution on adoption of the income statement and balance sheet as well as of the consolidated income statement and consolidated balance sheet, all as per December 31 2003.
9. Resolution on appropriation of the Company's earnings according to the balance sheet adopted and on the establishment of a record day.
10. Resolution on discharge from liability for the members of the Board of Directors and the President.
11. Establishment of the number of Directors and auditors.
12. Establishment of fees for the Board of Directors and auditors.
13. Election of Board of Directors and auditors.
14. Resolution on authorization of the Board of Directors to acquire shares in the Company.
15. Proposed resolution of the Annual General Meeting: (a) to establish a nominations committee elected by the Annual General Meeting and (b) to instruct the Board of Directors to appoint an audit committee.
16. Closing of the meeting.

## Dividend (item 9 on the agenda)

The Board of Directors proposes a dividend of SEK 8.00 per share for the financial year 2003. The proposed record day is April 8 2004. Provided the meeting resolves in accordance with the proposal, VPC AB expects to be able to distribute dividend on April 15 2004.

## Proposal for election of Directors and auditors and determination of fees (items 11-13 on the agenda)

The following has been proposed by Cardo's nominations committee, consisting of Fredrik Lundberg (chairman of Cardo's board), L E Lundbergföretagen AB, Mats Andersson, National Swedish Pension Fund, Third Fund Board and Ramsay Brufer, Alecta, representing the largest shareholders in the Company and approximately 47 percent of the votes:

### *Board of Directors and its fee*

The number of Directors is to be eight.

Re-election of the Directors Fredrik Lundberg, Lennart Nilsson, Tuve Johannesson, Berthold Lindqvist, Bengt Pettersson, Anders Rydin and Kjell Svensson.

Election of Carina Malmgren Heander as a Director.

Carina Malmgren Heander is 44 and a graduate business administrator. Since 1989, she has been involved in operative industrial matters in leading positions within the ABB group. Between 1998 and 2003, she was vice president human resources and a member of the Swedish group management team at ABB. From 2002-2003, she was also president of ABB Group Services Center AB. Since October 2003, she has been vice president human resources and a member of the group management team at Sandvik AB.

The fee to be paid to the Board is to be SEK 1,200,000 in all, to be divided among the Directors as the Board resolves.

### *Auditors and fees*

It is proposed that the public accounting firm of Ernst & Young AB be appointed as the Company's auditor for the period until the 2008 Annual General Meeting.

It is proposed that fees to the public accounting firm shall be payable as per invoice.

## The proposal of the Board of Directors that the Board be authorized to acquire shares in the Company (item 14 on the agenda)

The proposal of the Board of Directors involves authorizing the Board to acquire up to so many own shares before the next Annual General Meeting that the Company's holding at no time exceeds 10 percent of all shares in the Company. Acquisition is to be made on Stockholmsbörsen at the market value applying on the occasion of acquisition. The purpose of the repurchase is to give the Board the opportunity to adjust the capital structure of the Company during the period until the next Annual General Meeting. The validity of a resolution in accordance with the aforementioned is conditional upon the support of shareholders with at least two thirds of both the votes cast and of the shares represented at the Meeting.

The Annual Report and audit report as well as the Board's complete proposed resolution under item 14 will be accessible at the Company as of Monday, March 22 2004. Copies of the documents will be sent to shareholders that contact the Company and give their address.

## Proposals regarding nominations committee and audit committee (item 15 on the agenda)

The Swedish Shareholders' Association has requested that the Annual General Meeting consider the matters set out under item 15 on the agenda.

Welcome

Malmö in February 2004

The Board of Directors  
CARDO AB (publ)



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