

Notice to attend the Annual General Meeting of Lagercrantz Group AB (publ.)

The shareholders of Lagercrantz Group AB (publ.) (“the Company”) are hereby given notice to attend the Annual General Meeting to be held at 4:00 p.m., 1 September 2008, at IVA conference centre, Grev Turegatan 16, Stockholm.

NOTICE OF PARTICIPATION

Shareholders who wish to participate in the proceedings of the Annual General Meeting must:

- be entered in the shareholders’ register maintained by VPC AB (not registered under a trustee) no later than Tuesday, 26 August 2008.
- notify the Company’s head office under address Lagercrantz Group AB (publ.), P.O. Box 3508, SE-103 69 Stockholm, Sweden, or by telephone +46-8-700 66 70, or fax +46-8-28 18 05 or info@lagercrantz.com no later than by 3:00 p.m., Thursday, 28 August 2008. Such notice must contain the shareholders’ name, personal registration number (organisation number), address, telephone number and the number of shares represented as well as any attending counsel. Information given for participation will only be processed for purposes of the annual general meeting 2008.

Shareholders whose shares are registered under a trustee must temporarily register their shares in their own name in order to exercise their voting rights at the Annual General Meeting. Such changes in registration must be completed no later than Tuesday, 26 August 2008 in order for due registration to take place.

Where participation is based on a proxy, such proxy must be submitted to the Company well in advance of the Annual General Meeting. Proxies for legal entities must also submit a certified copy of a certificate of incorporation or equivalent document evidencing authority. The Company provides a proxy form to the shareholders and such form is available at the Company’s Internet website: www.lagercrantz.com.

PROPOSED AGENDA

1. Opening of the Meeting.
2. Election of Chairman to preside over the Meeting.
3. Compilation and approval of Electoral Register.
4. Approval of agenda.
5. Election of one or two persons to approve the Minutes to be taken at the Meeting.
6. Determination of whether or not the Meeting has been duly called.
7. Presentation of the Annual Accounts and the Audit Report and the Consolidated Financial Statements and the Consolidated Audit Report.

8. Address by the President and Chief Executive Officer.
9. Resolutions
 - a) regarding adoption of the Income Statement and the Balance Sheet and the Consolidated Income Statement and the Consolidated Balance Sheet,
 - b) regarding allocation of the Company's earnings in accordance with the duly adopted Balance Sheet, and
 - c) regarding discharge from liability for the members of the Board of Directors and the President.
10. Report on the work of the Election Committee.
11. Determination of the number of directors.
12. Ratification of fees for the Board of Directors and the auditors.
13. Election of directors.
14. Election of Chairman of the Board of Directors.
15. Adoption of instructions for the Election Committee and principles for how members of the Election Committee are to be appointed.
16. Resolution regarding reduction of the share capital and bonus issue.
17. Resolution regarding amendment of the Articles of Association.
18. Resolution regarding authorisation to approve the Minutes taken.
19. Proposal by the Board of Directors for principles for compensation and other terms and conditions for employment of members of senior management.
20. Proposal by the Board of Directors for issuance of call options on repurchased shares and conveyance of repurchased shares to members of senior management.
21. Authorisation for the Board of Directors to decide on purchase and conveyance of own shares.
22. Other matters
23. Adjournment

PROPOSAL OF THE ELECTION COMMITTEE FOR RESOLUTIONS WITH RESPECT TO ITEMS 2, 11-15 ABOVE:

The Election Committee, which as of 31 December 2007 represented approximately 45.0 percent of the votes in the Company, submits the following proposal for resolution. For information regarding the composition of the Election Committee and its work during the year, reference is made to Lagercrantz Group's website: www.lagercrantz.com.

2 Election of Chairman to preside of the Meeting

Anders Börjesson.

11 Determination of the number of directors

Five regular directors.

12 Determination of fees for the Board of Directors and auditors

An aggregate fee for the Board of Directors of SEK 1,100,000 to be distributed as follows:

Chairman of the Board of Directors: SEK 400,000

Vice Chairman of the Board of Directors: SEK 300,000

Other directors not employed by the Company: SEK 200,000 per director.

No fees are paid for committee work.

Audit fees will be paid according to approved invoice.

13 Election of directors

Re-election of Pirkko Alitalo, Anders Börjesson, Tom Hedelius, Lennart Sjölund and Jörgen Wigh.

Detailed descriptions of the members of the Board of Directors are found in the 2007/08 Annual Report and on the Company's website.

14 Election of Chairman of the Board of Directors

Re-election of Anders Börjesson.

15 Adoption of instructions for the Election Committee and principles for how members of the Election Committee are to be appointed

It is proposed that the assignment of the Election Committee should include evaluation of the composition and work of the Board of Directors and to make proposals to the Annual General Meeting for:

- Chairman to preside over the Annual General Meeting.
- Members of the Board of Directors to be elected by general meetings of shareholders.
- Chairman of the Board of Directors.
- Fees to directors not employed by the Company.
- Election of auditors, as the case may be, and auditors' fees.
- Principles for election of members of the Election Committee.

It is proposed that the Election Committee, until a new election committee is appointed, will consist of five members and that the Chairman of the Board of Directors gets the assignment of contacting the Company's largest known shareholders by vote as of 31 December 2008 requesting them to appoint members who together with the Chairman of the Board of Directors will constitute the Election Committee. The Election Committee will appoint a chairman among its members. The composition of the Election Committee shall be announced not later than six months before the 2009 Annual General Meeting. The Election Committee shall have the right to receive reasonable compensation for out-of pocket expenses incurred in the process of evaluation and recruitment. The members of the Election Committee receive no compensation from the Company for their work.

In the event that a member of the Election Committee resigns, is prevented from fulfilling the assignment, or if an owner appointing a member withdraw such appointment, the remaining members shall, where the Election Committee so decides, among the principal shareholders of the Company, appoint a suitable replacement to the Election Committee for the remaining mandate period.

The suggestions of the Election Committee shall be presented in the notice to attend the Annual General Meeting at which election of directors or auditors is to take place and at the Company's website.

PROPOSAL BY THE BOARD OF DIRECTORS FOR RESOLUTIONS ON MATTERS 9, 16-21 ABOVE:

9 Disposition of the Company's earnings according to the adopted Balance Sheet

The Board of Directors proposes a dividend to the shareholders of SEK 1.50 per share and Thursday, 4 September 2008 as record day for receiving dividend. Subject to approval by the Annual General Meeting in accordance with the proposal, the dividend is expected to be remitted by VPC Tuesday, 9 September 2008 to shareholders of record on the record day.

16 Resolution to reduce the share capital and make bonus issue

Lagercrantz Group currently holds 1,936,423 own class B shares in treasury. The proposal of the Board of Directors has the effect that the Company's share capital will be reduced by SEK 2,481,846 by cancellation without repayment of 1,240,923 class B shares that the Company has previously repurchased on the strength of prior annual general meetings.

The purpose of the reduction is that the amount by which the share capital is reduced shall be transferred to a reserve to be used as the Annual General Meeting sees fit.

The decision to reduce the share capital can be carried out without a need for approval from the Swedish Companies Registration Office, provided Lagercrantz Group at the same time takes action that results in no change in either share capital or restricted equity as a consequence of the decision. It is therefore proposed that the Annual

General Meeting that the share capital be increased by SEK 2,549,000 by transferring this amount from unrestricted equity without the issuance of new shares.

The resolution of the Annual General Meeting to reduce the share capital and to make a bonus issue must be made as a single resolution. A valid resolution by the Annual General Meeting must be seconded by shareholders representing not less than two thirds of votes cast, as well as shares represented at the Annual General Meeting, and shareholders with not less than two thirds of the class B shares represented at the Annual General Meeting.

17 Resolution on amendment of the Articles of Association

The provisions about class C shares are deleted.

18 Resolution regarding authorisation to make adjustments

The proposal of the Board of Directors mean that the Company's President together with the Chairman of the Board of Directors is authorised to make such minor adjustments under items 9, 16 – 17 as may be warranted for registration reasons.

19 Principles for compensation and other terms of employment for management

The proposal of the Board of Directors for principles means that compensation to the President and other persons in management may consist of basic salary, variable compensation, pension, other benefits and financial instruments.

The aggregate compensation should be in line with market conditions and competitive, and should also be related to responsibility and authority. The variable portion of the compensation should be maximised and never exceed the fixed salary. The variable portion of the salary shall be based on overall outcome in relation to set goals and on individual performance.

The retirement age shall be 60-65 years and only defined contribution plans will normally be additional to ITP plans. In addition to salary during the period of notice, there may be a severance payment up to a maximum of one annual salary. There will be no share-based or share-price-based programs beyond the current and proposed incentive program to the Annual General Meeting.

In individual cases and where special reasons prevail, the Board of Directors may depart from the guidelines proposed above.

20 Proposal for resolution with respect to issuance of call options and conveyance of repurchased shares to members of senior management

The 2006 Annual General Meeting resolved to approve the 2006 Incentive programme of the Lagercrantz Group AB (publ.) in accordance with the guidelines set forth in the documents provided to the 2006 Annual General Meeting and which are described on Lagercrantz Group's website, www.lagercrantz.com, and elsewhere. The purpose of the programme is to constitute a basis for an annual award of call options during the period 2006-2008. Each year's award shall be submitted to the Annual General Meeting for approval.

In accordance with the general guidelines drawn up for the programme, and based on the evaluation made, the Board of Directors proposes to the 2008 Annual General Meeting (award for 2008) that a resolution be passed to issue call options on repurchased shares in accordance with the following principal terms and conditions:

- (i) Number of call options – to be issued – shall be no more than 180,500.
- (ii) The right to acquire call options will accrue to managers and members of senior management in the Lagercrantz Group. Subscription of options shall take place from 22 September 2008 until 26 September 2008, inclusive.
- (iii) The premium for the options shall be equal to the market value of the call options in accordance with external valuation with application of the generally accepted valuation method (the Black & Scholes model). The measurement period for the option premium with the application of the Black & Scholes model shall be during the measuring period from 4 September 2008 until 17 September 2008, inclusive.
- (iv) Acquisition of shares utilizing call options shall take place from 27 September 2011 until 27 December 2011, inclusive.
- (v) Each call option will entitle its holder to acquire one (1) repurchased class B share in the Company at a redemption price of 125 percent of the volume-weighted average of the paid prices quoted on the price list for shares in Lagercrantz Group AB (publ.) on the OMX Nordic Exchange from 4 September 2008 until 17 September 2008, inclusive, (but not lower than the quotient value of the share). Days without a quoted paid price shall not be included in the calculation.
- (vi) Upon full subscription of the call options up to 180,500 shares may be issued (subject to any recalculation), equivalent to approximately 0.8 percent of the total number of shares outstanding (of class A as well as class B) and approximately 0.5 percent of the total number of votes. This calculation is based on the maximum number of shares and votes outstanding after such issuance, and with due consideration to the proposed cancellation of repurchased shares in accordance with item 16 of this notice, divided by the total number of shares and votes after such issuance. Shares held in treasury by the Company shall be included in the calculation of the total number of shares outstanding. Already outstanding are 515,000 call options on repurchased class B shares in the Company (2006 and 2007 award). Upon full award under the proposed programme, and with due consideration to proposed cancellation of repurchased shares in accordance with item 16 of this notice, the total number of shares outstanding at the time of the 2008 Annual General Meeting (2006, 2007 and 2008 awards) would be equivalent to a total of approximately 3.0 percent of the total number of shares outstanding and approximately 2.0 percent of the votes.
- (vii) The programme shall comprise a maximum of 35 persons. The proportion between the number of call options offered to the employee shall vary depending

on the responsibility and position of the employee. The President and CEO shall be offered a maximum of 24,500 call options and other members of management shall be divided into categories where each individual person is awarded a maximum of 18,000 call options and a minimum of 3,000 call options.

- (viii) The Board of Directors will decide which persons shall be included in each respective category and which persons will receive call options.
- (ix) In the event that a person entitled to an award of call options wholly or partially refrains from acquiring such options, his or her not acquired call options shall be distributed *pro rata* among persons entitled to be awarded call options who in writing have proclaimed an interest in acquiring additional call options (“secondary subscription right”). For call options acquired as described in this section, no subsidy on the premium will be paid. Persons entitled to award of call options may in this way acquire more than 130 percent of the originally offered number of options.
- (x) The members of the Board of Directors do not have the right to acquire call options, with the exception of the Company’s President.
- (xi) Issuance of call options to employees outside Sweden will depend on prevailing tax effects, that no legal obstacles exist and that the Board of Directors is of the opinion that such awards can be made by expending reasonable administrative and economic resources.
- (xii) A condition for being awarded call options is that the employee has signed a special pre-emption agreement with the Company. Shares to be offered under the pre-emption agreement shall be offered at market value in cases such as termination of employment. In other instances the call options are freely transferable.
- (xiii) For the purpose of encouraging participation in the programme, a subsidy will be paid equivalent to the premium paid. Payment of the subsidy will take place two (2) years after the decision to issue, on the condition that the option holder is still an employee of the Company at that time and owns call options.
- (xiv) The costs for the programme (2008 award) are estimated to be approximately MSEK 1.0. The costs mainly consist of the subsidy of the premium as described above and of the social benefits payable on such subsidy. The programme (2008 award) is expected to have a marginal effect on the Company’s earnings per share.
- (xv) The proposal by the Board of Directors includes that the Annual General Meeting also approves that the Company, with departure from the preferential rights of shareholders, conveys up to 180,500 of the Company’s shares held in treasury at the redemption price decided in connection with any utilisation of the call options (subject to any recalculation).

The reason for the departure from the preferential rights of shareholders is to raise motivation and to create participation for managers and members of senior management with respect to risks and opportunities in the Company's development. The purpose is also to motivate managers and members of senior management to continued employment in the Group and in special cases to be used for recruitment purposes.

The proposal for the call option programme was prepared by the Company's Compensation Committee in consultation with the Company's Board of Directors. The decision to propose issuance of call options on repurchased shares was made by the Board of Directors.

The decision to issue call options in accordance with this item of the agenda requires that the resolution by the Annual General Meeting is seconded by not less than nine tenths of the votes cast and represented at the Annual General Meeting.

21 Authorisation for the Board of Directors to decide on acquisition of and conveyance of own shares

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors to acquire class B shares before the next following Annual General Meeting up to a number not to exceed 10 percent of the total number of shares outstanding in the Company. Purchases shall be made via the OMX Nordic Exchange at the market price prevailing from time to time.

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors before the next following Annual General Meeting to sell shares held in treasury by the Company in connection with acquisition of companies or businesses in ways other than via the OMX Nordic Exchange. The authorisation may be exercised on one or more occasions before the next following Annual General Meeting and applies to all shares held in treasury at the time of the decision of the Board of Directors. The authorisation includes a right for the Board of Directors to decide on departure from the preferential rights of shareholders and that payment may be made by means other than money.

The purpose of acquiring own shares is to allow the Board of Directors to adapt the Group's capital structure as well as to enable the Company to acquire companies and businesses with payment in own shares and to cover the Company's obligations under the proposed incentive programme.

The total number of shares in the Company is 24,414,232, of which series A shares 1,095,998 and series B shares 23,318,234. The total number of votes in the Company is 34,278,214.

The financial statements and audit report and the complete proposal by the Board of Directors for resolutions with respect to items 9 and 16-21 of the agenda and a statement in accordance with Chapter 18, Section 4 and Chapter 19, Section 22 of the Swedish Companies Act and a statement by the auditor pursuant to Chapter 8, Section 54 and Chapter 20, Section 14 of the

Swedish Companies Act will be available at the Company from Monday 18 August 2008 and will be mailed to shareholders who so request and provide their mailing address. The 2007/08 Annual Report was published at the end of June 2008. Documents as detailed above and the proposal of the Election Committee to the Annual General Meeting will also be available at the Company's website: www.lagercrantz.com.

Stockholm, July 2008

Board of Directors

Lagercrantz Group AB (publ.)

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