

are hereby invited to attend the Annual General Meeting at Grand Hôtel, Vinterträdgården, Stallgatan 6, Stockholm, at 2:00 p.m. on Tuesday March 31, 2009

### NOTIFICATION OF PARTICIPATION AND REGISTRATION

To be entitled to participate in the business of the Annual General Meeting, shareholders shall be registered in the share register maintained by Euroclear Sweden AB (formerly VPC AB) on Wednesday, March 25, 2009, and notify their intention to attend the Annual General Meeting by Wednesday, March 25, 2009.

#### Notification can be made:

- by post to the following address: L E Lundbergföretagen AB, SE-601 85 Norrköping, Sweden
- by telephone +46 11 21 65 00
- by fax +46 11 21 65 65 or
- by e-post to katarina.medberg@lundbergs.se and the Company will confirm by e-mail that it has received notification.

Notification should include name, address, telephone number, personal identification number/Corporate Registration Number, number of shares and number of advisors. If participation is to be based on a power of attorney, an original power of attorney document must also be submitted in connection with notification of intention to attend the Annual General Meeting. A form for notifying power of attorney is available from the Company and its website, www.lundbergs.se.

Shareholders whose shares are held in the name of a trustee, via the Trust Department of a bank or firm of stockbrokers, must temporarily re-register the shares in their own name to be entitled to participate in the Meeting. Such registration must be completed no later than Wednesday, March 25, 2009. This means that shareholders must notify the trustee of the need for re-registration in ample time prior to this date.

### **PROPOSED AGENDA**

- 1. Opening of the Meeting
- 2. Election of Chairman of the Meeting
- 3. Preparation and approval of the voting list
- 4. Election of one or two officers to verify the minutes
- 5. Approval of the agenda
- Determination of whether the Meeting has been duly convened
- 7. The Address by the President
- 8. Presentation of
  - a) the annual report and the auditors' report, and the consolidated accounts and auditors' report on the consolidated accounts
  - the auditor's statement on the level of compliance with the principles for remuneration of senior executives applicable since the preceding Annual General Meeting.
- 9. Motions concerning
  - a) adoption of the income statement and balance sheet, and of the consolidated income statement and consolidated balance sheet
  - b) discharge of the Board of Directors and the President from personal liability
  - the disposition to be made of the Company's profit or loss as shown in the balance sheet adopted by the Meeting
- Determination of the number of members of the Board and deputies to be elected by the Annual General

## ELECTION OF MEMBERS OF THE BOARD AND CHAIRMAN OF THE BOARD, AND DETERMINATION OF FEES

(items 10, 11 and 12 of the agenda)
Shareholders representing slightly more than 90% of the voting rights propose the election of the following parties to the Board of Directors.

The number of members of the Board of Directors shall be eight with one deputy. It is proposed that Gunilla Berg, Lennart Bylock, Mats Guldbrand, Tom Hedelius, Fredrik Lundberg, Sten Peterson and Christer Zetterberg be reelected members of the Board, and that Carl Bennet be elected new member of the Board. It is proposed that Katarina Lundberg be elected new deputy Board member. It is proposed that Mats Guldbrand be elected Chairman of the Board. Per Welin and Bengt Pettersson have declined reelection

Carl Bennet, aged 57, has a degree in business administration. His Board assignments include being Chairman and principal owner of the listed companies Getinge and Elanders, and the wholly owned industrial and trade Group Lifco. Katarina Lundberg, aged 27, has a degree in business administration. Her previous experience includes working with investment strategy and macroeconomics in the companies ISI and Strategas in New York.

Fees to the Board of Directors will be paid in the total amount of SEK 1,500,000, of which SEK 350,000 will be paid to the Chairman, SEK 175,000 to each of the other Board members elected by the Annual General Meeting, except for the President, and SEK 100,000 to the deputy Board member.

## THE BOARD OF DIRECTORS' MOTION CONCERNING AMENDMENTS OF THE ARTICLES OF ASSOCIATION

(item 13 of the agenda)

The Board's motion entails that the section of Article 7 of the Articles of Association pertaining to the manner in which the notice of General Meetings is to be issued be amended in accordance with the following: Notice of a General Meeting of Shareholders shall be made in the form of an announcement in Post och Inrikes Tidningar and on the Company's website. An announcement shall be made in Dagens Nyheter that notice has been given. The notice shall be made not earlier than six weeks and not later than four weeks prior to the Meeting and, in the case of Extraordinary General Meetings convened to address amendments to the Articles of Association, not earlier than six weeks and not later than two weeks prior to the Meeting.

Furthermore, the Board proposes that the Annual General Meeting's resolution to amend Article 7 of the Articles of Association be conditional on the legal enactment of a change to the manner in which notice of general meetings is to be issued in the Swedish Companies Act (SFS 2005:551), entailing that the proposed wording of Article 7 above be in accordance with the Companies Act.

In order for this resolution to be valid, it is required that it be supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the Meeting.

Meeting

- 11. Determination of the fees to be paid to the Board members
- Information regarding the nominated Board member's assignments in other companies and the election of members of the Board and Chairman of the Board.
- The Board of Directors' motion concerning amendments to the Articles of Association.
- Motion concerning of guidelines for remuneration of senior executives.
- Motion concerning authorization of the Board to acquire treasury shares.
- 16. Closure of the Meeting

### **ELECTION OF CHAIRMAN OF THE MEETING**

(item 2 of the agenda)

Shareholders representing slightly more than 90% of the voting rights propose that Per Welin be elected Chairman of the Meeting.

#### **DIVIDEND**

(item 9c of the agenda)

The Board proposes to the Annual General Meeting a dividend for the 2008 fiscal year of SEK 6.00 per share. The Board proposes Friday, April 3, 2009 as the record day. If the Meeting votes in favor of the motion, the dividend is expected to be issued by Euroclear Sweden AB (formerly VPC AB) on Wednesday, April 8, 2009.

#### **AVAILABLE DOCUMENTATION**

The annual report, auditors' report and the auditors' statement concerning compliance with the guidelines for the remuneration of senior executives, the Board's complete motions under items 14 and 15, and the Board's motivated statement for motions under items 9c and 15 are available from the Company and on the Company's website www.lundbergs.se until Tuesday March 17, 2009. These documents will be sent to shareholders who contact the Company and state their address, and will also be available at the Annual General Meeting.

# THE BOARD OF DIRECTORS' MOTION CONCERNING OF GUIDELINES FOR REMUNERATION OF SENIOR EXECUTIVES

(item 14 of the agenda)

The Board of Directors' complete motion is provided in the Board of Directors' Report and is unchanged compared with the guidelines established for the preceding year. Essentially, the motion entails that salaries and other employment conditions pertaining to management be competitive in the market. In addition to a fixed annual salary, senior executives shall also be entitled to receive a bonus based on earnings and profitability targets or the results of activities. No remuneration shall be provided in the form of options or other share-related incentive programs.

# THE BOARD OF DIRECTORS' MOTION CONCERNING AUTHORIZATION OF THE BOARD TO ACQUIRE TREASURY SHARES

(item 15 of the agenda)

The Board of Directors' motion entails that Board be authorized during the period up to the close of the following Annual General Meeting to acquire Series B treasury shares subject to the restriction that the holding may not at any time exceed 10% of all of the shares in the Company. Such share acquisitions must take place on NASDAQ OMX Stockholm in accordance with exchange rules applicable on the acquisition date. The aim of any buy-backs will be to enable to the Board to adjust the capital structure of the Company during the period up to the next Annual General Meeting. In order for this resolution to be valid, it is required that it be supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the Meeting.

If the aforementioned motions are passed and, on the condition that Fredrik Lundberg with companies and his wife do not sell any of their shares, their share of voting rights will exceed 90%. Accordingly, Fredrik Lundberg has informed the Company's Board that he is prepared to convert his Series A shares to Series B shares to such an extent that his total share of voting power becomes less than 90%.

#### **TOTAL NUMBER OF SHARES**

The total number of shares in the Company is 62,145,483, of which 24,000,000 are Series A shares and 38,145,483 are Series B shares. The total number of voting rights in the Company is 278,145,483, of which, on date of the notice, 145,483 shares were held by the Company that did no entitle any voting rights.

Stockholm, February 2009 BOARD OF DIRECTORS