



Faberge AB (publ)

PRESS RELEASE

22 February 2010, 5:45 PM CET

Notice of Annual General Meeting in Faberge AB (publ)

Shareholders of Faberge AB (publ) are hereby notified of the Annual General Meeting (AGM) to be held on Wednesday 24 March, 2010, at 4 pm in Stora Salen at Nalen, Regeringsgatan 74, Stockholm, Sweden. Registration for the AGM begins at 3.00 pm.

Notice of Participation

Participation in the AGM is limited to shareholders who are both registered in the register of shareholders maintained by Euroclear Sweden AB (formerly VPC AB) on Thursday 18 March, 2010, and who notify Faberge of their intention to attend, and that of any assistant, no later than at 4.00 pm on Thursday 18 March, 2010. Notice of participation at the AGM may be submitted in one of the following ways:

- In writing to Faberge AB (publ), "Fabeges Årsstämma", Box 7839, 103 98 Stockholm, Sweden
- By telephone at +46 8 402 90 68
- Via the Internet at www.faberge.se

When giving notice of participation, the shareholder shall state his or her name, personal ID/corporate registration number, address and telephone number, their shareholding in Faberge, and the names of the assistants they wish to invite, if any. Shareholders with shares registered in the name of a trustee must, in order to be entitled to take part in the AGM, temporarily register their shares in their own names. Such temporary registration must be recorded by Thursday 18 March, 2010. To ensure that such registration is completed in time, shareholders are advised to notify their trustees to request temporary registration well before this date. Shareholders who are represented by proxy shall issue a power of attorney to be enclosed with the notice of participation, along with any registration certificates or other proof of authorisation.

Agenda

1. Opening of the Meeting.
2. Election of Chairman for the Meeting.
3. Preparation and approval of voting list.
4. Approval of the agenda.
5. Election of one or two persons to verify the minutes.
6. Determination of whether the Meeting has been duly convened.
7. Presentation of the Annual Report and the Auditors' Report, as well as the Consolidated Financial Statements and the Consolidated Auditor's Report.
8. Resolutions regarding
 - a) the adoption of the Profit and Loss Account and Balance Sheet as well as the Consolidated Profit and Loss Account and Consolidated Balance Sheet,
 - b) the allocation of the Company's profit in accordance with the adopted Balance Sheet,
 - c) discharge from liability of the Board of Directors and the Chief Executive Officer, and

- d) record date should the Meeting decide on dividend payment.
9. Resolutions on reduction of the share capital through withdrawal of treasury shares and bonus issue.
 10. Resolution on the number of Directors and, in connection therewith, a presentation by the Nominating Committee of its work.
 11. Determination of remuneration to the Board of Directors and auditors.
 12. Election of Board members and Chairman of the Board.
 13. Resolution on guidelines for the procedure for appointing the Nominating Committee.
 14. Resolution on guidelines for remuneration to the Company management.
 15. Resolution authorising the Board of Directors to acquire and transfer their own shares to other parties.
 16. Other items.
 17. Conclusion of the meeting.

The Board of Directors' motions

Item 8 b) and 8 d) – Dividend and record date

The Board of Directors proposes that the Annual General Meeting decides to approve a dividend of SEK 2 per share for 2009.

The proposed record date for payment of the dividend is 29 March, 2010. Should the shareholders attending the AGM approve the said proposal, the dividend is estimated to be distributed by Euroclear Sweden AB on 1 April, 2010.

Item 9 – Resolutions on a reduction of the share capital through withdrawal of treasury shares and bonus issue

The Board of Directors proposes a reduction of the company's share capital of SEK 118,274,866.4390 by means of the withdrawal of 3,929,400 shares, without reimbursement to the shareholders. The purpose of the reduction is to transfer the amount by which the share capital is reduced to a fund where it can be used as unrestricted equity. The reduction will be made by the withdrawal of 3,929,400 shares acquired by the company following Board decisions authorized at previous Shareholder Meetings.

The Board of Directors proposes that the Meeting decides to increase the company's share capital through a bonus issue in accordance with the following. The bonus issue will increase the share capital of SEK 119,085,028.0790, without the issue of new shares. The purpose of the bonus issue is to restore the share capital after the reduction effected in accordance with the present agenda item, rounded up, to obtain the desired quota value for the company. The company's share capital will be increased through a transfer from unrestricted equity.

Item 14 – Guidelines for management remuneration

Management refers to the Chief Executive Officer and other senior executives. All members of the Board of Directors with the exception of the CEO are responsible for drawing up a draft statement of guidelines governing remuneration and other terms of employment for company management, and for preparing decisions on the CEO's remuneration and other terms of employment.

The guidelines for remuneration and other terms of employment for management proposed by the Board are as follows:

Remuneration should be market-based and competitive, and should reflect responsibilities and performance that are in the interest of the shareholders. Fixed salaries should be reviewed each year. In addition to fixed salaries, remuneration in reward for target-related performance may be paid. Such remuneration shall depend on the extent to which pre-defined targets have been achieved within the framework of the company's activities. The targets comprise financial as well as non-financial criteria. Any remuneration in addition to the fixed salary shall be subject to a ceiling and related to the fixed salary. Variable remuneration is limited to a maximum of three (3) monthly salaries. In case of full target achievement the variable remuneration paid to management may not exceed a total annual cost for the company of SEK 2.5m (excluding social security contributions), based on the number of current senior executives. Any other benefits shall make up a limited part of the total remuneration.

The company has a profit-sharing fund covering all employees of the company. Allocations to the profit-sharing fund should be based on the achieved return on equity and are subject to a ceiling of one (1) base amount per year per employee.

The retirement age is 65. Pension benefits should be equivalent to the ITP supplementary pension plan for salaried employees in industry and commerce, or be contribution-based with a maximum contribution of 35 per cent of the pensionable salary. Termination salary and severance pay must not exceed 24 months in total.

Item 15 – Authorisation for the acquisition and transfer of treasury shares

The Board of Directors proposes that the Meeting authorize the Board, for a period ending no later than the next AGM, to acquire shares in the company and transfer shares to other parties. Share buybacks are subject to a limit of 10 per cent of the total number of outstanding shares at any time and may be made on the Stockholm Exchange. The right to transfer shares is subject to a limit of 10 per cent of all outstanding shares at any time. Derogating from the pre-emption rights of existing shareholders, such transfer may be made to third parties in connection with the acquisition of property or businesses, but not on the Stockholm Exchange. Payment for transferred shares may only be made in cash, in kind, by offset or in another manner subject to terms and conditions. The authorisation is designed to enable the company to continuously adapt its capital requirements and thereby improve shareholder value, and to enable the transfer of shares as a means of funding the acquisition of property or businesses, by payment in shares owned by the company (treasury shares).

Resolutions proposed by the Nominating Committee

Items 2, 10, 11, 12, 13 - election of Chairman for the AGM, resolutions on the number of Directors etc., and on Directors' and auditors' remuneration, the election of a Board of Directors and Chairman of the Board, resolution on guidelines for the appointment of the Nominating Committee.

In accordance with the guidelines adopted at the 2009 AGM of Faberge, the following persons have been appointed to the Nominating Committee: Anders Silverbåge (Brinova Fastigheter AB), Peter Laveson (Investment AB Öresund), Anders Rydin (SEB Fonder) and Thomas Ehlin (Nordea Fonder). Anders Silverbåge has served as the Committee's chairman. The four owner representatives together represent 28.4 per cent of the votes in Faberge.

The Nominating Committee proposes that the 2010 Annual General Meeting resolve:

- to elect Erik Paulsson as chairman of the AGM,

- to appoint eight Directors with no deputies,
- to re-elect the Directors Göte Dahlin, Christian Hermelin, Märtha Josefsson, Mats Qviberg, Erik Paulsson and Svante Paulsson,
- to elect Oscar Engelbert and Pär Nuder as new Directors,
- to re-elect Erik Paulson as Chairman of the Board,
- to approve the payment of Directors' remuneration at the same amounts as last year, a total of SEK 2,445,000 to be divided as follows: SEK 375,000 to the Chairman of the Board, SEK 185,000 to each non-executive Director, SEK 835,000 to Erik Paulsson as a separate fee for assisting senior management on two projects and SEK 125,000 for work in the Audit Committee,
- to approve the payment of auditors' fees in accordance with the approved invoice(s), and
- that the principles for the appointment of a Nominating Committee for the 2011 AGM remain unchanged, i.e. that a Nominating Committee consisting of representatives of the four largest shareholders be appointed no later than six months before the 2011 AGM.

More information about the proposed Directors is available on the company's website, www.faberge.se.

Other information

At the time of issuing this AGM notice, there were 169,320,972 shares and votes in the company. Of these, 4,929,400 are treasury shares owned by the company, which cannot be represented at the AGM. The Annual Report, Audit Report and a complete set of proposals for the resolutions and a reasoned opinion pursuant to the Companies Act, including audit statements and power of attorney forms, will be available from the company's office no later than 1 March, 2010, and sent to shareholders that have requested this, stating their postal address. The documents will also be made available on the company's website, www.faberge.se. The statement of the Board of Directors pursuant to Chapter 18, Section 4 of the Companies Act (2005:551) relating to the dividend proposal is included in the Directors' Report. The Company's Annual Report will be distributed in March to shareholders who have stated that they wish to receive financial information from the Company.

Stockholm, February 2010

Faberge AB (publ)

The Board of Directors

Faberge AB (publ)

For further information, please contact:

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This constitutes information that Faberge AB (publ) may be legally obliged to publish under the Securities Market Act and/or the Financial Instruments Trading Act. The information was released for publication at 5:45 pm (CET) on 22 February 2010.