



Malmö 28 March 2012

## Notice of Annual General Meeting of Shareholders, May 3, 2012

In accordance with the listing agreement with NASDAQ OMX Stockholm, Duni AB hereby also announces, by issuing a press release, the content of the notice concerning Duni's Annual General Meeting on May 3, 2012.

Attachment: Notice of Duni's Annual General Meeting 2012.

For further information:

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*This is a non-official translation of the Swedish original version. In case of differences between the English translation and the Swedish original, the Swedish text shall prevail.*

## Notice of the Annual General Meeting of Duni AB (publ)

The shareholders of Duni AB (publ) are hereby invited to attend the annual general meeting to be held on Thursday, 3 May 2012, at 3 p.m. at Skånes Dansteater, Östra Varvsgatan 13 A in Malmö. Registration starts at 2.15 p.m.

### Notification of attendance

Shareholders who wish to attend the meeting must, firstly, be listed in the shareholders register maintained by Euroclear Sweden AB on Thursday, 26 April 2012, and secondly, give notice of their intention to attend the meeting no later than that day (26 April 2012). Notification shall be given by mail to Duni AB, Box 237, 201 22 Malmö, by fax 0046-40-39 66 30, by e-mail to [bolagsstamma@duni.com](mailto:bolagsstamma@duni.com) or by telephone 0046-40-10 62 00. Name, civic registration number/corporate registration number, address, telephone number and any accompanying persons, should be stated when notification is given.

Representatives of shareholders and corporate representatives shall deliver authorization documents to Duni well in advance of the annual general meeting. A proxy form is available on Duni's website, [www.duni.com](http://www.duni.com).

In order to attend the meeting, shareholders with custodian registered shares must have such shares temporary registered in their own names, in the shareholders register maintained by Euroclear Sweden AB. This procedure, so-called voting rights registration, must have been effected on Thursday, 26 April 2012, which means that the shareholders must inform the custodian well in advance of this date.

### Proposed agenda

1. Opening of the meeting
2. Election of the chairman of the meeting
3. Preparation and approval of the voting list
4. Election of one or two persons to check the minutes
5. Determination of whether the meeting has been duly convened
6. Approval of the agenda of the annual general meeting
7. Presentation of the annual report and the auditor's report, and the consolidated financial statements and the consolidated audit report
8. Speech by the president
9. Report on the work of the board of directors and the board committees
10.
  - a) Resolution on adoption of the income statement and balance sheet, and of the consolidated income statement and the consolidated balance sheet
  - b) Resolution on disposition of the company's profit or loss in accordance with the approved balance sheet and record date, in case the annual general meeting decides a dividend
  - c) Resolution on discharge from personal liability of the directors and the president
11. Report on the work of the nomination committee
12. Resolution on the number of directors
13. Resolution on the remuneration to be paid to the chairman of the board of directors, the other directors and to the auditor
14. Election of directors, chairman of the board and auditor
15. The proposal by the board of directors to authorize the board of directors to resolve on issues of shares, warrants and/or convertibles



16. The proposal by the board of directors regarding guidelines for remuneration to the executive management
17. The nomination committee's proposal regarding the nomination committee
18. Closing of the meeting

### **Proposals**

#### *Item 2 - Election of the chairman of the meeting*

The nomination committee has proposed Anders Bülow, the chairman of the board of directors, as chairman of the annual general meeting.

#### *Item 10b – Resolution on disposition of the company's profit or loss in accordance with the approved balance sheet and record date in case the annual general meeting decides a dividend*

The board of directors proposes a dividend of SEK 3.50 per share and that the record date for the dividend be 8 May 2012. If the annual general meeting approves this proposal, payment through Euroclear Sweden AB is estimated to be made on 11 May 2012.

#### *Item 12-14 - Resolution on the number of directors; resolution on the remuneration to be paid to the chairman of the board of directors, the other directors, and to the auditor; election of directors, chairman of the board of directors and auditor*

The nomination committee has proposed re-election of the directors Anders Bülow, Tina Andersson, Tomas Gustafsson, Pia Rudengren and Magnus Yngen. Anders Bülow is proposed to be re-elected as chairman of the board of directors. The nomination committee has furthermore proposed that the chairman of the board of directors shall receive SEK 500,000 (unchanged) and the other directors appointed by the annual general meeting SEK 265,000 (previously SEK 250,000) each. In addition, the chairman of the remuneration committee shall receive SEK 55,000 (previously SEK 50,000) and the other members of the remuneration committee SEK 25,000 (unchanged) each, and that the chairman of the audit committee shall receive SEK 107,000 (previously SEK 100,000) and the other members of the audit committee SEK 50,000 (unchanged) each. The nomination committee also proposes re-election of the registered public accounting firm PricewaterhouseCoopers AB for the period until the end of the next annual general meeting. PricewaterhouseCoopers AB will appoint Eva Carlsvi to be auditor in charge. The nomination committee has further proposed that fair remuneration to the auditor is to be paid as charged. Information about the proposed directors can be found on [www.duni.com](http://www.duni.com) and will also be available at the annual general meeting.

#### *Item 15 - The proposal by the board of directors to authorize the board of directors to resolve on issues of shares, warrants and/or convertibles*

The board of directors proposes that the annual general meeting authorizes the board of directors, until the next annual general meeting, on one or several occasions, to resolve on issues of shares, warrants and/or convertibles. Resolutions that are passed under the authorization may not, in the aggregate, involve an increase of the share capital by more than SEK 5,800,000 (distributed on not more than 4,640,000 new shares). The authorization shall include the right to resolve on issues where the shares are to be paid for with cash with pre-emptive rights for the shareholders, and the right to resolve on issues against payment in kind with or without conditions pursuant to the Swedish Companies Act, Ch. 13 Sec. 7, paragraph one, item two, Ch. 14 Sec. 9, paragraph one, item two, or Ch. 15 Sec. 9, paragraph one, item two.

A resolution on an issue against payment in kind, by virtue of the authorization, shall be for the purpose to make possible acquisitions of complete, or parts of, companies or businesses where payment is to be made by own shares, warrants and/or convertibles. The basis for the subscription price shall be the market price of the share.



*Item 16 - The proposal by the board of directors regarding guidelines for remuneration to the executive management*

The board of directors proposes that the annual general meeting shall adopt the following guidelines for remuneration to the executive management. Remuneration to the president and the other individuals in the executive management shall normally consist of base salary, a variable remuneration and additional benefits and pensions. The total remuneration shall correspond to market practice and be competitive, and be related to responsibility and authority. The variable remuneration shall be based on the fulfilment of pre-determined and measurable profit targets, created to serve their purpose of promoting the long-term creation of value in the company. The variable remuneration shall not exceed the base salary. In the event of termination of employment initiated by the company, salary during the notice period together with severance pay shall not exceed 18 months salaries. Pension benefits shall be contribution based, unless specific reasons exist. The age of retirement for the executive management shall normally be 65 years, but in no case lower than 62 years. The board of directors may deviate from these guidelines only if special causes exist in an individual case.

*Item 17 - Proposal regarding the nomination committee*

The nomination committee of the company proposes that the representatives of the nomination committee shall be appointed through a procedure where the chairman of the board of directors contacts the three largest shareholders in terms of votes as per 30 September 2012, and that such shareholders each appoints a representative to, together with the chairman of the board of directors, constitute the nomination committee up until the next annual general meeting, or, if applicable, up until a new nomination committee has been appointed. The nomination committee shall be convened no later than by 31 October 2012. If any of the three largest shareholders, in terms of votes, renounces its right to appoint a representative, the right shall pass to the largest shareholder in turn. Should a representative resign from the nomination committee before its work is completed, shall, if considered necessary, a substitute be appointed by the same shareholder that has appointed the resigning representative, or, if this shareholder does not belong to the three largest shareholders in terms of votes anymore, by the new shareholder that belongs to this group. The nomination committee shall appoint one of its members chairman. The composition of the nomination committee shall be made public as soon as the nomination committee has been formed and no later than six months before the annual general meeting. In the event that the ownership structure is changed after the nomination committee has been composed such that one or several shareholders that have appointed a representative to the nomination committee is no longer in the group of the three largest shareholders in terms of votes, the composition of the nomination committee may be changed in accordance therewith if the nomination committee considers that it is necessary. The tasks of the nomination committee shall be to prepare, for the next annual general meeting, proposals in respect of number of members of the board of directors, remuneration to the members of the board of directors and the auditors, remuneration, if any, for committee work, the composition of the board of directors, the chairman of the board of directors, resolution regarding the nomination committee, chairman at the annual general meeting and election of auditors.

**Other information**

There are in the aggregate 46,999,032 shares outstanding in Duni carrying one vote each; accordingly there are 46,999,032 votes.

The company owns no own shares. In accordance with the Swedish Companies Act Ch. 7 Sec. 32, the shareholders have the right to ask questions at the annual general meeting regarding the items on the agenda and about the financial situation of the company and the group. Shareholders who wish to submit questions in advance of the annual general meeting, shall send these to Duni AB, Box 237, 201 22 Malmö or per e-mail to [bolagsstamma@duni.com](mailto:bolagsstamma@duni.com).



The accounts, the auditor's report, the board of director's reasoned statement and the auditor's statement on the earlier guidelines for remuneration to the executive management, and the complete proposals for decisions with respect to items 10b and 15-17 will be available to the shareholders no later than 12 April 2012 at the company and on the company's website [www.duni.com](http://www.duni.com), and will also be distributed to shareholders that so request, and provide their postal address.

Malmö, March 2012  
DUNI AB (publ)

*The Board of Directors*