



*The information that appears in this document is a translation of, and accordingly corresponds in all material respects with, the text of a corresponding Swedish document. In the event of any contradiction between the text contained in this document and the Swedish document, the latter shall prevail.*

## **Notice**

The Shareholders of D. Carnegie & Co AB (publ), company number 556498-9449 (hereinafter referred to as the "Company") are hereby given notice to attend the Annual General Meeting of the Shareholders on Thursday, 17 March 2005, at 3.00pm at, Skansen, Solliden, Stockholm, Sweden.

## **Applications**

Shareholders wishing to participate at the Annual General Meeting of the Shareholders must:

- be registered on Monday 7 March 2005 in the share register maintained by VPC AB; and
- have notified their intention to participate at the Annual General Meeting of the Shareholders not later than 4.00 pm on Friday, 11 March 2005 to: D. Carnegie & Co AB (publ), Västra Trädgårdsgatan 15, 103 38 Stockholm, Sweden, or by telephone on +46-8-58 86 90 75, +46-8-58 86 87 03, by fax to +46-8-20 57 83, or at [www.carnegie.se/ir](http://www.carnegie.se/ir).

## **Nominee-Registered Shares**

In order to be entitled to participate at the Annual General Meeting of the Shareholders, shareholders whose shares are nominee-registered must, in ample time prior to 7 March 2005, ensure that the nominee temporarily registers the shares in the shareholder's own name in the share register.

## **Proxies, etc**

Shareholders' rights at the Annual General Meeting of the Shareholders may be exercised by authorised proxies. Proxies must be in writing and may not be more than twelve months old. Such must be dated and signed. Proxies in original should be submitted to the Company at the above address in ample time prior to the Annual General Meeting of the Shareholders. Representatives of legal entities shall also submit attested copies of the certificate of registration or equivalent authorisation documents.

Shareholders or proxies for shareholders may be accompanied by not more than two assistants at the Annual General Meeting of the Shareholders. Shareholders' assistants may accompany the shareholder only where the shareholder has notified the number of assistants to the Company in the manner stated above in respect of an application regarding the shareholders' participation.

## **Confirmation**

Applications received in due time will be confirmed through the despatch of an entrance card which must be produced at the entrance to the premises at which the meeting is held. Entrance cards will be despatched commencing Friday 11 March 2005.

## **Business and Proposed Agenda for the Shareholders' 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
  - a. Report of the Auditor
  - b. Report of the CEO
  - c. Report of the Chairman of the Board
  - d. Reports concerning the Audit Committee and the Remuneration Committee
7. Resolution regarding
  - a. the adoption of the income statement and the balance sheet as per 31 December 2004
  - b. Appropriation of earnings and dividend payments
  - c. Releasing the members of the Board of Directors and the Managing Director from liability
8. Determination of remuneration to the Board of Directors
9. Election of the Board of Directors
10. Resolution regarding dealing in the Company's shares within the security business operations
11. Election of a Nomination Committee
12. Closing of the meeting

## **Proposed resolutions**

### 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 SEK 5 and 93 öre per share. The record date for payment of the dividend (Avstämningsdag) shall be Tuesday, 22 March 2005. If the Annual General Meeting adopts this proposal, it is expected that the dividend will be paid on Tuesday 29 March 2005.

The last date for dealing in the shares including the right to receive dividend shall be on Thursday, 17 March 2005.

### Item 8

The Nomination Committee proposes that remuneration shall be paid according to the principles set out below.

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 Vice Chairman of the Board will receive SEK 450,000 and the other Board Members will each receive SEK 300,000 for their assignment in the Board of Company.

For the assignment in the Board of Carnegie Investment Bank AB each Board Member will be paid SEK 150 000. For other assignments as Board Members in subsidiaries in

the Carnegie Group and for assignments in Committees in the Company, each Board Member will receive SEK 100,000 for each assignment.

The Board of Directors intends to enter into a separate agreement with Lars Bertmar with respect to his other assignments for the Company. For the Board Member Dag Sehlin's assignment in the Credit- and Risk Committee and the Internal Audit Committee, compensation will be paid in current account.

According to the current proposal by the Nomination Committee, the total remuneration to be paid to the Board of Directors amounts SEK 4,900,000.

#### Item 9

The Nomination Committee proposes that the number of Board Members to be elected by the shareholders' be not more than 9 (currently 8).

The Nomination Committee proposes re-election of Lars Bertmar (Chairman), Christer Zetterberg (vice Chairman), Anders Ljungh, Karin Forseke, Fields Wicker-Miurin, Hugo Andersen and Dag Sehlin and election of B. Thor Bjorgolfsson. The major shareholder of the Company, Burdará HF, has announced that it intends to propose the Annual General Meeting to elect one additional Director of the Board and that the proposal will be presented no later than at the Annual General Meeting. All elections are for the period through the 2006 Annual General Meeting.

A full presentation of the proposed Board Members will be distributed to the shareholders and will be available at [www.carnegie.se/ir](http://www.carnegie.se/ir), and will be presented to the Annual General Meeting. The additional Board Member who may be proposed by Burdará HF will be presented at the Annual General Meeting at the latest.

#### Item 10

The Carnegie Group comprises subsidiaries engaged in securities operations authorised by Financial Supervisory Authorities including, among other things, trading in financial instruments on its own account. According to law, a resolution must be adopted by the Annual General Meeting of the company in order to acquire and sell shares in the Company within the aforementioned securities operations. According to Chapter 4, section 5 of the Securities Operations Act (1991:981), holdings of such shares may not exceed 5 percent of all shares in the Company. The provision regarding trading in a company's own shares in securities operations was enacted in order to facilitate the securities operations of securities institutions.

In light of the above, the Board of Directors proposes that the Annual General Meeting of the company adopt a resolution pursuant to which, for the period through the 2006 Annual General Meeting, those subsidiaries in the Company's group that engage in securities operations shall be entitled to acquire and sell shares in the Company within the securities operations in accordance with the conditions set forth in Chapter 4, section 5 of the Securities Operations Act. The price shall equal the market price applicable from time to time and the aggregate shareholding from time to time may not exceed five percent of the total number of shares in the Company.

### Item 11

The Nomination Committee proposes that the Annual General Meeting decides that the nominating process for the Annual General Meeting in 2006 shall be that the Chairman of the Board be mandated to contact the largest shareholders of the Company, in order to appoint a Nomination Committee consisting of not less than three and not more than five representatives of larger shareholders, who together with the chairman of the Board are to form the Nomination Committee. The chairman of the Board is not to become chairman of the committee. The members of the Nomination Committee shall be presented no later than six months before the Annual General Meeting 2006. The proposal for the next election of Board members shall be presented no later than one week after that the Company announces its year-end report for 2005, which is planned for February 2006.

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The Board of Directors' complete proposed resolution in accordance with item 10 plus documents in accordance with Chapter 7 section 13 and Chapter 9, section 16 of the Swedish Companies Act will be available to shareholders at the Company's offices commencing Thursday, 3 March 2005 and will be sent by post to all shareholders who so request and have stated their postal address.

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Stockholm, February 2005  
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.