

**Press release**

Åseda, 19 February 2010

**Annual General Meeting of Shareholders of ProfilGruppen AB (publ.)**

- \* The Annual General Meeting will be held on Thursday 25 March 2010 at 15.00 in Folkets Hus in Åseda.
- \* It is proposed that Eva Färnstrand, Chairman of the Board since 2009, is re-elected as chairman.
- \* Election of other Board Members:  
It is proposed that the members Nils Arthur, Susanna Hilleskog, Ulf Granstrand and Kjell Svensson are re-elected. It is proposed that Mats Egeholm is newly elected.
- \* It is proposed that fees payable to the Board are set at a total of SEK 1,070,000 (1,070,000) including committee fees.
- \* The Board is proposing that no dividend payout shall be made (SEK 1.00 per share).

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This information is published in accordance with applicable laws, listing agreements and regulations. The information was submitted to the media for publication on 19 February 2010, at 09.00 CET.

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**Shareholders of ProfilGruppen AB (publ.) are hereby called to attend the Annual General Meeting on Thursday 25 March 2010 at 15:00 in Folkets Hus in Åseda**

**AGM Programme**

In conjunction with the AGM, a factory tour in the company's facilities for production of extrusions will be arranged. The gathering for the factory tour will be at the meeting facilities at 13:00. There will be a bus service to and from the factory tour. Registration for the factory tour is to be made in conjunction with the registration for the AGM.

13:00 Bus to the factory tour will depart from Folkets Hus in Åseda.

14:00-14:55 Enrolment for the meeting. Coffee will be served.

15:00 Opening of the AGM.

17:00 (approx.) A light dinner will be served.

**Right to attend**

In order to attend the Annual General Meeting and to have voting rights, the shareholder must:

- be registered in the share register by Friday 19 March 2010
- and register with the company not later than 16.00 on Tuesday 23 March 2010.

ProfilGruppen's share register is managed by Euroclear Sweden AB. The owners of nominee shares must, in order to have the right to attend, request temporary registration under their own names in good time before Friday 19 March 2010, by which date (at the latest) such a registration must be enforced. The party who manages the shares is responsible for re-registration.

**Registration**

You may register to attend the AGM as follows:

- on the company's website at [www.profilgruppen.se](http://www.profilgruppen.se),
- by fax: +46 (0)474 711 28,
- by post to ProfilGruppen AB, Box 36 SE-360 70 Åseda or
- by telephone + 46 (0)474 550 00 (opening hours 09.00-15.00).

Shareholders should state their name, civic registration number or corporate identity number, address, telephone number, representatives, if required (not more than two), and whether or not they would like to participate in the subsequent light dinner and/or the factory tour which will be arranged before the AGM. A shareholder represented by a proxy must issue a letter of proxy for the representative. The letter of proxy should be submitted to the company in good time before the AGM. If the power of attorney is granted by a legal entity, a certificate of registration must be enclosed.

## **BUSINESS AND PROPOSALS ON THE AGENDA**

1. The meeting is opened and a chairman for the meeting is elected
2. Preparation and approval of the voting list
3. Approval of the Board's proposed agenda
4. Election of one or two people to verify the minutes
5. Confirmation that the meeting has been duly convened
6. Speech by the CEO
7. Submission of the annual report and consolidated accounts
8. Submission of the Group and parent company's auditors' reports
9. Decision regarding the submission for approval of the Group and parent company's profit and loss accounts and balance sheets
10. Decision regarding allocations relating to the company's profit and loss as per the adopted balance sheet
11. Decision regarding discharge from liability to the company for the members of the Board and the CEO
12. Decision regarding the number of Board Members and deputies
13. Submission for approval of the fees for the Board, the Board's audit committee and remuneration committee and the auditors
14. Election of the Chairman of the Board and other Board Members and deputy members
15. Proposal for authorisation to be granted to the Board to decide on new issues of shares
16. Proposal regarding nomination committee
17. Submission for approval of principles for remuneration for senior executives
18. Other issues
19. Closing the meeting

**Point 1 Proposal for a chairman for the Annual General Meeting**

The nomination committee proposes the Chairman of the Board, Eva Färnstrand, to be appointed as chairman of the Annual General Meeting 2010.

**Point 10 Proposed dividend**

The Board is proposing that no dividend payout shall be made due to the Group's result (previous year's dividend was SEK 1.00 per share).

**Point 12 Proposed number of Board Members**

The nomination committee proposes that the number of Board Members appointed by the meeting shall remain unchanged at six and no deputies to be appointed.

**Point 13 Proposed fees**

The nomination committee proposes that fees payable to the Board for 2010 are set at a total of SEK 1,070,000 including fees for committee work as follows:

To the Chairman, SEK 295,000

To other Board Members elected in the meeting not employed by the company, SEK 130,000 each

To Board Members and deputies elected by the employees, SEK 13,750 each

Extra fee for the Chairman of the Board's audit committee, SEK 50,000

Extra fee for members of the Board's audit committee, SEK 25,000

Extra fee for the Chairman of the Board's remuneration committee, SEK 50,000

Extra fee for members of the Board's remuneration committee, SEK 25,000

Remuneration for auditors is proposed as per the current agreement.

**Point 14 Proposal for Chairman of the Board and other Board Members**

The nomination committee proposes that Board Members Eva Färnstrand, Ulf Granstrand, Susanna Hilleskog, Kjell Svensson and Nils Arthur are re-elected. Lars Johansson has declined re-election and it is proposed that Mats Egeholm is newly elected.

Mats Egeholm was the company's CFO during 1980-2004. Mats Egeholm is Chairman of the Board of Veg Tech AB (publ.), Board Member of Nelson Garden AB and Managing Director of Östers Support AB (publ.). His shareholding in ProfilGruppen is 347 443 shares.

The nomination committee proposes Eva Färnstrand to be re-elected as Chairman of the Board.

Information on all proposed Board Members and a report on the work of the nomination committee is available at [www.profilgruppen.se](http://www.profilgruppen.se).

**Point 15 Proposal for authorisation to be granted to the Board to decide on the new issue of shares**

The Board proposes that the Annual General Meeting authorises the Board to make decisions regarding new issues of shares on one or more occasions during the period until the next Annual General Meeting.

New issues may be a maximum of 400,000 shares. The Board will then be entitled to decide on a deviation from the shareholders' preferential rights. It must be possible to implement issues with a provision made for issuing in kind or offsetting or otherwise with terms and conditions. Any issue must be on market terms.

The reason for being able to deviate from the shareholders' preferential rights is to enable financing of company acquisitions with own shares. In the event of full exploitation of the authorisation, this corresponds to dilution of around eight per cent of the share capital and the votes in the company.

**Point 16 Proposal regarding the nomination committee**

Election of a nomination committee to propose a Chairman of the Board and other Board Members as well as a chairman for the 2011 Annual General Meeting or, where required, to propose fees for the Board, committees and auditors. The nomination committee shall also propose auditors. The shareholders have provided suggestions for a nomination committee prior to the AGM in 2011, consisting of Lars Johansson as Chairman, Gunnel Smedstad and Torgny Prior (Prior & Nilsson Fond and Kapitalförvaltning AB) and the Chairman of the Board in ProfilGruppen AB (according to the decision taken in the meeting).

It is also proposed that the fees for the nomination committee remain unchanged and amount to SEK 100,000 to be divided amongst the nomination committee.

**Point 17 Submission for approval of principles for remuneration for senior executives**

A remuneration committee, appointed by the Board, prepares proposals for principles for remuneration for the Group's CEO and other senior executives. The Board proposes that the following principles of remuneration for senior executives, mainly unchanged from last year, be decided for 2010. The proposal is based on the Policy of Remuneration of the company.

The Group's seven senior executives, including the CEO, have agreements concerning variable remuneration in addition to a fixed salary. The variable remuneration, which can amount to a maximum of 25 percent of the fixed salary, is linked to the Group's profit after financial items (maximum 15 percent of the fixed salary) and defined personal targets (maximum 10 percent of the fixed salary). This corresponds to a maximum cost, excluding social security contributions, of MSEK 1.7 for 2010. Agreements on pension benefits are arranged individually and the pension costs can amount to a maximum of 35 per cent of the fixed and variable salary. In the event of notice of termination of employment being given by the company, the applicable period of notice is two years for the CEO and normally six months for other senior executives.

The Board also proposes that they will be given the authority to deviate from the guidelines if there are specific grounds for this in any individual case.

Åseda, February 2010

PROFILGRUPPEN AB (publ.)

Board of Directors