



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

Shareholders of Meda AB (publ), corporate ID 556427-2812 are invited to attend the annual general meeting (AGM) at 5 PM on Tuesday, 5 May 2009 in Meda's facilities 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 Euroclear Sweden AB (previously VPC AB) share database by Tuesday, 28 April 2009.
- Have sent notification of attendance to Meda by 12 noon on Tuesday, 28 April 2009.

To be entitled to vote at the AGM, shareholders, whose shares are registered in the names of nominees, must temporarily register their shares in their own names so they are officially registered as shareholders with Euroclear Sweden AB by 28 April 2009. Consequently, shareholders should notify nominees in sufficient time before this registration date.

Notification of AGM attendance

Submit notification of attendance to Meda via *one* of these methods:

- Regular mail: Meda AB (publ), Box 906, SE-170 09 Solna, Sweden
- Phone: +46 8-630 19 00
- Fax +46 8-630 19 79 (write Meda's AGM on the fax)
- www.meda.se
- E-mail: bolagsstamman@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 power of attorney to Meda before the AGM. If the power of attorney is issued by a legal entity, a notarised 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.

Personnel data from notifications, proxy documents, and Euroclear Sweden AB database information will be used for the required registration and to prepare the AGM electoral roll.

Proposed 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. Resolutions concerning:
 - 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 authorisation of the board to decide on share issues.
18. Other issues.
19. Closing of the AGM.

Proposed resolutions

Item 10: Proposed dividend and record date for the dividend

The board proposes a dividend of SEK seventy-five (75) öre per share and Friday, 8 May 2009 as the record date for the dividend. If AGM participants approve this proposal, the dividend is expected to be distributed under the direction of Euroclear Sweden AB on Wednesday, 13 May 2009. The last day for trading Meda shares that include dividend rights is Tuesday, 5 May 2009.

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

Per the 2008 AGM resolution, the four largest shareholders appointed a nomination committee in preparation for the 2009 AGM. The nomination committee consisted of:

- Karl-Magnus Sjölin (committee chairman), appointed by Stena Sessan AB
- Eva Halvarsson, appointed by Andra AP-fonden
- Peter Rudman, appointed by Nordea fonder
- Kerstin Stenberg, appointed by Swedbank Robur fonder
- Peter Sjöstrand, Meda's board chairman

For agenda item 2, the nomination committee will propose that Peter Sjöstrand, board chairman, be appointed AGM chairman.

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

- The board shall consist of seven (7) members (6 last year) and that no board deputy be appointed (0 last year).
- Total board remuneration be set to SEK 1,950,000 (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 250,000 (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:
 - Bert-Åke Eriksson
 - Marianne Hamilton
 - Tuve Johannesson
 - Anders Lönner
 - Anders Waldenström
- These people be newly elected to the board:
 - Carola Lemne
 - Peter Claesson
- Bert-Åke Eriksson be appointed as board chairman.

Carola Lemne is 54 and CEO of Praktikertjänst AB. Previous positions include CEO of Danderyd University Hospital. Other board appointments include Getinge.

Peter Claesson is 44 and CFO of Stena AB. Previous positions include CFO of Trelleborg.

Peter Sjöstrand has declined re-election.

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

Shareholders, which together represent about 40% 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 (6 months before the AGM at the latest), Meda must publicly announce the names of the four owner representatives and the shareholders that they represent. The four largest shareholders on record in the Euroclear Sweden AB share database on 31 July will be contacted.

If any of the four largest shareholders waive their right to appoint a nomination committee member, the next-largest shareholder shall receive an 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. 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 (after the change) or (ii) to increase the committee's size by yet another member – but not exceed six members.

Changes in composition of the nomination committee must be publicly announced immediately. The nomination committee must prepare and submit to the AGM proposals 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 fulfil its obligations, for example, 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 approve 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 on guidelines 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, competency requirements, experience, and performance; and (iii) remuneration/compensation shall consist 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 on guidelines agrees with previous years' remuneration/compensation guidelines and is based on initial contracts already entered between Meda and its 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 9 million. Executives employed by Meda USA also participate in a long-term incentive program; the terms are specified in Note 8 of the annual report.

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.

Severance pay (when the company gives notice) constitutes a salary of between one and two years.

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 authorisation for deciding on share issues

The board proposes that it should be authorised to decide on share issues – on one or more occasions to increase the company's share capital – during the period until the next AGM. Authorisation shall cover a maximum of 30,224,306 shares; with full exercise, the dilution effect is about 10% of the share capital and votes. With authorisation, 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 authorisation does not extend to decisions regarding cash issues.

The reason for deviation from preferential rights and authorisation to 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. Prevailing market conditions determine the issue rate.

For a resolution to be made regarding the board's proposal in item 17, 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 2009, the board's complete proposal, the 2008 annual report (in Swedish), and documentation per Chapter 18, section 7 of the Companies Act will be available at www.meda.se and at the company's head office at Pipers väg 2, Solna, Sweden.

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

Solna, Sweden, April 2009

The board
Meda Aktiebolag (publ)