

## Press release

Åseda, 22 February 2011

**Shareholders of ProfilGruppen AB (publ.), corporate identity number 556277-8943, are hereby called to attend the Annual General Meeting on Thursday 31 March 2011 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	Registration 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 managed by Euroclear Sweden AB by Friday 25 March 2011, and
- register with the company not later than Friday 25 March 2011. Registration for attendance at the AGM can be made by the registration form on company's website at [www.profilgruppen.se](http://www.profilgruppen.se), by post to ProfilGruppen AB, Box 36 SE-360 70 Åseda, by fax: +46 (0)474 711 28 or by telephone + 46 (0)474 550 00 (workdays, opening hours 09.00-15.00). At registration the shareholders shall state their name, civic registration number or corporate identity number, shareholdings, address, telephone number, representatives if required (not more than two). Intention to participate in the subsequent light dinner and/or the factory tour which will be arranged before the AGM shall also be indicated.

### Nominee-registered shares

Holders of nominee-registered shares held through a bank or other custodian must request temporary registration under their own names in the share register at Euroclear Sweden AB in order to have the right to attend the AGM. This means that the shareholder must notify the nominee in good time before Friday 25 March 2011, when (at the latest) such a registration must be enforced.

### Proxies etc.

Shareholders may appoint one or more proxies. The shareholder shall in such case issue a written and dated power of attorney for the proxy. The power of attorney is valid maximum one year from issuance, unless a longer validity period has been specifically stipulated, however maximum five years. If the power of attorney is granted by a legal entity, authorisation documents (certificate of registration or corresponding) must be enclosed. The power of attorney should be submitted to the company in good time before the AGM using the address stated above. A power of attorney form is available on the company's website at [www.profilgruppen.se](http://www.profilgruppen.se)

**Proposed agenda**

- 1 The meeting is opened
- 2 Election of a chairman for the meeting
- 3 Preparation and approval of the voting list
- 4 Approval of the Board's proposed agenda
- 5 Election of one or two people to verify the minutes
- 6 Confirmation that the meeting has been duly convened
- 7 Submission of the annual report and parent company's auditors' report and also the consolidated accounts and Group auditors' report. In conjunction therewith:
  - a. Speech by the CEO
  - b. The Board's report regarding its and the board committees' work
  - c. The auditor's report regarding the audit work during 2010
- 8 Decision regarding the submission for approval of the Group and parent company's profit and loss accounts and balance sheets
- 9 Decision regarding allocations relating to the company's profit and loss as per the adopted balance sheet
- 10 Decision regarding discharge from liability to the company for the members of the Board and the CEO
- 11 Report regarding the nomination committee's work and its proposals
- 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 Election of auditor
- 16 Proposal for changes in the articles of incorporation
- 17 Proposal for authorisation to be granted to the Board to decide on new issues of shares
- 18 Proposal regarding nomination committee for the AGM 2012
- 19 Submission for approval of principles for remuneration for senior executives
- 20 Closing of the meeting

## **The nomination committee's proposals for decision**

### ***Paragraphs 2, 12, 13, 14 and 15 - Chairman for the AGM, number of board members, fees, board members and chairman of the board and also auditor***

The nomination committee, which for the AGM 2011 consists of Lars Johansson (chairman of the nomination committee, shareholder), Eva Färnstrand (Chairman of the Board), Gunnel Smedstad (shareholder) and Torgny Prior (Prior & Nilsson Fond och Kapitalförvaltning AB, shareholder), together representing approximately 28 percent of the votes in the company, propose the following.

*Paragraph 2* Eva Färnstrand is to be appointed as chairman of the Annual General Meeting 2011

*Paragraph 12* The number of Board Members appointed by the Annual General Meeting shall be reduced to five (previous year: six) with no deputies.

*Paragraph 13* Fee payable to the Chairman SEK 315,000 and to other Board Members elected in the meeting not employed by the company SEK 140,000 each. In addition, extra fee for the Chairman of the Board's audit committee SEK 50,000; for members of the Board's audit committee SEK 25,000; for the Chairman of the Board's remuneration committee SEK 50,000; for members of the Board's remuneration committee SEK 25,000. Fees to Board Members and deputies elected by the employees, SEK 14,800 each. Remuneration for auditors in accordance with approved invoices.

*Paragraph 14* Reelection of Board Members Eva Färnstrand, Ulf Granstrand, Susanna Hilleskog, Kjell Svensson and Mats Egeholm. Nils Arthur has declined reelection. Reelection of Eva Färnstrand as Chairman of the Board. If the assignment of the Chairman of the Board's is terminated early, the Board shall among itself elect a new Chairman.

*Paragraph 15* Reelection of the registered accounting firm Ernst & Young Aktiebolag for the period until the closing of the AGM 2012.

Further information from the nomination committee will be provided as stated below under "Other information".

## **The Board's proposals for decision**

### ***Paragraph 9 - Dividend***

The Board is proposing a dividend of SEK 1.50 per share for the 2010 financial year. The cut-off date for the dividend will be 5 April 2011. The dividend payment through Euroclear Sweden AB is expected to be made Friday 8 April 2011.

### ***Paragraph 16 - Changes in the articles of association***

The rules in the Swedish Companies Act regarding notice procedure for AGM:s have been changed with effect from 1 January 2011. Therefore, the Board proposes that the AGM shall decide to change the articles of association of Profilgruppen in order to make it possible to use the facilitated notice procedure as stipulated in the Swedish Companies Act. The proposal means a change of the current wording in the first sentence under § 9 to:

"Notice of shareholders' meeting shall be made by advertisement in 'Post- och Inrikes Tidningar' and by making the notice available on the company's website. At the date of the notice, information regarding the notice shall be advertised in 'Dagens Industri'."

In order to further facilitate the practical arrangements for the shareholders' meeting it is preferable if the shareholder preregisters the number of representatives. Therefore, the Board proposes that the second sentence under § 9 shall be changed to:

"In order to attend a shareholders' meeting the shareholder shall register himself/herself *and the number of representatives* by the company at latest the day stated in the notice for the shareholders' meeting."

**Paragraph 17 - Authorisation**

The Board proposes that the Annual General Meeting authorises the Board, during the period until the next Annual General Meeting, on one or more occasions, with or without preferential rights for the shareholders, to make decisions regarding new issues of maximum 400,000 shares, corresponding to in total approximately eight percent of the share capital at the date of this notice. The decision on new issue may contain conditions stating that the shares issued may be paid by issue in kind, offsetting or otherwise under conditions in accordance to the Swedish Companies Act 13 chapter 5§ first sentence. The Board is authorised also to decide on the other terms of a new issue of shares.

The reason for the authorisation is to enable financing of acquisitions of companies or shares of companies and/or assets, which the Board assesses to be of value to the ProfilGruppen's activities, through issue of shares.

**Paragraph 18 - Nomination committee**

The AGM shall elect members to a nomination committee with the duty to prepare to the AGM 2012 decisions in election and remuneration issues etc. Shareholders representing more than 50 percent of the votes in the company have submitted the following proposals.

A proposal of a nomination committee for the AGM 2012 has been made, 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).

For the nomination committee the following guidelines will apply. The term for the nomination committee covers the period until a new nomination committee has been appointed. In case a member of the nomination committee resigns or becomes unable to fulfill his/her duty, the remaining members shall nominate a suitable substitute for the nomination committee, if they deem it is necessary. Changes to the composition of the nomination committee shall be published on the company's website. Fees for the nomination committee amount to SEK 100,000 to be divided amongst the nomination committee (unchanged compared to previous year).

The duties of the nomination committee for the AGM 2012 are to propose (1) chairman of the AGM, (2) the number of Board Members, (3) Chairman of the Board and other Board Members, (4) Board, committee, and audit fees, (5) auditors and (6) procedures for the nomination of a new nomination committee. The proposals from the nomination committee shall be submitted to the Board in time to be published in conjunction to the notice of the AGM. The nomination committee shall in its assignment carry out the other duties the Swedish Code of Corporate Governance imposes on nomination committees.

**Paragraph 19 - 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 principles described below shall be applied for 2011. The proposal is based on the long term remuneration policy of the company, which has been revised during 2010.

The principles cover the CEO and the other members of the management team, currently in total seven people including the CEO. The total remuneration may consist of a fixed salary, variable remuneration, pension benefits and other benefits. 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). The variable remuneration is conditional on a positive net profit for the Group and will be adjusted retroactively in case it has been paid on a clearly incorrect basis. Agreements for pension benefits are arranged individually and the pension costs can amount to a maximum of 30 percent of the fixed and variable salary. Other remuneration and benefits shall be according to market conditions and contribute to the employee's ability to fulfill his/her tasks. Employment contracts for members of the management team shall contain a period of notice of termination of employment of six to 12 months, however maximum 18 months for the CEO, for a termination given by the company, and six months if the employee terminates the contract. The fixed salary under the period of termination and the severance payment may in total not exceed the fixed salary for 18 months. The Board may deviate from the guidelines if there are specific grounds for this in an individual case.

### **Majority decision**

For valid decisions under paragraphs 16 and 17 approval by shareholders representing at least two thirds of the votes given as well as the shares represented at the AGM is required. For the other decisions approval by shareholders representing more than half of the votes given is required.

### **Other information**

The number of shares in the company on the date for this notice amounts to 4 932 517, corresponding to 4 932 517 votes.

Annual accounts and auditors' report, the auditors' opinion on the application of guidelines for remuneration and the Boards complete proposals with associated documents are available at the company, Östra Industriområdet, Åseda, and at the company's website, [www.profilgruppen.se](http://www.profilgruppen.se), as of 10 March 2011 at latest.

The nomination committee's proposals and reasons as well as information about members proposed for the Board are available at the company's website.

Copies of the documents mentioned will be sent to shareholders upon request (please provide the postal address). All documents will also be provided at the AGM.

The shareholders are informed about their right to request information regarding circumstances which could have an impact on the assessment of a matter on the agenda and circumstances which could have an impact on the assessment of the company's financial situation.

Åseda, February 2011

PROFILGRUPPEN AB (publ.)

Board of Directors

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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 22 February 2011, at 15.00 CET.

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