

## NOTICE TO ATTEND ELANDERS' ANNUAL GENERAL MEETING

Shareholders in **Elanders AB (publ)** are hereby invited to attend an Annual General Meeting Monday 26 April 2010 at 3 p.m. at the Elanders Infomedia Centre on Designvägen 2, Mölnlycke, Sweden.

### THE RIGHT TO PARTICIPATE

Those who have the right to participate in the Annual General Meeting are shareholders that are both inscribed in the register of the shareholders held by Euroclear Sweden AB on Tuesday 20 April 2010 and have notified their intent to participate no later than 1 p.m., Wednesday 21 April 2010.

Shareholders who have nominee registered their shares must temporarily register their shares in their own name at Euroclear Sweden AB. This reregistering must be carried out after having requested it from the nominee no later than Tuesday 20 April 2010 in order to participate in the Annual General Meeting. This means that shareholders must notify their nominee of this well in advance of this day. There are a total of 9,764,999 shares and 15,014,996 votes in Elanders. Of these shares 583,333 are A shares with ten votes per share and 9,181,666 B shares with one vote per share.

### NOTIFICATION

Notification of participation can be made by mail to Elanders AB (publ) Att: Annual General Meeting Box 137, 435 23 Mölnlycke, Sweden or by telephone to +46 31 750 00 00, fax +46 31 750 07 25, via e-mail [arsstamma@elanders.com](mailto:arsstamma@elanders.com) or via our website [www.elanders.com](http://www.elanders.com). Name, social security number or company id number, address and telephone number, number of shares and, when applicable, the number of assistants (max two) attending the Annual General Meeting must be included.

Shareholders represented by a proxy must issue a power of attorney for the proxy. If the power of attorney is issued by a legal entity, a registration document or the equivalent thereof which indicates the authorised signatory for the legal entity must accompany it. The original power of attorney, together with a registration document or the equivalent thereof if necessary, should be sent in good time before the Annual General Meeting to the company at the address above. The company provides power of attorney forms upon request.

### PROPOSED AGENDA

1. Opening of the Annual General Meeting
2. Election of Meeting Chairman
3. Drawing up and approval of the voting list
4. Approval of the Agenda
5. Election of two minute-checkers
6. Corroboration that the Meeting has been duly convened
7. Chief Executive Officer's report
8. Presentation of the work done by the Board and its subcommittees
9. Presentation of the annual accounts, auditors' report, the consolidated financial statements and the consolidated auditors' report
10. Adoption of
  - a) the income statement and balance sheet as well as the consolidated income statement and balance sheet
  - b) the disposition of Group profits according to the adopted balance sheet
  - c) the discharge of Board Members and the Chief Executive Officer from liability for the fiscal year
11. Adoption of the number of Board Members and deputies
12. Adoption of the remuneration of the Board of Directors
13. Election of the Board of Directors and Chairman of the Board
14. Election of the nominating committee
15. Adoption of the Board's guidelines on remuneration to senior officers
16. Closure of the Meeting

# Elanders

## **DIVIDEND DISTRIBUTION (POINT 10b)**

The Board of Directors has proposed that no dividend be distributed for 2009.

## **THE BOARD OF DIRECTORS ETC (POINTS 2, 11, 12 and 13)**

The nominating committee for the Annual General Meeting consisting of Carl Bennet, (Carl Bennet AB) Chairman, Göran Erlandsson (representative for minor shareholders), Hans Hedström (HQ Funds), Nils Petter Hollekim (Odin Funds) and Caroline af Ugglas (Skandia Liv) proposes:

- the appointment of Carl Bennet as chairman of the Annual General Meeting,
- the number of the Board shall remain unchanged at eight members and no deputies,
- remuneration to Board Members shall remain unchanged at SEK 2,375,000 to be divided so that the Chairman receives SEK 500,000 and the other members not employed in the Company will each receive SEK 250,000, the chairman of the auditing committee receives SEK 100,000 and remuneration to each member of the auditing committee will be SEK 50,000, the chairman of the remuneration committee receives SEK 50,000 and remuneration to each member of the remuneration committee will be SEK 25,000.
- the re-election of Carl Bennet, Göran Johnsson, Cecilia Lager, Hans-Olov Olsson, Kerstin Paulsson, Johan Stern and Tore Åberg to the Board,
- the election of Magnus Nilsson as a Member of the Board and
- the re-election of Carl Bennet as Chairman of the Board.

The previous President, Patrick Holm resigned from the Board in 2009. Magnus Nilsson (born 1966) is the new President of Elanders. Magnus has an education in Graphic Technology, Design, Business Economics and Marketing and he has worked at Elanders since 1999.

The Auditor's term of office terminates at the Annual General Meeting in 2012.

## **THE NOMINATING COMMITTEE (POINT 14)**

The nominating committee proposes to the Annual General Meeting to decide:

- that the nominating committee for the Annual General Meeting of 2011 will consist of Carl Bennet, (Carl Bennet AB), Chairman, Göran Erlandsson (representative for minor shareholders), Hans Hedström (HQ Funds), Nils Petter Hollekim (Odin Funds) and Caroline af Ugglas (Skandia Liv),
- that in case an owner representative no longer represents the shareholder in question, or for other reasons leave the nominating committee before its task is accomplished, the shareholder is permitted to choose a new representative as member of the nominating committee,
- that in the case the owner representative represents a shareholder who has sold all or most of its holding in Elanders AB, the nominating committee may decide that the member shall vacate the post and, if the nominating committee considers it prudent, offer another representative for a major shareholder a place on the nominating committee, and
- that the nominating committee in connection with its role will fulfill the duties that according to the Swedish code for corporate governance are required of a nominating committee.

## **GUIDELINES ON REMUNERATION TO SENIOR OFFICERS (POINT 15)**

The Board proposes guidelines mainly entailing that the company offer total compensation on par with market levels so that the company can recruit and keep qualified senior officers. Remuneration to senior officers will consist of a basic wage, variable remuneration, other benefits and a pension. The basic wage will take into consideration the individual's responsibility and experience. The division between basic wage and variable remuneration will be in proportion to the officer's responsibility and authority. The variable remuneration will be based on results in relationship to individual targets. Variable remuneration for the CEO may amount to, at most, 50 percent of his/her basic wage. For other senior officers variable remuneration may amount to, at most, 40 percent of his/her basic wage. These guidelines are essentially the same as the principles followed so far.

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## DOCUMENTS

The annual accounts and all other necessary documents will be available at the company and on its website, [www.elanders.com](http://www.elanders.com), at least two weeks before the Annual General Meeting. Copies of these documents will be sent to shareholders who request it and provide their mailing address. Copies will also be distributed at the Annual General Meeting. This Notice to Attend can also be found on the company website as well as presentations of the nominated Board Members.

## PROGRAM FOR SHAREHOLDERS

- 1:45 p.m. Guided tour of the Group's operations in Mölnlycke
- 2:15 p.m. Registration opens
- 3:00 p.m. The Annual General Meeting begins

After the Annual General Meeting a warm meal will be served. We offer our shareholders bus transportation from Exercishuset at Heden since parking may be difficult in the area. Please let us know if you want to take the bus when you notify us you will be attending.

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Mölnlycke March 2010

**The Board of Elanders AB (publ)**