

**Notice of Annual General Meeting for Nederman Holding AB (publ)**

Shareholders of Nederman Holding AB (publ) are hereby notified of the Annual General Meeting to be held at 4 p.m. on Tuesday 26 April 2011, at Marina Plaza, Kungstorget 6, 251 10 Helsingborg, Sweden,

**Right to participate at the meeting**

Shareholders wishing to participate at the meeting must be:

- recorded in the shareholders' register kept by Euroclear Sweden by Monday 18 April 2011.
- and must notify the company of their intention to attend the meeting no later than 4 p.m. on Monday 18 April 2011.

**Notification of attendance**

Notification can be made in one of the following ways:

- on Nederman's website: [www.nederman.com](http://www.nederman.com)
- by email: [arsstamma@nederman.se](mailto:arsstamma@nederman.se)
- by telephone: +46 (0)42 18 87 00
- by letter to: Nederman Holding AB (publ), "Årsstämma" Box 602, 251 06 HELSINGBORG, SWEDEN.

Notification should include details of name, civic registration number/corporate registration number, address, telephone, registered shareholding and advisors, if any. The information is solely used for the requisite registration and drawing up of the voting list. Where representation is made by proxy, the original proxy form must be sent to the company along with the notification to attend the meeting. Individuals representing a legal entity must have a copy of the registration form or equivalent documentation indicating the authorized signatory.

The company will provide proxy forms for shareholders who so wish: The form is also available for downloading on Nederman's website: [www.nederman.com](http://www.nederman.com)

Shareholders whose shares are registered in the name of a trustee must have their shares temporarily registered in their own name in the Euroclear Sweden shareholders' register in order to take part in the meeting. This registration, known as voting right registration, must take place by Monday 18 April 2011, meaning that the shareholder should give notice of his/her intention of taking part at the meeting in due time before that date.

**Proposed agenda**

1. Opening of the meeting
2. Election of the chairperson of the meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons to verify the minutes.
6. Determination of whether the meeting has been duly convened.
7. Presentation by the Chief Executive Officer.
8. Presentation of the annual report and the auditors' report, and the consolidated accounts and the auditors' report on the consolidated accounts.
9. Resolution to:
  - a. adopt the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet.
  - b. appropriation of the Company's profit or loss according to the adopted balance sheet.
  - c. discharge members of the Board of Directors and the Chief Executive Officer from liability.
10. Determination of the number of board members and deputies.
11. Determination of remuneration to the Board of Directors, remuneration committee and auditors.
12. Election of chairman of the Board and Board members.
13. Election of auditors.

14. Resolution on principles for remuneration and other employment terms for senior executives.
15. Resolution concerning nomination committee
16. Proposal for resolution concerning change in Articles of Association.
17. Closure of the meeting.

**Dividend (item 9b on the agenda)**

For the 2010 financial year, the Board proposes that a dividend of SEK 1.50 per share be paid to shareholders. The settlement date will be Wednesday 4 May 2011 and the record day for the right to receive the dividend is Friday 29 April 2011.

**The Board, etc. (items 2 and 10-13 on the agenda)**

The nomination committee proposes as follows:

- Chairman of the Board Jan Svensson to be elected chairman of the 2011 AGM.
- The number of Board members to be seven.
- Fees for Board members to total SEK 1,225,000 to be divided as follows: SEK 350,000 to the chairman, and SEK 175,000 to each of the other Board members elected by the AGM, with the exception of the CEO.
- Payment to the auditors for work completed, as per current account.
- Re-election of Jan Svensson as chairman of the Board.
- Re-election of Board members Gunnar Gremlin, Eric Hielte, Per Borgvall, Lotta Stalin and Sven Kristensson.
- New election of Ylva Hammargren.
- Re-election of authorized auditing firm KPMG AB for the period to the end of the 2012 AGM (with registered public accountant Dag Kjellqvist as lead auditor until further notice).

**Proposal for guidelines concerning senior executives (item 14)**

The Board proposes that the same principles adopted at the 2010 AGM be applied again in 2011, i.e: a fixed salary is paid for full-time work. In addition a variable bonus may be earned that is linked to the company's tied-up capital and earnings.

This variable bonus can be a maximum of 30-50% of annual salary depending on the individual's position within the company. The CEO's pension plan is premium-base and the annual premium corresponds to 30 per cent of annual salary. Pension payments for other senior executives follow the ITP collective agreement, except for one executive for whom pension payments amount to 8 times the basic index amount per year.

The CEO must give six months' notice of his intention to resign. If dismissed by the company, the CEO has the right to receive an amount corresponding to 18-24 months' salary (the final six months are dependent on new employment). For other executives, notification is 12 months for the company and six months for the individual. There are no agreements between Board members or senior executives and Nederman or any of its subsidiaries concerning benefits after the end of their employment. At present there are no share or share price-related incentive schemes involving Board members or senior executives. Nederman's senior executive team comprises seven individuals (including the CEO).

**Proposal for instructions for the Nomination Committee (item 15)**

Appointment of the Nomination Committee: the chairman of the Board shall contact the three largest shareholders in the company based on the ownership details in Euroclear Sweden's register on the last business day of August each year. Each of these owners shall be entitled to appoint one representative, who together with the chairman of the Board shall comprise the Nomination Committee until a new committee is appointed. None of these three individuals should be a Board member. If any of the three largest shareholders waive their right to appoint a representative to the committee, the right to make an appointment shall go to the next shareholder in order of size of shareholding. If a member leaves the Committee before its work is completed, a new member shall be appointed, if the Committee so decides, by the same shareholder who appointed the departing member, or, if that shareholder is no longer one of the three largest shareholders, by the shareholder who is now entitled to make the

appointment. If ownership of the company changes before the committee has completed its work, the Nomination Committee shall be entitled to change its composition in the manner it sees fit.

One of the shareholder representatives of the Nomination Committee shall be its chairman. The chairman of the Board shall thus not be chairman of the Nomination Committee.

**The Nomination Committee's assignment, etc.**

The Nomination Committee's assignment shall be to establish proposals, prior to the AGM, for the election of chairman of the Board and other members of the Board, chairman of the AGM, and fees and related matters, and where appropriate, the election of auditors. Details of the composition of the Committee shall be published no later than six months before the AGM. Committee members shall receive no remuneration, but any costs associated with the work of the committee shall be borne by the Company at the discretion of the committee.

**Proposal for a decision to amend the Articles of Association (item 16)**

The provisions of the Companies Act concerning procedures for convening a general meeting have been changed with effect from 1 January 2011, which provides an opportunity to simplify the announcement of the Annual General Meeting. The current wording in § 10 of the Articles of Association is:

*"Notice of the Annual General Meeting shall be published in Post och Inrikes Tidningar (the Official Swedish Gazette) and Svenska Dagbladet, or, in the event of cancellation of the latter newspaper, in Dagens Industri".*

The Board proposes that the wording of § 10 of the statutes is amended to read:

*"Notice of the Annual General Meeting shall be published in Post och Inrikes Tidningar (the Official Swedish Gazette) and on the company website. That notice has been given shall be advertised in Svenska Dagbladet, or, in the event of cancellation of the latter newspaper, in Dagens Industri".*

**Documents**

The Annual Report and audit report are available at the company's premises and on the company's website, and will be sent to shareholders upon request.

The total number of shares and voting rights in the company is 11,715,340.

**Schedule**

3 p.m.	Registration starts
3.30 p.m.	Meeting room opens
4 p.m.	Meeting starts

Welcome!

Helsingborg, March 2011

Nederman Holding AB (publ)