

are hereby invited to attend the Annual General Meeting at Grand Hôtel, Vinterträdgården, Stallgatan 6, Stockholm, at 2:00 p.m. on Wednesday April 6, 2011

#### 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 on Thursday, March 31, 2011, and notify their intention to attend the Annual General Meeting by Thursday, March 31, 2011.

### 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 mia.anttonen@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 Thursday, March 31, 2011. 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
- 6. 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
  - b) 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
- 10. Determination of the number of members of the Board and deputies to be elected by the Annual General Meeting
- 11. Determination of the fees to be paid to the Board members and auditors
- 12. Information regarding the nominated Board member's assignments in other companies and the election of members of the Board, deputy board members and Chairman of the Board.
- 13. Election of auditors and deputy auditors
- 14. Motion concerning principles for remuneration of senior executives
- 15. Motion authorizing the Board to acquire shares in the company
- 16. The Board of Directors' motion concerning a resolution to reduce share capital through withdrawal of own shares
- 17. The Board of Directors' motion concerning amendments to the Articles of Association.
- 18. The Board of Directors' motion concerning a resolution on a bonus issue
- 19. 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 Mats Guldbrand be elected Chairman of the Meeting.

### **DIVIDEND**

(item 9c of the agenda)

The Board proposes that the Annual General Meeting resolve on payment of a dividend of SEK 7.50 per share for the 2010 fiscal year. The Board proposes Monday, April 11, 2011 as the record day. If the Meeting votes in favor of the motion, the dividend is expected to be issued by Euroclear Sweden AB on Thursday, April 14, 2011.

# ELECTION OF MEMBERS OF THE BOARD, CHAIRMAN OF THE BOARD, AUDITORS AND DETERMINATION OF FEES (items 10, 11, 12 and 13 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 without deputies. It is proposed that Carl Bennet, Gunilla Berg, Mats Guldbrand, Louise Lindh, Fredrik Lundberg, Katarina Martinson, Sten Peterson and Christer Zetterberg be re-elected members of the Board. It is proposed that Mats Guldbrand be elected Chairman of the Board. Lennart Bylock has declined re-election.

Shareholders representing slightly more than 90% of the voting rights propose that the company have a registered public accounting firm as its auditor and that the accounting firm KPMG be elected as the new auditor for a period of one year, meaning for the period ending with the Annual General Meeting 2012.

Director fees will be paid in a total amount of SEK 1,800,000, of which SEK 600,000 will be paid to the Chairman and SEK 200,000 to each of the other Board members elected by the Annual General Meeting, except for the President.

It is proposed that the auditor fee be paid on current account.

# THE BOARD OF DIRECTORS' MOTION CONCERNING 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-based incentive programs.

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

(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 at the share price applicable on the acquisition date. The aim of any buy-backs will be to enable to the Board to adjust the Company's capital structure during the period up to the next Annual General Meeting. In order for this resolution to be valid, it must 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 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 the voting power becomes less than 90%.

### THE BOARD OF DIRECTORS' MOTION TO REDUCE SHARE CAPITAL THROUGH CANCELATION OF TREASURY SHARES (item 16 of the agenda)

The Board of Directors proposes that the 2011 Annual General Meeting resolve to approve a reduction in the company's share capital by SEK 1,454,830, without repayment to shareholders.

The company currently holds 145,483 series B treasury shares.

The reduction in share capital shall occur through cancelation of all series B treasury shares held by the company. The reduction in share capital shall occur for allocation to restricted equity, in accordance with Chapter 20, Article 1, Paragraphs 1 and 2 of the Swedish Companies Act. The Board has also proposed that the 2011 Annual General Meeting make a decision regarding a bonus issue in accordance with item 18 below, whereupon SEK 1,454,830 would be returned from unrestricted equity.

Following completion of the reduction, share capital will amount to SEK 620,000,000, represented by a total of 62,000,000 shares, of which 24,000,000 are series A shares and 38,000,000 series B shares, each with a quotient value of SEK 10. Other than the reduction in share capital, the company's restricted equity will not be affected.

The Board makes the following statement in accordance with Chapter 20, Article 13, Paragraph 4 of the Swedish Companies Act. The resolution to reduce share capital without repayment to the shareholders through cancelation of treasury shares according to item 16 may be implemented without obtaining permission of the Swedish Companies Registration Office or permission from a general court of law, since the company will simultaneously, in accordance with item 18 below, implement a bonus issue as an action that ensures that neither the Company's restricted equity nor its share capital is reduced.

The reduction in share capital and the impact of the bonus issue on the company's restricted equity and share capital is evident, in regards to the reduction, from what was stated in the preceding paragraph and, as it relates to the bonus issue, the Board's motion pursuant to item 18 below.

The Board also proposes that the 2011 Annual General Meeting resolve to authorize the President to make minor adjustments to the above decision as may be required in connection with registration at the Swedish Companies Registration Office and Euroclear Sweden AB, respectively.

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

# THE BOARD OF DIRECTORS' MOTION CONCERNING AMENDMENTS OF THE ARTICLES OF ASSOCIATION (item 17 of the agenda)

The Board's motion states that Article 4 be amended from is current phrasing, "The Company's share capital shall amount to at least fourhundredandfiftymillion Swedish kronor (SEK 450,000,000) and not more than onebillioneighthundredmillion Swedish kronor (SEK 1,800,000,000)" to "The Company's share capital shall amount to at least 900,000,000 Swedish kronor and not more than 3,600,000,000 Swedish kronor."

In addition, the Board's motion states that Article 5 be changed from its current phrasing of, "The number of shares in the Company shall amount to at least fourtyfivemillion (45,000,000) and not more than onehundredandeightymillion (180,000,000)" and "Series A shares may be issued in a maximum number of 36,000,000, Series B shares in a maximum number of 180,000,000 and Series C shares in a maximum number of 10,000,000" to "The number of shares in the Company shall amount to at least 90,000,000 and not more than 360,000,000" and "Series A shares may be issued in a maximum number of 72,000,000, Series B shares in a maximum number of 360,000,000 and Series C shares in a maximum number of 20,000,000."

The Board of Directors also propose that in Article 7 of the Articles of Association, the specified time of "12 noon" be removed since that is not compatible with the Swedish Companies Act.

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

### THE BOARD OF DIRECTORS' MOTION CONCERNING A RESOLUTION ON A BONUS ISSUE

(item 18 of the agenda)

The Board of Directors proposes that the company's share capital be increased by SEK 620,000,000 through the issuance of 24,000,000 new series A shares and 38,000,000 new series B shares. The increased amount will be received by means of a transfer of SEK 343,516,769.74 from the statutory reserve and by having SEK 276,483,230.26 transferred from non-restricted equity in accordance with the most recently approved balance sheet. For the bonus issue, the following conditions apply:

- 1. Each existing series A share shall provide the right to one (1) new series A share and each existing series B share shall provide the right to one (1) new series B share.
- 2. Record day for the bonus issue shall be May 13, 2011.
- 3. The new shares shall entitle holders to a dividend for the first time on the record day for the dividend which falls closest after the Swedish Companies Registration Office has registered the bonus issue.
- 4. The new series A shares shall be subject to a conversion clause in accordance with the Swedish Companies Act, Chapter 4, Article 6, which is apparent from Article 11 of L E Lundbergföretagen's Articles of Association.
- 5. The President is authorized to make minor adjustments to the resolution that could become essential in conjunction with the registration of the bonus issue at the Swedish Companies Registration Office and Euroclear Sweden AB.

The motion in accordance with this item 18 presumes that the Annual General Meeting carries a resolution regarding an amendment to the Articles of Association in accordance with the Board's motion in item 17.

#### **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 14-18, and the Board's supporting statement for motions under items 9c and 15, and the auditor's statement regarding item 16, will be available from the Company and on the Company's website www.lundbergs.se no later than Wednesday March 16, 2011. 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.

### INFORMATION ON THE ANNUAL GENERAL MEETING

The Board of Directors and the President shall, should any shareholder so request and provided that the Board is of the opinion that this can occur without significant damage to the company, provide disclosures regarding conditions that could impact upon the evaluation of a motion on the agenda, conditions that could impact on the evaluation of the company's or a subsidiary's financial situation, and the company's relationship to other Group companies.

### **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 in treasury by the Company and did not carry any voting rights.

Stockholm, March 2011 BOARD OF DIRECTORS