

## **Notice to attend Annual General Meeting of FinnvedenBulten AB (publ)**

The shareholders of FinnvedenBulten AB (publ), reg. no. 556668-2141, are invited to the Annual General Meeting on Wednesday April 24, 2013 at 17.00 at the Swedish Exhibition & Congress Centre (Sw. Svenska Mässan), Room R2, at Mässans Gata 20, Gothenburg, Sweden.

Registration for the meeting will commence at 16.00. Light refreshments will be served before the meeting.

### **Right to participate and registration**

Shareholders who wish to participate must be entered in the register of shareholders maintained by Euroclear Sweden AB on Thursday April 18, 2013 *and* notify the Company by no later than Thursday April 18, 2013.

Shareholders may register to participate in the AGM

- via the Company's website [www.finnvedenbulten.com](http://www.finnvedenbulten.com),
- by post to FinnvedenBulten AB (publ), "Årsstämma", Box 7835, SE-103 98 Stockholm, Sweden, or
- by phone on +46 (0)31-734 60 50.

On registration the shareholder must give his/her name, personal identity number or company registered number, address and daytime phone number and, where applicable, the name of any assistant, the name and personal identity number of any proxy or the name and personal identity number of any deputy. Registration forms are available from the Company's website [www.finnvedenbulten.com](http://www.finnvedenbulten.com). Alternatively, order a registration form using the same postal address or phone number given above to register for the AGM. Phone registrations may be made on business days between 09.00 and 16.00. Please note that the deadline for phone registrations is April 18, 2013 at 16.00.

A shareholder may bring a maximum of two assistants to the AGM if the Company is notified using the correct procedure when the shareholder registers for the AGM.

Access passes will be sent by post and must be brought to the AGM.

### **Nominee registered shares**

Shareholders whose shares are registered in the name of a nominee must, if they wish to participate in the AGM, have their shares temporarily re-registered in their own names. Shareholders who wish to re-register shares in their own name must advise their nominee well in advance before April 18, 2013. Re-registration must be complete with Euroclear Sweden AB by April 18, 2013.

## Proxies

Shareholders who wish to send a proxy must issue a written, signed and dated power of attorney. If the power of attorney is issued by a legal entity, a certified copy of the relevant certificate of incorporation for the legal entity (or the equivalent document for foreign legal entities) must be enclosed with the power of attorney. The documents must be no more than one year old. The power of attorney may, however, state a longer term for the power of attorney, but no more than five years. Power of attorney forms are available from the Company's website [www.finnvedenbulten.com](http://www.finnvedenbulten.com). Alternatively, order a power of attorney form using the same postal address or phone number given above to register for the AGM.

In order to facilitate the registration process, the original of the power of attorney and the certificate of incorporation and other authorization documents should reach the Company at the above address no later than April 18, 2013.

## Proposed agenda

1. Opening of the Annual General Meeting.
  2. Election of chairman for the AGM.
  3. Preparation and approval of the voting list.
  4. Approval of agenda.
  5. Election of one or two people to verify and sign the minutes, and voting supervisors.
  6. Determination as to whether the AGM has been duly convened.
  7. Presentation on the work of the Board of Directors and the Board's committees over the past year.
  8. Presentation of the Annual Report and audit report along with the consolidated accounts and consolidated audit report. Also the CEO's report on the operation.
  9. Resolution regarding adoption of the income statement and the balance sheet, and of the consolidated income statement and the consolidated balance sheet.
  10. Resolution regarding allocation of the Company's earnings in accordance with the adopted balance sheet and establishment of a record day for the dividend.
  11. Resolution regarding discharge from liability to the Company for the Board of Directors and the CEO.
  12. Establishment of the number of Board members as well as the number of auditors and deputy auditors.
  13. Establishment of fees to Board members and auditor(s).
  14. Statement on the nomination committee's work and election of
    - (a) Board members,
    - (b) Chairman of the Board,
    - (c) auditor(s) and deputy auditors
  15. Establishment of guidelines for remuneration for senior management.
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16. Establishment of principles for appointing the nomination committee and instructions for the nomination committee, as well as remuneration for the nomination committee members.
17. Closing of the Annual General Meeting.

## Proposals for resolutions

### The nomination committee's proposals regarding items 2, 12, 14, and 16

The nomination committee appointed in accordance with the procedure decided at the 2012 AGM comprised Claes Bodell, chairman of the nomination committee (appointed by Nordic Capital Fond V), Karl-Axel Granlund (appointed by Volito AB), Fredrik Grevelius (appointed by Investment AB Öresund) and Roger Holtback (Chairman of the Board). Roger Holtback has not participated in the nomination committee's resolution regarding himself.

*Item 2:* The nomination committee proposes that Roger Holtback be elected chairman for the AGM.

*Item 12:* The nomination committee proposes that the Board of Directors should comprise six ordinary members without deputies and that the number of auditors should be one and that no deputy auditor should be appointed.

*Item 13:* The nomination committee proposes:

- that a fixed fee of SEK 2,100,000 be paid to the Board of Directors, of which SEK 600,000 to the Chairman of the Board and SEK 300,000 to each of the other Board members elected by the AGM who are not employed within the Company or its subsidiaries;
- that cost reimbursement for administrative costs of SEK 20,000 plus value-added tax be paid to an associated company of the Chairman of the Board every quarter;
- that a fixed fee of SEK 50,000 be paid to the Board member who has special responsibility for the subsidiary Finnveden Metal Structures AB, the payment being subject to the condition that the Director is elected by the AGM and is not employed within the Company or its subsidiaries;
- that a fixed fee of SEK 300,000 be paid to the audit committee, of which SEK 100,000 to the chairman of the audit committee and SEK 50,000 to each of the other audit committee members, the payment being subject to the condition that the member is a Board member elected by the AGM and is not employed within the Company or its subsidiaries;
- that no remuneration be paid to the members of the remuneration committee; and
- that the auditor's fee be paid according to an approved invoice.
- Provided the fiscal conditions are right for invoicing, and provided it is cost neutral for the Company, the Board members shall be given opportunities to invoice the Board fee through companies.

*Item 14 a-c:* The nomination committee proposes that Roger Holtback, Hans Gustavsson, Arne Karlsson, Johan Lundsgård and Adam Samuelsson be re-elected as ordinary Board members

and that Hans Peter Havdal be newly elected as an ordinary Board member (a). Moreover the nomination committee proposes the re-election of Roger Holtback as the Chairman of the Board (b) and the re-appointment of the registered public accounting firm PricewaterhouseCoopers AB as the company auditor (c). It is noted that PricewaterhouseCoopers AB has stated that if re-elected, the authorized public accountant Fredrik Göransson will be the auditor in charge. A presentation of the candidates the nomination committee has proposed for election onto the Board is available on the Company's website [www.finnvedenbulten.com](http://www.finnvedenbulten.com); and

*Item 16:* The nomination committee proposes that the AGM adopt the guidelines for composition of the nomination committee with regard to members and instructions for the nomination committee which were adopted in 2012 to apply up to the next AGM. The Company shall therefore always have a nomination committee comprised of four people. In addition to the three largest shareholders in terms of votes on the final banking day in September having the right to appoint a member of the nomination committee, the Chairman of the Board shall also be a member of the nomination committee. The nomination committee shall itself appoint a chairman; the Chairman of the Board may not be the chairman of the nomination committee. The nomination committee's term shall run until such time as a new nomination committee is elected. It is the job of the nomination committee, ahead of the Annual General Meeting, to propose a Chairman for the AGM, the number of Board members, a Chairman and other Board members voted in by the AGM, fees and other remuneration to each of the Board members voted in by the AGM and to members of the Board's committees, the number of auditors, the auditors, the auditors' fees, election of a nomination committee or a decision on principles for appointing a nomination committee, as well as instructions for the nomination committee and remuneration for the nomination committee's members. Further, the nomination committee proposes that the Company be responsible for reasonable costs associated with the nomination committee's assignment and that no remuneration be paid to the members of the nomination committee (*item 16*).

The Board of Directors has presented the following proposals regarding items 10 and 15:

*Item 10:* The Board of Directors proposes that the profit of SEK 1,096,527,716 at the disposal of the AGM be distributed such that a total amount of SEK 42,080,414, equivalent to SEK 2.00 per share, be distributed to the shareholders and that SEK 1,054,447,302 be carried forward. The Board of Directors proposes that April 29, 2013 be the record day. If the AGM resolves in accordance with the proposal, the dividend is expected to be distributed to the shareholders by Euroclear Sweden AB on May 3, 2013.

*Item 15:* The Board of Directors proposes that the AGM decide to adopt the following guidelines for remuneration for senior management.

#### Remuneration for senior management

With the aim of being able to ensure the Company can recruit and retain qualified senior managers, the Board of Directors proposes that the fundamental principle be that salaries and other terms and conditions of employment shall be adequate for the Group to constantly attract and retain competent senior managers at a reasonable cost to the Company. Remuneration within the Group shall therefore be based on the principles of performance, competitiveness and fairness.

Salaries and other benefits: Remuneration for senior management shall comprise a fixed salary in line with market conditions and based on the senior manager's responsibilities, expertise and performance. The remuneration shall be confirmed each calendar year. In addition to a fixed salary, from time to time, a variable pay forms may occur to be paid in cash. Such remuneration may amount to a maximum of 60 percent of the annual fixed salary of the CEO, and a maximum of 40 percent of the annual fixed salaries of the senior managers. Bonuses shall primarily be based on the performance of the whole FinnvedenBulten Group or the performance of the division or unit that the person in question is responsible for. The performance shall relate to the fulfilment of various improvements or attainment of certain financial targets. Performance objectives shall be related to the operating profit before goodwill amortization (EBITA) and parameters related to the cash flow.

The variable remuneration shall not be pensionable income. Furthermore, the senior managers shall be entitled to the customary non-monetary benefits, such as health and medical insurance, a company car and occupational healthcare.

Pension: Senior managers domiciled in Sweden may be offered a defined contribution pension agreement based on premiums which amount to a maximum of 35 percent of the fixed salary on an annual basis, (in addition there are pension benefits to which senior managers are entitled in accordance with ITP plans). Senior managers domiciled outside of Sweden or who are domiciled in Sweden but have a significant link to another country or have been domiciled in another country may be offered pension solutions that are competitive in the country in which the persons are or have been domiciled or to which they have a significant link, primarily defined contribution solutions. Defined benefit pension solutions shall always be avoided where possible.

Period of notice and severance pay: Senior managers domiciled in Sweden and their employers are entitled to a mutual period of notice of six months. Severance pay, in addition to salary during the period of notice, shall be paid and, together with the fixed salary during the period of notice, shall total a maximum of 18 months' salary. Personnel domiciled outside of Sweden or who are domiciled in Sweden but have a significant link to another country or have been domiciled in another country may be offered periods of notice and severance pay that are competitive in the country in which the persons are or have been domiciled or to which they have a significant link, primarily solutions equivalent to those for senior managers domiciled in Sweden.

Incentive programs: Decisions on share and share-related incentive programs targeted at senior managers shall be taken by the AGM.

The Board of Director's decision-making: The Board of Directors' remuneration committee proposes and the Board of Directors decides on salaries and other terms and conditions for the CEO, the Executive Vice President and the CFO, as well as other personnel in the corporate management.

Deviations from the guidelines: The Board of Directors shall be entitled to deviate from the guidelines if, in an individual case, there are particular grounds for the deviation. No deviation can be noted in relation to the guidelines adopted at the 2012 AGM.

## Number of shares and votes

At the time of issuing this notice, the total number of shares and votes in the Company is 21,040,207. The Company does not own any of its own shares.

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## AGM documents

The Annual Report and audit report for the 2012 financial year as well as the Board of Directors' complete proposals and related documents in accordance with the Swedish Companies Act will be made available to the Company's shareholders at the above address and on the corporate website, [www.finnvedenbulten.com](http://www.finnvedenbulten.com), from March 28, 2013.

The nomination committee's complete proposals for resolution and motivating statements regarding the proposal for the Board of Directors are available on the corporate website.

The above documents will be sent free of charge to any shareholders who send a request for a copy and state their address.

## Right of request

Shareholders are informed of their right according to 7 chap. 32 § of the Swedish Companies Act (2005:551) to request information at the AGM about circumstances which could affect the assessment of a matter on the agenda and circumstances that could affect the assessment of the Company and the Group's financial situation.

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Gothenburg, March 2013

FinnvedenBulten AB (publ)

Board of Directors