

**Press release**

Åseda, 22 February 2012

## **INVITATION TO ANNUAL GENERAL MEETING OF PROFILGRUPPEN AB**

*This is a translation of the Swedish version of the notice. In case of any discrepancies, the Swedish version shall prevail.*

Shareholders of ProfilGruppen AB (publ.), corporate identity number 556277-8943, are hereby invited to attend the Annual General Meeting (AGM) on Thursday 29 March 2012 at 15:00 in Folkets Hus in Åseda.

### **Program for shareholders**

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 the factory tour and back to the meeting facilities. 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 and registration**

In order to attend the AGM and to have voting rights, the shareholder must:

- be registered in the share register managed by Euroclear Sweden AB by Friday 23 March 2012, and
- register with the company not later than Friday 23 March 2012. Registration for attendance at the AGM can be made by the registration form on the 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 or company 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 23 March 2012, when (at the latest) such a registration must be completed.

### **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 and authorisation documents (if applicable) 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 AGM is opened
- 2 Election of a chairman for the AGM
- 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 AGM has been duly convened
- 7 Submission of the annual report and the auditors' report and also the consolidated accounts and consolidated auditors' report. In conjunction therewith:
  - a. Speech by the CEO
  - b. The Board's report regarding its work
  - c. The auditor's report regarding the audit work during 2011
- 8 Decision regarding adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet
- 9 Decision regarding allocations of the company's profit or loss as per the adopted balance sheet
- 10 Decision regarding discharge from liability 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 and the number of auditors and deputies
- 13 Submission for approval of the fees for the Board, the Board's audit and remuneration committee and the auditor
- 14 Election of the members of the Board, Chairman of the Board and deputies
- 15 Election of auditor
- 16 Proposal for authorisation to be granted to the Board to decide on new issues of shares
- 17 Proposal regarding nomination committee for the AGM 2013
- 18 Submission for approval of guidelines for remuneration for senior executives
- 19 Closing of the AGM

## The nomination committee's proposals for decision

### *Paragraphs 2, 12, 13, 14, 15 and 17 - Chairman for the AGM, number of board members and auditors, fees, board members and chairman of the board, auditor and Nomination committee*

The nomination committee, which for the AGM 2012 consists of Lars Johansson (chairman of the nomination committee, shareholder), Eva Färnstrand (Chairman of the Board), Gunnel Smedstad (shareholder), Torgny Prior (Prior & Nilsson Fond and Kapitalförvaltning AB, shareholder) and Bengt Stillström (Ringvägen Venture AB, shareholder), together representing slightly more than 40 percent of the votes in the company, proposes the following:

*Paragraph 2* Eva Färnstrand is to be appointed as chairman of the AGM 2012.

*Paragraph 12* The number of Board Members appointed by the AGM shall be five (previous year: five) with no deputies. A registered audit company will be appointed auditor.

*Paragraph 13* Fees payable to the Board shall be the following: fee of SEK 250,000 (previous year SEK 315,000) to the Chairman of the Board and fee of SEK 125,000 (previous year SEK 140,000) to each of the Board Members elected by the AGM and not employed by the group. The remuneration- and audit committees are included in the Board's tasks and no additional fees will be awarded (previous year SEK 50,000 to the chairman of each committee and SEK 25,000 for the members of the committees). No fees will be paid to Board Members and deputies elected by the employees (previous year SEK 14,800). Remuneration for auditors in accordance with approved invoices.

*Paragraph 14* Reelection of Board Members Eva Färnstrand, Susanna Hilleskog and Mats Egeholm and new election of Bengt Stillström and Thomas Widstrand is proposed. Ulf Granstrand and Kjell Svensson have declined reelection. Reelection of Eva Färnstrand as Chairman of the Board. If the assignment of the Chairman of the Board's is terminated prematurely, the Board shall among itself elect a new Chairman.

Thomas Widstrand, born 1957. B.Sc. Economics. with 30 years of international experience from different positions in the manufacturing industry. CEO and group chief executive of Troax Group AB, Hillerstorp since 2008. Board member of Alvedoor AB and Bellman & Symfon AB.

Bengt Stillström, born 1943. M.Sc. Engineering. Former CEO and founder (1974) of AB Traction, currently its Chairman of the Board. Other board assignments (main): Empire AB, Hifab Group AB, Nättidningen Sourze AB, Ringvägen Venture AB, Sagura AB, Sign Trace AB, SwitchCore AB, zitiz AB and Institutet för Företagsrekonstruktion (Institute for Company Reorganisation). Bengt is a member of ProfilGruppen's nomination committee since the AGM 2011. His shareholding in Profilgruppen amounts to 867,933 shares.

*Paragraph 15* Reelection of the registered accounting firm Ernst & Young Aktiebolag for the period up until the closing of the AGM 2013.

*Paragraph 17* Proposal for a nomination committee for the AGM 2013, consisting of Lars Johansson as Chairman, Gunnel Smedstad, Torgny Prior (Prior & Nilsson Fond and Kapitalförvaltning AB), Carl Östring (Ringvägen Venture AB), and the Chairman of the Board in ProfilGruppen AB (according to decision taken by the AGM).

For the nomination committee the following guidelines shall apply. The term for the nomination committee runs up 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 in the composition of the nomination committee shall be published on the company's website. No fee shall be paid to the nomination committee (previous year SEK 100,000).

The duties of the nomination committee for the AGM 2013 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 auditor fees, (5) auditors and (6) procedures for the nomination of a new nomination committee. The proposals of the nomination committee shall be submitted to the Board in due 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.

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

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

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

In the light of the Group's result the Board is proposing that no dividend shall be paid for the financial year of 2011 (previous year SEK 1.50 per share).

#### ***Paragraph 16 - Authorisation for the Board to decide on new issues of shares***

The Board proposes that the AGM authorises the Board to, during the period up until the next AGM, on one or more occasions, with or without preferential rights for the shareholders, decide upon new issues of maximum 400,000 shares, in total corresponding to approximately eight percent of the share capital on the date of this notice. The decision on new issue of shares may contain conditions stating that the shares issued may be paid in kind, through set-off or as else to be subscribed for, as set forth in the Swedish Companies Act chapter 13, section 5, first paragraph, 6. The Board is further authorised to decide on the other terms of a new issue of shares.

The reason for the authorisation is to enable the company to issue shares as payment for acquisitions of companies or shares of companies and/or assets, which the Board deems to be of value to the ProfilGruppen group's activities.

#### ***Paragraph 18 – Guidelines for remuneration for senior executives***

A remuneration committee, appointed by the Board, prepares proposals for remuneration guidelines for the Group's CEO and other senior executives. The Board proposes that the guidelines described below shall apply during 2012. The proposal is based on the long term remuneration policy of the company, which has been revised during 2010.

The guidelines encompass the CEO and the other members of the company management team, currently six persons in total, 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 both to the Group's profit after deduction of financial income and expenses (maximum 15 percent of the fixed salary) and to defined individual targets (maximum 10 percent of the fixed salary). The variable remuneration is conditional upon a positive net profit for the Group and will be adjusted retroactively in case it has been paid out, on a clearly incorrect basis. Agreements regarding pension benefits are entered into on an individual basis and the pension cost may amount to a maximum of 30 percent of the fixed salary. Other remuneration and benefits shall be in accordance with the market and facilitate for the employee to fulfill his/her tasks.

Employment contracts for members of the company management team shall include a notice period of six to 12 months 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 not in total exceed the fixed salary for 12 months. The Board may deviate from the guidelines in individual cases, if there special grounds for such deviation.

## **Majority decision**

For a valid decision under paragraph 16, approval by shareholders representing at least two thirds of the votes given as well as the shares represented at the AGM, is required.

## **Other information**

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

The annual report and the auditors' report, the auditors' statement regarding the guidelines for remuneration and the Board's complete proposals with associated documents are held available at the company's premises, Östra Industriområdet, Åseda, and at the company's website, [www.profilgruppen.se](http://www.profilgruppen.se), as of 8 March 2012 at the latest.

Proposals of the nomination committee and its statement on the motivations as well as information about members proposed for the Board are held available at the company's premises as well as at the company's website.

Copies of the documents mentioned will be sent to shareholders upon request, stating their postal address. All documents will also be held available at the AGM.

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

Åseda, February 2012

PROFILGRUPPEN AB (publ.)

Board of Directors

---

Contacts for information:

Peter Schön, Acting CEO, mobile: +46 (0)70 339 89 99  
e-mail: [peter.schon@profilgruppen.se](mailto:peter.schon@profilgruppen.se)

---

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 2012, at 11.00 CET.

---