



Press release

Stockholm 7 March 2008

Notice of the Annual General Meeting of Carnegie

The Shareholders of D. Carnegie & Co AB (publ), company number 556498-9449, (“**the Company**”), are hereby given notice to attend the Annual General Meeting of the Shareholders on Monday 7 April 2008, at 2 pm, at Nalen, Stora Salen, Regeringsgatan 74, Stockholm.

Notification, etc

A Shareholder who wishes to participate in the Annual General Meeting of the Shareholders must be registered in the share register maintained by VPC AB on Tuesday 1 April 2008; and have notified its intention to participate in the Annual General Meeting of the Shareholders no later than 4 pm on Tuesday 1 April 2008 to D. Carnegie & Co AB (publ), the Annual General Meeting, Box 47022, 100 74 STOCKHOLM, Sweden; by telephone +46-8-775 80 24 weekdays between 10 am and 4 pm; or via Carnegie’s website www.carnegie.se (individuals).

Nominee-Registered Shares

In order to be entitled to participate in the Annual General Meeting of the Shareholders, a Shareholder whose shares are nominee-registered must, in ample time prior to Tuesday 1 April 2008, ensure that the nominee temporarily registers the shares in the share register in the Shareholder’s own name.

Proxies, etc

A Shareholder’s rights at the Annual General Meeting of the Shareholders may be exercised by an authorized proxy. A proxy must be in writing, dated and signed, and may not be more than twelve months old. The Company will provide a proxy form for this purpose, which may be obtained from the Company on the Company’s website, www.carnegie.se, or be requested by telephone +46-8-775 80 24. A proxy should be submitted in the original to D. Carnegie & Co AB (publ), the Annual General Meeting, Box 47022, 100 74 STOCKHOLM, Sweden, in ample time prior to the Annual General Meeting of the Shareholders. Representatives of legal entities must also submit an attested copy of the certificate of registration of such entity or equivalent authorisation documents.

A separate notification concerning a Shareholder’s participation in the Annual General Meeting of the Shareholders must be given also where a Shareholder is to be represented by a proxy. Submission of a proxy is not deemed as a valid notification of participation in the Annual General Meeting of the Shareholders.

Advisors

A Shareholder or a proxy may be accompanied by not more than two advisors at the Annual General Meeting of the Shareholders. A Shareholder may be accompanied by advisors only where

the Shareholder has given the Company notice of the number of advisors in the same manner as stated above in respect of notification of a Shareholder's participation.

Confirmation

Notifications received in due time will be confirmed through the dispatch of an entrance card which must be produced at the entrance to the premises at which the Annual General Meeting of the Shareholders is held. Entrance cards will be dispatched commencing on Wednesday 2 April 2008.

Information on Shares and Votes

The total amount of shares and votes in the Company as of Tuesday 1 April 2008 are 78 478 956 shares, divided into 77 543 956 ordinary shares and 935 000 preference shares. The preference shares are held by the Company itself.

Business and Proposed Agenda for the Annual General Meeting

1. Election of a Chairman for the meeting
2. Preparation and approval of the voting register
3. Approval of the agenda
4. Election of one or two persons to attest the minutes
5. Determination whether the meeting has been duly convened
6. Submission of annual accounts and report of the Auditor as well as of the consolidated financial statements and the Auditor's report for the group
 - a. Report of the Auditor
 - b. Report of the CEO
 - c. Report of the Chairman of the Board regarding the work of the Board of Directors
 - d. Reports concerning the Audit Committee and the Remuneration Committee
7. Resolution regarding
 - a. the adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet
 - b. Disposition of the Company's earnings in accordance with the approved balance sheet
 - c. Releasing the members of the Board of Directors and the Managing Director from liability

8. Determination of remuneration to the Board of Directors and the Auditor
9. Election of the Board of Directors, the Chairman of the Board and the Deputy Chairman of the Board
10. Proposal for resolution regarding cancellation of Share Programme 2008
11. Proposal for resolution regarding the Company's policy on guidelines for remuneration for senior management
12. Proposal for resolution regarding a Nomination Committee
13. Closing of the meeting

Proposed resolutions

Item 1

The Nomination Committee proposes that the attorney at law Claes Beyer is appointed Chairman of the meeting.

Item 7

b. The Board of Directors proposes that the Company's earnings be used to make dividend payments to the Shareholders and that the dividend shall amount to SEK 7 and 50 öre per share. The Board of Directors proposes that the record date for payment of the dividend (Avstämningsdag) shall be Thursday 10 April 2008. If the Annual General Meeting adopts this proposal, it is expected that the dividend will be paid on Tuesday 15 April 2008.

The last date for dealing in the shares including the right to receive dividend shall be on Monday 7 April 2008.

Item 8

The Nomination Committee proposes that the Annual General Meeting resolves that remuneration to the Directors of the Board shall be received according to the following.

Remuneration shall not be paid to those Directors of the Board that are employed by the Company or any of its subsidiaries. The Chairman of the Board will receive SEK 1,000,000, the Deputy Chairman of the Board will receive SEK 500,000, and the other Board Members will each receive SEK 400,000 for their assignment in the Board of the Company.

The Chairman of the Audit Committee will receive SEK 200,000 and the other members of the Audit Committee will receive SEK 100,000 each. The Chairman of the Remuneration Committee will receive SEK 100,000 and the other members of the Remuneration Committee will receive SEK 50,000 each. According to the current proposal by the Nomination Committee, the total remuneration to be paid to the Board of Directors amounts to SEK 4,100,000 (4,100,000).

The Nomination Committee further proposes that remuneration to the registered auditing company Deloitte AB during its mandate period should be as agreed when procuring the services.

Item 9

The Nomination Committee proposes that the maximum number of Board Members to be elected by the Shareholders' be 7 (6).

The Nomination Committee proposes re-election of Anders Fällman, Jan Kvarnström, Björn C. Andersson, Mai-Lill Ibsen, Catharina Lagerstam, and Patrik Tigerschiöld and election of John Shakeshaft. The Nomination Committee further proposes that Anders Fällman is re-elected Chairman of the Board and Jan Kvarnström as the Deputy Chairman of the Board. All elections are for the period through the 2009 Annual General Meeting.

A full presentation of the proposed Board Members is available on the Company's website, www.carnegie.se/ir, and will be presented to the Annual General Meeting.

Item 10

Proposal for resolution regarding cancellation of Share Programme 2008.

Background

The Annual General Meeting 2007 passed a resolution to establish a long-term, performance-based share programme (“**Share Programme 2008**”) directed towards about 100 key employees.

At the same time as the resolution was adopted, in order to enable the programme, resolutions were passed regarding an amendment of the Articles of Association, according to which a new class of shares designated preference shares was introduced, a directed share issue by way of issuing 935 000 preference shares, an authorisation for the Board to decide on a directed purchase offer of own preference shares, and a resolution regarding transfer of own ordinary shares to the participants in Share Programme 2008.

All of the above resolutions, except the resolution regarding the transfer of ordinary shares to the participants in Share Programme 2008, have been carried out.

The Extraordinary General Meeting held on 21 November 2007, resolved to instruct the Board of Directors to study how Share Programme 2008 should be adjusted taking into consideration the revaluation of the trading portfolio. The Board of Directors has thereafter, in consultation with Carnegie's Group Management, considered the matter. The Group Management have proposed to the Board of Directors to cancel Share Programme 2008 and replace it with a new long-term incentive programme which better serves the interests of the Shareholders and the employees.

The Board of Directors

The Board proposes that the Annual General Meeting adopts a resolution that Share Programme 2008 will be cancelled in advance, meaning, *inter alia*, that no transfer of ordinary shares to the participants in Share Programme 2008 will be carried out. During 2008, the Board intends to return to the Shareholders with a proposal regarding a new long-term incentive programme for employees.

Item 11

The Board proposes that the Annual General Meeting approves that the following guidelines on remuneration for the senior management of the Company be applied.

Remuneration policy 2008 on remuneration for senior management.

Carnegie applies the following policy on remuneration for senior management. Senior management is defined as Group Management of Carnegie, i.e the CEO, the COO, the CFO and the Heads of the Business Areas. Remuneration to the Group Management is based on the same principles for remuneration applicable for all employees in the Carnegie Group.

A clear and stable incentive structure is important in order to attract and retain the best employees, as the personal commitment and interest in Carnegie's total progress plays a major role in increasing productivity and improving performance. The personal commitment is promoted through Carnegie's profit-share system, which was introduced in the 1990's and through share-related incentive programmes, as described in the IPO prospectus in 2001.

Total compensation to all employees is composed of a fixed part and a variable part. The fixed part consists of salaries and salary-based premium payments for pension insurance. All of Carnegie's pension obligations are based on defined contribution plans and are reinsured with external parties. The variable part is the profit-share, calculated as a fixed formula, 50 per cent of the Group's operating profit, before profit-share, after a deduction of an amount equal to 12-months STIBOR (Stockholm Interbank Offered Rates) on the opening balance of the Shareholders' equity for the year, adjusted for any dividends distributed to Shareholders. Profit-share is only distributed following a positive result for the full year, and zero or negative results therefore leads to zero profit-share.

Profit-share is allocated to all employees on a discretionary basis. The basis for the allocation of profit-share to individuals is a company-wide evaluation process, including Group Management, with the purpose to review the employees according to professional competence, leadership skills, achievement of previously set objectives and corporate values. The evaluation process is reviewed and approved by the Remuneration Committee. In addition to this, the Chairman of the Board also holds individual discussions with members of the Board and of Group Management in order to evaluate the CEO.

In 2008 a special arrangement will apply for Carnegie's new CEO, Mikael Ericson. The bonus for Mikael Ericson, which is a fixed amount, shall become payable provided that Mikael Ericson has acquired Carnegie shares to an amount which is equal to the gross bonus amount, and also that Mikael Ericson when payment of the bonus is due in March 2009, still is active, and has not been given notice as CEO in Carnegie and, furthermore still is the owner of the acquired Carnegie shares.

In addition to Carnegie's profit-share system, the employees have during 2001-2004 been offered participation in long-term incentive programmes in the form of warrants. The last of the three warrant programmes issued expired in April 2007. As of 31 December 2007, there were zero (0) remaining warrants outstanding. The Company has no outstanding accounts payable due to these programmes nor any costs associated with these during 2007.

At the Annual General Meeting 2007 it was resolved to introduce Share Programme 2008 directed towards about 100 key employees. Provided that the Annual General Meeting resolves in accordance with the Board's proposal regarding the advance cancellation of Share Programme 2008, Share Programme 2008 will not be a part of the remuneration to the Executive Officers in Carnegie during 2008. During 2008 the Board intends to return to the Shareholders with a new proposal for a long-term share based incentive programme to replace Share Programme 2008. The issued preference shares which afterwards have been repurchased by the Company due to Share Programme 2008, will at present be kept by the Company in order to await a resolution regarding whether the preference shares will be used within the framework of a new incentive programme.

The total cost for the Company, when it comes to remuneration to senior management will consequently consist of a fixed part and a variable part. If the result is zero or negative, no variable part will be paid. If the result is positive, the variable part of the remuneration will be paid discretionally, within the framework of the profit-share system.

Item12

The Nomination Committee proposes that the Annual General Meeting adopts the following procedure for appointment of the Nomination Committee.

The Annual General Meeting commissions the Chairman of the Board to appoint not less than three and not more than five representatives, who together with the Chairman of the Board are to form the Nomination Committee and who shall make nominations to the Annual General Meeting 2009, or where applicable to any foregoing Extraordinary General Meeting, for Chairman of the General Meeting, Board Members, Chairman of the Board and propose remuneration for the Board. The members, who together with the Chairman of the Board form the Nomination Committee, shall be appointed amongst representatives of the largest Shareholders of the Company. Larger Shareholders shall also include a by agreement lasting group of shareholders having a common position by coordinated exercise of voting power.

The Chairman of the Board shall not to be Chairman of the Nomination Committee. Until the Nomination Committee has elected a Chairman among themselves the Chairman of the Board shall be the convener of the Nomination Committee. The Members of the Nomination Committee shall be presented at the latest six months before the Annual General Meeting 2009.

Up to and including January 2009 a new larger Shareholder shall be offered to join the Nomination Committee and other changes to the composition of the Nomination Committee shall be made as a result thereof. Changes in the composition of the Nomination Committee shall be decided by the Chairman of the Board.

The Nomination Committee shall make nominations to the Annual General Meeting 2009, or where applicable to any foregoing Extraordinary General Meeting, for Chairman of the General Meeting, Board Members, Chairman of the Board and propose remuneration for the Board.

Complete proposals for resolutions regarding items 8, 9 and 12 from the Nomination Committee are available to the Shareholders at the Company's offices and on the Company's website, www.carnegie.se/ir. Documents in accordance with Chapter 7, Section 25 of the Swedish Companies Act, including documents in accordance with Chapter 18, Section 7 of the Swedish Companies Act and the Board's entire proposal in accordance with items 10 and 11, will be available to shareholders at the Company's offices and on the Company's website, www.carnegie.se/ir as from Thursday 20 March 2008 at the latest. The documents will also be sent by post to those Shareholders who so request and have stated their postal address.

Stockholm, March 2008

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 Annual General Meeting may be simultaneously translated to English, if so requested when attendance to the Annual General Meeting is notified.

For further information, please contact:

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<p>This information is such that D.Carnegie AB must disclose in accordance with the Securities and Clearing Operations Act. The information was submitted for publication on 7 March 2008 at 15.30 CET.</p>

Carnegie is a leading independent investment bank with Nordic focus. Carnegie provides value-added services in securities brokering, investment banking, asset management, and private banking, as well as pension advisory services to institutions, corporations and private clients. Carnegie has approximately 1,100 employees in eight countries and is listed on the Nordic Exchange.