

## **Press release**

Åseda, 26 February 2008

# Annual General Meeting of shareholders of ProfilGruppen AB (publ)

- \* The Annual General Meeting will take place at 10.30 on Saturday 5 April 2008 at Folkets Hus in Åseda.
- \* Election of the Board:

The re-election of Staffan Håkanson, Chairman of the Board, Lars Johansson, Nils Arthur and Kjell Svensson is proposed. Eva Färnstrand and Ulf Granstrand are proposed as new board members.

- \* It is proposed that fees payable to the Board be set at a total of SEK 1,070,000, including committee fees.
- \* The Board is proposing a dividend of SEK 3.60 (2.80) per share. It is proposed that the record day for the dividend be Wednesday 9 April 2008. The dividend is expected to be paid out by VPC AB on Monday 14 April 2008.

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# The shareholders of ProfilGruppen AB (publ) are hereby called to an Annual General Meeting at 10.30 on Saturday 5 April 2008 at Folkets Hus in Åseda

Registration will take place between 9.30 and 10.25. Coffee will also be served.

The meeting will conclude with lunch and an opportunity for a tour of the factory.

#### **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 on 31 March 2008
- and register with the company no later than 16.00 on Tuesday 1 April 2008.

ProfilGruppen's share register is managed by VPC AB. The name of the registered shareholder is given under the shareholder's own name in the share register. The owners of nominee shares must, in order to have the right to attend, request temporary registration in good time before Monday 31 March 2008, by which time any such registration must be effected. 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 <u>www.profilgruppen.com</u>
- by fax: +46 (0)474-711 28
- by post to ProfilGruppen AB, Box 36 SE-360 70 Åseda, SWEDEN, or
- by telephone + 46 (0)474-550 00 (switchboard).

Shareholders should state their name, civic registration number or corporate identity number, address, telephone number, any assistants, if required, (though no more than two) and whether or not they wish to attend the subsequent lunch and/or factory tour when registering. Shareholders represented by proxy must issue a letter of proxy. The letter of proxy should be submitted to the company in good time before the meeting. If the power of a legal entity is issued, 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 persons to verify the minutes
- 5 Examination 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 or 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 Chairman of the Board and other board members and deputies
- 15 Proposal for authorisation to be granted to the Board to decide on new issues of shares
- 16 Proposals regarding the nomination committee
- 17 Submission for approval of principles for remuneration for senior executives
- 18 Other issues
- 19 Closing the meeting



## Point 1 Proposal for chairman for the Annual General Meeting

The nomination committee, made up of Mats Egeholm, Torgny Prior, Anne Skoglund and Staffan Håkanson, proposes that Chairman of the Board Staffan Håkanson be appointed as chairman of the Annual General Meeting 2008.

#### Point 10 Proposed dividend

The Board is proposing a dividend of SEK 3.60 (2.80 in 2007) per share. The Board proposes that the record day for the dividend be Wednesday 9 April 2008. If the Annual General Meeting decides in accordance with the proposal, dividends will be expected to be paid out by VPC AB on Monday 14 April 2008.

The Board's report as per ch. 18 § 4 of the Swedish Companies Act will be available from the company at visiting address Östra Industriområdet, 360 70 Åseda and on the company's website www.profilgruppen.com from 7 March 2008, and will be sent out to any shareholder who request it and provide their postal address.

#### Point 12 Proposed number of board members

The nomination committee proposes that the number of board members appointed by the meeting be set at six and no deputies be appointed.

#### **Point 13 Proposed fees**

The nomination committee proposes that fees payable to the Board for 2008 be set at a total of SEK 1,070,000 for 2008, including fees for committee work as follows: To the chairman SEK 250,000 To the vice chairman SEK 160,000 To other meeting-elected board members 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 re-election of board members Staffan Håkanson, Lars Johansson, Kjell Svensson and Nils Arthur. Gunnel Smedstad and Lars Renström have declined re-election, and so Eva Färnstrand and Ulf Granstrand have been proposed as new board members.

Eva Färnstrand was previously site manager at Södra Cell Mönsterås, Södra Cell AB and is a member of the board of Indutrade AB.

Ulf Granstrand serves as president of Alfa Laval's Process Technology division, is a member of the Alfa Laval Group management, Chairman of the Board of Alfdex AB as well as member of the board of Exir AB.



Information on all proposed board members and a report on the work of the nomination committee is presented at <u>www.profilgruppen.com</u>.

Staffan Håkanson is proposed as Chairman of the Board.

# Point 15 Proposal for authorisation to be granted to the Board to decide on new issues of shares

The Board proposes that the Annual General Meeting authorise 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 class B 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 provision for issue 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 Proposals regarding the nomination committee

Election of a nomination committee to propose a Chairman of the Board and other board members as well as a Meeting Chairman for the 2009 Annual General Meeting or, where required, to propose fees for the Board, committees and auditors. The nomination committee also propose auditors, when necessary. The shareholders have submitted a proposal for a nomination committee made up of Mats Egeholm as chairman, Staffan Håkanson (Chairman of the Board of ProfilGruppen AB), Gunnel Smedstad and Torgny Prior (Prior & Nilsson Fond och Kapitalförvaltning AB).

Proposal has also been submitted for a fee to the nomination committee in the amount of SEK 100,000 to be distributed among the members of 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 Group's seven senior executives, including the CEO, currently have agreements concerning variable remuneration in addition to a fixed salary. The amount of variable remuneration is linked to the Group's profit after financial items and defined personal targets. The variable remuneration can amount to a maximum of 25 per cent of the fixed salary, which is equivalent to a maximum cost, excluding social insurance contributions, of SEK 1.6 million for 2008. In the event of notice being given by the company, the applicable period of notice is two years for the CEO and, normally, six months for other senior executives. 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.



The Board proposes that these principles of remuneration for senior executives be retained for 2008 and that the Board be given the authority to deviate from the guidelines if there should be specific grounds for this in any individual case.

Åseda, February 2008

PROFILGRUPPEN AB (publ)

Board of Directors