



NOTICE OF ANNUAL GENERAL MEETING IN BONG AB (publ)

The shareholders of Bong AB (publ) are hereby invited to attend the Annual General Meeting to be held on Thursday 12 May 2011 at 4.00 p.m. CET in IMP's premises at Ångbåtsbron 1 in Malmö.

A. Right to attend

Shareholders who wish to attend the AGM must

- be recorded in the share register kept by Euroclear Sweden AB made as of Friday 6 May 2011, and
- notify the company of their intention to attend the AGM at the address Bong AB, Att. Anna-Lena Petersson, Hans Michelsensgatan 9, SE-211 20 Malmö, or by telephone +46 40 17 60 41, by telefax +46 40 17 60 49, by email to Bolagsstamma2011@bong.com or on the company's website www.bong.com, by Friday 6 May 2011 at 12.00 p.m. CET. On giving notice of attendance, the shareholder shall state name, personal identity number or corporate identification number, address and telephone number, shareholding and the number of advisors that the shareholder wishes to bring to the AGM (maximum two advisors).

Shareholders represented by proxy must issue a document authorising the proxy to act on the shareholder's behalf. A proxy form is available on the company's website www.bong.com and will be provided to shareholders who contact the company and state their address. Representatives of a legal entity shall present a copy of the certificate of registration or similar document of authorisation showing the persons authorised to act on behalf of the company. The original of the proxy and the document of authorisation should be sent to the company together with the notice of attendance.

In order to participate in the proceedings of the AGM, owners with nominee-registered shares must request their bank or broker to have their shares temporarily owner-registered with Euroclear Sweden AB. Such registration must be made as of Friday 6 May 2011 and the banker or broker should therefore be notified in due time before said date.

B. Agenda

Proposal for Agenda

1. Opening of the Meeting.
2. Election of Chairman of the Meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.

5. Election of one or two person(s) to approve the minutes.
6. Determination of compliance with the rules of convocation.
7. Report by the President and CEO.
8. Presentation of
 - a. the Annual Report and the Auditor's Report and the Consolidated Financial Statements and the Group Auditor's Report,
 - b. the statement by the auditor on the compliance with the guidelines for remuneration to management applicable since the last AGM, and
 - c. the Board of Director's proposal for appropriation of the company's profit and the Board of Director's motivated statement thereon.
9. Resolution regarding
 - a. adoption of the Statement of Income and the Balance Sheet and the Consolidated Statement of Income and the Consolidated Balance Sheet,
 - b. appropriation of the company's profit according to the adopted Balance Sheet and record date for dividend, and
 - c. discharge from liability of the President and CEO and the Board of Directors.
10. Determination of the number of board members and deputies.
11. Establishment of fees to the Board of Directors and the auditors.
12. Election of the members of the Board of Directors and auditors.
13. Election of members of the Nomination Committee.
14. Guidelines for remuneration of senior executives.
15. Proposal for a resolution on the authorisation of the Board of Directors to resolve on the acquisition of the company's own shares.
16. Closing of the Meeting.

Proposals for Resolutions

Appropriation of profit (9b)

The Board of Directors proposes that a dividend of SEK 1.00 per share be declared for the financial year 2010. As record date for the dividend, the Board of directors proposes Tuesday 17 May 2011. If the AGM adopts the proposal, the dividend is expected to be distributed by Euroclear Sweden AB starting Friday 20 May 2011.

Proposal of the Nomination Committee (item 2 and items 10-12)

In connection with the election of board members and determination of fees at the AGM, the Nomination Committee appointed at the AGM 2010, consisting of Alf Tönnesson (Aktiebolaget Cydonia), Mikael Ekdahl (Melker Schörling AB), Erik Sjöström (Skandia) and Peter Edwall (Ponderus Securities AB) will present and motivate the proposals below and submit a report on the committee's activities.

The Nomination Committee has made the following proposals:

- that Mikael Ekdahl be elected Chairman of the AGM;
- that the Board of Directors shall consist of seven members without any deputies;
- that Mikael Ekdahl, Alf Tönnesson, Anders Davidsson, Christian W. Jansson, Ulrika Eriksson, Stéphane Hamelin and Eric Joan shall be re-elected for the period up to and including the AGM 2012;
- that re-election shall be made of Mikael Ekdahl as Chairman of the Board and Alf Tönnesson as deputy Chairman;
- that fees to the board members shall be paid by totally SEK 1,200,000 to be distributed among the members as follows: SEK 300,000 to the Chairman and SEK 150,000 to each of the other members elected at general meetings and not employed with the company, and fees for work in the Audit Committee shall be SEK 100,000 to the Chairman of the Audit Committee and SEK 50,000 to each of the members;

that the accounting company PricewaterhouseCoopers AB shall be elected auditors of the company for a one year period of mandate, consequently, up to and including the AGM 2012, with authorised public accountant Eric Salander as auditor in charge, and that auditors' fees shall be paid as per agreement.

Nomination Committee (item 13)

Shareholders representing approximately 71 per cent of all shares and votes in the company have proposed that a Nomination Committee shall be appointed also for the AGM 2012 and:

that the Nomination Committee shall have four members;

that Alf Tönnesson (Aktiebolaget Cydonia), Mikael Ekdahl (Melker Schörling AB), Erik Sjöström (Skandia) and Peter Edwall (Ponderus Securities AB) shall be re-elected as members of the Nomination Committee;

that Alf Tönnesson shall be re-elected as Chairman of the Nomination Committee;

that if a shareholder represented by any of the members of the Nomination Committee should substantially reduce its shareholding in the company or in the event a member no longer is employed with such shareholder or for any other reason should leave the Nomination Committee before the AGM 2012, the Nomination Committee shall be entitled to appoint another representative of the major shareholders to replace such member; and

that the tasks of the Nomination Committee shall be to prepare election of Chairman and other board members, election of Chairman of the AGM, fee issues and relating issues before the AGM 2012.

Guidelines for remuneration of senior executives (item 14)

The Board of Directors proposes that the AGM shall resolve on guidelines for remuneration to the President and other senior executives entailing principally the following: Remuneration to management shall include a fixed salary, a variable remuneration, other benefits and pension. By senior executives is here meant officers of the management, at present consisting of the CEO and President, the Chief Financial Officer, the Business Manager Nordic and ProPac, the Business Manager Central Europe, the Business Manager United Kingdom and the Business Manager France and Spain. The total remuneration shall be according to market conditions and competitive. The variable part of the salary shall have a pre-determined cap and may as a fundamental principle never exceed 60 per cent of the fixed annual salary. The variable remuneration shall be subject to the fulfilment of certain financial targets and also be connected to the achievement of individual targets. The variable remuneration shall not qualify for pension. Pension benefits shall be either income or fee based, or a combination of both, with a pension age of 65 years. On notice of termination by the officer, the notice period shall normally be six months. On dismissal by the company, the notice period and the period of severance pay shall totally not exceed 24 months. The guidelines shall apply to employment agreements concluded after the resolution of the AGM and to any changes in existing agreements. The Board of Directors shall have the right to deviate from the guidelines if motivated by particular reasons on an individual basis.

Proposal for a resolution on the authorisation of the Board of Directors to resolve on acquisition of the company's own shares on the stock exchange (item 15)

The extraordinary general meeting held on 22 October 2010 adopted a resolution to implement a long-term variable remuneration ("LRE"). The Board of Directors proposes that the AGM authorise the Board of Directors to resolve on the acquisition of the company's own shares in order to be able supply LRE shares according to LRE on the following terms and conditions.

1. The authorisation may be utilised on one or several occasions, however, for a maximum period of up to and including the AGM 2012.
2. The number of shares required for the supply of LRE shares to participants in LRE, however maximum 400,000 shares may be acquired to secure supply of such shares. In case acquired shares remain after the supply of LRE shares have been made, such shares shall remain in Bong's possession and be used for future incentive programs or otherwise as resolved by the general meeting.
3. Acquisitions in accordance with section 2 shall be made on NASDAQ OMX Stockholm at a price within the from time to time registered price interval, referring to the interval between the highest purchase price and the lowest selling price.

Voting majority

The resolution of the AGM on the authorisation of the Board of Directors to resolve on the acquisition of the company's own shares is, pursuant to the Swedish Companies Act, subject to the support of shareholders representing at least two-thirds of both the number of votes cast and the shares represented at the meeting in order to be valid.

C. Available Documentation

The accounting documents and the Auditor's Report, the complete proposals of the Board of Directors for resolutions according to items 14 and 15, as well as the statement by the Auditor regarding whether the guidelines for remuneration to the management have been observed and the motivated statement by the Board of Directors on the appropriation of profit under item 9 b are available to the shareholders at the company as from Thursday 21 April 2011. Copies will also be sent to shareholders on request and be available at the AGM. The above documents and the Annual Report will as from said date also be available on the company's website www.bong.com.

D. Number of Shares and Votes in the Company

At the issue of this notice, the total number of shares and votes in the company amounts to 17,480,995. All shares are of the same class.

E. Information at the AGM

The Board of Directors and the CEO shall at the AGM, if any shareholder so requests and the Board of Directors believes that it can be done without significant harm to the company, provide information regarding circumstances that (i) may affect the assessment of an item on the agenda, (ii) circumstances that may affect the assessment of the company's or its subsidiaries' financial position and (iii) the company's relation to other companies within the group.

Kristianstad in April 2011
The Board of Directors
BONG AB (publ)