

## NOTICE TO ATTEND ELANDERS' ANNUAL GENERAL MEETING

Shareholders in **Elanders AB (publ)** are hereby invited to attend the Annual General Meeting Thursday 3 May 2012 at 3 p.m. at the Elanders' premises, Designvägen 2, Mölnlycke, Sweden.

### THE RIGHT TO PARTICIPATE

Shareholders who wish to attend the Annual General Meeting must be recorded in the share register maintained by Euroclear Sweden AB on Thursday 26 April 2012 and notify their intention to participate no later than 1 p.m., Friday 27 April 2012.

Shareholders whose shares are registered with a nominee must temporarily re-register their shares in their own name with Euroclear Sweden AB in order to be entitled to attend the Meeting. Such registration is requested with the nominee and must be duly effected not later than Thursday 26 April 2012 in order to participate in the Annual General Meeting. This means that shareholders must advise their nominee well in advance of this day

There are a total of 19,529,998 shares in Elanders, representing 30,029,992 votes. Of these shares 1,166,666 are class A-shares with ten votes per share and 18,363,332 class B-shares with one vote per share. The company does not own any of its own shares.

### NOTIFICATION

Notification of participation can be made in writing to Elanders AB (publ) Att: Annual General Meeting Box 137, 435 23 Mölnlycke, Sweden, by telephone to +46 31 750 07 21, by fax +46 31 750 07 25, by e-mail [arsstamma@elanders.com](mailto:arsstamma@elanders.com) or via our website [www.elanders.com](http://www.elanders.com). The notification shall set forth name, social security number or company registration number, address and telephone number, number of shares and, where applicable, the number of advisors (maximum two) that will accompany the shareholder at the Meeting.

Shareholders represented by a proxy shall issue a power of attorney for the proxy. If the power of attorney is issued by a legal entity, a registration certificate or a corresponding document which indicates the authorized signatories of the legal entity must be enclosed. The original power of attorney, and any registration certificate or the equivalent, should be sent to the company well in advance of the Annual General Meeting at the address above. Proxy forms are available at [www.elanders.com](http://www.elanders.com).

### PROPOSED AGENDA

1. Opening of the Annual General Meeting
2. Election of Chairman of the Meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of two persons to approve the minutes
6. Corroboration that the Meeting has been duly convened
7. Presentation by the Chief Executive Officer
8. Presentation of the work performed by the Board and its committees
9. Presentation of the annual accounts, the auditors' report, the consolidated financial statements and the auditors' report for the group
10. Resolutions regarding
  - a) adoption of the income statement and balance sheet as well as the consolidated income statement and balance sheet
  - b) allocation of the of company's profits according to the adopted balance sheet
  - c) the discharge of Board Members and the Chief Executive Officer from liability
11. Adoption of the number of Board Members, deputies and auditors
12. Adoption of the remuneration of the Board of Directors and the auditor
13. Election of the Board of Directors, Chairman of the Board and auditor
14. Election of the nomination committee
15. Adoption of the Board's guidelines on remuneration to senior officers
16. Adoption of the Board's proposal of new share issue
17. Closure of the Meeting

**DIVIDEND DISTRIBUTION (POINT 10b)**

The Board of Directors has proposed dividends of SEK 0.50 per share for 2011. The board has proposed 8 May 2012 as the record date for the payment of dividends. If the Annual General Meeting approves the Board of Directors' proposal it is estimated that Euroclear Sweden AB will distribute this dividend on 11 May 2012. The last day of trading in Elanders shares which includes the right to a dividend is Thursday 3 May 2012.

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

The nomination committee for the Annual General Meeting consisting of Carl Bennet, (Carl Bennet AB) Chairman, Göran Erlandsson (representative for the smaller shareholders), Hans Hedström (Carnegie Funds), proposes:

- the appointment of Carl Bennet as chairman of the Annual General Meeting,
- the number of the Board shall consist of seven members and no deputies,
- remuneration to Board Members shall amount to SEK 2,320,000 to be divided so that the Chairman receives SEK 550,000 and the other members not employed in the Company will each receive SEK 275,000, the chairman of the audit committee receives SEK 110,000 and remuneration to each member of the audit committee will be SEK 55,000, the chairman of the remuneration committee receives SEK 60,000 and remuneration to each member of the remuneration committee will be SEK 30,000.
- the re-election of Carl Bennet, Göran Johnsson, Cecilia Lager, Magnus Nilsson, Kerstin Paulsson and Johan Stern to the Board and that Erik Gabrielson be elected as new member of the Board.
- the re-election of Carl Bennet as Chairman of the Board.
- that the company elects one auditor and no deputies,
- that remuneration to the auditor be paid according to approved invoices within the limits of the offer and
- that the company auditor PricewaterhouseCoopers AB be re-elected.

Tore Åberg and Hans-Olov Olsson have declined being re-elected.

**THE NOMINATION COMMITTEE (POINT 14)**

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

- to instruct the Chairman of the Board to convene a Nomination committee for the Annual General Meeting 2013, composed of the Chairman of the Board, one representative of each of the Company's three largest shareholders as per 31 August 2012 and one representative of the smaller shareholders,,
- that, in the event any of the three largest shareholders refrains from exercising its right to appoint a representative to the Nomination committee, such right shall pass to the shareholder that, next to the these three shareholders, has the largest shareholding in the company,
- that, in the event a representative no longer represents the relevant shareholder, or otherwise resigns from the Nomination committee prior to the completion of its work, such shareholder shall be offered the opportunity to appoint a new representative to the Nomination committee,
- that, in the event a representative represents a shareholder that has sold all or the main part of its shareholding in Elanders, the Nomination committee may resolve that such member shall resign and, if deemed appropriate by the Nomination committee, offer another representative for a larger shareholder a place in the Nomination committee, and
- that the Nomination committee shall perform such duties that fall on the Nomination committee in accordance with the Swedish Code of Corporate Governance.

#### **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 the basic wage. For other senior officers variable remuneration may amount to, at most, 40 percent of the basic wage. The guidelines correspond in all material respects to the principles applied to date

#### **NEW SHARE ISSUE (POINT 16)**

As previously announced Elanders has signed a deal to acquire the German companies fotokasten GmbH and d|o|m Deutsche Online Medien GmbH. The acquisitions of the companies will take place through a new share issue (non-cash issue) of 3,200,000 class B-shares to the sellers of these companies. An additional cash purchase price of no more than MEUR 0.4 annually for two years may be paid, provided that fotokasten and d|o|m achieve a certain result. The acquisitions are conditional on a decision for the new share issue of compensation shares by the General Meeting of Elanders and that the necessary approval from the Competition Authority in Germany is obtained. For further information please see Elanders' press release 12 March 2012.

In view of this the Board of Directors propose that the Annual General Meeting decide on a new share issue of 3,200,000 class B-shares as compensation for the acquisition of fotokasten GmbH and d|o|m Deutsche Online Medien GmbH.

#### **DOCUMENTS**

The annual report and all other necessary documents will be available at the company and on its website, [www.elanders.com](http://www.elanders.com), at least three 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.

The shareholders are reminded of their right to demand information according to 7 chapter 32 § in the Swedish Companies Act.

#### **PROGRAM FOR SHAREHOLDERS**

2:00 p.m. Guided tour of the Group's operations in Mölnlycke  
2:30 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 2012

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